

NAVION CAPITAL INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of the shareholders of Navion Capital Inc. (the “**Company**”) will be held at #1250, 639 – 5th Avenue S.W., Calgary, Alberta T2P 0M9 on December 8, 2022 (the “**Meeting Date**”) at 10:00 a.m. (Calgary Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended November 30, 2021 together with the auditor’s report thereon;
2. 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;
3. 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;
4. 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;
5. 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;
6. 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;
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to TSX Trust Company, by mail to Suite 301, 100 – Adelaide Street West, Toronto, Ontario M5H 4H1 Attn: Proxy Department, in the enclosed self-addressed envelope, by facsimile at 1-416-595-9593, or on the internet at www.voteproxyonline.com (with the control number you have been provided), by 10:00 a.m. (Calgary Time) on December 6, 2022 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 1, 2022 will be entitled to vote at the Meeting.

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular, which accompanies this Notice. As at the date of this Notice, the Corporation intends to hold the Meeting in person and by teleconference call. To participate or submit questions during the Meeting, Shareholders can join by teleconference, using the dial in instructions below, but voting will not be permitted via the teleconference call. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak.

Dial in Details

Toll-free dial-in number in Canada and the USA: 1-855-453-6957

Local dial-in number in Calgary: 403-410-3051

International dial-in numbers: <https://www.confsoolutions.ca/ILT?rls=8554536957A1>

Conference ID: 5774064

If you are a non-registered holder of Common Shares and received these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form, as the case may be,

provided to you in accordance with the instructions provided by your broker or intermediary.

An Information Circular and a Form of Proxy accompany this Notice.

DATED at Calgary, Alberta, the 7th day of November, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Livio Susin”

President, Chief Executive Officer,
Chief Financial Officer, Secretary and Director