

**ZEB NICKEL CORP.**

4 King St. West, Suite 401,  
Toronto, Ontario M5H 1B6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders of Zeb Nickel Corp. (the “**Company**”) will be held at 29 West Street, Houghton, Johannesburg, 2041, South Africa on Tuesday, **August 29, 2023 at 5:00p.m. (Johannesburg Time) / 8:00 a.m. (Vancouver Time)** for the following purposes:

1. To receive and consider the audited financial statements of the Company from the years ended December 31, 2022 and December 31, 2021, together with the auditor’s reports thereon;
2. To re-appoint Smythe LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, at a remuneration to be fixed by the directors;
3. To set the number of directors for the ensuing year at five 5;
4. To elect directors to hold office for the ensuing year;
5. To consider and, if thought fit, to pass an Ordinary Resolution, with or without variation, to approve amendments to the stock option plan of the Company (the “**Option Plan**”), including without limitation, to change the plan from a “rolling 10% plan” to a “fixed plan”, the full text of which is set forth in the accompanying information circular;
6. To consider and, if thought fit, to pass an Ordinary Resolution, with or without variation, to approve the Company’s adoption of a restricted share unit plan, as more particularly described in the accompanying information circular; and
7. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular.

**The Company is offering Shareholders the opportunity to participate in the Meeting by way of teleconference. Registered Shareholders, or proxyholders representing Registered Shareholders, participating in the Meeting by way of teleconference will be considered present in person at the Meeting for the purposes of determining quorum. Shareholders wishing to participate by teleconference can contact the company on or before August 28, 2023 at the following email address to receive the teleconference information: [kgill@crossdavis.com](mailto:kgill@crossdavis.com).**

**A Shareholder who is unable to attend the Meeting in person and who wishes to ensure that such Shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.**

**We strongly encourage Shareholders to attend the Meeting via teleconference and to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at, as voting will not be available via telephone on the day of the Meeting.**

As set out in the notes, the enclosed proxy is solicited by management, but, 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.

**DATED** at Vancouver, British Columbia, this 25th day of July, 2023.

By order of the Board of Directors.

**ZEB NICKEL CORP.**

*Richard Montjoie*

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**Richard Montjoie**

**Chief Executive Officer**