



September 20, 2023

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

Dear Sir / Madam:

**Re: E3 Lithium Ltd.**

We refer to the New Issue dated September 20, 2023, of the Prospectus Supplement to the short form base shelf prospectus dated April 18, 2022 (the "Prospectus") of E3 Lithium Ltd. (the "Company") relating to the offer and issuance of common shares of E3 Lithium Ltd.

We consent to being named and to the use in the above-mentioned Prospectus, of our report dated April 20, 2023, to the Shareholders of the Company on the following consolidated financial statements (the "financial statements"):

- a. Consolidated statements of financial position as at December 31, 2022 and December 31, 2021; and,
- b. Consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows and the notes to the consolidated financial statements for each of the years in the two-year period ended December 31, 2022.

We report that we have read the Prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our review of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Sincerely,

*"MNP LLP"*

**Chartered Professional Accountants**

encls.