



9 - 1351C Kelly Lake Road  
Sudbury, Ontario P3E 5P5  
Tel: (705) 669-1777  
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## NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual and special general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **SPC NICKEL CORP.** (the “**Corporation**”) will be held on Tuesday, February 13, 2024 at 1351C Kelly Lake Road, Suite 9, Sudbury, Ontario, P3E 5P5 at 2:00 p.m. (Eastern time).

The Meeting will be held to consider the following:

1. to receive and consider the audited annual consolidated financial statements of the Corporation for the financial year ended August 31, 2023 and the auditors’ reports thereon;
2. to set the number of directors of the Corporation at seven (7);
3. to elect directors of Corporation to hold office for the ensuing year;
4. to appoint auditors of the Corporation for the ensuing year;
5. to authorize the directors to fix the auditors’ remuneration for the ensuing year;
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution re-approving the Corporation’s Omnibus Equity Incentive Compensation Plan, as more particularly described in the Information Circular; and
7. to act on such other matters, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

An Information Circular and a form of proxy accompany this Notice of Meeting (“**Proxy Materials**”). The Information Circular contains details of matters to be considered at the Meeting. A copy of the audited annual consolidated financial statements of the Corporation for the financial year ended August 31, 2023, together with the auditors’ report thereon and the corresponding management discussion and analysis were mailed to requesting Shareholders.

The board of directors (the “**Board**”) of the Corporation has fixed January 5, 2024 as the record date for determining the Shareholders who are entitled to vote at the Meeting. Only Shareholders of the Corporation at the close of business on January 5, 2024 will be entitled to receive notice of and to vote at the Meeting.

Shareholders are requested to complete, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the Meeting personally. To be effective, forms of proxy must be received by the Corporation’s registrar and transfer agent, TSX Trust Company no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 2:00 p.m. (Eastern time), on Friday, February 9, 2024) or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Attention: Proxy Department. Proxies delivered by facsimile must be

sent to TSX Trust Company, Attention: Proxy Department, at (416) 595-9593. To vote by Internet, follow the instructions on the insert included in your package.

DATED at Sudbury, Ontario, this 8<sup>th</sup> day of January, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Grant Mourre*"

**Grant Mourre**

President, Chief Executive Officer and Director