

CANICKEL MINING LIMITED
320 Granville Street, Suite 720
Vancouver, British Columbia Canada V6C 1S9
Telephone: 778-999-2771 / E-mail: shirley@canickel.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of all holders of voting Common Shares of the Company will be held at the offices of the Company at 10:00 a.m., Pacific Time, Suite 720, 320 Granville Street, Vancouver, British Columbia, on July 16, 2024, for the following purposes:

1. to set the number of directors at five for the ensuing year;
2. elect directors of the Company for the ensuing year; and
3. to appoint Smythe LLP as the auditor of the Company for the ensuing year.

Specific details of the above items of business are contained in the Information Circular that accompanies and forms a part of this Notice of Meeting ("**Notice**"). The Meeting will also consider any permitted amendment to, or variation of, any matter identified in this Notice and will transact such other business as may properly come before the Meeting or any adjournment thereof.

DATED at Vancouver, British Columbia this 7th day of June, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Wenfeng Liu*"

Wenfeng Liu
Chairman

Registered Shareholders of Common Shares who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy accompanying this Information Circular and as set out in the Information Circular. Registered Shareholders who plan to attend the Meeting must also follow the instructions set out in the form of proxy and in the Information Circular to ensure their Common Shares are voted at the Meeting.

Beneficial Shareholders who hold their Common Shares through an intermediary/broker are not entitled, as such, to vote at the Meeting through a proxy. Regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Beneficial Shareholders should carefully follow the instructions of the intermediary/broker, including those on how and when voting instructions are to be provided, in order to have their Common Shares voted at the Meeting.

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INFORMATION CIRCULAR

(Containing information as at June 7, 2024 unless indicated otherwise)

SOLICITATION OF PROXIES

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by management of CaNickel Mining Limited (the “Company”) for use at the annual general meeting (the “Meeting”) of the holders (the “Shareholders”) of voting common shares (the “Common Shares”) of the Company to be held on July 16, 2024, or at any adjournment or postponement thereof, at the time and location and for the purposes set forth in the notice of meeting (the “Notice”) accompanying this Information Circular.

It is expected that solicitation of proxies for the Meeting will be primarily done by mail, but proxies may be solicited personally, by telephone or by other means of communication by management, including by the directors and officers of the Company (“Management”), who will not be specifically remunerated therefor. All costs of solicitation of proxies by or on behalf of Management will be borne by the Company.

Unless otherwise stated, the information contained in this Information Circular is as of June 7, 2024. This Information Circular contains references to United States dollars and Canadian dollars. All dollar amount references, unless otherwise indicated, are expressed in Canadian dollars, and United States dollars are referred to as “United States dollars” or “US\$”.

APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy (“Proxy”) are the management representatives of the Company. A Shareholder may appoint some other person or company, who need not be a Shareholder, to attend and act on behalf of the Shareholder at the Meeting, and may do so, either by inserting the desired person’s name in the blank space provided in the Proxy or by completing another proper form of proxy.

To be submitted, a Proxy must be in writing and signed by the Registered Shareholder or by their attorney duly authorized in writing or, if the Registered Shareholder is a body corporate or association, under its seal or by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing. If an attorney executes the Proxy, evidence of the attorney’s authority must accompany the Proxy. A proxy will not be valid unless the completed Proxy is received by TSX Trust Company (“TSX Trust”), the Company’s transfer agent, as follows:

- (a) complete, date and sign the Proxy and return it to the Company’s transfer agent, TSX Trust Company (“TSX Trust”), by mail or hand delivery to 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or by fax at 1-416-595-9593; or
- (b) access TSX Trust’s voting website address at: www.voteproxyonline.com. Registered Shareholders must follow the instructions provided on the website and refer to the enclosed Proxy form for the holder’s account number and the proxy access number.

Submission of a completed Proxy must be received by TSX Trust not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or postponement thereof. Proxies must be submitted to TSX Trust no later than 5:00 pm Pacific Time, July 12, 2024.

REVOCATION OF PROXIES

A Shareholder who has previously submitted a form of Proxy may revoke it by submitting an instrument in writing that is signed and delivered to TSX Trust in the manner as described above so as to arrive at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, at which the form of Proxy is to be used, or to the Chairperson at the Meeting on the day of the Meeting, or any adjournment or postponement thereof, or in any other manner provided by law. A revocation of a form of Proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF PROXIES

The persons designated in the enclosed Proxy will vote or withhold from voting the Common Shares in respect of which they are appointed proxyholder on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the Proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. Where no choice is specified in the Proxy, such Common Shares will be voted “for” the matters described therein and in this Information Circular.

The accompanying Proxy confers discretionary authority upon the person appointed proxyholder thereunder to vote with respect to amendments or variations of matters identified in the accompanying Notice and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed Proxy to vote in accordance with their best judgment on such matters or business. At the time of printing of this Information Circular, Management knows of no such amendment, variation or other matter that may be presented to the Meeting.

REGISTERED HOLDERS OF COMMON SHARES

Registered holders of Common Shares (“Registered Shareholders”) whose name has been provided to the Company’s transfer agent, TSX Trust, will appear on a list of shareholders prepared by the transfer agent for purposes of the Meeting. Registered Shareholders will be required to register for the Meeting by identifying themselves at the registration desk.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person and may submit a proxy to TSX Trust, as disclosed above under “Appointment of Proxies”.

To be represented at the Meeting, proxies submitted must be received by TSX Trust no later than 5:00 p.m. Pacific Time, July 12, 2024 (unless the Chairperson at the Meeting determines, in the Chair’s sole discretion, that proxies may be received by delivery to the Meeting scrutineer at the Meeting).

BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is important to all non-registered holders of Common Shares (“Beneficial Shareholders”). Shareholders whose Common Shares are not registered in their own name are referred to in this Information Circular as “Beneficial Shareholders.” Beneficial Shareholders should note that only a Shareholder whose name appears on the records of the Company as a Registered Shareholder of Common Shares or a person they appoint as a proxyholder can be recognized and may directly vote their Common Shares at the Meeting.

Beneficial Shareholders including non-objecting beneficial owners (“NOBOs”, defined below); and objecting beneficial owners (“OBOs”, defined below), who wish to attend and vote their Common Shares in person at the Meeting, must appoint themselves as a proxyholder. For voting instructions please read this “Beneficial Shareholders” section carefully and contact your broker/intermediary.

If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the name of the Beneficial Shareholder on the

records of the Company. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting the Common Shares for the broker's clients. **Therefore, all Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form being provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder (the intermediary/broker) of the Common Shares on how to vote such Common Shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a voting instruction form ("**VIF**"), mails those forms to Beneficial Shareholders and asks those **Beneficial Shareholders to return their completed VIF form to Broadridge or follow specific telephone or other voting procedures.** Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use it to vote their Common Shares directly at the Meeting. Instead, the VIF must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Common Shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of Common Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

There are two types of Beneficial Shareholders. The first are those who have objected to their name being made known to the issuers of securities which they own, or "Objecting Beneficial Owners". The second are those who have not objected to their name being made known to the issuers of securities which they own, or "Non-Objecting Beneficial Owners".

Non-Objecting Beneficial Owners

Non-Objecting Beneficial Owners are to receive meeting materials and a voting instruction form ("**VIF**") from their intermediaries via Broadridge. These VIFs are to be completed and returned in the envelope provided or by facsimile in accordance with the request for voting instructions.

If you are a Beneficial Owner, and your intermediary has sent these materials to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf. If the Company has made the choice to send these materials to you, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. This year, the Company has asked Broadridge to mail the Meeting proxy materials to all Beneficial Shareholders. Please return your voting instructions as specified in the request for voting instructions.

Objecting Beneficial Owners

Objecting Beneficial Shareholders may receive Meeting proxy materials through their intermediary holding Common Shares on their behalf. CDS acts as nominee for brokerage firms through which OBOs hold their Common Shares. Common Shares held by CDS can only be voted (for or against resolutions) upon the instructions of the OBOs. Without specific instructions, brokers/nominees are prohibited from voting the Common Shares for their clients. Other than Non-Objecting Beneficial Owners, management of the Company does not know for whose benefit the Common Shares registered in the name of CDS are held.

Beneficial Shareholders cannot be recognized at the Meeting for the purpose of voting their Common Shares in person or by way of depositing a form of Proxy. If you are a Beneficial Shareholder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so.

Beneficial Shareholders should carefully follow the instructions of their intermediaries/brokers, including those on how and when voting instructions are to be provided, in order to have their Common Shares voted at the Meeting.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada.

Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the "BCA"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of the assets of such persons are located outside of the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares. There are 37,520,369 issued and outstanding Common Shares, each Common Share entitles the Shareholder to one vote on a poll. Only holders of Common Shares are entitled to vote on the business to come before the Annual General Meeting, being: (a) receipt of the annual financial statements and the auditor's report thereon for the financial year ended December 31, 2023; (b) to set the number of directors at five for the ensuing year; (c) election of directors; and (d) appointment of the auditor.

The Common Shares is currently traded on the TSX Venture Exchange (the "TSXV") under the symbol "CML".

The Company is also authorized to issue an unlimited number of Class A Preferred Shares and an unlimited number of Class B Preferred Shares. At the date of this Information Circular, there are no issued and outstanding Class A Preferred Shares and no issued and outstanding Class B Preferred Shares.

On a show of hands, every person present and entitled to vote at the Meeting will be entitled to one vote per Common Share. Only registered holders of Common Shares at the close of business on June 7, 2024, the record date (the "Record Date") for the Meeting established by Management, are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, only the following person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at June 7, 2024:

Shareholder Name ⁽¹⁾	Number of Voting (Common) Shares Held	Percentage of Issued Voting (Common) Shares
Hebei Wenfeng Industrial Group Limited	14,105,153 ⁽²⁾	37.6%

Notes:

- (1) The above information was obtained from SEDI.
- (2) Hebei Wenfeng Industrial Group Limited ("Hebei Wenfeng"), together with its affiliated company, King Place Enterprises Limited ("King Place"), holds 14,105,153 issued and outstanding Common Shares of the Company. Hebei Wenfeng is a privately owned steel and alumina producing company in China.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, nor any person who held such a position since the beginning of the last completed financial year of the Company, no nominee nor any respective associates or affiliates of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted upon at this Meeting, other than as disclosed herein.

PARTICULARS OF BUSINESS TO BE CONDUCTED AT THE MEETING

To the knowledge of the Board of Directors of the Company (the "Board"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of the Meeting, as more particularly described as follows:

Number of Directors to be Elected

The Board of Directors (the "Board") of the Company has determined that **Five** directors will be elected at the Meeting. The term of office of each of the present directors expires at the close of the Meeting. Holders of Common Shares will be asked at the Meeting to elect five directors for the ensuing year. Each director so elected will hold office until the next annual meeting of the holders of Common Shares following his election or until his successor is elected, unless a director's office is vacated earlier in accordance with the Articles of the Company.

Nominations for Election of Directors

The following table states the name of each of the five persons management will nominate at the Meeting for election as a director, the province and country in which the director nominee is ordinarily resident, all offices of the Company now held by them, their principal occupation, the period of time from which he/she has been a director of the Company, and the number of Common Shares which he/she beneficially owned, controlled or directed, directly or indirectly as at June 7, 2024.

All nominees have established their eligibility and willingness to serve as directors.

Name, Position and Municipality of Residence ⁽¹⁾	Principal Occupation and, if not Previously Elected as a Director, Occupation During the Past 5 Years	Service as a Director	Number of Common Shares ⁽²⁾
Wenfeng Liu ⁽⁴⁾ Chairman and Director British Columbia, Canada	Director of Welichem Biotech Inc. from January 2008 to March 2009; President of Hebei Wenfeng Iron & Steel Co. Ltd. from January 2003 to April 2006; Vice-Chairman of Hebei Wenfeng Industrial Group Ltd since 2016.	Since December 6, 2010	Nil ⁽²⁾
Xuxin (Kevin) Zhu ⁽³⁾⁽⁵⁾ Director British Columbia, Canada	Director and Principal Consultant of CMS Consulting Limited since July 2010, Director, Transcontinental Gold Corporation. (TSX.V, TCG) since June, 2017.	Since November 28, 2013	Nil ⁽⁴⁾
Myles Gao ⁽³⁾⁽⁴⁾⁽⁵⁾ Director British Columbia, Canada	Director and Officer of Silvercorp Metals Inc from 2003 to May 2015. Director, Transcontinental Gold Corporation. (TSX.V, TCG) since June, 2017. Director of New Pacific Metals Corp. since December 2023	Since May 8, 2015	Nil
Lorne Waldman ⁽³⁾⁽⁵⁾ Director British Columbia, Canada	Director of Tincorp Metals Inc. (formerly Whitehorse Gold Corp.) since 2020.	Since August 3, 2021	Nil
Weiliang Wang ⁽⁴⁾ Director British Columbia, Canada	Professional Geologist; Chairman of Pengyan Exploration Co. Ltd. since October 2019.	Since August 3, 2021	Nil

Notes:

- (1) The information as to residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective director nominees individually.
- (2) The information as to Common Shares of which the director beneficially owns, or controls or directs, directly or indirectly not being within the knowledge of the Company, has been furnished by the respective director nominees individually. Hebei Wenfeng, the Company's controlling shareholder is a Chinese Company owned by family members of Wenfeng Liu. Hebei Wenfeng does not have any formal agreements with any of the director nominees.
- (3) Member of the audit committee of the Company.
- (4) Member of the compensation committee of the Company.
- (5) Member of the corporate governance committee of the Company.

Management recommends that Shareholders vote to elect management's nominees for all directors, each as set forth above. Unless such authority is withheld, the management representatives named in the accompanying Proxy intend to vote for the election, as director, of the persons whose names are set forth above and identified in the accompanying Proxy.

Bankruptcies, Penalties, Sanctions, Cease Trade Orders

No proposed nominee for election as a director of the Company, was at the date of this Information Circular or within the 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any Company (including the Company) that:

- a) was subject to a cease trade or similar order or an order denying the relevant Company access to any exemptions under securities legislation that was in effect for more than 30 consecutive days while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
- b) was subject to a cease trade or similar order or an order denying the relevant Company access to any exemptions under securities legislation that was in effect for more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer but which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- c) while that person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed nominee for election as a director of the Company has:

- a) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- b) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- c) been subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of auditor

At the Meeting, the Shareholders will be called upon to appoint Smythe LLP, Chartered Professional Accountants (“Smythe”), 1700 – 475 Howe Street, Vancouver, British Columbia, as auditor of the Company, to hold office until the next annual general meeting of the Company. Pursuant to the Company’s Articles, the Board is granted authority to fix the auditor’s remuneration from time to time, at the discretion of the Board. Smythe has been auditor of the company since October 12, 2017.

Management recommends that the Shareholders vote for the appointment of Smythe LLP as auditor of the Company, to hold office until the next annual general meeting of the Company. The Articles of the Company grant the Board authority to fix the auditor’s remuneration.

Unless such authority is withheld, the management representatives named in the accompanying Proxy intend to vote for the appointment of Smythe LLP, as auditor of the Company, to hold office until the next annual general meeting of the Company.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – Audit Committees of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

Audit Committee Charter

The Audit Committee’s charter set out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. A copy of the charter is attached hereto as Schedule “A”.

Composition of the Audit Committee

The members of the Audit Committee are Myles Gao (Chair), Lorne Waldman and Kevin Zhu. Mr. Gao, Mr. Zhu and Mr. Waldman are each an independent committee member for the purposes of NI 52-110.

Relevant Education and Experience

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with the accounting for estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

The experience and qualifications of members of the Audit Committee are highlighted under the Item "Election of Directors" and under "Statement of Corporate Governance and Composition of the Audit Committee" herein.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial period, the Company has not relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-Audit Services) that relates to the Audit Committee's pre-approval of non-audit services. The Company has not relied on an exemption, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110 that permits a securities regulatory authority or regulator to grant an exemption from the requirements of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted the policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter, including the requirement for Audit Committee approval for the engagement of non-audit services.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by Smythe to ensure auditor independence. Fees incurred with Smythe for audit and non-audit services in the last two years are outlined in the following table.

Nature of Services	Aggregate Fees Paid to Auditor in Year Ended December 31, 2023	Aggregate Fees Paid to Auditor in Year Ended December 31, 2022
Audit Fees ⁽¹⁾	\$81,000	\$45,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$81,000	\$45,000

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for the review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance with tax auditors and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officer

In this section "Named Executive Officer" ("NEO") means the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

Shirley Anthony, CEO; Kevin Zhu, CEO (resigned in October 2023); and Yubai (Jerry) Zhang, CFO, are each a "NEO" of the Company for purposes of the following disclosure.

Compensation Discussion and Analysis

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The main objectives the Company hopes to achieve through its compensation are:

- To attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives;
- To motivate the Company's management team to meet or exceed targets;
- To recognize the contribution of the Company's executive officers to the overall success and strategic growth of the Company; and
- To align the interests of management and the Company's shareholders by providing performance-based compensation in addition to salary.

However, the Compensation Committee has not considered the implications of the risks associated with the Company's compensation program and not yet formalized its compensation policies and practices.

Since the Company placed its only operational mine, Bucko Lake Mine, into care and maintenance in 2012, the compensation paid to NEOs is mainly based on their assumed responsibilities. Total compensation paid to NEOs was \$396,500 in 2023 (\$228,000 – 2022).

The Company's executive compensation program is overseen by the Compensation Committee of the Board. See "Compensation Committee" below. The Compensation Committee is responsible for recommending to the Board

the compensation of executive officers of the Company as well as the grant of options under the Company's Share Option Plan. The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for senior management of the Company.

In carrying out this mandate, the Compensation Committee assesses on annual basis the performance of the NEOs, relative to both industry performance and the overall performance of the Company, and compares total compensation to compensation paid by industry competitors and comparable companies in the resource sector.

The Compensation Committee attempts to ensure that the compensation packages for executive officers and the overall equity participation plan are in line with publicly listed mining and mineral exploration companies of a comparable size and with operations at a similar or a more advanced stage. The Compensation Committee does not rely on any formula, or objective criteria and analysis, to determine an exact amount of compensation to pay.

Compensation decisions are made through discussion by the Compensation Committee, with input from the Chairman, with the final recommendations of the Compensation Committee being submitted to the Board for further discussion and final approval. When determining the compensation package, the Company refers to industry surveys conducted by third parties and available to the Company as well as the NEO's compensation package prior to their engagement with the Company. However, the Company does not engage in benchmarking practices using fixed formula or pre-determined sets of peer companies, and the process for determining 2023 executive compensation was purely subjective.

Base Compensation

The Compensation Committee is of the view that paying base compensation that is competitive in the market in which the Company operates is a first step to attract and retain talented, qualified and effective executives.

Equity Awards

Although the Company believes that encouraging its executive officers and employees to become shareholders is the best way of aligning their interests with those of its shareholders, the Company has not yet issued any equity awards, including share options, to any executive officers, employees and consultants for the last three years ended December 31, 2023, 2022, and 2021. There is no equity award outstanding as at December 31, 2023.

Bonus Payments

Executive compensation in the form of performance bonuses awarded is related in part to the Company's performance and in part to executive contribution. It is difficult in the mining industry, where growth of the Company is dependent on projects that take many years to move from exploration into production, to quantitatively measure the Company's performance over a year-to-year time period. However, it is possible to apply a combination of qualitative and quantitative metrics to this process. The Company measured the current NEOs' performance in 2023 by reviewing such items as:

- earnings (loss) per share, cash flow from operation per share, and overall financial performance;
- growth in the Company's total resources and reserves;
- the ability of the Company to recruit and attract professionals who are recognized as leaders within their sector;
- confidence of the investment community in the Company; and
- absence of negative dealing with respect to environmental issues, safety issues or regulatory agencies.

There were no bonuses paid to any of the NEOs in the financial years ended December 31, 2023, 2022 and 2021.

NEO Compensation - Summary Compensation Table

The compensation paid to the NEOs during the Company's most recently completed financial years ended December 31, 2023, 2022 and 2021 is as set out below and expressed in Canadian dollars unless otherwise noted.

Name and principal position	Year	Salary ⁽¹⁾ (\$)	Share-based awards (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Shirley Anthony, ⁽⁵⁾ CEO	2023	204,000	--	--	--	--	--	--	204,000
	2022	34,000	--	--	--	--	--	--	34,000
	2021	--	--	--	--	--	--	--	--
Kevin Zhu, ⁽³⁾ CEO and Director	2023	170,000	--	--	--	--	--	--	170,000
	2022	170,000	--	--	--	--	--	--	170,000
	2021	170,000	--	--	--	--	--	--	170,000
Yubai (Jerry) Zhang ⁽⁴⁾ CFO	2023	22,500	--	--	--	--	--	--	22,500
	2022	24,000	--	--	--	--	--	--	24,000
	2021	24,000	--	--	--	--	--	--	24,000

Notes:

- (1) Salary includes consulting fees paid or payable to an NEO or companies controlled by an NEO under an employment contract or independent contract agreement with the NEO as described under the heading "Termination of Employment, Change in Responsibilities and Employment Contracts" below.
- (2) No options were granted to the NEOs during the fiscal years ended December 31, 2023, 2022, and 2021.
- (3) Kevin Zhu was appointed CEO in December 2014, and resigned from the CEO position in October 2023.
- (4) Yubai (Jerry) Zhang was appointed CFO in August 2016.
- (5) Shirley Anthony was appointed CEO in November 2023.

Incentive Plan Awards

The only equity incentive plan the Company has in place is a share option plan. Please see "Securities Authorized for Issuance under Equity Compensation Plans" below for more information concerning the Share Option Plan. During the Company's fiscal year ended December 31, 2023, no options vested, no options were exercised, and as at the financial year end there were no options outstanding under the Company's Share Option Plan.

Pension Plan Benefits

The Company has no pension plans for its directors, officers or employees.

Termination of Employment, Change in Responsibilities and Employment Contracts

The following describes the respective consulting agreements entered into between the Company and its NEOs:

Ms. Shirley Anthony – The Company entered into a contractor agreement with a company controlled by Ms. Shirley Anthony, effective November 3, 2022, pursuant to which Ms. Anthony agreed to provide management consulting services as Vice President, Corporate Development of the Company. Ms. Anthony was appointed CEO in November 2023. Ms. Anthony is entitled to compensation for the provision of such services at a base fee of \$17,000 per month, plus any such increments thereto, bonuses and grants of options under the Share Option Plan as the Board may from time to time to determine. This agreement may be terminated at any time for just cause without notice or payment in lieu of notice and without payment of any termination fees.

Mr. Kevin Zhu – The Company entered into a contractor agreement with a company controlled by Mr. Kevin Zhu, effective January 1, 2015, pursuant to which Mr. Zhu agreed to provide management consulting services as CEO of the Company. Mr. Zhu is entitled to compensation for the provision of such services for a monthly base fee of \$15,000, plus any such increments thereto, bonuses and grants of options under the Share Option Plan as the Board may from time to time to determine. In August 2016, the base fee was revised to an annual amount of \$170,000, payable in monthly installments. Mr. Zhu resigned from the CEO position in October 2023.

Mr. Jerry Zhang – The Company entered into a contractor agreement with Jerry Zhang, effective August 1, 2016, pursuant to which Mr. Zhang agreed to provide management consulting services as CFO and Corporate Secretary of the Company. Mr. Zhang is entitled to compensation for the provision of such services of a base fee of \$2,000 per month, plus any such increments thereto, bonuses and grants of options under the Share Option Plan as the Board may from time to time to determine. This agreement may be terminated at any time for just cause without notice or payment in lieu of notice and without payment of any termination fees.

Compensation of Directors

Compensation of directors in the financial year ended December 31, 2023, was determined on a case-by-case basis with reference to the role that each director provides to the Company. The following information details compensation earned in the recently completed financial year.

Directors may also receive cash bonuses from time to time, which the Company awards to directors for serving in their capacity as a member of the Board. In addition, as a director, directors are entitled to participate in the Company's Share Option Plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Company.

Executive officers who also act as directors of the Company do not receive any additional compensation for services rendered in their capacity as directors.

Director Compensation

During the financial year ended December 31, 2023, compensation paid to non-executive directors, who were not NEOs, is disclosed in the following table.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Myles Gao	10,000	--	--	--	--	--	10,000
Lorne Waldman	10,000	--	--	--	--	--	10,000
Weiliang Wang	10,000	--	--	--	--	--	10,000

Other Arrangements

Other than as disclosed below or elsewhere in this Information Circular, none of the directors of the Company were compensated by the Company during the financial year ended December 31, 2023, pursuant to any other arrangement or in lieu of any standard compensation arrangement.

Indemnification of Directors and Officers

There is no indemnification payable this financial year to directors or officers of the Company.

Directors' and Officers' Liability Insurance

Due to the financial conditions of the Company, the Company currently has no insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Circular and during the financial year ended December 31, 2023, no director or executive officer of the Company or Nominee (and each of their associates and/or affiliates) was indebted, including under any securities purchase or other program, to (i) the Company or its subsidiaries, or (ii) any other entity which is, or was at any time during the financial year ended December 31, 2023, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as such term is defined under applicable securities laws) of the Company or Nominee (and each of their associates or affiliates) has had any direct or indirect material interest in any transaction involving the Company since January 1, 2023, or in any proposed transaction which has materially affected or would materially affect the Company or its subsidiaries other than as disclosed herein:

(a) Interest-bearing loans

In May 2011, the Company arranged a one-year term unsecured debt facility of up to US\$5 million (the “Loan”) with Hebei Wenfeng. The Loan was drawn down at the option of the Company and bears interest at 10% per annum. The Company was also required to pay 2% of any funds drawn down under the Loan as a structuring fee to Hebei Wenfeng. Principal, interest and structure fees are payable upon maturity. The Loan was subsequently extended to a three-year term but expired on May 28, 2014, and became payable on demand.

In July 2011, the Company entered into an unsecured debt facility of up to US\$15 million with Luckyup, an arm's-length party based in Hong Kong. In December 2011, this debt facility was increased to US\$25 million. This debt facility was drawn down at the option of the Company and bears interest of 12% per annum. Principal and interest are payable upon maturity. In March 2012, this debt facility was extended from one-year term to three-year terms but expired on July 22, 2014. In October 2014, Hebei Wenfeng and Luckyup entered into an Assignment Agreement whereby Luckyup assigned and transferred its right and interest in this debt facility to Hebei Wenfeng. Immediately after this Assignment Agreement, Hebei Wenfeng waived a total interest of US\$3.5 million accrued on above interest-bearing loans and became the only interest-bearing loan creditor.

As at December 31, 2023, the total outstanding balance, including interest accretion, of the interest-bearing loans was \$100,085,980 (US\$75,673,658) (2022 - \$91,212,221 or US\$67,345,113).

In 2023, a total of \$11,241,037 interest expense (2022 - \$10,565,570) and \$455,484 foreign exchange gain (2022 – loss of \$5,904,021), respectively, were recorded arising from the US dollar denominated interest-bearing loans.

(b) Non-interest bearing advances

Due to the financial condition of the Company, Hebei Wenfeng has advanced funds, from time to time, to the Company to support the Company’s operations. In 2023, the Company was advanced a total of \$819,900 from Hebei Wenfeng, and then repaid a total of \$891,132 to Hebei Wenfeng. As at December 31, 2023, the outstanding balance of the advances from Hebei Wenfeng was \$3,068,768 (2022 - \$3,140,000).

The advances bear no interest and are due on demand.

MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Company which are to any substantial degree performed by a person or Company other than the directors or executive officers of the Company.

COMPENSATION COMMITTEE

Compensation Committee

During the fiscal year ended December 31, 2023, there were three Board members on the Compensation Committee, being: Myles Gao, Weiliang Wang and Wenfeng Liu. Mr. Gao and Mr. Wang are “independent directors” within the meaning of Section 1.4 of NI52-110. Mr. Liu is not considered an independent director as he is the representative of the controlling shareholder of the Company. The Board believes that each Compensation Committee member possesses skills and/or experience which are relevant to the mandate of the Compensation Committee. The

members of the Compensation Committee are appointed annually by the Board and serve at the pleasure of the Board until their successors are duly appointed.

Report on Executive Compensation

This report on executive compensation has been authorized by the Board. The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for senior management of the Company although the Compensation Committee will guide it in this role. As part of its mandate, the Board determines the type and amount of compensation for the Company's executive officers. In addition, the Board reviews the methodology utilized by the Company for setting salaries of employees throughout the organization.

The Compensation Committee reviews competitive market information on compensation levels for executives.

Overall Compensation Philosophy

The objectives of the Company's executive compensation policy are to:

- (a) attract, retain and motivate executives critical to the success of the Company;
- (b) provide fair, competitive and cost-effective compensation programs to its executives;
- (c) link the interests of management with those of the Shareholders; and
- (d) provide rewards for outstanding corporate and individual performance.

The following principles guide the Company's overall compensation philosophy:

- (a) compensation is determined on an individual basis by the need to attract and retain talented, entrepreneurial, high-achievers;
- (b) calculation of total compensation is set with reference to the market for similar jobs in similar locations;
- (e) an appropriate portion of total compensation is variable and linked to achievements, both individual and corporate;
- (f) the Company supports reasonable expenses in order that employees continuously maintain and enhance their skills; and
- (g) all compensation and compensation policies shall be fully and plainly disclosed.

Compensation Committee Mandate

The Compensation Committee is established by the Board to assist in fulfilling the Board's responsibilities relating to human resources and compensation issues and to establish a plan of continuity for executive officers and other members of senior management (collectively "**Executive Management**"). The Compensation Committee ensures that the Company has an executive compensation plan that is both motivational and competitive so that it will attract, hold and inspire performance of executive management of a quality and nature that will enhance the sustainable profitability and growth of the Company.

The Compensation Committee reviews compensation philosophy and guidelines for the Company, which includes reviewing the compensation philosophy and guidelines for (a) Executive Management, for recommendation to the Board for its consideration and approval, and (b) relating to all employees, including annual salary and incentive policies and programs, and material new benefit programs, or material changes to existing benefit programs. During the fiscal year ended December 31, 2023, the Compensation Committee made recommendations to the Board on cash bonuses, salaries and no option grants to Executive Management for 2023. In conducting its review of management's recommendations, the Compensation Committee was satisfied that all recommendations complied with the Compensation Committee's philosophy and guidelines set forth above.

The Compensation Committee reviews regularly the cash compensation, performance and overall compensation package for each executive officer. It will submit to the Board recommendations with respect to the basic salary, bonus and participation in share compensation arrangements for each executive officer and its opinions on the effective performance and contribution of each executive officer, as appropriate.

STATEMENT OF CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, a disclosure of the Company's governance system is disclosed below.

The Company and the Board recognize the importance of corporate governance to the effective management of the Company and for the protection of its stakeholders, particularly shareholders. The Company's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Company are effectively managed so as to enhance shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. The directors are kept informed regarding the Company's operations through monthly e-mail reports, quarterly Board meetings and discussions with management on matters within their particular areas of expertise. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Company's affairs and in light of opportunities or risks that the Company faces.

The Company believes that its corporate governance practices are in compliance with applicable Canadian requirements including National Policy 58-201 – *Corporate Governance Guidelines*. The Company has considered the applicable requirements and believes that its approach is appropriate and works effectively for the Company and its shareholders. The Company continues to monitor developments in Canada with a view to further revising its governance policies and practices, as appropriate.

The following is a description of the Company's corporate governance practices, which has been prepared by the Corporate Governance Committee of the Board and has been approved by the Board.

The Board of Directors

The Board is currently comprised of Wenfeng Liu (Chair), Kevin Zhu, Myles Gao, Lorne Waldman and Weiliang Wang. Four of the directors are independent within the meaning of applicable securities laws. The Corporate Governance Committee of the Board has determined that, in the particular present circumstances of the Company, Wenfeng Liu is not independent, as Mr. Liu is the representative of the controlling shareholder of the Company. Such determination may be modified or revoked from time to time to reflect different circumstances of the Company or a change in the view of the Board.

Board Independence

To facilitate the functioning of the Board independently of management, the following structures and processes are in place:

- Four out of five directors are independent directors;
- members of management, including without limitation the CEO of the Company, are not present for the discussion and determination of certain matters at meetings of the Board unless required;
- both the Corporate Governance Committee of the Board is comprised solely of independent directors and the Audit and Compensation Committees of the Board are comprised of a majority of independent directors;
- under the Articles of the Company, any one director may call a meeting of the Board at any time;
- the CEO's compensation is considered by the Board, in the absence of the CEO, by the Compensation Committee at least once a year; and

- in addition to the standing committees of the Board, independent committees may be appointed from time to time, when appropriate.

Chairman of the Board

The Chairman of the Board, Wenfeng Liu, (the “Chairman”) is not an independent director. In terms of the governance of the Company, the Chairman’s primary roles are to chair all meetings of the Board and all shareholder meetings in a manner that promotes meaningful discussion, to manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities. The Chairman’s responsibilities include, without limitation, ensuring that the Board works together as a cohesive team with open communication, ensuring that resources available to the Board are adequate to support its work, and working with the corporate governance committee, to ensure that the necessary processes are in place to assess the effectiveness of the Board and its committees as well as the contribution of individual directors at least annually. The Chairman also acts as the primary spokesperson for the Board, ensuring management is aware of concerns of the Board, shareholders, other stakeholders and the public and, in addition, ensures that management strategies, plans and performance are appropriately represented to the Board. Mr. Wenfeng Liu also maintains communications with the Company’s Management.

Meetings of Independent Directors

The independent directors comprise the committees of the Board and, in such roles, meet regularly without management to review the business operations, corporate governance and financial results of the Company. During the year ended December 31, 2023, the independent directors, in connection with meetings of the Audit Committee, met or discussed at least four times either through meetings or director consent resolutions.

Board Mandate

The duties and responsibilities of the Board are to supervise and manage the business and affairs of the Company, at all times acting with a view towards the best interests of the Company. In discharging its mandate, the Board is responsible for the oversight and review of:

- the strategic planning process of the Company;
- identifying the principal risks of the Company’s business and ensuring the implementation of appropriate systems to manage these risks;
- succession planning, including appointing, training and monitoring senior management;
- a communication policy for the Company to facilitate communications with investors and other interested parties; and
- the integrity of the Company’s internal control and management information systems.

The Board discharges its responsibilities directly and through its committees, currently consisting of the Audit Committee, the Compensation Committee, and the Corporate Governance Committee.

Position Descriptions

The Company has codified position descriptions for each of the Chairman of the Board and the Chairman of each committee of the Board.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics (the “Code”) for its directors, officers and employees. The Corporate Governance Committee has responsibility for monitoring compliance with the Code by ensuring all directors, officers and employees receive and become thoroughly familiar with the Code and acknowledge their support and understanding of the Code. Any non-compliance with the Code is to be reported to the Company’s CEO.

In addition, the Board conducts regular audits to test compliance with the Code. A copy of the Code may be accessed under the Company's profile at www.sedar.com.

The Board takes steps to ensure that directors, officers and employees exercise independent judgment in considering transactions and agreements in respect of which a director, officer or employee of the Company has a material interest, which include ensuring that directors, officers and employees are thoroughly familiar with the Code and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from the Company's directors and the Chairman and CEO regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations in all jurisdictions in which the Company conducts business; providing guidance to directors, officers and employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Whistleblower Policy

The Company has adopted a Whistleblower Policy which allows its directors, officers, consultants and employees who feel that a violation of the Code has occurred, or who have concerns regarding financial statement disclosure issues, accounting, internal accounting controls or auditing matters, to report such violations or concerns on a confidential and anonymous basis. Reporting a violation of the Code is made by informing anonymously to the Whistleblower hotline or (if desired) to a member of the Audit Committee, who then investigates each matter so reported and takes corrective and disciplinary action, if appropriate. Reporting concerns regarding financial statement disclosure or other appropriate issues are to be forwarded in a sealed envelope to the Chairman of the Audit Committee who then investigates each matter reported and takes corrective and disciplinary action, if appropriate.

Nomination of Directors

The Corporate Governance Committee, which is composed of a majority of independent directors, is responsible for identifying and recruiting new candidates for nomination to the Board. The process by which the Board anticipates that it will identify new candidates is through recommendations of the Corporate Governance Committee whose responsibility it is to develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration the following: (a) the independence of each director; (b) the competencies and skills the Board, as a whole, should possess such as financial literacy, integrity and accountability, the ability to engage in informed judgment, governance, strategic business development, excellent communications skills and the ability to work effectively as a team; (c) the current strengths, skills and experience represented by each director, as well as each director's personality and other qualities as they affect Board dynamics; and (d) the strategic direction of the Company.

The Corporate Governance Committee's responsibilities include periodically reviewing the charters of the Board and the committees of the Board; assisting the Chairman of the Board in carrying out his responsibilities; considering and, if thought fit, approving requests from directors for the engagement of independent counsel in appropriate circumstances; preparing and recommending to the Board a set of corporate governance guidelines, the Code and annually a "Statement of Corporate Governance" to be included in the Company's management information circular; annually reviewing the Board's relationship with management to ensure the Board is able to, and in fact does, function independently of management; assisting the Board by identifying individuals qualified to become Board members and members of Board committees; leading the Board in its annual review of the Board's performance; and assisting the Board in monitoring compliance by the Company with legal and regulatory requirements.

Other Directorships

Directors of the Company who also hold directorship positions with other issuers include Myles Gao and Lorne Waldman. Mr. Gao sits on the boards of Transcontinental Gold Corp. and New Pacific Metals Corp. Mr. Waldman acts as Chairman of Tincorp Metals (formerly Whitehorse Gold Corp.).

Orientation and Continuing Education

The Corporate Governance Committee is responsible for ensuring that new directors are provided with an orientation and education program, which includes written information about the duties and obligations of directors, the business and operations of the Company, documents from recent Board meetings, and opportunities for meetings and discussion with senior management and other directors. Directors are expected to attend all meetings of the Board and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the deliberations and decisions.

The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process. The Board notes that it has benefited from the experience and knowledge of individual members of the Board in respect of the evolving governance regime and principles. The Board ensures that all directors are apprised of changes in the Company's operations and business.

Ethical Business Conduct

The Board is apprised of the activities of the Company and ensures that it conducts such activities in an ethical manner. The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct.

Committees of the Board

As at December 31, 2023, the Board had three standing committees and members of each Committee were as follows:

- the Audit Committee – Myles Gao (Chair), Kevin Zhu, and Lorne Waldman;
- the Compensation Committee – Wenfeng Liu (Chair), Myles Gao, and Weiliang Wang; and
- the Corporate Governance Committee – Kevin Zhu (Chair), Myles Gao, and Lorne Waldman.

All committees report directly to the Board. From time to time, when appropriate, *ad hoc* committees of the Board may be appointed by the Board.

Audit Committee

The purpose of the Audit Committee is to assist the Board's oversight of the integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; the qualifications and independence of the Company's independent auditors; and the performance of the independent auditors and the Company's internal audit function. For further information see "Audit Committee and Relationship with Auditor" above.

Compensation Committee

The purposes of the Compensation Committee are to make recommendations to the Board relating to the compensation of the members of the Board; the CEO of the Company; and members of senior management of the Company. Further information regarding the Compensation Committee is set forth above.

Corporate Governance Committee

The primary purpose of the Corporate Governance Committee is to develop and recommend to the Board a set of corporate governance principles applicable to the Company and to identify and recommend individuals to the Board for nomination as members of the Board and its committees (other than the Corporate Governance Committee).

The Corporate Governance Committee is responsible for reviewing, with the Board on an annual basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment will include member's contribution, qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board. The Board identifies new candidates for Board nomination by considering experience and qualifications in the areas of mining, financial reporting, capital markets and public Company stewardship. The Board seeks to be composed of members with skills and experiences in these areas and will augment its membership from time to time as considered necessary in order to ensure experience and skills from these areas are reflected at all times.

Nomination of Directors

The Board is ultimately responsible for identifying new candidates for nomination to the Board. The process by which candidates are identified is through recommendations presented to the Board based on an analysis undertaken by the Corporate Governance Committee, which establishes and discusses qualifications based on corporate law and regulatory requirements as well as education and experience related to the business of the Company.

Compensation

The Board is ultimately responsible for determining the compensation of the directors and CEO of the Company. The process by which compensation is determined includes an informal comparative analysis of the market for such services and recommendations presented to the Board. The Board reviews and discusses proposals received by the CEO of the Company regarding the compensation of management and the directors.

Board Assessments

The Board and its individual directors are assessed on an informal basis continually as to their effectiveness and contribution. The Chairman of the Board encourages discussion amongst the Board members as to evaluation of the effectiveness of the Board as a whole and of each individual director. All directors are free to make suggestions for improvement of the practice of the Board at any time and are encouraged to do so.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's SEDAR profile at www.sedarplus.ca. Comparative financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the Company's most recently completed financial year. A copy of the Company's financial statements and management's discussion and analysis is available from the Company's CEO free of charge to any Shareholder, upon written request by email at shirley@canickel.com or by telephone request at (778) 999-2771.

If the person requesting the documents is not a security holder of the Company, he or she may be required to pay a reasonable charge for these documents. The documents and other corporate information are also available under the Company's SEDAR profile at www.sedarplus.ca.

BOARD APPROVAL OF INFORMATION CIRCULAR

The contents of this Information Circular have been approved, and the delivery of it to each Voting Shareholder of the Company entitled thereto and to the appropriate regulatory agencies, has been authorized by the Board.

DATED at Vancouver, British Columbia, the 7th of June, 2024.

BY ORDER OF THE BOARD

/s/ "Wenfeng Liu"

Wenfeng Liu
Chairman of the Board

/s/ "Kevin Zhu"

Xuexin (Kevin) Zhu
Director

/s/ "Myles Gao"

Myles Gao
Director

/s/ "Lorne Waldman"

Lorne Waldman
Director

/s/ "Weiliang Wang"

Weiliang Wang
Director

SCHEDULE A

AUDIT COMMITTEE – CHARTER

AUDIT COMMITTEE - CHARTER

PURPOSE

Senior management of CaNickel Mining Limited. (the “**Company**”), as overseen by its Board of Directors (the “**Board**”), has primary responsibility for the Company’s financial reporting, accounting systems and internal controls. The Audit Committee (the “**Committee**”) is a standing committee of the Board established for the purposes of overseeing:

- a. the quality and integrity of the Company’s financial and accounting reporting processes and internal accounting and financial control systems of the Company;
- b. the external auditor’s qualifications and independence;
- c. management’s responsibility for assessing the effectiveness of internal controls; and
- d. the Company’s compliance with legal and regulatory requirements in connection with financial and accounting matters.

COMPOSITION AND OPERATION

- a. The Committee shall be composed of at least three independent directors¹ and all members of the Committee shall, to the satisfaction of the Board, be Financially Literate and at least one member will be a Committee Financial Expert (“Financially Literate” and “Committee Financial Expert” are defined in the Definitions section of this Charter).
- b. The members of the Committee shall be appointed by the Board, based on the recommendation of the Nominating and Governance Committee, to serve one-year terms and are permitted to serve an unlimited number of consecutive terms.
- c. The Committee shall appoint a chair (the “Chair”) from among its members who shall be an independent director. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside at the meeting.
- d. The Committee will make every effort to meet at least five times per year and each member is entitled to request that an additional meeting be called, which will be held within two weeks of the request for such meeting. A quorum at meetings of the Committee shall be two members present in person or by telephone. The Committee may also act by unanimous written consent of its members as described under the heading “Authority” in this Charter.
- e. The external auditor may request the Chair to call a meeting of the Committee to consider any matter that the auditor believes should be brought to the attention of the directors or the shareholders of the Company. In addition to the external auditor, each committee chair, members of board, as well as the Chief Executive Officer or Chief Financial Officer shall be entitled to request the Chair to call a meeting, which meeting shall be held within two weeks of the request.
- f. Notice of the time and place of every meeting shall be given in writing or by email communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting.
- g. The Committee shall fix its own procedure at meetings, keep records of its proceedings and provide a verbal report to the Board routinely at the next regularly scheduled Board meeting and shall provide copies of finalized minutes of meetings to the Corporate Secretary to be kept with the official minute books of the Company.
- h. The Committee will review and approve its minutes of meetings and copies will be made available to the external auditor or its members as requested.

- i. In camera sessions will be scheduled for each regularly scheduled quarterly Committee meeting, and as needed from time to time.
- j. On an ad-hoc basis, the Committee may also meet separately with the Chief Executive Officer, the Chief Financial Officer, the General Counsel and such other members of management as they may deem necessary.

RESPONSIBILITIES AND DUTIES

Overall Committee:

To fulfill its responsibilities and duties the Committee will:

- a. review this Charter periodically, but at least once per annum, and recommend to the Nominating and Governance Committee any necessary amendments;
- b. review and, where necessary, recommend revisions to the Company's disclosure in the Management Information Circular regarding the Committee's composition and responsibilities and how they are discharged;
- c. assist the Board in the discharge of its responsibilities relating to the quality, acceptability and integrity of the Company's accounting policies and principles, reporting practices and internal controls;
- d. review and recommend approval by the Board of all significant and material financial disclosure documents to be released by the Company, including but not limited to, quarterly and annual financial statements and management discussion and analysis, management information circular, and prospectuses containing material information of a financial nature; and
- e. oversee the relationship and maintain a direct line of communication with the Company's external auditors and assess their performance.

Public Filings, Policies and Procedures:

The Committee is responsible for:

- a. ensuring adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the Company's disclosure controls and procedures, and management's evaluation thereof, to ensure that financial information is recorded, processed, summarized and reported within the time periods required by law;
- b. reviewing disclosures made to the Committee by the Chief Executive Officer and the Chief Financial Officer during their certification process for any significant deficiencies in the design or operation of internal controls or material weakness therein and any fraud involving management or other employees who have a significant role in internal controls; and
- c. reviewing with management and the external auditor any correspondence with securities regulators or other regulatory or government agencies which raise material issues regarding the Company's financial reporting or accounting policies.

External Auditors

The responsibilities and duties of the Committee as they relate to the external auditor are to:

- a. consider and make recommendations to the Board with respect to the external auditor to be nominated for appointment by shareholders at each annual general meeting of the Company;

- b. review the performance of the external auditor and, where appropriate, recommend to the Board the removal of the external auditor;
- c. confirm the independence and effectiveness of the external auditor, which will require receipt from the external auditor of a formal written statement delineating all relationships between the auditor and the Company and any other factors that might affect the independence of the auditor;
- d. oversee the work of the external auditor generally, and review and report to the Board on the planning and results of external audit work, including:
 - i. the external auditor's engagement letter or other reports of the auditor;
 - ii. the reasonableness of the estimated fees and other compensation to be paid to the external auditor;
 - iii. the form and content of the quarterly and annual audit report, which should include, inter alia:
 - a summary of the Company's internal controls and procedures;
 - any material issues raised in the most recent meeting of the Committee;
 - any other related audit, review or attestation services performed for the Company by the external auditors.
- e. actively engage in dialogue with the external auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the external auditor and take, or recommend the Board take, appropriate actions to oversee the independence of the external auditor;
- f. monitor the relationship between management and the external auditor and resolve any disagreements between them regarding financial reporting; and
- g. engage the external auditor in discussions regarding any amendments to critical accounting policies and practices; alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, including any potential ramifications and the preferred treatment by the independent auditor; and lastly, written communication between management and the independent auditor, including but not limited to, the management letter and schedule of adjusted differences.

Internal Controls and Financial Reporting

The Committee will:

- a. obtain reasonable assurance from discussions with (and/or reports from) management, and reports from the external auditors that the Company's financial and accounting systems are reliable and are operating effectively;
- b. in consultation with the external auditor, the CEO, the CFO, and where necessary, other members of management, review the integrity of the Company's financial reporting process and the internal control structure;
- c. review the acceptability of the Company's accounting principles and direct the auditors' examinations to particular areas of question or concern, as required;
- d. request the auditors to undertake special examinations (e.g., review compliance with conflict-of-interest policies) when it deems necessary; e. together with management, review control weaknesses identified by the external and internal auditors;

- e. review the appointments of the chief financial officer and other key financial executives; and
- f. during the annual audit process, consider if any significant matters regarding the Company's internal controls and procedures over financial reporting, including any significant deficiencies or material weaknesses in their design or operation, need to be discussed with the external auditor, and review whether internal control recommendations made by the auditor have been implemented by management.

Ethical and Legal Compliance

The responsibilities and duties of the Committee as they relate to compliance and risk management are to:

- a. obtain reasonable assurances as to the integrity of the CEO and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
- b. review the adequacy, appropriateness and effectiveness of the Company's policies and business practices which impact on the integrity, financial and otherwise, of the Company, including those relating to hedging, insurance, accounting, information services and systems and financial controls, and management reporting;
- c. receive a report from management on tax issues and planning, including compliance with the Company's source deduction obligations and other remittances under applicable tax or other legislation;
- d. review annually the adequacy and quality of the Company's financial and accounting staffing, including the need for and scope of internal audit reviews (if any);
- e. establish procedures for a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters; and b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- f. review any complaints and concerns received regarding accounting, internal controls, or auditing matters or with respect to the Company's Code of Ethical Conduct, and the investigation and resolution thereof, and provide all relevant information relating to such complaints and concerns to the Nominating and Governance Committee;
- g. review and monitor the Company's compliance with applicable legal and regulatory requirements related to financial reporting and disclosure;
- h. review all related-party transactions; and
- i. carry the responsibility for reviewing reports from management, external auditors with respect to the Company's compliance with the laws and regulations having a material impact on financial reporting and disclosure, including: tax and financial reporting laws and regulations; legal withholding requirements; environmental; and any other laws and regulations which expose directors to liability.

AUTHORITY

- a. The Committee shall have the authority to:
 - i) incur reasonable expenses to engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - ii) set and pay the compensation (after consultation with the CEO) for any advisors employed by the Committee; and
 - iii) communicate directly with the external auditors.

- b. The Committee shall have the power, authority and discretion delegated to it by the Board which shall not include the power to change the membership of or fill vacancies in the Committee.
- c. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.
- d. The Board shall have the power at any time to revoke or override the authority given to or acts done by the Committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the Committee or fill vacancies in it as it shall see fit.
- e. The Committee shall have unrestricted and unfettered access to all Company personnel and documents and shall be provided with the resources necessary to carry out its responsibilities.
- f. At the invitation of the Chair, one or more officers or employees of the Company may, and if required by the Committee, shall attend a meeting of the Committee.
- g. The Committee shall have the authority to obtain advice and assistance from outside legal, accounting or financial advisors in its sole discretion.

DEFINITIONS

Capitalized terms used in this Charter and not otherwise defined have the meaning attributed to them below:

“Financially Literate” means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised in the Company’s financial statements.

“Committee Financial Expert” means a person who has the following attributes:

- a. an understanding of generally accepted accounting principles and financial statements;
- b. the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; c. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and level of complexity of issues that can reasonably be expected to be raised in the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities;
- c. an understanding of internal controls and procedures for financial reporting; and
- d. an understanding of audit committee functions;

acquired through any one or more of the following:

- e. education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or
- f. more positions that involve the performance of similar functions;
- g. experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions; or
- h. experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or other relevant experience.