

QC COPPER AND GOLD INC.
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Toronto, ON M5J 2H7

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Email: info@orefinders.ca

NOTICE-AND-ACCESS NOTICE TO SHAREHOLDERS

**ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 10, 2022**

You are receiving this notice as QC Copper and Gold Inc. (the “**Company**”) is using notice-and-access to deliver meeting materials to its shareholders in respect of its annual meeting of shareholders to be held on August 10, 2022 (the “**Meeting**”). Under notice-and-access, instead of receiving paper copies of the Company’s management information circular dated June 23, 2022 (the “**Information Circular**”), and, if requested, the annual financial statements and MD&A for the year ended October 31, 2021 (collectively, the “**Meeting Materials**”), shareholders are receiving this notice containing information on how to access the Meeting Materials electronically. You will also receive a proxy or voting instruction form, as applicable, enabling you to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs.

MEETING DATE

WHEN: Wednesday, August 10, 2022

TIME: 11:00 a.m. (Eastern time)

WHERE: Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

- **NUMBER OF DIRECTORS:** To fix the number of directors of the Company for the ensuing year. See the section entitled “Election of Directors” in the Information Circular.
- **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled “Election of Directors” in the Information Circular.
- **APPOINTMENT OF AUDITOR:** To appoint McGovern Hurley LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “Appointment of Auditor” in the Information Circular.
- **APPROVE THE STOCK OPTION PLAN:** To consider and, if thought fit, to pass an ordinary resolution, the full text of which is set forth in the Information Circular, approving a new fixed stock option plan to replace the Company’s existing fixed stock option plan. See the section entitled “Particulars of Other Matters to be Acted Upon – Approval of Stock Option Plan” in the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The applicable Meeting Materials can be viewed online under the Company's profile at www.sedar.com (Canada) or at the Company's website at www.qccopper.com.

The Financial Statement Request Form accompanies the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Requests for paper copies must be received by July 27, 2022 in order to receive the applicable Meeting Materials in advance of the proxy deposit date and Meeting. Shareholders who wish to receive paper copies of the applicable Meeting Materials may request copies from the Company by telephone at 416.644.1567 or by email at info@orefinders.ca. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Those shareholders with existing instructions to receive a paper copy of the Meeting Materials will receive paper copies of the Meeting Materials with this notice. Shareholders may revoke their existing instructions by contacting the service provider who services their account. Shareholders may request paper copies of the applicable Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by email at info@orefinders.ca.

VOTING

Registered shareholders are asked to return their proxies using the following methods by the deadline set for the deposit of proxies in the accompanying proxy.

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Please refer to your form of proxy or the Information Circular for further information.

Beneficial shareholders should carefully follow the instructions of their intermediary, nominee or broker, including those regarding when and where the completed voting instruction form is to be delivered. Note that if you are a beneficial shareholder, your intermediary, nominee or broker will need your voting instructions sufficiently in advance of the proxy deposit deadline to enable your nominee to act on your instructions.

QUESTION ABOUT NOTICE-AND-ACCESS

Shareholders with questions about notice-and-access can contact the Company by telephone at 416.644.1567 or by email at info@orefinders.ca.