



2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Surge Copper Corp. (the “**Company**”) has decided to use the notice and access model for delivery of meeting materials to its shareholders in respect of its 2023 Annual General Meeting (“**Meeting**”) to be held on September 21, 2023. This Notice of Meeting is prepared under the notice and access rules that came into effect on February 11, 2013 under National Instrument 54-101 “*Communication with Beneficial Owners of Securities of a Reporting Issuer*”. Under notice and access, shareholders still receive a form of proxy (the “**Proxy**”) or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Company’s management information circular (the “**Information Circular**”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible, as it will help reduce paper use and the Company’s carbon footprint, and will also reduce the cost of printing and mailing of the Meeting materials to shareholders.

MEETING DATE AND LOCATION

Date & Time: Thursday, September 21, 2023 at 10:00 a.m. (Vancouver time)

Place: Via Webcast online at:
<https://events.6ix.com/preview/64d421aa7fb895bed6f768c6>
and in person at:
888-700 West Georgia Street, Vancouver, British Columbia

The Meeting will take place at 888-700 West Georgia Street, Vancouver, B.C., and in a virtual format, conducted through a live video webcast. This approach ensures that all shareholders, regardless of where they are located, have an equal opportunity to participate. Registered shareholders and validly appointed proxyholders may attend the Meeting in person or via the following link: <https://events.6ix.com/preview/64d421aa7fb895bed6f768c6>. Meeting participants are requested to read the notes in the enclosed form of proxy (the “**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 this circular. Shareholders who wish to vote at the Meeting will have to do so in-person. If you wish to attend the Meeting via live video webcast, please ensure you complete your proxy prior to proxy cut off.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND/OR VOTE ON THE FOLLOWING MATTERS:

1. **FINANCIAL STATEMENTS:** To receive and consider the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the auditor’s report thereon. NOTE: There are no financial statements included in the mailing. The audited consolidated financial statements and related Management’s Discussion & Analysis have already been mailed to those shareholders who have previously requested to receive them. See the section entitled “*Particulars of Matters to be Acted upon – 1. Financial Statements and Auditor’s Report*” in the Information Circular.

2. **SET THE NUMBER OF DIRECTORS:** To set the number of directors of the Company at seven (7). See the section entitled “*Particulars of Matters to be Acted upon – 2. Set Number of Directors*” in the Information Circular.
3. **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled “*Particulars of Matters to be Acted upon – 3. Election of Directors*” in the Information Circular.
4. **RE-APPOINTMENT OF AUDITORS:** To re-appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the auditors’ remuneration. See “*Particulars of Matters to be Acted upon – 4. Re-Appointment of Auditors*” in the Information Circular.
5. **APPROVAL OF SHARE COMPENSATION PLAN:** To consider, and if thought fit, to pass, with or without variation, an ordinary resolution, in the form included in the Information Circular, approving the Company’s share compensation plan (the “**Share Compensation Plan**”). See “*Particulars of Matters to be Acted upon – 5. Approval of Plan Resolution*” in the Information Circular.
6. **APPROVAL OF ISSUANCE OF COMMON SHARES TO EXECUTIVE MANAGEMENT:** To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders, in the form included in the Information Circular, approving the issuance of common shares to settle executive management’s 2022 annual discretionary compensation. See “*Particulars of Matters to be Acted upon – 6. Approval of Common Share Issuances to Executive Management*” in the Information Circular.
7. **APPROVAL OF RESTRICTED SHARE UNIT AND DEFERRED SHARE UNIT GRANTS:** To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders, in the form included in the Information Circular, ratifying, confirming and approving the grant of restricted share units and deferred share units pursuant to the Share Compensation Plan. See “*Particulars of Matters to be Acted upon – 7. Approval of Issuances of RSUs and DSUs*” in the Information Circular.

Reference is made to the Information Circular dated August 9, 2023, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR FOR THE MEETING PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED:

<https://surgecopper.com/investors/agm-materials>

The Meeting materials may also be viewed online under the Company’s profile at www.sedarplus.ca.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. To ensure you receive the materials in advance of the voting deadline and Meeting date, all requests must be received no later than September 11, 2023. If you do request a paper copy of the Meeting materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

Shareholders who wish to receive paper copies of the Meeting materials may request copies from the Company by sending written notice to Suite 888, 700 West Georgia Street, Vancouver, British Columbia V7Y 1G5, or by fax to (604) 662-3791; by telephone call to the Company at (604) 718-5454 or toll-free: 1-888-500-4587; or

by email to the Company at info@surgecopper.com. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are received by the Company no later than five business days before the Meeting date. Requests may also be made up to one year from the date the Information Circular was filed on SEDAR+.

Stratification used: NO

VOTING

Registered shareholders are asked to return their Proxies using one of the following methods at least one business day in advance of the proxy cut-off date as set out in the accompanying Proxy:

Internet:	www.investorvote.com
Telephone:	1-866-732-VOTE (8683) Toll Free 1-312-588-4290 Direct Dial for registered holders outside of North America
Fax:	1-866-249-7775
Mail:	Computershare Trust Company of Canada, Proxy Dept. 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada

Non-registered holders are asked to use the voter instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file the Proxy by the deadline noted above.

Shareholders with questions about notice and access can email the Company at info@surgecopper.com or can telephone the Company at (604) 718-5454.

