

BARRANCO GOLD MINING CORP.
210 – 233 West 1st Street
North Vancouver, BC V7M 1B3, Canada

Telephone: (604) 210 6067

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the “Meeting”) of Barranco Gold Mining Corp. (the “Company”) will be held virtually on Thursday, September 24, 2026, at the hour of 10:00 a.m., Vancouver time.

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate. You can access the Meeting online by utilizing the following link:

<https://us05web.zoom.us/j/87490613101?pwd=Qjr0sElR19a8jHZmM8ZyVMwb5ozoN2.1>

Meeting ID: 874 9061 3101

Passcode: 8TL1Jg

The Meeting will be held for the following purposes:

1. To receive and consider the report of the directors and the financial statements of the Company, together with the auditor’s report thereon, for the years ended March 31, 2026 and 2025.
2. To fix the number of directors at three (3).
3. To elect directors for the ensuing year.
4. To appoint the auditor for the ensuing year.
5. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

If you are unable to attend the Meeting, please complete, sign and date the enclosed form of proxy and return the same within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 24th day of August, 2026

BY ORDER OF THE BOARD

“Reno Calabrigo”
Reno Calabrigo
Chief Executive Officer

BARRANCO GOLD MINING CORP.
210 – 233 West 1st Street
North Vancouver, BC V7M 1B3, Canada

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INFORMATION CIRCULAR

(As at August 24, 2026, except as indicated)

Barranco Gold Mining Corp. (the “Company” or “Barranco”) is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at the annual general meeting (the “Meeting”) of the Company to be held on September 24, 2026 and at any adjournments. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Company may also solicit proxies by telephone, e-mail or in person. None of these individuals will receive any extra compensation for such efforts. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the “Management Proxyholders”).

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares in the capital of the Company (“Shares”) represented by a properly executed proxy will be voted or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Endeavor Trust Corporation, Suite 702, 777 Hornby Street, Vancouver, BC, V6Z 1S4 Canada, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.

Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("NOBOs"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("OBOs").

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs. This year, the Company will rely on those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, NOBOs can expect to receive a voting instruction form ("VIF") from the Company's transfer agent. These VIFs are to be completed and returned to the transfer agent by facsimile. The transfer agent will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

The Company does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101, the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery.

NOTICE-AND-ACCESS

The Company is not sending the Meeting materials to shareholders using “notice-and-access”, as defined under NI 54-101.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares without par value, of which 31,360,415 Shares are issued and outstanding as of August 24, 2026. Persons who are registered shareholders at the close of business on August 24, 2026 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares with voting rights.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company, other than Walter Convents, who owns 4,632,352 Shares, representing approximately 14.8% of the issued and outstanding Shares.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Election of Directors

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at three (3).

The Company is required to have an Audit Committee. Members of this committee are as set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years</i>	<i>Previous Service as a Director</i>	<i>Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽¹⁾</i>
RENO CALABRIGO ⁽¹⁾ British Columbia, Canada CEO & Director	CEO, President and Director of Barranco Gold Mining Corp. (April 2020 to present); The Eelleet Network Corp. (July 2025 to present); Gold Strategy Inc. (January 2024 to present); Fields of Gold Corp. (January 2021 to present); Glenrosa Gold Mining Corp. (March 2024 to present); and Director of Bighorn Metals Corp. (July 2025 to present).	April 28, 2020	400,100
GEORGE FEDOSOV ⁽¹⁾ British Columbia, Canada Director	Retired (2026 to present); Unit Manager of Mapei Inc. (March 2018 to 2026).	March 4, 2024	1,836,500
WALTER CONVENTS ⁽¹⁾ Bonn, Germany Director	Chief Executive Officer of Axendis Capital SE (March 2023 to present); and Director of Echos Holding (February 2023 to July 2023).	March 15, 2024	4,632,352

(1) Member of the present Audit Committee.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, no proposed director (including any personal holding companies of the proposed directors):

- (a) is, as of the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that: (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an “Order”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.
- (b) is, as of the date hereof, or has been, within 10 years before the date hereof, a director or

executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

- (c) has, within 10 years before the date hereof, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or proposed director.
- (d) has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditors

The persons named in the accompanying form of proxy intend to vote for the appointment of Bassi & Karimjee LLP, Chartered Accountants, of Brampton, Ontario, as auditors of the Company to hold office until the next annual meeting of shareholders and to authorize the directors to fix their remuneration, unless the shareholder directs therein that his, her or its shares be withheld from voting for the appointment of auditors.

Other Matters

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purposes of this Statement of Executive Compensation:

“CEO” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“Named Executive Officer” or “NEO” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose

total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; and

- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Based on the foregoing definition, during the last completed fiscal year of the Company, the NEOs of the Company were Reno Calabrigo, CEO and Marcy Kiesman, CFO.

Director And NEO Compensation, Excluding Compensation Securities

The following table provides a summary of the compensation earned by the NEOs and directors for services rendered in all capacities during the financial years ended March 31, 2026 and 2025:

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Reno J Calabrigo Director, CEO & President	2026	19,786	Nil	Nil	Nil	Nil	19,786
	2025	67,773	Nil	Nil	Nil	Nil	67,773
Marcy Kiesman ⁽¹⁾ CFO	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	12,457	Nil	Nil	Nil	Nil	12,457
George Fedosov ⁽²⁾ Director	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	Nil	Nil	Nil	Nil	Nil	Nil
Walter Convents ⁽³⁾ Director	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	Nil	Nil	Nil	Nil	Nil	Nil

(1) Marcy Kiesman was appointed as CFO of the Company on June 26, 2024.

(2) Appointed as director March 4, 2024.

(3) Appointed as director March 15, 2024.

External Management Companies

No individuals acting as named executive officers or directors of the Company are employed by, or retained through, an external management company, and the Company has not entered into any understanding, arrangement or agreement with an external management company to provide executive management services to the Company, directly or indirectly. Accordingly, no compensation has been paid by the Company or by any external management company to any individual acting as a named executive officer or director of the Company that would be required to be disclosed, nor has any allocation of compensation been required.

Stock Options and Other Compensation Securities

No stock options or other compensation securities were granted or issued to any director or NEO of the Company during the most recently completed financial year of the Company ended March 31, 2026.

No stock options or other compensation securities were exercised by any director or NEO of the Company during the most recently completed financial year of the Company ended March 31, 2026.

Stock Option Plans and Other Incentive Plans

The Company has a stock option plan (“Stock Option Plan”) that was adopted by the Board on March 14, 2024. Capitalized terms used in this section which are not otherwise defined shall have the meaning ascribed to them in the Stock Option Plan.

The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants (together “service providers”) of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of Shares reserved for issuance pursuant to options granted under the Stock Option Plan will not exceed 10% of the number of Shares of the Company issued and outstanding from time to time.

The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder subject to express provisions of the Stock Option Plan.

Options may be granted under the Stock Option Plan to such directors, employees, consultants or management company employees of the Company and its subsidiaries, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the listed security on the CSE on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the convertible security or the posting of notice of the proposed issuance of the convertible security with the CSE.

The Stock Option Plan complies with National Instrument 45-106 – *Prospectus Exemptions* and provides that the number of Shares which may be reserved for issuance on a yearly basis to any one related person upon exercise of all stock options held by such individual may not exceed 10% of the issued Shares calculated at the time of grant. Moreover, the Company cannot issue grants to related persons if in the aggregate the grants would, on a fully diluted basis, exceed 10% of the issued and outstanding Shares of the Company.

The Stock Option Plan is the Company’s only equity compensation plan. As of the date hereof, there are 88,000 options outstanding to purchase Shares.

Employment, Consulting and Management Agreements

The Company has not entered into any employment contracts with the Named Executive Officers.

The Company does not have any contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change of control of the Company or a change in responsibilities of the Named Executive Officer following a change in control.

Compensation Discussion and Analysis

The Board does not have a formal compensation program nor a dedicated compensation committee in place. Currently, the Board as a whole is responsible for determining all forms of compensation, including short and long-term incentive compensation in the form of bonuses, to be granted to the directors and

officers. In its review and determination of executive compensation, the Board strives to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

The Company presently does not have any binding employment contracts with any NEO. In setting the compensation, the Board annually reviews the performance of the CEO and CFO in light of the Company's objectives and the progress of its projects and consider other factors that may have impacted the success of the Company in achieving its objectives.

Although no NEO of the Company received, by mutual agreement, a base salary during the year ended March 31, 2026, in the Board's view, paying base compensation, that is competitive in the market in which the Company operates, can and will be a first step to attracting and retaining talented, qualified and effective executives to be applied as soon as a sustainable financial situation has been established for the Company.

Elements of Compensation

During the two most recently completed financial years, other than the compensation received by Mr. Calabrigo and Ms. Marcy Kiesman, the directors and officers of the Company have not received base salaries in order to keep the Company in good standing for as long as it is not in the position to provide competitive pay reflecting the individuals' primary duties and responsibilities including the level of skill and experience required to successfully perform their role. As soon as the Company will have reached a sustainable financial situation, the Company intends to pay base salaries competitive with those for similar positions. All compensation and salaries will be reviewed annually by the Board.

The primary goal of the Company's executive compensation program is to retain and motivate top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Company's executive officers is determined with regard to the Company's business strategy and objectives and financial condition, such that the financial interests of the executive officers are matched with the financial interests of the shareholders.

The Company's present executive compensation consists exclusively of long-term incentives in the form of stock options granted under the Company's Stock Option Plan. While the Company may, in the future, consider granting compensation in the form of base salary, such salary will be determined for each of the Company's executive officers on an individual basis, taking into consideration the individual's experience, performance and contributions to the Company's success and competitive industry pay practices for comparable positions with the primary goal of retaining highly qualified executives in a competitive market environment.

The Company may, in its discretion, award cash bonuses in order to motivate executives to achieve corporate goals. A discretionary bonus for each NEO is determined annually based on an assessment of performance of the executive throughout the year and the attainment of goals and objectives set for the executive. Annual incentives are approved by the Board.

The Company's Stock Option Plan is intended to attract, retain and motivate officers and Directors of the Company, and to align the interests of those individuals with those of the Company and its shareholders. The Stock Option Plan provides the Company's optionees with an opportunity to acquire a proprietary interest in the Company's value growth through the exercise of stock options. Options are granted on an

annual basis at the discretion of the Board, which considers factors such as how other capital pool companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an optionee is based on such considerations.

The Company has not currently identified specific performance goals or benchmarks as such relate to executive compensation, but from time to time does review compensation practices of companies of similar size and stage of development and has decided, at this time, not to pay any compensation beyond the issuance of stock options granted under the Company's Stock Option Plan but the Company may decide to reward its management and directors with a bonus in the form of options or share purchase warrants. The stage of the Company's development and the size of its specialized management team allow frequent communication and constant management decisions in the interest of developing shareholder value as a primary goal. As the Company progresses toward a revenue-producing entity, and performance goals are more apt to be delegated, particular performance goals will become more complex and measurable, and included in the compensation structure accordingly.

Compensation Policies and Risk Management

The Board considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. The Board periodically reviews the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is primarily granted through long-term ownership in the Company by way of the Company's Stock Option Plan. Such compensation structure ensures that the executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board has not established a dedicated compensation committee as the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular communication and Board meetings during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Option-Based Awards

The Company's Stock Option Plan has and may be used to provide share purchase options which are granted in consideration of the level of responsibility of the optionee as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to an optionee, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of Canadian venture exchanges on which the Company may list its shares, and closely align the interests of the executive officers with the interests of shareholders.

The Board as a whole has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Restrictions on Financial Instruments

The Company has not adopted a policy prohibiting Directors or officers from purchasing arm's-length financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by Directors or officers. However, the Company is not aware of any Directors or officers having entered into this type of transaction.

Compensation Governance

Options are granted at the discretion of the Board, which considers factors such as how other junior industrial companies grant options and the potential value that each optionee is contributing to the Company and the various board committees. The number of options granted to an individual is based on such considerations.

Director Compensation

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Statement of Executive Compensation.

The Company has a valid Stock Option Plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the optionees of the Company and to closely align the personal interests of such persons to that of the Company and its shareholders.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As at the end of the Company's most recently completed financial year, the Company had no outstanding equity compensation awards and no equity securities authorized for issuance under any equity compensation plans.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

As at the date hereof, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or

- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITORS

Bassi & Karimjee LLP, Chartered Accountants, of Brampton, Ontario, is the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Bassi & Karimjee LLP as the Company's auditor to hold office for the ensuing year.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines in respect to the number of committees have not been adopted yet. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices which disclosure is set out below.

INDEPENDENCE OF MEMBERS OF BOARD

At the present time, the Company's Board consists of three Directors, two of whom are independent based upon the tests for independence set forth in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Walter Convents and George Fedosov are independent. Reno J Calabrigo is not independent as he is the CEO and President of the Company.

MANAGEMENT SUPERVISION BY BOARD

The present operations of the Company do not support a large board, and the Board has determined that the current constitution is appropriate for the Company's current stage of development. Independent

supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors will, however, be able to meet at any time without any members of management, including the non-independent Directors, being present.

Further supervision is performed through the Audit Committee (the “Audit Committee”) which will be composed of a majority of independent Directors who can meet with the Company’s auditors without management being in attendance.

RISK MANAGEMENT

The Board is responsible for the adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The Audit Committee is responsible for the risk management items set out in the Audit Committee charter.

DIRECTORSHIPS

The following Directors of the Company hold Directorships in other reporting issuers as set out below:

Name	Name of Reporting Issuer
Reno Calabrigo	The Eelleet Network Corp. Barranco Gold Mining Corp. Gold Strategy Inc. Fields of Gold Corp. Bighorn Metals Corp.
Walter Convents	N/A
George Fedosov	N/A

ORIENTATION AND CONTINUING EDUCATION

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. access to recent, publicly filed documents of the Company, technical reports, if applicable, and the Company’s internal financial information;
2. access to management and technical experts and consultants; and
3. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management’s assistance and to attend related industry seminars and visit the Company’s operations. Board members have full access to the Company’s records.

ETHICAL BUSINESS CONDUCT

The Board views good corporate, social and environmental responsibility as an integral component to the success of the Company and to meet responsibilities to shareholders.

NOMINATION OF DIRECTORS

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the Company's industry segment are consulted for possible candidates.

BOARD COMMITTEES

Other than the Audit Committee there are no other committees of the Board.

Considering that the Company's Board members are actively involved in its operations, the present size of the Company's operations does not warrant a large board.

At present, the only committee of the Board is the Audit Committee. The Audit Committee is to be comprised of at least three directors whereby the majority of whom shall be free from any relationship that would, in the opinion of the Board, interfere with the exercise of his or her independent judgment as a member of the Committee. The composition of any additional future committee including its composition will be determined by the Board. Each Committee will develop its charter to be approved by the Board.

ASSESSMENTS

The Board does not consider formal assessments to be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and each of its committees. The Board intends to implement formal assessments to assist in its review and will conduct formal surveys of its Directors and its active committees on its assessment of effectiveness.

AUDIT COMMITTEE

The Audit Committee Charter

I. MANDATE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Barranco Gold Mining Corp. (the "Company") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company's independent external auditor (the "Auditor"); and
4. The performance of the Company's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three or more members.

B. Qualifications

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Meetings

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.
4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance and Completion by Auditor of its Work

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.
2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.

3. Recommend to the Board the compensation of the Auditor.
4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

Internal Financial Controls and Operations of the Company

1. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
 - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
 - (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

1. Review the Company's annual and interim financial statements, management's discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.

2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.
4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee.
5. Make regular reports to the Board.
6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Annually review the Committee's own performance.
8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.
9. Not delegate these responsibilities.

B. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.

These are the responsibilities of management and not the Committee.

COMPOSITION OF THE AUDIT COMMITTEE

The following are the present members of the Committee:

Reno Calabrigo	Non Independent ⁽¹⁾	Financially literate ⁽¹⁾
Walter Convents	Independent ⁽¹⁾	Financially literate ⁽¹⁾
George Fedosov	Independent ⁽¹⁾	Financially literate ⁽¹⁾

(1) As defined by NI 52-110.

AUDIT COMMITTEE MEMBER EDUCATION AND EXPERIENCE

Reno Calabrigo began his career as Vice President of Consolidated Cinola Mines Ltd., later known as City Resources (Canada) Ltd., where he coordinated the completion of the final feasibility study on the Cinola Gold Deposit, proving up 25 million ounces of gold and securing over \$10 million USD in project financing. Reno also played a key role in that company's listing on the Toronto Stock Exchange. He is also currently a director of Mineral Hill Industries Ltd., a mining exploration company listed on the TSX Venture Exchange. He is also currently a director of TransGlobal Assets Inc., Enviro-Serv, Inc. and Tritent International Corp., each of which are trading on the OTC Pink. Reno has an MBA from the University of Idaho and a BA from Simon Fraser University.

From 1993 to 2003, Reno expanded his expertise in private investment banking, and later served as President of Magnum d'Or Resources from 2004 to 2007, focusing on premium base precious metal assets in Mongolia and had a leadership role in coordinating detailed drilling programs and managing exploration projects. Since 2008, Reno has continued his work in private investment banking, leveraging his experience to guide financial strategies and investments.

George Fedosov brings over three decades of extensive experience in operations management to the Company. With a proven track record in cost control, lean management, and operational efficiency, George has demonstrated exceptional leadership across various roles. He has excelled in managing and overseeing operations in plants with up to 500 employees. Prior to his most recent role, George held several management positions. He has successfully managed complex operations involving large scale manufacturing and distribution of construction materials, concrete products, and automotive components. George's accomplishments include growing aftermarket sales significantly, implementing effective budget controls, and achieving high standards in quality assurance and environmental safety. He holds a Bachelor of Science in Business Administration from the University of Phoenix and is a certified Quality Engineer by the American Society for Quality.

Walter Convents has a diverse and accomplished background in sports, marketing, and public relations. Following his military career, he made significant contributions as a national coach for the German Sports Confederation and head coach at the Federal Training Center for Fencing. In 1985, he founded a sports marketing agency in Bonn, where he managed marketing efforts for top-tier ice hockey and football clubs. Walter also conceptualized and executed sponsorship projects for a large number of major brands. Since 2017, he has been a lecturer at Fresenius University.

AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Company is relying upon the exemption in Section 6.1 of NI 52-110 (*Venture Issuers*) from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described below under the heading "External Auditors" of its Audit Committee Charter.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees (\$)	Audit Related Fees(\$)	Tax Fees (\$)	All Other Fees(\$)
March 31, 2026	16,050	Nil	802	Nil
March 31, 2025	16,050	Nil	802	Nil

- (1) Aggregate fees billed for the preparation of annual financial statements and services normally provided by the external auditor in connection with statutory and regulatory filings.
- (2) Aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of financial statements and are not reported as "Audit Fees", including, assistance with aspects of tax accounting, attest services not required by statute or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees billed for tax compliance, advice, planning and assistance with tax for specific transactions.
- (4) Aggregate fees billed in respect of administration fees of the Canadian Public Accountability Board.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.ca. Shareholders may contact the Company at renocalabrigo69@gmail.com, to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR+.

DATED this 24th day of August, 2026.

APPROVED BY THE BOARD OF DIRECTORS OF BARRANCO GOLD MINING CORP.

"Reno J Calabrigo"
 RENO J CALABRIGO
 Chief Executive Officer