



44 Victoria Street, Suite 1102, Toronto, Ontario, Canada M5C 1YC

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general & special meeting (the “Meeting”) of shareholders (the “Shareholders”) of TARTISAN NICKEL CORP. (“TARTISAN” or the “Company”) will be held on Friday, February 17, 2023, at 10:00 AM (Eastern Standard Time). In light of public health concerns regarding the COVID-19 outbreak, TARTISAN will hold the meeting by conference call (Dial in number: 647-374-4685 and Meeting ID: 814 4092 2881) for the following purposes:

1. To receive and consider the report of the Directors and the financial statements of the Company, together with the auditor's reports thereon for the financial years ended March 31, 2021, and March 31, 2022.
2. to appoint Clearhouse LLP, as independent auditors of TARTISAN to hold office until the next annual general meeting at a remuneration to be fixed by the board of directors of the Company.
3. to elect three (3) directors of the Company for the ensuing year.
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving to consider and, if thought fit, to approve an ordinary resolution to pass, with or without variation, approving and ratifying the Company’s currently implemented Stock Option Plan, subject to regulatory approval, if required, as more fully set forth in the information circular accompanying this notice; and
5. to consider and, if thought appropriate to pass, with or without variation, a special resolution to amend the Articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation (the “Consolidation”) by changing each one of the issued and outstanding common shares of the Corporation into such a fraction of a common share of the Corporation as is determined by the board of directors, provided, however, that such fraction shall not be smaller than one-third (1/3) of a common share and, in connection with such Consolidation, to change the name of the Corporation to a name determined by the board of directors, all as more particularly described in the accompanying management information circular; and
6. to transact such other business as may properly come before the Meeting, or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the company dated January 12, 2023 (the “Circular”) which is deemed to form part of this Notice of Meeting and is further accompanied by a form of proxy, a supplemental mailing list and consent for electronic delivery return card.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is January 3, 2023 (the “Record Date”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Company is utilizing the notice-and-access mechanism (the “Notice-and-Access Provisions”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting

Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

Websites Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“SEDAR”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Company for the years ended March 31, 2021 and March 31, 2022 (the “Financial Statements”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the years ended March 31, 2021 and March 31, 2022 (“MD&A”) may be found on the Company’s SEDAR profile at www.sedar.com, and on the Company’s website at tartisannickel.com. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions.

Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders may obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting and Shareholders with questions about notice-and-access can call the Company’s transfer agent the Corporation’s transfer agent, Capital Transfer Agency ULC. (“Capital”) at 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2, Tel: 416-350-5007 or upon request to the Corporation’s Corporate Secretary by telephone at 1-416-804-0280 or by e-mail at tartisan.ceo@gmail.com. Meeting materials will be sent to such Shareholders within three (3) business days of their request if such requests are made before the Meeting, or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Conference Call. A “beneficial” or “non-registered” Shareholder will not be recognized directly on the conference call for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the conference call as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote during the conference call. Shareholders who are unable to attend the conference call, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed, faxed, e-mailed or submitted online so as to reach or be deposited with Capital Transfer Agency (in the case of registered holders) at 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2; (ii) by facsimile at 416-350-5008; (iii) by email to info@capitaltransferagency.com; or (iv) by internet at www.capitaltransferagency.com, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “Proxy Deadline”), failing which such votes may not be counted, or with your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. Further instructions for beneficial holders with respect to how to they can deposit their proxy are contained in the voting instruction form.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

DATED at Toronto, Ontario this 12th day of January 2023.

**BY ORDER OF THE BOARD
TARTISAN NICKEL CORP.**

**“D. Mark Appleby”
D. Mark Appleby, President, Chief Executive Officer & Secretary**