



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2020 Annual General and Special Meeting (the "Meeting") of Shareholders of District Copper Corp. (the "Corporation") will be held at Suite 217-179 Davie Street, Vancouver, British Columbia on November 26, 2020 at the hour of 11:00 a.m. for the following purposes:

- a) To receive and consider the report of the directors, the audited financial statements of the Corporation for the period ended October 31, 2019, and the report of the auditors thereon;
- b) To set the number of directors to 3;
- c) To elect directors for the ensuing year;
- d) To appoint auditors for the ensuing year at a remuneration to be fixed by the directors;
- e) To consider and, if deemed advisable, to approve a special resolution, with or without variation, authorizing and approving the continuance of the Company out of the federal jurisdiction under the *Canada Business Corporations Act* into the provincial jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia), on the basis set forth in the Management Information Circular which accompanies this Notice, and pursuant to such continuance, the Company be authorized to adopt new Articles in the form set out in Schedule "A" of the Circular;
- f) To consider and if thought fit to pass an ordinary resolution in order to comply with the requirements of the TSX Venture Exchange which would authorize the Company to dispose of a portion or all of its interests in and to the Stony Lake Claims located in the Province of Newfoundland as provided for under the terms of a Mineral Property Option Agreement dated July 29, 2020.
- g) To consider and, if thought fit, to approve the Corporation's proposed rolling stock option plan subject to the policies of the TSX Venture Exchange; and
- h) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

CAUTION CONCERNING COVID-19 OUTBREAK

At the date of this Notice and the accompanying information circular ("**Circular**") it is the intention of the Corporation to hold the Meeting at the location stated above. We are continuously monitoring development of the coronavirus disease ("**COVID-19**") outbreak. In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any

other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons at events such as the Meeting. Should any changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of a news release, which will be filed under the Corporation's profile on SEDAR as well as on our Corporation's website at <https://districtcoppercorp.com>. We strongly recommend you check the Corporation's website prior to the Meeting for the most current information. **IN THE EVENT OF ANY CHANGES TO THE MEETING FORMAT DUE TO THE COVID-19 OUTBREAK, THE CORPORATION WILL NOT PREPARE OR MAIL AN AMENDED NOTICE, INFORMATION CIRCULAR OR MEETING MATERIALS.**

There is enclosed herewith a form of proxy for use at the Meeting. Each Shareholder of common shares of the Corporation ("**Common Shares**") who is entitled to attend and vote at the Meeting is urged to vote by proxy on matters to be considered.

Therefore, Shareholders who are unable to attend the Meeting in person are requested to read the notes accompanying the instrument of proxy and complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, by 11:00 a.m. (Vancouver, British Columbia time) on November 24, 2020 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used).

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is October 19, 2020 (the "Record Date"). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 19th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Jevin Werbes"

Jevin Werbes President