

COPPER ROAD RESOURCES INC.

82 Richmond Street East
Toronto, Ontario M5C 1P1

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Copper Road Resources Inc. (the “**Corporation**”) will be held at the offices of the Corporation at 3200 – Bay Adelaide Centre – North Tower, 40 Temperance Street, Toronto, Ontario M5H 0B4 at 10:00 a.m. (Toronto time) on April 30, 2024 for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the sale of all or substantially all of the assets of the Corporation to Sterling Metals Inc. (the “**Share Sale Resolution**”). The full text of the Share Sale Resolution is set forth in Schedule A to the accompanying Circular;
2. subject to the approval of the Share Sale Resolution, to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the reduction of the stated capital of the Corporation’s common shares (the “**Stated Capital Reduction Resolution**”). The full text of the Stated Capital Reduction Resolution is set forth in Schedule B to the accompanying Circular; and
3. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is March 22, 2024 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Voting and Dissent Rights

All Shareholders may attend the Meeting in person or be represented by proxy. Shareholders who do not plan on attending the Meeting in person 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 with TSX Trust Company either by (i) mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1; (ii) facsimile at (416) 595-9593; (iii) email at tsxtrustproxyvoting@tmx.com; or (iv) voted 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 10:00 a.m. (Toronto time) on April 26, 2024, 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.**

Registered Shareholders have the right to dissent with respect to the Share Sale Resolution. If the Share Sale Resolution becomes effective, registered Shareholders who dissented have the right to be paid the fair value of their Common Shares in accordance with section 185 of *Business Corporations Act* (Ontario) (the “**OBCA**”). A registered Shareholder’s right to dissent is more particularly described in Schedule C attached to the Circular, which sets forth the complete text of section 185 of the OBCA. A dissenting Shareholder must deliver to the Corporation at the Corporation’s head office at 82 Richmond Street East Toronto, Ontario M5C 1P1, Attention: Shaun Drake, Corporate Secretary, a written objection to the Share Sale Resolution at or prior to the Meeting or any adjournment thereof in order to be effective, in accordance with section 185 of the OBCA and all as more particularly described in the accompanying Circular.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

DATED at Toronto, Ontario as of the 22nd day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “Mark Goodman”

Mark Goodman
Chairman

Registered Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Shareholder and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other Intermediary. Failure to do so may result in your shares of the Corporation not being eligible to be voted by proxy at the Meeting.