

PURE NICKEL INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General and Special Meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Shares") of Pure Nickel Inc. (the "Company") will be held at the offices of **Peterson McVicar LLP, 18 King St. East, Suite 902, Toronto, ON M5C 1C4, on December 11, 2019 at 10:00 a.m. ET** for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended November 30, 2018 and the report of the auditors thereon;
2. to elect four (4) directors of the Company for the ensuing year;
3. to conditionally elect three (3) additional directors of the Company to take office immediately following the completion of the proposed acquisition of Explor Resources Inc. (the "Transaction"), as more particularly described in the Management Information Circular accompanying this Notice (the "Circular"), if, but only if, the Transaction is successfully completed;
4. to appoint Grant Thornton LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving a new incentive stock option plan (the "New Option Plan");
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the issuance of up to 60,000,000 common shares of the Company to 2176423 Ontario Ltd., a company controlled by Mr. Eric Sprott, on the exercise of a convertible debenture previously issued to 2176423 Ontario Ltd., which could result in a new "Control Person" of the Company, as such term is defined in the policies of the TSX Venture Exchange, as more particularly set out in the accompanying Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving the Transaction, which will be completed by way of three-cornered amalgamation involving Explor Resources Inc. ("Explor") and 2227390 Alberta Ltd. ("Subco"), a wholly-owned subsidiary of the Company, under the provisions of the *Business Corporations Act* (Alberta), as more particularly set out in the accompanying Circular;
8. to consider and, if deemed advisable, to approve, with or without variation, a special resolution authorizing and approving an amendment to the articles of the Company to change the name of the Company to Galleon Gold Corp., or such other name the board of directors of the Company deem appropriate and as is acceptable to regulators having jurisdiction over the Company;
9. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution approving the transfer of the royalty on the Milford, Utah copper mine, as more particularly set out in the accompanying Circular; and
10. to transact other business as may properly be brought before the Meeting, or any adjournment or postponements thereof.

The directors have set the close of business on November 6, 2019 as the record date ("Record Date") for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the registers of the Company as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares are voted at the Meeting, are requested to date, sign and return in the envelope provided for that purpose, the enclosed form of proxy, or complete and submit the form of proxy through the internet, telephone or by such other method as is identified, and pursuant to any instructions contained, in the form of proxy.

All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be received by our transfer agent, Computershare Trust Company of Canada (“Computershare”), 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or any adjournment thereof. The time limit for deposit of proxies may be waived by the Chairman of the Meeting at his discretion.

If you are a non-registered holder of Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. **Shareholders are reminded to review the Circular before voting.**

DATED at Toronto, Ontario, November 8, 2019.

BY ORDER OF THE BOARD

“Lisa Buchan”

Lisa Buchan
Corporate Secretary