



# NOBLE MINERAL EXPLORATION INC.

## NOBLE MINERAL EXPLORATION INC. Notice of Special Meeting of Shareholders

TAKE NOTICE that a Special Meeting (the "**Meeting**") of the shareholders of NOBLE MINERAL EXPLORATION INC. (the "**Company**") will be held on Thursday, May 7, 2026 at 10:00 a.m. (Toronto time) at the United Room, 24<sup>th</sup> Floor, 120 Adelaide Street West, Toronto, Ontario M5H 1T1 for the following purposes:

1. to consider, and if deemed appropriate, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), pursuant to an interim order (the "**Interim Order**") of the Ontario Superior Court of Justice (Commercial List) dated March 24, 2026, the full text of which is reproduced as Appendix C to the management information circular (the "**Circular**") of the Company, approving an arrangement (the "**Arrangement**") under section 182 of the *Business Corporations Act* (Ontario), pursuant to which, among other things, the Company will reorganize its share capital and a share exchange will take place under which each shareholder at the time of the Arrangement (other than a registered shareholder who exercises the right to dissent in respect of the Arrangement Resolution) will be entitled to receive on a one-for-one basis new common shares in the Company and a *pro-rata* share of 9,000,000 common shares of Homeland Nickel Inc. distributing from holdings of the Company based on such shareholder's holdings of the Company immediately prior to the Effective Date of the Arrangement, as more particularly described in the Circular;
2. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution of the Shareholders authorizing the Board of Directors of the Company (the "**Board**") to approve, on one or more occasions, a reduction in the stated capital of the common shares of the Company, with or without any distribution to the Shareholders, of up to \$20,000,000, with the special resolution also authorizing the Board to determine when and to what extent the approved reduction of stated capital may be implemented while nonetheless ensuring that, at the time of implementation, (i) the Company is or, after the proposed stated capital reduction, would be able to pay its liabilities as they become due; and (ii) after the proposed stated capital reduction, the realizable value of the Company's assets would thereby be equal to or greater than the aggregate of the Company's liabilities; and
3. to approve such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular prepared for the Meeting. **Shareholders are reminded to review the Circular carefully before voting as the Circular has been prepared to help them make an informed decision.**

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on March 27, 2026 (the "**Record Date**"). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Company has elected to use the notice-and-access provisions ("**Notice-and-Access**") under National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer*, and National Instrument 51-102 — *Continuous Disclosure Obligations* to distribute Meeting materials to shareholders. Notice-and-Access is a set of rules that allow reporting issuers to post electronic versions of proxy-related materials on SEDAR+ and on one additional website, rather than mailing paper copies to shareholders. The use of Notice-and-Access will reduce the Company's printing and mailing costs and is more environmentally friendly as it will help to reduce paper use. Shareholders have the right to request hard copies of any materials posted online by the Company under Notice-and-Access. Meeting materials, including the Circular, are available under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on TSX Trust Company's website at <http://docs.tsxtrust.com/2165>.

The Company will provide to any shareholder, free of charge, upon request to the Company's transfer agent, TSX Trust Company, telephone no.: 1-866-600-5869 or e-mail: [tsxtis@tmx.com](mailto:tsxtis@tmx.com), a paper copy of the Circular. In order to allow reasonable time for you to receive and review a paper copy of the Circular prior to the proxy deadline, you should make your request for a paper copy to the Company's transfer agent by April 28, 2026.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly executed form of proxy no later than 10:00 a.m. (Toronto time) on May 5, 2026 or, if the Meeting is adjourned, not less than 48 hours preceding the time of the adjournment (excluding Saturdays, Sundays and holidays) or delivered to the Chair of the Meeting on the day of the Meeting or any adjournment thereof.

A form of proxy solicited by management of the Company for the Meeting is enclosed herewith.

Shareholders who are unable to attend the Meeting are requested to sign and return (by fax to 416-595-9593 or by mail in the envelope provided for that purpose) such form of proxy, or to vote online as per the online voting instructions delivered with the proxy.

DATED as of March 27, 2026.

By Order of the Board

*"H. Vance White"*

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H. Vance White, President and CEO