



## CLASS 1 NICKEL AND TECHNOLOGIES LIMITED

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Shares**”) of Class 1 Nickel and Technologies Limited (the “**Corporation**”) will be held on February 3, 2021 at 11:00 a.m. (Toronto time) at the offices of DSA Corporate Services Inc., The Canadian Venture Building, 82 Richmond Street East, Toronto, Ontario M5C 1P1. The Meeting will be held in person, however, as a result of the cancellation of certain public events in connection with the ongoing COVID-19 pandemic, Shareholders are strongly urged to complete and send their proxies to Capital Transfer Agency Inc. and **not** attend the Meeting in-person.

- (1) to receive the audited consolidated financial statements of the Corporation as at and for the years ended December 31, 2019 and 2018, together with the report of the auditors thereon;
- (2) to set the number of directors to four (4) and empower the Board (as defined below) to determine the number of directors of the Corporation hereafter from time to time by resolution of the board of directors, in accordance with the provisions of the *Business Corporations Act* (Ontario), and to elect directors of the Corporation who will serve until the next annual meeting of shareholders;
- (3) to re-appoint Wasserman Ramsay, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
- (4) to consider and, if deemed advisable, give the directors the authority to change the name of the Corporation from “Class 1 Nickel and Technologies Limited” to such other name as is authorized by the board of directors of the Corporation and applicable regulatory authorities; as more particularly set out in the circular;
- (5) to consider and, if deemed appropriate, pass with or without variation, an ordinary resolution approving, ratifying, and confirming all acts, proceedings, contracts,

appointments, elections, payments and by-laws, done, instituted, made and enacted by the directors and officers of the Corporation since the date of the last annual meeting of the Corporation, being July 31, 2018, as the same are set out or referred to in the resolutions of the directors or in the financial statements or otherwise properly enacted, passed, made, done or taken, as more fully described in the Circular; and

- (6) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Additional information relating to the business to be submitted to the Meeting is contained in the management information circular and forms part of this Notice.

The board of directors of the Corporation (the “**Board**” or “**Board of Directors**”) has fixed the close of business on December 7, 2020 as the record date for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. Only Shareholders of record at the close of business on December 7, 2020 are entitled to vote at the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive such Shareholder of the right to vote at the Meeting.

Registered Shareholders, being those Shareholders whose names appear on the books and records of the Corporation as a registered holder of Shares, who are unable to attend the Meeting should complete, sign, date and return the enclosed form of proxy to Capital Transfer Agency ULC in accordance with the instructions set out in the form of proxy accompanying the circular no later than 11:00 a.m. (EST) on February 1, 2021.

Non-registered Shareholders, being Shareholders who beneficially own and hold Shares through a broker or other intermediary and who do not hold Shares in their own names, who have received these materials through their broker or another intermediary should refer to the accompanying information circular for further instructions.

Dated at Toronto, Ontario this 3<sup>rd</sup> day of January, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed) “Benjamin Cooper”*

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**BENJAMIN COOPER**

President, Chief Executive Officer and Director