



# **ANNUAL GENERAL & SPECIAL MEETING**

**of Shareholders**

**to be held on September 15, 2023**

**NOTICE OF MEETING and  
INFORMATION CIRCULAR**

**As at August 11, 2023**



# **D2 LITHIUM CORP.**

## **NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the Annual General & Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of D2 Lithium Corp. (“**D2**” or, the “**Company**”) will be held at Suite 111 – 409 Granville, Street, Vancouver, BC V6C 1T2 on Friday, September 15, 2023 at 11:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended November 30, 2022 and 2021, together with the notes thereto and the report of the auditors thereon (the “**Financial Statements**”);
2. to approve the appointment of DeVisser Gray LLP as auditors of the Company for the ensuing year, at a remuneration be fixed by the board of directors;
3. to fix the number of directors of the Company to be elected at the Meeting at four (4) members;
4. to elect the directors of the Company;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s amended stock option plan, a copy of which is attached hereto as Schedule “B”; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the accompanying management information of the Company (the “**Information Circular**”).

### **Record Date**

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 11, 2023 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

### **Proxy Information**

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be valid, the completed proxy must be received by Odyssey Trust Company, by mail at 350 – 409 Granville St, Vancouver, BC V6C 1T2, Attn: Proxy Department, in the provided self-addressed envelope, or by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment or postponement thereof. A Shareholder may also vote by Internet voting at <https://login.odysseytrust.com/pxlogin> not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof.

Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

If a Shareholder receives more than one Form of Proxy because such shareholder owns shares registered in different names or addresses, each Form of Proxy should be completed and returned as indicated therein. Since it is desirable that as many Common Shares as possible be represented and voted at the Meeting, a Shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed Form of Proxy following the instructions therein.

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Beneficial Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Beneficial Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed Form of Proxy are each a director and/or officer of the Company. Every Shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the Shareholder at the Meeting other than the persons designated in the enclosed Form of Proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the Form of Proxy, they may do so by inserting the name of the shareholder’s chosen proxyholder in the space provided in the Form of Proxy.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, the management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

**DATED** at Langley, British Columbia this 11th day of August 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

“*Brian Findlay*”

Brian Findlay

President, Chief Executive Officer, Chief Financial Officer and Director

# D2 LITHIUM CORP.

202, 8661 – 201 Street  
Langley, BC V2Y 0G9

## INFORMATION CIRCULAR

This management information circular (“**Information Circular**”) accompanies the notice (the “**Notice of Meeting**”) of the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of Common Shares (“**Common Shares**”) of D2 Lithium Corp. (“**D2**”, or the “**Company**”), and is furnished to Shareholders holding Common Shares in connection with the solicitation by management of the Company of proxies to be voted at the Meeting, which is to be held on Friday, September 15, 2023 at 11:00 a.m. (Vancouver Time) at Suite 111 - 409 Granville St., Vancouver, BC V6C 1T2 or at any adjournment or postponement thereof.

### INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR

The date of this Information Circular is August 11, 2023, except there otherwise indicated. Unless otherwise stated, all amounts herein are in Canadian dollars. Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered in person or by proxy.

This Information Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Information Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisers in connection therewith.

### PROXIES AND VOTING RIGHTS

#### SOLICITATION OF PROXIES

**This solicitation is made on behalf of the management of the Company.** The solicitation of proxies under this Information Circular will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees on behalf of the directors and management of the Company and the Company will bear the costs of this solicitation of proxies for the Meeting.

This Information Circular and other proxy-related materials are not being sent to registered or beneficial owners using the Notice-and-Access procedures contained in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”). The Company has determined not to deliver the proxy solicitation materials directly to the non-objecting Beneficial Shareholders (“**NOBOs**”).

The Company does not intend to pay for intermediaries to deliver proxy-related materials or Form 54-101F7 – Request for Voting Instructions Made by Intermediary to the objecting beneficial owners of Common Shares (“**OBOs**”) and as such, OBOs will not receive such materials unless their intermediary assumes the costs thereof (OBOs and NOBOs are herein collectively referred to as the “**Beneficial Shareholders**”). See also “*Proxies and Voting Rights – Advice to Beneficial Shareholders*” in this Circular.

## **APPOINTMENT AND REVOCATION OF PROXIES**

**The persons named in the Form of Proxy accompanying this Proxy Circular (the “Form of Proxy”) are Brian Findlay or, failing him, Robert Verhelst.**

**A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons named in the Form of Proxy accompanying this Proxy Circular to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the enclosed Form of Proxy the name of the person to be designated and striking out the names of the persons named in the Form of Proxy and inserting the name and email address of the person to be appointed as proxyholder in the blank space provided on the Form of Proxy, or by completing another proper Form of Proxy. Such Shareholder should notify the nominee of the appointment, obtain his consent to act as proxy and should provide instructions on how the Shareholder’s Common Shares are to be voted. In any case, the Form of Proxy should be dated and executed by the Shareholder, or an attorney authorized in writing, with proof of such authorization attached where an attorney has executed the Form of Proxy.

Those Shareholders desiring to be represented at the Meeting by proxy must deposit their respective forms of proxy with Odyssey Trust Company (“Odyssey”) by mail at 350 – 409 Granville St, Vancouver, BC V6C 1T2, in the provided self-addressed envelope, or by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment or postponement thereof. A proxy must be executed by the Shareholder or by his attorney authorized in writing, or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized. A proxy is valid only at the Meeting in respect of which it is given or any adjournment or postponement of the Meeting.

Registered Shareholders may also use the Internet (<https://login.odysseytrust.com/pxlogin>) to vote their Common Shares. Shareholders will be prompted to enter the control number which is located on the form of proxy when voting by the internet. Votes by the internet must be received not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the time of the Meeting or any adjournment or postponement thereof. The Internet may also be used to appoint a proxyholder to attend and vote at the Meeting on the Shareholder’s behalf and to convey a Shareholder’s voting instructions.

Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

### **Revocability of Proxy**

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing (or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized) and deposited with Odyssey Trust Company by mail at 350 – 409 Granville St, Vancouver, BC V6C 1T2, in the provided self-addressed envelope, or by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof, and upon either of such deposits, the proxy is revoked.

### **Exercise of Discretion**

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder where voting is by way of a show of hands or by ballot and, if the Shareholder specifies a choice with respect to any matter to be voted upon, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such**

instructions the persons whose names appear on the enclosed form of proxy will vote in favour of the matters set forth in the Notice of Meeting and in this Circular, except for in relation to any resolutions electing any person as a director of the Company.

The enclosed form of proxy confers discretionary authority on the persons named therein with respect to any amendments or variations of those matters specified in the form of proxy and Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting or any adjournment or postponement thereof. If any such amendment, variation or other matter should come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxies in accordance with their best judgment, unless the Shareholder has specified to the contrary or that Common Shares are to be withheld from voting. At the time of printing this Circular, management of the Company knows of no such amendment, variation or other matter.

#### **ADVICE TO BENEFICIAL SHAREHOLDERS**

The information in this section is of significant importance to non-registered Shareholders of the Company (“Beneficial Shareholders”) since most Shareholders do not hold Common Shares in their own name. Beneficial Shareholders are advised that only proxies from shareholders of record can be recognized and voted upon at the Meeting. If Common Shares are listed in the account statement provided to the Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder’s name. Such Common Shares are more likely held under the name of the broker or a broker’s agent clearing house. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers, or their nominees can only be voted (for or against or withheld, as applicable) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. **Beneficial Shareholders should therefore ensure that voting instructions are properly communicated to the appropriate person or that the Common Shares are duly registered in their name well in advance of the Meeting.**

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the applicable meeting. Often, the proxy form supplied to a Beneficial Shareholder by its broker is identical to that provided to a registered shareholder. However, its purpose is limited to instructing the registered shareholder on how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically mails a scannable Voting Instruction Form in lieu of the applicable proxy form. The Beneficial Shareholder is requested to complete and return the Voting Instruction Form by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or access the internet to vote the shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the applicable meeting. **A Beneficial Shareholder receiving a proxy form or Voting Instruction Form from its broker or other intermediary (or an agent or nominee of such broker or other intermediary) cannot use that form to vote shares directly at the applicable meeting. Voting instructions must be communicated to the broker, intermediary, agent or nominee (in accordance with the instructions provided by it or on its behalf) well in advance of the meeting in order to have the shares to which such instructions relate voted at the meeting.**

**If you are a Beneficial Shareholder and wish to vote at the Meeting, you must insert your own name in the space provided on the voting instruction form sent to you by your intermediary and follow all**

**of the applicable instructions provided by your intermediary.** By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary.

**Submit the Voting Instruction Form:** To appoint someone other than the individuals named in the voting instruction form as proxyholder, insert that person's name in the blank space provided in the voting instruction form (if permitted) and follow the instructions for submitting such voting instruction form. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted the voting instruction form.

**Beneficial Shareholders should contact their broker or other Intermediary through which they hold Common Shares if they have any questions regarding the voting of such Common Shares.**

All references to Shareholders in this Information Circular and the accompanying Form of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be shown upon request to registered Shareholders that produce proof of their identity.

#### **NOTICE TO UNITED STATES SHAREHOLDERS**

**This Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.**

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with generally accepted accounting principles in Canada and are subject to auditing and auditor independence standards in Canada.

The enforcement by the Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that all of the assets of the Company are located outside the United States.

#### **PROVISIONS RELATING TO VOTING OF PROXIES**

The Common Shares represented by proxy in the enclosed Form of Proxy will be voted or withheld from voting by the designated proxy holder in accordance with the instructions of the Shareholder appointing the proxy. **If there is no direction by the Shareholder, those Common Shares will be voted IN FAVOUR of all proposals set out in the Form of Proxy.** The Form of Proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters, which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Except as disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other

than the election of directors.

Certain directors and officers of the Company hold non-transferable options to purchase Common Shares pursuant to the Option Plan (as defined herein). At the Meeting, Shareholders will be asked to adopt an ordinary resolution approving the amended Option Plan;. See “*Matters to be Considered at the Meeting*”.

## **VOTING SECURITIES, RECORD DATE AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Common Shares. Each Common Share entitles the holder of record to notice of and one vote on all matters to come before the Meeting. No group of Shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Common Shares of the Company.

The directors of the Company have fixed August 11, 2023, as the record date (the “**Record Date**”) for determination of the persons entitled to receive notice of the Meeting. Shareholders of record as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date, and the transferees of those Common Shares produce properly endorsed share certificates or otherwise establish that they own the Common Shares, and demand, not later than ten (10) days before the Meeting, that their name be included in the Shareholder list before the Meeting, in which case the transferees are entitled to vote their Common Shares at the Meeting.

As of the date of this Information Circular, there are 36,231,804 Common Shares issued and outstanding.

### **Principal Shareholder**

To the knowledge of management of the Company, based on publicly available information, as at the Record Date, no person or corporation beneficially owns or controls or directs, directly or indirectly, voting securities carrying ten percent (10%) or more of the voting rights attached to the voting securities of the Company.

### **Quorum**

Under the Articles of the Company, a quorum for the Meeting is two individuals who are shareholders, proxy holders representing shareholders or duly authorized representatives of corporate shareholders personally present and representing shares aggregating not less than 10% of the issued shares of the Company carrying the right to vote at that meeting.

## **MATTERS TO BE CONSIDERED AT THE MEETING**

To the knowledge of the board of directors of the Company (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the Notice of Meeting.

### **1. APPROVAL OF AUDITED FINANCIAL STATEMENTS**

The audited financial statements of the Company for the financial years ended November 30, 2022 and 2021, together with the notes thereto and the report of the auditors thereon (the “**Financial Statements**”) will be presented to Shareholders at the Meeting. In accordance with application laws, the Financial Statements have been filed on [www.sedar.com](http://www.sedar.com) and have been delivered to Beneficial Shareholders who have requested copies of the Company’s annual financial statements and to registered Shareholders who have not informed the Company in writing that they do not wish to receive copies of annual financial statements of the Company. Receipt at the Meeting of the auditors’ report and the Company’s Financial Statements will not constitute approval or disapproval of any matters referred to therein, and no action is required to be taken by Shareholders thereon. Copies of such documents may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company.

## 2. NUMBER OF DIRECTORS

The Articles of the Company provide that the Board must consist of no fewer than three (3) directors and no greater than the number of directors fixed or changed from time to time by way of ordinary resolution passed by the Shareholders. Management therefore intends to place before the Meeting, for approval a resolution setting the number of directors to be elected until the next annual meeting of Shareholders, subject to the Articles of the Company relating to subsequent appointments by the Board, at four (4) members.

The ordinary resolution fixing the number of directors must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote IN FAVOUR of the ordinary resolution fixing the number of directors to be elected at the Meeting as set out above.**

## 3. ELECTION OF DIRECTORS

The directors of the Company are elected annually. At the Meeting, Shareholders will be asked to elect the four (4) nominees set forth in the table below as directors of the Company. Each of the nominees elected as a director of the Company will hold office until the next annual general meeting of Shareholders or until a successor is duly elected or appointed or their office is vacated earlier in accordance with the Articles and the provisions of the *Business Corporations Act* (British Columbia) (“BCBCA”).

Each director nominee will be elected on an individual basis and not as a member of a slate. Management does not contemplate that any of such nominees will be unable to serve as directors.

The following is a brief description of the nominees, including the name and province or state and country of residence of each of the nominees, the date each first became a director of the Company, their principal occupation and the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each of the foregoing as of the date of this Information Circular.

Unless otherwise directed, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the election of the nominees set forth below as directors of the Company.

Name, Province or State and Country of Residence and Position with the Company <sup>(1)</sup>	Principal Occupation or Employment for the Last Five Years <sup>(1)</sup>	Director Since	Number and % of Common Shares held in the Company <sup>(2)</sup>
Brian Findlay <sup>(3)</sup> Langley, BC Canada President, CEO, CFO and Director	President of D2 Lithium Corp.	January 2022 <sup>(6)</sup>	1,023,074 <sup>(7)</sup> 2.82%
Robert Verhelst <sup>(3)(4)(5)</sup> Calgary, AB Canada Independent Director	Businessman	January 2022 <sup>(8)</sup>	182,700 <sup>(9)</sup> 0.50%
Edward Loven <sup>(3)(4)(5)</sup> Calgary, AB Canada Independent director	Businessman	February 2023	NIL
Michael Hibberd Calgary, AB Canada Proposed director	Chairman and CEO of MJH Services Inc.	N/A Nominee	45,000 0.14%

**Notes:**

- (1) The information as to province or state and country of residence and principal occupation has been furnished by the respective directors and executive officers individually.
- (2) Based on the 36,231,804 Common Shares issued and outstanding as of the date hereof.
- (3) Member of the Audit Committee
- (4) Member of the Nominating, Governance, Compensation and Leadership Development Committee
- (5) Member of the Health, Safety and Environmental Committee.
- (6) Mr. Findlay was also a director with the Company's predecessor corporation Dajin Lithium Corp. since 1985.
- (7) In addition, Mr. Findlay holds options to acquire 600,000 Common Shares, through a company controlled by him.
- (8) Me. Verhelst was also a director with the Company's predecessor corporation Dajin Lithium Corp. since 2021.
- (9) In addition, Mr. Verhelst holds options to acquire 250,000 Common Shares.

**Biographies of Directors**

The following are brief profiles of the current directors and executive officers of the Company, including a description of each individual's principal occupation within the past five years.

**Brian Findlay**

Mr. Findlay brings decades of senior management experience in corporate development, international mining, mergers and acquisitions, exploration and development, mine operations, corporate social responsibility, along with the management, financing and administration of public companies. He has participated in the raising of capital in excess of \$200 million for junior resource and technology companies and has extensive experience with managing public companies with international interests. Prior to assuming the role of President of the Company, Mr. Findlay was the President and CEO of Dajin Lithium Corp., a predecessor corporation to the Company since 1985.

### Robert Verhelst

Mr. Verhelst has more than 20 years of senior management experience, including 11 years as a Partner, Director and Officer of several brokerage firms located in Western Canada. During this time, he was also President and Chief Executive Officer of a U.S. based, Financial Industry Regulatory Authority (FINRA) regulated foreign broker dealer. Mr. Verhelst also has senior risk management experience at CIBC and 11 years combined experience in enforcement for the Royal Canadian Mounted Police, the Alberta Securities Commission and the Vancouver Stock Exchange Inc. He also acted as President and Chief Executive Officer of Jennings Capital (USA) Inc., and investment management and securities brokerage firm, from October 2006 to October 2012.

### Edward Loven

Mr. Loven has 40 years of domestic and international experience in managing and marketing exploration phase opportunities in the oil & gas industry. Mr. Loven co-founded the Sandex Group from 1985 to 2001 and was directly responsible for Sandex's success related to the structuring, negotiating and completion of large green-field transactions. Mr. Loven has extensive industry experience in North America within the Oil & Gas industry. Mr. Loven has become an industry leader in developing corporate relations with First Nations. Mr. Loven has implemented corporate structures and policies with First Nations partners. Mr. Loven is currently a board member of environmentally focused innovative green technologies and a private domestic heavy oil production company.

### Michael Hibberd

Mr. Hibberd is currently Chairman of the Board of Canacol Energy Ltd. Mr. Hibberd has been Chairman and CEO of MJH Services Inc., a corporate finance advisory firm since 1995. He is also currently Vice Chairman of Sunshine Oilsands Ltd. and Chairman of PetroFrontier Corp. and serves as a board member of CanAsia Energy Corp. Formerly, he was Chairman of Heritage Oil Plc, Heritage Oil Corporation and Greenfields Petroleum Corporation; and former director of Montana Exploration Corp., Avalite Inc., Challenger Energy Corp., Deer Creek Energy, Iteration Energy Ltd., Pan Orient Energy Corp., Rally Energy Corp., Sagres Energy, Skope Energy Inc. and Zapata Energy Corporation. Mr. Hibberd holds a BA and an MBA from Western University and an LLB from the University of Toronto. He is also a member of the Law Society of Upper Canada.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

For the purposes of this section, "order" has the meaning given to such term under Section 7.2.3 of National Instrument 51-102F5 – *Information Circular*.

Other than as set out below, no proposed director or executive officer of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Michael Hibberd was a director of Montana Exploration Corp. at the time that an order was issued to suspend trading until the 2017 year end financial statements and MD&A were filed and compliance with the TSXV requirements was confirmed. The order was issued by the Alberta Securities Commission on May 4, 2018. Mr. Hibberd is a non-executive Vice-Chairman of Sunshine Oilsands Ltd. ("**Sunshine**"). On October 9, 2020, the Alberta Securities Commission issued an order for Sunshine to re-file its 2019 financial statements with an un-

modified auditor's opinion. The order prevents insiders and control block persons from trading Sunshine shares on the Hong Kong stock Exchange until resolved.

No proposed director or executive officer of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director or executive officer of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of the Company, as of the date hereof, no proposed director has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body, that would likely be considered important to a reasonable Shareholder in deciding to vote for a proposed director.

#### **4. APPOINTMENT OF AUDITORS**

Shareholders are being asked to re-appoint DeVisser Gray LLP to act as auditors of the Company until the next annual general meeting of Shareholders and to authorize the Board to fix their remuneration. DeVisser Gray LLP is located at 401 - 905 West Pender, Vancouver, BC V6C 1L6.

**Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the appointment of DeVisser Gray LLP as auditors of the Company at remuneration to be fixed by the Board.**

#### **5. AMENDED STOCK OPTION PLAN**

Shareholders are being asked to approve certain amendments (the "**Option Plan Amendments**") to the Company's current stock option plan (the "**2022 Plan**"). The Company has attached the form of amended stock option plan (the "**Amended Plan**") as Schedule "B" to this Circular. The amendments were made to ensure that the Amended Plan complied with the policies of the TSX Venture Exchange.

The Amended Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options ("**Options**") to purchase Common Shares, whereby the aggregate number of Common Shares reserved for issuance, together with any other Common Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued and outstanding Common Shares (calculated on a non-diluted basis) at the time an option is granted. Such Options will be exercisable for a period of up to ten (10) years from the date of grant. In connection with the foregoing, the Option Plan provides that: (i) no more than five per cent (5%) of the issued shares of the Company will be granted to any individual in any twelve (12) month period; (ii) no more than two per cent (2%) of the issued shares of the Company will be granted to any single consultant in any twelve (12) month period; and (iii) no more than an aggregate of two per cent (2%) of the issued shares of the Company will be granted to all persons retained to provide investor relations activities in any twelve (12) month period.

Options must be exercised within thirty (30) days following cessation of the optionee's position with the Company, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the Option may be exercised within a maximum period of one (1) year after such death, unless the optionee was engaged in investor relations activities, in which case such exercise must occur within ninety (90) days after such death, subject to the expiry date of such Option.

The exercise price of the Options shall be determined by the Board at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the TSX Venture Exchange (the "TSXV"). Subject to any vesting restrictions imposed by the TSXV, the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist, provided that in the event that the Company is not a Tier 1 Issuer on the TSXV, the Options must contain vesting provisions and may not vest prior to six (6) month from the date of the Option award.

Pursuant to the policies of the TSXV, the Option Plan Amendments must be approved by the Shareholders. This approval is being sought at the Meeting.

At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution approving the Option Plan Amendments and the Amended Option Plan. The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy.

**Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the approval of the Option Plan Amendments and the Amended Option Plan.**

## **OTHER BUSINESS**

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. **If any other matter properly comes before the Meeting, it is the intention of the management designees, if named as proxyholders, to vote the same in accordance with their best judgment on such matter.**

## **STATEMENT OF EXECUTIVE COMPENSATION**

The purpose of this section is to describe the compensation of certain named executive officers of the Company and the directors of the Company for the most recently completed financial year of the Company in accordance with Form 51-102F6V – *Statement of Executive Compensation* published by the Canadian Securities Administrators. When used in this section, "Named Executive Officers" or "NEOs" means (i) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer, (ii) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer, (iii) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the chief executive officer and the chief financial officer at the end of the most recently completed financial year whose total compensation was more than \$150,000, and (iv) each individual who would be a NEO under paragraph (iii) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

The NEOs of the Company in respect of the most recently completed financial year were, Chris Brown (Prior Chief Executive Officer), Brian Findlay (President, Chief Executive Officer and Chief Financial Officer) and Sameer Uplenchwar (Prior Chief Financial Officer).

The Company's compensation policies are founded on the principle that compensation should be aligned with Shareholders' interests, while also recognizing that the Company's performance is dependent upon its ability to retain highly trained, experienced and committed directors, executive officers and employees who have the necessary skill sets, education, experience and personal qualities required to manage the business of the Company. The Company also recognizes that the various components of its compensation program must be sufficiently flexible to adapt to unexpected developments in the technology industry and the impact of internal and market-related occurrences from time to time.

### **Compensation Components**

The Company's executive compensation program is comprised of the following components: (a) base salary, (b) consulting fees and (c) incentive options. The compensation components are designed to address the following key objectives:

- align compensation with shareholders' interests;
- attract and retain highly qualified management;
- focus performance by linking incentive compensation to the achievement of business objectives and financial and operational results; and
- encourage retention of key executives for leadership succession.

The aggregate value of these principal components and related benefits are used as a basis for assessing the overall competitiveness of the Company's executive compensation package. When determining executive compensation, including the assessment of the competitiveness of the Company's compensation program, management and the Board rely on their concurrent and past experiences and collective knowledge. With that background, ultimate determinations as to executive compensation are based on (i) informal discussion among board members and management, (ii) negotiation with the executive in question and (iii) a view to what is in the best interests of the Company and its various stakeholders. The Company does not employ any formal benchmarking procedures in determining executive compensation.

The Board did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last fiscal year, the Board does not view significant risk that would be likely to have a material adverse effect on the Company. The Company's management is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by management.

### **Base Salaries and Consulting Fees**

The base salary and consulting fee component is intended to provide a fixed level of competitive pay that is established at the time when an officer, employee or consultant joins the Company.

### **Incentive Stock Options**

The Option Plan is a "rolling up to 10%" plan (as defined in Policy 4.4 of the TSXV) and is in place to provide effective incentives to directors, officers, senior management personnel, consultants, and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for shareholders.

The Option Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase shares, whereby the aggregate number of shares reserved for issuance, together with any other shares reserved

for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Common Shares (calculated on a non-diluted basis) at the time an option is granted. As at the date of this Information Circular, the Company has 1,335,000 unexercised options issued and outstanding. See “*Matters to be Considered at the Meeting – Amended Stock Option Plan*”.

## Oversight and Description of Named Executive Officer and Director Compensation

The Company has a Nominating, Governance, Compensation and Leadership Development Committee (the “**Compensation Committee**”) that is primarily responsible for evaluating and making recommendations to the board of directors of the Company for the compensation of directors and executive officers. The current members of the Compensation Committee are Edward Loven and Robert Verhelst, both of whom are independent. Please see “*Election of Directors – Director Biographies*”.

Based upon these recommendations, the Board is responsible for determining, by way of discussions at board meetings, the compensation to be paid to the Company’s directors and executive officers. The Company at this time does not have a formal compensation program with specific performance goals; however, the performance of each executive is considered along with the Company’s ability to pay compensation and its results of operation for the period.

The overall compensation program is intended to attract and retain competent, committed individuals who will ensure the long-term success of the Company by rewarding performance and contributions to the achievement of corporate goals and objectives. The Company strives to maintain alignment between the interests of shareholders with those of executives and key employees. To this end, salaries for the current executive officers have been held significantly below market, and executives have been awarded stock options, allowing the Company to offer a competitive compensation package and encouraging investment in the Company.

## Named Executive Officer and Director Compensation Table

The following table sets out information concerning the compensation paid to each of the Company’s directors and NEOs, excluding compensation securities, for each of the two most recently completed financial years.

Table of Compensation (Excluding Compensation Securities)							
Name and position(s)	Year	Salary, consulting fee, retainer, or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
<b>Christopher Brown</b> <sup>(1)</sup> Prior CEO and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	237,500 <sup>(2)</sup>	Nil	Nil	Nil	Nil	237,500
<b>Brian Findlay</b> <sup>(3)</sup> President, CEO, CFO and Director	2021	60,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	60,000
	2022	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sameer Uplenchwar</b> <sup>(5)</sup> Prior CFO and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	237,500 <sup>(6)</sup>	Nil	Nil	Nil	Nil	237,500
<b>Robert Verhelst</b> <sup>(7)</sup> Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

### Notes

- (1) Mr. Brown became a director and CEO on January 13, 2022 and resigned from all officer and director positions with the Company on February 7, 2023. Prior to the formation of the Company by amalgamation on January 13, 2022, Mr. Brown was a director of the predecessor company, HeliosX Technologies Corp. from November 19, 2021.

- (2) Mr. Brown's consulting company, Helios Corporation (Can) Ltd. invoiced the Company for management fees for the year ended November 30, 2022 in the amount of \$237,500. As of the date hereof, the Company is disputing these fees and they have not yet been paid.
- (3) Mr. Findlay held the position of CEO from May 31, 2012, to January 13, 2022 with the Company's predecessor corporation Dajin Lithium Corp. and was appointed a director of the Company on January 13, 2022 and President of the Company on February 7, 2023.
- (4) These fees, payable to Mr. Findlay's company Alder Investments (1993) Ltd., were accrued by the Company in the 2021 financial year but have not been paid as of the date hereof.
- (5) Mr. Uplenchwar became a director and CFO on January 13, 2022 and resigned from all director and officer positions on February 7, 2023. Prior to the formation of the Company by amalgamation on January 13, 2022, Mr. Uplenchwar was a director of the predecessor company, HeliosX Technologies Corp. from November 19, 2021.
- (6) Mr. Uplenchwar's consulting company, Bedrock Resources Inc. invoiced the Company for management fees for the year ended November 30, 2022 in the amount of \$237,500. As of the date hereof, the Company is disputing these fees and they have not yet been paid.
- (7) Mr. Verhelst was a director with the Company's predecessor corporation Dajin Lithium Corp. since August, 2021 and was appointed a director of the Company on January 13, 2022.

### Outstanding Share-Based Awards and Option-Based Awards

The Company granted Options to Officers and Directors during the most recently completed financial year ended November 30, 2022. As at the date hereof, the Company did not have any share-based award plans for its NEOs. The following table sets out the number of Options outstanding at the end of the most recently completed financial year, being November 30, 2022.

Compensation Securities				
Name and position(s)	Number of Securities underlying unexercised options	Option Exercise Price	Option Expiration Date <sup>(1)</sup>	Value of Unexercised In-the Money options <sup>(2)</sup>
<b>Christopher Brown</b> Prior CEO and Director	750,000 <sup>(3)</sup>	\$0.70	February 28, 2027	Nil
<b>Brian Findlay</b> <sup>(4)</sup> President, CEO, CFO and Director	100,000	\$1.00	October 4, 2023	Nil
	100,000	\$0.50	February 28, 2025	Nil
	100,000	\$0.50	July 31, 2025	Nil
	300,000	\$0.70	February 28, 2027	Nil
<b>Sameer Uplenchwar</b> Prior CFO and Director	750,000 <sup>(5)</sup>	\$0.70	February 28, 2027	Nil
<b>Robert Verhelst</b> Director	250,000	\$0.70	February 28, 2027	Nil

#### Notes

- (1) All Options expire 30 days following the termination or resignation of the holder from the Company.
- (2) Based on a closing share price of \$0.50 per Common Share on the TSXV on November 30, 2022.
- (3) All Options have since expired as they were not exercised within 30 days of Mr. Brown's resignation from the Company on February 7, 2023.
- (4) Options are held through a company controlled by Mr. Findlay, Alder Investments (1993) Ltd.
- (5) All Options have since expired as they were not exercised within 30 days of Mr. Uplenchwar's resignation from the Company on February 7, 2023.

The Options granted on February 28, 2022 vested in full six (6) months following the date of grant, on August 28, 2022. The closing price for the Common Shares on the TSXV on August 26, 2022 (the last day of trading prior to August 28, 2022) was \$0.68, and accordingly, no value vested in respect of the Options during the financial year ended November 30, 2022.

In the most recently completed financial year of the Company, no directors or NEOs exercised Options or any other compensation securities.

### **Termination and Change of Control Based Compensation**

In the most recently completed financial year of the Company none of the Company's NEOs were entitled to any additional or special compensation or remuneration on the termination of their engagement with the Company.

### **Management Contracts**

Management functions of the Company are performed by the directors and executive officers of the Company and are not to any substantial degree performed by any other person, other than the CEO and CFO functions which were previously performed by Helios Corporation (Can) Ltd. and Bedrock Resources Inc., respectively and the current President, CEO and CFO functions which are performed by Alder Investments (1993) Ltd.

### **EQUITY COMPENSATION PLAN INFORMATION**

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

<b>Securities Authorized For Issuance Under Equity Compensation Plans</b>			
<b>Plan Category</b>	<b>(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>(b) Weighted average exercise price of outstanding options, warrants and rights</b>	<b>(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity Compensation plans approved by security holders	1,335,000 Stock Options	\$0.70	2,288,180 Stock Options
Equity Compensation plans not approved by security holders	NIL	N/A	N/A
<b>TOTAL</b>	1,335,000 Stock Options	\$0.70	2,288,180 Stock Options

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year ended November 30, 2022.

## **AUDIT COMMITTEE INFORMATION**

### **Audit Committee Charter**

The charter of the Audit Committee is attached as Schedule “A” to this Information Circular.

### **Composition of the Audit Committee and Independence**

The Company’s Audit Committee consists of Brian Findlay, Ed Loven and Robert Verhelst. National Instrument 52-110 – *Audit Committees* (“NI 52-110”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. The Board has determined that Ed Loven and Robert Verhelst are “independent” directors. Brian Findlay is not independent as he is the President of the Company.

### **Relevant Education and Experience**

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. The Company has determined that all of the members of the Audit Committee are “financially literate”.

All of the audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting. Please see “*Election of Directors – Director Biographies*”.

### **Audit Committee Oversight**

Since the commencement of the Company’s most recently completed financial year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor that were not adopted by the Board.

### **Reliance on Certain Exemptions**

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on the exemptions in section 2.4 (*De Minimis Non-audit Services*), section 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*), section 6.1.1(5) (*Events Outside Control of Member*) or section 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### **Pre-Approval Policies and Procedures**

The Audit Committee has the authority to pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company’s external auditor.

## Exemption

As the Company is a “venture issuer”, the Company is relying on the exemptions provided by section 6.1 of NI 52-110 with respect to Part 3 – *Composition of the Audit Committee* and Part 5 – *Reporting Obligations*.

## Audit Fees

The following table sets forth the fees billed to the Company and its subsidiaries by DeVisser for services rendered during the years ended November 30, 2021, and 2022:

	2021	2022
Audit fees <sup>(1)</sup>	\$20,000	\$30,000
Audit-related fees <sup>(2)</sup>	Nil	Nil
Tax fees <sup>(3)</sup>	Nil	Nil
All other fees <sup>(4)</sup>	Nil	Nil
<b>Total</b>	<b>\$20,000</b>	<b>\$30,000</b>

### Notes:

- (1) The aggregate audit fees billed by the Company’s auditor.
- (2) Audit-Related Fees refers to the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under Audit Fees.
- (3) The aggregate fees billed (or accrued) for professional services provided by the auditor rendered for tax compliance, tax advice and tax planning.
- (4) All other fees represent fees for an audit of the Company’s report prepared pursuant to the *Extractive Sector Transparency Measure Act* in Canada.

## CORPORATE GOVERNANCE

The Company’s disclosure of corporate governance practices pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) is set out below in the form required by Form 58-101F2- *Corporate Governance Disclosure (Venture Issuers)*.

### Board of Directors

The Board is responsible for the stewardship of the Company and for the supervision of management to protect shareholder interests. The Board oversees the development of the Company’s strategic plan and the ability of management to continue to deliver on the corporate objectives.

The Board is presently comprised of three (3) members: Brian Findlay, Ed Loven and Robert Verhelst. All three current directors will be nominated at the Meeting to hold office for the ensuing year. It is also proposed that Michael Hibberd will be nominated at the Meeting for election as a director.

NP 58-201 suggests that the Board of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors, within the meaning set out under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Brian Findlay is the President of the Company and, accordingly, is not considered “independent”. Ed Loven and Robert Verhelst are considered to be independent directors of the Company. If elected Michael Hibberd would also be considered an independent director.

The Board believes that it functions independently of Management. To enhance its ability to act independently of Management, the members of the Board may meet without Management and the non-independent directors. In the event of a conflict of interest at a meeting of the Board, the conflicted director will, in accordance with corporate law and his or her fiduciary obligations as a director of the Company, disclose the nature and extent of his or her interest to the meeting and abstain from voting on the matter at issue. In addition, the members of the Board who are not members of Management are encouraged to obtain advice from external advisors and legal counsel as they may deem necessary in order to reach a conclusion with respect to issues brought before the Board.

### Directorships

Certain of the Company's directors or nominee directors are currently directors or have, in the last 5 years, served as directors or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of director, officer or Promoter	Name of reporting issuer	Exchange	Position	From	To
Michael Hibberd	Canacol Energy Ltd.	TSX Bolsa de Valores de Colombia	Chairman	October 30, 2008	Present
	Petro Frontier Corp.	TSXV	Chairman	September 26, 2013	Present
	CanAsia Energy Corp.	TSXV	Director	July 18, 2022	Present
	Sunshine Oilsands Ltd.	HKEX	Non-Executive Vice Chairman	May 9, 2007	Present

### Orientation and Continuing Education

The Board has no formal orientation and education program for new directors. At present, each new director is given an outline of the nature of the Company's business, its strategy, and present issues with the Company. New directors would also be expected to meet with the management of the Company to discuss and better understand the Company's business and would be advised by the Company's legal counsel of their legal obligations as directors of the Company.

### Ethical Business Conduct

The entire Board is responsible for developing the Company's approach to governance issues, in connection with the recommendations of the Nominating, Governance, Compensation and Leadership Development Committee. The Board has reviewed this Corporate Governance disclosure and concurs that it accurately reflects the Company's activities. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

In addition, each nominee for director of the Company must disclose to the Company all interests and relationships of which the director is aware of at the time of consideration which will or may give rise to a conflict of interest. If such an interest or relationship should arise while the individual is a director, the individual shall make immediate disclosure of all relevant facts to the Company.

### **Nomination of Directors**

The Nomination, Governance, Compensation and Leadership Development Committee and the Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience. There is no set process for identifying new Board candidates.

### **Compensation**

Compensation for the directors and Executive Officer is considered and recommended by the Compensation Committee to the Board. The Board as a whole is responsible for approving the overall compensation strategy of the Company and administering the Company’s executive compensation program. For more information, see heading “*Statement of Executive Compensation*” above.

### **Other Board Committees**

The Board reconstituted its standing committees as of January 13, 2022, establishing three standing committees whose members are as follows:

<b>Board Committee</b>	<b>Committee Members</b>	<b>Status</b>
Audit Committee	Robert Verhelst Brian Findlay Ed Loven	Independent President (Not Independent) Independent
Nominating, Governance, Compensation and Leadership Development Committee	Robert Verhelst Ed Loven	Independent Independent
Health, Safety and Environmental Committee	Robert Verhelst Ed Loven	Independent Independent

The Board does not have any other standing committees.

### **Assessments**

The Board does not have a formal process where the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. The Nomination, Governance, Compensation and Leadership Development Committee will review the attendance and performance of the committees and individual directors on an informal basis.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed in this Information Circular, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both carrying more than ten percent of the voting rights attached to the outstanding Common Shares (an “**Insider**”); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of the Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

On March 30, 2023, the Company filed a Statement of Claim in the court of the King’s Bench of Alberta against certain former officers and directors of the Company. The Company has alleged breach of fiduciary duty, breach of duty and care and negligence, resulting in the Company suffering losses and damages in an amount currently estimated to be not less than \$4,413,158, inclusive of amounts currently recorded within the Company’s November 30, 2022 balance of accrued liabilities aggregating \$550,000.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders of the Company may contact the Company at Suite 202, 8661-201 Street, Langley, BC V2Y 0G9 to request copies of the Financial Statements and MD&A. Financial information regarding the Company is provided in the Company’s Financial Statements and MD&A for the most recently completed financial year.

## SCHEDULE "A"

### CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

#### D2 LITHIUM CORP.

*The Audit Committee (the "Committee") of the board of directors (the "Board") of D2 Lithium Corp. (the "Company") will carry out the procedures, responsibilities and duties set out below, to ensure that the Company maintains financial controls in strict adherence with applicable regulatory standards.*

#### **1. Purpose**

1.1 The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:

- (a) support the Board in meeting its responsibilities to shareholders;
- (b) enhance the independence of the external auditor;
- (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board;
- (d) increase the credibility and objectivity of the Company's financial reports and public disclosure.

1.2 The Audit Committee will make recommendations to the Board regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.

1.3 The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribe.

#### **2. Membership**

2.1 Each member of the Audit Committee must be a director of the Company.

2.2 The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.

2.3 The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board.

#### **3. Authority**

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;
- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement;
- (c) approve interim financial statements and interim MD&A on behalf of the Board.

#### **4. Duties and Responsibilities**

4.1 The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board the external auditor to be nominated by the Board;
- (b) recommending to the Board the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board;
- (i) reporting on and recommending to the Board the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
  - (ii) the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the

Company's external auditor;

- (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2 The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

## **5. Meetings**

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.

5.2 The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.

5.3 The Audit Committee may establish its own schedule that it will provide to the Board in advance.

5.4 The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.

5.5 A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.

5.6 The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.

5.7 The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.8 The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board or the shareholders.

## **6. Reports**

6.1 The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board meeting at which those recommendations are presented.

## **7. Minutes**

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

SCHEDULE "B"



10% ROLLING STOCK OPTION PLAN

EFFECTIVE AUGUST 11, 2023

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**EXHIBIT “1”**  
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EXERCISE NOTICE

**ARTICLE I  
DEFINITIONS AND INTERPRETATION**

**1.01 DEFINITIONS**

As used herein, unless anything in the subject matter or context is inconsistent therewith, the following terms shall have the meanings set forth below:

“**Administrator**” means the person as may be designated as Administrator by the Board from time to time;

“**Affiliate**” means a corporation that is affiliated with the Company because

- (a) one of them is the subsidiary of the other; or
- (b) each of them is controlled by the same individual or corporation;

“**Applicable Laws**” means all legal requirements relating to the administration of stock option plans, if any, under applicable corporate laws, any applicable state or provincial securities laws, the rules and regulations promulgated thereunder, and the requirements of the Exchange, and the laws of any foreign jurisdiction applicable to Options granted to residents therein;

“**Award Date**” means the date on which the Board grants a particular Option;

“**Board**” means the board of directors of the Company;

“**Company**” means D2 Lithium Corp. or any “affiliate” thereof (as defined in the Securities Act);

“**Consultant**” means an individual or Consultant Company other than an Employee or a Director of the Company, that

- (a) provides ongoing consulting, technical, management or other services to the Company or to an Affiliate of the Company;
- (b) provides the services under a written contract between the Company or the Affiliate and the individual or the Consultant Company;
- (c) spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate of the Company; and
- (d) has a relationship with the Company or an Affiliate of the Company that enables the individual to be knowledgeable about the business and affairs of the Company;

“**Consultant Company**” means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;

“**Director**” means directors, senior officers and Management Company Employees of the Company;

“**Earlier Termination Date**” means the date determined in accordance with section 3.04 after which a particular Option cannot be exercised;

“**Eligible Person**” means:

- (a) any officer or employee of the Company and/or any officer or employee of any Subsidiary of the Company and, solely for purposes of the grant of Options, any director of the Company and/or any director of any Subsidiary of the Company; and
- (b) Consultant and Consultant Company.

“**Employee**” means

- (a) an individual considered an employee of the Company or a subsidiary under the *Income Tax Act* (Canada) (i.e. for whom income tax and other deductions are made by the Company);

- (b) an individual who works full-time for the Company or a subsidiary providing services normally provided by an employee but for whom income tax and other deductions are not made;
- (c) an individual who works for the Company or a subsidiary on a continuing and regular basis for a minimum amount of time per week, but for whom income tax and other deductions are not made; and
- (d) other persons who are providing, have provided, or have agreed to provide a service of value to the Company or a subsidiary;

“**Exchange**” means the TSX Venture Exchange or successor stock exchange;

“**Exercise Notice**” means the notice respecting the exercise of an Option, in the form set out as Exhibit “2” hereto, duly executed by the Option Holder;

“**Exercise Period**” means the period during which a particular Option may be exercised and is the period from and including the Award Date through to and including the Expiry Date;

“**Exercise Price**” means the price at which an Option may be exercised as determined in accordance with section 3.5;

“**Expiry Date**” means the date in accordance with section 3.03 after which a particular Option cannot be exercised;

“**Investor Relations Activities**” means any activities, by or on behalf of the Company or Shareholder of the Company, that promote or reasonably could be expected to promote the purchase or sale of securities of the Company, but does not include:

- (a) the dissemination of information provided, or records prepared, in the ordinary course of Company’s business
  - (i) to promote the sale of products or services of the Company, or
  - (ii) to raise public awareness of the Company,

that cannot reasonably be considered to promote the purchase or sale of securities of the Company;

- (b) activities or communications necessary to comply with the requirements of:
  - (i) applicable Securities Laws;
  - (ii) Exchange Requirements or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over the Company;
- (c) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
  - (i) the communication is only through the newspaper, magazine or publication, and
  - (ii) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (d) activities or communications that may be otherwise specified by the Exchange.

“**Management Company Employee**” means an individual employed by a corporation providing management services to the Company which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a person engaged in Investor Relations Activities;

“**Market Value**” means at any date when the market value of Shares of the Company is to be determined,

- (a) the five-day volume weighted average trading price calculated by dividing the total value by the total volume of securities traded for the relevant period; or
- (b) the closing price of the underlying securities on the previous trading day prior to the date of grant of the award; or
- (c) a reasonable pre-determined formula, based on a weighted average trading price or average daily high and low board lot trading prices for a short period of time prior to the date of grant of the award.

“**Option**” means an option to acquire Shares awarded pursuant to the Plan;

“**Option Certificate**” means the certificate, substantially in the form set out as Exhibit “1” hereto, evidencing an Option;

“**Option Holder**” means a person who holds an unexercised and unexpired Option or, where applicable, the Personal Representative of such person;

“**Participant**” means eligible participants that are granted Options under this Plan;

“**Personal Representative**” means (i) in the case of a deceased Option Holder, the executor or administrator of the deceased duly appointed by a court or public authority having jurisdiction to do so; and (ii) in the case of an Option Holder who for any reason is unable to manage his or her affairs, the person entitled by law to act on behalf of such Option Holder;

“**Plan**” means this stock option plan;

“**Share**” or “**Shares**” means, as the case may be, one or more common shares without par value in the capital of the Company;

“**Securities Act**” means the *Securities Act* (British Columbia); and

“**Trading Day**” means any day on which the Exchange is opened for trading.

## **1.02 CHOICE OF LAW**

The Plan is established under, and the provisions of the Plan shall be interpreted and construed solely in accordance with, the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

## **1.03 HEADINGS**

The headings used herein are for convenience only and are not to affect the interpretation of the Plan.

# **ARTICLE II PURPOSE AND PARTICIPATION**

## **2.01 PURPOSE**

The purpose of the Plan is to provide the Company with a share-related mechanism to attract, retain and motivate Directors, Employees and Consultants, to reward such of those persons by the grant of Options under the Plan by the Board from time to time for their contributions toward the long-term goals of the Company and to enable and encourage such persons to acquire Shares as long-term investments.

## **2.02 PARTICIPATION**

The Board shall, from time to time, in its sole discretion determine those Directors, Employees and/or Consultants, if any, to whom Options are to be awarded. If the Board elects to award an Option to a Director or Consultant, the Board shall, in its sole discretion but subject to section 3.2, determine the number of Shares to be acquired on the exercise of such Option. If the Board elects to award an Option to an Employee, the number of Shares to be acquired on the exercise of such Option shall be determined by the Board in its sole discretion but subject to section 3.02, and in so doing the Board may consider the following criteria:

- (a) the Employee’s remuneration as at the Award Date in relation to the total remuneration payable by the Company to all of its Employees as at the Award Date;
- (b) the length of time that the Employee has provided services to the Company; and
- (c) the nature and quality of work performed by the Employee.

In the case of Options awarded to Employees, Consultants or Management Company Employees, the Company will be deemed to have represented that the recipient is a bona fide Employee, Consultant or Management Company Employee. The Company and each Participant acknowledge that they are responsible for ensuring and confirming that such Participant is a

bona fide Eligible Person entitled to receive Options.

### **2.03 NOTIFICATION OF AWARD**

Following the approval by the Board of the awarding of an Option, the Option Holder shall be notified of the award and given an Option Certificate representing the Option so awarded.

### **2.04 COPY OF PLAN**

Each Option Holder, concurrently with the notice of the award of the Option, shall be provided with a copy of the Plan. A copy of any amendment to the Plan shall be promptly provided to each Option Holder.

### **2.05 LIMITATION**

The Plan does not give any Option Holder the right to continue to be employed or engaged by the Company.

## **ARTICLE III TERMS AND CONDITIONS OF OPTIONS**

### **3.01 BOARD TO ALLOT SHARES AND OPTION CERTIFICATES**

- (a) The Board may from time to time authorize the allocation and issue of Options to specific Eligible Persons of the Company and its subsidiaries. The Option Price under each Option so allocated shall be not less than the Market Price on the Grant Date. The Expiry Date for each Option shall be set by the Board at the time of issue of the Option and shall not be more than ten years after the Grant Date. Options shall not be assignable (or transferable) by the Optionee. Both the Company and the Optionee are responsible for ensuring and confirming that the Optionee is a *bona fide* Eligible Person.
- (b) Each Option shall be confirmed by the execution of an Option Certificate. Each Optionee shall have the option to purchase from the Company the Option Shares at the time and in the manner set out in the Plan and in the Option Certificate applicable to that Optionee. For stock options to Employees, Consultants, Consultant Company or Management Company Employees, each of the Company and the Optionee is representing herein and in the applicable Option Certificate that the Optionee is a bona fide Employee, Consultant, Consultant Company or Management Company Employee, as the case may be, of the Company or its subsidiary. The execution of an Option Certificate shall constitute conclusive evidence that it has been completed in compliance with this Plan.

### **3.02 LIMIT ON NUMBER OF SHARES ISSUABLE ON EXERCISE OF OPTIONS**

The maximum number of Shares which may be issuable pursuant to options granted under the Plan shall be that number equal to 10% of the Company's issued share capital from time to time. The number of Shares reserved for issuance under the Plan and all of the Company's other previously established or proposed share compensation arrangement:

- (a) in aggregate shall not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis;
- (b) to all Insiders (as a group) shall not exceed 10% of the total number of issued and outstanding Shares at any point in time on a non-diluted basis (unless otherwise approved by the disinterested shareholders of the Company);
- (c) to all Insiders (as a group) shall not exceed 10% of the total number of issued and outstanding Shares in any 12 month period on a non-diluted basis (unless otherwise approved by the disinterested shareholders of the Company);
- (d) to any one Optionee, shall not exceed 5% of the total number of issued and outstanding Shares in any 12 month period on a non-diluted basis (unless otherwise approved by the disinterested shareholders of the Company);
- (e) to any one Consultant shall not exceed 2% in the aggregate of the total number of issued and outstanding Shares in any 12 month period on a non-diluted basis; and
- (f) to all Eligible Persons who undertake Investor Relations Activities shall not exceed 2% in the aggregate of the total

number of issued and outstanding Shares pursuant to all Options granted in any 12 month period on a non-diluted basis, which Options must be vested in stages over not less than 12 months and no more than one-quarter (1/4) of such Options may be vested in any three (3) month period. The Company must publicly announce by press release at the time of the grant, any Options granted to Eligible Persons who undertake Investor Relations Activities.

### 3.03 TERM OF OPTION

Subject to section 3.4, the Expiry Date of an Option shall be the date so fixed by the Board at the time the particular Option is awarded, provided that such date shall not be later than:

- (a) in the case of an Option granted prior to the Shares being listed on the Exchange, the fifth anniversary of the date on which the Shares are listed on the Exchange; or
- (b) in the case of an Option granted after the Shares have been listed on the Exchange, the tenth anniversary of the Award Date of the Option.

### 3.04 TERMINATION OF OPTION

An Option Holder may exercise an Option in whole or in part at any time or from time to time during the Exercise Period provided that, with respect to the exercise of part of an Option, the Board may at any time and from time to time fix a minimum or maximum number of Shares in respect of which an Option Holder may exercise part of any Option held by such Option Holder. Any Option or part thereof not exercised within the Exercise Period shall terminate and become void as of 5:00 p.m. (Vancouver time) on the first to occur of the Expiry Date or the Earlier Termination Date. The Earlier Termination Date shall be the date established, if applicable, in subsections (a) or (b) below.

- (a) **Death.** In the event that the Option Holder should die while he or she is still
  - (i) a Director, Consultant or Employee (other than a Consultant or an Employee performing Investor Relations Activities), the Expiry Date shall be 12 months from the date of death of the Option Holder; or
  - (ii) a person performing Investor Relations Activities, the Expiry Date shall be 90 days from the date of death of the Option Holder.
- (b) **Ceasing to be a Director, Employee or Consultant.** In the event that the Option Holder ceases to be a Director, Employee or Consultant other than by reason of death and ceases to be eligible through another capacity to hold an Option, the Expiry Date of the Option shall be the 30th day following the date the Option Holder ceases to be a Director, Employee or Consultant unless any of the following apply:
  - (i) the Option Holder ceases to meet the qualifications for directors prescribed by the corporate legislation to which the Company is then subject, and the Option Holder is not eligible through another capacity to hold an Option;
  - (ii) the Option Holder ceases to be a director of the Company by reason of a special resolution to that effect having been passed by the members of the Company pursuant to the corporate legislation to which the Company is then subject and the Option Holder is not eligible through another capacity to hold an Option;
  - (iii) the Option Holder's relationship with the Company or the Management Company is terminated for cause; or
  - (iv) an order of the British Columbia Securities Commission or other regulatory authority having jurisdiction is made prohibiting the Option Holder from holding an Option,

in which case the Earlier Termination Date shall be the date on which any of the above occurs.

### 3.05 EXERCISE PRICE

The Exercise Price shall be that price per Share, as determined by the Board in its sole discretion, and announced as of the Award Date, at which an Option Holder may purchase a Share upon the exercise of an Option, and if the Shares are then listed on the Exchange, shall not be less than the closing price of the Shares on the Exchange on the day preceding the Award Date, less any discount permitted by the Exchange

### 3.06 PRICE AND TERM ADJUSTMENTS

The Board may amend this Plan or any Option at any time without the consent of Participants provided that such amendment shall be subject to disinterested shareholder approval in the event of any reduction in the exercise price or any extension of the term of any Option granted under the Plan to an Insiders.

### 3.07 ASSIGNMENT OF OPTIONS

Options may not be assigned or transferred, provided however that the Personal Representative of an Option Holder may, to the extent permitted by section 4.1, exercise the Option within the Exercise Period.

### 3.08 VESTING

The following provisions regarding vesting shall apply to the Options:

- (a) For so long as the Company is not classified as a Tier 1 Issuer or equivalent designation on the Exchange, all Options awarded pursuant to the Plan, except in exceptional circumstances as determined by the Board, must contain conditions relating to the vesting of the right to exercise an Option awarded to any Option Holder, which will provide that the right to purchase the Shares under the Option may not be exercised any earlier than six(6) months from the Award Date.

In the event that the classification of the Company on the Exchange is upgraded to that of a Tier 1 Issuer or equivalent designation, or the Shares are no longer listed on the Exchange, the Board may, in its sole discretion at the time the Option is awarded, but will not be required to, impose conditions relating to the vesting of the right to exercise an Option awarded to any Option Holder. The Board may (but will not be required to) accelerate or remove the vesting provisions applying to previously granted Options.

- (b) Vesting of Stock Options shall be at the discretion of the Board and will generally be subject to the Participant.
- (c) Option Certificates will disclose vesting conditions which are as specified by the Board.
- (d) The vesting schedule in subsection 3.9(a) shall be automatically and immediately accelerated such that all remaining Options will then be available for exercise upon the occurrence of a *takeover bid* which is a *formal bid*, as those terms are defined under the Securities Act.

### 3.09 HOLD PERIODS

- (a) If required by Applicable Laws, any Options will be subject to a hold period expiring on the date that is four months and a day after the Date of Grant, and the Option Certificates and the certificates representing any Shares issued prior to the expiry of such hold period will bear a legend in substantially the following form:

**“Unless permitted under securities legislation, the holder of the securities represented hereby must not trade the securities before [insert the date that is four months and one day after the date of grant].”**

- (b) In addition to any resale restrictions under any Applicable Laws, in the event that the Company is listed on the Exchange:
  - (i) all Options issued to Directors, officers of the Company, promoters of the Company or Consultants; and
  - (ii) any Options granted by the Company to any Person with an exercise price that is less than the applicable market price,

the Option Certificates and the certificates representing any Shares realized on the exercise thereof will bear the following legend:

**“Without prior written approval of the TSX Venture Exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [insert the date that is four months and one day after the date of grant].”**

### **3.10 EXERCISE OF OPTION**

An Option may be exercised only by the Option Holder or the Personal Representative of any Option Holder. An Option Holder or the Personal Representative of any Option Holder may exercise an Option in whole or in part, subject to any applicable exercise restrictions, at any time or from time to time during the Exercise Period up to 5:00 p.m. (Vancouver time) on the Expiry Date by delivering to the Administrator an Exercise Notice, the applicable Option Certificate and a certified cheque or bank draft (or other payment method acceptable to the Company) payable to the Company in an amount equal to the aggregate Exercise Price of the Shares to be purchased pursuant to the exercise of the Option.

The exercise price of any Stock Option shall be fixed by the Board when such option is granted but shall be no less than the Market Value.

### **3.11 EXERCISE RESTRICTIONS**

The Board may, at the time an Option is awarded or upon renegotiation of the same, attach restrictions relating to the exercise of the Option in addition to the vesting provisions specified in section 3.08. Any such restrictions shall be recorded on the applicable Option Certificate.

### **3.12 ISSUE OF SHARE CERTIFICATES**

As soon as practicable following the receipt of the Exercise Notice, the Administrator shall cause to be delivered to the Option Holder a certificate for the Shares so purchased bearing such legends denoting trading restrictions as may be required by applicable securities laws and/or the Exchange. It is the Option Holder's responsibility to comply with any such trading restrictions. If the number of Shares so purchased is less than the number of Shares subject to the Option Certificate surrendered, the Administrator shall forward a new Option Certificate to the Option Holder concurrently with delivery of the aforesaid share certificate for the balance of the Shares available under the Option.

### **3.14 CONDITION OF ISSUE**

The issue of Shares by the Company pursuant to the exercise of an Option is subject to this Plan and compliance with the laws, rules and regulations (collectively the "Laws") of all regulatory bodies applicable to the issuance and distribution of such Shares and to the listing requirements of any stock exchange or exchanges on which the Shares may be listed. The Option Holder agrees to comply with all the Laws and agrees to furnish to the Company any information, report and/or undertakings required to comply with and to fully cooperate with the Company in complying with the Laws.

## **ARTICLE IV ADJUSTMENT OF OPTION PRICE AND NUMBER OF OPTION SHARES**

### **4.01 SHARE REORGANIZATION**

Whenever the Company issues Shares to all or substantially all holders of Shares by way of a stock dividend or other distribution, or subdivides all outstanding Shares into a greater number of Shares, or combines or consolidates all outstanding Shares into a lesser number of Shares (each of such events being herein called a "**Share Reorganization**") then effective immediately after the record date for such dividend or other distribution or the effective date of such subdivision, combination or consolidation, for each Option:

- (a) the Option Price will be adjusted to a price per Share which is the product of:
  - (i) the Option Price in effect immediately before that effective date or record date; and
  - (ii) a fraction, the numerator of which is the total number of Shares outstanding on that effective date or record date before giving effect to the Share Reorganization, and the denominator of which is the total number of Shares that are or would be outstanding immediately after such effective date or record date after giving effect to the Share Reorganization; and
- (b) the number of Unissued Option Shares will be adjusted by multiplying.
  - (i) the number of Unissued Option Shares immediately before such effective date or record date by

- (ii) a fraction which is the reciprocal of the fraction described in subparagraph (a)(ii).

#### **4.02 SPECIAL DISTRIBUTION**

Subject to the prior approval of the Exchange, whenever the Company issues by way of a dividend or otherwise distributes to all or substantially all holders of Shares:

- (a) shares of the Company, other than the Shares;
- (b) evidence of indebtedness;
- (c) any cash or other assets, excluding cash dividends (other than cash dividends which the Board of Directors of the Company has determined to be outside the normal course); or
- (d) rights, options or warrants,

then to the extent that such dividend or distribution does not constitute a Share Reorganization (any of such non-excluded events being herein called a “**Special Distribution**”), and effective immediately after the record date at which holders of Shares are determined for purposes of the Special Distribution, for each Option the Option Price will be reduced, and the number of Unissued Option Shares will be correspondingly increased, by such amount, if any, as is determined by the Board in its sole and unfettered discretion to be appropriate in order to properly reflect any diminution in value of the Option Shares as a result of such Special Distribution, subject in all cases to the limitations set forth in Section 3.02 hereof.

#### **4.03 CORPORATE ORGANIZATION**

Subject to the prior approval of the Exchange, whenever there is:

- (a) a reclassification of outstanding Shares, a change of Shares into other shares or securities, or any other capital reorganization of the Company, other than as described in subsections 4.01 or 4.02;
- (b) a consolidation, merger or amalgamation of the Company with or into another corporation resulting in a reclassification of outstanding Shares into other shares or securities or a change of Shares into other shares or securities; or
- (c) a transaction whereby all or substantially all of the Company's undertaking and assets become the property of another corporation,

(any such event being herein called a “**Corporate Reorganization**”) the Optionee will have an option to purchase (at the times, for the consideration, and subject to the terms and conditions set out in the Plan) and will accept on the exercise of such option, in lieu of the Unissued Option Shares which he would otherwise have been entitled to purchase, the kind and amount of shares or other securities or property that he would have been entitled to receive as a result of the Corporate Reorganization if, on the effective date thereof, he had been the holder of all Unissued Option Shares or if appropriate, as otherwise determined by the Directors.

#### **4.04 DETERMINATION OF OPTION PRICE AND NUMBER OF UNISSUED OPTION SHARES**

If any questions arise at any time with respect to the Option Price or number of Unissued Option Shares deliverable upon exercise of an Option following a Share Reorganization, Special Distribution or Corporate Reorganization, such questions shall be conclusively determined by the Company's auditor, or, if they decline to so act, any other firm of Chartered Accountants in Calgary, Alberta, that the Directors may designate and who will have access to all appropriate records and such determination will be binding upon the Company and all Optionees.

#### **4.05 REGULATORY APPROVAL**

Any adjustment to the Option Price or the number of Unissued Option Shares purchasable under the Plan pursuant to the operation of any one of subsection 4.01, 4.02 or 4.03 is subject to the prior approval of the Exchange where required pursuant to their policies, and compliance with the applicable securities rules or regulations of any other governmental authority having jurisdiction.

**ARTICLE V  
ADMINISTRATION**

**5.01 ADMINISTRATION**

The Plan shall be administered by the Administrator on the instructions of the Board, or such committee of the Board authorized to act in respect of matters relating to the Plan. The Board or such committee may make, amend and repeal at any time and from time to time such regulations not inconsistent with the Plan as it may deem necessary or advisable for the proper administration and operation of the Plan and such regulations shall form part of the Plan. The Board may delegate to the Administrator or any other person such administrative duties and powers as it may see fit.

**5.02 INTERPRETATION**

The interpretation by the Board or its authorized committee of any of the provisions of the Plan and any determination by it pursuant thereto shall be final and conclusive and shall not be subject to any dispute by any Option Holder. No member of the Board or any person acting pursuant to authority delegated by the Board hereunder shall be liable for any action or determination in connection with the Plan made or taken in good faith and each member of the Board and each such person shall be entitled to indemnification with respect to any such action or determination in the manner provided for by the Company.

**ARTICLE VI  
AMENDMENT AND TERMINATION**

**6.01 PROSPECTIVE AMENDMENT**

Subject to applicable regulatory approval, the Board may from time to time amend the Plan and the terms and conditions of any Option thereafter to be awarded and, without limiting the generality of the foregoing, may make such amendment for the purpose of meeting any changes in any relevant law, rule or regulation applicable to the Plan, any Option or the Shares, or for any other purpose which may be permitted by all relevant laws, rules and regulations, provided always that any such amendment shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to such amendment.

**6.02 RETROSPECTIVE AMENDMENT**

Subject to applicable regulatory and Exchange approval, the Board may from time to time retrospectively amend the Plan and may also, with the consent of the affected Option Holders, retrospectively amend the terms and conditions of any Options which have been previously awarded.

**6.03 TERMINATION**

The Board may terminate the Plan at any time provided that such termination shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to the date of such termination and notwithstanding such termination the Company, such Options and such Option Holders shall continue to be governed by the provisions of the Plan.

**6.04 AGREEMENT**

The Company and every person to whom an Option is awarded hereunder shall be bound by and subject to the terms and conditions of the Plan.

**ARTICLE VII**  
**APPROVALS REQUIRED FOR PLAN**

**7.01 APPROVALS REQUIRED FOR PLAN**

The Plan is subject to shareholder and regulatory and Exchange approvals if required.

**7.02 SUBSTANTIVE AMENDMENTS TO PLAN**

For as long as the Company is listed on the Exchange, any substantive amendments to the Plan shall be subject to the Company first obtaining the necessary approvals of:

- (a) the shareholders of the Company; and
- (b) the Exchange.

**EXHIBIT "1"**

**TO 10% ROLLING STOCK OPTION PLAN**

**D2 LITHIUM CORP.**

**OPTION CERTIFICATE**

[If the Company is listed on the Exchange and the Option is granted at a discount to the market price or to Directors, officers, promoters or Consultants, insert the following hold period legend: Without prior written approval of the TSX Venture Exchange and compliance with all applicable securities legislation, the securities issued upon the exercise of the Option granted herein may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until (four months and one day after the date of grant).]

[If applicable, insert the following hold period legend: Unless permitted under securities legislation, the holder of the securities represented hereby must not trade the securities before (four months and one day after the date of grant)].

This certificate is issued pursuant to the provisions of the D2 Lithium Corp. (the "Company") Stock Option Plan (the "Plan") and evidence that \_\_\_\_\_ is the holder of an option (the "Option") to purchase up to \_\_\_\_\_ common shares (the "Shares") in the capital stock of the Company at a purchase price of \$\_\_\_\_\_ per Share. Subject to the provisions of the Plan:

- (a) the Award Date of this Option is \_\_\_\_, and
- (b) the Expiry Date of this Option is \_\_\_\_.

Applicable Vesting or Other Restrictions

The Options will vest to the Optionee and be eligible to be exercised after six (6) months from the Award Date.

This Option may be exercised in accordance with its terms at any time and from time to time from and including the Award Date through to and including up to 5:00 p.m. (PST time) on the Expiry Date, by delivering to the Administrator of the Plan an Exercise Notice, in the form provided in the Plan, together with this certificate and a certified cheque or bank draft payable to the Company in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which this Option is being exercised.

This certificate and the Option evidenced hereby is not assignable, transferable or negotiable and is subject to the detailed terms and conditions contained in the Plan. This certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Company shall prevail.

D2 LITHIUM CORP.  
by its authorized signatory:

NAME \_\_\_\_\_

TITLE \_\_\_\_\_

**EXHIBIT "2"**

**TO 10% ROLLING STOCK OPTION PLAN**

**D2 LITHIUM CORP.**

**EXERCISE NOTICE**

To: The Administrator, Stock Option Plan

D2 LITHIUM CORP.

The undersigned hereby irrevocably gives notice, pursuant to the D2 LITHIUM CORP. (the "Company") Stock Option Plan (the "Plan"), of the exercise of the Option to acquire and hereby subscribes for (cross out inapplicable item):

- (a) \_\_\_\_\_ all of the Shares; or
- (b) \_\_\_\_\_ of the Shares, which are the subject of the Option Certificate attached hereto.

Calculation of total Exercise Price:

- (i) number of Shares to be acquired on exercise: \_\_\_\_\_ Shares
- (ii) times the Exercise Price per Share: \$ \_\_\_\_\_

TOTAL EXERCISE PRICE, enclosed herewith: \$ \_\_\_\_\_

The undersigned tenders herewith a certified cheque or bank draft (circle one) in the amount of \$\_\_payable to the Company in an amount equal to the total Exercise Price of the aforesaid Shares, as calculated above, and directs the Company to issue the share certificate evidencing said Shares in the name of the undersigned to be mailed to the undersigned at the following address:

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Signature of Option Holder

\_\_\_\_\_  
Name of Witness (please print)

\_\_\_\_\_  
Name of Option Holder (please print)