

THREE VALLEY COPPER CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders of common shares of **THREE VALLEY COPPER CORP.** (the "**Corporation**" or "**TVC**") will be held virtually at <https://virtual-meetings.tsxtrust.com/1492> on Friday, June 23, 2023 at 1:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2022, together with the auditors' report thereon;
2. to elect the directors of the Corporation to hold office until the close of the next annual meeting of shareholders;
3. to appoint PricewaterhouseCoopers LLP Canada, as auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the remuneration to be paid to the auditors;
4. to pass an ordinary resolution, ratifying an amendment to the Corporation's By Law No.1 to change shareholder meeting quorum requirements;
5. to consider, and if thought appropriate, to pass, with or without variation, a special resolution, approving changing the name of the Corporation to "Winchester Equity Corporation", or such other name as the board of directors, in its sole discretion, deems appropriate; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Management Information Circular ("**Circular**") provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Whether or not you expect to participate in the Meeting, please exercise your right to vote by completing and returning the form of proxy. Please complete, date and sign the enclosed form of proxy and return it in the enclosed envelope to TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, or by facsimile at (416) 595-9593, Attention: Proxy Department or vote on-line at www.voteproxyonline.com. If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary. To be effective, a proxy must be received by TSX Trust Company, not later than 1:00 p.m. (Toronto time) on June 21, 2023, or in the case of any adjournment of the meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

In an effort to preserve the health and safety of our communities, shareholders, employees and other stakeholders, we will hold the Meeting in a virtual format, which will be conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1492>, Password: **tvc2023. Participants should type in <https://virtual-meetings.tsxtrust.com/1492> on their browsers at least 15 minutes before the Meeting starts. Registered Shareholders and duly appointed proxyholders will be able to attend, ask questions and vote at the Meeting online following the instructions under the heading "Instructions for Attending and Voting at the Virtual Meeting" in the Circular. Non-registered Shareholders who want to vote online at the Meeting must appoint themselves as proxyholders and register with TSX Trust Company in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found at <https://tsxtrust.com/resource/en/75>. Guests will also be able to attend the Meeting virtually by following the steps under the heading "Instructions for Attending and Voting at the Virtual Meeting" in the Circular, but they will not be able to vote at the Meeting. We highly recommend Shareholders vote their Common Shares prior to the Meeting.**

Voting

All Shareholders may attend the Meeting virtually or be represented by proxy. Shareholders who do not plan on attending the Meeting virtually are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be deposited or submitted with TSX Trust

Company by mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Attn: Proxy Dept , or by facsimile at (416) 595-9593 or online at www.voteproxyonline.com. In order to be valid and acted upon at the Meeting, the duly-completed form of proxy must be received prior to 1:00 pm (Toronto time) on June 21, 2023, or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

Shareholders are reminded to review the Circular before voting.

BY ORDER OF THE BOARD

Toronto, Ontario
May 19, 2023

“Terrence Lyons”
Terrence Lyons
Chairman of the Board