

**SONORAN DESERT COPPER CORPORATION**

NOTICE OF ANNUAL MEETING

To be held on December 21, 2023

and

MANAGEMENT INFORMATION CIRCULAR

November 16, 2023

## SONORAN DESERT COPPER CORPORATION

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of the shareholders of **Sonoran Desert Copper Corporation** (“SDCU” or the “Company”) will be held at on **Thursday December 21, 2023** at **1:00 a.m.** (local time) at the Company’s offices at **2110 – 650 West Georgia Street, Vancouver, BC** for the following purposes:

1. To receive the report of the directors;
2. To receive and consider the audited financial statements of SDCU for the fiscal years ended December 31, 2021 and December 31, 2022, including the accompanying notes and the auditor’s report, and the annual Management Discussion and Analysis;
3. To fix the number of directors at 4.
4. To elect directors for the ensuing year.
5. To appoint an auditor for SDCU to hold office until the close of the next Annual Meeting;
6. To authorize the directors to fix the remuneration to be paid to the auditor of SDCU;
7. To approve an increase in the maximum number of stock options issuable under the Stock Option Plan from 3,537,611 to 5,056,953.

**INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED PLAN, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING RESOLUTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.**

8. To transact such other business as may properly come before the meeting or any adjournment or 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. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at 2110 – 650 West Georgia Street, Vancouver, BC, during normal business hours up to **December 21, 2023** being the date of the Meeting, and at the Meeting.

The directors of the Company have fixed the close of business on January 4, 2022 as the record date for determining holders of common shares who are entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Form of Proxy and return the same in the enclosed return envelope provided for that purpose within the

time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice.

To Participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada/USA: 1.866.305.1460

Access Code: 7314865#

DATED at Vancouver, BC this 21<sup>st</sup> day of November, 2023

BY ORDER OF THE BOARD  
**Sonoran Desert Copper Corp.**

*"Brian Leeners"*

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Brian Leeners, President & CEO