



Form of Proxy – Annual General Meeting to be held on September 19, 2023

Appointment of Proxyholder

I/We being the undersigned holder(s) of **NorthWest Copper Corp.** hereby appoint **Terrence Lyons** or failing this person, **David Smith** or failing this person, **David Moore**

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 all other matters that may properly come before the Annual General Meeting of NorthWest Copper Corp. (the "Company") to be held at the office of Cassels Brock & Blackwell LLP, Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, BC V6C 3E8 at 10:00 a.m. (Vancouver time) or at any adjournment or postponement thereof.

				For	Against
1. Number of Directors. To set the number of directors to be elected at the Meeting at seven (7).				<input type="checkbox"/>	<input type="checkbox"/>
		For	Withhold	For	Withhold
2. Election of Directors.					
a. Terrence Lyons	<input type="checkbox"/>	<input type="checkbox"/>	b. David Smith	<input type="checkbox"/>	<input type="checkbox"/>
d. Lewis V. Lawrick	<input type="checkbox"/>	<input type="checkbox"/>	e. Teodora Dechev	<input type="checkbox"/>	<input type="checkbox"/>
g. David Moore	<input type="checkbox"/>	<input type="checkbox"/>	c. Sean Tetzlaff	<input type="checkbox"/>	<input type="checkbox"/>
			f. Richard Bailes	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Appointment of Auditors. Re-appointment of KPMG LLP as auditors for NorthWest Copper Corp., to hold office until the next annual general meeting of shareholders at a remuneration to be fixed by the board of directors.				For	Withhold
				<input type="checkbox"/>	<input type="checkbox"/>
4. To adopt and approve the Company's Equity Incentive Plan. To adopt and approve the Equity Incentive Plan, as more fully described in the management information circular.				For	Against
				<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

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. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

Signature(s):

Date

/ /
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

☐

Annual Financial Statements – Check the box to the right if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

☐

This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 am (Vancouver time) on September 15, 2023 or in the case of any adjournment or postponement of the meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General Meeting or any adjournment or postponement thereof. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. 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 appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority upon the persons named herein in respect of any amendments to or variations of the matters identified in the Notice of Meeting and with respect to any other matters, if any, that may properly come before the meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the meeting is routine and whether or not the amendment, variation or other matter that comes before meeting is contested.
8. 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. The Chair of the meeting shall have the discretion to waive or extend the proxy deadlines without notice.
9. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin>

You will require the **CONTROL NUMBER** printed with your address to the right.

If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at www.odysseycontact.com.

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. A return envelope has been enclosed for voting by mail.

BLUE