

QC COPPER AND GOLD INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of holders ("**QC Copper Shareholders**") of common shares ("**QC Copper Shares**") of **QC COPPER AND GOLD INC.** ("**QC Copper**" or the "**Company**") will be held at Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7 on December 4, 2024 at 11:00 a.m. (EST) for the following purposes:

1. to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution of the QC Copper Shareholders (the "**Acquisition Resolution**"), on a majority of the minority basis, approving the acquisition (the "**Acquisition**") of all of the issued and outstanding shares of Cuprum Corp., as more particularly described in the accompanying management information circular;
2. conditional on the proposed Acquisition Resolution being passed, to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution of the QC Copper Shareholders (the "**RSU Plan Resolution**") approving the Company's restricted share unit plan;
3. conditional on the proposed Acquisition Resolution and RSU Plan Resolution each being passed, to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution of the QC Copper Shareholders (the "**New Option Plan Resolution**") approving the Company's new stock option plan; and
4. to transact such further and other business as may properly come before the Meeting or any adjournment(s) thereof.

The accompanying management information circular contains the full text of each of the above resolutions and provides additional information relating to the subject matter of the Meeting, including the Acquisition. In order to become effective, (a) the Acquisition Resolution must be approved by a majority of the votes cast by QC Copper Shareholders, other than a QC Copper Shareholder who is a non-arm's length party to QC Copper or the Acquisition, present in person or by proxy at the Meeting or any adjournment(s) thereof, and (b) the RSU Plan Resolution and the New Option Plan Resolution each must be approved by a majority of the votes cast by QC Copper Shareholders present in person or by proxy at the Meeting or any adjournment(s) thereof.

The Company's board of directors (the "**QC Copper Board**") unanimously (with the exception of Stephen Stewart, Anthony Moreau, Charles Beaudry, Alex Stewart and Michael Mansfield, each of whom declared their interest in the Acquisition and abstained from voting in respect thereof) recommends that the QC Copper Shareholders vote **FOR** the Acquisition Resolution. It is a condition to the completion of the Acquisition that the Acquisition Resolution is adopted at the Meeting.

The QC Copper Board has fixed October 21, 2024 as the record date for the determination of QC Copper Shareholders entitled to receive this Notice of Special Meeting of Shareholders and to attend and vote at the Meeting or any adjournment(s) thereof.

If you are a registered QC Copper Shareholder and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed form of proxy. A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1, or by toll free North American fax number 1-866-249-7775, or by international fax number 1-416-263-9524 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment(s) thereof.

DATED this 25th day of October, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF QC
COPPER AND GOLD INC.**

By: "Stephen Stewart"

Stephen Stewart
Chief Executive Officer and Director