

This document is important and requires your immediate attention. It should be read in conjunction with the Offer to Purchase and accompanying Offering Circular of NICO Mining Limited dated May 5, 2009. If you are in any doubt as to how to deal with this document, you should consult your investment dealer, stock broker, bank manager, lawyer or other professional advisor. No securities commission or similar authority in Canada or in the United States has in any way passed upon the merits of the Offer hereunder and any representation to the contrary is an offence. The Offer is not being made to nor shall deposits be accepted from or on behalf of Shareholders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of that jurisdiction.

June 9, 2009



NOTICE OF VARIATION AND EXTENSION

NICO MINING LIMITED

**OFFER PURCHASE FOR CASH
UP TO A MAXIMUM OF 12,000,000 COMMON SHARES
AT A PRICE OF \$0.40 PER SHARE**

**THE OFFER HAS BEEN EXTENDED AND IS NOW OPEN FOR ACCEPTANCE UNTIL 5:00 P.M.
(TORONTO TIME) ON JUNE 30, 2009, UNLESS WITHDRAWN, VARIED OR FURTHER EXTENDED.**

This is a notice of variation and extension (the “Notice”) to the offer dated May 5, 2009 by NiCo Mining Limited (“NICO”) to purchase up to a maximum of 12,000,000 of its issued and outstanding common shares (the “Shares”). The offer dated May 5, 2009, as amended in accordance with this Notice, is herein referred to as the “Offer”. Unless the context otherwise requires, all capitalized terms used but not defined in this Notice have the respective meanings set out in the Offer and the offering circular (the “Circular”) that accompanied the Offer. A notice of variation and extension is being mailed to shareholders and filed on SEDAR.

Holders of Shares who wish to accept the Offer, as amended by this Notice, must properly complete and execute the Letter of Transmittal that accompanied the Offer or a manually executed facsimile thereof and deposit it, together with the certificate(s) representing the Shares being deposited, in accordance with the instructions set forth in the Letter of Transmittal. Alternatively, a holder of Shares who desires to deposit such Shares and whose certificate(s) for such Shares are not immediately available may deposit such certificate(s) by following the procedure for guaranteed delivery set forth under Section 2 of the Offer, “Manner and Time of Acceptance.”

Questions and requests for assistance may be directed to Equity Transfer & Trust Company (the “Depositary”). Additional copies of this document, the Offer and the accompanying Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained without charge upon request from the Depositary at its office set out below.

Persons whose Shares are registered in the name of an investment dealer, stock broker, bank, trust company or other nominee should contact such registered holder for assistance if they wish to accept the Offer, as amended by this Notice.

Subject to your rights of withdrawal under the Offer, if you have already tendered your Shares to the Offer, you may disregard this Notice.

NOTICE OF VARIATION AND EXTENSION

TO: SHAREHOLDERS OF NICO MINING LIMITED

This Notice amends and supplements the Offer and the accompanying Circular dated May 5, 2009, the Letter of Transmittal and the Notice of Guaranteed Delivery, pursuant to which the Corporation is offering to purchase all of its Shares upon the terms and subject to the conditions set forth in the Offer.

Definitions

Except as otherwise set forth in this Notice, the terms and conditions previously set forth in the Offer and accompanying Circular continue to be applicable in all respects and this Notice should be read in conjunction therewith. In this Notice, unless the context or subject matter is inconsistent therewith, terms used shall have the same meaning as in the Offer and the Circular.

The definition of "Expiry Date" contained in the Offer is deleted and replaced with the following:

"Expiry Date" means June 30, 2009, or such later date to which the Offer may be extended from time to time pursuant to Section 4 of the Offer.

1. Extension of the Offer

NICO hereby gives notice that it has varied the Offer by extending the Expiry Date from June 9, 2009 to June 30, 2009.

2. Time for Acceptance

The Offer is open for acceptance until, but not after, 5:00 p.m. (Toronto Time) on June 30, 2009, unless withdrawn, varied or further extended. See Section 4 of the Offer, "*Extension and Variation of the Offer*".

3. Manner of Acceptance

The procedure for accepting the Offer is described in Section 2 of the Offer, "*Manner and Time of Acceptance*".

4. Recent Developments

As of 12:00 pm Toronto Time on June 9, 2009, 7,497,900 Shares had been deposited under the Offer and not withdrawn.

5. Conditions of the Offer

All conditions contained in Section 3 of the Offer, "*Conditions of the Offer*" remain unchanged.

6. Right to Withdraw Deposited Shares

Any Shares deposited in acceptance of the Offer may be withdrawn by or on behalf of the depositing Shareholder in the circumstances and in the manner described in Section 6 of the Offer, "*Withdrawal of Deposited NICO Shares*".

7. Payment for Deposited Shares

If all the conditions under Section 3 of the Offer, "*Conditions of the Offer*", have been satisfied or have been waived by NICO at or prior to the Expiry Time, NICO will be obligated to take up and pay for the Shares

validly deposited under the Offer and not withdrawn not later than 10 days after the deposit of such Shares as set forth in Section 5 of the Offer, "*Payment for Deposited NICO Shares*".

8. Amendments to the Offer and the accompanying Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery

The Offer and the accompanying Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery are hereby amended to give effect to the amendments contemplated by this Notice.

9. Statutory Rights

Securities legislation in the provinces and territories of Canada provides security holders of NICO with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to those security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

Office of the Depositary for this Offer:

EQUITY TRANSFER & TRUST COMPANY

Inquiries:

Telephone: 416-361-0152
Toll Free (North America): 1-866-393-4891
E-mail: investor@equitytransfer.com

By Hand or Courier or Registered Mail:

200 University Avenue, Suite 400
Toronto, Ontario, M5H 4H1
Attention: Corporate Actions

Any questions or requests for assistance may be directed to the Depositary at the addresses and telephone numbers specified above. Shareholders may also contact their investment dealer, stockbroker, bank manager, accountant, lawyer or other professional advisor for assistance concerning the Offer. Additional copies of this document, the Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the Depositary.

APPROVAL AND CERTIFICATE

DATED: June 9, 2009

The directors of NICO have approved the contents of the Offer to Purchase, the Circular and this Notice of Variation and Extension and the sending, communication or delivery of the Offer, the Circular and this Notice of Variation and Extension to the shareholders of NICO. The Offer to Purchase, the Circular and this Notice of Variation and Extension contain no untrue statement or a material fact and do not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

(Signed) Anthony Frizelle
Chairman and Chief Executive Officer

(Signed) Richard Giel
Chief Financial Officer

On behalf of the Directors

(Signed) R.A. Bondy
Director

(Signed) Laurie Mutch
Director