



**NOTICE AND ACCESS NOTIFICATION
AND
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 Gold**” or the “**Company**”) will be held at Suite 1723, 595 Burrard Street (Bentall 3), Vancouver, British Columbia on Tuesday, February 20, 2024, at 10:00 a.m. (PDT).

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 WDM Chartered Professional Accountants as the Company’s auditor for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. ratify and confirm the Company’s stock option plan, as more particularly described in the accompanying information circular; and
5. 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 years ended July 31, 2022 and July 31, 2023, together with the auditors’ report thereon.

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

WEBSITES WHERE MEETING MATERIALS ARE POSTED:

Meeting materials can be viewed online under the Company’s profile at [Sedar+](#) and also at tarachigold.com/investors/agm-material/.

****Shareholders are reminded to review the information circular prior to voting****

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

The Company is providing paper copies of its Information Circular only to registered and beneficial shareholders who have previously requested to receive paper materials.

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Company for the years ended July 31, 2022, and July 31, 2023, and the report of the auditors thereon and related Management’s Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests can be sent by email to jen@tarachigold.com. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received no later than February 5, 2024. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. Requests must be made by email to jen@tarachigold.com.

VOTING

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 10:00 a.m. PDT on Thursday, February 15, 2024:

Internet: Go to <https://login.odysseytrust.com/pxlogin> and follow the instructions.

Mail: Complete the form of proxy or any other proper form of proxy, sign it and mail it to:

Odyssey Trust Company
350 – 409 Granville Street
Vancouver, BC V6C 1T2

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

Internet: Go to <https://login.odysseytrust.com/pxlogin> and follow the instructions.

Mail: Complete the voting instruction form, sign it and mail it in the envelope provided.

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.

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may contact our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

DATED at Vancouver, British Columbia, on January 5, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Cameron Tymstra”

**Cameron Tymstra
President and Chief Executive Officer**