



FLYING NICKEL MINING CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") in the capital of the Flying Nickel Mining Corp. (the "**Company**") will be held at the offices of MLT Aikins LLP located at 2600 – 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1 Canada at 10:30 a.m. (Pacific Time) on **October 21, 2024**, for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution of Shareholders entitled to vote on such resolution in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), TSX Venture Exchange Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* and TSX Venture Exchange Policy 5.9 – *Protection of Minority Security Holders in Special Transactions*, the full text of which is set forth in Schedule A to the accompanying management information circular of the Company dated September 17, 2024 (the "**Information Circular**"), to approve the sale of the Company's Minago Project (the "**Arrangement Resolution**"), all as more particularly described in the Information Circular;
2. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Schedule B to the accompanying Information Circular, to amend the Notice of Articles and Articles of the Company to change the name of the Company to "CleanTech Vanadium Mining Corp." (the "**Name Change Resolution**"); and
3. to transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

In order to become effective, the Arrangement Resolution must be approved by not less than: (i) two-thirds (2/3) of the votes cast thereon by the Shareholders present in person or represented by proxy at the Meeting; and (ii) a simple majority of the votes cast on the Arrangement Resolution by Shareholders present in person or represented by proxy at the Meeting excluding Shares held by Shareholders excluded pursuant to items (a) through (d) of Section 8.1(2) of MI 61-101.

In order to become effective, the Name Change Resolution must be passed by affirmative votes of not less than two-thirds (2/3) of the votes cast by the Shareholders present in person or represented by proxy at the Meeting and voting thereon.

Specific details of the above items of business are contained in the Information Circular that accompanies and forms a part of this Notice of Special Meeting.

The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 28, 2024 (the "**Record Date**"). Only Shareholders whose names have been entered in the applicable register of Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire Shares after the Record Date will not be entitled to vote such securities at the Meeting.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying Form of Proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed Proxy must be received by the Company's transfer agent, Odyssey Trust Company (according to the instructions on the proxy), not later than 10:30 a.m. (Pacific Time) on October 17, 2024, or not later than 48 hours (other than a Saturday, Sunday or holiday) immediately preceding the time of the Meeting (as it may be adjourned or postponed from time to time). The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at their discretion, without notice.

A proxyholder has discretion under the accompanying Form of Proxy to consider such further and other business as may properly be brought before the Meeting or any adjournment thereof. Shareholders who are planning on returning the accompanying Form of Proxy are encouraged to review the Information Circular carefully before submitting the Form of Proxy.

If you are a non-registered holder of securities and received these materials through your broker or through another intermediary, please complete and return the Voting Instruction Form provided to you in accordance with the instructions provided by your broker or intermediary as you are not automatically entitled, as such, to vote at the Meeting through a proxy. Regulatory policy requires intermediaries/brokers to seek voting instructions from beneficial Shareholders in advance of the Meeting. Beneficial Shareholders should carefully follow the instructions of the intermediary/broker, including those on how and when voting instructions are to be provided, in order to have their Shares voted at the Meeting.

DATED at Vancouver, British Columbia, this 17th day of September, 2024.

Yours truly,

"John Lee"

John Lee
Director and Chief Executive Officer