

**QC COPPER AND GOLD INC.
NOTICE-AND-ACCESS NOTICE**

In respect of the special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of QC Copper and Gold Inc. (the "**Company**") to be held at Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7 at 11:00 a.m. (EST) on Wednesday, December 4, 2024 for the following purposes:

1. **Approval of the Acquisition Resolution.** Approving, on a majority of the minority basis, the acquisition of all of the issued and outstanding shares of Cuprum Corp. Please refer to "Business of the Meeting - The Acquisition" in the management information circular of the Company dated October 25, 2024 (the "**Circular**").
2. **Approval of the RSU Resolution.** Approving the Company's restricted share unit plan. Please refer to "Business of the Meeting – RSU Plan" in the Circular.
3. **Approval of the New Option Plan Resolution.** Approving the Company's new stock option plan. Please refer to "Business of the Meeting – New Option Plan" in the Circular.

Shareholders are reminded to review the Circular carefully before voting as it has been prepared to help you make an informed decision.

Notice-and-access

This Notice is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Company at 416.644.1567 if you have any questions about notice-and-access.

Accessing Meeting Materials

The Meeting materials can be viewed online under the Company's profile at www.sedarplus.ca or at <https://qccopper.com/investors/acquisition/>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Circular was filed on SEDAR+. Shareholders may make their request **without charge** by calling 416.644.1567 or by sending an email to info@oregroup.ca.

Voting by Proxy

Registered holders: If you are not attending the Meeting, you can submit your proxy as follows:

By Mail:	Sign, date and return the enclosed proxy to Computershare Trust Company of Canada (" Computershare ") at 100 University Avenue, 8 th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department.
By Telephone:	Call +1(866) 732-VOTE (8683) and follow the prompts.
On the Internet:	Go to www.investorvote.com and follow the instructions.

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

Non-registered holders: If you are not attending the meeting, use the voting information form ("**VIF**") provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with Computershare not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

Voting in Person: For registered holders, if you plan to attend the meeting, you must register with Computershare when you arrive at the meeting to have voting rights at the meeting. For non-registered holders, if you plan to attend the meeting, you must appoint yourself in the space provided in the VIF and register with Computershare when you arrive at the meeting to have voting rights at the meeting.