

WARABA GOLD LIMITED

Suite 1080, 789 West Pender Street
Vancouver, BC
V6C 1H2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Waraba Gold Limited (the “**Corporation**”) will be broadcast via videoconference through Zoom at: <https://us06web.zoom.us/j/81844994807?pwd=WitXclBTRlp6dXFrUGdTN2NTSWl1UT09> (meeting ID: 818 4499 4807; passcode: 123456) on March 21, 2022 at 11:00 A.M. (Toronto time), as it may be postponed or adjourned.

Accompanying this Notice are materials delivered in connection with the Meeting including:

- the management information circular of the Corporation, dated February 14, 2022 (the “**Circular**”); and
- a form of proxy.

The Meeting will be for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended July 31, 2021 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at four (4);
3. to elect the directors of the Corporation to hold office until the close of the next annual general meeting;
4. to re-appoint McGovern Hurley LLP Chartered Professional Accountants as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders of the Corporation or their earlier resignation or replacement, and to authorize the directors of the Corporation to fix the auditor’s remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Management Information Circular.

If you are a Shareholder of record of the Corporation at the close of business on February 11, 2022, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your Common Shares and participate in the Meeting.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders will not be able to attend the Meeting in person. Shareholders are strongly encouraged to listen to the Meeting via teleconference and to vote on the matters before the Meeting by proxy.

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial and local laws and orders including, without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at www.sedar.com. We strongly recommend that you review the Corporation's profile on SEDAR at www.sedar.com prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

DATED February 14, 2022.

BY ORDER OF THE BOARD

Signed "Carl Esprey"

Carl Esprey
Chief Executive Officer
Waraba Gold Limited