

## BELL COPPER CORPORATION

1400, 1040 West Georgia Street  
Vancouver, BC V6E 4H1

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of **Bell Copper Corporation** (“Bell” or the “Company”) will be held at on **Monday July 29, 2019** at **10:00 a.m.** (PDT) at **Suite 1400, 1040 West Georgia Street, Vancouver, BC** for the following purposes:

1. To receive the Report of the Directors;
2. To receive the financial statements of the Company and the Auditors’ report thereon for the years ended December 31, 2017 and December 31, 2018;
3. To fix the number of directors at 4;
4. To elect directors for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
6. To consider, and, if deemed appropriate, to pass, an ordinary resolution approving the amendment to the Company’s Stock Option Plan, as described in the accompanying Information Circular;
7. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

This notice is accompanied by a Management Information Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are able to request to receive copies of the Company’s annual report (including audited consolidated financial statements and MD&A) and/or interim consolidated financial report and MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited annual consolidated financial statements and MD&A of the Company for the years ended December 31, 2017 and December 31, 2018 are being sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company at [info@bellcopper.net](mailto:info@bellcopper.net) or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com), or on the Company’s website at [www.bellcopper.net](http://www.bellcopper.net).

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has, by resolution, fixed the close of business on June 19, 2019 as the record date, being the date for the determination of the registered holders of common shares

entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed 10:00 a.m. (Pacific Daylight Time) on July 29, 2019, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

**DATED** at Vancouver, British Columbia this 24<sup>th</sup> of June, 2019.

BY ORDER OF THE BOARD  
**Bell Copper Corporation**

*“Timothy Marsh”*  
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Timothy Marsh, CEO