



UNIVERSAL COPPER LTD.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the Shareholders of **UNIVERSAL COPPER LTD.**, (hereinafter called the "Company") will be held on **Thursday, October 19th, 2023** at **#830 – 1100 Melville Street, Vancouver, BC** at **11:00 a.m.** (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2022, and the Auditor's Report thereon;
2. To fix the number of Directors for the ensuing year at five (5);
3. To elect Directors for the ensuing year;
4. To appoint Dale, Matheson, Carr-Hilton, LaBonte, LLP as the Company's Auditor for the ensuing year and to authorize the Directors to fix their remuneration;
5. To approve and ratify the Company's new "Rolling" 10% Stock Option Plan dated August 10, 2023 (the "Option Plan") as more particularly set out in the accompanying information circular; and
6. To transact such other business as may properly come before the Meeting.

Accompanying this Notice is an Information Circular and Proxy with notes to Proxy.

The enclosed Proxy is solicited by Management, and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the Board is requesting that all shareholders vote their shares by proxy and not attend in person. Shareholders should read, date and sign the accompanying proxy and deliver it to Computershare Trust Company.

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting at the close of business on **September 14, 2023** (the "**Record Date**") for determining shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, unless any such shareholder transfers such Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

DATED at Vancouver, British Columbia, this 18th day of September, 2023.

BY ORDER OF THE BOARD,

"Clive Massey"

Clive Massey
President and Director