

QC COPPER AND GOLD INC.
Suite 1805, 55 University Avenue
Toronto, Ontario, M5J 2H7
Telephone: 416-644-1571

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the "**Meeting**") of the shareholders of QC Copper and Gold Inc. (the "**Company**") will be held at Suite 1805 – 55 University Avenue, Toronto, Ontario, on Wednesday, December 16, 2020 at 11:30 A.M. (EST), for the following purposes:

1. To receive and consider the financial statements of the Company, together with the auditor's report thereon, for the financial year ended October 31, 2019.
2. To fix the number of directors at six (6).
3. To elect directors for the ensuing year.
4. To appoint McGovern, Hurley LLP, Chartered Accountants, as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors.
5. To consider and, if thought fit, to pass an ordinary resolution, the full text of which is set forth in the accompanying information circular, approving an increase in the number of common shares authorized to be issued under the Company's fixed stock option plan.
6. To consider, and if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving grants of 2,800,000 stock options in August 2020.

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 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 set out in the form of proxy accompanying this notice.

DATED this 16th day of November, 2020.

BY ORDER OF THE BOARD

"Stephen Stewart"
Stephen Stewart
Chief Executive Officer