



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting of Shareholders of **Kincora Copper Limited** (the “Company”) will be held at 400-837 West Hastings Street, Vancouver, BC V6C 3N6 on Tuesday, November 24, 2020 at 5:00 PM., local time (PST), (the “Meeting”) for the following purposes:

1. To receive and consider the Financial Statements for the financial year ended December 31, 2019 and the report of the auditor thereon;
2. To set the number of directors at five (5);
3. To elect directors of the Company for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton Labonte LLP, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the compensation for the auditors;
5. To re-approve the Company’s 10% rolling stock option plan;
6. To consider and, if deemed advisable, pass a special resolution to consolidate the issued and outstanding common shares of the Company (the "Consolidation") on the basis of three (3) pre-Consolidation common shares for every one (1) post-Consolidation common share, and to further authorize the Company's board of directors to determine when and if to effect such Consolidation, as more particularly described in the accompanying Management Information Circular;
7. To consider and, if deemed advisable, pass a special resolution to amend the Company's Articles to add a new Article 27 which will provide that in the event of a conflict between the Articles of the Company and the Listing Rules of the Australian Stock Exchange, the Listing Rules will prevail, as more particularly described in the accompanying Management Information Circular.
8. To transact such other business as may properly come before the Meeting.

The Board of Directors has fixed October 20th, 2020 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting. Shareholders unable to attend the meeting in person are requested to read the enclosed Information Circular and Proxy (or Voting Instruction Form, a “VIF”) and then complete and deposit the Proxy or VIF in accordance with its instructions. Unregistered shareholders must deliver their complete Proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government orders restricting gatherings which may be in effect at the time of the Meeting, the Corporation is requesting that shareholders not attend the Meeting in person.

Shareholders are strongly encouraged to vote in advance of the Meeting in accordance with the instructions provided in this Management Information Circular, and shareholders are encouraged NOT to attend the Meeting in person. The ability of shareholders to attend the Meeting in person is also subject to any governmental orders applicable at the time of the Meeting which might prevent or restrict shareholders from attending in person.

The Corporation is monitoring developments regarding COVID-19. In the event the Corporation decides any change to the date, time, location or format of the Meeting, including remote access particulars, is necessary or appropriate due to difficulties arising from COVID-19, the Corporation will promptly notify shareholders of the change by issuing a news release, a copy of which will available on SEDAR at www.sedar.com.

Suite 400, 837 West Hastings Street, Vancouver, B.C. V6C 3N6

DATED at Vancouver, British Columbia, this 20th day of October, 2020.

BY ORDER OF THE BOARD

Jonathan (Sam) Spring
President & Chief Executive Officer