

## QUESTEX GOLD & COPPER LTD.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of QuestEx Gold & Copper Ltd. (the “**Company**”) will be held in Suite 904 of 409 Granville Street, Vancouver, British Columbia, on March 17, 2021 at 2:00 p.m. (Vancouver, British Columbia time), for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended March 31, 2020 and the report of the auditors thereon;
2. to appoint Smythe LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Company for the ensuing year;
4. to consider and if thought advisable, to pass, with or without amendment, an ordinary resolution approving the Company’s 10% rolling Stock Option Plan, as more particularly described in the attached management information circular of the Company dated February 10, 2021; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

**In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, Meeting participants are encouraged NOT to attend in person. Rather, participants are encouraged to vote on the matters BEFORE the Meeting by proxy and to join the Meeting by teleconference. Those who attend the Meeting by teleconference are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the information circular accompanying this Notice.**

**To access the Meeting by teleconference, dial 1-866-895-5510 (North America – Toll Free), or 1-858-384-5500 (Toll) outside North America, followed by the Conference ID 509608#. Shareholders cannot vote their common shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.**

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying information circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is February 8, 2021 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

**Shareholders who are not attending the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be mailed so as to reach or be deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED this 10th day of February, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
QUESTEX GOLD & COPPER LTD.**

*“Joseph Mullin”*

Joseph Mullin  
Chief Executive Officer and Director