

KINCORA COPPER LIMITED

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Form of Proxy - Annual General and Special Meeting to be held on September 26, 2023

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 4:00 pm, PST, on September 22, 2023.



Appointment of Proxyholder

I/We being holder(s) of securities of Kincora Copper Limited (the "Company") hereby appoint: Jonathan (Sam) Spring, or failing this person, Yuying Liang (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at 400 - 837 West Hastings Street, Vancouver, BC V6C 3N6 on September 26, 2023 at 4:00 pm, PST and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against
1. Number of Directors To set the number of Directors at five (5).	<input type="checkbox"/>	<input type="checkbox"/>

	For	Withhold		For	Withhold		For	Withhold
01. Jonathan (Sam) Spring	<input type="checkbox"/>	<input type="checkbox"/>	02. Ray Nadarajah	<input type="checkbox"/>	<input type="checkbox"/>	03. John Holliday	<input type="checkbox"/>	<input type="checkbox"/>
04. Cameron McRae	<input type="checkbox"/>	<input type="checkbox"/>	05. Luke Murray	<input type="checkbox"/>	<input type="checkbox"/>			

	For	Withhold
3. Appointment of Auditors Appointment of Dale Matheson Carr-Hilton LaBonte LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
4. Ratification of Prior Issuance of Placement Shares To consider, if thought fit, to pass an ordinary resolution that, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 40,600,000 fully paid ordinary shares, at an issue price of A\$0.05 (4.5 cents) each, as described in the Explanatory Statement which accompanies and forms part of this Notice.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Withhold
5. Options and Broker Options To consider, if thought fit, to pass an ordinary resolution to approve the Placement and Broker options as described further in the accompanying Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Withhold
6. Approval of the Issuance of RareX Consideration Shares To consider, if thought fit, to pass an ordinary resolution that, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 40,000,000 fully paid ordinary shares to RareX Limited as consideration for the acquisition of its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses, as described in the Explanatory Statement which accompanies and forms part of this Notice.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
7. Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to ASX Listing Rule 7.1A To consider, if thought fit, to pass a special resolution for the Company's ability to issue an additional 10% of issued capital over a 12 month period as described further in the accompanying Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
8. Re-Approval of the Equity Incentive Plan as Amended To consider, if thought fit, to pass an ordinary resolution re-approving of the existing equity incentive plan as amended as described further in the accompanying Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
9. Approval of the Shares for Services Agreement To consider, if thought fit, to pass an ordinary resolution re-approving of the existing shares for services agreements as described further in the accompanying Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	Signature(s)	Date
Signature of Proxyholder I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.	<div style="border: 1px solid black; height: 36px; width: 100%;"></div>	<u>MM / DD / YY</u>

