



PURE NICKEL INC.

**Annual General and Special Meeting of
Shareholders to be held December 18,
2018**

**Management Information Circular
November 14, 2018**

PURE NICKEL INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General and Special Meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Shares") of Pure Nickel Inc. (the "Company") will be held at the offices of **Peterson McVicar LLP, 18 King St. East, Suite 902, Toronto, ON M5C 1C4, on December 18, 2018 at 10:00 a.m. ET** for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended November 30, 2017 and the report of the auditors thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint Grant Thornton LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to approve the sale of the royalty on the Milford, Utah copper mine ("Royalty") to a related party of the Company; and
5. to transact other business as may properly be brought before the Meeting, or any adjournment or postponements thereof.

The directors have set the close of business on November 13, 2018 as the record date ("Record Date") for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the registers of the Corporation as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares are voted at the Meeting, are requested to date, sign and return in the envelope provided for that purpose, the enclosed form of proxy, or complete and submit the form of proxy through the internet, telephone or by such other method as is identified, and pursuant to any instructions contained, in the form of proxy.

All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be received by our transfer agent, Computershare Trust Company of Canada ("Computershare"), 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or any adjournment thereof. The time limit for deposit of proxies may be waived by the Chairman of the Meeting at his discretion.

If you are a non-registered holder of Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. **Shareholders are reminded to review the Management Information Circular before voting.**

DATED at Toronto, Ontario, November 14, 2018.

BY ORDER OF THE BOARD

"Lisa Buchan"

Lisa Buchan
Corporate Secretary

**PURE NICKEL INC.
MANAGEMENT INFORMATION CIRCULAR**

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (“Circular”) is furnished in connection with the solicitation of proxies by the management of Pure Nickel Inc. (“Pure Nickel” or the “Company”), for use at the Annual General and Special Meeting of the holders (“Shareholders”) of common shares (“Shares”) of the Company at the time and place and for the purposes set forth in the accompanying Notice of Meeting or at any adjournment or postponement thereof. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the officers and employees of the Company.

VOTING – Questions and Answers

You have received this Circular because our records indicate you held Shares of the Company as of the close of business on November 13, 2018 (“Record Date”) and we are sending this Circular to you in connection with the 2018 Annual General and Special Meeting (the “Meeting”) of our holders of Shares (“Shareholders”) to be held on December 18, 2018 at 10:00 am ET at the offices of Peterson McVicar LLP, 18 King St. East, Suite 902, Toronto, ON M5C 1C4.

Am I entitled to vote?

You are entitled to vote if you were a Shareholder as of the close of business on November 13, 2018. Each common share that you own entitles you to one vote.

What am I voting on?

You are voting on the following business matters that are to be addressed at the Meeting:

- to receive and consider the audited financial statements of the Company for the year ended November 30, 2017 and the report of the auditors thereon;
- to elect the directors of the Company for the ensuing year;
- to appoint Grant Thornton LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
- to consider and, if deemed advisable, to approve the sale of the royalty on the Milford, Utah copper mine (“Royalty”) to a related party of the Company; and
- to transact other business as may properly be brought before the Meeting, or any adjournment or postponements thereof.

Who is soliciting my proxy?

Management of Pure Nickel is soliciting your proxy. Solicitation of proxies is primarily by mail but may also be made by telephone or other contact, by employees or agents of the Company. All costs of such solicitation (if any) will be borne by the Company.

How do I vote?

You can vote your Shares by attending and voting your Shares at the Meeting, or by having your Shares voted by proxy. How you exercise your vote depends on whether you are a “Registered Shareholder” or a “Non-Registered Shareholder.”

Registered Shareholders - If you were a registered Shareholder on the Record Date, you can attend and vote at the Meeting, together with all other registered Shareholders. Alternatively, you can submit your completed proxy for your Shares to Computershare through the internet or telephone or by signing, dating and returning the enclosed form of proxy in the envelope provided, so that such Shares can be voted at the Meeting.

Non-Registered Shareholders - If your Shares are **not registered** in your name but are held in the name of a nominee (usually a bank, trust company, securities broker or other financial institution) you should have received a request for voting instructions ("Voting Instruction Form") from your nominee. Please note that we have limited access to the names of our non-registered Shareholders. If you attend the Meeting, we will have no record of your shareholding or your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore if you wish to vote in person at the Meeting insert your own name in the space provided on the Voting Instruction Form and return it by following the instructions provided. Do not otherwise complete the Voting Instruction Form as your vote will be taken at the Meeting. Please register with our transfer agent Computershare when you arrive at the Meeting. If you do not intend to attend the Meeting in person, **follow the instructions on your Voting Instruction Form to vote by telephone, internet or complete, sign and mail it in the envelope provided.**

There are two categories of Non-Registered Shareholders under applicable securities regulations for purposes of dissemination to Non-Registered Shareholders of proxy-related materials and other security holder materials and requests for voting instructions from such Non-Registered Shareholders. Non-objecting beneficial owners ("NOBOs") are Non-Registered Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Company, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Canadian Securities Laws restricts the use of that information to matters strictly relating to the affairs of the Company. Objecting beneficial owners ("OBOs") are Non-Registered Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

In accordance with the requirements of NI 54-101, the Company is sending the proxy-related materials for use in connection with the Meeting (the "Meeting Materials") directly to NOBOs. NI 54-101 allows the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and to use such NOBO list for the purpose of distributing the proxy materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver Meeting Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. The Corporation is sending Meeting Materials directly to the NOBOs. The Corporation will use and pay intermediaries and agents to send the Meeting Materials and also intends to pay for intermediaries to deliver the Meeting Materials to the OBOs.

When do I need to return my completed proxy?

All proxies, whether transmitted by mail, telephone or the internet, must be received not later than 5:00 p.m. ET on December 14, 2018 or in the case of any adjournment(s) or postponement(s) of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays or holidays) before the adjourned or postponed Meeting.

Who votes my Shares and how will they be voted if I return a proxy?

When you complete and return the proxy, you are authorizing the person(s) named in it to attend the Meeting and to vote your Shares. The Shares represented by your proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for and if you specify a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. If you properly complete and return your proxy but do not specify how you wish the votes cast, your Shares will be voted as your proxyholder sees fit. **Unless contrary instructions are provided, Shares represented by proxies by management will be voted:**

- **For** the election of directors of those nominees set out in this Circular;
- **For** the appointment of Grant Thornton LLP as our auditors to serve until the next annual meeting ; and
- **For** the Royalty Sale Resolution approving the sale of the royalty on the Milford, Utah copper mine to a related party of the Company.

Can I appoint someone other than the individuals named in the enclosed proxy to vote my Shares?

Yes, you have the right to appoint another person of your choice, other than the persons designated in the form of proxy, who need not be a shareholder, to attend and act on your behalf at the Meeting. To appoint a person other than those named in the enclosed proxy, strike out those printed name(s) appearing on the proxy and insert the name of your chosen proxyholder in the space provided. Note that you should ensure that any other person you appoint will attend the Meeting and is aware that his or her appointment has been made to vote your Shares. Proxyholders should, on arrival at the Meeting, present themselves to a representative of Computershare.

What if my Shares are registered in more than one name or in the name of a company?

If your Shares are registered in more than one name, all those persons in whose name they are registered must sign the proxy. If the Shares are registered in the name of a company or any name other than your own, you may need to provide documentation that proves you are authorized to sign the proxy on behalf of that company or name. If you have any questions as to what supporting documentation is required, please contact Computershare prior to submitting your proxy.

Can I revoke a proxy or voting instruction?

If you are a Registered Shareholder and have returned a proxy, you may revoke it at any time prior to the exercise thereof by:

- (a) Completing and signing another proxy bearing a later date, and delivering it to Computershare at any time up to 10:00 a.m. ET on December 17, 2018 (or if the Meeting is adjourned, on the last business day preceding the day to which the Meeting is adjourned);
- (b) Delivering a written statement, signed by you or your authorized attorney to Computershare at any time up to 10:00 am ET on December 17, 2018, (or if the Meeting is adjourned, on the last business day preceding the day to which the Meeting is adjourned);
- (c) Delivering a written statement, signed by you or your authorized attorney to the chairman of the Meeting on the day of the Meeting or an adjournment thereof; or
- (d) In any other manner permitted by law.

If you are a Non-Registered Shareholder, please contact your nominee. If you have returned a form of proxy and then attend personally at the Meeting you should, on arrival at the Meeting, contact a representative of Computershare to revoke the proxy and vote in person.

How many Shares are entitled to vote?

As of November 13, 2018, there were 68,144,874 Shares issued and outstanding. Each Share held at the close of business on the Record Date is entitled to one vote. A quorum of Shareholders is present if the holders of 5% of the Shares that are entitled to vote at the Meeting are present in person or represented by proxy at the Meeting. Our board of directors and our executive officers do not know of any person or company who at today's date beneficially owns or controls or directs, directly or indirectly, more than 10% of our outstanding Shares.

How may the proxyholders exercise their discretion?

The proxy provides discretionary authority to the management designees, or other persons named in the proxy, with respect to amendments to or variations of matters identified here and any other matters which may properly come before the Meeting or any adjournments of it. At the date of this Circular, management is not aware of any amendments to, or variations of, or other matters which may come before the Meeting other than the matters referred to herein. In any such event, the management designees intend to vote in accordance with their judgment on such matters.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Election of Directors

The board of directors is currently composed of four (4) directors: Thomas Kofman, David McPherson, R. David Russell and W.S. (Steve) Vaughan. The term of office of each current director will expire on the date of the Meeting when the new board is elected. Management proposes to nominate the four (4) directors listed below for re-election at the Meeting.

Each director will hold office until the next annual meeting of the Shareholders, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Shares represented by proxy for the election of any other person or persons as directors.

We have adopted a policy for non-contested Meetings whereby Shareholders will vote separately for each director nominee and any director nominee for whom the number of votes withheld exceeds the number of votes cast in his or her favour at an annual (or annual and special) Meeting of Shareholders will be deemed not to have received the support of the Shareholders, even if he or she is elected. A director elected in such circumstances must forthwith submit his or her resignation to the board, effective on acceptance by the board. The board will then consider the resignation of such director nominee and will promptly accept the resignation unless the board determines that there are extraordinary circumstances relating to the composition of the board or the voting results that should delay the acceptance of such resignation or justify rejecting it. In any event, it is expected that the resignation of such director nominee will be accepted or rejected within 90 days of the holding of the applicable shareholder Meeting and that a public announcement of the decision will also be made within 90 days.

Shareholders have the option to (i) vote for all of the directors of the Company listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Company will be voted FOR the election of each of the proposed nominees set forth in the table below.**

The following tables, including the notes, set out the names of the management nominees, their positions and offices, principal occupations during the last five years, the period of time that they have been our directors, and the number of Shares that each beneficially owns or over which control or direction is exercised. All of the nominees for directors are residents of Canada, with the exception of R. David Russell who is a resident of the United States.

Name, Residence and Present Position Held ⁽¹⁾	Present Principal Occupation, Business or Employment ⁽¹⁾	Director Since	Number of Shares Held
<p>Thomas Kofman, CPA, CA Ontario, Canada</p> <p>Interim CFO (until Mar 2018) and Director</p> <p>Non-Independent</p> <p>Board Committees</p> <ul style="list-style-type: none"> • Audit (Chair) • Governance & Nominating • Compensation 	<p>Mr. Kofman has over 25 years of experience in North American capital markets as both issuer and banker. He was a founder and chairman of M Partners Inc., an independent full-service investment bank until April 2018. Mr. Kofman has served as Senior Vice President and Chief Financial Officer of IPC Financial Network Inc., Vice President of Finance and Chief Financial Officer of RealFund. He is currently VP and CFO of Freed Developments. Mr. Kofman is a Chartered Professional Accountant and received a Bachelor of Arts degree from York University.</p>	2012	100,000
<p>David McPherson Ontario, Canada</p> <p>CEO, President and Director</p> <p>Non-Independent</p> <p>Board Committees</p> <ul style="list-style-type: none"> • Technical 	<p>Mr. McPherson joined the board of Pure Nickel when it went public in March of 2007 and assumed the role of President and Chief Executive Officer in December of that year. Mr. McPherson has over 25 years of financial institution experience with a major chartered bank, a number of those years being at the executive level. He has had responsibility for large regional retail and small business banking operations. He has served in an advisory capacity to a number of community-based economic development groups including Niagara Growth Fund, a regional venture capital fund. From 2001 to 2006 Mr. McPherson was a Vice-President with First Ontario Credit Union and led strategy development, product and marketing groups.</p>	2007	1,018,647
<p>R. David Russell Colorado, USA</p> <p>Director</p> <p>Independent</p> <p>Board Committees</p> <ul style="list-style-type: none"> • Audit • Governance & Nominating • Compensation 	<p>Mr. Russell has over three decades of executive experience in the mineral exploration and development industry. From 2002 to June 2010 Mr. Russell was President, CEO and a director of the former Apollo Gold Corporation, (now First Majestic Silver). Mr. Russell's previous positions included Vice-President and CEO of Getchell Gold Company/Placer Dome Gold, General Manager, US Operations, LAC Minerals Ltd. (now Barrick Gold Corporation), Manager, Underground Mining, Independence Mining Company, Project Manager, Hecla Mining Company, Manager, Lincoln Project FMC/Meridian Gold. Mr. Russell graduated from the Montana School of Mineral Science and Technology with a Bachelor of Science Degree in Mining Engineering.</p>	2007	175,000
<p>William Stearns Vaughan Ontario, Canada</p> <p>Director</p> <p>Independent</p> <p>Board Committees</p> <ul style="list-style-type: none"> • Audit • Technical 	<p>Mr. Vaughan, a lawyer, has participated in natural resource transactions in more than 65 countries over his career. Mr. Vaughan has served on various committees advising the Canadian government, the Ontario Securities Commission and the Toronto Stock Exchange on issues such as mineral policy, mineral strategy, mining finance, mining taxation, seed capital formation, junior resource policies, over-the-counter trading and nuclear issues. For 40 years Mr. Vaughan was the legal advisor to, and a director and member of, the Securities and Audit Committees of the Prospectors and Developers Association of Canada. He also was a former director of the Toronto Branch of the Canadian Institute of Mining, Metallurgy and Petroleum and a past member of the Joint Toronto Stock Exchange Ontario Securities Commission Mining Standards Task Force. Mr. Vaughan was counsel at the law firm Heenan Blaikie LLP from 2007 to February 2014 and a partner at the law firm Dorsey Whitney LLP in February 2014 until December 2016. He is currently a sole practitioner mining lawyer with an international practice.</p>	2007	35,000

Notes:

(1) Information with respect to the number of Shares held by the directors has been provided by the respective directors.

Corporate Cease Trade Orders, Bankruptcies and Insolvencies

To the Company's knowledge, none of the proposed directors, as at the date of this Circular is, or within the 10 years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer, of any

company (including the Company) that:

- (a) while that person was acting in that capacity was subject to:
 - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or
 - (ii) an order similar to a cease trade order, or
 - (iii) an order that denied the relevant company access to any exemption under securities legislation,that was in effect for a period of more than 30 consecutive days (an “Order”); or
- (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Company (or any personal holding company of any such individual) is, or within the 10 years prior to the date of this Circular has:

- (a) been a director or executive officer of any corporation that, while that person was acting in that 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 manager or trustee appointed to hold its assets; or
- (b) 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 such individual.

No proposed director of the Company (or any personal holding company of any such individual) has 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 any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. Reappointment of Auditors

Grant Thornton LLP (“Grant Thornton”), 11th Floor, 200 King street West, Toronto, Ontario, M5H 3T4 is our current auditor. At the Meeting, Shareholders will be asked to pass an ordinary resolution to reappoint Grant Thornton as auditors of the Company to serve until the next annual meeting of Shareholders and to authorize the board to fix their remuneration.

Unless the Shareholder has specifically instructed that his or her Common Shares are to be withheld from voting in connection with the appointment of Grant Thornton , the persons named in the accompanying proxy intend to vote FOR the re-appointment of Grant Thornton as the auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix their remuneration.

4. Sale of Royalty

The Company has reached an agreement (the “Royalty Purchase Agreement”) to sell its royalty interest in a copper mine located in Milford, Utah (the “Royalty”) to David McPherson and his spouse (together, the “Purchaser”). Mr. McPherson is the President and CEO of the Company. Under the terms of the agreement, the Company’s wholly-owned subsidiary, Nevada Star Resources Corp. (US), will sell all of its rights to the royalty to the Purchaser for consideration of CDN\$660,759 (the “Purchase Price”). The Purchase Price will be reduced by an amount equal to the aggregate of any net royalty payments received by Nevada Star between the date of the Royalty Purchase Agreement and the completion of the purchase and sale of the Royalty. Payment of the Purchase Price will be satisfied through the issuance by the Purchaser to Nevada Star of a secured promissory note (the “Note”) in the principal amount of the Purchase Price.

Recourse under the Note is limited to the entitlements of Mr. McPherson under a transition agreement (the “Transition Agreement”) dated May 26, 2017 between Mr. McPherson and the Company, which provides for the payment to Mr. McPherson of past-due management fees in the amount of CDN \$778,000 and for Mr. McPherson’s transition as outgoing CEO of the Company. As security for his obligations, Mr. McPherson has agreed to assign all of his rights in the Transition Agreement, including the payments due to Mr. McPherson thereunder, to Nevada Star. Currently the Royalty is carried on Pure Nickel’s balance sheet at CDN \$458,877.

The principal amount of the Note is payable by the Purchaser from time to time upon receipt by the Purchaser of payments under the Royalty. The Note provides that the any obligation to repay the principal outstanding under the Note shall be automatically set off against any amounts owing to Mr. McPherson under the Transition Agreement.

Securities Law Considerations

The transaction between the Company and the Purchaser is a related party to the Company pursuant to *Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Therefore, in accordance with MI 61-101, the Company will seek majority of minority Shareholder approval for the sale of the Royalty to the Purchaser. To the knowledge of the Company, after reasonable inquiry, votes attaching to an aggregate of 1,018,647 Common Shares held by Mr. McPherson will be excluded in determining whether minority approval for the proposed sale has been obtained. The Company is relying on the exemption under Section 5.5 (b) of MI 61-101 from the requirement to obtain a formal valuation in respect of the proposed sale available to issuers that are not listed on the Toronto Stock Exchange or another senior exchange. **The proposed sale remains subject to the approval of the TSX Venture Exchange.**

Review and Approval Process Adopted by the Board of Directors

The disinterested directors of the Company met on several occasion to discuss the potential sale of the Royalty to Mr. McPherson and in early March 2018 verbally agreed to sell the Royalty to Mr. McPherson subject to reaching acceptable terms. In connection with its deliberations, the board of directors obtained an opinion on the value of the Royalty from an independent third party. The board of directors also considered, among other things:

- the outstanding indebtedness of the Company to Mr. McPherson in the amount of \$778,000;
- the continuing lack of sufficient funds to pay the outstanding amount and the lack of reasonable prospects to obtain sufficient funds in the future;
- the impact of the outstanding obligation to Mr. McPherson on the Company’s ability to pursue new opportunities and/or raise new financing; and
- the opportunity for minority Shareholder to consider and approve the sale of the Royalty.

Based on its considerations, the disinterested members of the board of directors determined that the sale of the Royalty was in the best interests of the Company and unanimously approved entering into the Royalty Purchase Agreement.

Text of Resolutions

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, the following resolution (the "Royalty Sale Resolution"):

"Be it resolved as an ordinary resolution of disinterested Shareholders that:

- (a) the sale of the Royalty by the Company to the Purchaser in accordance with the Royalty Purchase Agreement is hereby authorized and approved;
- (b) any one director or officer of the Company is authorized and directed on behalf of the Company to execute all documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing provisions of this resolution; and
- (c) notwithstanding that this Royalty Sale Resolution has been duly passed by the Shareholders of the Company, the board of directors may revoke this Royalty Sale Resolution at any time and determine not to proceed with the sale of the Royalty as contemplated hereby if such revocation is considered desirable by the board of directors without further approval of the Shareholders of the Company."

The board of directors unanimously recommends that the Shareholders approve the sale of the Royalty. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Royalty Sale Resolution.

5. Other Matters

Management knows of no matters to come before the Meeting other than as set forth in the notice of Meeting.

HOWEVER, IF OTHER MATTERS WHICH ARE NOT NOW KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, IT IS THE INTENTION OF THE PERSONS NAMED IN THE PROXY TO VOTE SUCH PROXY IN ACCORDANCE WITH THEIR BEST JUDGEMENT.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes and explains the significant elements of our compensation programs. The objectives of our compensation program are to retain and motivate qualified executive officers who will drive our success while promoting an alignment of interests between the executive officers and the Shareholders. Compensation consists of three elements: base salary, short-term incentive bonus, and options ("Options"). The Compensation Committee reviews annually each component and appropriate competitive factors, and makes recommendations based upon performance.

Base salaries: The primary element of our compensation program is base salary. Our view is that a competitive base salary is a necessary element for retaining and attracting qualified employees. The base salary of each executive is determined based upon survey data and other competitive information, number of years' experience, and comparison to other base salaries paid in similar situations. The Compensation Committee commissioned an independent report on Chief Executive Officer ("CEO") compensation in 2007 which formed the basis for compensation in the 2008 fiscal year and for subsequent years. The market place study examined the four main

compensation components (base salary, bonus, other compensation and Options) of approximately 70 junior exploration and mining companies. CEO compensation

In order to assist the Company in preserving cash, effective November 1, 2014 the CEO elected to defer 20% of his base salary. On February 1, 2017 the CEO agreed to cease receiving compensation, and on May 26, 2017 he signed a Transition Agreement with the Company to terminate his employment without “just cause”. In recognition that the Company had insufficient funds to settle termination entitlements and in consideration for his on-going commitment to assist the Company, it was agreed termination payments could be made in whole or in part as funds became available, and immediately upon liquidation of the Company’s assets.

Short-term incentive bonus: In addition to establishing competitive base salaries and option incentives, one of the objectives of the executive compensation strategy is to encourage and recognize strong levels of performance by linking achievement of specific goals with variable cash compensation in the form of a short-term incentive bonus. Target bonus awards range up to 50% of base salary for the achievement of specific operational objectives, subject to market conditions. The amount of any bonus is based upon a recommendation of the Compensation Committee and discussion with the full board of directors. No bonuses have been paid since 2013 (bonuses paid during the 2013 fiscal year were on account of performance achievements during the previous fiscal year).

Options: The number of Options granted is reviewed at each grant date to provide medium-term incentives. The determination as to the number of Options awarded is arrived at subjectively based upon a recommendation of the Compensation Committee and discussion with the full board of directors. Options granted to directors who are not employees vest immediately and expire after three years. The terms and conditions of Options granted to executives and other employees are reviewed for each grant at the time that it is made. There are no Options outstanding at the Record Date.

Summary Compensation Table

There were two Named Executive Officers during the year ended November 30, 2017: David McPherson, President and CEO and Thomas Kofman, Chief Financial Officer (“CFO”) (from January 31, 2017). “Named Executive Officer” means each of the following individuals (a) a CEO; (b) a CFO (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000; and (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

The following table sets forth information concerning annual and long term compensation for services rendered to the Company in respect of the individual Named Executive Officers.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
David McPherson <i>President and Chief Executive Officer</i>	2017	22,000 ⁽³⁾	-	-	-	-	-	1,500 ⁽²⁾	23,500
	2016	264,000 ⁽⁵⁾	-	-	-	-	-	18,000 ⁽²⁾	282,000
	2015	264,000 ⁽⁶⁾	-	-	-	-	-	18,000 ⁽²⁾	282,000
Jennifer Scofield ⁽⁴⁾ <i>Chief Financial Officer</i>	2017	-	-	-	-	-	-	-	-
	2016	90,000	-	-	-	-	-	-	90,000
	2015	90,000	-	-	-	-	-	-	90,000
Thomas Kofman <i>Interim Chief Financial Officer⁽⁷⁾</i>	2017	-	-	-	-	-	-	-	-
	2016	-	-	-	-	-	-	-	-
	2015	-	-	-	-	-	-	-	-

Notes:

- (1) The fair value of the Options granted was estimated using the Black-Scholes option pricing model at the date of each grant. No Options were modified.
- (2) All other compensation consists of a car allowance.
- (3) Includes deferred compensation of \$ 4,400. On February 1, 2017 payments to Mr. McPherson were stopped and a Transition Agreement regarding employment was entered into between the Company and Mr. McPherson.
- (4) On December 29, 2016 Jennifer Scofield ceased to be CFO of Pure Nickel Inc.
- (5) Includes deferred compensation of \$52,800.
- (6) Includes deferred compensation of \$52,800.
- (7) On January 31, 2017 Thomas Kofman was appointed CFO and has not received any compensation.

Incentive Plan Awards

The following table sets forth all outstanding awards held by Named Executive Officers as at November 30, 2017:

Name	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of Shares or units of Shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
David McPherson <i>President and Chief Executive Officer</i>	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Jennifer Scofield ⁽¹⁾ <i>Chief Financial Officer</i>	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Thomas Kofman ⁽²⁾ <i>Interim Chief Financial Officer</i>	-	-	-	-	-	-	-

Notes:

- (1) On December 29, 2016 Jennifer Scofield ceased to be CFO of Pure Nickel Inc.
- (2) On January 31, 2017 Thomas Kofman was appointed CFO of Pure Nickel Inc.

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each of the Named Executive Officers for the fiscal year ended November 30, 2017.

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
David McPherson <i>President and Chief Executive Officer</i>	-	-	-
Jennifer Scoffield ⁽¹⁾ <i>Chief Financial Officer</i>	-	-	-
Thomas Kofman ⁽²⁾ <i>Interim Chief Financial Officer</i>	-	-	-

Notes:

- (1) On December 29, 2016 Jennifer Scoffield ceased to be CFO of Pure Nickel Inc.
- (2) On January 31, 2017 Thomas Kofman was appointed CFO of Pure Nickel Inc.

Share-Based and Option-Based Awards

The timing of the grant and number of Shares made subject to option, with respect to Options proposed to be granted by the Company to its executive officers, is recommended by the CEO, reviewed and approved (or revised, if thought appropriate) by the Compensation Committee and implemented by a resolution of the board. The review of proposed Option grants by the Compensation Committee (which is composed of independent directors) and the implementation thereof by the board (which is comprised of a majority of independent directors) provides the independent directors with significant input into such compensation decisions. Previous grants of Options are taken into account when considering new grants. There are at present no policies that forbid a Named Executive Officer or a director from acquiring financial instruments to hedge a decrease in the market value of share-based or option-based securities. To the knowledge of the Company, for the fiscal year ended November 30, 2017, no Named Executive Officer or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Pension Plan Benefits

We do not have any pension plans that provide for retirement benefits or payments for directors and executive officers at, following or in connection with retirement.

Termination and Change of Control Benefits

We have no contracts, agreements, plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in our most recently completed financial year or current financial year in respect of compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.), or as a result of a change in responsibilities following a change of control, except for the Transition Agreement with Mr. McPherson, our President and CEO. The Transition Agreement sets out conditions for Mr. McPherson's termination without "just cause" and without notice effective December 31, 2017. As described in the Transition Agreement, Mr. McPherson is entitled to severance of 24 months' salary, any variable compensation that would have been paid during the notice period, equal to \$646,800, plus USD\$100,000. On September 5, 2018, the Company agreed to sell the Royalty to a company controlled by Mr. McPherson, which will be received over time to fully fund the amounts owing to Mr. McPherson.

Director Compensation

The following table shows the compensation received by each director, other than a director who served as a Named Executive Officer for the fiscal year ended November 30, 2017.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Harry Blum ⁽¹⁾	14,250	-	-	-	-	-	14,250
Thomas Kofman	9,750	-	-	-	-	-	9,750
R. David Russell	18,187	-	-	-	-	-	18,187
W.S. (Steve) Vaughan	9,000	-	-	-	-	-	9,000

Notes:

(1) On December 5, 2017 Harry Blum ceased to be a director.

Members of the board of directors, other than directors who served as NEOs, receive director fees in accordance with the schedule shown below. These amounts were determined by the Compensation Committee based upon an analysis of peer company director remuneration prepared by management, approved by the board for the fiscal year ended November 30, 2010, and have been unchanged since then. During the year ended November 30, 2014, the board of directors passed a resolution to reduce director's fees by 25% for fiscal 2014. This reduction continued in fiscal 2015-2017. The director's fees earned included in the table above reflect this 25% reduction.

Annual fee – Chair of the board	\$20,000 ⁽¹⁾
Annual fee – Chair of the Audit Committee	\$15,000 ⁽²⁾
Annual fee – other directors	\$10,000 ⁽³⁾
Fee per board or committee meeting attended	\$500 ⁽⁴⁾
Fee per committee meeting attended for chair of the committee	\$750 ⁽⁵⁾

Notes:

- (1) \$15,000 for fiscal 2017.
- (2) \$11,250 for fiscal 2017.
- (3) \$7,500 for fiscal 2017.
- (4) \$375 for fiscal 2017.
- (5) \$562 for fiscal 2017.

The following table outlines outstanding Option awards held by Company directors as of November 30, 2017. There are no Options outstanding.

Name	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money Options (\$)	Number of Shares or units that have not vested (#)	Market or Payout Value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Harry Blum	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Thomas Kofman	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
R. David Russell	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
W.S. (Steve) Vaughan	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

Notes:

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each director (other than the director who was an Named Executive Officer during 2017 and for whom the identical information appears on the comparable table for Named Executive Officers set out above) for the fiscal year ended November 30, 2017.

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Harry Blum	-	-	-
Thomas Kofman	-	-	-
R. David Russell	-	-	-
W.S. (Steve) Vaughan	-	-	-

Long-Term Incentive Compensation

Summary of the Stock Option Plan

As of November 14, 2018, there were no Options outstanding. The Company will not seek approval from the Shareholders for the stock option plan at the Meeting.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of November 30, 2017, the securities authorized for issuance under our equity compensation plan were as set out below. A description of the significant terms under the equity compensation plan is set out following the table.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders	Nil	N/A	6,814,487
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	-	-	6,814,487

CORPORATE GOVERNANCE PRACTICES

The board and management consider good corporate governance to be central to effective and efficient operations. Through the Corporate Governance and Nominating Committee, the board reviews, evaluates and modifies its governance program to ensure it is of the highest standard. The board is satisfied that the Company's governance plan is consistent with legal and stock exchange requirements. Under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* the Company is required to disclose certain information relating to its corporate governance practices. This information is set out below. In addition, the board's Corporate Mandate is attached hereto as Schedule A.

Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Corporation. A “material relationship” is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

The following two directors are independent: R. David Russell and W.S. (Steve) Vaughan. Two directors of the board are not independent. Following the Meeting, the board will be comprised of four (4) members, of which three (2) will be independent.

The board facilitates its exercise of independent supervision over management by ensuring that at least half of its directors qualify as independent directors pursuant to NI 58-101 and by establishing committees that are comprised of a majority of independent members.

The following proposed directors are currently directors of other issuers that are reporting issuers (or the equivalent):

Name of Director	Issuer
Thomas Kofman	Urbanfund Corp.
R. David Russell	Atlanta Gold Inc.

The board and its committees meet as necessary in the absence of the President and CEO and other members of management. The Audit Committee also holds *in camera* sessions with only the external auditors present.

Corporate Mandate

See attached Schedule A.

Position Description

The board has developed written position descriptions for the Chairman and the chair of each Board committee. The board has developed a written position description for the CEO.

Orientation and Continuing Education

Due to the size of the board, no formal program exists for the orientation of new directors. Upon joining the board, new directors will be given access to all of the background documents of the Company, including all corporate records, by-laws, corporate policies, organization structure and prior board and committee minutes. Candidates for election to the board will have been allowed the opportunity to review appropriate portions of such material prior to their having indicated their consent to stand for election as directors, in order to assess their suitability as directors.

No formal continuing education program exists for directors of the Company. As part of continuing education, the board will receive management presentations with respect to the operations and business risks as needed. In addition, the individual directors identify their continuing education needs through a variety of means, including discussions with management and at board and committee meetings.

Ethical Business Conduct

The board has adopted a Code of Business Conduct and Ethics applicable to the directors, officers and employees. A copy of the Code of Business Conduct and Ethics is available for review on our website at www.purenickel.com.

When situations of non-compliance with the code become known to management, it would take appropriate

disciplinary actions. Management is required to report violations of the code and any actions taken to the Corporate Governance and Nominating Committee. The board monitors this by periodic reporting by the Corporate Governance and Nominating Committee to the full board. There have not been any material change reports filed since the beginning of the Company's most recently completed financial year that pertain to any conduct of a director or executive officer that constitutes a departure from the code. Directors recuse themselves from discussions where they have a conflict of interest or may be perceived to have a conflict of interest. The Chair may also request that a director recuse himself or abstain from voting on an issue if he feels that there may be a conflict or if required by law.

The board has adopted a Whistleblower Policy which provides employees, management, officers, directors, contractors, consultants and committee members with the ability to report, on a confidential and anonymous basis: (a) any concern that an employee, director, officer or consultant has committed an actual or apparent violation of the *Code of Conduct and Ethics Policy* or *Whistleblower Policy*; (b) any actual or apparent violation of our *Insider Trading Policy*; (c) any significant violation of any other of our policies; (d) any complaint regarding accounting, internal controls, disclosure controls or auditing matters, or (e) any good faith concerns regarding possible fraud, or questionable accounting or auditing matters. A copy of our Whistleblower Policy is available for review on our website at www.purenickel.com.

Nomination of Directors

The Nominating and Governance Committee is responsible for establishing and articulating qualifications, desired background, and selection criteria for members of the board taking account of any applicable securities laws, rules or guidelines, or stock exchange requirements or guidelines. The Nominating and Governance Committee makes recommendations to the full board concerning all nominees for board membership. When it is determined that a new director is desirable, the Nominating and Governance Committee will engage in appropriate activities to ensure an effective process for selecting candidates for nomination, including developing criteria for the selection of a new director and identifying and recommending individuals qualified and suitable to become directors. The Chair or the Chief Executive Officer will meet with potential new candidates prior to nomination to discuss the time commitments and performance expectations and approval by the board for the nomination will be requested. The Nominating and Governance Committee has adopted a written charter which is available on the Company's website at www.purenickel.com.

Compensation

The Compensation Committee is responsible for setting and administering the policies and programs that govern both annual compensation and Option programs for the executive officers and directors of the Company. The Compensation Committee is also responsible for providing oversight with regard to the Company's existing or proposed programs of compensation, including all incentive plans, stock option plans and stock purchase plans. The Compensation Committee has adopted a written charter which is available on the Company's website at www.purenickel.com.

Audit

The Audit Committee is responsible for assisting the board in fulfilling its oversight responsibilities in the following principal areas: (1) accounting policies and practices, (2) the financial reporting process, (3) financial statements provided by the Company to the public, (4) risk management including systems of accounting and financial controls, (5) appointing, overseeing and evaluating the work and independence of the external auditors, and (6) compliance with applicable legal and regulatory requirements.

The Company's management is responsible for preparing the Company's financial statements while the external auditors are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of those activities by the Company's management and external auditors and overseeing the activities of any internal audit initiatives. The Company's external auditors are accountable to the Audit Committee as

representatives of the Company's Shareholders. The Audit Committee has adopted a written charter which is available on the Company's website at www.purenickel.com and included in Schedule B.

The members of the Audit Committee are R. David Russell, W.S. (Steve) Vaughan and Thomas Kofman. R. David Russell and W.S. (Steve) Vaughan are "independent" directors as defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Each member of the Audit Committee is considered to be "financially literate" within the meaning of NI 52-110, which includes 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 Corporation's financial statements.

Relevant Education and Experience

The relevant education and experience of each of the members of the Audit Committee is as follows:

Name of Member	Education	Experience
Thomas Kofman	Chartered Accountant Bachelor of Arts from York University	Mr. Kofman has over 25 years of experience in North American capital markets as both issuer and banker. He was a founder and chairman of M Partners Inc., an independent full-service investment bank until April 2018. Mr. Kofman has served as Senior Vice President and Chief Financial Officer of IPC Financial Network Inc., Vice President of Finance and Chief Financial Officer of RealFund. He is currently VP and CFO of Freed Developments, a real estate development company.
R. David Russell	Bachelor of Science from University of Montana, School of Mineral Science and Technology	Mr. Russell has over three decades of executive experience in the mineral exploration and development industry. From 2002 to June 2010 Mr. Russell was President, CEO and a director of the former Apollo Gold Corporation, (now First Majestic Silver). Mr. Russell's previous positions included Vice-President and CEO of Getchell Gold Company/Placer Dome Gold, General Manager, US Operations, LAC Minerals Ltd. (now Barrick Gold Corporation).
W.S. (Steve) Vaughan	Honourary Doctor of Law University of New Brunswick Bachelor of Civil Law from University of New Brunswick Masters of Science from McGill University Bachelor of Science from University of New Brunswick	Mr. Vaughan, a lawyer, has participated in natural resource transactions in more than 65 countries over his career. Mr. Vaughan has served on various committees advising the Canadian government, the Ontario Securities Commission and the Toronto Stock Exchange on issues such as mineral policy, mineral strategy, mining finance, mining taxation, seed capital formation, junior resource policies, over-the-counter trading and nuclear issues. For 40 years Mr. Vaughan was the legal advisor to, and a director and member of, the Securities and Audit Committees of the Prospectors and Developers Association of Canada. He also was a former director of the Toronto Branch of the Canadian Institute of Mining, Metallurgy and Petroleum and a past member of the Joint Toronto Stock Exchange Ontario Securities Commission Mining Standards Task Force. Mr. Vaughan was counsel at the law firm Heenan Blaikie LLP from 2007 to February 2014 and a partner at the law firm Dorsey Whitney LLP from February 2014 until December 2016. He is currently a sole practitioner mining lawyer with an international practice.

Audit Committee Oversight

Since the commencement of the Company'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.

Pre-Approval Policies and Procedures

The Audit Committee is required to pre-approve all audit and non-audit services not prohibited by law to be provided by the independent auditors of the Corporation.

External Auditor Service Fees

The fees charged by our auditors over the last two fiscal years are set out below:

<i>Year ended</i>	<i>Audit fees⁽¹⁾</i>	<i>Audit-related fees</i>	<i>Tax fees⁽²⁾</i>	<i>All other fees</i>
November 30, 2017	\$24,400	\$400 ⁽³⁾	–	–
November 30, 2016	\$21,400	nil	–	–

(1) Audit fees include services that are provided by the independent auditor in connection with statutory and regulatory filings, principally for the audit of the annual financial statements.

(2) Tax fees relate to fees in connection with certain tax advisory services provided to management.

(3) Charges for CPAB disbursement

Other Board Committees

The Technical Committee is responsible for reviewing the current and pending exploration programs and provides comments on progress and approval for exploration budgets. The Technical Committee has adopted a written charter which is available on our website at www.purenickel.com.

Director Assessments

At present, the assessment process for the board, its committees and individual directors is informal. The Corporate Governance and Nomination Committee provides oversight over the assessment process and the effectiveness of board committees, board processes and individual directors. From time to time the full board and its committees assess their performance and the achievement of their respective mandates.

Exemption

Since the Corporation is a “venture issuer” pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the U.S., or a market outside of Canada and the U.S.), it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, no director or executive officer of Pure Nickel Inc., or any proposed nominees for election as a director or any associate of any such directors, executive officers or proposed nominees were indebted to Pure Nickel or any of our subsidiaries (whether or not in respect of a security purchase program).

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There have been no transactions entered into since the beginning of our last completed fiscal year, or proposed to be entered into by us that have or will materially affect us or any of our affiliates involving an officer or director, a proposed nominee for election as a director, or any associate or affiliate of any of such persons, with the exception the Royalty Purchase Agreement between the Company and the CEO, as further described in this Circular, *Particulars of Matters to be Acted Upon – Sale of Royalty*”.

MANAGEMENT CONTRACTS

No management functions of Pure Nickel or any of our subsidiaries are to any substantial degree performed by a person or company other than the directors or executive officers of Pure Nickel or our subsidiaries.

ADDITIONAL INFORMATION

The information contained herein is given as of November 14, 2018, unless otherwise noted. Additional information about us is available on SEDAR at www.sedar.com. Copies of our consolidated financial statements and accompanying management's discussion and analysis for the fiscal year ended November 30, 2017 are available on SEDAR, on our website, www.purenickel.com, or security holders may request copies to be sent to them without charge by contacting the Corporate Secretary at (416) 644-0066.

CONTACTING THE BOARD

Shareholders and other interested parties may communicate directly with our board through the Chair of the board by writing to: Chair of the Board, Pure Nickel Inc., 161 Bay Street, Suite 2700, Toronto, Ontario M5J 2S1

GENERAL

The contents and the sending of this Circular have been approved by our board of directors.

DATED at Toronto, Ontario, November 14, 2018

BY ORDER OF THE BOARD

"Lisa Buchan"

Lisa Buchan

Corporate Secretary

SCHEDULE A CORPORATE MANDATE

Pursuant to the *Canada Business Corporations Act*, the Board of Directors (the “Board”) is required to supervise the management of the affairs and business of the Corporation. The Board’s principal responsibilities are to supervise and evaluate management, to oversee the conduct of the Corporation’s business, to set policies appropriate for the business of the Corporation and to approve corporate strategies and goals. The Board is to carry out its mandate in a manner consistent with the fundamental objective of enhancing shareholder value. The Board will revise this mandate from time to time in accordance with the Corporation’s needs, legal and regulatory developments and best practices.

DUTIES AND RESPONSIBILITIES

In discharging its duty of stewardship over the Corporation, the Board expressly undertakes the following specific duties and responsibilities:

- *The Board monitors financial performance and considers, reviews and approves all significant strategic decisions, including all major decisions relating to acquisitions, divestitures and financing. The Board expects the Corporation’s senior officers to manage the business of the Corporation on a day-to-day basis and to keep the Board informed of all significant developments affecting the Corporation. The Board receives from management regular reports on the Corporation’s compliance with various legal requirements and internal control procedures, operational/management reports and any other relevant reports.*
- *The Corporation’s overall strategy is developed by management and is reviewed annually by the Board which considers the business and political risks and opportunities inherent in it.*
- *The Board identifies the principal risks to the Corporation, and reviews and assesses the methods and systems for managing such risks. In particular, the Audit Committee is responsible for reviewing the adequacy of the Corporation’s systems for identifying and managing financial risks.*
- *The Board regularly considers the integrity, quality and continuity of management required to achieve the Corporation’s goals. The Board is responsible for reviewing succession planning, senior management development and the performance of management against their annual objectives. Annually, the Compensation Committee measures management’s performance and total compensation against the objectives set in the annual budget.*
- *The Board annually reviews the Corporation’s relations with Shareholders, employees, financial analysts, the media and other stakeholders. The Corporation’s goal is to outline procedures and practical guidelines for public disclosure and dissemination of material and non-material information about the Corporation and its subsidiaries. Senior officers are often available to Shareholders and through the investor relations function they aim to provide clear and accessible information on the Corporation’s operations and investments. The President and CEO is responsible for ensuring the consistency and accuracy of information released to analysts and others and that all such information is in the public domain.*
- *The Audit Committee reviews and provides recommendations to the Board on the adequacy of the internal controls. Management and external auditors provide to the Audit Committee regular reports on the Corporation’s control environment. The internal control procedures are reviewed in detail to ensure they meet the new rules and standards.*

BOARD COMPOSITION

It is recognized that the appropriate mix of skills, experience, age and gender will help to enhance Board performance. Composition of the Board should reflect business experience compatible with strategic and business objectives with consideration to businesses the Corporation operates within and other relevant factors.

Board Independence

Except during temporary vacancies, the Board will be composed of at least two independent directors, as such term is defined under applicable securities laws.

The determination of whether a director is independent will be made by the Board in accordance with applicable securities laws and stock exchange rules. In making such determination, the Board will consider all relevant facts and circumstances, including without limitation, the director's commercial, industrial, banking, consulting, legal accounting, charitable and familial relationships. To facilitate this review, directors may be asked to provide the Board with information regarding business and other relationships with the Corporation and its affiliates and with senior management and their affiliates. Directors have an ongoing obligation to inform the Board of any material changes in their circumstances or relationships which may affect the Board's determination as to their independence.

Board Chair

The Board shall appoint a Board Chair from among the directors. The Board Chair shall not be a member of management. The Board Chair is responsible for ensuring that the Board functions in a manner that is independent of management, including managing meeting schedules and setting agendas, chairing the meetings of the Board, acting as a liaison between senior management and the Board and providing advice to senior management on various matters.

BOARD COMMITTEES

There are currently four committees of the Board: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Technical Committee (the "Committees"). Each Committee has its own charter which sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. From time to time, each Committee reviews its charter; and the Board reviews and approves each Committee's charter. Copies of each charter are available on the Corporation's website or upon request to the Corporation's Corporate Secretary.

BOARD AND COMMITTEE MEETINGS

Board meetings are scheduled quarterly. In addition to regularly scheduled Board meetings, additional Board meetings may be called upon proper notice at any time to address specific needs of the Corporation. The Board may also take action from time to time by unanimous written resolution. A board meeting may be called by the Board Chair, the CEO, CFO or Secretary or any two directors.

The quorum at a meeting of the Board shall be a majority of directors then in office, and there shall be not less than three directors in office at any time.

Each Committee meets as often as it determines is necessary to fulfill its responsibilities. Powers of a Committee of the Board may be exercised by a meeting at which a majority of the Committee members are present or by a resolution signed by all members of such Committee who have been entitled to vote on that resolution at a meeting of the Committee.

BOARD PERFORMANCE EVALUATION

The Board is responsible for conducting self evaluation of its size, composition, effectiveness and the contributions of individual directors and for determining the form and amount of compensation for directors.

CODE OF ETHICS

The Board expects all directors, senior management, other officers and employees of the Corporation to conduct themselves in accordance with the highest ethical standards.

The Corporation has adopted a Code of Conduct and Ethics for its officers, employees and consultants, and a Financial Management Code of Conduct for its CEO, CFO and senior financial personnel. These Codes are available on the Corporation's website or upon request to the Corporation's Corporate Secretary

DECISIONS REQUIRING PRIOR APPROVAL BY THE BOARD

The Board has delegated the day-to-day management of the business and affairs of the Corporation to the President and CEO. Prior approval by the Board is also required in many specific instances under the *Canada Business Corporations Act*, securities legislation and the by-laws, rules and policies of the TSX.

EXPECTATIONS OF MANAGEMENT

The Board expects management of the Corporation to conduct the business of the Corporation in accordance with the Corporation's ongoing strategic plan and to meet or surpass the annual and long-term goals of the Corporation set by the Board in consultation with management. As part of its annual strategic planning process, the Board intends to set expectations of management both over the next financial year and in the context of the Corporation's long-term goals.

SHAREHOLDER FEEDBACK AND CONCERNS

Management of the Corporation routinely make themselves available to Shareholders to respond to questions and concerns. Shareholder concerns are dealt with on an individual basis, usually by providing requested information. Significant shareholder concerns are brought to the attention of the management of the Corporation or the Board.

PUBLIC DISCLOSURE

This mandate shall be included on the Corporation's website and the mandate and/or a reference thereto may be included in the Corporation's public continuous disclosure record as may be required by applicable securities laws or as deemed advisable by management of the Corporation.

Revised June 2016

SCHEDULE B AUDIT COMMITTEE CHARTER

INTRODUCTION AND PURPOSE

The Board of Directors (the “Board”) of Pure Nickel Inc. (the “Corporation”) has delegated the responsibilities, authorities and duties described below to the audit committee (the “Committee”). For the purpose of this charter, the term “Corporation” includes the Corporation and its subsidiaries.

The overall purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities in the following principal areas: (1) accounting policies and practices, (2) the financial reporting process, (3) financial statements provided by the Corporation to the public, (4) risk management including systems of accounting and financial controls, (5) appointing, overseeing and evaluating the work and independence of the external auditors, and (6) compliance with applicable legal and regulatory requirements. In addition to the responsibilities specifically enumerated in this charter, the Board may refer to the Committee such matters and questions relating to the financial position and operations of the Corporation as the Board may from time to time see fit.

COMPOSITION AND MEMBERSHIP

The Committee shall consist of at least three directors appointed annually by the Board and selected based upon the following, in accordance with applicable laws, rules and regulations:

Independence

The majority of the Audit Committee shall be independent in accordance with applicable legal and regulatory requirements and in such regard shall have no direct or indirect material relationship with the Corporation which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

Financially Literate

Each member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee. For these purposes, an individual is financially literate if he or she has 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 by the Corporation’s financial statements.

MEETINGS

The Committee shall meet at least four times annually, in person or by telephone and more frequently as circumstances dictate. The Audit Committee Chair shall prepare or approve an agenda in advance of each meeting.

RESPONSIBILITIES AND DUTIES

The Corporation’s management is responsible for preparing the Corporation’s financial statements while the external auditors are responsible for auditing those financial statements. The Committee is responsible for overseeing the conduct of those activities by the Corporation’s management and external auditors, and overseeing the activities of any internal audit initiatives. The Corporation’s external auditors are accountable to the Committee as representatives of the Corporation’s shareholders.

It is recognized that members of the Committee are not full-time employees of the Corporation and do not represent themselves to be accountants or auditors by profession or experts in the fields of accounting or auditing or the preparation of financial statements. It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from whom it receives information, and (ii) the accuracy of the financial and other information provided to the Committee by such

persons or organizations absent actual knowledge to the contrary.

The specific responsibilities of the Committee are as follows:

- *Make regular reports to the Board of the Corporation.*
- *Appoint the independent auditors to be engaged by the Corporation, establish the audit fees of the independent auditors, pre-approve any non-audit services provided by the independent auditors, including tax services, before the services are rendered.*
- *Review the scope of the independent auditor's audit examination, including their engagement letter, prior to the annual audit of the Corporation's financial statements.*
- *Instruct the independent auditors to report directly to the Committee any serious difficulties or disputes with management, and ensure they are appropriately resolved.*
- *Review and evaluate the performance of the independent auditors and review with the Board all proposed discharges of the independent auditors.*
- *Review each annual audit with the independent auditor at the conclusion of the audit. The review shall include all comments or recommendations of the independent auditor, all audit problems or difficulties and management's response.*
- *Review and discuss with management the procedures undertaken in connection with the required certifications for regulatory filings and other reports including their evaluation of the Corporation's disclosure controls and procedures and internal controls, as well as any and all fraud, whether or not material, that involves management or others who have a significant role in the Corporation's internal controls.*
- *Review management's assessment of the effectiveness of the Corporation's internal controls over financial reporting and disclosure, and the independent auditor's related attestation. Consider with management and the independent auditors whether any changes to such internal controls are appropriate.*
- *Review with management the Corporation's quarterly and annual financial results prior to regulatory filings and the issuance of related press releases.*
- *Be authorized to hire outside counsel or other consultants as necessary.*
- *Perform such other duties as are assigned by the Board.*
- *Review the Committee's charter annually and recommend all proposed changes to the Board.*
- *Periodically evaluate and take steps to improve the effectiveness of the Committee in meeting its responsibilities under this Charter.*

DELEGATION TO SUBCOMMITTEES

The Committee may, in its discretion, form and delegate authority to subcommittees when appropriate.

PERFORMANCE EVALUATION

The Committee shall, from time to time, conduct an evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also include a review of the adequacy of this charter and shall recommend to the Board any revisions to this charter deemed necessary or desirable, although the Board shall have the sole authority to amend this charter. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate.

PUBLIC DISCLOSURE

This charter shall be included on the Corporation's website and the charter and/or a reference thereto may be included in the Corporation's public continuous disclosure record as may be required by applicable securities laws or as deemed advisable by management of the Corporation.

April 3, 2008