

Notice of Annual General and Special Meeting

Vancouver, British Columbia —

The Annual General Meeting of Shareholders of Kincora Copper Limited (the Company, Kincora) (TSXV & ASX: KCC) will be held at 400-837 West Hastings Street, Vancouver, BC V6C 3N6 on December 9, 2024 at 4:00 PM, local time (PST), (the Meeting) for the following purposes:

1. Report and Financial Statements: *To receive and consider the Financial Statements for the financial year ended December 31, 2023 and the report of the auditor thereon;*
2. Fixing the Number of Directors: *To set the number of directors at five (5);*
3. Re-election of existing Directors: *To elect directors of the Company for the ensuing year;*
4. Appointment of Auditor: *To appoint Manning Elliot LLP, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the compensation for the auditors;*
5. Approval of Issue of Tranche 2 Placement Shares: *To consider, if thought fit, to pass an ordinary resolution that, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 20,924,628 fully paid ordinary shares, at an issue price of A\$0.038 each, as described in the Explanatory Statement which accompanies and forms part of this Notice.*
6. Approval of the Issuance of Placement Options: *To consider, if thought fit, to pass an ordinary resolution that, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 16,750,329 options exercisable at a price of A\$0.075 each, as described in the Explanatory Statement which accompanies and forms part of this Notice.*
7. Ratification of Prior Issue of Placement Shares: *To consider, if thought fit, to pass an ordinary resolution that, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of 12,576,031 fully paid ordinary shares, at an issue price of A\$0.038 each, as described in the Explanatory Statement which accompanies and forms part of this Notice.*
8. Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to ASX Listing Rule 7.1A: *To consider, if thought fit, to pass a Special resolution that, for the purposes of Listing Rule 7.1A, the Shareholders approve the issue of up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Information Circular*
9. Re-approve existing Equity Incentive Plan as Amended: *To consider and, if thought fit, to pass an ordinary resolution re-approving of the existing equity incentive plan as amended as described further in the accompanying Information Circular.*



10. Approval of the Shares for Services Agreement and adoption of Share-for-Services Plan: *To consider, if thought fit, to pass an ordinary resolution re-approving of the existing shares for services agreements and shares-for-services plan as described further in the accompanying Information Circular*
11. Ratification of Prior Issue of Options pursuant to EIP: *To consider, if thought fit, to pass an ordinary resolution that, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of 12,500,000 options under the EIP to certain board, senior management and advisors to the Company, as described in the Explanatory Statement which accompanies and forms part of this Notice*
12. Other Matters: *To transact such other business as may properly come before the Meeting.*

The Board of Directors has fixed October 30, 2024 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

Shareholders unable to attend the meeting in person are requested to read the enclosed Information Circular and Proxy (or Voting Instruction Form, a “VIF”) and then complete and deposit the Proxy or VIF in accordance with its instructions. Unregistered shareholders must deliver their complete Proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

If shareholders wish to attend the Meeting in person or submit questions to be addressed during the Meeting, please contact the Company through email enquiries@kincoracopper.com

Shareholders are strongly encouraged to vote in advance of the Meeting in accordance with the instructions provided in this Management Information Circular, with webcast details provided, and noting only physical attendees will be able to vote during the Meeting.

Full details on and materials for the Meeting and webcast will be made available at: <https://kincoracopper.com/agm-materials/>

BY ORDER OF THE BOARD

Jonathan (Sam) Spring

President & Chief Executive Officer

**About Kincora Copper**

Kincora Copper is an ASX and TSXV listed exploration company focused on world-class gold rich copper discoveries in Australia's foremost porphyry belt (the Macquarie Arc, in NSW).

Kincora has assembled an industry leading technical team who have made multiple world-class copper-gold discoveries, who have "skin in the game" equity ownership and who are backed by a strong institutional shareholder base. Our exploration model applies a robust systematic approach utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets with strong indications for world-class scale potential.

For further information on Kincora please visit: <https://kincoracopper.com>

For further information please contact:

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