

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General Meeting** (the “**Meeting**”) of the shareholders of **BARKSDALE RESOURCES CORP.** (the “**Company**”) will be held at **Suite 1400, 1125 Howe Street, Vancouver, British Columbia, V6C 2B5**, on **Friday, December 13, 2024**, at **10:30 a.m. (Pacific Time)**.

The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the year ended March 31, 2024, and the report of the auditor thereon;
2. to set the number of directors for the ensuing year at six;
3. to elect directors for the ensuing year;
4. to appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought advisable, pass an ordinary resolution ratifying and approving the Company’s existing “rolling” stock option plan as more particularly described in the Company’s management information circular dated October 18, 2024 (the “**Circular**”), accompanying this Notice of Meeting; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

This Notice of Meeting is accompanied by the Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders (collectively, the “**Meeting Materials**”). Shareholders are requested to read the Circular and, in lieu of attending the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

As described in the Notice and Access notification mailed to shareholders of the Company, the Company will deliver the applicable Meeting Materials to shareholders by posting the Meeting Materials on <https://www.barksdaleresources.com/investors#agm>. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting Materials will be available on <https://www.barksdaleresources.com/investors#agm> as of November 4, 2024, and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Company’s profile on SEDAR+ at www.sedarplus.ca as of November 4, 2024.

All shareholders will receive a Notice and Access notification, together with a proxy or voting instruction form, as applicable, which will contain information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting.

Shareholders who wish to receive paper copies of the Meeting Materials may request the materials by calling 1-877-398-5385 (toll free, within North America) or 1-604-398-5385 (direct, from outside North America). Meeting Materials will be sent to you at no cost within three business days of your request, if such request is made before the Meeting. To ensure that you receive the Meeting Materials in advance of

the voting deadline and Meeting date, all requests must be received no later than Tuesday, December 3, 2024. If you do request paper copies of the Meeting Materials, please note that another proxy/voting instruction form will not be sent and you should retain your current one for voting purposes. To obtain paper copies of the Meeting Materials after the Meeting date, please contact 1-604-398-5385.

The Board of Directors of the Company has fixed the close of business on October 18, 2024, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed **10:30 a.m.** (Pacific Time) on Wednesday, **December 11, 2024**, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's registrar and transfer agent, Computershare Investor Services Inc.

DATED at Vancouver, British Columbia, as of the 18th day of October, 2024.

BARKSDALE RESOURCES CORP.

/s/ Rick Trotman _____
Rick Trotman
President, Chief Executive Officer, and Director