

NOTICE OF 2023 ANNUAL GENERAL MEETING OF COPPERNICO METALS INC.
(Formerly, Sombrero Resources Inc.)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Coppernico Metals Inc. (the “**Company**” or “**Coppernico**”) will be held, **Wednesday, August 23, 2023, at 10:00 a.m. (Pacific Time)** at Suite 1630, 1177 West Hastings Street, Vancouver, British Columbia, Canada V6E 2K3. The purpose of the Meeting is to consider and take action on the following matters:

1. receive the audited financial statements of the Company for the year ended December 31, 2022 together and the auditor’s report thereon;
2. elect directors for the ensuing year;
3. appoint the auditor of the Company for the ensuing year; and
4. to transact any other business that may properly come before the Meeting.

The Management Information Circular (“**Circular**”) dated July 5, 2023, provides additional information relating to the matters to be addressed at the Meeting and forms part of this Notice.

You are encouraged to vote on the above items by submitting the enclosed Form of Proxy (the “**Proxy**”), rather than attend the Meeting in person. Should you intend to attend the Meeting in person and in order to facilitate planning, please pre-register with the Company at least 48 hours before the Meeting by sending an email to: info@coppernicometals.com. A Proxy has been provided in this package, together with the Circular which forms part of this Notice. Please refer to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Proxy.

The directors have fixed July 5, 2023, as the record date for determining the Shareholders entitled to receive notice of and vote at the Meeting. If you were a Shareholder as of July 5, 2023, you are entitled to vote at the Meeting. If you are unable to attend the Meeting, you are encouraged to read, complete, date, sign and return the enclosed Proxy or Voting Instruction Form (“**VIF**”) in the manner specified on the form, no later than 10:00 a.m. (Pacific Time) on August 21, 2023.

Please refer to the section “*General Proxy and Voting Information*” in the Circular for details on how to vote at the Meeting. Coppernico strongly encourages Shareholders to vote in advance using their Proxy or VIF as described in the Circular.

The Company will use Notice-and-Access procedures adopted by the Canadian Securities Administrators to deliver this Notice and the Circular. Shareholders will receive a Proxy or VIF and the Notice-and-Access notification with instructions on how to access the Circular electronically. The Circular will be available on the Company’s website (www.coppernicometals.com) and under the Company’s profile on SEDAR (www.sedar.com). The meeting materials will remain on the Company’s website for one full year. Shareholders who wish to receive more information about Notice-and-Access or to receive paper copies of the Circular or other proxy-related materials should contact the Company at Suite 1630, 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3, or call Toll-Free at 1-800-863-8655 or Tel: 778-729-0600 or by request by Fax: 778-729-0650, or the Company’s Corporate Secretary by email at info@coppernicometals.com.

DATED at Vancouver, British Columbia this 5th day of July, 2023.

ON BEHALF OF THE BOARD OF DIRECTORS

“Ivan Bebek”

Ivan Bebek
President, Chief Executive Officer & Director



NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Copernico Metals Inc. (the “**Company**” or “**Copernico**”) is utilizing the Notice-and-Access model for the delivery of the management information circular (the “**Circular**”) to registered and beneficial shareholders for its annual general meeting of shareholders (the “**Meeting**”) to be held on August 23, 2023. This notification contains information on how to access the Circular electronically or obtain a paper copy, as well as information on voting your shares using the proxy form or voting instruction form enclosed with this notification. Shareholders that have existing instructions on their account with their intermediary to receive a printed copy of the Circular will receive printed copies. If you have questions about Notice-and-Access, you can contact the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), by calling toll-free within North America at 1-800-564-6253 or 1-514-982-7555 internationally, or contact the Company at Suite 1630- 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3, or call Toll-Free at 1-800-863-8655 or Tel: 778-729-0600 or by request by Fax: 778-729-0650, or the Company’s Corporate Secretary by email at info@copernicometals.com

You are encouraged to vote by submitting the enclosed Form of Proxy (the “**Proxy**”), in the case of registered shareholders, or Voting Instruction Form (“**VIF**”), in the case of non-registered shareholders, rather than attend the Meeting in person. Should you intend to attend the Meeting in person and in order to facilitate planning, please pre-register with the Company at least 48 hours before the Meeting by sending an email to: info@copernicometals.com. Please refer to the section “General Proxy and Voting Information” in the Circular for details on how to vote by proxy at the Meeting. The date, time and location of the Meeting are as follows:

WHEN: Wednesday, August 23, 2023 10:00 a.m. (Pacific Time)	WHERE: Suite 1630, 1177 West Hastings Street Vancouver, BC V6E 2K3
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The directors have fixed July 5, 2023, as the record date for determining the Shareholders entitled to receive notice of and vote at the Meeting. If you were a Shareholder as of July 5, 2023, you are entitled to vote at the Meeting. If you are unable to attend the Meeting, you are encouraged to read, complete, date, sign and return the enclosed Proxy or VIF in the manner specified on the form, no later than 10:00 a.m. (Pacific Time) on August 21, 2023.

Shareholders will be asked to consider and, if applicable vote on the following items of business:

1. receive the audited financial statements of the Company for the year ended December 31, 2022 together and the auditor’s report thereon;
2. elect directors for the ensuing year;
3. appoint the auditor of the Company for the ensuing year; and
4. to transact any other business that may properly come before the Meeting.

For detailed information regarding each of the above items of business, please refer to the section of the Circular titled “Business of the Meeting”. Copernico urges shareholders to review the Circular before voting. Your Vote is Important.

Accessing Meeting Materials Online

This notice and the Circular will be available on Copernico’s website at www.copernicometals.com/investors/agm-materials/ and under Copernico’s profile on SEDAR, at www.sedar.com. This notice is accompanied by the Circular and either a proxy form or a voting instruction form.

Requesting Printed Meeting Materials

If you would like to receive a paper copy of the Circular, please contact the Company at Suite 1630- 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3, or call Toll-Free at 1-800-863-8655 or Tel: 778-729-0600 or by request by Fax: 778-729-0650, or the Company's Corporate Secretary by email at info@coppernicometals.com. A printed copy of the Circular will be sent to you by postal delivery at no cost to you up to one year from the date the Circular was filed on SEDAR. Requests should be received by 10:00 a.m. (Pacific Time) on August 21, 2023 to receive the Circular in advance of the proxy deposit date and the Meeting date.

Voting Instructions

If you are a registered shareholder, you will have received a proxy form with this notification. If you are a non-registered shareholder, you will have received a voting instruction form or a proxy form signed by your intermediary.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare, by mail or hand delivery to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) telephone or internet, as instructed in the enclosed Proxy, not later than 10:00 a.m. (Pacific Time) on August 21, 2023; or
- (c) completing, dating and signing the enclosed form of proxy and returning it to the registered office of the Company at 595 Burrard Street, P.O. Box 49314, Suite 2600, Three Bentall Centre, Vancouver, BC V7X 1L3.

Please review the enclosed form of proxy carefully for additional information and resources for assistance. To be effective, a proxy must be received by Computershare no later than 10:00 a.m. (Pacific Time) two days (excluding Saturdays, Sundays, and statutory holidays) before the Meeting.

Non-registered Shareholder

You should carefully follow the instructions of your intermediary, including those regarding when and where the completed proxy or voting instruction form is to be delivered or otherwise submitted. There may be deadlines for non-registered shareholders that are earlier than the deadline for proxies from registered shareholders set out above. For detailed information on how to vote your shares, please refer to the section of the Circular titled "Proxy Voting – Non-Registered or Beneficial Shareholders" in the Circular. If you have any questions or need assistance completing your proxy form or voting instruction form, please contact Coppernico's transfer agent, Computershare, by calling toll-free within North America at 1-800-564-6253 or 1-514-982-7555 internationally, or contact the Company at Suite 1630- 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3, or call Toll-Free at 1-800-863-8655 or Tel: 778-729-0600 or by request by Fax: 778-729-0650 or the Company's Corporate Secretary by email at info@coppernicometals.com.

DATED at Vancouver, British Columbia this 5th day of July, 2023.

ON BEHALF OF THE BOARD OF DIRECTORS

"Ivan Bebek"

Ivan Bebek

President, Chief Executive Officer & Director