

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Nickel 28 Capital Corp. (“**Nickel 28**” or the “**Company**”)
155 University Avenue, Suite 1240
Toronto, Ontario
M5H 3B7

2. Date of Material Change

August 14, 2023.

3. News Release

A press release (the “**Press Release**”) was disseminated by the Company on August 14, 2023 through the facilities of Business Wire and was filed on SEDAR+ under the Company’s corporate profile at www.sedarplus.ca. A copy of the Press release is attached hereto as Schedule “A”.

4. Summary of Material Change

On August 14, 2023, the Company announced the reconstitution of its board of directors (the “**Board**”) in accordance with the recommendations of an independent review committee of the Board (the “**IRC**”) established for the purposes of, among other things, considering whether the resignations previously tendered by five of the Company’s directors pursuant to Nickel 28’s majority voting policy (the “**Majority Voting Policy**”) should be accepted.

Based upon the recommendations of the IRC, the Board has been reconstituted as follows: (i) the resignations of Anthony Milewski and Maurice Swan as directors were not accepted such that Messrs. Milewski and Swan continue on the Board; (ii) the resignations of Justin Cochrane, Lance Frericks and Philip Williams as directors have been accepted; (iii) Edward (Ned) Collery, Brett A. Richards and Christopher S. Wallace have been appointed to the Board to fill the vacancies created by these resignations; and (iv) C. Ian Ross, who was appointed on June 16, 2023 as an independent director and the Chair and sole member of the IRC, also continues on the Board.

After giving effect to the foregoing changes, the Board is now comprised of the following six directors: (i) Edward (Ned) Collery; (ii) Anthony Milewski; (iii) Brett A. Richards; (iv) C. Ian Ross; (v) Maurice Swan; and (vi) Christopher S. Wallace.

Mr. Milewski will continue to lead the Company’s management team, now as Nickel 28’s Chief Executive Officer, and the Board has unanimously appointed C. Ian Ross as its new, non-executive Chair of the Board.

5. Full Description of Material Change

5.1 Full Description of Material Change

On August 14, 2023, the Company announced the reconstitution of the Board in accordance with the recommendations of the IRC established for the purposes of, among other things, considering whether the resignations previously tendered by five of the Company’s directors pursuant to Nickel 28’s Majority Voting Policy should be accepted.

Based upon the recommendations of the IRC, the Board has been reconstituted as follows: (i) the resignations of Anthony Milewski and Maurice Swan as directors were not accepted such that Messrs. Milewski and Swan continue on the Board; (ii) the resignations of Justin Cochrane, Lance

Frericks and Philip Williams as directors have been accepted; (iii) Edward (Ned) Collery, Brett A. Richards and Christopher S. Wallace have been appointed to the Board to fill the vacancies created by these resignations; and (iv) C. Ian Ross, who was appointed on June 16, 2023 as an independent director and the Chair and sole member of the IRC, also continues on the Board.

After giving effect to the foregoing changes, the Board is now comprised of the following six directors: (i) Edward (Ned) Collery; (ii) Anthony Milewski; (iii) Brett A. Richards; (iv) C. Ian Ross; (v) Maurice Swan; and (vi) Christopher S. Wallace.

Mr. Milewski will continue to lead the Company's management team, now as Nickel 28's Chief Executive Officer, and the Board has unanimously appointed C. Ian Ross as its new, non-executive Chair of the Board.

Background to the Independent Review Committee

As previously disclosed by the Company, each of the members of the Board elected at the annual general and special meeting of the shareholders of Nickel 28 held on June 12, 2023 (the "AGM") received a majority withhold vote. On June 16, 2023, Nickel 28 announced that, following due consideration of the application of the Majority Voting Policy to the AGM, the Board had determined that the principles underlying the Majority Voting Policy were engaged and that the Majority Voting Policy would apply with respect to the AGM. Nickel 28 also announced that each of the members of the Board elected at the AGM had tendered his resignation for consideration in accordance with the Majority Voting Policy.

On June 16, 2023, Mr. Ross was appointed by the Board as an independent director and as Chair and the sole member of the IRC. The IRC undertook an independent review of each resignation, including a stakeholder consultation process, and made recommendations in accordance with the Majority Voting Policy. The IRC was advised by independent legal counsel.

The objective of the process undertaken by the IRC was to reconstitute the Board in a manner that is in the best interests of Nickel 28 and its shareholders and other stakeholders generally and that best positions the reconstituted Board to provide effective board oversight and direction to Nickel 28 going forward. As part of that, the IRC sought to ensure that the reconstituted Board is comprised of directors who as a group have the skills, experience and independence necessary to provide effective stewardship, governance and oversight to Nickel 28, and who are expected to collectively have the trust and confidence of Nickel 28's shareholders and other stakeholders going forward.

The IRC independently determined that it was in the best interests of Nickel 28 to maintain appropriate Board continuity, including to safeguard the Company's key relationships and maintain management stability, with the result that the IRC recommended against accepting the resignations of Messrs. Milewski and Swan as directors. The IRC concluded that exceptional circumstances justified not accepting these resignations. Such circumstances included those surrounding the AGM, including its contested nature and the issuance of the previously disclosed decision of the Supreme Court of British Columbia shortly before the AGM, as well as the importance in the context of the Company's business and affairs of maintaining appropriate Board continuity including to safeguard the Company's key relationships. In addition, the IRC gave due consideration to feedback from the Company's significant shareholders with respect to the identity of the directors appointed to the reconstituted Board.

Appointed Director Biographies

Edward (Ned) Collery has over a decade of experience in investing in the natural resources and mining space. Mr. Collery is the founder and President of Pelham Investment Partners LP, a private investment partnership and a significant shareholder of the Company. Prior to founding Pelham Investment Partners LP, Mr. Collery worked as a research analyst and partner in the investment

management industry. Mr. Coltery holds a B.A. in Economics from Vanderbilt University with a minor in Financial Economics.

Brett A. Richards is an experienced and accomplished natural resources executive and corporate director with over 37 years of experience in senior and operational management, project development and corporate business development in the mining and metals industry. Mr. Richards is the Chief Executive Officer and a director of TSX-V listed Goldshore Resources Inc. Mr. Richards is also a director and Chair of the board of Banro Corporation Ltd.

Christopher S. Wallace is Managing Director of CCC Investment Banking, a mid-market investment bank that is involved in mergers and acquisitions, financings, valuations and provides fairness and expert opinions. Mr. Wallace is an experienced corporate director and currently sits on the board of GoviEx Uranium Inc., the fifth largest publicly-traded uranium company by resource size in the world. Mr. Wallace also serves as Chair of the audit committee and as a member of the human resources and compensation committee of the board of GoviEx Uranium Inc.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The officer who is knowledgeable about the material change and this report is:

Justin Cochrane
President
+1 289 314 4766

9. Date of Report

August 14, 2023.

Cautionary Note Regarding Forward-Looking Statements

This material change report contains certain information which constitutes “forward-looking statements” and “forward-looking information” within the meaning of applicable Canadian securities laws. Any statements that are contained in this material change report that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend” or the negative of these terms and similar expressions. Forward-looking statements in this material change report include, but are not limited to, statements with respect to the business and assets of the Company and its strategy going forward. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, most of which are beyond the Company’s control. Should one or more of the risks or uncertainties underlying these forward-looking statements materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements.

The forward-looking statements contained herein are made as of the date of this material change report and, other than as required by applicable securities laws, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. The forward-looking statements contained in this material change report are expressly qualified by this cautionary statement.

Schedule "A"



NEWS RELEASE

TSX VENTURE: NKL
FSE: 3JC0

NICKEL 28 ANNOUNCES RECONSTITUTION OF BOARD OF DIRECTORS

TORONTO, ONTARIO, August 14, 2023 – Nickel 28 Capital Corp. (“**Nickel 28**” or the “**Company**”) (TSXV: **NKL**) (FSE: **3JC0**) is pleased to announce the reconstitution of its board of directors (the “**Board**”) in accordance with the recommendations of an independent review committee of the Board (the “**IRC**”) established for the purposes of, among other things, considering whether the resignations previously tendered by five of the Company’s directors pursuant to Nickel 28’s majority voting policy (the “**Policy**”) should be accepted.

Based upon the recommendations of the IRC, the Board has been reconstituted as follows:

- the resignations of Anthony Milewski and Maurice Swan as directors were not accepted such that Messrs. Milewski and Swan continue on the Board;
- the resignations of Justin Cochrane, Lance Frericks and Philip Williams as directors have been accepted;
- Edward (Ned) Collery, Brett A. Richards and Christopher S. Wallace have been appointed to the Board to fill the vacancies created by these resignations;
- C. Ian Ross, who was appointed on June 16, 2023 as an independent director and the Chair and sole member of the IRC, also continues on the Board;
- after giving effect to the foregoing changes, the Board is now comprised of the following six directors: (i) Ned Collery, (ii) Anthony Milewski, (iii) Brett Richards, (iv) C. Ian Ross, (v) Maurice Swan and (vi) Chris Wallace;
- Mr. Milewski will continue to lead the Company’s management team, now as Nickel 28’s Chief Executive Officer; and
- the Board has unanimously appointed C. Ian Ross as its new, non-executive Chair of the Board.

The reconstituted Board unanimously approved the issuance of the following joint statement:

“We support the reconstitution of the Board announced today, and look forward to a new and bright future for the Company. Each of us is committed to ensuring that the reconstituted board collectively provides effective and independent oversight, governance and direction to the Company. We look forward to the future success of Nickel 28 under the revitalized board’s stewardship.”

Appointed Director Biographies

Edward (Ned) Collery has over a decade of experience in investing in the natural resources and mining space. Mr. Collery is the founder and President of Pelham Investment Partners LP, a private investment partnership and a significant shareholder of the Company. Prior to founding Pelham Investment Partners LP, Mr. Collery worked as a research analyst and partner in the investment management industry. Mr. Collery holds a B.A. in Economics from Vanderbilt University with a minor in Financial Economics.

Brett A. Richards is an experienced and accomplished natural resources executive and corporate director with over 37 years of experience in senior and operational management, project development and corporate business development in the mining and metals industry. Mr. Richards is the Chief Executive Officer and a director of TSX-V listed Goldshore Resources Inc. Mr. Richards is also a director and Chair of the board of Banro Corporation Ltd.

Christopher S. Wallace is Managing Director of CCC Investment Banking, a mid-market investment bank that is involved in mergers and acquisitions, financings, valuations and provides fairness and expert opinions. Mr. Wallace is an experienced corporate director and currently sits on the board of GoviEx Uranium Inc., the fifth largest publicly-traded uranium company by resource size in the world. Mr. Wallace also serves as Chair of the audit committee and as a member of the human resources and compensation committee of the board of GoviEx Uranium Inc.

Background to the Independent Review Committee

As previously disclosed, each of the members of the Board elected at the annual general and special meeting of the shareholders of Nickel 28 held on June 12, 2023 (the “AGM”) received a majority withhold vote. On June 16, 2023, Nickel 28 announced that, following due consideration of the application of the Policy to the AGM, the Board had determined that the principles underlying the Policy were engaged and that the Policy would apply with respect to the AGM. Nickel 28 also announced that each of the members of the Board elected at the AGM had tendered his resignation for consideration in accordance with the Policy.

On June 16, 2023, Mr. Ross was appointed by the Board as an independent director and as Chair and the sole member of the IRC. The IRC undertook an independent review of each resignation, including a stakeholder consultation process, and made recommendations in accordance with the Policy. The IRC was advised by independent legal counsel.

The objective of the process undertaken by the IRC was to reconstitute the Board in a manner that is in the best interests of Nickel 28 and its shareholders and other stakeholders generally and that best positions the reconstituted Board to provide effective board oversight and direction to Nickel 28 going forward. As part of that, the IRC sought to ensure that the reconstituted Board is comprised of directors who as a group have the skills, experience and independence necessary to provide effective stewardship, governance and oversight to Nickel 28, and who are expected to collectively have the trust and confidence of Nickel 28's shareholders and other stakeholders going forward.

The IRC independently determined that it was in the best interests of Nickel 28 to maintain appropriate Board continuity, including to safeguard the Company's key relationships and maintain management stability, with the result that the IRC recommended against accepting the resignations of Messrs. Milewski and Swan as directors. The IRC concluded that exceptional circumstances justified not accepting these resignations. Such circumstances included those surrounding the AGM, including its contested nature and the issuance of the previously disclosed decision of the Supreme Court of British Columbia shortly before the AGM, as well as the importance in the context of the Company's business and affairs of maintaining appropriate Board continuity including to safeguard the Company's key relationships. In addition, the IRC gave due consideration to feedback from the Company's significant shareholders with respect to the identity of the directors appointed to the reconstituted Board.

About Nickel 28

Nickel 28 Capital Corp. is a nickel-cobalt producer through its 8.56% joint-venture interest in the producing, long-life and world-class Ramu Nickel-Cobalt Operation located in Papua New Guinea. Ramu provides Nickel 28 with significant attributable nickel and cobalt production thereby offering our shareholders direct exposure to two metals which are critical to the adoption of electric vehicles. In addition, Nickel 28 manages a portfolio of 10 nickel and cobalt royalties on development and exploration projects in Canada, Australia and Papua New Guinea.

Cautionary Note Regarding Forward-Looking Statements

This news release contains certain information which constitutes 'forward-looking statements' and 'forward-looking information' within the meaning of applicable Canadian securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. Forward-looking statements in this news release include, but are not limited to, statements with respect to the business and assets of the Company and its strategy going forward. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, most of which are beyond the Company's control.] Should one or more of the risks or uncertainties underlying these forward-looking statements materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements.

The forward-looking statements contained herein are made as of the date of this release and, other than as required by applicable securities laws, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. The forward-looking statements contained in this release are expressly qualified by this cautionary statement.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No securities regulatory authority has either approved or disapproved of the contents of this news release.

Investor Contact:

Justin Cochrane, President
Tel: + 1 289 314 4766
Email: info@nickel28.com

Media:

Riyaz Lalani & Dan Gagnier
Tel: +1 416 305 1459
Email: NKL28@gagnierfc.com