KODIAK COPPER CORP.
Suite 1020-800 West Pender Street
Vancouver, BC V6C 2V6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE is hereby given that the Annual General and Special Meeting (the "**Meeting**") of **KODIAK COPPER CORP.** (the "**Company**") will be held on **Wednesday, May 26, 2021** at 10:00 a.m. (Vancouver time) at Suite 1020– 800 West Pender Street, Vancouver, British Columbia, for the following purposes:

1. To receive the Audited Consolidated Financial Statements of the Company for the financial year ending September 30, 2020, together with the Auditors' Report thereon.

2. To set the number of directors for the ensuing year at six (6).

3. To elect six (6) directors to hold office until the next annual general meeting of the Company.

4. To appoint BDO Canada LLP, Chartered Accountants, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the directors.

5. To consider and, if thought fit, to pass a special resolution to approve the adoption of a new form of Articles of the Company, as more particularly described in the accompanying information circular of the Company dated April 21, 2021 (the "**Information Circular**").

6. To consider, and if thought fit, to pass an ordinary resolution to approve a new 10% rolling stock option plan of the Company, as more particularly described in the accompanying Information Circular.

7. To consider, and if thought fit, to pass an ordinary resolution to approve a restricted share unit & deferred share unit plan of the Company, as described in the accompanying Information Circular.

8. To transact such other business that may properly be brought before the Meeting and any adjournment or postponement of the Meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Endeavor Trust Corporation, 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, or follow the procedures for voting provided in the accompanying form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. **In light of the ongoing concerns related to the spread of COVID-19, and in order to mitigate the potential risks to the health and safety associated with COVID-19, shareholders are strongly encouraged to vote their proxies in advance of the Meeting rather than attend the Meeting in person.**

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Only holders of common shares of record as at the close of business on April 21, 2021 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 21st day of April, 2021.

By Order of the Board of Directors
KODIAK COPPER CORP.

"Tony M. Ricci"
TONY M. RICCI
Director and CFO