



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF
ONTARIO REGULATION 398/21, AS AMENDED
(the “Regulation”)**

**MADE UNDER THE
BUSINESS CORPORATIONS ACT (ONTARIO) R.S.O. 1990, C. B.16, AS AMENDED
(the “OBCA”)**

AND

**IN THE MATTER OF
GLOBAL COPPER CORP.**

**CONSENT
(subsection 21(b) of the Regulation)**

UPON the application of Global Copper Corp. (the “**Applicant**”) to the Ontario Securities Commission (the “**Commission**”) requesting the consent of the Commission pursuant to subsection 21(b) of the Regulation, for the Applicant to continue into the Province of British Columbia pursuant to section 181 of the OBCA (the “**Continuance**”);

AND UPON considering the application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was incorporated by way of articles of incorporation under the OBCA on December 20, 1988 as 810563 Ontario Limited. By articles of amendment filed on November 8, 1989 the Applicant changed its name to Western Troy Capital Resources Inc. On August 2, 2022, the Applicant changed its name by articles of amendment to L13 Lithium Corp. and on September 13, 2024, by articles of amendment, changed its name to its present name, Global Copper Corp.
2. The Applicant’s head office is located at Suite 250, 750 West Pender Street, Vancouver, British Columbia, V6C 2T7.
3. The authorized capital of the Applicant consists of an unlimited number of common shares (the “**Common Shares**”) and an unlimited number of Class A shares. As of October 8, 2025, 45,322,738 Common Shares were issued and outstanding and nil Class A shares were issued and outstanding.
4. The Applicant’s common shares are listed for trading on the TSX Venture Exchange (the “**Exchange**”) under the symbol “CUCU”.

5. The Applicant intends to apply to the Director under the OBCA pursuant to Section 181 of the OBCA for authorization to continue as a corporation under the *Business Corporations Act* (British Columbia), SBC 2002, c. 57 (the “**BCBCA**”).
6. For corporate and administrative reasons, the Applicant is of the view it would be appropriate to pursue the Continuance as the Applicant’s head office is located in British Columbia and certain business functions are carried out therein.
7. Pursuant to subsection 21(b) of the Regulation, an application for authorization to continue in another jurisdiction under Section 181 of the OBCA must, in the case of an “offering corporation” (as that term is defined in the OBCA), be accompanied by a consent from the Commission.
8. The Applicant is an “offering corporation” under the OBCA and is a reporting issuer under the *Securities Act* (Ontario), R.S.O. 1990, c. S.5, as amended (the “**Securities Act**”), and the securities legislation of each of the provinces of British Columbia, Alberta and Nova Scotia (the “**Legislation**”). The Applicant intends to remain a reporting issuer in the provinces of Ontario, British Columbia, Alberta and Nova Scotia following the Continuance.
9. The Commission is currently the Applicant’s principal regulator. Following the Continuance, the Applicant will change its principal regulator to the British Columbia Securities Commission.
10. The Applicant is not in default of (i) any of the provisions of the OBCA, the Act or the Legislation, including any of the rules or regulations made thereunder; and (ii) any of the rules, regulations or policies of the Exchange.
11. The Applicant is not a party to any proceeding or, to the best of its knowledge, information and belief, pending proceeding under the OBCA, the Act or Legislation.
12. A summary of the material provisions respecting the proposed Continuance is contained in the management information circular of the Applicant dated September 5, 2025 (the “**Circular**”) filed on SEDAR+ in respect of the Applicant’s annual general and special meeting of shareholders held on October 8, 2025 (the “**Meeting**”). The Circular includes disclosure of the reasons for, and the implications of, the proposed Continuance and a summary of the material differences between the OBCA and the BCBCA.
13. The Applicant’s shareholders have the right to dissent with respect to the proposed Continuance pursuant to Section 185 of the OBCA, and the Circular disclosed full particulars of this right in accordance with applicable law.
14. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.
15. The Continuance required the approval by a special resolution of not less than two-thirds of the aggregate votes cast by shareholders of the Applicant present in person or by proxy at the Meeting. The Applicant’s shareholders authorized the Continuance at the Meeting by a special resolution that was approved by 93.25% of the votes cast by the shareholders of the Applicant in person or represented by proxy. No shareholders exercised dissent rights pursuant to section 185 of the OBCA.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

THE COMMISSION CONSENTS to the continuance of the Applicant under the BCBCA.

DATED at Toronto on this ___30th___ day of October, 2025.

“Lina Creta”

Lina Creta
Associate Vice President
Corporate Finance
Ontario Securities Commission

OSC File#: 2025/0606