

Notice of Annual General and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Nickel 28 Capital Corp. (“**Nickel 28**” or the “**Company**”) will be held at the offices of Stikeman Elliott LLP, Commerce Court West, 199 Bay Street, Suite 5300, Toronto, Ontario, Canada, M5L 1B9 on Thursday, August 29, 2024 at 10:00 a.m. (Toronto Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the fiscal year ended January 31, 2024 together with the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to reappoint Baker Tilly WM LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix their remuneration;
4. to consider and, if deemed advisable, pass an ordinary resolution, with or without amendment, confirming, ratifying and approving the Omnibus Long-Term Incentive Plan of the Company, as more particularly described in the accompanying Circular (as defined below); and
5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the accompanying Management Information Circular (the “**Circular**”), which is deemed to form part of this Notice of Meeting. Details regarding how to attend and vote at the Meeting are more fully described in the accompanying Circular and distributed proxy and voting instruction materials.

This Notice of Meeting is accompanied by the Circular, a form of proxy (a “**Proxy**”) for registered Shareholders or a voting instruction form (a “**VIF**”) for non-registered Shareholders, and a supplemental mailing list return card (collectively, the “**Meeting Materials**”). As a Shareholder of the Company, it is important that you read the Meeting Materials carefully and in full in evaluating the matters for consideration at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, date and sign the enclosed Proxy or VIF, as applicable, and to return it in the envelope provided for that purpose.

The audited consolidated financial statements and related management’s discussion and analysis (“**MD&A**”) for the Company for the fiscal year ended January 31, 2024 will be mailed to those Shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company, on SEDAR+ at www.sedarplus.ca, or on the Company’s website at www.nickel28.com.

The Board has, by resolution, fixed the close of business on July 30, 2024 as the record date, being the date for the determination of the registered holders of Shares of the Company entitled to

receive notice of and to vote at the Meeting and any adjournment(s) or postponement(s) thereof. Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent at: c/o TSX Trust Company, Suite 301 - 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department or sent by facsimile to 416-595-9593, no later than 10:00 a.m. (Toronto Time) on August 27, 2024, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) or postponement(s) thereof is held. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his sole discretion, without notice. Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary on their VIF, which may include the completion and delivery of a voting instruction form. Only registered Shareholders and duly appointed proxyholders (including any non-registered Shareholder who has appointed themselves as proxyholder) will be able to attend, participate and vote at the Meeting, provided that they carefully follow the instructions set out in the Circular and related proxy materials.

Your vote is important.

Registered Shareholders can submit their votes on their Proxy to the Company's transfer agent by voting over the internet at www.voteproxyonline.com and following the instructions on the web page (you will need your 12-digit control number located on the Proxy to vote online), by facsimile by sending the completed Proxy to 416-595-9593, or by returning the completed Proxy by mail or delivery to the Company, c/o the Company's transfer agent at: c/o TSX Trust Company, Suite 301 - 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department.

Non-registered Shareholders who have received this Notice of Meeting and accompanying materials through an intermediary are required to complete and return the materials in accordance with the instructions provided by such intermediary including a VIF. An intermediary includes a broker, a financial institution, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds Shares on behalf of such non-registered Shareholder.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves as proxyholder) must carefully follow the instructions in the Circular and on their Proxy or VIF.

Whether you plan to attend the Meeting or vote by proxy, we encourage you to vote promptly. If you have any questions about the information contained in the accompanying Circular or require any assistance in completing your Proxy or VIF, please contact the Company by phone at +1 905 449 1500 or by e-mail at info@nickel28.com.

Asking questions at the Meeting

The Company believes in providing Shareholders with the opportunity to participate in the Meeting in a meaningful way. Questions received from registered Shareholders and proxyholders (including non-registered Shareholders who have appointed themselves as proxyholder) which relate to the business of the Meeting or to the affairs of the Company are expected to be addressed either at the Meeting or in the question and answer session following the Meeting. To ensure fairness for all attendees, the Chair of the Meeting will decide on the amount of time allocated to each question and will have the right to limit or consolidate questions and to reject questions that do not relate to the business of the Meeting or to the affairs of the Company or which are determined to be inappropriate or otherwise out of order.

The Circular and Proxy or VIF provide additional information concerning the matters to be dealt with at the Meeting. **You should access and review all information contained in the Circular before voting.**

On behalf of the Board of Directors of Nickel 28, thank you for your support.

DATED at Toronto, Ontario as of this 30th day of July, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF
NICKEL 28 CAPITAL CORP.**

(signed) Christopher S. Wallace

Christopher S. Wallace
President & Chief Executive Officer