



NOTICE OF ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS
to be held on **October 25, 2019 at 10:00 am PST**
at **1095 W Pender St. 2nd Floor, Vancouver, BC V6E 4T3**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Fort St James Nickel Corp. (the “Corporation”) will be held on Friday, October 25, 2019 at 10:00 a.m. to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Corporation for the financial year ended April 30, 2019 and 2018, together with the report of the auditor thereon;
2. To set the number of directors at Three (3);
3. To elect directors for the ensuing year;
4. To appoint WDM Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
5. To approve the proposed Stock Option Plan of the Company as more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Stock Option Plan and the policies of the TSX Venture Exchange.
6. To consider and, if thought fit, to approve an ordinary resolution approving and ratifying the RSU Plan as more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the RSU Plan and the policies of the TSX Venture Exchange.
7. To transact such other business as may properly be put before the meeting;

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249- 7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on September 20, 2019 are entitled to receive notice of and vote at the Meeting.

DATED at Vancouver, British Columbia this 20th day of September 2019

BY ORDER OF THE BOARD OF DIRECTORS OF

Fort St James Nickel Corp.

/s/ “**BARRY BROWN**”

President & Chief Executive Officer