

**FATHOM NICKEL INC.**

**Notice of Annual Meeting of Shareholders**

**TO: THE SHAREHOLDERS OF FATHOM NICKEL INC.**

**TAKE NOTICE** that the Annual Meeting (the "**Meeting**") of Class A common shareholders ("**Shareholders**") of Fathom Nickel Inc. (the "**Corporation**") will be held at the Conference Centre, 3<sup>rd</sup> Floor, Manulife Place, 707-5<sup>th</sup> Street SW, Calgary, Alberta, on Monday August 12, 2024 at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive and consider the annual audited comparative financial statements of the Corporation for the year ended December 31, 2023, together with the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at five;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint BDO Canada LLP, as auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration as such;
5. to consider and, if thought advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying information circular (the "**Information Circular**"), approving the Corporation's equity incentive plan; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and forms part of this Notice.

The Board of Directors of the Corporation has fixed the record date for the Meeting at the close of business on July 8, 2024 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Class A common shares ("**Common Shares**") of the Corporation included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers their Common Shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established that he or she owns such shares, demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

**If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Odyssey Trust Company, Attention: Proxy Department, Trader's Bank Building, Suite 702, 67 Yonge St. Toronto, ON M5E 1J8, or by facsimile at 1-800-517-4553, or via email: [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof.**

**Registered Shareholders may also use the internet site at <https://login.odysseytrust.com/pxlogin> to transmit their voting instructions.**

The Corporation encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. **Only shareholders who attend the Meeting in person will be permitted to vote at the Meeting.** To access the Meeting by Zoom video conference, go to: <https://us06web.zoom.us/j/89591702298?pwd=GnZfSoMGahmHbToMea1S0sFMU4MGWD.1> (meeting ID: 895 9170 2298; Passcode: 596338).

Non-registered or beneficial Shareholders who do not hold Common Shares in their own name but rather through a broker, financial institution, trustee, nominee or other intermediary must complete and return the voting instruction form provided to them or follow the telephone or internet-based voting procedures described therein in advance of the deadline set forth in the voting instruction form in order to have such Common Shares voted at the Meeting on their behalf. See "*Advice to Beneficial Shareholders*" in the accompanying Information Circular.

DATED at Calgary, Alberta, this 8th day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*Ian Fraser*"

Ian Fraser, CEO