

AXO COPPER CORP.

Royal Nova Scotia Yacht Squadron, 2372 Purcells Cove Road, Halifax, Nova Scotia.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT:

The annual and special meeting (“**Meeting**”) of the shareholders (“**Shareholders**”) of AXO COPPER CORP. (“**Corporation**”) will be held at Royal Nova Scotia Yacht Squadron, 2372 Purcell’s Cove Road, Halifax, Nova Scotia B3P 1C7 on **Thursday, December 11, 2025 at 4:00 p.m. (AST)** for the following purposes:

- (a) to receive the financial statements of the Corporation for the year ended June 30, 2025, together with the report of the auditor thereon. No vote by Shareholders with respect to the financial statements is required or proposed to be taken;
- (b) to elect directors of the Corporation for the forthcoming year;
- (c) to appoint the auditor of the Corporation for the forthcoming year and to authorize the directors to fix the auditor’s remuneration;
- (d) to consider and, if deemed advisable, to pass an ordinary resolution of disinterested shareholders to ratify, confirm and approve the omnibus incentive plan (the “**Omnibus Incentive Plan**”) of the Corporation; and
- (e) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular (the “**Circular**”) accompanying and forming part of this notice of meeting. Please review the Circular carefully and in full prior to completing and returning the enclosed proxy or voting instruction form, as the Circular has been prepared to help make an informed decision on the matters to be acted upon.

Only Shareholders of record as of the close of business on **November 10, 2025** are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation’s transfer agent, **Computershare Investor Services Inc.**, not later than **Tuesday, December 9, 2025 at 4:00 p.m. (AST)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

DATED at Halifax, in the Halifax Regional Municipality, Nova Scotia, as of the 12th day of November, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “Jonathan Egilo”

President and Chief Executive Officer