

TARACHI GOLD CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of holders of common shares (the “**Common Shares**”) of Tarachi Gold Corp. (“**Tarachi**” or the “**Company**”) will be held on Thursday, September 30, 2021 at 11:00 a.m. (PDT).

Due to the ever changing COVID-19 restrictions, we do ask that shareholders join via teleconference as the preferred method of attending in case further restrictions are put in place before the Meeting. If you wish to attend in person, we request that you send an email to Jen Hanson at jen@tarachigold.com at least two days prior to the meeting.

In Person: Suite 700 – 1090 West Georgia Street
Vancouver, British Columbia
****The floor will be locked so please press 700 on the intercom located at the front door of the building to dial the receptionist****

Teleconference: Canada/USA: 1-800-719-7514
Access Code: 784781

At the Meeting, Shareholders will be asked to:

1. fix the number of directors of the Company at five (5) persons;
2. elect five (5) directors of the Company for the ensuing year;
3. appoint MNP LLP as the Company’s auditor for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
4. transact such other business as may properly be put before the Meeting.

At the Meeting, Shareholders will also receive and consider the audited financial statements of the Company for the financial year ended July 31, 2020 together with the auditors’ report thereon.

The Information Circular and the appendices thereto are deemed to form part of this Notice of Meeting.

Registered holders of Common Shares who wish to ensure their securities will be voted at the Meeting are requested to date, complete and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in this Information Circular. To be effective, proxies must be received before 11:00 a.m. (PST) on September 28, 2021 or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

Shareholders who do not hold Common Shares in their own name must follow the instructions set out in the voting instruction form or the form of proxy provided to the beneficial shareholder by its intermediary, and in the Information Circular to ensure their Common Shares will be voted at the Meeting. If Common Shares are held in a brokerage account, then in almost all cases those securities will not be registered in the shareholder’s name on the records of the Company.

To be effective, the enclosed Proxy Instrument must be returned to the Company’s transfer agent, Odyssey Trust Company, (“**Odyssey**”):

- (a) by **mail** using the enclosed return envelope;
- (b) by **internet** as described on the enclosed proxy; or

(c) by **registered mail**, by **hand** or by **courier delivery** to Odyssey Trust Company., 323 - 409 Granville Street Vancouver BC V6C 1T2.

All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 11:00 a.m. (Vancouver Time) on September 28, 2021 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia or Ontario) before the beginning of any adjournment to the Meeting.

If you are a non-registered beneficial shareholder, a voting information form (also known as a “**VIF**”), instead of a Proxy Instrument, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

DATED at Vancouver, British Columbia, on August 26, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“Michael Konnert”

Michael Konnert
Chairman