

Nickel 28 Provides Update on Executive Compensation Matters and Announces Adoption of Fixed Stock Option Plan

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Toronto, October 31, 2024 - [Nickel 28 Capital Corp.](#) (TSXV: NKL) (FSE: 3JC0) ("Nickel 28" or the "Company") is pleased to provide an update on executive compensation matters and announce the adoption by the board of directors (the "Board") of a fixed 10% stock option plan (the "Fixed Stock Option Plan").

"We are pleased to announce the adoption of a new fixed 10% stock option plan as a final element of Nickel 28's new and enhanced executive compensation program," commented C. Ian Ross, Chairman of the Board of Nickel 28. "Since the reconstitution of the Board in August 2023, Nickel 28, through the combined efforts of our Board, its Special Committee and its Compensation, Nominating and Corporate Governance Committee, has been diligently working to develop a new framework to ensure our executive compensation is qualitatively benchmarked and representative of market best practices."

The adoption of the Fixed Stock Option Plan concludes a process commenced by the Company following the reconstitution of the Board in August 2023, which included a comprehensive review and evaluation by an independent Special Committee of the Board of the historical approach to executive compensation and related plans, policies and programs in conjunction with an independent investigation, in consultation with independent legal counsel and professional advisors into, among other things, historical compensation arrangements (including historical equity-based compensation grants and compliance with the Company's various internal policies and procedures).

As part of this review process, the Board retained Compensation Governance Partners Inc., an independent executive compensation and governance advisory firm, to assist with the preparation of an independent analysis of the Company's historical approach to executive and director compensation, as well as the development of a new framework for executive and director compensation for the Company going forward.

Executive Management Arrangements

During October 2024, the Company entered into new contractual arrangements with each of Christopher Wallace and Craig Lennon in respect of their new full-time roles as President & Chief Executive Officer and Chief Financial Officer & Corporate Secretary of the Company, respectively. Mr. Wallace's contract calls for a base salary of US\$300,000 a year and provides for his participation in both an annual incentive and long-term incentive plan. The maximum amount payable under each of those plans is 100% of Mr. Wallace's base salary. Payments under these plans will be tied to and paid upon the achievement of pre-determined objectives, identified by the Board, which are deemed by the Board to increase shareholder value. The Company notes that the maximum amount payable under Mr. Wallace's contract in any year (on a grant date basis) represents a reduction of more than 60% when compared to what the Company's former CEO received in compensation in the financial year ended January 31, 2023.

Mr. Lennon's contract calls for a base salary of US\$250,000 a year and provides for his participation in both an annual incentive and long-term incentive plan. The maximum amount payable under each of those plans is 100% of Mr. Lennon's base salary. Payments under these plans will be tied to and paid upon the achievement of pre-determined objectives, identified by the Board, which are deemed by the Board to increase shareholder value. The Company notes that, while Mr. Lennon has assumed the responsibilities of Chief Financial Officer & Corporate Secretary while also retaining his responsibilities as Head of Asia Pacific and day-to-day manager of the Company's Ramu Joint Venture relationships, the maximum amount payable under Mr. Lennon's contract in any year (on a grant date basis) is less than what the Company's former CFO received in compensation in the financial year ended January 31, 2023.

Chairman C. Ian Ross had the following to say about Nickel 28's new executive management arrangements:

"Nickel 28 has come a long way over the last fourteen months and, as evidenced by the Company's new executive compensation arrangements, has substantially reduced its cost structure to the benefit of Company shareholders. Of note, the Company has materially reduced the grant date basis compensation of its two most senior executives while also reducing its executive team from five to two. Finally, Nickel 28's reconstituted Board is committed to ensuring that incentive and variable compensation is paid only for the achievement of exceptional results and is not issued as a matter of course. We have every confidence in the ability of Chris and Craig to deliver for shareholders."

Adoption of 10% Fixed Stock Option Plan

On October 30, 2024, the Board adopted the Fixed Stock Option Plan. The purpose of the Fixed Stock Option Plan is to provide the Company with the means to encourage, attract, retain and motivate eligible participants by granting stock options to purchase common shares of Nickel 28 to provide them with a proprietary interest in the Company.

Under the Fixed Stock Option Plan, the Company may grant options to acquire up to a fixed maximum limit of 8,932,230 common shares of the Company, representing approximately 9.9% of the current issued and outstanding common shares, subject to the terms and conditions prescribed by the TSXV, and applicable securities laws.

The Fixed Stock Option Plan is not a "rolling" plan, and no other type of equity-based securities (such as restricted share units or performance share units) may be issued pursuant to the Fixed Stock Option Plan.

The Fixed Stock Option Plan has been approved by the Board following receipt of the unanimous recommendation of the Board's fully independent Compensation, Nominating and Corporate Governance Committee, and has been conditionally approved by the TSX Venture Exchange.

A copy of the Fixed Stock Option Plan will be made available on the Company's website at www.nickel28.com as well as filed under the Company's profile on SEDAR+ at www.sedarplus.ca.

Grant of Stock Options

In connection with adoption of the Fixed Stock Option Plan, the Company has granted an aggregate of 500,000 stock options to purchase common shares of the Company to Mr. Wallace; this grant is being made in lieu of any grant that may have been payable to Mr. Wallace under the Company's long-term incentive plan for the financial year ended January 31, 2025. These stock options are exercisable at a price of \$0.82 per common share for a period of five years and vest over three years as follows: one-third vesting immediately, one-third vesting after one year and one-third vesting after two years. The grant was made pursuant to the terms of the new agreement entered into with Mr. Wallace in respect of his full-time executive role with the Company.

About Nickel 28

Nickel 28 Capital Corp. is a nickel-cobalt producer through its 8.56% joint-venture interest in the producing, long-life and world-class Ramu Nickel-Cobalt Operation located in Papua New Guinea. Ramu provides Nickel 28 with significant attributable nickel and cobalt production thereby offering our shareholders direct exposure to two metals which are critical to the adoption of electric vehicles. In addition, Nickel 28 manages a portfolio of 10 nickel and cobalt royalties on development and exploration projects in Canada, Australia and Papua New Guinea.

Cautionary Note Regarding Forward-Looking Statements

This news release contains certain information which constitutes 'forward-looking statements' and 'forward-looking information' within the meaning of applicable Canadian securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may",

"should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. Forward-looking statements in this news release include, but are not limited to: statements with respect to future executive compensation arrangements of the Company; and statements with respect to the business and assets of the Company and its strategy going forward. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, most of which are beyond the Company's control. Should one or more of the risks or uncertainties underlying these forward-looking statements materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements.

The forward-looking statements contained herein are made as of the date of this release and, other than as required by applicable securities laws, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. The forward-looking statements contained in this release are expressly qualified by this cautionary statement.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No securities regulatory authority has either approved or disapproved of the contents of this news release.

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