

D2 LITHIUM CORP.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General & Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of D2 Lithium Corp. (“**D2**” or, the “**Company**”) will be held at Suite 111 – 409 Granville, Street, Vancouver, BC V6C 1T2 on Friday, September 15, 2023 at 11:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended November 30, 2022 and 2021, together with the notes thereto and the report of the auditors thereon (the “**Financial Statements**”);
2. to approve the appointment of DeVisser Gray LLP as auditors of the Company for the ensuing year, at a remuneration be fixed by the board of directors;
3. to fix the number of directors of the Company to be elected at the Meeting at four (4) members;
4. to elect the directors of the Company;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s amended stock option plan, a copy of which is attached hereto as Schedule “B”; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the accompanying management information of the Company (the “**Information Circular**”).

Record Date

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is August 11, 2023 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Proxy Information

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be valid, the completed proxy must be received by Odyssey Trust Company, by mail at 350 – 409 Granville St, Vancouver, BC V6C 1T2, Attn: Proxy Department, in the provided self-addressed envelope, or by email at proxy@odysseytrust.com not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment or postponement thereof. A Shareholder may also vote by Internet voting at <https://login.odysseytrust.com/pxlogin> not later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof.

Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

If a Shareholder receives more than one Form of Proxy because such shareholder owns shares registered in different names or addresses, each Form of Proxy should be completed and returned as indicated therein. Since it is desirable that as many Common Shares as possible be represented and voted at the Meeting, a Shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed Form of Proxy following the instructions therein.

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Beneficial Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Beneficial Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed Form of Proxy are each a director and/or officer of the Company. Every Shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the Shareholder at the Meeting other than the persons designated in the enclosed Form of Proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the Form of Proxy, they may do so by inserting the name of the shareholder’s chosen proxyholder in the space provided in the Form of Proxy.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, the management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

DATED at Langley, British Columbia this 11th day of August 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“*Brian Findlay*”

Brian Findlay

President, Chief Executive Officer, Chief Financial Officer and Direct