



CANADIAN COPPER INC.

SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 10, 2025

NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF CANADIAN COPPER INC. OF PROXIES TO BE VOTED AT THE SPECIAL MEETING OF SHAREHOLDERS OF CANADIAN COPPER INC. TO BE HELD ON NOVEMBER 10, 2025.

TO BE HELD VIRTUALLY:

Monday, November 10, 2025

Microsoft Teams

[Link to the meeting](#)

Meeting ID: 268 569 612 549 7

Passcode: Vy9J7yt2

At 11:00 a.m. (EST)

Dated: September 23, 2025

CANADIAN COPPER INC.**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Canadian Copper Inc. (the “**Corporation**”) will be held on November 10, 2025, at 11:00 a.m. (Toronto Time), via Microsoft Teams Conference at the following link:

Microsoft Teams
[Link to the meeting](#)

Meeting ID: 268 569 612 549 7

Passcode: Vy9J7yt2

for the following purposes:

1. to consider, and if deemed appropriate, to pass an ordinary resolution of shareholders authorizing and approving, the issuance of securities in the Private Placement, as further described in the Management Information Circular, of more than 50% of the current issued and outstanding shares of the Corporation, in accordance with CSE Policies (the “**Private Placement Resolution**”);
2. to consider, and if deemed appropriate, to pass an ordinary resolution of shareholders authorizing and approving, the issuance of securities in the Oversubscription Amount to the Private Placement, as further described in the Management Information Circular, of more than 100% of the current issued and outstanding shares of the Corporation, in accordance with CSE Policies (the “**Oversubscription Amount Resolution**”);
3. to consider, and, if deemed appropriate, to pass an ordinary resolution of minority shareholders authorizing and approving the participation of Ocean Partners UK Ltd. in the Private Placement, as further described in the Management Information Circular, thereby creating a new Control Person (the “**Minority Shareholder Resolution**”); and
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

DATED this September 23, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Simon Quick

SIMON QUICK

President and Chief Executive Officer

NOTE:**WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Material can be viewed online under the Corporation's SEDAR+ profile at www.sedarplus.ca and at the following internet address: www.canadiancopper.com

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request that a paper copy of the Management Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended October 31, 2024, and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to proxy@EndeavorTrust.com or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Management Information Circular was filed on SEDAR+.

- Visiting the following internet address: www.sedarplus.ca or www.canadiancopper.com
- Calling 1-888-787-0888; or
- Sending an email to proxy@EndeavorTrust.com

For shareholders who wish to receive paper copies of the Management Information Circular in advance of the voting deadline, requests must be received **no later than October 30, 2025**. The Management Information Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Management Information Circular will be sent to such shareholders within ten days of their request. **Requests must be made by email to proxy@EndeavorTrust.com or by calling toll free at 1-888-787-0888.**

VOTING:

VOTING CANNOT BE DONE BY RETURNING THE NOTICE. To vote your securities, you must vote using the method set out in the voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 11:00am EST on Thursday, November 6, 2025.

INTERNET: Go to www.eproxy.ca and follow the instructions.

FACSIMILE: Fax to Endeavor Trust Corporation at 604-559-8908.

MAIL: Complete the form of proxy or any other proper form of proxy, sign it and mail it to:

Endeavor Trust Corporation
Suite 702, 777 Hornby Street,
Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET: Go to proxyvote.com and follow the instructions.

MAIL: Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.

WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE BY PROXY.

All proxies, to be valid, must be received by Endeavor, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion and the Chairman is under no obligation to accept or reject any particular late proxy.

CANADIAN COPPER INC.

MANAGEMENT INFORMATION CIRCULAR

Containing information as at September 23, 2025, unless otherwise noted.

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR (“MANAGEMENT INFORMATION CIRCULAR”) IS PROVIDED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF CANADIAN COPPER INC. (THE “CORPORATION”) of proxies from the holders of common shares (the “**Common Shares**”) for a special meeting of the shareholders of the Corporation (the “**Meeting**”) to be held on November 10, 2025 at 11:00 a.m. (Toronto Time) virtually or at any adjournment thereof for the purposes set out in the accompanying notice of meeting (“**Notice of Meeting**”).

Microsoft Teams

[Link to the meeting](#)

Meeting ID: 268 569 612 549 7

Passcode: Vy9J7yt2

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

NOTICE AND ACCESS

The Corporation has elected to use the notice-and-access provisions (“**Notice-and-Access Provisions**”) provided for under NI 54-101 for the Meeting in respect of mailings to registered holders and beneficial holders of Common Shares. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that are mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

Registered holders and beneficial holders of Common Shares will receive a notice containing information prescribed by the Notice-and-Access Provisions and a voting instruction form. In addition, paper copies of the Notice of the Meeting, this Management Information Circular, a form of proxy and the financial information in respect of our most recently completed financial year (the “**Meeting Materials**”), will be mailed to those shareholders who do not hold their Common Shares in their own name but who have previously requested to receive paper copies of these materials.

The Corporation will be delivering proxy-related materials to non-objecting beneficial owners of Common Shares indirectly with the assistance of Broadridge Financial Solutions, Inc. (“**BROADRIDGE**”). The Corporation does not intend to pay for intermediaries to deliver proxy-related materials to objecting beneficial owners of Common Shares and therefore objecting beneficial owners will not receive the Meeting Materials unless their intermediary assumes the costs of delivery.

The Meeting Materials will be available electronically at www.canadiancopper.com as of October 10, 2025. The Meeting Materials will also be available on the Canadian Securities Administrators System for Electronic Document Analysis and Retrieval website (“SEDAR+”) at www.sedarplus.ca.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Corporation by calling toll-free at 1-888-787-0888 or by sending an email to proxy@EndeavorTrust.com. For shareholders who wish to receive paper copies of the Management Information Circular in advance of the voting deadline, requests must be received **no later than October 30, 2025**. Meeting Materials will be sent to such shareholders and to shareholders requesting paper copies of the Meeting Materials by any other means at no cost to them, within three (3) business days of the Corporation receiving their request, if such requests are made before the date of the Meeting, including any adjournment thereof, and within 10 calendar days of the Corporation receiving their request, if such requests are made on or after the date of the Meeting and within one (1) calendar year of the Meeting Materials being filed online.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named (the “Management Nominees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the directors of the Corporation (the “Directors”) and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (whom need not be a shareholder) other than the Management Designees to represent him or her at the Meeting. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions, or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they, in their discretion, choose. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with him to the Meeting. In any case, the form of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a shareholder personally attending at the Meeting and voting his or her shares.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation's transfer agent, Endeavor Trust Company (“**Endeavor**”), at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion and the Chairman is under no obligation to accept or reject any particular late proxy.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the shareholder or by his or her authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Endeavor, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof. In addition, a proxy may be revoked by the shareholder personally attending the Meeting and voting his or her shares.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the shareholder's name. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to BROADRIDGE in Canada. BROADRIDGE typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BROADRIDGE, or otherwise communicate voting instructions to BROADRIDGE (by way of the Internet or telephone, for example). BROADRIDGE then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a BROADRIDGE voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to BROADRIDGE (or instructions respecting the voting of Common Shares must otherwise be communicated to BROADRIDGE well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

This Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting may have been sent directly by the Corporation, rather than through an intermediary, to non-objecting beneficial owners under National Instrument 54-101. These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

VOTING OF PROXIES

Each shareholder may instruct his or her proxy how to vote his or her Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot) and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

QUORUM

The By-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders of the Corporation if at least two holders of shares of the Corporation entitled to vote at the Meeting are present in person or by proxy.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares. As at the effective date of this Management Information Circular, which is September 23, 2025, (the “**Effective Date**”) 105,031,836 Common Shares are issued and outstanding as fully paid and non-assessable. No other shares of any other class are issued or outstanding. The Common Shares are the only shares entitled to be voted at the Meeting and holders of Common Shares are entitled to one (1) vote for each Common Share held.

Holders of Common Shares of record at the close of business on September 23, 2025, (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of his or her Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares, and demands not later than ten (10) days before the day of the Meeting that his or her name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his or her Common Shares at the Meeting.

To the knowledge of the Directors and the executive officers of the Corporation, as at the Effective Date, no person or company directly or indirectly beneficially owns, or controls or directs securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no Director or executive officer of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

Brent Omland is the Chief Executive Officer of and holds a minority stake in Ocean Partners Holdings Ltd., the parent company of Ocean Partners UK Ltd. (“**Ocean Partners**”). On January 29, 2024, the Corporation entered into the following two (2) agreements with Ocean Partners: (i) a one third of production offtake agreement for copper concentrates from the Murray Brook deposit (the “**Offtake Agreement**”); and (ii) an unsecured credit facility of up to US\$1.5 Million to be used to satisfy the replacement of the environmental bond on the Murray Brook property with the New Brunswick Government (the “**Credit Facility**”). The Corporation issued 2,222,222 Common Shares to Ocean Partners valued at \$0.09 per Common Share, holding an aggregate value of \$200,000, as interest on the Credit Facility. On December 5, 2024, Ocean Partners subscribed to 3,333,334 Common Shares of the Corporation valued at \$0.15 per Common Share, for an aggregate purchase price of \$500,000 as part of a private placement. On November 11, 2024, Mr. Omland was appointed a Director of the Corporation. As at September 23, 2025, Ocean Partners and its affiliates hold 5,555,556 Common Shares, representing approximately 5.29% of the issued and outstanding Common Shares.

Certain Directors and other insiders of the Corporation may participate in the Private Placement (as described below) and subscribe for an amount no more than the maximum amount permissible without further shareholder approval under applicable securities laws and exchange rules.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors of the Corporation (the “**Board**”), the only matters to be brought before the meeting are those matters set forth in the accompanying Notice of Meeting.

Private Placement

On September 16, 2025, the Corporation announced a non-brokered private placement offering of up to 50,000,000 units (“**Units**”) at a price of \$0.20 per Unit for gross proceeds up to \$10,000,000 (the “**Private Placement**”). Each Unit of the Private Placement will consist of one (1) Common Share of the Corporation and one half (½) share purchase warrant (“**Half Warrant**”). Two (2) Half Warrants shall equal one full share purchase warrant (“**Warrant**”) with each Warrant expiring twelve (12) months from date of issuance. Each Warrant will be exchangeable for one (1) Common Share of the Corporation at an exercise price of \$0.25 per Warrant. The Warrants will be subject to an accelerated exercise clause whereby the expiry date for Warrants will be 30 days after the Corporation’s Common Shares are valued at \$0.30 per share on a volume average weighted price for any 10-day period. Ocean Partners has committed to an initial lead order of \$8,000,000 for up to 40,000,000 Units in this Private Placement.

The Corporation is also contemplating a possible oversubscription in the Private Placement of up to an additional 25,000,000 Units for aggregate gross proceeds of up to \$15,000,000 (the “**Oversubscription Amount**”).

The Corporation plans to use the proceeds to complete the acquisition of the Caribou Processing Complex, baseline permitting activities associated with the Environmental Impact Assessment permit, initiate additional metallurgical activities at the Murray Brook deposit, review required engineering necessary for provincial construction and operating permits, and for general corporate purposes.

The Private Placement is expected to close subsequent to the Special Meeting of Shareholders and upon approval of the shareholders on or about November 12, 2025, or such other date as the Board may determine. Although the Private Placement is being offered on a non-brokered basis, the Corporation may pay finder's fees to arm's-length third parties consisting of a cash commission of up to 7% of the gross proceeds and broker warrants equal to 7% of the securities issued, on the same terms as Warrants issued per the Private Placement. All securities issued will be subject to a statutory hold period of four (4) months plus one (1) day. Completion of the Private Placement is subject to the Canadian Securities Exchange's ("CSE") and regulatory approval.

Approval of Size of Private Placement

Subject to CSE Policy 4.6(2) – *Sales of Securities*, shareholder approval is required of any transaction that may result in the number of issuable securities calculated on a diluted basis exceeding over 50% of the number of all current issued and outstanding shares of the listed issuer calculated on a non-diluted basis (the "**50% Threshold**") when accompanied by a new Control Person (as defined by the CSE) or the issuance of 100% of the number of all current issued and outstanding securities of the listed issuer (the "**100% Threshold**").

The Private Placement of up to 50,000,000 Units is projected to result in a fully diluted total of 75,000,000 "issuable securities" (as defined by the CSE Policies), consisting of (i) 50,000,000 Common Shares and (ii) 25,000,000 Warrants, with each Warrant exercisable into one (1) Common Share (the "**Size of the Private Placement**"). Additionally, it is expected that Ocean Partners participation in the Private Placement will result in Ocean Partners becoming a new Control Person.

Furthermore, interest in the Private Placement may result in a possible Oversubscription Amount in the Private Placement of up to an additional 25,000,000 Units for aggregate gross proceeds of up to \$15,000,000. This would result in up to 75,000,000 Units or a fully diluted total of 112,500,000 issuable securities.

The Corporation currently has 105,031,836 Common Shares issued and outstanding. The Size of the Private Placement of 75,000,000 issuable securities and the possible Oversubscription Amount of an additional 37,500,000 issuable securities exceed the 50% Threshold and 100% Threshold requiring minority shareholder approval. The addition of Ocean Partners as a new Control Person is discussed below.

	Number of Securities	Percentage of Issued and Outstanding Common Shares (105,031,836)
Private Placement	50,000,000 Common Shares 25,000,000 Warrants	71.4%
Oversubscription Amount	25,000,000 Common Shares 12,500,000 Warrants	35.7%
Total Amount of Issuable Securities	112,500,000⁽¹⁾	107.1%

Note:

- (1) Up to an additional 7% of broker warrants may be issued as part of the Private Placement as finders' fees to arm's-length third parties.

The below table reflects the projected capitalization of the Corporation on completion of the Private Placement.

	Common Shares	Warrants
Current Issued and Outstanding	105,031,836	10,674,640
Private Placement	50,000,000	25,000,000 ⁽¹⁾
Oversubscription Amount	25,000,000	12,500,000 ⁽¹⁾
Total Potential Issued and Outstanding	180,031,836	48,174,640

Note:

(1) Up to an additional 7% of broker warrants may be issued as part of the Private Placement as finders' fees to arm's-length third parties.

Private Placement Resolution and Oversubscription Amount Resolution

Accordingly, the shareholders of the Corporation will be asked to consider and, if deemed appropriate, pass an ordinary resolution of shareholders in substantially the form set out herein, authorizing and approving the Private Placement and the Oversubscription Amount. Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in **FAVOUR** of this Private Placement Resolution. If the Private Placement Resolution and the Oversubscription Amount Resolution is not approved by the shareholders, the Corporation expects that it will not be in a position to accomplish the business objectives of the Corporation.

WHEREAS, the Corporation proposes to complete a non-brokered private placement by issuing up to 50,000,000 Units of the Corporation ("**Unit**") at a price of \$0.20 per Unit, for aggregate gross proceeds of up to \$10,000,000 (the "**Private Placement**"), expected to close on or about November 12, 2025, or such other date as the Board of Directors (the "**Board**") of the Corporation may determine; and

WHEREAS, each Unit will consist of one (1) Common Share and one half (1/2) purchase warrant (a "**Half Warrant**") of the Corporation, with two (2) Half Warrants making one "Warrant", with each Warrant being exercisable for one (1) Common Share of the Corporation at an exercise price of \$0.25 per Warrant for a period of twelve (12) months from the date of issuance; and

WHEREAS, the Corporation may increase the Private Placement up to the Oversubscription Amount; and

WHEREAS, the Private Placement could result in issuable securities, calculated on a fully diluted basis, exceeding 50% of the Corporation's current issued and outstanding common shares, calculated on a non-diluted basis (the "**50% Threshold**") and creation of a new Control Person requiring shareholder approval as per CSE Policies; and

WHEREAS the Private Placement and the Oversubscription Amount could result in issuable securities, calculated on a fully diluted basis, exceeding 100% of the Corporation's current issued and outstanding common shares, calculated on a non-diluted basis (the "**100% Threshold**") requiring shareholder approval as per CSE Policies; and

WHEREAS, the shareholders of the Corporation wish to approve the Private Placement, including the Oversubscription Amount, if any.

NOW THEREFORE BE IT RESOLVED THAT:

1. Private Placement

(a) The Private Placement, as substantially described in this resolution and in the Management

Information Circular previously circulated in preparation for the Special Meeting of the Shareholders held November 10, 2025, resulting in the issuance of securities over the 50% Threshold and the creation of a new Control Person be and is hereby authorized and approved by an ordinary resolution of shareholders; and

- (b) any director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver such further documents and agreements and to do such acts and things as may be necessary or desirable in connection with the performance and the carrying out of the terms of the foregoing resolutions, and if any of the foregoing has been done before the date of this resolution that they be approved, confirmed and ratified in all respects.*

2. Oversubscription Amount

- (a) The Oversubscription Amount to the Private Placement, as substantially described in this resolution and in the Management Information Circular previously circulated in preparation for the Special Meeting of the Shareholders held November 10, 2025, resulting in the issuance of securities over the 100% Threshold be and is hereby authorized and approved by an ordinary resolution of shareholders; and*
- (b) any director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver such further documents and agreements and to do such acts and things as may be necessary or desirable in connection with the performance and the carrying out of the terms of the foregoing resolutions, and if any of the foregoing has been done before the date of this resolution that they be approved, confirmed and ratified in all respects.*

Recommendation of the Board

The Board has determined that the proposed Private Placement resulting in the issuance of securities over the 50% Threshold, and up to and including the Oversubscription Amount resulting in the issuance of securities over the 100% Threshold is in the best interests of the Corporation and its shareholders. Accordingly, the Board unanimously recommends that shareholders of the Corporation vote in favour of the Private Placement Resolution and Oversubscription Amount Resolution.

In the absence of a contrary instruction or if no choice is specified in the proxy with respect to these matters, the person(s) designated by management of the Corporation in the enclosed form of proxy intend(s) to vote in favour of the Private Placement Resolution and the Oversubscription Amount Resolution.

Ocean Partners' Participation in the Private Placement

Ocean Partners' Participation

Ocean Partners has committed to an initial lead order of \$8,000,000 for up to 40,000,000 Units in this Private Placement ("**Ocean Partners' Subscription**"). Ocean Partners' Subscription would increase Ocean Partner's holdings by an additional 40,000,000 Common Shares and 20,000,000 Warrants of the Corporation. As at September 23, 2025, Ocean Partners holds 5,555,556 Common Shares of the Corporation.

Ocean Partners Projected Holdings - Private Placement

	Common Shares	Warrants	Ocean Partners' Percentage of Common Shares Issued & Outstanding by the Corporation	
			Partially Diluted ⁽¹⁾	Fully Diluted ⁽²⁾
Ocean Partners' Current Holdings	5,555,556	1,666,667	5.29%	6.24%
Ocean Partners' Subscription	40,000,000	20,000,000	25.8%	31.46%
Ocean Partners' Total Projected Holdings	45,555,556	21,666,667	29.38%	35.25%

Notes:

- (1) Based on a projected 155,031,836 Common Shares of the Corporation issued and outstanding upon completion of the Private Placement. 105,031,836 Common Shares of the Corporation are issued and outstanding as at September 23, 2025, and 50,000,000 Common Shares to be issued as part of the Private Placement.
- (2) Based on a projected 180,031,836 Common Shares of the Corporation issued and outstanding and all the Common Shares issuable if all of the Corporation's current Warrants and Warrants issuable upon completion of the Private Placement were exercised and converted into Common Shares. There are 10,674,640 Warrants of the Corporation issued and outstanding as at September 23, 2025, and 25,000,000 Warrants to be issued as part of the Private Placement.

Ocean Partners Projected Holdings - Private Placement and Oversubscription Amount

	Common Shares	Warrants	Ocean Partners' Percentage of Common Shares Issued & Outstanding by the Corporation	
			Partially Diluted ⁽¹⁾	Fully Diluted ⁽²⁾
Ocean Partners' Current Holdings	5,555,556	1,666,667	5.29%	6.24%
Ocean Partners' Subscription	40,000,000	20,000,000	22.22%	26.29%
Ocean Partners' Total Projected Holdings	45,555,556	21,666,667	25.3%	29.45%

Notes:

- (1) Based on a projected 180,031,836 Common Shares of the Corporation issued and outstanding upon completion of the Private Placement and Oversubscription Amount. 105,031,836 Common Shares of the Corporation are issued and outstanding as at September 23, 2025, and 75,000,000 Common Shares to be issued as part of the Private Placement and Oversubscription Amount.
- (2) Based on a projected 228,206,476 Common Shares of the Corporation issued and outstanding and all the Common Shares issuable if all of the Corporation's current Warrants and Warrants issuable upon completion of the Private Placement and Oversubscription Amount were exercised and converted into Common Shares. There are 10,674,640 Warrants of the Corporation issued and outstanding as at September 23, 2025, and 25,000,000 Warrants to be issued as part of the Private Placement, with an additional 12,500,000 Warrants to be issued as part of the Oversubscription Amount.

Participation of Other Subscribers

Simon Quick, the Corporation's Chief Executive Officer and a Director, has also committed \$25,000 to this Private Placement, increasing his after-tax investment in the Corporation to \$350,000 to date.

Certain Directors and other insiders of the Corporation may participate in the Private Placement (as described below) and subscribe for an amount no more than the maximum amount permissible without further shareholder approval under applicable securities laws and exchange rules

CSE Shareholder Approval Requirements

CSE Policies requires shareholder approval for any transaction that would “Materially Affect Control” of the listed issuer. CSE Policies define “Materially Affect Control” as the ability of any security holder to influence the outcome of a vote of security holders. A transaction which results in a new holding of more than 20% of the voting securities held by one security holder will be considered to Materially Affect Control over the issuer. Ocean Partners’ Subscription would result in Ocean Partners holding over 20% of the Corporation’s total issued and outstanding voting securities at the close of the Private Placement. Ocean Partners would become a new “Control Person” as defined by CSE Policies and applicable securities law. Ocean Partners’ Subscription in the Private Placement would Materially Affecting Control over the Corporation, thus requiring minority shareholder approval pursuant to CSE Policies.

Ocean Partners is associated with Mr. Brent Omland, a Director of the Corporation. Mr. Omland is the CEO of Ocean Partners and holds a minority ownership interest in, and serves as a director of, Ocean Partners' parent entity. Therefore, all securities with voting rights attached, that are held or controlled directly or indirectly by Ocean Partners, will be excluded from the shareholder vote on this matter. Mr. Omland will also abstain from voting on Ocean Partners’ Subscription.

Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions

The Corporation believes Ocean Partners’ Subscription in the Private Placement is not a related party transaction under MI 61-101. Under MI 61-101, a “related party” of an issuer includes but is not limited to a control person, director, senior officer, or a person affiliated with these positions; or a shareholder that controls more than 10% of an issuer’s outstanding voting securities. Ocean Partners is not a related party to the Corporation as it currently holds less than 10% of the Corporation’s outstanding voting securities pursuant to MI 61-101.

The Corporation is exempt from the requirements to obtain a formal valuation in connection with the proposed transaction in reliance on section 5.5(c) - *Distribution of Securities for Cash* of MI 61-101. Specifically, the Private Placement is a distribution of securities for cash and neither the Corporation, Ocean Partners or Brent Omland have knowledge of any material information concerning the Corporation or its securities that has not been generally disclosed.

Minority Shareholder Approval

Under the CSE Policies, upon completion of the Private Placement, Ocean Partners would be deemed a “Control Person” holding more than 20% of the issued and outstanding securities of the Corporation requiring minority shareholder approval.

Minority shareholder approval requires that all votes attached to affected securities must be excluded, if to the knowledge of the Corporation or any interested party or their respective directors or senior officers, after reasonable inquiry, are directly or indirectly owned or controlled by (i) the issuer, (ii) an interested party, (iii) a related party of an interested party, or (iv) any person acting jointly or in concert with a person described in (ii) or (iii) in connection with the transaction leaving only the votes of shareholders not excluded by this list to be included in the vote (referred to herein as “**Minority Shareholders**”).

The following voting securities will be excluded from the Minority Shareholder Resolution below:

Excluded Person	# of Voting Securities Held
Ocean Partners UK Ltd.	5,555,556
Brent Omland	Nil
Total	5,555,556

Directors or insiders or the Corporation may also participate in the Private Placement. Their subscriptions are expected to qualify for the exemptions prescribed by sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively. Specifically, the aggregate fair market value of any securities issued under the Private Placement to interested parties, together with the consideration paid to the Corporation therefor will not exceed 25% of the Corporation's market capitalization, as calculated in accordance with section 5.5(a)(iii) and related provisions of MI 61-101.

Minority Shareholder Resolution

Accordingly, the shareholders of the Corporation will be asked to consider and, if thought appropriate, pass an ordinary resolution of Minority Shareholders in substantially herein, authorizing and approving the Ocean Partners' Subscription in the Private Placement. Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in **FAVOUR** of this Minority Shareholder Resolution. If Ocean Partners' Subscription in the Private Placement is not approved by the shareholders, the Corporation expects that it will not be in a position to raise the full amount of the Private Placement. The Board will then decide to either proceed without Ocean Partners' Subscription, closing the Private Placement for less than announced, withdrawing the Private Placement completely, or some other alternative as determined by the Board. The Corporation may not be in a position to accomplish its business objectives.

***WHEREAS**, the Corporation proposes to complete a non-brokered private placement by issuing up to 50,000,000 Units of the Corporation ("Unit") at a price of \$0.20 per Unit, for aggregate gross proceeds of up to \$10,000,000 (the "**Private Placement**"), expected to close on or about November 12, 2025, or such other date as the Board of Directors (the "**Board**") of the Corporation may determine; and*

***WHEREAS**, each Unit will consist of one (1) Common Share and one half (1/2) purchase warrant (a "**Half Warrant**") of the Corporation, with two (2) Half Warrants making one "Warrant", with each Warrant being exercisable for one Common Share of the Corporation at an exercise price of \$0.25 per Warrant for a period of twelve (12) months from the date of issuance; and*

***WHEREAS**, Ocean Partners UK Ltd. ("**Ocean Partners**"), is an existing shareholder of the Corporation and intends to participate in the Private Placement by subscribing for up to 40,000,000 Units ("**Ocean Partners' Subscription**") which, if completed, would result in Ocean Partners holding more than 20% of the Corporation's issued and outstanding voting securities and thereby becoming a "Control Person" who would "Materially Affect Control" of the Corporation according to the Canadian Securities Exchange (the "**CSE**") Policies; and*

***WHEREAS**, under CSE Policies a transaction resulting in the creation of a new Control Person requires approval of a majority of the minority of shareholders; and*

***WHEREAS**, the shareholders of the Corporation wish to approve Ocean Partners' Subscription in the Private Placement.*

NOW THEREFORE BE IT RESOLVED THAT:

Ocean Partners' Subscription

1. *Ocean Partners' Subscription in the Private Placement, as substantially described in this resolution and in the Management Information Circular previously circulated in preparation for the Special Meeting of the Shareholders held November 10, 2025, resulting in Ocean Partners becoming a Control Person of the Corporation be and is hereby authorized and approved by an ordinary resolution of minority shareholders; and*
2. *any director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver such further documents and agreements and to do such acts and things as may be necessary or desirable in connection with the performance and the carrying out of the terms of the foregoing resolutions, and if any of the foregoing has been done before the date of this resolution that they be approved, confirmed and ratified in all respects.*

Recommendation of the Board

The Board has determined that the proposed participation of Ocean Partners' Subscription in the Private Placement is in the best interests of the Corporation. Ocean Partners is strategic partner who can provide technical support, project financing alternatives, and concentrate off-take marketing advice to the Corporation. Accordingly, the Board unanimously recommends that the Minority Shareholders vote in favour of the Minority Shareholder Resolution.

In the absence of a contrary instruction or if no choice is specified in the proxy with respect to this matter, the person(s) designated by management of the Corporation in the enclosed form of proxy intend(s) to vote in favour of the Minority Shareholder Resolution.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

GENERAL

Unless otherwise directed, it is management's intention to vote proxies in favour of the resolutions set forth herein. All special resolutions to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Common Shares. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. All approvals by Minority Shareholders require the approval of a simple majority of shareholders not affected by, or interested in, the matter to be approved.

AUDITORS

The auditors of the Corporation are Raymond Chabot Grant Thornton LLP, located at 600 De La Gauchetiere Street West, Suite 2000, Montreal, Quebec H3B 4L8.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.ca. Financial information of the Corporation's most recently completed financial year is provided, or will be provided, in the Corporation's comparative financial statements and management discussion and analysis available on SEDAR+. A shareholder may contact the Corporation at:

Canadian Copper Inc.
82 Richmond Street East
Toronto, Ontario, Canada M5C 1P1
Attention: President

to obtain a copy of the Corporation's most recent financial statements and management discussion and analysis.

BOARD APPROVAL

The contents and the delivery of this Management Information Circular have been approved by the Board.