

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares (**Common Shares**) in the capital of Vision Lithium Inc. (the **Issuer**). The Issuer's head office is located at:

Vision Lithium Inc.
1019 boul. des Pins, 2nd Floor
Val-d'Or, Quebec
J9P 4T2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

NMX Residual Assets Inc. (**ResidualCo**)
1000 De La Gauchetière West
Suite 2500
Montréal, QC
H3B 0A2

Jurisdiction of incorporation: Québec
Principal business: Holding company

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On November 26, 2020, Nemaska Lithium Inc. (**NMX**) transferred to ResidualCo 15,000,000 Common Shares (the **Subject Shares**), representing approximately 16.4% of the issued and outstanding Common Shares as at July 20, 2020 according to the Issuer's management discussion and analysis for the nine month period ended May 31, 2020 dated July 20, 2020 (the **Transfer**). The Transfer occurred as part of a reorganization (the **Reorganization**) effected in connection with the proceedings initiated by NMX (including its predecessor entity) and its subsidiaries to obtain protection from their creditors under the *Companies' Creditors Arrangement Act* (Canada) (the **CCAA Proceedings**), which was approved by an Approval and Vesting Order of the Superior Court (Commercial Division) of Quebec on October 15, 2020 (the **RVO**).

As a result of the Transfer, ResidualCo holds 15,000,000 Common Shares, representing approximately 16.4% of the issued and outstanding Common Shares, based on the information provided in the Issuer's management discussion and analysis for the nine month period ended May 31, 2020 dated July 20, 2020.

2.3 State the names of any joint actors.

NMX Residual Liabilities Inc.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

See item 2.2. above.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See item 2.2. above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Before the Transfer, ResidualCo did not hold nor exercised control over any of the issued and outstanding Common Shares.

After giving effect to the Transfer, ResidualCo holds 15,000,000 Common Shares, representing approximately 16.4% of the issued and outstanding Common Shares, based on the information provided in the Issuer's management discussion and analysis for the nine month period ended May 31, 2020 dated July 20, 2020.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See items 2.2 and 2.3 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6** If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7** If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

- 3.8** If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1** State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Subject Shares were transferred to ResidualCo by NMX pursuant to the RVO on the basis of a consideration of \$0.03 per Common Share for a total cash consideration of \$450,000.

- 4.2** In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See item 4.1 above.

- 4.3** If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See item 2.2 above.

Item 5 – Purpose of the Transaction

- 5.1** State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Subject Shares were transferred as part of the Reorganization effected in connection with the CCAA Proceedings pursuant to which NMX irrevocably transferred certain assets to ResidualCo. ResidualCo and its parent company, NMX Residual Liabilities Inc., are subject to CCAA Proceedings and, as part thereof, ResidualCo may sell the Common Shares to generate cash proceeds for payment to creditors.

Except as indicated above, ResidualCo currently has no other plans or future intentions relating to the matters listed in the other clauses above.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

See item 2.2 above.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The undersigned, as court-appointed monitor under the *Companies' Creditors Arrangement Act*, certifies, to the best of his knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: November 26, 2020

NMX RESIDUAL ASSETS INC., herein acting and represented by PricewaterhouseCoopers Inc. in its capacity as court-appointed monitor under the *Companies' Creditors Arrangement Act*

Per: (s) Christian Bourque

Christian Bourque