

BAROYECA GOLD & SILVER INC.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual and Special General Meeting of the shareholders of Baroyeca Gold & Silver Inc. (hereinafter called the "Company") will be held at Suite 451 - 409 Granville Street, Vancouver, British Columbia on Thursday, December 14, 2017 at the hour of 11:00 o'clock a.m. for the following purposes:

- (a) To receive and consider the audited financial statements of the Company for the years ended May 31, 2015, 2016 and 2017 and the report of the auditor thereon;
- (b) To appoint A. Chan and Company LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year at a remuneration to be fixed by the Directors;
- (c) To determine the number of directors at four;
- (d) To elect Directors for the ensuing year;
- (e) To consider and, if thought fit, to ratify, confirm and approve the amended stock option plan for the Company;
- (f) To consider and, if though fit, to pass a special resolution to alter the Notice of Articles of the Company to increase the authorized capital to an unlimited number of common shares without par value;
- (g) To consider and, if thought fit, to pass a resolution authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the *Business Corporations Act*, British Columbia, for rectification of any omissions, defects, errors or irregularities that have occurred in the conduct of the business or affairs of the Company including the failure of the Company to hold an Annual General Meeting since 2014; and
- (h) To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

Shareholders who are unable to attend the Annual and Special General Meeting in person are requested to read the notes accompanying the Instrument of Proxy and complete and return the Proxy to the Company's transfer agent at, Computershare Trust Company of Canada, 510 Burrard Street, 2nd Floor, Vancouver, B.C., V6C 3B9, not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 7th day of November, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Richard Wilson"

RICHARD WILSON, President and CEO