

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, 28 May 2018, 2:30 p.m.** at the **Ascott Ballroom, 5th Floor, Ascott Bonifacio Global City, 5th Ave. cor. 28th St., BGC, 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 29 May 2017 annual stockholders' meeting
5. Presentation of Annual Report and Audited Financial Statements for the year ended 31 December 2017 and action thereon
6. Presentation and Approval of the Stock Option Plan
7. Ratification and approval of the acts of the Board of Directors and Executive Officers during the year 2017
8. Appointment of independent auditors
9. Election of directors, including independent directors
10. 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 2018 are entitled to notice of, and to vote at, this year's AGM. Registration will commence at 1:30 p.m. on 28 May 2018 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 **11 May 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 18 May 2017 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 2017 Audited Financial Statements accompany this Notice.

EXPLANATION AND RATIONALE
For each item on the Agenda of the 2018 AGM of Nickel Asia Corporation requiring the vote of stockholders

AGENDA

1. Call to Order

The Chairman will formally open the 2018 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 2018.

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 29 May 2017 annual general meeting of stockholders and action thereon

Shareholders may examine the Minutes of the 29 May 2017 annual general 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 29 May 2017 annual general meeting of the stockholders.

5. Presentation of annual report and audited financial statements for the year ended 2017 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 2017 are likewise made available on the Company's website (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 2017.

6. Presentation and Approval of the Stock Option Plan

Shareholders' approval of a new Stock Option Plan will be sought. Information about the Stock Option Plan is contained in pages 24 and 26 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 Stock Option Plan and the concomitant waiver of pre-emptive right with respect to the shares of stock to be reserved for the plan, which shares represent a maximum of two percent (2%) of the total outstanding capital on a fully diluted basis.

7. Ratification and approval of the acts of the Board of Directors and Executive Officers during the year 2017

Actions by the Board and by the officers are contained in the Definitive Information Statement (please see pages 28 to 29 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.

8. 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 2018.

Resolution to be adopted:

Shareholders will vote on a resolution for the appointment of SGV as independent external auditor of the Company for 2018.

9. 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 Company's Manual on Corporate Governance, the Securities Regulation Code and its Implementing Rules and Regulations, is contained in the Definitive Information Statement (please see page 11). 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 30)

10. 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.

11. Adjournment