



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 Annual General and Special Meeting (the "**Meeting**") of Shareholders of District Copper Corp. (the "Corporation") will be held at Suite 700 – 838 West Hastings Street, Vancouver, BC V6C 0A6, on April 22, 2024 at the hour of 11:00 a.m. (PDT) 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, 2023, and the report of the auditors thereon;
- b) To set the number of directors to four (4);
- 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 approve by ordinary resolution the Corporation's stock option plan more particularly described in the accompanying Information Circular, (the "Plan"), including reserving for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding shares of the Corporation;
- f) To consider and, if thought fit, to approve, by ordinary resolution, the amendment of the Articles of the Corporation; and
- g) To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Corporation have fixed March 18, 2024 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such receive notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Accompanying this Notice of Meeting are: (1) the Information Circular; (2) a form of proxy, which includes a reply card for use by shareholders who wish to receive the Corporation's interim and/or annual financial statements.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver to the Corporation's transfer agent Olympia Trust Company, PO Box 128, STN M, Calgary, AB T2P, Attn: Proxy Dept. or deliver it by fax to 403.668.8307 by 11:00 a.m. (Vancouver, British Columbia time) on April 18, 2024 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used).

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 18th day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Jevin Werbes"
President & CEO