



Appointment of Proxyholder

I/We, being holder(s) of common shares of Power Nickel Inc. (the “Company”), hereby appoint: Terry Lynch, President, or, failing him, Robert Suttie, Chief Financial Officer, or failing him, Peter Kent, Director (the “Management Nominees”) OR

Print the name of the person you are appointing if this person is someone other than the individuals listed above as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the annual general and special meeting of shareholders of the Company on Thursday, June 30, 2022, at 11:00 a.m. (Toronto time) at 202 – 82 Richmond Street East Toronto, Ontario M5C 1P1 (the “Meeting”) and telephone dial-in as may be made available, and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR Resolutions 1-5. Please use a dark black pencil or pen.

1. Appointment of Auditor

To appoint UHY McGovern Hurley LLP as the Auditor of the Company for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the Auditor

FOR WITHHOLD

2. Number of Directors

To fix the number of directors of the Company for the ensuing year at four (4)

FOR AGAINST

3. Election of Directors

1. Terry Lynch

FOR WITHHOLD

2. Peter Kent

3. Greg McKenzie

4. Les Mallard

4. Stock Option Plan

To approve the Company’s 10% Rolling Stock Option Plan, as more particularly set out in the accompanying circular

FOR AGAINST

5. Other Matters

To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting

FOR AGAINST

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this proxy will be voted FOR each matter by the Management Nominees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.

Signature(s)

Date

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received no later than 11:00 a.m. (Toronto time) on June 28, 2022.

Proxy Form – Annual General Meeting of Shareholders of Power Nickel Inc. to be held on June 30, 2022, at 11:00 a.m. (Toronto time) (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Corporation.

As noted above, this proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matter identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement, thereof, whether or not the matter is routine and whether or not the matter is contested.

How to Vote

INTERNET

Go to www.tsxtrust.com/vote-proxy
Cast your vote online
View Meeting documents

To vote using your smartphone,
please scan this QR Code →

TELEPHONE

Use any touch-tone phone, call toll free in
Canada and United States **1-888-489-5760** and
follow the voice instructions



To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX or EMAIL

Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company
P.O. Box 721
Agincourt, ON M1S 0A1

You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@tmx.com.

An undated proxy is deemed to be dated on the day it was received by TSX.

If you wish to receive investor documents electronically in future, please visit tsxtrust.com/edelivery to enrol.

All proxies must be received no later than 10:00 a.m. (Toronto time) on June 28, 2022.