

QUÉBEC NICKEL CORP.

(the "Company")

WHAT ARE WE OFFERING?

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|----------------------------|---|
| Offering: | A minimum of 2,500,000 units and a maximum of 22,500,000 units at a price of \$0.20 (the " Units "). Each Unit consists of one (1) common share of the Company (a " Common Share ") and one-half of one (1/2) Common Share purchase warrant (each whole common share purchase warrant referred to as a " Warrant "). Each Warrant is exercisable into one Common Share at a price of \$0.30 for a period of 24 months (the " Offering "). |
| Offering Price: | \$0.20 per Unit |
| Offering Amount: | A minimum of 2,500,000 Units and a maximum of 22,500,000 Units, for minimum gross proceeds of \$500,000 and maximum gross proceeds of \$4,500,000. |
| Closing Date: | On or about December 8, 2022 |
| Exchange: | The Common Shares of the Company are listed on the Canadian Securities Exchange (" CSE ") under the trading symbol "QNI". |
| Last Closing Price: | On November 23, 2022, the closing price of the Common Shares on the CSE was \$0.20. |

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Québec Nickel Corp. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.

- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration plans at the Company’s mineral properties, including exploration timelines and anticipated costs; completion of the Offering, the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; raising the minimum or maximum proceeds of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of nickel and other metals; changes in project parameters as exploration plans continue to be refined; costs of exploration including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; exploration results not being consistent with the Company’s expectations; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; other risks of the mining industry; and risks related to the effects of COVID-19. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedar.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and

information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

Québec Nickel Corp. is a mineral exploration company focused on acquiring, exploring, and developing nickel projects in Québec, Canada. The Company has a 100% interest in the Ducros Property, consisting of 280 contiguous mining claims covering 15,147 hectares within the eastern portion of the Abitibi Greenstone Belt in Québec, Canada.

Recent Developments

Over the course of Q1 2022, the Company announced the signing of a contract with Geotech Airborne Geophysical Surveys to conduct a 1,717-line-kilometre VTEM™ airborne geophysical survey over the entire Ducros property. In early February 2022, the Company started Phase I of exploration drilling at the Fortin Sill Ni-Cu-PGE target and also announced trading of the Company's common shares on the OTCQB Venture Market (see press release dated February 22, 2022 for more information).

On April 27, 2022, the Company announced that it received the final VTEM™ airborne geophysical data (see press release dated April 27, 2022 for more information).

On May 16, 2022, the Company reported a 31-metre-long drill intercept averaging 0.37% Ni, 0.40% Cu and 0.55 g/t Pt-Pd-Au in the first hole completed at the Fortin Sill target (hole QDG-22-09) (see press release dated May 16, 2022 for more information).

Over the course of Q3 2022, the Company initiated a property-wide biogeochemical survey and a high-resolution drone-based magnetic surveys over high-priority targets. It also announced that the channel sampling of the entire Fortin Sill discovery outcrop exposure was initiated and that a new director was appointed to the Company's Board. A second drill was added to the property to begin the inaugural 3,000 metres drilling program at the Ducros Ultramafic Sill Complex. On August 30, 2022, the Company announced that the step-out drilling at Fortin Sill Zone intersects 1.85% Ni, 1.65% Cu and 3.27 g/t Pt-Pd-Au Over 8.43 metres and that channel sample results from the Fortin Sill Zone discovery outcrop return up to 1.30% Ni + Cu, 179 ppm Co, 1.39 g/t Pt-Pd-Au over 13.00 metres including 1.60% Ni + Cu, 178 ppm Co, 2.02 g/t Pt-Pd-Au over 7.16 metres (see press release dated August 30, 2022 for more information).

On October 19, 2022, the Company announced that the follow-up drilling at the Fortin Sill target encountered more Ni-Cu-PGE sulphides (see press release dated October 19, 2022 for more information). Over the course of Q4 2022, the Company announced that a third drill was added to the project to accelerate the gathering of information from the Fortin Sill Zone, the completion of a fixed-wing airborne gravity survey, the possible extension of the Fortin Sill Ni-Cu-PGE Zone intersected at depth by drilling and the collection of 50 cm resolution satellite imagery over the entire project area. On November 17, 2022, the Company announced that it had received data from a 3,000-line-kilometres drone magnetic survey, the completion of the inaugural drilling program at the Ducros Ultramafic Sill Complex and that petrographic and micro-X-ray fluorescence spectrometry work confirm nickel at Fortin Sill Zone is hosted by sulphides (see press release dated November 17, 2022 for more information).

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

In addition to the securities being offered under the Listed Issuer Financing Exemption, the Company will also be offering the following “flow through” common shares on a non-brokered private placement basis:

- National Flow Through – 8,333,333 common shares at \$0.24 per share for proceeds of up to \$2,000,000
- Quebec Flow Through – 12,000,000 common shares at \$0.25 per share for proceeds of up to \$3,000,000

The Company is also proposing to issue additional Units pursuant to applicable prospectus exemptions under National Instrument 45-106 – *Prospectus Exemptions* (in Québec, Regulation 45-106 – *Prospectus Exemptions*). Such Units are being offered concurrently with the Units contemplated by this Offering and, together with this Offering, the aggregate gross proceeds from the distribution of the Units shall not exceed \$5 million.

There can be no guarantee that the Company will be successful in raising the maximum amount under this Offering or closing the other contemplated concurrent “flow through” common share offering.

Business Objectives and Milestones

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the net proceeds from the Offering for more discovery and definition of resource at Fortin Sill Zone and exploration of the Ducros Ultramafic Sill Complex and Ducros Gabbro targets. With the anticipated minimum funding, the Company’s priorities are to:

1. Continue successful drilling at Fortin Sill Zone, 3D modelling and definition drilling between January 2023 and December 2024. The cost to complete this work is estimated to be approximately \$1 million.
2. Carry out the exploration of the Ducros Ultramafic Sill Complex and Ducros Gabbro targets between January 2023 and December 2024. The cost to complete this work is estimated to be approximately \$1 million.

USE OF AVAILABLE FUNDS

Available Funds

What will our available funds be upon the closing of the offering?

The expected availability of funds is \$2.1 million and \$5.8 million for the minimum and maximum offering size, respectively.

| | | Assuming minimum offering only | Assuming 100% of this offering |
|---|--|--------------------------------|--------------------------------|
| A | Amount to be raised by this offering | \$500,000 | \$4,500,000 |
| B | Selling commissions and fees | \$30,000 | \$270,000 |
| C | Estimated offering costs (e.g. legal, accounting, audit) | \$40,000 | \$40,000 |
| D | Net proceeds of offering: $D=A - (B+C)$ | \$430,000 | \$4,190,000 |
| E | Working capital as at most recent month end (deficiency) | \$1,688,000 | \$1,688,000 |
| F | Additional sources of funding | \$- | \$- |
| G | Total available funds: $G = D+E+F$ | \$2,118,000 | \$5,878,000 |

Use of Available Funds

How will we use the available funds?

| Description of intended use of available funds listed in order of priority | Assuming minimum offering only | Assuming 100% of offering |
|--|--------------------------------|---------------------------|
| Further exploration and evaluation of Company's exploration asset | \$1,518,000 | \$4,878,000 |
| General & administration | \$600,000 | \$1,000,000 |
| Total: | \$2,118,000 | \$5,878,000 |

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. In particular, and without limiting the generality of the foregoing, if the Company is successful in closing the contemplated concurrent "flow through" common share offering, then the gross proceeds from the issue and sale of such "flow through" common shares will be applied toward the

Company's exploration programs on its properties, which would decrease the amount allocated for further exploration from the proceeds raised under this Offering.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to explore its properties and conduct additional drilling with the goal of updating mineral resource estimates, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

Use of Funds from Previous Financings

How have we used the other funds we have raised in the past 12 months?

| Date of Financing and Funds Raised | Intent of Use of Funds | Explanation of Variances | Impact of Variances on Business Objectives and milestones |
|---|---|---|---|
| November 10, 2021 (closing in 2 tranches) Raising gross proceeds of \$7,700,000 | \$1,000,000 - general & administration costs (professional fees, premise rent, investor relations costs, regulatory fees) | \$600,000 used for general and administration costs | Lower than expected G&A costs allowed for additional explorational activities |
| | \$6,700,000 - exploration work on properties | \$7,100,000 used for exploration work on properties | Increased funds used for additional exploration activities |

FEES AND COMMISSIONS

Involvement of dealers or finders and their fees

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Company has engaged EMD Financial Inc., a registered exempt market dealer, to assist with the Offering. The Company will pay EMD Financial Inc. as well as any other registrants participating in the Offering a finder's fee comprised of a cash commission of up to 6% of the gross proceeds of the Offering and non-transferable finder warrants of up to 6% of the number of Units. Such finder warrants shall entitle

the holder to acquire one common share of the Company at a price of \$0.30 per common share for a period of 24 months.

Dealer Conflicts

Do(es) the dealer(s) have a conflict of interest?

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to the dealer, as such terms are defined in National Instrument 33-105 – Underwriting Conflicts.

PURCHASERS’ RIGHTS

Purchasers’ rights

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- a. to rescind your purchase of these securities with the Company, or
- b. to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Additional Information

Where can you find more information about us?

Security holders can access the Company's continuous disclosure at www.sedar.com and on the Company's website <https://quebecnickel.com>.

DATE AND CERTIFICATE

Certificate

This offering document, together with any document filed under Canadian securities legislation on or after November 24, 2021, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: November 24, 2022

“David Patterson”

DAVID PATTERSON
Chief Executive Officer

“Ming Jang”

MING JANG
Chief Financial Officer