



NorthX Nickel Corp.

NORTHX NICKEL CORP.
1200 WATERFRONT CENTRE, 200 BURRARD STREET
VANCOUVER, BC V7X 1T2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of NorthX Nickel Corp. (“**NorthX**” or the “**Company**”) will be held at the office of Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, V7X 1T2 on **June 25, 2024** at **10:00 a.m. (PST)**. At the Meeting, the shareholders will receive the audited financial statements for the financial year ended December 31, 2023, together with the auditor’s report thereon, and consider resolutions to:

1. receive the audited financial statements of the Company for the financial year ended December 31, 2023, being the 15-month transitional period from the previous financial year ended on September 30, 2022, together with the auditor’s report thereon;
2. fix the number of directors of the Company at five (5);
3. elect directors of the Company for the ensuing year;
4. appoint BDO Canada LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. amend the Company’s Omnibus Equity Incentive Compensation Plan, as more particularly described in the accompanying management information circular (“**Circular**”); and
6. transact such other business as may properly be put before the Meeting.

The Company’s board of directors (the “**Board**”) has fixed May 15, 2024 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Circular dated May 21, 2024.

Registered shareholders who are unable to attend the Meeting or any postponement or adjournment thereof are requested to submit a proxy via one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Company’s transfer agent by 10:00 a.m. (PST) on June 21, 2024 by email to proxy@odysseytrust.com, by fax to Odyssey Trust Company, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (International), or by regular mail or personal delivery at Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8; or

- (b) use the internet through the website of the Company's transfer agent at <https://login.odysseytrust.com/pxlogin>. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

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 common shares not being eligible to be voted by proxy at the Meeting.

Copies of this notice, the Circular, the proxy and the audited financial statements for the financial year ended December 31, 2023 are posted on the Company's website at <https://northxnickel.com/investors/agmmaterials/> and are filed on SEDAR+ under the Company's profile at www.sedarplus.ca.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 21st day of May, 2024.

ON BEHALF OF THE BOARD

"Tom Meyer"

Tom Meyer
President & Chief Executive Officer