



**Notice of Extraordinary General Meeting of Warrantholders Holding Warrants  
Pursuant to a Warrant Indenture dated November 29, 2021**

**and**

**Management Information Circular**

**Meeting Details**

**Date:** April 21, 2023  
**Time:** 11:00 a.m. (Pacific Time)  
**Place:** 1090 Hamilton Street  
Vancouver, BC V6B 2R9

March 21, 2023

TO: the Warrantholders of Warrants held pursuant to the Warrant Indenture dated November 29, 2021 (the “Warrants”) of Flying Nickel Mining Corp. (the “Company”)

You, as a holder (“Warrantholder”) of the Warrants, are being asked to consider certain amendments (the “Warrant Amendments”) to the Warrants which will result in the Company being authorized to reduce the exercise price of the Warrant from \$1.00 per share to \$0.20 per share, and to accelerate the expiry date of the warrant such that if for any consecutive 10 trading days the closing price of the Company’s shares exceeds \$0.25 (the “Trading Period”), the term of the Warrants must be accelerated to a period of 30 days commencing from no more than seven days after the end of the Trading Period, as more particularly described herein.

#### **To Vote for the Warrant Amendments**

To vote for the Warrant Amendments please mark the "VOTE FOR/CONSENT TO" box on the accompanying form of proxy and sign and deposit such document in accordance with the instructions set out therein as soon as practicable and in any event by 11:00 a.m. (Pacific Time) on April 19, 2023.

#### **Approval of the Warrant Amendments**

For the Warrant Amendments to be approved, either:

- holders of at least 66⅔% of the aggregate number of Warrant shares that may be acquired on exercise of the outstanding Warrants, present or represented by proxy at the Meeting, must vote FOR the Extraordinary Resolution at the Meeting; or
- holders of at least 66⅔% of the aggregate number of Warrant shares that may be acquired on exercise of the outstanding Warrants must approve the Extraordinary Resolution in writing (the “Written Consent”), by marking the “CONSENTS TO/VOTES FOR” box in favour of the Extraordinary Resolution.

The Meeting is scheduled to be held at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, on April 21, 2023, at 11:00 a.m. (Pacific Time). The quorum for the Meeting is the presence in person or by proxy of Warrantholders representing 25% of the number of Warrant shares that may be acquired pursuant to all of the outstanding Warrants at the record date, which has been set by the Board of Directors of the Company as the close of business on March 21, 2023. Each Warrantholder present in person or represented by proxy at the Meeting shall be entitled to one vote in respect of each Warrant held by such Warrantholder.

If the Warrant Amendments are approved by the Warrantholders, the Company anticipates that the effective date of the Warrant Amendments will be on or about April 21, 2023, being the date the Company expects to enter into the supplemental indenture among the Company and Computershare Trust Company which provides for the Warrant Amendments, such indenture to be substantially in the form attached as Appendix "B" to the accompanying management information circular (“Circular”).

#### **Management Information Circular**

The accompanying Circular provides a detailed description of the Warrant Amendments. Please give this material your careful consideration. If you require assistance, you should consult your financial, legal, income tax or other professional advisors.

We encourage you to read the materials in the accompanying Circular carefully. Your vote is important. Whether or not you attend the meeting of Warrantholders, please take the time to vote your Warrants in accordance with the instructions contained in the accompanying Circular.

**DATED** at Vancouver, British Columbia, this 21<sup>st</sup> day of March, 2023.

By order of the Board of Directors.

**FLYING NICKEL MINING CORP.**

*/s/ "John Lee"*

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**John Lee**  
**CEO, Executive Chairman and Director**