



CENTRAL AMERICA NICKEL INC.

EXECUTIVE SUMMARY

November, 2016

IN
PARTNERSHIP
WITH



FALCONBRIDGE



Mcnaally bharat Engineering co.Ltd

Central America Nickel, Inc. - Gold Projects in Cuba:

Central America Nickel, Inc. ("CAN") has received confirmation from the Cuban government via a letter from VARONA Empresa Metal-Mecanica (see PPM), Cuba's largest engineering, procurement and construction firm of the following concessions for these gold and nickel joint venture projects and mines:

1. The following gold mines in the province of Camaguey: a. El Pilar; b. Jacinto; c. Golden Hill; d. Maclama; e. Florencia; f. Gaspar and; g. Leila. As well as additional satellite gold projects that are in the province of Camaguey.
 2. The following gold deposits in the province of Holguin: a. De Reina Victoria; b. Agrupada; c. Nuevo Potosi and; d. Holguinera.
- The Founder and CEO of CAN, Pierre Gauthier, was the founder and CEO of KWG Resources which had the concession for El Pilar in the mid '90s, during which time KWG spent approximately \$20 million and an estimated 4 million oz Au *for that mine only*. There are approximately 50 gold mines on these properties in Camaguey and Holguin, with over 1,000 occurrences of gold. See Map of Gold Concessions on page 3.
 - According to CAN's geologist, the geology of this 300 km long gold concession in the provinces of Camaguey and Holguin most closely resembles that of the Abitibi Gold Belt region of Canada that extends from Wawa, Ontario to Val d'Or, Quebec. Located within the mineral-rich Abitibi greenstone belt, the gold belt is an established gold mining district having produced over 100 mines, and 170 million ounces of gold since 1901.
 - The Camaguey to Holguin gold belt extends over a distance of 300 km, contains a minimum of 4.95 million ounces, 50 past producing mines (small scale) of which 11 have been allocated to Central American Nickel Inc. as well as all other satellite mines within the Camaguey Holguin provinces. If the potential is 10% of the Abitibi gold belt, would extract 17 million ounces of Au with a gross value of \$20 billion.
 - The Cuban gold belt has never been developed since the Cuban revolution except in 1996 when the Canadian companies spent over 100 million dollars to start defining the potential of this belt.
3. The following Nickel exploitation projects and mines: San Felipe – 300 million tons of grade 1.25% nickel proved by BHP Billington (7,000 drill holes) - \$37 billion FMV of refined nickel – at a 1% valuation, San Felipe is currently worth \$370 million.. Nickel Carbonate Plant in Che Guevera – produces 20,000 tons of 48% nickel concentrate and 10% cobalt annually. CAN will finance and have built a CVMR Nickel Powder Refinery at this facility. Nickel powders sell for 3 to 5 times the price of refined nickel.

BASIC JOINT VENTURE CONCESSION TERMS WITH VARONA AND GEOMINERA:

1. CAN is responsible for all capital expenditures and operating costs to put the mines into production including exploration, development, exploitation and the construction of CVMR Nickel Powder Refineries.
2. Profit participation for each partner of the joint venture: GeoMinera 51% and CAN 49%.
3. CAN will receive 80% of the cash flow until the Company's capital contributions have been repaid.
4. Any debt financing that is received by the project(s) will be repaid from the combined cash flow of both parties.
5. The amount of time for which these joint venture development that has been guaranteed for these concessions is for as long as the resources being developed exist.

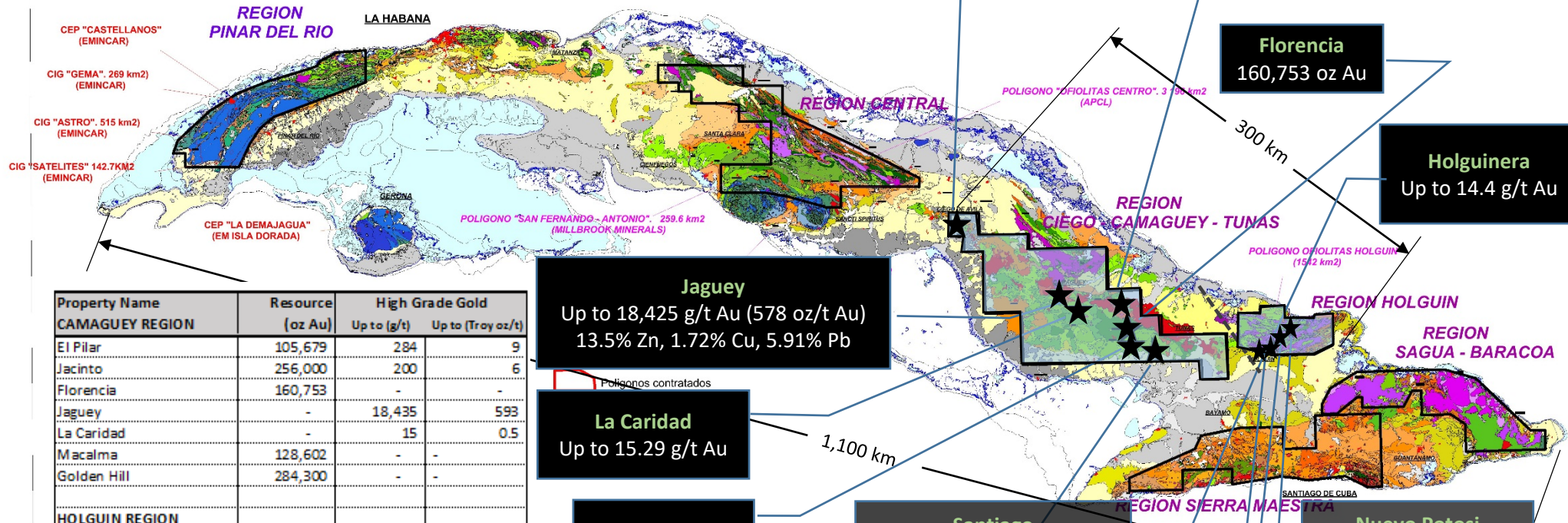
Central American Nickel Inc. Gold Projects in Cuba

El Pilar

GeoMinera Estimated Resource:
105,679 oz Au, 32.2 M lb Cu
Potential based on KWG data: 4 M
oz Au at 13.4 g/t Au

GEOMINERA SA. OPORTUNIDADES DE INVERSION

MAPA DE ACTUALIZACION DE AREAS CONTRATADAS



Property Name	Resource (oz Au)	High Grade Gold Up to (g/t)	High Grade Gold Up to (Troy oz/t)
CAMAGUEY REGION			
El Pilar	105,679	284	9
Jacinto	256,000	200	6
Florencia	160,753	-	-
Jaguey	-	18,435	593
La Caridad	-	15	0.5
Macalma	128,602	-	-
Golden Hill	284,300	-	-
HOLGUIN REGION			
Santiago	-	26,780	861
Reyna Victoria	117,600	40	1.3
Nuevo Potosi	-	125	4
Agrupada	5,940	200	6.4
Holguinera	-	14	0.5
Total Estimated by GeoMinera	1,058,874	Troy oz Au	
Potential based on KWG			
Bulk Sampling in 1996	4,000,000	Troy oz Au	
Total Resource with KWG Estimate	4,953,195	Troy oz Au	

Scale
150 km

1 COMPANY OVERVIEW

We are observing a revolution in the manufacturing of metal objects with the use of three-dimensional printing that is completely changing the face and function of manufacturing. The essential ingredient for this new age of manufacturing will be Nickel powder. CVMR¹, which is CAN’s technology partner, owns over a hundred patents and has been selling various metal powders and nano-powders to the following customers for over 20 years: the Canadian Defense Dept., the U.S. Defense Dept., the U.S. Dept. of Energy., Vale Inco, GM, General Dynamics, Barrick Gold, GE and NASA. These nickel powders are sold at more than three to five times the price of refined nickel.

Central America Nickel Inc. (“CAN”) is a Canadian corporation focused on the development and production of gold and refined nickel from nickeliferous laterite mines located in the Cuba, the Dominican Republic and Guatemala. CAN is also focused on refining the nickel into nickel powders and nano-powders utilizing CVMR’s patented modular refinery technologies. These nickel powders sell for three to five times the underlying price of refined nickel, thereby almost entirely eliminating commodity pricing risk.

MINERAL ASSETS

MINE	LOCATION	ESTIMATED(E) / PROVEN(P) RESERVE	NICKEL GRADE
Falcondo Dominicana nickel mine	Dominican Republic	11 MT(P)	1.25%
San Felipe nickel mine	Cuba	300 MT(E)	1.25%
Santa Cruz nickel mine	Guatemala	200 MT(E)	2.0%
Rio Negro nickel mine	Guatemala	26 MT(P)	1.6%

¹ CVMR has over USD \$2 billion in annual revenues and more than 10,000 employees worldwide.

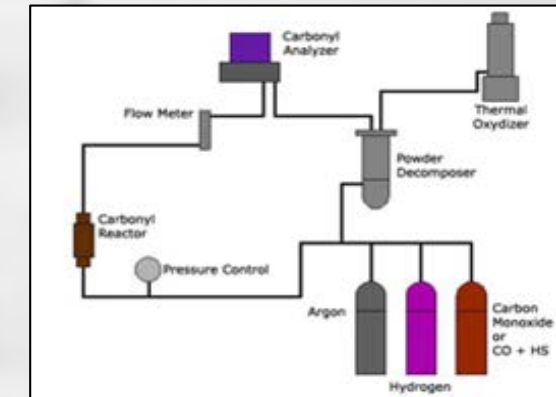
2 CAN LICENSES WORLD CLASS NICKEL REFINING TECHNOLOGIES:

- A. CVMR** - CAN has signed a Technology Licensing Agreement² with CVMR Corporation for exclusive rights to the CVMR patented refining processes for the production of nickel powders and battery grade lithium carbonite for the territories of Guatemala, Cuba, Dominican Republic and Bolivia. The proprietary vapour metallurgy process used by CVMR® refines various metals by chemically vaporizing them close to atmospheric pressure and relatively low temperatures. It simultaneously manufactures various metal powders and metal parts, as part of the same process, for the end user markets. The process does not melt the metals as is done in the usual smelting processes. **CVMR®'s plants are pollution free and completely neutral to the environment. They create no air, water or soil pollution of any kind.**

Initially, CAN will sell nickel concentrate at a grade of 10% to financially credible third parties worldwide or to CVMR (see Financial Forecast on page 10). The production of nickel concentrate will start at the Falcondo Dominicana nickel mine in the Dominican Republic by the 1st quarter of 2017. (see page 4 for description).

After the first CVMR Modular Nickel Powder Refinery is financed and built (estimated cost is USD \$63.35 million), CAN will produce nickel powders which sell for 3 to 5 times the price of refined nickel, utilizing the nickel concentrate from the Falcondo Dominicana mine (see Financial Forecast on page 10).

Schematic of the CVMR® Process for Refining Nickel



APPLICATIONS - All CVMR®'s refining/manufacturing plants are built on a modular basis, enabling a substantial degree of flexibility, allowing a plant to be built and to grow in size gradually, in different phases. Each phase is self-sufficient and pays off its own capital cost in less than three years and continues to operate as a module within the larger, fully integrated operation for the entire life of the plant, estimated to be well over 35 years. CVMR®'s refining/manufacturing process is capable of producing pure metal products with very high degree of purity. Moreover, it produces products for final consumption without a need for further enhancement, e.g. various metal powders for use in batteries, 3D Printing, aerospace and automotive parts manufacturing, nano-powders, net shapes, medical instruments, computer parts, electronic parts, molds and tools, super alloys, sophisticated net shapes for use in the defense, automotive, aerospace and space industries.

² CAN has issued 6 million common shares or 30% of the Company's total shares issued outstanding for this Technology Licensing Agreement. In addition, CAN must pay CVMR a royalty of 15% of EBITDA for the revenues generated by each CVMR Modular Refinery financed and owned by CAN.

B. Falcondo Dominicana in the Dominican Republic - CAN has signed an agreement with Falcondo Dominicana to process 11 million tons of proven nickel reserves at a grade of 1.25% nickel. Falcondo Dominicana (owned by Falconbridge Dominicana S.A.) and the previous owner, Glencore Xstrata, both conducted extensive drill programs on this ore. CAN will have the right to process this reserve by paying Falcondo \$10 per ton of ore processed (see Financial Forecast on page 10). The gross proven nickel content is \$1.47 billion (137,500 tons of nickel at a price of \$10,700). The ore body is located within the boundaries of the existing Falcondo mining concession, which has all the necessary environmental and mining permits to start production immediately. The mine has immediate access to electricity that will be supplied to CAN by the Falcondo power grid located on the property.

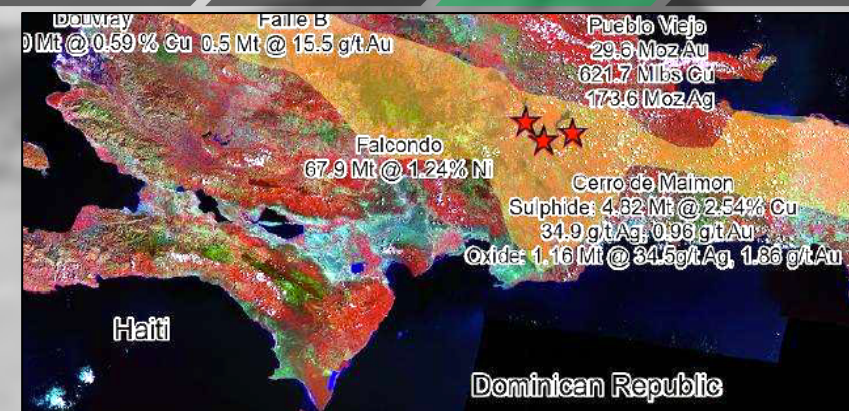
KEY HIGHLIGHTS ON FALCONDO NICKEL MINE:

- ❖ **Environmental permits in place** to start the production immediately
- ❖ **Immediate access to electricity** via Falcondo Power Grid.
- ❖ **Capital raising is not required** to launch mining operations as CAN is finalizing an agreement with **McNally Bharat Engineering** to supply all the necessary concentration equipment for the project in exchange for 25% of EBITDA.
- ❖ **Proven reserve sampled and drilled** by Falconbridge & Xstrata.
- ❖ **Granted a site** for building a plant, free of charge.

CAN is finalizing an agreement with McNally Bharat Engineering ("MBE"), which is a leading manufacturer of material handling, crushing and screening equipment, equipment for steel, mining, cement and ports and process plant equipment. MBE will supply all the necessary concentration equipment for the Dominican Project against a joint venture interest of 25% of EBITDA in the project. By signing an agreement with MBE, CAN will not need to raise any capital to launch this project.

- ✓ **\$1.47 BN**
WORTH PROVEN RESOURCES
- ✓ **US\$10.0/TON**
PURCHASE PRICE FROM HMR
- ✓ **NEGOTIATED**
ELECTRICITY & WATER RATES
- ✓ **GRANTED**
LAND SITE FREE OF CHARGE
- ✓ **47% EBITDA M**
IN 1ST FULL YEAR OF OPERATION

DEVELOPMENT MILESTONE



PROJECTED EBITDA - FALCONDO NICKEL CONCENTRATION (IN USD MILLION)



C. VARONA Inc - CAN has received the Confirmation Letter from VARONA Inc. (100% owned by the Cuban government) to implement CVMR nickel powder refinery processes for the development of various mines located in Cuba and Bolivia. VARONA Inc. is the engineering construction arm of the Cuban government and will be responsible for building the CAN/CVMR plants for nickel mines in Cuba and lithium mines in Bolivia. The initial focus will be a CVMR Nickel Powder Refinery for the Nickel Carbonate Plant in Che Guevera which produces 20,000 tons of 48% nickel concentrate and 10% cobalt annually and the San Felipe nickel mine, which has estimated proved reserves of 300 million tons of Nickel with a grade of 1.25% nickel. San Felipe is the largest proven non-operating nickel mine in the world.

KEY HIGHLIGHTS ON SAN FELIPE NICKEL MINE:

- ❖ **An extensive exploration drilling program (7,000 drill holes)** was conducted by BHP Billiton in order to delineate the ore body and prove up the resources. BHP is the 2nd largest mining company in the world.
- ❖ **Strategically located** within 30 km of a deep-sea port, railway and airport with full power lines in close proximity.
- ❖ **The property is not subject to Helms-Burton legislation** that deals with previous ownership of properties by foreigners before the Cuban revolution.
- ❖ BHP did not put San Felipe into production because they did not have the technology to profitably extract the nickel contained in the fine clay ore. **CVMR has the most advanced nickel extraction technologies in the world using vapor metallurgy.**
- ❖ **CAN has signed an Intention Letter (MOU) with Varona Inc.** – the Company expects to sign definitive agreements by the end of September, 2016.

✓ **38 KM**
DRILLING
SURFACE & UG

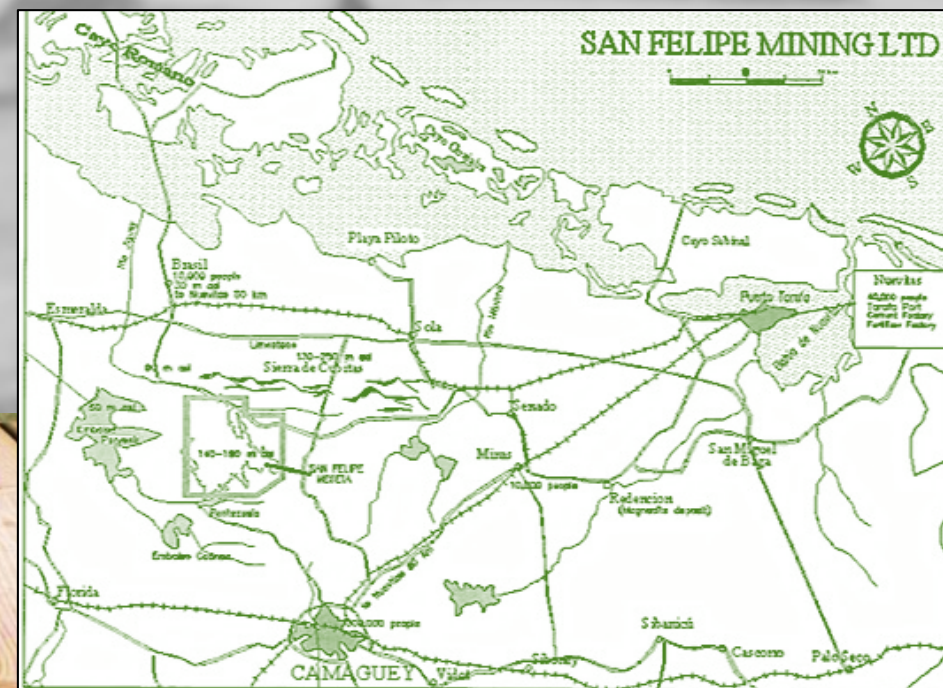
✓ **30 KM**
DEEP-SEA PORT,
RAILWAY & AIRPORT

✓ **>45 YEARS**
LIFE OF MINE

✓ **55k-65k TPA**
EXPECTED

✓ **FEASIBILITY**
POSITIVE (BHP)

DEVELOPMENT MILESTONE



D. NICHROMET GUATEMALA S.A. - CAN has acquired 100% of Nichromet Guatemala which is the owner of Sierra de Santa Cruz deposit located in Guatemala and is open at depth and laterally and offers the potential for 800 million tons of nickel mineralization which could make it one of the largest nickel deposits in the world.

BACKGROUND & HISTORY OF GUATEMALA

In the '70s, International Nickel Company (INCO), the world's largest nickel company, spent \$500 million in Guatemala discovering and putting into production major nickel reserves including the building of a ferronickel refinery. The mining industry in Guatemala was paralyzed for 30 years because of a civil war that ended in 2003. In 2007, VALE Inc. (<http://www.vale.com/>) undertook a \$10 million exploration program to discover new deposits and confirm the INCO deposits discovered in the '70s. Today, Central America Nickel Inc. (CAN) has acquired these historical massive nickel reserves deposits developed by INCO and VALE, which are two of the largest mining companies in the world - experts have evaluated these nickel reserves at between 300 to 800 million tons, with 300 million tons proved reserves at economic grades

KEY HIGHLIGHTS ON SANTA CRUZ NICKEL PROJECT:

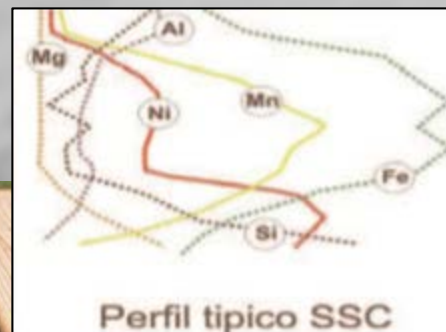
- ❖ **Estimates potential reserves of 200 million tons** at a grade of 2% nickel in the Saprolite zone of the Nichromet property.
- ❖ **66% of the holes stopped in mineralization.**
- ❖ **>300 million tons of Ni with contents above 1% Ni** were identified and proved.
- ❖ **65.85% of the resources area** been estimated and evaluated.
- ❖ **Controls largest land position in region – 1,100 km².**
- ❖ **Potential to discover very large high grade nickel laterites.**
- ❖ **Evaluated 73 km² that represents approximately the 50%.**

✓ **200 Mt @ 2% Ni**
INFERRED RESERVES

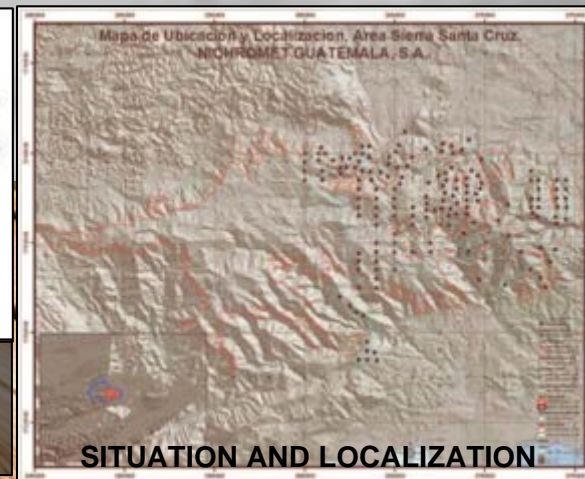
✓ **66%**
HOLES FINISHED IN MINERALIZATION

✓ **HIGH-GRADE**
>1% TO 2% Ni & ABOVE

DEVELOPMENT MILESTONE



Average behavior of the pits in Sierra de Santa Cruz



E. RIO NICKEL S.A. - CAN recently acquired the Rio Negro property, owned by Rio Nickel S.A., which has historical reserves of 26 millions tons of ore containing 1.6% nickel as evaluated by companies such a Teck Corporation and Comino Inc. These historical estimates have been reconfirmed by CAN in the last two years.



MINING RIGHTS A new mining friendly government was elected in Guatemala in the last six months which will allow CAN to proceed with the exploitation of its deposits to produce nickel powders that sell at 3 to 5 times the price of refined nickel metal.

KEY HIGHLIGHTS ON RIO NEGRO PROJECT:

- ❖ Possible mineral deposits are between 15 – 40 Mt grading from 1.2 to 1.7 % Ni which will be the target of further exploration.
- ❖ Exploration license is covering 44 square kilometers.
- ❖ Located 80 kilometers away from Guatemala City.
- ❖ Significant amount of exploration and field work completed between 1950 and 2005.
- ❖ No drilling has been completed to date
- ❖ Moderate climate throughout the year.

✓ **26 Mt @ 1.6% Ni**
HISTORICAL RESERVES

✓ **GRANTED**
EXPLORATION LICENSE

✓ **20-40 Mt**
EXPLORATION TARGET @ 1.3-1.7 Ni

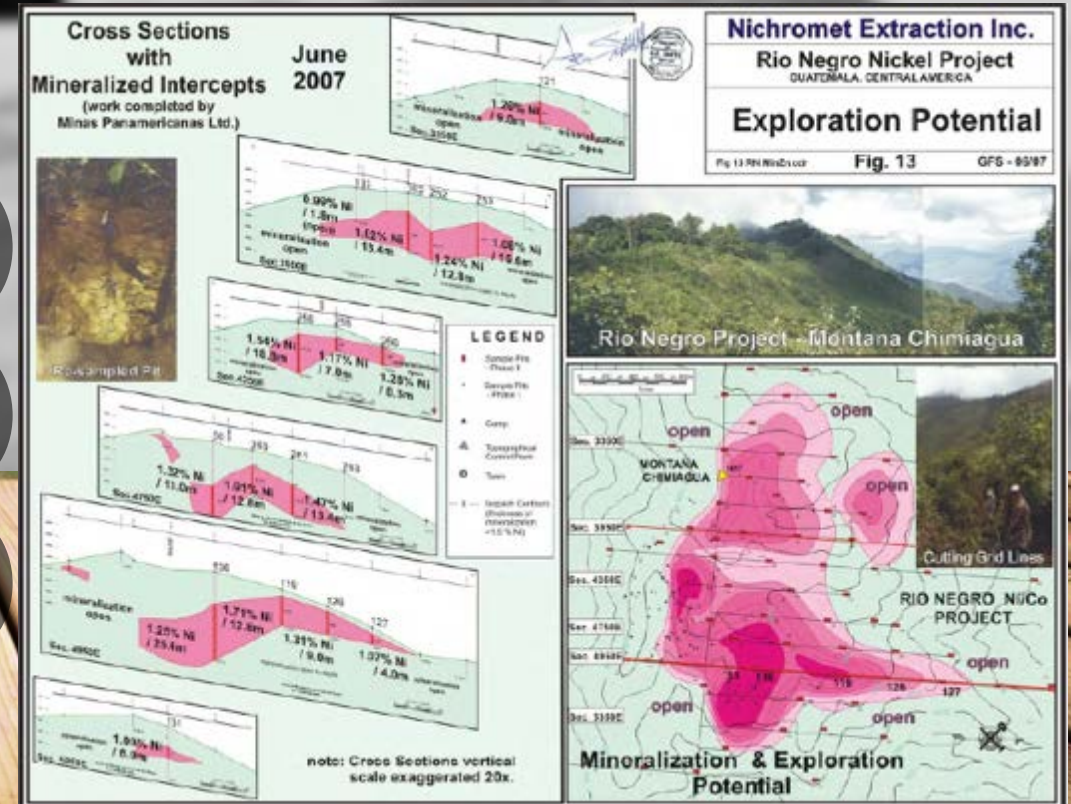
DEVELOPMENT MILESTONE

SCOPING

PRE-
FEASIBILITY

FEASIBILITY

MINING



F. BOLIVIA LITHIUM MINE PROJECT - CAN has acquired the rights to the CVMR lithium carbonate extraction and refining technologies for the country of Bolivia. As a result of signing the VARONA agreement (VARONA is 100% owned by the Cuban government), the CAN / CVMR lithium technology is currently being presented to various levels of the Bolivian government, including President Morales.

CVMR will undertake a Scoping Study and is completely confident that the outcome of the Scoping Study will be positive. If acceptable to the Bolivian government, CVMR's Lithium Carbonate Pilot Program will be established and conducted in Bolivia. We expect the CVMR Pilot Program will cost about USD \$7.6 million.

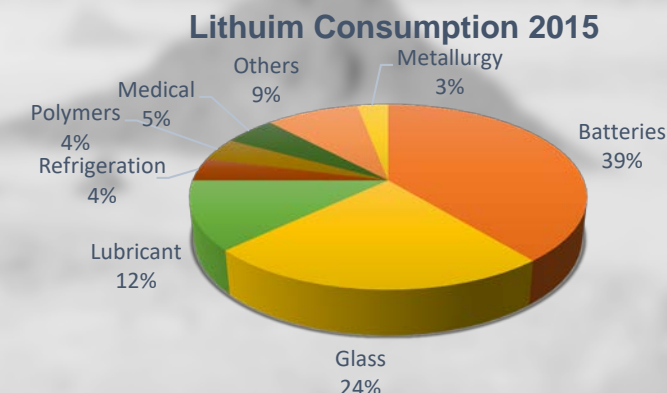
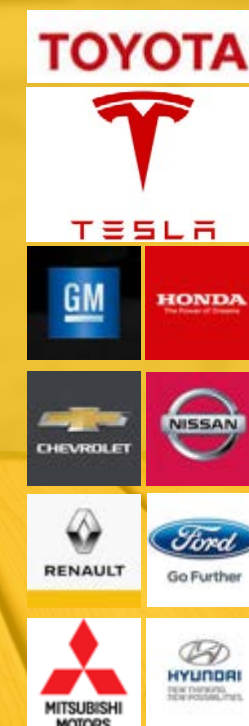
This is the CVMR estimated CAPEX and Operating Profit with two different plant capacities for the production of Lithium Carbonate:

For Production	6,500 TPA	13,000 TPA
Total CAPEX (in million)	\$94.16	\$159.77
Gross Revenue (in million)	\$133.0	\$266.0
Operating Cost (in million)	\$7.45	\$14.51
Operating Profit (in million)	\$125.55	251.49
Operating Margin (%)	94.5%	94.5%

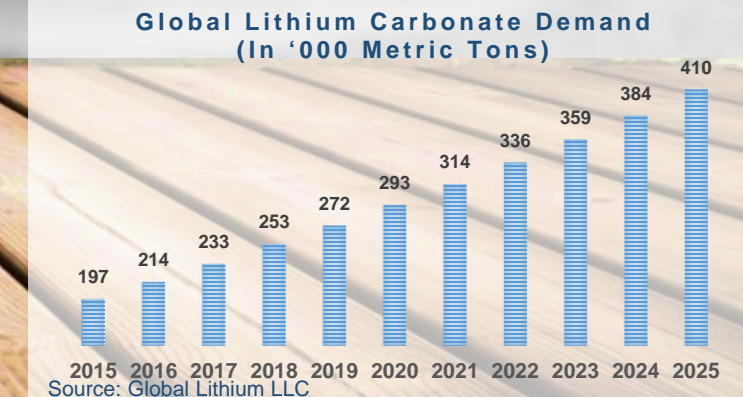
ABOUT LITHIUM METAL: Lithium is the lightest solid element. Most of the known supply of lithium is in Bolivia, Argentina, Chile, Australia and China. Bolivia's lithium is present in pools of brine located under the salt flats, mostly in the Salar de Uyuni (4,086 sq mi) and Coipasa, both of which are located in the regions of Potosi and Oruro, where according to some calculations, the country has 100 millions tons of the metal. Even by conservative estimates, Bolivia has more lithium than the rest of the world combined.

RISING DEMAND OF LITHIUM CARBONATE: The main product of Lithium recovery is Lithium Carbonate especially the battery grade Lithium Carbonate. The battery grade Lithium Carbonate has become a hot investment product in the industry with the fastest rate of growth in its market demand. Its global demand is expected to have reached 181kt in 2015, a rise of 11.8% y/y. According to research house CRU, the battery grade lithium prices in China have rocketed from around US\$7,000/tonne in mid-2015 to well above US\$20,000/tonne recently. Global lithium demand is expected to increase to 534kt by 2025 (184kt in 2015), with batteries accounting for 70% of global demand.

Major Automotive Producers using Lithium Batteries



At Tesla's \$5bn Gigafactory, Elon Musk is seeking to develop a new lithium ion battery that can power a fleet of 500,000 new cars by 2020...



3 CONCLUSION

CENTRAL AMERICA NICKEL WILL PRODUCE GOLD CONCENTRATE AND NICKEL POWER

CAN management expects to begin the production of gold concentrate in Cuba by the 3rd quarter of 2017 and the nickel concentrate at the Falcondo Dominicana mine by the 4th quarter of 2017. The definitive joint venture agreement with Varona for the San Felipe nickel mine in Cuba will be finalized by September, 2016. During the next two years CAN intends to finance, have built and put into operation two CVMR Modular Nickel Powder Refineries with an estimated cost of \$63.35 million each. During the next two years CAN intends to commence production of nickel powders at the San Felipe mine in Cuba. The two nickel mining projects in Guatemala will take some time because feasibility studies, mining permits, environmental permits and significant financing are all required before operations can begin.

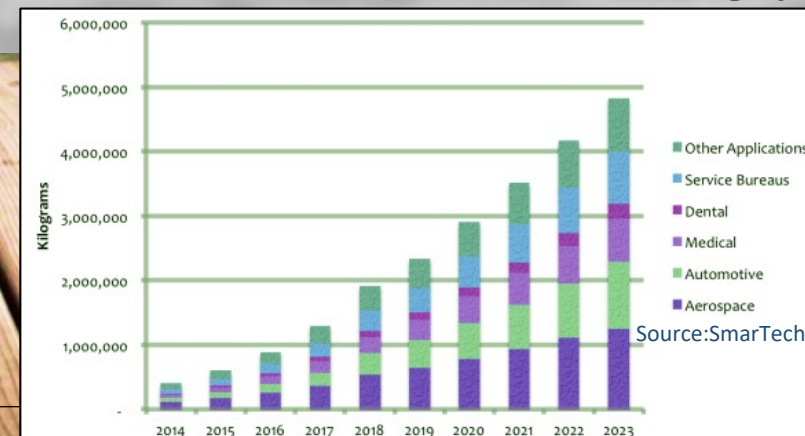
RISK FACTORS, FINANCING REQUIREMENTS AND TIMING ISSUES

There are a number of risks associated with the financing of the two CVMR Modular Nickel Powder Refineries (“CVMR Refineries”) which are set forth on page 14 and in the PPM under *Risk Factors*. Generally project finance requires CAN to put up 20% to 30% of the total cost of the CVMR Refineries in equity capital which would amount to approximately \$25 to \$38 million – there is no assurance that CAN will be able to raise that equity capital. While the production of nickel concentrate from Falcondo would supply the two refineries for 10 years, CAN must obtain offtake agreements from financially strong companies and/or government agencies to purchase at least 80% of the nickel powder production for 10 years. In addition, the EPC company (MBE) must provide performance guarantees for the delivery and performance of the CVMR Refineries.

CAN ACQUISITION OF NICHROMET & RIO NICKEL

Central America Nickel Inc. acquired 100% shares of Nichromet Guatemala S.A. and Rio Nickel S.A. by issuing a total of 14 million shares of CAN. 12 million of these 14 million shares were issued to Pierre Gauthier, the owner of Nichromet and Rio Nickel. Mr. Gauthier is the CEO, Chairman, Founder and controlling shareholder of CAN. The Guatemalan nickel properties are world-class nickel deposits that have been drilled by international nickel company Inco in the 70's and Vale Canada Limited (Vale) in 2008.

Total Metal Powder Demand For Additive Manufacturing By Industry



4 FINANCIAL FORECASTING

CAN - Financial Forecast - Gold Mining and Concentration in Cuba

	Year 1	Year 2	Year 3	Year 4	Year 4
Ounces Produced per Year	30,000	90,000	120,000	150,000	180,000
Price per Ounce	<u>\$1,280</u>	<u>\$1,280</u>	<u>\$1,280</u>	<u>\$1,280</u>	<u>\$1,280</u>
Revenue for Concentrate (75%)	\$28,800,000	\$86,400,000	\$115,200,000	\$144,000,000	\$172,800,000
Operating Cost @ \$50.00 per Oz	<u>(1,500,000)</u>	<u>(4,500,000)</u>	<u>(6,000,000)</u>	<u>(7,500,000)</u>	<u>(9,000,000)</u>
Gross Profit	<u>\$27,300,000</u>	<u>\$81,900,000</u>	<u>\$109,200,000</u>	<u>\$136,500,000</u>	<u>\$163,800,000</u>
Net EBITDA to CAN (49%)	<u>\$13,377,000</u>	<u>\$40,131,000</u>	<u>\$53,508,000</u>	<u>\$66,885,000</u>	<u>\$80,262,000</u>

Notes & Assumptions:

1. In accordance with the Use of Proceeds Statement, Year 1 assumes that there are 2 concentration plants (grinding, gravity concentration and chemical flotation) with a capacity of 300 tons of ore per day per plant. The estimated CapEX for the 2 plants is \$1 million each plus a 2 bulldozers, 2 back hoes and 2 dump trucks per plant for a cost of \$500,000. Total CapEx cost is \$2.5 million. Plus an estimated \$1 million to initiate the Cuba Gold Mining Operations.
2. This assumes an average grade of 5 grams Au per tonne; 300 tons of ore per day; concentration ratio of 10:1; 80% recovery of gold; net concentration % is 75%.
3. The JV EBITDA (proft) split is 51% to GeoMinera and 49% to CAN.
4. Year 1 assumes that it will take 6 months to deliver the gold concentration plants, bulldozers, dump trucks and back hoes.
5. This assumes that just one additional concentration plant with one bulldozer, one dump truck and one back hoe is added every year. Since the cost os only \$1.5 million for this equipment, CAN could obvipously add substnatially more equipment and mining personnel than shown in this Financial Forecast.

5

TERMS OF THE OFFERING

This is a brief summary of the Terms of the Central America Nickel Inc. (“CAN” or the “Company”), offering to sell a maximum of 3,500,000 Common Shares at USD \$1.50 (one dollar and fifty cents) per Share for a Maximum Offering of USD \$5,250,000 (five million two hundred and fifty thousand dollars). Nova Capital International LLC is acting as an independent advisor (investment banker) and a non-exclusive Placement Agent to CAN for the purposes of this Offering.

SECURITIES OFFERED:

- CAN is offering to sell 3.5 million Common Shares at \$1.50 per share for a Maximum Offering of \$5,250,000.
- The minimum number of shares that must be subscribed for is 50,000 shares for \$75,000 or \$1.50 per share before the Company can use the money.
- This is a Reg D, Rule 505 self-underwritten Offering.

USE OF PROCEEDS:

- Two Gold Concentration Machines for Cuba - \$2.0 million; 2 bulldozers, 2 back hoes and 2 dump trucks for Cuba Gold Mining Operations - \$500,000 and; Cost to Initiate Gold Mining Operations in Cuba - \$1 million; Equity portion of Falcondo Nickel Concentration Equipment - \$1.2 million; Initiate Operations at Falcondo - \$500,000; Design and analysis of CVMR Nickel Powder Refinery for Cuba Nickel Plant (produces 20,000 tons of 48% nickel and 10% cobalt per year) - \$400,000 and Working Capital - \$750,000. Gross Offering Proceeds are USD \$5,250,000, Net Offering Proceeds are \$4,675,000 after payment of finders' fees, assuming the Offering is fully subscribed for.

SHARES OUTSTANDING:

- **Pre-financing:** 30.0 million shares issued and outstanding.
- **Post-financing:** 33.5 million shares issued and outstanding.
- **Post-Money Valuation :** USD \$50.25 million.

MINIMUM INVESTMENT:

- USD \$75,000 for 50,000 Common Shares at USD \$1.50/share.

PREVIOUS EQUITY OFFERINGS:

- This is the first equity offering of the Company.

OFFER:

- Nova Capital and its agents and assigns will be paid the following cash and equity success finders' fees for introducing CAN to qualified accredited investors who purchase Shares in this Offering. [1] 10% (ten percent) cash success finder's fee (total of \$500,000, assuming the Offering is fully subscribed for); [2] 20% (twenty percent) warrant coverage (total of 700,000 warrants, assuming the Offering is fully subscribed for), with a 5 year term, exercise price of \$2.00, piggyback registration rights and cashless exchange and; [3] 28% (twenty-eight percent) warrant coverage (total of 1,000,000 warrants) on Pierre Gauthier's (Chairman and CEO) personal shares, with a 5 year term and an exercise price of \$1.00.

COMMON SHARES, OPTIONS & WARRANTS OUTSTANDING:

- As of October 31, 2016 there are 30,000,000 (thirty million) Common Shares Issued and Outstanding; 0 (zero) Options and; 0 (zero) Warrants.

RESTRICTIONS ON TRANSFER:

- The Common Shares offered herein may not be sold, transferred or otherwise disposed of without registration under Canadian and/or U.S. federal and state securities laws or pursuant to an opinion of counsel satisfactory to the Company as to the availability of exemptions from the registration requirements. The General Counsel of the Company must consent in his sole discretion to a transfer of Shares in order for an Investor to sell or transfer the Debentures and/or Warrants.

DURATION OF OFFERING:

- The Offering will terminate on the earlier to occur of either: [i] an election by the Company not to accept further subscriptions for the sale of the Common Shares offered here under, or; [ii] November 30, 2016 (the "Offering Termination Date"), unless the termination date is extended at the option of the Company for a period of up to 30 days (December 31, 2016).

RISK FACTORS:

- An investment in the Common Shares is speculative and involves a high degree of risk. Investors will be required to represent that they are familiar with and understand the terms of the Offering, that they meet certain suitability requirements for accredited investors and can afford a loss of their entire investment. See the Company's complete Offering Memorandum for a complete listing of Risk Factors.

Disclosure of Subsequent Material Event:

- The original Private Placement Memorandum (PPM) for the CAN equity offering dated August 16, 2016 was for 1.5 million shares at \$2.00 per share for a total offering amount of \$3 million. This Offering is for 3.5 million shares at \$1.50 per share for a total offering amount of \$5.25 million. The reason for these changes is as follows. On October 26, 2016, VARONA issued the letter confirming that CAN would receive 11 different gold properties in addition to the nickel properties and nickel concentration plant for the CVMR nickel powder refinery. CAN has an agreement with Salvador Brouwer (a CAN Director and VP of Latin America) that if CAN received any of the gold properties from Cuba, Mr. Brouwer would receive 10 million CAN shares. These shares were issued on October 27, 2016 as a result of the VARONA Confirmation Letter. For this Offering, CAN has 30 (thirty) million common shares issued and outstanding up from 20 (twenty) million shares in the prior offering. Despite the fact that the theoretical value of CAN has risen by approximately \$157.25 million as a result of the Cuba JV gold properties and projects, the CAN Board has lowered the offering price by 25% to compensate investors for the 10 million additional shares issued. The increase in the offering amount from \$3 million to \$5.25 million is due entirely to the allocation of 75% of the Net Offering Proceeds for machinery and equipment to commence the Cuba gold mining operations. See the Offering Memorandum, Section IX, part 4. – The Value of Gold In Situ (in the ground) = about 5% x 50% (JV) x \$6.29 billion = \$157.25 million.

6 BOARD OF DIRECTORS

Pierre Gauthier: Chairman, CEO and Founder - Mr. Gauthier has over 35 years of experience in the financial field. Mr. Gauthier's attributes and skills include financial literacy, managerial aptitude, and the knowledge and experience attained through his service as a director of multiple public and private corporations. After graduating with an MBA, he worked as an investment banker and became involved in corporate finance, institutional sales (as manager) and research (as director). Mr. Gauthier holds a Bachelor of Commerce from the University of Ottawa and a M.B.A. from Concordia University. Founder, President and CEO of Dundee Sustainable Technologies Inc. until December 2014. In the last 20 Years he has been involved in raising over \$500 million dollars of financing in various projects.

Salvador Brouwer: Vice-President Latin America - Mr. Brouwer holds a bachelor degree in Science (Geology) from University of Waterloo, Ontario. He worked for Falconbridge for 30 years in Canada and in the Dominican Republic. From 1996 to 1999 when he retired, he was an exploration manager for Latin America. Mr. Brouwer is very knowledgeable about the geology, mining and processing of nickel laterites in Latin America.

Marc Filion: President - Dr. Filion holds a PhD (Economic Geology and Geostatic) from Royal School of Mines, Imperial College, London, U.K. (1973) and a M.B.A from École des Hautes Études Commerciales, Montréal. He has >35 years of experience in the development and management of capital intensive world-class industrial projects in joint venture with international business partners.

Bernard Jun HE: Board Member - Mr. Jun HE is an entrepreneur with over 20 years of operational and investing experience. Mr. Jun HE has successfully completed a number of multijurisdictional joint venture transactions and has effectively conducted business in China, Hong Kong, North America, Africa, and Europe. In 2002, Mr. He was also instrumental in assembling a 250 sq km highly prospective gold property in Burkina Faso. Mr. He holds an MBA from Universite de Nice Business School in France as well as a Diplome d'Etudes Approfondies from IAE Paris. Mr. Jun HE is well connected in the GTA area, he is the member of numbers of China/Canada business associations.

Kamran M. Khozan: Board Member - PHD Political Science, Economics and Philosophy (PPE) at Oxford, joint doctorate program by HEC, UQAM, McGill and Concordia Universities. Jurisprudence and Criminology at University of Toronto. He holds 32 seminal international patents in Metallurgical processes. Mr. Khozan is the majority shareholder, Chairman and CEO of Khozan Holdings Inc., that owns and manages a number of banks, property development companies, oil and mineral refineries, mining operations, shipping, insurance and manufacturing plants in a variety of industries, including pharmaceuticals, hospital equipment, radar and sonar, aerospace, software and renewable energy. These operations are based in Europe, the Middle East, South Africa and North America. Among the 87 corporations held by Khozan Holdings is CVMR Corporation.

Rick Whittaker: Board Member - During his 20 year career in technology investment, Mr. Whittaker has been consistently recognized as a motivational leader, guiding teams of up to 300 people through rapid change. Mr. Whittaker led initiatives in product development, and managed several advanced technology investment programs. He holds several patents on these technologies, which are in production today. Mr. Whittaker was the founding Vice President and CTO of Canada's largest clean technology fund where he helped grow the organization from \$100M to over \$1B in funds under management, leveraged by an additional \$1.9B in private sector capital. Mr. Whittaker has a Bachelor's degree in Applied Sciences from the University of Waterloo with an option in Management Science. He has received the Governor General's Award for Academic Excellence.

Mark Billings – Executive VP – Mr. Billings is the President of Auxico Resources Canada Inc., which has a high-grade silver-gold project in the state of Sinaloa, Mexico; he is in the process of taking this company public on the TSX Venture Exchange. Mark is also the Chairman of the Board of Directors of Canamex Resources Corp. (TSX-V: CSQ). He served from 2007 to 2014 as a Director, Senior VP of Corporate Development and CFO of Argex Titanium Inc. (TSX: RGX), a company he co-founded. Previously, Mark served as CFO for private and public Internet companies from 2000 to 2004. From 2004 to 2006, he was VP of Corporate Finance with Desjardins Securities Inc., where he led a number of financings and took companies public on the Canadian exchanges. He has a B.A. in Political Science from Carleton University, an MBA from the Harvard Business School and a Chartered Financial Analyst (CFA) designation.

IMPORTANT DISCLAIMERS AND DISCLOSURES:

CAUTIONARY STATEMENT RELEVANT TO FORWARD-LOOKING INFORMATION FOR THE PURPOSE OF “SAFE HARBOR” PROVISIONS OF THE CANADIAN SECURITIES NATIONAL INSTRUMENT 51-102 *CONTINUOUS DISCLOSURE OBLIGATIONS* AND THE U.S. PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

The information contained herein is not a complete analysis of every material fact respecting Central America Nickel Inc. (the “Company” or “CAN”) or the Company’s USD \$2,000,000 Common Share Confidential Private Placement Offering Memorandum, Exhibits, Appendices, Financial Projections and Due Diligence Documentation (hereinafter collectively referred to as the “Memorandum”). This Memorandum contains forward-looking statements, which involve risks and uncertainties, including forward-looking statements within the meaning of Canadian securities regulation NI 51-102 and U.S. §27A of the Securities Act of 1933, as amended, and §21E of the Securities Exchange Act of 1934, as amended. This Memorandum contains forward-looking statements that relate to the business plans, programs and trends; results of future operations; uses of future earnings; satisfaction of future cash requirements; funding of future growth; and acquisition plans; future market, business and operations of the Company. Words or phrases such as “will,” “hope,” “expect,” “intend,” “plan,” or similar expressions generally are intended to identify forward-looking statements. Those statements involve substantial risks and uncertainties that could cause actual results to differ materially from the results discussed herein. The principal risks and uncertainties that may affect CAN’s actual performance and results of operations include the following: Such factors include, among others, the timing, size and completion of the Private Placement; risks related to the San Felipe nickel mine in Cuba, the Santa Cruz nickel mine project in Guatemala, the Rio Negro nickel mine project in Guatemala and the Falcondo nickel mine in the Dominican Republic; risks related to the financing requirements for the CVMR Modular Nickel Refinery whose CapEx cost is estimated to be USD \$63.35 million; risks related to the cost of mining equipment for San Felipe estimated to be approximately USD \$50 million and the cost of mining equipment for the two mining projects in Guatemala estimated to be USD \$30 million; conclusions of economic evaluations and the industry-wide risks associated with mining and the project-specific risks identified in the various Technical Reports for the aforementioned nickel mine projects; risks associated with mining and mineral exploration activities; uncertainty in the estimation of Mineral Resources and Mineral Reserves, including, without limitation, the assumptions on which such estimates are based; uncertainty surrounding metallurgical test results; future prices of metals; economic and political stability in Guatemala, Dominican Republic, Cuba and Bolivia; the results of discussions with the Cuban and Bolivian governments; estimated production rates and other assumptions and projections set forth in the preliminary economic analysis with respect to the four nickel mining projects; the availability of an exploitation agreement and other required permits with respect to Guatemala, Cuba and Bolivia; the risk of future unfavorable tax laws or changes in applicable laws and regulations in Guatemala, Dominican Republic, Cuba and Bolivia; environmental risks and hazards; increased infrastructure and/or operating costs; availability of future financing, labor and employment matters; and government regulation. CAN is a development stage company with an unproven business model; the Company needs significant additional capital to initiate operations for three nickel mining projects located in Cuba and Guatemala, which may be unavailable or costly; if the Company fails to effectively manage its growth, its business and operating results may suffer; governmental regulation affecting markets in which CAN competes could adversely affect the Company’s business and results of operations; general economic conditions and interest rates; changes in costs; changes in economic conditions specific to the CAN’s business; competition; and unexpected operational difficulties, all of which are more fully described in the Private Placement Memorandum under the section entitled “Risk Factors.” Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, revenues, earnings, cash flow, and performance or achievements of the Company. Moreover, neither we [officers, directors, employees or shareholders] nor any other person [consultants, advisers, agents or assigns] assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as accurate predictions of future events. Although these statements are based upon our current expectations and beliefs, they are subject to known and unknown risks and uncertainties that could cause actual results and outcomes to differ materially from those described in, or implied by, the forward-looking statements. In that event, our business, financial condition, results of operations or liquidity could be materially adversely affected and investors in our securities could lose part or all of their investments. We are under no duty to update any of these forward-looking statements after the date of this Memorandum to conform our prior statements to actual results or revised expectations and we do not intend to do so.

Any economic projections or estimates made herein assume certain economic, industry and fiscal parameters, which are subject to change. Actual results and future events could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Prospective investors and participants are cautioned not to place undue reliance on the forward-looking statements made in, or incorporated by reference into this Memorandum.