



## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Nickel Rock Resources Inc. (the “**Company**”) will be held at 3028 Quadra Court, Coquitlam, British Columbia, V3B 5X6 on Wednesday, December 21, 2022 at 10:00am (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the period ended June 30, 2022, together with the report of the auditors thereon.
2. To fix the number of directors of the Company at three (3) persons.
3. To elect the directors for the forthcoming year.
4. To appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company’s auditors for the ensuing year and to authorize the directors to fix their remuneration.
5. To consider and, if thought fit, with or without variation, pass an ordinary resolution approving the Company's amended and restated 20% fixed stock option plan, as more particularly described in the accompanying management information circular.
6. To transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on November 21, 2022 (the “**Record Date**”) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

**It is important that your shares be represented at this Meeting to ensure a quorum. If you cannot be present to vote in person, please ensure that your proxy or, if a company, your representative, is appointed and present to vote on your behalf at the Meeting. Instructions regarding the appointment of a proxy or representative are contained in the Information Circular.**

**DATED** at the City of Vancouver, in the Province of British Columbia, as of this 21<sup>st</sup> day of November, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Robert Setter”*

Robert Setter, President & CEO