

**NICKEL ASIA CORPORATION**  
**Notice of the Special Meeting of Stockholders**

TO OUR STOCKHOLDERS:

Please be informed that the **Special Meeting of the Stockholders of NICKEL ASIA CORPORATION** will be held on **Tuesday, 9 October 2018, 2:00 p.m.** at the **Narra Room D, Level 4, Shangri-La at the Fort, 30<sup>th</sup> Street corner 5<sup>th</sup> Avenue, Bonifacio Global City, Taguig City** (the "Special Meeting"). 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. Approval of 80% Stock Dividend Declaration
5. Approval of Proposed Amendments to the Company's By-Laws
6. Other Matters
7. Adjournment

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 Preliminary 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 11 September 2018 are entitled to notice of, and to vote at, this year's Special Meeting. Registration will commence at 1:00 p.m. on 9 October 2018 at the venue of the Special Meeting. 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 Special Meeting by submitting a **proxy** to the Office of the Corporate Secretary at the Company's principal office on or before **02 October 2018**, 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 **05 October 2018** at the Office of Corporate Secretary at the Company's principal office.

  
**BARBARA ANNE O. MIGALLOS**  
Corporate Secretary

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

**The Definitive Information Statement and the Company's Second Quarter SEC Form 17-Q with the Interim Financial Statements for the quarter ended 30 June 2018, accompany this Notice.**

**EXPLANATION AND RATIONALE**

**For each item on the Agenda of the Special Meeting of Stockholders of Nickel Asia Corporation requiring the vote of stockholders**

**AGENDA**

**1. Call to Order**

The Chairman will formally open the Special Meeting of Stockholders of the Company. 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 11 September 2018.

**3. Certification of quorum**

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

**4. Approval of 80% Stock Dividend Declaration**

On 28 August 2018, the Board of Directors of the Corporation approved the declaration of an 80% stock dividend which will consist of 6,082,343,163 common shares to be paid to holders of common shares as of record date in proportion to their shareholdings. In view of the stock dividend declaration, there will be an adjustment to the number of shares reserved for the Company's Stock Option Plans.

Shareholders' approval of the 80% Stock Dividend declaration will be sought. More detailed information about the proposed 80% Stock Dividend Declaration is contained in Item 9, pages 17-18 of the Information Statement, while the adjustments to the number of shares reserved for the Stock Option Plans are discussed in Item 8, pages 8-17 of the Information Statement attached to this Notice. Approval will require the affirmative vote of the stockholders representing at least  $\frac{2}{3}$  of the outstanding capital stock.

**Resolution to be adopted:**

Shareholders will vote for the approval of the 80% Stock Dividend and the corresponding adjustment to the number of shares reserved for the Stock Option Plans of the Corporation, and the concomitant waiver of pre-emptive right with respect to the additional shares of stock to be reserved for the Stock Option Plans.

**5. Approval of Proposed Amendments to the Company's By-Laws**

On 28 August 2018, the Board of Directors approved the following amendments to the Company's By-Laws:



- a. Revision of Article II, Section 6 to state that meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice Chairman, or in his absence, the President.
- b. Inclusion of a new paragraph (h) under Article III, Section 1, specifying the power of the Board to appoint a chairman emeritus.
- c. Inclusion of a new Article III, Section 9 on the indemnification of directors and corporate officers. The proposed Section 9 provides for the indemnification of a director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding to which he becomes, a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be declared by a final judgment in in such action, suit or proceeding, to be liable for gross negligence, misconduct, or breach of fiduciary duty.
- d. Inclusion of a new section in Article IV, identifying the Chairman, Vice Chairman, President, Executive Vice President, Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Treasurer, Secretary and Assistant Secretary as the corporate officers of the Company, which new section shall be Article IV, Section 1.
- e. Renumbering of Article IV, Section 1 (Election/Appointment) as Article IV, Section 2 in view of the inclusion of the aforementioned section.
- f. Inclusion of a new section specifying the functions of the Chairman, which new section shall be Article IV, Section 3.
- g. Inclusion of a new section specifying the functions of the Vice Chairman, which new section shall be Article IV, Section 4.
- h. Renumbering of Article IV, Section 2 (President) as Article IV, Section 5 in view of the inclusion of the new Sections 3 and 4.
- i. Renumbering and amendment of Article IV, Section 4 (The Vice-President) as Article IV, Section 6, and specifying the functions of the Executive Vice President, Senior Vice Presidents, Vice Presidents, and Assistant Vice Presidents.
- j. Renumbering and amendment of Article IV, Section 5 (The Secretary) as Article IV, Section 7, and including the functions of the Assistant Secretary.

The aforementioned amendments shall hereinafter be collectively referred to as the "Amendments".

**Resolution to be adopted:**

Shareholders will vote for the adoption of a resolution to approve the amendment of the Company's By-Laws to incorporate the Amendments.

**6. Other matters**

Matters that are relevant to and appropriate for the special 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.

**7. Adjournment**