

Security Class

Holder Account Number

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Fold

**Form of Proxy - Annual General and Special Meeting to be held on November 26, 2020 at 11:00 A.M. PST**

**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 persons 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, 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 and, if the holder has 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 or other matters that may properly come before the meeting or any adjournment or postponement thereof.
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 11:00 A.M., PST, on November 24, 2020.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

**CONTROL NUMBER**



## Appointment of Proxyholder

I/We being holder(s) of District Copper Corp. hereby appoint: Jevin Werbes, or failing him, Chris Healey,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of District Copper Corp. to be held at Suite 217-179 Davie Street, Vancouver, BC, V6Z 2Y1, on November 26, 2020 at 11:00 A.M., 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 3.

      

### 2. Election of Directors

**For**      **Withhold**

**For**      **Withhold**

**For**      **Withhold**

01. Jevin Werbes

      

02. Chris Healey

      

03. Hrayr Agnerian

      

**For**      **Withhold**

### 3. Appointment of Auditors

Appointment of Davidson & Company, Chartered Professional Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

      

### 4. Continuance Out of Federal Jurisdiction into Provincial Jurisdiction of British Columbia and Adopt New Articles

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 the Notice, and pursuant to such continuance, the Company be authorized to adopt new Articles in the form as set out in Schedule "A" of the Circular.

**For**      **Against**

      

### 5. Disposition of Stony Lake Claims

To consider and, if thought fit, to pass an ordinary resolution 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.

**For**      **Against**

      

### 6. Stock Option Plan

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.

**For**      **Against**

      

### 7. Other Business

To transact such other business as it may be properly transacted at the Meeting or at any adjournment thereof.

**For**      **Against**

      

### Authorized Signature(s) - This section must be completed for your instructions to be executed.

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, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

