


**INCORPORATION AGREEMENT**

This Incorporation Agreement dated for reference the 10th day of November, 2010.

1. The undersigned wishes to form a company under the *Business Corporations Act*.
2. The name of the Company will be "CANADA NICKEL CORP." (the "Company").
3. The undersigned adopts the Incorporation Application and Notice of Articles attached to this Incorporation Agreement.
4. The undersigned agrees to take the number and class of shares in the Company set out opposite their name.

Date: November 10, 2010

  
JED M. HOPS

1 common



Ministry of Finance  
Corporate and Personal  
Property Registries  
www.fin.gov.bc.ca/registries

# INCORPORATION APPLICATION

## FORM 1 – BC COMPANY Section 10 Business Corporations Act

Telephone: 250 356 – 8626

**DO NOT MAIL THIS FORM to the Corporate and Personal Property Registries unless you are instructed to do so by registry staff. The Regulation under the Business Corporations Act requires this form to be filed on the Internet at [www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)**

### Freedom of Information and Protection of Privacy Act (FIPPA)

The personal information requested on this form is made available to the public under the authority of the *Business Corporations Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

#### A. NAME OF COMPANY – Choose **one** of the following:



The name CANADA NICKEL CORP. is the name reserved for the company to be incorporated. The name reservation number is NR0771996 OR



The company is to be incorporated with a name created by adding "B.C. Ltd." after the incorporation number of the company.

#### B. INCORPORATION EFFECTIVE DATE – Choose **one** of the following:



The incorporation is to take effect at the time that this application is filed with the registrar.



The incorporation is to take effect at 12:01 a.m. Pacific Time on \_\_\_\_\_ being a date that is not more than ten days after the date of the filing of this application.



The incorporation is to take effect at \_\_\_\_\_ ☐ a.m. or ☐ p.m. Pacific Time on \_\_\_\_\_ being a date and time that is not more than ten days after the date of the filing of this application.

#### C. INCORPORATOR NAME(S) AND MAILING ADDRESS(ES)

If an incorporator is a corporation or firm, enter the full name of the corporation or firm. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME	MAILING ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE
Hops, Jed M.			1200 - 750 West Pender Street Vancouver, BC V6C 2T8

#### D. COMPLETING PARTY – The completing party must be an individual, not a corporation or firm.

LAST NAME	FIRST NAME	MIDDLE NAME
Klassen, Carmen		

#### E. MAILING ADDRESS OF COMPLETING PARTY INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE

1200 - 750 West Pender Street, Vancouver, BC V6C 2T8

## F. COMPLETING PARTY STATEMENT

FIRST NAME

MIDDLE NAME

LAST NAME

I, Klassen, Carmen,

the completing party, have examined the Articles and Incorporation Agreement applicable to the company that is to be incorporated by the filing of this Incorporation Application and confirm that:

- (a) the Articles and Incorporation Agreement both contain a signature line for each person identified as an incorporator in the Incorporation Application with the name of that person set out legibly under the signature line,
- (b) an original signature has been placed on each of those signature lines, and
- (c) I have no reason to believe that the signature placed on a signature line is not the signature of the person whose name is set out under that signature line.

NAME OF COMPLETING PARTY

SIGNATURE OF COMPLETING PARTY

DATE SIGNED

YYYY / MM / DD

Klassen, Carmen

X

## NOTICE OF ARTICLES

### A. NAME OF COMPANY

Set out the name of the company as set out in Item A of the Incorporation Application.

CANADA NICKEL CORP.

### B. TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada

### C. DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9:00 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME	DELIVERY ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE	MAILING ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE
Proust, John G.			6630 Marine Crescent Vancouver, BC V6P 5X1	
Snucins, Peter			12 Fallingbrook Crescent Scarborough, ON M1N 1A9	
Andrews, Michael J.			West Lynn, La Rue, St. Ouen Jersey, Channel Islands JE 2LS	

### D. REGISTERED OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE (INCLUDING BC and POSTAL CODE)

1200 - 750 West Pender Street, Vancouver, BC V6C 2T8

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE (INCLUDING BC and POSTAL CODE)

1200 - 750 West Pender Street, Vancouver, BC V6C 2T8

### E. RECORDS OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE (INCLUDING BC and POSTAL CODE)

1200 - 750 West Pender Street, Vancouver, BC V6C 2T8

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE (INCLUDING BC and POSTAL CODE)

1200 - 750 West Pender Street, Vancouver, BC V6C 2T8

### F. AUTHORIZED SHARE STRUCTURE

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number	Kind of shares of this class or series of shares		Are there special rights or restrictions attached to the shares of this class or series of shares?
	MAXIMUM NUMBER OF SHARES AUTHORIZED OR "NO MAXIMUM NUMBER"	PAR VALUE OR WITHOUT PAR VALUE	TYPE OF CURRENCY	YES/NO
common	no maximum number	without par value	n/a	No