



NOBLE MINERAL EXPLORATION INC.

NOBLE MINERAL EXPLORATION INC. Notice of Annual General and Special Meeting of Shareholders

TAKE NOTICE that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of NOBLE MINERAL EXPLORATION INC. (the “**Company**”) will be held at the offices of IBK Capital Corp., 130 King Street West, Suite 640, Toronto, Ontario, Canada, M5X 1E4 at 10:30 a.m. on May 5, 2020 (Toronto time) for the following purposes:

1. To receive and consider the Company’s financial statements for the year ended August 31, 2019, and the auditors' report thereon;
2. To decrease the number of directors of the Company from seven (7) to six (6);
3. To elect the directors as nominated by management of the Company;
4. To re-appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditors;
5. To re-approve the Company's Amended and Restated Stock Option Plan;
6. To approve the following property transactions with Canada Nickel Company Inc. (“**Canada Nickel**”): (i) the transfer to Canada Nickel of patented properties and mining claims referred to as the “Crawford Annex”; (ii) the grant to Canada Nickel of five separate options to earn an up to 80% interest in five distinct areas comprised of patented properties and mining claims referred to as: “Nesbitt / Crawford”, “Nesbitt North”, “Mahaffy / Aubin”, “Kingsmill” and “MacDiarmid”, and (iii) the assignment to Canada Nickel of a portion of Noble’s right to purchase the title to the surface rights appurtenant to the patented mineral rights that make up part of Project 81; and
7. 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 management information circular (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 Company currently expects that the Meeting will be held in person at the offices of IBK Capital Corp. at 130 King Street West, Suite 640, Toronto, Ontario. If the restrictions on live/in-person meetings and other business operations that are in place as of the date of this Circular in light of the COVID19 pandemic persist up to May 5, 2020 (the date of the Meeting) or otherwise make an live/in-person meeting impossible or impractical, the Company will communicate other Meeting arrangements by news release. In light of health concerns relating to COVID19, the Company has also made arrangements for shareholders to audit the Meeting by telephone through the following numbers:

Greater Toronto Area: 416.343.2658	Toll-Free North America: 1.866.440.8939
Participant Code: 9711309	

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 9, 2020 (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 under National Instrument 54-101 and National Instrument 51-102 (“**Notice-and-Access**”) 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.sedar.com and on the TSX Trust website at <https://docstxtrust.com/2165>.

The Company will provide to any shareholder, free of charge, upon request to the Corporation’s transfer agent, TSX Trust Company, telephone no.: 1-866-600-5869 or e-mail: TMXEInvestorServices@tmx.com, a paper copy of the Circular and any financial statements or management discussion and analysis of the Company filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for you to receive and review a paper copy of the Circular or other document prior to the proxy deadline, you should make your request for a paper copy to the Company’s transfer agent by 5:00 p.m. (EDT) on April 24, 2020.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy no later than 10:30 a.m. (Toronto time) on May 1, 2020 or, if the Meeting is adjourned, no later than on the penultimate day preceding the date of the adjournment (excluding Saturdays, Sundays and holidays) or delivered to the Chairman 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 be present personally at 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 this 27th day of March 2020.

By Order of the Board

“H. Vance White ”

H. Vance White, President and CEO