

## ZEB NICKEL CORP.

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Zeb Nickel Corp. (the "**Company**") will be held at 4 King St. West, Suite 401, Toronto, Ontario, M5H 1B6, Canada on Wednesday, June 25, 2025 at 10:00 a.m. (Eastern 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 March 31, 2024, together with the auditor's reports thereon;
2. To re-appoint PKF Antares, Chartered Professional Accountants, as the Company's auditor for the ensuing year, at a remuneration to be fixed by the directors;
3. To elect four (4) directors to hold office for the ensuing year; and
4. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

This notice is accompanied by a form of proxy and a management information circular (the "**Circular**"), which Circular is deemed to form part of this notice. 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.

**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.**

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.

**All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.**

The Company will be using the notice-and-access model provided under National Instrument 51-102 – *Continuous Disclosure Obligations* and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**Notice and Access**") for the delivery of the Circular and other related materials for the Meeting (the "**Meeting Materials**") to Shareholders. Under Notice and Access, instead of receiving printed copies of the Meeting Materials, Shareholders receive a package in the mail containing: (i) information on the Meeting date, location and purpose; (ii) a form of proxy or voting instruction form so Shareholders can vote their shares; and (iii) information on how they may electronically access the Meeting Materials. However, the Company will mail paper copies of the Meeting Materials to those Registered Shareholders and Non-Registered Shareholders (as defined in the Circular) who have elected to receive paper copies of the Meeting Materials. The Meeting Materials will be available at <https://marrellitrust.ca/2025/05/26/zeb-nickel-corp/> on or about May 26, 2025 and will remain on the website for one full year thereafter. Meeting Materials are also available upon request, without charge, by calling 416.361.0737 or by emailing at [info@marrellitrust.ca](mailto:info@marrellitrust.ca), or can be accessed online on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on or about May 26, 2025.

### **REGISTERED SHAREHOLDERS**

Completed proxies for Shareholders must be returned to Marrelli Trust Company Limited, Attn: Proxy Department, 82 Richmond Street East, 2nd Floor, Toronto, ON M5C 1P1, or via fax to 416-360-7812, or via email to [info@marrellitrust.ca](mailto:info@marrellitrust.ca), in each case by 10:00 am (Eastern time) June 23, 2035, being the time that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario any adjournments or postponements thereof (the "**Proxy Deadline**"). Voting is also available at [www.voteproxy.ca](http://www.voteproxy.ca).

## **NON-REGISTERED SHAREHOLDERS**

Non-Registered Shareholders will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Common Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompanying the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

**DATED** at Toronto, Ontario, this 12<sup>th</sup> day of May, 2025.

By order of the Board of Directors.

**ZEB NICKEL CORP.**

*Anthony James Nieuwenhuys*

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**Anthony James Nieuwenhuys**

**Chief Executive Officer**