



## LITHION ENERGY CORP.

### NOTICE OF SPECIAL MEETING

**NOTICE** is hereby given that a Special Meeting (the “**Meeting**”) of the shareholders of LITHION ENERGY CORP. (the “**Company**”) will be held on October 29, 2019 at Suite 1700 – 666 Burrard Street, Vancouver British Columbia at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form of the resolution set forth in the Company’s management information circular (the “**Information Circular**”), approving a change of business of the Company from a “mining issuer” to an “investment issuer” as more particularly described in the Information Circular;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form of the resolution set forth in the Company’s Information Circular, approving the election of Michael Cowin to the Board, effective and conditional upon the closing of the Change of Business of the Company as more particularly described in the Information Circular;
3. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Continuation Resolution**”), substantially in the form of the resolution set forth in the Information Circular, approving the continuation of the Company to the Cayman Islands under the Cayman Islands *Companies Law (2018 Revision)* with the adoption of the revised Memorandum and Articles of Association for the Continued Company (as hereinafter defined) substantially in the form appended to the Information Circular, as more particularly described in the Information Circular.
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Consolidation Resolution**”), substantially in the form of the resolution set forth in the Information Circular, authorizing the Company to undertake an up to 10:1 consolidation of its Common Shares in such ratio as the Company’s Board may determine, as more particularly described in the Information Circular;
5. to transact such other business as may properly come before the Meeting.

Further information regarding the matters to be considered at the Meeting can be found in the Information Circular.

If you are a Registered Shareholder and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s Registrar and Transfer Agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered

retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your shares on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Registered Shareholders have the right to dissent with respect to the Continuation Resolution and, if the Continuation Resolution becomes effective, to be paid the fair value of their shares of the Company, subject to strict compliance with Division 2 of Part 8 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). The right to dissent is described in the section in the Information Circular entitled “Dissent Rights”. **Failure to comply strictly with the requirements set forth in Division 2 of Part 8 of the BCBCA, may result in the loss of any right of dissent.**

DATED at Vancouver, British Columbia, September 27, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

“*Warren Gilman*”

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Warren Gilman  
Chairman of the Board of Directors