

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of **Bell Copper Corporation** (“Bell” or the “Company”) will be held in-person at Suite 900 - 885 West Georgia Street, Vancouver, BC, V6C 3H1 and by way of a live teleconference (per the dial-in instructions below), on **Friday, December 15, 2023 at 10:30 am (PST)** for the following purposes:

1. To receive the Report of the Directors;
2. To receive the financial statements of the Company and the Auditors’ report thereon for the years ended December 31, 2021 and December 31, 2022;
3. To fix the number of directors at 5;
4. To elect directors for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
6. To ratify and approve the grant of 4,058,418 stock options on October 16, 2023 to insiders, resulting in insiders as a group holding a total number of options which exceeded 10% of the total number of issued and outstanding shares of the Company at the time of grant;
7. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

Accompanying this Notice of Annual General Meeting of Shareholders is the Circular, either a form of proxy for registered shareholders or a voting instruction form (“VIF”) for non-registered shareholders (“**Beneficial Shareholders**”).

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, hers or its, duly executed form of proxy with the Registrar and Transfer Agent of the Company, TSX Trust Company, Suite 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 on or before **10:30 am PST on Wednesday, December 13, 2023** or deliver it to the Chairperson of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

While registered shareholders are entitled to attend the Meeting in person we recommend that all Shareholders vote by proxy and accordingly ask that registered shareholders complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special General Meeting of Shareholders and to vote at the Meeting is the close of business on Friday, November 3, 2023.

If you hold your Common Shares in a brokerage account, you are a Beneficial Shareholder. Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote.

To participate remotely or submit questions during the Meeting, please refer to the following dial-in instructions. Note that dial-in participants cannot vote in real time on any matters presented at the meeting.

Canada / USA: 1-877-385-4099 Toll Free

Participant Code: 7265053#

Only holders of record of common shares of the Company at the close of business on November 3, 2023 will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof. **Your vote is important regardless of the number of common shares of the Company you own.**

DATED at Vancouver, British Columbia this 3rd of November, 2023.

BY ORDER OF THE BOARD

Bell Copper Corporation

"Dr. Timothy Marsh"

Dr. Timothy Marsh, President, CEO
and Director