

BAROYECA GOLD & SILVER INC.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Baroyeca Gold & Silver Inc. (hereinafter called the "Company") will be held via teleconference only, Wednesday December 30, 2020 at the hour of 11:00 o'clock a.m. (Vancouver time) for the following purposes:

- (a) To receive and consider the audited financial statements of the Company for the year ended May 31, 2020 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 stock option plan for the Company;
- (f) To consider and, if thought fit, approve the acquisition of the Option Agreements and any resulting possible change of control of the Company;
- (g) To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made part of, this Notice of Meeting.

Shareholders 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.

In view of the continuing COVID-19 pandemic and the recommended social distancing and other safe practices, the Company will not be providing a physical location for shareholders to attend the Meeting in person. Shareholders are encouraged to vote on the matters before the Meeting in advance, by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free (602) 580-9747 with the access code 7306435.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 20th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Richard Wilson
RICHARD WILSON, President and CEO

PLEASE VOTE. YOUR VOTE IS IMPORTANT WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING BY TELECONFERENCE, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED