

WARABA GOLD LIMITED
750 WEST PENDER STREET, SUITE 401
VANCOUVER, BRITISH COLUMBIA V6C 2T7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares in the capital of Waraba Gold Limited (the “**Company**”) will be held at the offices of the Company’s legal counsel, Garfinkle Biderman LLP, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 on Monday, February 23, 2026 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the consolidated audited financial statements of the Company for the financial years ended July 31, 2025, and 2024 and the auditors’ report thereon (together, the “**Annual Financial Statements**”);
2. to fix the number of directors of the Company at five;
3. to elect the directors of the Company for the ensuing year, as will be more particularly set forth in the accompanying instrument of proxy (the “**Form of Proxy**”) and management information circular dated January 16, 2026 (the “**Circular**”), each prepared for the purpose of the Meeting;
4. to re-appoint McGovern Hurley LLP, Chartered Professional Accountants, as the auditor of the Company until the earlier of the close of the next annual meeting of Shareholders or their earlier resignation or replacement, and to authorize the audit committee of the board of directors of the Company (the “**Board**”) to fix the auditors’ remuneration;
5. to consider and, if thought advisable, pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying: (x) the repeal and replacement the Company’s current stock option plan with the adoption of the proposed equity incentive plan for the Company (the “**Omnibus Plan**”) and (y) prior grant of an aggregate of 666,666 restricted share units pursuant to the Omnibus Plan, as more particularly set forth in the Circular;
6. to consider, and if thought fit, to pass an ordinary resolution of disinterested Shareholders, the full text of which is included in the Circular, authorizing and approving the proposed issuance of an aggregate of 22,072,762 Common Shares underlying the Pre-Funded Warrants issued in the Private Placement, which exceeds the thresholds outlined in the policies of the CSE, as required pursuant to the application of CSE Policy 4.6(2)(a)(i)(2) (as such terms are defined in the Circular), as more particularly set forth in the Circular;
7. to consider, and if thought fit, to pass an ordinary resolution of disinterested Shareholders, the full text of which is included in the Circular, authorizing and approving the disinterested Shareholders authorizing and approving the participation of the Participating Insiders in the Transactions, as required pursuant to the application of section 5.6 of MI 61-101 (as such terms are defined in the Circular), as more particularly set forth in the Circular;
8. to consider, and if deemed appropriate, to approve, with or without variation, a special resolution approving the adoption of new articles of the Company, as more particularly set forth in the Circular;
9. to transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice of meeting (this “**Notice of Meeting**”) should be read together with the Circular and Form of Proxy or voting instruction form (“**VIF**”), as applicable, as the specific details of the foregoing matters to be put before the Meeting are set forth in Circular accompanying this Notice of Meeting.

The Circular and all additional materials have been posted under the Company’s SEDAR+ profile at www.sedarplus.ca. **Shareholders are reminded to carefully review the Circular and any additional materials prior to voting on the matters being transacted at the Meeting.**

The Company strongly encourages each Shareholder to submit a Form of Proxy or VIF in advance of the Meeting using one of the methods described below and in the Circular.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the Company's registrar and transfer agent, National Securities Administrators Ltd: (i) by mail at: Attention: National Securities Administrators Ltd., 777 Hornby St. Suite 702, Vancouver, BC V6Z 1S4; (ii) by fax: 604.559.8908; (iii) on www.eproxy.ca; or (iv) by email: proxy@transferagent.ca, by 10:00 a.m. (Toronto time) on Friday, February 19, 2026 or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Votes cast electronically are in all respects equivalent to and will be treated in the exact same manner as, votes cast via a paper Form of Proxy. Further details on the electronic voting process are provided in the Form of Proxy.

The Company reserves the right to take any additional measures that it deems necessary or advisable in relation to the Meeting, including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of press release. Please monitor the Company's press releases as well as the Company's SEDAR+ profile at www.sedarplus.ca for more details.

The Company does not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

The Board has fixed the close of business on January 16, 2026, as the record date (the "**Record Date**") for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment(s) or postponement(s) thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion. The Chairman is under no obligation to accept or reject any late proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF. **Shareholders are reminded to review the Circular prior to voting.**

DATED at Toronto, Ontario this 16th day of January 2026.

BY ORDER OF THE BOARD

/s/ Carl Esprey

Carl Esprey
Chief Executive Officer and Director