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**NICKEL ASIA CORPORATION**  
**Notice of Annual General Meeting of Stockholders**

TO OUR STOCKHOLDERS:

Please be informed that the **Annual General Meeting of the stockholders of NICKEL ASIA CORPORATION** will be held on **Monday, 20 May 2019, 2:30 p.m.** at the **Ballroom A & B, 5<sup>th</sup> Floor, Ascott Bonifacio Global City, Taguig City** (the "Annual General Meeting" or "AGM"). The order of business thereat will be as follows:

1. Call to Order
2. Proof of required notice of the meeting
3. Certification of quorum
4. Reading and approval of the Minutes of the 28 May 2018 annual stockholders' meeting and the Minutes 9 October 2018 special stockholders' meeting
5. Presentation of Annual Report and Audited Financial Statements for the year ended 31 December 2018 and action thereon
6. Ratification and approval of the acts of the Board of Directors and Executive Officers during the year 2018
7. Appointment of independent auditors
8. Election of directors, including independent directors
9. Other matters

A brief statement of the rationale and explanation for each Agenda item which requires shareholders' approval is contained in Annex "A" of this Notice. The Definitive Information Statement accompanying this Notice contains more detail regarding the rationale and explanation for each of such Agenda items.

Stockholders of record at the close of business on 28 March 2019 are entitled to notice of, and to vote at, this year's AGM. Registration will commence at 1:30 p.m. on 20 May 2019 at the venue of the AGM. To facilitate registration, please bring some form of identification such as driver's license or company I.D.

The Company is not soliciting proxies. Should you be unable to attend the meeting personally, you can nevertheless be represented and vote at the AGM by submitting a **proxy** to the Office of the Corporate Secretary at the Company's principal office on or before **10 May 2019**, which is the deadline for submission of proxies. You may use the attached proxy form which is compliant with the requirements of the Securities and Exchange Commission ("SEC"). Proxy validation will be on 13-15 May 2019 at the Office of Corporate Secretary at the Company's principal office.

  
**BARBARA ANNE C. MIGALLOS**  
Corporate Secretary

**The Rationale and Explanation for each Agenda item requiring shareholders' approval is attached to this Notice.**

**The Definitive Information Statement, Management Report and 2018 Audited Financial Statements accompany this Notice.**

**EXPLANATION AND RATIONALE**  
**For each item on the Agenda of the 2019 AGM of Nickel Asia Corporation**  
**requiring the vote of stockholders**

**AGENDA**

**1. Call to Order**

The Chairman will formally open the 2019 Annual General Meeting of Shareholders. The Directors and Officers of the Company will be introduced.

**2. Proof of required notice of the meeting**

The Corporate Secretary will certify that copies of this Notice and the Information Statement with its accompanying documents have been duly sent to stockholders of record as of 28 March 2019.

**3. Certification of quorum**

The Corporate Secretary will attest whether a quorum is present for the meeting.

**4. Reading and approval of the Minutes of the 28 May 2018 annual general meeting of stockholders, and the 9 October 2018 special meeting of stockholders, and action thereon**

Shareholders may examine the Minutes of the 28 May 2018 annual general meeting of stockholders, and the Minutes of the 9 October 2018 special meeting of stockholders, in accordance with Sec. 74 of the Corporation Code. The Minutes are also available on the Company's website.

**Resolution to be adopted:**

Shareholders will vote for the adoption of a resolution approving the Minutes of (1) 28 May 2018 annual general meeting of the stockholders; (2) 9 October 2018 special meeting of the stockholders.

**5. Presentation of annual report and audited financial statements for the year ended 2018 and action thereon**

The annual report and the financial statements of the Company, audited by the Company's external auditors, Sycip Gorres Velayo & Company, will be presented. The report will include the Audited Financial Statements, a copy of which accompanies this Notice and the Definitive Information Statement. Copies of the Definitive Information Statement and the Audited Financial Statements for 2018 are likewise made available on the Company's website ([www.nickelasia.com](http://www.nickelasia.com)).

**OPEN FORUM**

After the presentation, shareholders may raise questions or express comments that are relevant to the corporation.

**Resolution to be adopted:**

Shareholders will vote for the adoption of a resolution approving the annual report and the audited financial statements for the year 2018.

**6. Ratification and approval of the acts of the Board of Directors and Executive Officers during the year 2018**

Actions by the Board and by the officers are contained in the Definitive Information Statement (please see pages 28 to 30 of the Information Statement) or are referred to in the Management Report.



**Resolution to be adopted:**

The ratification and approval of the acts of the Board of Directors and Officers.

**7. Appointment of independent auditors**

The Audit and Risk Committee screened the nominees for independent external auditor and endorsed the appointment of Sycip Gorres Velayo and Company ("SGV") as the Company's independent external auditors for the year 2019.

**Resolution to be adopted:**

Shareholders will vote on a resolution for the appointment of SGV as independent external auditor of the Company for 2019.

**8. Election of directors, including independent directors**

The Final List of Candidates for election as directors, as prepared by the Nominations Committee in accordance with the Company's By-Laws, the Revised Manual on Corporate Governance, the Securities Regulation Code and its Implementing Rules and Regulations and SEC guidelines for the election of independent directors, is contained in the Definitive Information Statement (please see page 31). The Final List will be presented to the shareholders, and the election of directors will be held.

The Voting Procedure is stated in the Definitive Information Statement (please see page 31).

**9. Other matters**

Matters that are relevant to and appropriate for the annual general shareholders' meeting may be taken up. No resolution, other than the resolutions explained in the Notice and the Definitive Information Statement, will be submitted for voting by the shareholders.

**10. Adjournment**

