



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders of Common Shares (the “**Shareholders**”) of Happy Creek Minerals Ltd. (“**Happy Creek**” or the “**Corporation**”) will be held at #300 – 1090 Homer Street, Vancouver, B.C. V6B 2W9, on Tuesday, July 18, 2023 at 11:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the fiscal year ended January 31, 2023, together with the auditors’ report thereon;
2. to fix the number of directors at six;
3. to elect the six (6) nominees of the Corporation standing for election as directors of the Corporation to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed;
4. to appoint the auditors for the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to pass an ordinary resolution providing the required annual approval of the Corporation’s 2022 Stock Option Plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving an amendment to the Articles of the Corporation to change the name of the Corporation from “Happy Creek Minerals Ltd.” to “South Valley Copper Inc.”; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

Your vote is important. We recommend you vote your shares in advance of the Meeting. For various reasons, including the potential for government recommendations and/or orders for physical distancing and restrictions on group gatherings and non-essential travel, we believe it is in the best interests of our shareholders, directors and employees for shareholders to communicate their votes and their opinions with the Corporation in advance of, instead of at, the Meeting. Only registered shareholders and duly appointed proxyholders will be permitted access to the Meeting. The Corporation is not aware of any items of business to be brought before the Meeting other than those noted above and further described in the accompanying Information Circular. There will be no management presentation on the business or operations of the Corporation at the Meeting. The Information Circular accompanying this Notice of Meeting provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of this Notice of Meeting. Also accompanying this Notice of Meeting is either a form of proxy for registered shareholders or a voting instruction form for non-registered shareholders.

The directors of the Corporation have fixed June 12, 2023, as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

Whether or not you expect to attend the Meeting, or any postponement or adjournment thereof, **PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING FORM OF PROXY.**

To be effective, proxies must be received by Computershare Trust Company of Canada, Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 by 11:00 a.m. (Pacific time) on Friday, July 14, 2023 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you are a registered shareholder, whether or not you are able to attend the Meeting in person, we ask you to complete, sign and return the enclosed proxy. Please note that registered shareholders of the Corporation may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy.

If you are a non-registered shareholder and receive these materials through your broker, institution, participant, trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada) or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by the Intermediary. Failure to do so may result in your Common Shares not being eligible to be voted by proxy at the Meeting. Note that the deadlines set by your Intermediary for submitting your voting instruction form may be earlier than the dates described above.

Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your Common Shares are represented.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Trust Company of Canada by telephone at 1-888-453-0330 (toll free in North America) or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia, this 14th day of June, 2023.

ON ORDER OF THE BOARD OF DIRECTORS

“Michael Cathro”

Interim President and Chief Executive Officer