

**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 Thursday, November 4, 2021 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, 2020.
2. To fix the number of directors at eight (8).
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 an ordinary resolution, the full text of which is set forth in the accompanying information circular, approving a new stock option plan to replace the Company's existing stock option plan.
7. To consider, and if thought fit, to pass a special resolution to amend the Company's Articles to add a new Article 27 which will provide that in the event of a conflict between the Articles of the Company and the Listing Rules of the ASX, the Listing Rules of ASX will prevail, as more particularly described in the accompanying Management Information Circular.

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.

**In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial government of Canada, the Company is encouraging Shareholders and others not to attend the Meeting in person.**

The Company is offering its Shareholders the option to listen and participate (but not vote) at the Meeting by conference call at:

Conference call participation:  
North America Toll-Free: 1 877 234 4610  
Local (Toronto): 416 883 8981  
Participant Conference Access code: 4872953 #

Shareholders will not be able to vote through the conference call; however, there will be a question and answer session following the termination of the formal business of the Meeting during which Shareholders attending the conference call can ask questions.

DATED this 7<sup>th</sup> day of October, 2021.

**BY ORDER OF THE BOARD**

(signed) "Stephen Stewart"  
Stephen Stewart  
Chief Executive Officer