

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF 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 electronically by teleconference on **Tuesday, September 15, 2020** at **10:30 a.m.** (PDT) 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, 2018 and December 31, 2019;
3. To fix the number of directors at 5;
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 ratify and approve the grant of 6,200,000 stock options to insiders, resulting in insiders as a group holding a total number of options which exceeds 10% of the total number of issued and outstanding shares of the Company;
7. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

Shareholders will not be able to attend the Meeting in person.

To proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to shareholders, and the Company’s employees, communities and other stakeholders, and based on government recommendations and mandates to avoid large gatherings, the Meeting will be held electronically by teleconference. Shareholders attending via teleconference will be afforded the opportunity to ask questions of management at the conclusion of the meeting.

To participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada / USA: 1-855-599-2255 Worldwide: 1-516-214-2214
Conference ID: 9964447 Participant Code: 688

Only holders of record of common shares of the Company at the close of business on August 6, 2020 will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof. **Your vote is important regardless of the number of common shares of the Company you own.**

To be effective, your proxy must be deposited at the office of the Registrar and Transfer Agent of the Company, TSX Trust Company, Suite 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 on or before September 11, 2020.

DATED at Vancouver, British Columbia this 6th of August, 2020.

BY ORDER OF THE BOARD
Bell Copper Corporation

“Dr. Timothy Marsh”

Dr. Timothy Marsh, President, CEO and Director