



Bennett Jones

Bennett Jones LLP  
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September 20, 2023

**VIA SEDAR**

Alberta Securities Commission  
Ontario Securities Commission  
British Columbia Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Nova Scotia Securities Commission  
The Office of the Yukon Superintendent of Securities  
Nunavut Securities Office  
Superintendent of Securities, Northwest Territories  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities, Newfoundland and Labrador  
Financial and Consumer Services Commission, New Brunswick  
Autorité des marchés financiers

**Re: E3 Lithium Ltd. (the "Corporation")**

Dear Sirs/Mesdames:

We refer to the prospectus supplement of E3 Lithium Ltd. (the "**Corporation**") dated September 20, 2023 (the "**Prospectus Supplement**") in connection with the public offering (the "**Offering**") on a "bought deal" basis to purchasers in each of the provinces and territories of Canada except Quebec, of (i) 5,640,000 common shares (the "**Common Shares**") of the Corporation at a price of \$3.55 per Common Share for aggregate gross proceeds of \$20,022,000 and (ii) up to 846,000 additional Common Shares at a price of \$3.55 per Common Share upon exercise of the over-allotment option granted to the underwriters (the "**Offering**").

We hereby consent to the references to our firm name on the cover page of the Prospectus Supplement and under the headings "*Eligibility for Investment*" and "*Legal Matters*", and to the reference to our opinion under the heading "*Eligibility for Investment*", which opinion is dated as of the date of the Prospectus Supplement.

We confirm that we have read the Prospectus Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus Supplement that are within our knowledge as a result of the services we performed in connection with such matters.

Yours truly,

(signed) "*Bennett Jones LLP*"

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