

**NOTICE TO CERTAIN INTERNATIONAL (NON-U.S. AND NON-CANADIAN) SHAREHOLDERS OF
LIBERO COPPER & GOLD CORPORATION**

November 24, 2023

Dear valued shareholder,

We are writing to inform you that Libero Copper & Gold Corporation (the “**Company**” or “**Libero**”) has initiated an offering of rights (“**Rights**”) to the holders of record of its common shares (“**Libero Shares**”) as of the close of business on December 1, 2023 (the “**Record Date**”). Shareholders of the Company on the Record Date will receive one (1) Right for every one (1) Libero Share held (the “**Rights Offering**”).

Rights are evidenced by a transferable Rights statement issued under the direct registration system (the “**Rights Statement**”). One whole Right will entitle the holder thereof to acquire one Libero Share at a subscription price of CDN\$0.02 per Libero Share (the “**Basic Subscription Privilege**”).

The Rights will expire at 2:00 p.m. (Vancouver Time) / 5:00 p.m. (Toronto time) on December 27, 2023 (the “**Expiry Time**”). Holders of Rights who fully exercise their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Libero Shares at the subscription price (the “**Additional Subscription Privilege**”). The Libero Shares available under the Additional Subscription Privilege will be the Libero Shares issuable under the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by the Expiry Date. An aggregate of 123,074,103 Rights are being offered to subscribe for up to an aggregate of 123,074,103 Libero Shares.

Rights Statements are not being mailed to shareholders resident outside of Canada unless such shareholders are able to establish to the satisfaction of the Company on or before December 15, 2023, that they are eligible to participate in the Rights Offering.

As a shareholder whom the Company believes is, or may be, resident in a jurisdiction outside of Canada (an “**Ineligible Shareholder**”), you are being sent an exempt purchaser status certificate (the “**Exempt Purchaser Status Certificate**”), a copy of which is enclosed.

If you wish to participate in the Rights Offering, you must complete, execute and return to the Company and Subscription Agent (as indicated below) the Exempt Purchaser Status Certificate on or before December 15, 2023, to confirm your eligibility to participate in the Rights Offering and provide all further information or documentation that the Company may require, in its sole discretion. The Company, in its sole discretion, will determine your eligibility to participate in the Rights Offering. Once your eligibility to participate in the Rights Offering is confirmed, Olympia Trust Company, the subscription agent retained by the Company in connection with the Rights Offering (the “Subscription Agent**”), will forward to you the Notice, Offering Circular and a Rights Statement evidencing the number of Rights you are entitled to.**

If you do not satisfy the Company of your eligibility to participate in the Rights Offering on or before December 15, 2023, the Subscription Agent will hold the Rights Statements representing the Rights of such Ineligible Shareholders until the Expiry Time, following which time the Rights will become null and void.

If you are a beneficial owner of Libero Shares, please note that such Libero Shares and the Rights are likely registered in the name of your broker or an agent of that broker. Without your specific instructions, your broker or its agents or nominees will not be able to complete, execute or deliver the Exempt Purchaser Status Certificate. Therefore, if you choose to

participate in the Rights Offering, please ensure that instructions respecting the completion, execution and delivery of the Exempt Purchaser Status Certificate are communicated to your broker or an agent of that broker.

If you hold your Rights through a broker, the Exempt Purchaser Status Certificate must be guaranteed by an “Eligible Institution” (as defined below), or in some other manner satisfactory to the Subscription Agent and the Company (except that no guarantee is required if the signature is that of an Eligible Institution). An “Eligible Institution” means a Canadian Schedule I chartered bank, a member of the Securities Transfer Association Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States.

A completed and executed Exempt Purchaser Status Certificate should be delivered by email to the Company at info@liberocopper.com on or before December 15, 2023, followed by delivery of an original copy to the Company and to the Subscription Agent at:

Offices of the Rights Agent

By Registered Mail or Mail

Olympia Trust Company
Attn: Corporate & Shareholder Services
PO Box 128, STN M
Calgary AB T2P 2H6

By Hand or Courier

Olympia Trust Company
Attn: Corporate & Shareholder Services
Suite 4000, 520 – 3 Avenue SW
Calgary AB T2P 0R3

Any questions may be directed to Olympia Trust Company at the following:

Tel.: +1 (833) 684-1546
Email: cssinquiries@olympiatrust.com

This letter does not constitute an offer to sell or the solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Yours truly,

“Ian Harris”

Ian Harris, President & CEO
Libero Copper & Gold Corporation

**EXEMPT PURCHASER STATUS CERTIFICATE – INELIGIBLE SHAREHOLDERS
(RESIDENTS OUTSIDE OF CANADA AND THE UNITED STATES)**

The undersigned shareholder (the “**Shareholder**”) hereby represents, warrants, acknowledges and agrees to and with Libero Copper & Gold Corporation (the “**Company**”) as follows in connection with the request of the Shareholder that the Company deliver to the Shareholder a copy of the rights offering notice dated November 24, 2023, rights offering circular dated November 24, 2023 (the “**Circular**”) and a Rights statement issued under the Olympia Trust Company’s direct registration system) (the “**Rights Statement**”) evidencing the Rights to which the Shareholder is entitled pursuant to the Rights Offering, as described in the Circular.

1. The Shareholder hereby represents, warrants, acknowledges and agrees to and with the Company that the Shareholder:
 - (a) is a resident at the following address, being a jurisdiction outside of Canada and the United States:

 - (b) has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the securities and it is able to bear the economic risk of loss of its entire investment;
 - (c) has been provided by the Company with the opportunity to ask questions and receive answers concerning the terms and conditions of the Rights Offering and it has had access to such information concerning the Company as it has considered necessary or appropriate in connection with its investment decision to acquire the securities;
 - (d) is acquiring the securities for its own account, for investment purposes only and not with a view to any resale, distribution or other disposition of the securities in violation of any applicable securities laws;
 - (e) (i) has adequate net worth and means of providing for its current financial needs and possible personal contingencies, (ii) has no need for liquidity in this investment, and (iii) is able to bear the economic risks of an investment in the securities for an indefinite period of time;
 - (f) (i) was not offered the securities in the United States or to a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933), (ii) did not execute or deliver this form and will not exercise the Rights in the United States, (iii) is not purchasing the securities on behalf of a person in the United States or a U.S. Person, and (iv) confirms that delivery of the underlying Libero Shares will not be to an address in the United States. Under the laws of the undersigned's place of residence, the undersigned is entitled to receive, own and exercise the Rights;
 - (g) will base its investment decision on a copy of the Circular. It acknowledges that neither the Company nor any of its affiliates has made any representations, express or implied, to us with respect to the Company, the Rights Offering, the Rights or the Libero Shares or the accuracy, completeness or adequacy of any financial or other information concerning the Company, the Rights Offering or the Libero Shares, other than the information contained or incorporated by reference in the Circular;
 - (h) has not purchased the securities as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications

published in any newspaper, magazine or similar media or broadcast over radio, internet, television or other form of telecommunications, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising;

- (i) understands and agrees that there may be material tax consequences to the undersigned of an acquisition or disposition of the securities. The Company gives no opinion and makes no representation with respect to the tax consequences to the undersigned under federal, state, local or foreign tax law of the undersigned's acquisition or disposition of such securities;
- (j) understands and agrees that the financial statements of the Company have been prepared in accordance with International Financial Reporting Standards, which may differ from the generally accepted accounting principles of the undersigned jurisdiction of residence, and thus may not be comparable to financial statements of companies in the undersigned's jurisdiction of residence;
- (k) confirms that the distribution to, and exercise by, the undersigned of such Rights is not unlawful and is exempt from any prospectus or similar filing requirement under the laws applicable to the undersigned or the laws of the undersigned's place of residence and does not require obtaining any approvals of a regulatory authority in the undersigned's place of residence;
- (l) confirms that, to the extent it is purchasing the Rights or Libero Shares for the account of one or more other persons, (a) it has been duly authorized to sign this Certificate and make the confirmations, acknowledgements and agreements set forth herein on their behalf and (b) the provisions of this Exempt Purchaser Status Certificate constitute legal, valid and binding obligations of the undersigned and any other person for whose account it is acting; and
- (m) irrevocably authorizes the Company, its affiliates and any person acting on their behalf to produce this Exempt Purchaser Status Certificate or a copy hereof to any interested party in any administrative or legal proceedings, dispute or official inquiry with respect to the matters covered hereby.

The undersigned acknowledges that the Company and the Subscription Agent and their respective directors, officers and employees are relying on the foregoing representations and warranties and are entitled and requested to do so in forwarding a Rights Statement to the undersigned, accepting the undersigned's subscription and in issuing and distributing the subscribed for Libero Shares.

The undersigned acknowledges that the foregoing representations and warranties are true and accurate as of the date of this Exempt Purchaser Status Certificate and will be true and accurate as of each of the dates of issuance of each of the securities described herein (collectively, the "**Issuance Dates**"). If any such representation or warranty shall not be true and accurate prior to any Issuance Date, the undersigned shall give immediate written notice of such fact to the Company and the Subscription Agent.

Instructions:

For the purposes of the representations above "United States" and "U.S. Person" have the meaning given to such terms under Regulation S of under the U.S. Securities Act. For purposes of Regulation S, "United States" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia. "U.S. Person" includes, with certain expectations, (i) any natural person resident in the United States; (ii) any partnership or corporation organized or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. Person; (iv) any trust of which any trustee is a U.S. Person; (v) any agency or branch of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated or (if any individual) resident in the United States; and (viii) any partnership or corporation if (a) organized or incorporated under the laws of any jurisdiction other than the United States and (b) formed by a U.S. Person principally for the purposes of investing in securities not registered under the U.S. Securities Act.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the _____ day of _____, 2023.

If a Corporation, Partnership or Other Entity:

If an Individual:

Print or Type Entity's Name

Print or Type Individual's Name

Address

Address

Email

Email

Telephone

Telephone

X _____
Signature of Authorized Signatory

X _____
Signature

Name and Title of Authorized Signatory

Type of Entity

Signature guaranteed by (if applicable)

Authorized Signature of Guarantor

Name of Guarantor

Address and Phone Number of Guarantor