

**BANYAN GOLD CORP.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD JULY 20, 2018**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of Banyan Gold Corp. (the "**Corporation**") will be held at Suite 1000-1050 W. Pender Street., Vancouver, BC V6E 3Z7 on Friday July 20, 2018, at 9:30 am (Vancouver Time), for the purposes of:

- A. receiving and considering the audited consolidated financial statements of the Corporation for the year ended September 30, 2017, together with the auditor's report thereon;**
- B. fixing the number of directors to be elected at the Meeting at five (5);**
- C. electing a board of directors until the next annual general meeting of shareholders of the Corporation or until their successors are duly elected or appointed;**
- D. appointing Geib & Company as auditor of the Corporation until the next annual general meeting of shareholders and to authorize the directors to fix the remuneration of such auditor;**
- E. considering, and if deemed advisable, approving the Corporation's rolling share option plan which allows for the issuance of that number of common shares as is equal to 10% of the Corporation's issued and outstanding common shares at any given time;**
- F. transacting such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.**

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is June 11, 2018 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a shareholder transfers the ownership of any of such Shareholder's shares after such date and the transferee of those shares establishes that the transferee owns the shares and requests, not later than 10 days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.**

A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 9:30 am (Vancouver Time) on July 18, 2018 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized. Details of all matters proposed to be put before the Meeting are set forth in the accompanying Management Information Circular.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Mark Ayranto"*

Mark Ayranto, Chairman