

**Navion Capital Inc.**  
(the "Company")

**FORM OF PROXY ("PROXY")**

Annual General and Special Meeting  
December 8, 2022 at 10:00 a.m. (Calgary Time)  
#1250, 639 – 5th Avenue S.W.,  
Calgary, Alberta T2P 0M9  
(the "Meeting")

**RECORD DATE:** November 1, 2022  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** December 6, 2022 at 10:00 a.m. (Calgary Time)

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	416-595-9593
<b>MAIL</b>	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Livio Susin, President, Chief Executive Officer, Chief Financial Officer, Secretary and Director** of the Company, whom failing **Peter Hughes, Director** of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

**1. Appointment and Remuneration of Auditor**

To appoint Davidson & Company LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors, provided that, upon completion of the proposed qualifying transaction with NOA Lithium Brines S.A. ("NOA Qualifying Transaction"), as more fully described in the accompanying Information Circular, the Company will appoint Crowe MacKay LLP as auditors of the Company for the ensuing year.

**FOR**  **WITHHOLD**

**2. Company Name Change**

To consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the Articles of the Company to change the name of the Company to "NOA Lithium Brines Inc." or such other name as the Board, in its sole discretion, deems appropriate, conditional upon and effective as of the completion of the NOA Qualifying Transaction, as more fully described in the accompanying Information Circular.

**FOR**  **AGAINST**

**3. Set Number of Directors to be Elected**

To fix the number of directors of the Company at three (3), provided that, conditional upon and effective as of the completion of the NOA Qualifying Transaction, the number of directors of the Company shall be increased to six (6) directors.

**FOR**  **AGAINST**

**4. Election of Directors**

To elect the following directors of the Company for the ensuing year of Livio Susin, Peter Hughes and Scott Reeves, provided that, conditional upon and effective as of the completion of the NOA Qualifying Transaction, these aforementioned directors shall resign and the following individuals shall be appointed as directors of the Company, Hernan Zaballa, John Miniotis, Gabriel Rubacha, Taj Singh, Peter Hughes and Richard Steed, as of the date of the completion of the NOA Qualifying Transaction.

**FOR**  **WITHHOLD**

**5. Confirming Stock Option Plan**

To consider, and if thought fit, to pass an ordinary resolution re-approving and ratifying the Company's 10% rolling stock option plan as more particularly described in the accompanying Information Circular.

**FOR**  **AGAINST**

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>

Click on, “*Register*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

**I am currently a security holder of the Company and as such request the following:**

- Annual Financial Statements with MD&A  
(Mark this box to NOT receive Annual Financial Statements and related MD&A)
- Interim Financial Statements with MD&A  
(Mark this box to receive Interim Financial Statements and related MD&A)

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

Navion Capital Inc.  
2022