

QUESTEX GOLD & COPPER LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**QuestEx Shares**”) of QuestEx Gold & Copper Ltd. (“**QuestEx**” or the “**Corporation**”), the holders (the “**Optionholders**”) of options to purchase QuestEx Shares (the “**Options**”) and the holders (the “**Voting Warranholders**”) of certain warrants to purchase QuestEx Shares (the “**Voting Warrants**”) (Shareholders, Optionholders and Voting Warranholders, together referred to as the “**Voting Securityholders**”) will be held at the office of DuMoulin Black LLP, 10th Floor of 595 Howe Street, Vancouver, British Columbia on Wednesday, May 25, 2022 at 10:00 a.m. (PST).

At the Meeting, Voting Securityholders, voting as a single class, will be asked to vote on the following:

1. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), authorizing and approving an arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia), the full text of which is set forth in Appendix “A” to the attached management information circular of the Corporation dated April 22, 2022 (the “**Circular**”).

At the Meeting, Shareholders will receive and consider the audited consolidated financial statements of the Corporation for the year ended March 31, 2021 and the report of the auditor thereon and will be asked to vote on the following:

2. to fix the number of directors of the Corporation for the ensuing year at four;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to transact such other business as may properly come before the Meeting or any adjournment or postponement 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 Corporation’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 Registered Securityholders who intend to 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 Circular accompanying this Notice.

To access the Meeting by teleconference, dial 1-800-319-8560 followed by the access code 200028. Voting Securityholders cannot vote their QuestEx 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.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular. Voting Securityholders are reminded to review the Circular before voting.

The Board of Directors of the Corporation (the “**Board**”) has, by resolution, fixed the close of business on April 19, 2022 as the record date (the “**Record Date**”), for the determination of the registered Voting Securityholders entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof. Only Voting Securityholders whose names have been entered in the register of Voting Securityholders and duly appointed proxyholders as of the close of business on the Record Date will be entitled to vote at the Meeting and any adjournment or postponement thereof.

Non-registered Voting Securityholders (being securityholders who beneficially own shares that are registered in the name of an intermediary such as a bank, trust corporation, securities broker or other

nominee, or in the name of a depository of which the intermediary is a participant) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions in accordance with the instructions on the enclosed form of proxy. To be included in the Meeting, proxies must be received by Computershare Investor Services Inc. ("**Computershare**"), Proxy Department, by mail or personal delivery to its office at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by toll free North American phone number 1-866-732-8683 or online at www.investorvote.com, as soon as possible but at least by 10:00 a.m. (PST) on May 20, 2022 or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjourned or postponed Meeting. Please note that any proxy provided to you by your broker, investment dealer or other intermediary may require that you submit such proxy at an earlier time in accordance with the instructions therein. Notwithstanding the foregoing, the Chairman of the Meeting has the sole discretion to accept proxies, subject to compliance with the Arrangement Agreement, received after such deadline but is under no obligation to do so.

A registered Shareholder who wishes to dissent in respect of the Arrangement must deliver written notice of dissent (a "**Notice of Dissent**") to **QuestEx c/o DuMoulin Black LLP, Attn: David Gunasekera, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5, or dgunasekera@dumoulinblack.com** and such Notice of Dissent must strictly comply with the requirements of section 242 of the BCBCA, as modified by the Plan of Arrangement, the Interim Order and any further order of the Court and otherwise strictly comply with the dissent procedures prescribed by the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other order of the Court. **Pursuant to the Plan of Arrangement and the Interim Order, the Notice of Dissent must be received by QuestEx at the above address not later than 4:00 p.m. (PST) on May 20, 2022, or two Business Days prior to any adjournment or postponement thereof. Failure to strictly comply with the dissent procedures prescribed by the BCBCA, as modified by the Interim Order, the Plan of Arrangement and any other order of the Court may result in the loss of any right of dissent.** The right to dissent is described in detail in the Circular under the heading "*Rights of Dissenting Shareholders*". Copies of the Plan of Arrangement, the Interim Order and the text of Sections 237 to 247 of the BCBCA are set forth in Appendices "B", "C" and "E", respectively.

Beneficial owners of QuestEx Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Shareholders are entitled to dissent. Accordingly, a beneficial owner of QuestEx Shares wishing to exercise dissent rights must make arrangements for beneficially owned QuestEx Shares to be registered in his, her or its name prior to the time written Notice of Dissent is required to be received by QuestEx, or make arrangements for the registered holder to dissent on his, her or its behalf in accordance with the dissent provisions set out in the Interim Order.

If you have any questions about the information contained in this Notice of Meeting and the accompanying Circular or if you require assistance with voting, please contact Joseph Mullin at 917-349-0060 or jmullin@questex.ca.

The Corporation reserves the right to take any additional precautionary measures in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak that the Corporation considers necessary or advisable including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of news release. Please monitor the Corporation's news releases as well as its website at questex.ca for updated information. The Corporation advises you to check its website one week prior to the Meeting date for the

most current information. The Corporation does not intend to prepare an amended Circular in the event of changes to the Meeting format.

DATED at Vancouver, British Columbia, this 22nd day of April, 2022.

BY ORDER OF THE BOARD

"Joseph Mullin"
Joseph Mullin
Chief Executive Officer and Director