

Security Class

Holder Account Number

Fold

**Form of Proxy - Annual General and Special Meeting to be held on December 9, 2024**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 4:00 pm, PST, on Thursday, December 5, 2024.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.
- 1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
 Scan the QR code to vote now.



**To Receive Documents Electronically**

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com).

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We being holder(s) of securities of Kincora Copper Limited (the "Company") hereby appoint: Jonathan (Sam) Spring, or failing this person, Yuying Liang (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at 400 - 837 West Hastings Street, Vancouver, BC V6C 3N6 on December 9, 2024 at 4:00 pm, PST and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	<b>For</b>	<b>Against</b>
<b>1. Number of Directors</b> To set the number of Directors at five (5).	<input type="checkbox"/>	<input type="checkbox"/>

<b>2. Election of Directors</b>		
	<b>For</b>	<b>Withhold</b>
01. Jonathan (Sam) Spring	<input type="checkbox"/>	<input type="checkbox"/>
02. John Holliday	<input type="checkbox"/>	<input type="checkbox"/>
03. Cameron McRae	<input type="checkbox"/>	<input type="checkbox"/>
04. Luke Murray	<input type="checkbox"/>	<input type="checkbox"/>
05. Jeremy Robinson	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Withhold</b>
<b>3. Appointment of Auditors</b> Appointment of Manning Elliot LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>4. Approval of Issue of Tranche 2 Placement Shares</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Approval of the Issuance of Placement Options</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
<b>6. Ratification of Prior Issue of Placement Shares</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
<b>7. 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</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
<b>8. Re-Approval of the Equity Incentive Plan as Amended</b> To consider, 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.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
<b>9. Approval of the Shares for Services Agreement and Adoption of Share-for-Services Plan</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
<b>10. Ratification of Prior Issue of Options Pursuant to EIP</b> 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.	<input type="checkbox"/>	<input type="checkbox"/>

<b>Signature of Proxyholder</b>	<b>Signature(s)</b>	<b>Date</b>
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. <b>If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.</b>	<div style="border: 1px solid black; height: 36px;"></div>	<u>MM / DD / YY</u>

<b>Interim Financial Statements</b> – Mark this box if you would like to receive Interim Financial Statements and accompanying Management’s Discussion and Analysis by mail. <input type="checkbox"/>	<b>Annual Financial Statements</b> – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. <input type="checkbox"/>
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If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

