

NICOLA MINING INC.

Corporate Governance Disclosure Pursuant to Nasdaq Rule 5615(a)(3)

As a foreign private issuer listed on the Nasdaq Capital Market, Nicola Mining Inc. (“**Nicola**”) is permitted to follow its home country corporate governance practices in lieu of certain Nasdaq corporate governance requirements, pursuant to Nasdaq Listing Rule 5615(a)(3). Below is a summary of the Nasdaq corporate governance requirements that Nicola does not follow and the corresponding Canadian practices it adheres to instead.

Nasdaq Rule	Nasdaq Requirement	Home Country Practice Followed (Canada)
5605(e)(1)-(2)	Independent director involvement in director nominations and a formal nominations committee charter	Canadian law does not require independent oversight or a formal charter for director nominations
5605(d)(1)	CEO must not be present during compensation deliberations	Canadian law does not require this restriction in a compensation committee charter
5605(d)(2)	Compensation committee must consist of at least two independent directors	Canadian law does not require a compensation committee composed of independent directors
5605(b)(2)	Independent directors must meet in executive session	Canadian law permits independent directors to meet without management at board meetings, but does not mandate separate executive sessions
5620(c)	Minimum quorum of 33 1/3% of outstanding voting shares for shareholder meetings	Under British Columbia law, quorum may be defined in the company’s articles; Nicola’s articles set quorum at 2 persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares entitled to be voted at the meeting

Nasdaq Rule	Nasdaq Requirement	Home Country Practice Followed (Canada)
5610	Publicly available code of conduct for directors, officers, and employees	Canadian law does not require a written code of conduct to be adopted or published
5620(b)	Proxy solicitation and provision of proxy materials to Nasdaq	Nicola follows Canadian proxy rules and is exempt from U.S. proxy rules under Exchange Act Sections 14(a)-(f)
5635	Shareholder approval for equity compensation plans and material revisions	Nicola follows TSXV rules, which require shareholder approval for rolling stock option plans and fixed compensation plans every year and for other amendments, subject to the policies of the TSXV.

Note: The information contained on or accessible through this website does not form part of Nicola's Annual Report on Form 40-F and is provided solely to comply with Nasdaq Rule 5615(a)(3).