

POWER NICKEL INC.
202 – 82 Richmond Street East
Toronto, Ontario
M5C 1P1

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN THAT the annual general meeting (the “**Meeting**”) of the shareholders of Power Nickel Inc. (the “**Company**”) will be held at 202 – 82 Richmond Street East, Toronto, Ontario M5C 1P1 (and by teleconference or video conference) on Thursday June 30, 2022 at 11:00 a.m. (Eastern) for the following purposes:

1. to receive the Company’s audited financial statements for the financial years ended December 31, 2020 and December 31, 2021, and the auditor’s report and MD&A thereon;
2. to fix the number of directors for the ensuing year at four and to elect directors for the ensuing year;
3. to appoint UHY McGovern Hurley LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
4. to consider and if though fit, pass an ordinary resolution ratifying and confirming the Company’s stock option plan; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof,

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Registered shareholders who are unable to attend the meeting are requested to read the notes included in the enclosed form of Proxy and then to complete, date, sign and mail or fax the Proxy, or to complete and submit the Proxy on the internet, in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

In the best interest of the health of all participants in the Company’s Meeting, the Company respectfully asks that all shareholders who wish to attend the Meeting in person let the Company know in advance so that the Company can plan accordingly for the space. The Company requests that shareholders who wish to participate by listening to the Meeting, contact the Company by June 28, 2022 at ted@powernickel.com to be included in the teleconference or video conference for the Meeting. The Company will arrange for teleconference or video conference participation for all shareholders who have requested it by June 28, 2022. However, the Company strongly recommends that shareholders vote by Proxy or VIF in advance to ease the voting tabulation at the Meeting by TSX Trust Company.

DATED at Toronto, Ontario, this 26th day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

Per: (signed) "Terry Lynch"

Name: Terry Lynch

Title: President & Chairman

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.