

**BAROYECA GOLD & SILVER INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Baroyeca Gold & Silver Inc. (hereinafter called the "**Company**") will be held at 700 W Georgia St #2500, Vancouver, BC V7Y 1B3 on Friday, January 17, 2025 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 year ended May 31, 2024 and the report of the auditor thereon;
- (b) To appoint WDM Chartered Professional Accountants, as auditor for the Company for the ensuing year at a remuneration to be fixed by the Directors;
- (c) To set the number of directors at five;
- (d) To elect the directors for the ensuing year;
- (e) To consider and, if thought fit, to approve an ordinary resolution to consolidate the issued and outstanding common shares of the Company (the "**Consolidation**") on the basis of fourteen (14) pre-Consolidation common shares for every one (1) post-Consolidation common share, and to further authorize the Company's board of directors to determine when and if to effect such Consolidation, as is more particularly described in the accompanying Information Circular;
- (f) 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 entitled to vote at the Meeting either in person or by proxy. If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please read the notes attached to the accompanying Instrument of Proxy and, complete, date, and sign the Proxy, then return the Proxy to the Company's transfer agent, Computershare Trust Company of Canada, 510 Burrard Street, 2nd Floor, Vancouver, B.C., V6C 3B9, or follow the procedures for voting provided in the Instrument of Proxy, not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**") please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at the City of Vancouver, in the Province of British Columbia, as of the 19<sup>th</sup> day of December, 2024

BY ORDER OF THE BOARD OF DIRECTORS

*Signed "Richard Wilson"*

Richard Wilson

CEO