

**BLACKWOLF COPPER AND GOLD LTD.**  
**1800 - 555 Burrard Street**  
**Vancouver, British Columbia, V7X 1M9**  
**Telephone No.: 604-343-2997 Fax No.: 604-998-1051**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The annual general meeting of Shareholders of **Blackwolf Copper and Gold Ltd** (the “**Corporation**”) will be held at The Charles Room, Suite 1165, 555 Burrard Street, Vancouver, British Columbia, on November 24, 2021 at 10:00 a.m., local time, (the “**Meeting**”) for the following purposes:

The Meeting will be held for the following purposes:

1. To receive the audited financial statements of the Corporation for its fiscal year ended October 31, 2020 and the report of the auditor thereon;
2. To set the number of directors at five;
3. To elect directors of the Corporation for the ensuing year;
4. To appoint an auditor of the Corporation for the ensuing year; and
5. To consider and, if deemed advisable to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Corporation confirming and approving the new omnibus share incentive plan as described in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting.

**IMPORTANT**

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**If you hold your shares in a brokerage account you are not a registered shareholder. Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form provided to them by their broker or other intermediary to ensure that their shares will be voted at the Meeting.**

**In light of ongoing concerns related to the spread of COVID-19, and our concerns for the health and safety of our employees and other stakeholders, the Corporation asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirusinfection.html>). The Corporation respectively asks Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The**

**Corporation may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Corporation encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference.**

**Telephone Conference Dial In Details:**

Dial toll free from Canada and the USA\*: **(800) 319-8560**  
Alternatively, dial this Canadian local number\*: **(604) 638-5353**  
Participation Code: **319928#.**

\*Additional toll free and local access numbers can be found online at:  
<http://services.choruscall.ca/links/ondemandpasscode.html>

**DATED** at Vancouver, British Columbia, October 18, 2021

**BY ORDER OF THE BOARD**

*Rob McLeod*  
**Director and CEO**