

EV NICKEL INC.

INITIAL PUBLIC OFFERING

TERM SHEET

A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in all of the provinces of Canada, other than Quebec. A copy of the final prospectus, and any amendment, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. The following is a summary of the principal features of the Offering (as defined herein) and should be read together with the more detailed information, financial data and statements contained elsewhere in the final prospectus.

The securities offered herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and, subject to certain exceptions, may not be offered or sold within the United States, as such term is defined in Regulation S under the U.S. Securities Act. The securities have not been approved or disapproved by the Securities and Exchange Commission or by any state securities commission or regulatory authority, nor have any of the foregoing authorities passed on the accuracy or adequacy of any offering document provided in connection with the offering of these securities. Any representation to the contrary is a criminal offense.

Issuer: EV Nickel Inc. (the "**Company**") is an independent, Canadian-based, nickel exploration focussed mining company with an emphasis on the Langmuir project located near Timmins, Ontario (the "**Langmuir Project**"). The Company was incorporated under the *Business Corporations Act* (Ontario) on January 28, 2021. The Company's objective is to identify and develop economic mineral resource properties of merit and to conduct exploration programs thereon.

Offering: Initial public offering on a "commercially reasonable efforts" agency basis (the "**Offering**") of a minimum of 5,333,333 units of the Company (the "**Offered Units**") and 1,162,791 common shares in the capital of the Company (each a "**Common Share**") which will each qualify as a "flow-through share" as defined in subsection 66(15) of the *Income Tax Act* (Canada) (the "**FT Shares**" and together with the Units, the "**Offered Securities**") of the Company and up to a maximum of 5,600,000 Offered Units and 1,511,628 FT Shares, subject to increase pursuant to the Over-Allotment Option (as defined herein). The distribution of a minimum of 5,333,333 Offered Units and 1,162,791 FT Shares is referred to as the "**Minimum Offering**" and the distribution of up to 5,600,000 Offered Units and 1,511,628 FT Shares is referred to as the "**Maximum Offering**".

Each Offered Unit consists of one Common Share (the "**Offered Shares**") and one Common Share purchase warrant (each whole warrant being a "**Offered Warrant**"), with each Offered Warrant entitling the holder to purchase one Common Share for the

purchase price of \$1.05 per Common Share for a period of 24 months from the Closing Date (as defined herein).

Issue Price: \$0.75 per Offered Unit (the “**Unit Offering Price**”).

\$0.86 per FT Share (the “**FT Offering Price**”).

Over-Allotment Option: The Agents (as defined herein) will be granted an option to increase the size of the Offering by up to 15% of the aggregate Offered Securities purchased under the Offering, exercisable in whole or in part, at any time, and from time to time, for a period of 30 days following the Closing Date (the “**Over-Allotment Option**”), being (i) up to 840,000 Offered Units (the “**Additional Offered Units**”), at the Unit Offering Price and/or up to 840,000 additional Offered Shares (the “**Additional Offered Shares**”) and/or up to 840,000 Offered Warrants (the “**Additional Offered Warrants**”) in the case of the Maximum Offering (the “**Unit Over Allotment Option**”), and (ii) up to 226,744 FT Shares (the “**Additional FT Shares**”), at the FT Offering Price (the “**FT Over Allotment Option**”). The Unit Over-Allotment Option may be exercised by the Agents: (i) to acquire Additional Offered Units at the Unit Offering Price; (ii) to acquire Additional Offered Shares at a price of \$0.745 per Additional Offered Shares, or (iii) to acquire Additional Offered Warrants at a price of \$0.005 per Additional Offered Warrant; or (iv) to acquire any combination of Additional Offered Units, Additional Offered Shares and Additional Offered Warrants, so long as the aggregate number of Additional Offered Shares and Additional Offered Warrants which may be issued under the Over-Allotment Option does not exceed 840,000 Additional Offered Shares and 840,000 Additional Offered Warrants, in the case of the Maximum Offering. The FT Over-Allotment Option may be exercised by the Agents to acquire Additional FT Shares at the FT Offering Price.

Selling Jurisdictions: The Offered Securities will be offered for sale to purchasers in all provinces of Canada, except Quebec, subject to receipt of necessary regulatory approvals. In addition, the Offered Securities may be offered for sale to purchasers resident in or located in the United States on a private placement basis pursuant to an exemption under rule 144A of the United States Securities Act of 1933, as amended, and internationally as permitted under applicable securities laws.

Listing: The TSX Venture Exchange (the “**TSXV**”) conditionally approved the listing of the Common Shares on the TSXV under the trading symbol “EVNI”. Listing is subject to the Company fulfilling all of the initial listing requirements and conditions of the TSXV.

Use of Proceeds: The net proceeds of the Offering will be used for exploration of the Langmuir Project.

Agents’ Fees: A cash commission will be paid by the Company to the Agents for the services rendered in connection with the Offering in an amount equal to 7.0% of the aggregate gross proceeds of the Offering, including any gross proceeds from any exercise of the Over-

Allotment Option, subject to a reduced fee of 3.5% for Offered Securities sold to certain purchasers designated by the Company (the “**President’s List**”)

As additional compensation, the Agents shall be granted warrants (the “**Compensation Warrants**”), exercisable to acquire, within two years of the Closing Date, in the aggregate, such number of Units as is equal to 7.0% of the number of Offered Securities sold pursuant to the Offering, subject to a reduced number of Compensation Warrants equal to 3.5% of the Offered Securities sold to purchases on the President’s List, at an exercise price per Unit equal to the Unit Offering Price.

**Flow-Through Income
Tax Considerations:**

An amount equal to the gross proceeds received by the Company from the sale of FT Shares will be used to incur Canadian exploration expenses (“**CEE**”) that are “flow-through mining expenditures” (as such terms are defined in the Tax Act provided the proposed amendments to subsection 127(9) of the Tax Act become final) on the Company’s properties in Ontario, which will be renounced to the subscribers with an effective date no later than December 31, 2021, in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of FT Shares.

In the event the Company fails to renounce CEE effective on or prior to December 31, 2021 for each FT Share purchased in an aggregate amount not less than the gross proceeds raised from the issue of the FT Share, the Company will indemnify each FT Share subscriber for the additional taxes payable by such subscriber as a result of the Company’s failure to renounce the CEE as agreed.

Eligibility:

The Offered Securities will be qualified investments under the *Income Tax Act* (Canada) (“**Tax Act**”) for trusts governed by RRSPs, RRIFs, RESPs, DPSPs, RDSPs and TFSAs (collectively, “**Registered Plans**”). It is not expected that a Registered Plan would purchase FT Shares directly as such Registered Plans and holders, annuitants or subscribers of such Registered Plans as the case may be would not be able to use the tax deductions or credits with respect to the FT Shares as described above.

Agents:

Echelon Wealth Partners Inc. (“**Echelon**”) will act as lead agent on behalf of a syndicate of agents including Stifel Nicolaus Canada Inc., Cormark Securities Inc. and Canaccord Genuity Corp. (together with Echelon, the “**Agents**”).

Closing Date:

Within five business days of the issuance of a receipt for the final prospectus qualifying the distribution of the Offered Securities other such date(s) as agreed to by Echelon and the Company (the “**Closing Date**”).

Term Sheet Dated As

November 19, 2021.

At:

An investment in the Offered Securities is highly speculative and is subject to a number of risks that should be considered by a prospective purchaser. Prospective investors should consider certain risk factors in connection with an investment in the Company. See “Cautionary Note Regarding Forward-Looking Information”, “Technical and Third-Party Information” and “Risk Factors” in the final prospectus.