

## BLACKWOLF COPPER AND GOLD LTD.

### NOTICE OF SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the special meeting (the "**Meeting**") of the holders of common shares (the "**Blackwolf Shareholders**") and options (the "**Blackwolf Optionholders**" and, collectively with the Blackwolf Shareholders, the "**Blackwolf Securityholders**") of Blackwolf Copper and Gold Ltd. ("**Blackwolf**") will be held at 1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3 on Wednesday, June 26, 2024 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider, pursuant to an interim order (the "**Interim Order**") of the Supreme Court of British Columbia dated May 27, 2024 and, if deemed advisable, 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 "**BCBCA**"), the full text of which is attached as Schedule "A" to the accompanying management information circular (the "**Circular**"); and
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The 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 specific details of the matters proposed to be put before the Meeting are set forth under the heading "*The Arrangement*". Only Blackwolf Securityholders of record at the close of business on May 21, 2024 will be entitled to vote at the Meeting or any adjournment or postponement thereof.

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 or voting instruction form.

Registered Blackwolf Shareholders (as defined below) and Blackwolf Optionholders who are unable to attend the Meeting in person are requested to date, complete and sign the enclosed form of proxy and deliver it to Blackwolf's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1. In order to be valid and acted upon at the Meeting, the form of proxy must be received by Computershare no later than 10:00 a.m. (Vancouver time) on Monday, June 24, 2024 or deposited with the Chair of the Meeting before the commencement of the Meeting, or any adjournment thereof. Please note that any voting instruction form or proxy provided to you by your broker, investment dealer or other intermediary may require that you submit such voting instruction form or proxy at an earlier time in accordance with the instructions therein. Notwithstanding the foregoing, the Chair of the Meeting has the sole discretion to accept proxies received after such deadline but is under no obligation to do so.

Pursuant to the Interim Order, registered Blackwolf Shareholders (each, a "**Registered Blackwolf Shareholder**") have the right to dissent in respect of the Arrangement Resolution and if the Arrangement becomes effective, to have their shares in Blackwolf (the "**Blackwolf Shares**") cancelled in exchange for a cash payment equal to the fair value of their Blackwolf Shares, in accordance with the dissent rights set out in section 237 to 247 of the BCBCA, as modified by the Plan of Arrangement (as defined in the Circular), the Interim Order and the Final Order (as defined in the Circular) in respect of the Arrangement.

A Registered Blackwolf Shareholder who wishes to dissent must deliver written notice of dissent (a "**Notice of Dissent**") to Blackwolf c/o DuMoulin Black LLP, attn: Jason Sutherland, 1111 West Hastings Street, 15th Floor, Vancouver, BC V6E 2J3, or jsutherland@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 the Final Order. Pursuant to the Plan of Arrangement and the Interim Order, the Notice of Dissent must be received by Blackwolf no later than 5:00 p.m. (Vancouver time) on June 24, 2024. Failure to strictly comply with the dissent procedures set out in the Interim Order 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*".

Beneficial owners of Blackwolf Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only Registered Blackwolf Shareholders are entitled to dissent. Accordingly, a beneficial owner of Blackwolf Shares wishing to exercise dissent rights must make arrangements for beneficially owned Blackwolf Shares to be registered in his, her or its name prior to the time written Notice of Dissent is required to be received by Blackwolf, 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 your Blackwolf Shares, please contact Morgan Lekstrom by email at [mll@bwcg.ca](mailto:mll@bwcg.ca).

**DATED** this 27<sup>th</sup> day of May, 2024.

**By order of the Board of Directors.**

**BLACKWOLF COPPER AND GOLD LTD.**

*/s/ Morgan Lekstrom*

**Morgan Lekstrom**  
**Director and Chief Executive Officer**