

LIBERTY ONE LITHIUM CORP.
c/o Suite 1500 – 1055 West Georgia Street
Vancouver, British Columbia Canada V6E 4N7
Tel: 604 343-4547

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Liberty One Lithium Corp. (the “**Company**”) will be held at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada V6E 4N7 on Wednesday, June 30, 2021 at 10:00 a.m.. (Pacific Time).

In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, and any other state or municipal health authority holding jurisdiction, the Company is encouraging Shareholders and others to not attend the Meeting in person.

The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by telephone conference call:

Dial by your location

Canada Toll Free +1-855-244-8677

US Toll Free +1-415-655-0002

Access Code: 95400309

While as of the date of this Notice, we are intending to hold the Meeting in physical face to face format with Zoom participation, we are continuously monitoring the current coronavirus outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Centers for Disease Control and Prevention (<https://www.cdc.gov/coronavirus/2019-ncov/index.html>) and any applicable additional state and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada or the US within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically or by mail as described herein.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak.

The Meeting is held for the following purposes:

1. to table the consolidated financial statements for the years ended December 31, 2020 and December 31, 2019, together with the auditor’s report thereon, and the related management’s discussion and analysis;
2. to fix the number of directors of the Company at four;
3. to elect directors of the Company for the ensuing year;
4. to appoint Ernst & Young LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year; and
5. to ratify and approve for continuation, the Company’s 10% “rolling” share option plan, as more particularly described in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

A copy of the consolidated audited financial statements for the financial years ended December 31, 2020 and December 31, 2019, the report of the auditor thereon, and the related management’s discussion and analysis will be made available at the Meeting and are available under the Company’s profile on SEDAR at www.sedar.com.

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Vancouver, British Columbia Canada V6E 4N7
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INFORMATION CIRCULAR

as at May 7, 2021

(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of LIBERTY ONE LITHIUM CORP. (the “Company”) for use at the annual general meeting (the “Meeting”) of its Shareholders to be held on June 30, 2021 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “Liberty One”, “we” and “our” refer to Liberty One Lithium Corp. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholders” means shareholders who hold Common Shares in their own name. “Shareholders” means Beneficial Shareholders and Registered Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, subject to the use of Notice-and-Access Provisions in relation to delivery of the Information Circular, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Notice-and-Access

Notice-and-Access means provisions concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1. of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of beneficial Shareholders (“**Notice-and- Access Provisions**”), which allow an issuer to deliver an information circular forming part of proxy-related materials to Shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

Notice-and-Access Provisions allow reporting issuers, other than investment funds, to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than by delivering such materials by mail. Notice-and-Access Provisions can be used to deliver materials for both general and special meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer’s expense.

Use of Notice-and-Access Provisions reduces paper waste and printing and mailing costs incurred by the issuer. In order for the Company to utilize Notice-and-Access Provisions the Company must send a notice to Shareholders, including Non-Registered Holders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain from the Company, a paper copy of those materials. This Information Circular has been posted in full at <http://www.meetingdocuments.com/astca/lby> and under the Company’s SEDAR profile at www.sedar.com.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to Shareholders. The requirements of that notice, which requires the Company to provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of the Information Circular and any related financial statements and related management discussion and analysis, and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of

Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of Proxy in the case of registered Shareholders or a Voting Instruction Form in the case of Non-Registered Holders).

As the Company is a reporting issuer and has previously used the procedures following the Notice-and-Access Provisions for delivery of the annual meeting materials, it was not required to file a notification at least 25 days prior to the Record Date indicating its intent to use the Notice-and Access Provisions.

The Company will not rely upon the use of ‘stratification’. Stratification occurs when a reporting issuer using Notice-and-Access Provisions provides a paper copy of the information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the information circular from the Company or any intermediary unless such Shareholder specifically requests same.

The Company will pay intermediaries, including Broadridge Financial Solutions (“**Broadridge**”), to deliver proxy-related materials to NOBOs and OBOs.

Copies of this Information Circular, the Notice of Meeting, the Proxy and the annual financials (together “Proxy Materials”), are posted online at <http://www.meetingdocuments.com/astca/lby> and are SEDAR filed under the Company’s profile at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Circular, should contact AST Trust at their toll free number: 1-888-433-6443 or the request can be sent by email to: fulfilment@astfinancial.com. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder or a NOBO who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date or the valid notice of revocation to AST Trust, or to the Company’s registered office at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder’s Common Shares.

Copies of this Information Circular, the Notice of Meeting, the Proxy and the annual financials (together “**Proxy Materials**”), are posted online at <http://www.meetingdocuments.com/astca/lby> and are SEDAR filed under the Company’s profile at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Circular, should contact AST Trust at their toll free number: 1-888-433-6443 or the request can be sent by email to: fulfilment@astfinancial.com. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular and submit their vote prior to **10:00 am (Pacific Time) on Monday, June 28, 2021** (the “**Proxy Deadline**”), any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by **Wednesday, June 16, 2021**. Under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period.

All Shareholders may call 1-888-433-6443 (toll-free) in order to obtain additional information relating to the Notice-and-Access Provisions or to obtain a paper copy of the Information Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than**

either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose one of the following options to submit their proxy:

- (a) complete, date and sign the enclosed form of Proxy and return it to the Company's transfer agent, AST Trust Company (Canada) ("AST Trust"), by fax toll free within North America to (866) 781-3111, Outside North America to (416) 368-2502, by mail in the enclosed return envelope, by hand to 1 Toronto St., Suite 1200, Toronto, Ontario M5C 2V6, or by email to proxyvote@astfinancial.com;
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll free number, the holder's 13 digit account number; or
- (c) log onto the internet website of AST Trust at www.astvotemyproxy.com. Registered Shareholders must follow the instructions provided and refer to the enclosed Proxy form for the holder's 13 digit control number.

In all cases, to be represented at the Meeting, proxies submitted must be received no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof (unless the Chair of the Meeting determines, in the Chair's sole discretion, that proxies may be received by delivery to the Meeting scrutineer at the Meeting).

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker (an "intermediary"). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of Shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners – those who object to their name being made known to the issuers of securities which they own (called “OBOS” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “NOBOs” for Non-Objecting Beneficial Owners).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company utilizing the Notice-and-Access Provisions. The Company has asked Broadridge to send the Meeting Notice and Access materials to NOBO holders. Please return your VIF as specified in the request for voting instructions that was sent to you.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting, and the appointment of any Shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting and to vote your Common Shares at the Meeting.**

Notice to United States Shareholders

The solicitation of proxies is not subject to the requirements of Section 14(a) of the Securities Exchange Act of 1934 (the “U.S. Exchange Act”) by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Common Shares by Shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of Common Shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada, and reconciled to accounting principles generally accepted in the United States. Such consequences for the Shareholders who are resident in, or citizens of, the United States may not be described fully in this Information Circular.

The enforcement by the Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to AST or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to

and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed May 7, 2021 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is listed on the TSX Venture Exchange under stock symbol "LBY". On September 15, 2016, the Company continued into the province of British Columbia from the province of Ontario under the name "Peace River Capital Corp.". On December 1, 2016, the Company changed its name to "Liberty One Lithium Corp."

Effective on December 14, 2020, the Company's consolidated common shares commenced trading on the TSX Venture Exchange (at a common share ratio of ten (10) pre-consolidation common shares for one (1) new post-consolidated common share).

The authorized capital of the Company consists of an unlimited number of Common Shares. As of May 7, 2021, there were 7,824,397 Common Shares issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

The Company is also authorized to issue an unlimited number of special shares without par value ("**Special Shares**") and an unlimited number of preference shares without par value ("**Preference Shares**").

There are special rights and restrictions attached to the Common Shares, the Special Shares and the Preference Shares, which are set out in the Articles of the Company, which was filed on September 16, 2016, under the Company's SEDAR corporate profile at www.sedar.com.

At May 7, 2021 there were no Special Shares or Preference Shares outstanding. No group of Shareholders has the right to elect a specified number of directors.

To the knowledge of the directors and executive officers of the Company, as at May 7, 2021, no person or corporation beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

FINANCIAL STATEMENTS

The consolidated audited financial statements of the Company for the years ended December 31, 2020 and December 31, 2019, the report of the auditor thereon and the related management's discussion and analysis were filed on April 29, 2021 under the Company's SEDAR corporate website at www.sedar.com (the "**Financials**"). The Financials will be tabled at the Meeting and copies will be available at the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The Board presently consists of four directors. Shareholders will be asked to fix the number of directors of the Company at four (4).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) ("BCA"), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The Articles include an advance notice provision (the "**Advance Notice Provision**") which provides for the requirement of advance notice to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the BCA or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual general or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form. The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision in the Company's Articles which was filed on September 16, 2016 under the Company's SEDAR corporate profile at www.sedar.com.

If, as of the date of the Meeting, the Company has not received notice of a nomination in compliance with the Advance Notice Provision, any nominations for director other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

The following disclosure sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, the principal occupation, business or employment of each director nominee, the period of time during which each nominee has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at May 7, 2021.

Name of Nominee; Current Position with the Company and Province and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Brad Nichol ⁽²⁾ President and Chief Executive Officer Alberta, Canada	President and Chief Executive Officer of the Company (since July 25, 2017); President and CEO of Edge Resources Inc; (June 2009 to April 2016). President of Acadia Iron Inc. (September 2016 to 2018). President and CEO of Alpha Lithium Corp (March 2020 to present). Interim CEO of Global Helium Corp. (November 2020 to present). Refer to "Director Biographies" below.	Director since March 15, 2018 President and CEO since July 25, 2017	72,000
Kyle Stevenson ⁽³⁾ Director British Columbia, Canada	Director of Millennial Lithium Corp. Refer to "Director Biographies" below.	Director since June 22, 2017	Nil
Patrick Whibley ⁽³⁾ Director British Columbia, Canada	Investments Principal of Backcountry Capital Corp. (since May 2017); Sales Associate of Sentry Investments (June 2016 to May 2017); Investment Advisor of PI Financial Corp. (October 2005 to May 2016). Refer to "Director Biographies" below.	Director since May 30, 2017	1,010

Name of Nominee; Current Position with the Company and Province and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Robert Birmingham ⁽³⁾ Director British Columbia, Canada	President and Director of Brigadier Gold Ltd.(Since April 2021). President of Benaterra Communications (Since October 2008), CEO and Director of New Destiny Mining Corp. (Since January 2011), Director of BIGG Digital Assets (Since November 2017). Refer to “Director Biographies” below.	Director since November 8, 2019	Nil

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
2. 72,000 Common Shares are held through FiveN Consulting, a company controlled by Mr. Nichol.
3. Member of the Audit Committee.

Director Biographies

Brad Nichol, President, Chief Executive Officer and Director

Mr. Nichol is a Registered Professional Engineer with an MBA from London Business School. Mr. Nichol has held director, senior executive, operational and technical roles in several public and private companies over a 26 year career. Mr. Nichol was recently President of Acadia Iron Inc., a private company engaged in the design, financing and construction of a US\$500 million pig iron manufacturing facility. Mr. Nichol is also the Interim CEO of Global Helium Corp., a private enterprise engaged in the exploration for, and liquefaction of, gaseous helium in Canada and the United States. Mr. Nichol was also the COO of Yellow Line Helium LP, a private enterprise engaged in the exploration for, and liquefaction of, gaseous helium in Canada and the United States. Prior, Mr. Nichol was the President, CEO and a director of Edge Resources, a public oil and gas exploration and production company in Alberta and Saskatchewan. Mr. Nichol was previously the CEO of Poplar Point Energy Ltd., a private oil and gas company that was sold to a Korean conglomerate. Mr. Nichol also worked as a Management Consultant for two years in London and New York and spent a total of 10 years at Schlumberger Limited in Canada, the USA, Colombia, Sweden, France, Italy and the United Kingdom.

Kyle Stevenson, Director

Mr. Stevenson brings over 16 years of experience in finance, marketing, and operations to the team at the Company. Mr. Stevenson has filled several high-profile roles over the years, including; Founder/President/Director of Millennial Lithium Corp., CEO/Director RuralCom Capital., a licensed Canadian telecom provider acquired by Investel Capital Corp. in 2016, and Founder/President/Director of High North Resources Ltd., an oil and gas producer focused on western Canada.

Patrick Whibley, Director

Mr. Whibley is a finance professional with over 21 years of capital market experience. Prior to joining the Company, Mr. Whibley served extensively as an Investment Advisor with PI Financial Corp. and Global Securities Corporation in Vancouver. Mr. Whibley has assisted in raising a significant amount of capital for venture companies, many in the go-public stage. Mr. Whibley has built his career by cultivating strong relationships and networks with both retail and high-net worth clients, brokers, analysts and investment bankers.

Robert Birmingham, Director

Mr. Birmingham has over 14 years of public markets experience, with a focus on corporate development, investor relations and capital raising. Mr. Birmingham is currently the CEO and a director of Brigadier Gold Ltd. (TSX.V:BRG) and a director of BIGG Digital Assets (CSE: BIGG) and a director of New Destiny Mining Corp. (TSX.V:NED). Mr. Birmingham is the founder and President of investor relations company, Benaterra Communications Inc., and has been on the board of multiple TSX.V and CSE listed companies. Mr. Birmingham holds a Bachelor of Business Administration from Capilano University.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision. Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

Cease Trade Orders and Bankruptcy

Except as set out below, within the last 10 years before the date of this Information Circular, no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On July 21, 2020, a cease trade order was issued by the British Columbia Securities Commission against the Company for failure to file its interim financial statements and related management discussion and analysis for the three month period ended March 31, 2020. The Company applied for, and was granted COVID relief and on July 23, 2020, the Company filed its requisite financial statements and the cease trade order was lifted. Mr. Nichol, Kyle Stevenson, Mr. Whibley and Mr. Birmingham were each directors of the Company at the time that the cease trade order was issued.

On April 29, 2016, Edge Resources Inc., (“**Edge**”), of which Mr. Nichol was a director and officer, received an order of the Court of Queen’s Bench of Saskatchewan appointing Grant Thornton as receiver over the company’s Saskatchewan-based assets and, on September 2, 2016, received an order of the Court of Queen’s Bench of Alberta appointing Grant Thornton as receiver over the company’s Alberta-based assets. The receiver was discharged on the Alberta-based assets on December 19, 2016 and on the Saskatchewan-based assets on February 1, 2017.

On August 5, 2016, Edge, of which Mr. Nichol was a director and officer, received a cease trade order from the Alberta Securities Commission for failure to file financial statements. Since Grant Thornton was appointed as a receiver for Edge on April 29, 2016, the officers and directors of Edge were no longer in control of the assets or undertaking of Edge. This made it impossible, following such date, for the directors of Edge to affect the continuance of Edge’s public filings.

On October 29, 2015, Aroway Energy Inc. (“**Aroway**”), of which Mr. Nichol was a director, was granted a management cease trade order from the British Columbia Securities Commission, which is imposed against all persons who are currently directors or officers of Aroway to trade securities of Aroway.

On January 4, 2016, Aroway, of which Mr. Nichol was a director, received a cease trade order from the British Columbia Securities Commission for failure to file its annual audited financial statements, management's discussion and analysis and CEO and CFO certificates. As Aroway has not yet been able to complete its requirements under applicable securities laws, Aroway continues to be subject to the cease trade order on the NEX Board.

Conflicts of Interest

Directors and officers of the Company are also directors, officers and/or promoters of other reporting and non-reporting issuers which raises the possibility of future conflicts in connection with property opportunities which they may become aware of and have a duty to disclose to more than the issuer on whose board they serve. This type of conflict is common in the junior resource exploration industry and is not considered an unusual risk. Conflicts, if any, will be subject to the procedures and remedies provided under the BCA.

Penalties and Sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.

APPOINTMENT OF AUDITOR

At the Meeting the Board will nominate Ernst & Young LLP, Chartered Professional Accountants, for appointment as auditor of the Company for the ensuing year. Ernst & Young LLP, Chartered Professional Accountants was first appointed as auditor of the Company effective April 30, 2017.

The Board recommends that you vote in favour of appointment of Ernst & Young LLP, Chartered Professional Accountants. Unless otherwise instructed, at the Meeting the proxyholders named in the Company’s form of Proxy or Voting Instruction Form will vote FOR the appointment of Ernst & Young LLP, Chartered Professional Accountants.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee’s Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule A to this Information Circular.

Composition of the Audit Committee

As of the date of this circular, the current members of the Audit Committee are Kyle Stevenson (Chair), Robert Birmingham and Patrick Whibley. All current members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

See the disclosure under the heading “Occupation, Business or Employment of Nominees” hereinabove pertaining to relevant education and experience of the Company’s Audit Committee members.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and

- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At December 31, 2020 the Audit Committee did not make any recommendations to the Board to nominate or compensate any auditor other than Ernst & Young LLP.

Reliance on Certain Exemptions

At December 31, 2020, the Company's auditor, Ernst & Young LLP, did not provide any material non-audit services.

Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by auditor, Ernst & Young LLP to ensure auditor independence. Fees incurred with Ernst & Young LLP, Chartered Professional Accountants, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of services	Fees paid to auditor for year ended December 31, 2020.	Fees paid to auditor for year ended December 31, 2019.
Audit fees	\$26,805	\$27,875
Audit-related fees	\$Nil	\$Nil
Tax fees	\$3,000	\$3,330
All Other Fees	\$Nil	\$Nil
Total:	\$29,805	\$31,205

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Company is relying on the exemption provided in section 6.1 of NI 52-110 *Audit Committees* as the Company is a "venture issuer" and is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

There are no special structures or processes in place to facilitate the functioning of the directors of the Company independently of management. However, the independent directors are given full access to management so that they can develop an independent perspective and express their views and communicate their expectations of management.

The Board facilitates its independent supervision over management by ensuring a majority of the Board are not officers of the Company. During financial year ended December 31, 2020, the independent members of the Board were Kyle Stevenson and Robert Birmingham. During financial year ended December 31, 2020 the non-independent directors of the Board was Brad Nichol, President, Chief Executive Officer and director of the Company, and Patrick Whibley, a consultant and a director of the Company.

Directorships

Certain directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Name of reporting company	Exchange Listed
Brad Nichol	Alpha Lithium Corporation	TSX-V
Kyle Stevenson	DataInvest International Ltd. Millennial Lithium Corp.	NEX TSX-V
Robert Birmingham	BIGG Digital Assets Inc. Brigadier Gold Ltd. New Destiny Mining Corp.	CSE TSX-V TSX-V

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company’s business and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors’ participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the officers and non-executive directors of the Company. The Board annually reviews all forms of compensation paid to officers and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers. See “*Statement of Executive Compensation*” below.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. The Audit Committee will annually review the audit committee charter and recommend revisions to the Board as necessary.

The Company feels its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Executive Compensation disclosure:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended December 31, 2020 and December 31, 2019. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

During financial year ended December 31, 2020, based on the definition above, the NEOs of the Company were: Brad Nichol (President and Chief Executive Officer) and Nathan Steinke (Chief Financial Officer and Corporate Secretary). The directors of the Company who were not NEOs during financial year ended December 31, 2020 were: Patrick Whibley, Kyle Stevenson and Robert Birmingham.

During financial year ended December 31, 2019, based on the definition above, the NEOs of the Company were: Brad Nichol (President and Chief Executive Officer) and Nathan Steinke (Chief Financial Officer and Corporate Secretary). The directors of the Company who were not NEOs during financial year ended December 31, 2019 were: Patrick Whibley, Kyle Stevenson and Robert Birmingham.

**Table of Compensation, Excluding Compensation Securities in Financial Years ended
December 31, 2020 and 2019**

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Brad Nichol⁽¹⁾ President, CEO and director	2020	\$120,000	Nil	Nil	Nil	Nil	\$120,000
	2019	\$120,000	Nil	Nil	Nil	Nil	\$120,000
Nathan Steinke⁽²⁾ Chief Financial Officer and Corporate Secretary	2020	\$144,000	Nil	Nil	Nil	Nil	\$144,000
	2019	\$144,000	Nil	Nil	Nil	Nil	\$144,000
Kyle Stevenson⁽³⁾ Director	2020	\$24,000	Nil	Nil	Nil	Nil	\$24,000
	2019	\$18,000	Nil	Nil	Nil	Nil	\$18,000
Patrick Whibley⁽⁴⁾ Consultant and Director	2020	\$144,000	Nil	Nil	Nil	Nil	\$144,000
	2019	\$144,000	Nil	Nil	Nil	Nil	\$144,000
Robert Birmingham⁽⁵⁾ Director	2020	\$12,000	Nil	Nil	Nil	Nil	\$12,000
	2019	\$3,000	Nil	Nil	Nil	Nil	\$3,000

Notes:

- (1) Mr. Nichol was appointed to the office of President and CEO on July 25, 2017. He was elected to the board of directors on March 15, 2018.
- (2) Mr. Steinke was appointed to the office of CFO and Corporate Secretary on August 15, 2018.
- (3) Mr. Stevenson was appointed to the board of directors on June 22, 2017.
- (4) Mr. Whibley was appointed to the board of directors on May 30, 2017. Mr. Whibley is not a Named Executive Officer of the Company.
- (5) Mr. Birmingham was appointed to the board of directors on November 8, 2019.

Stock Options and Other Compensation Securities

Stock Option Plan (Option-Based Awards)

Shareholders approved for adoption the Company's "rolling" share option plan dated for reference January 23, 2012 at the annual general and special meeting held on January 23, 2012 (the "**Option Plan**").

A number of Common Shares equal to ten (10%) percent of the issued and outstanding Common Shares in the capital stock of the Company from time to time are reserved for the issuance of stock options pursuant to the Option Plan.

The Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Board is of the view that the Option Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. The Option Plan is administered by the CEO and CFO of the Company. The Option Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. Pursuant to the Option Plan, all options expire on a date not later than 10 years after the date of grant of an option.

Material Terms to the Option Plan

The following is a summary of the material terms of the Option Plan:

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Option Plan;
- (b) Options granted under the Option Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years;
- (c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;

- (d) If an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (e) An Option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (f) In the case of an Optionee being dismissed from employment or service for cause, such Optionee’s options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Option Plan);
- (h) Vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period; and
- (i) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Option Plan with respect to all Option Plan shares in respect of options which have not yet been granted under the Option Plan.

Refer to “PARTICULARS OF MATTERS TO BE ACTED UPON – Continuation of 10% “rolling” Share Option Plan” below.

Outstanding Stock Options

Other than as set out in the table below, no incentive stock options have been granted to any director or an NEO who was not a director of the Company, or a subsidiary of the Company during financial year ended December 31, 2020. There were no share-based awards granted during financial year ended December 31, 2020.

Compensation Securities							
Name and position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue or grant (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date (mm/dd/yy)
Brad Nichol President, Chief Executive Officer and Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Nathan Steinke Chief Financial Officer and Corporate Secretary	Options	100,000 67%	08-16-18	\$1.55	\$1.40	\$0.55	08-16-23
Kyle Stevenson Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Patrick Whibley Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Robert Birmingham Director	Options	Nil	N/A	N/A	N/A	N/A	N/A

Exercises of Stock Options

There were no exercises of incentive stock options by any director or an NEO who was not a director of the Company, or a subsidiary of the Company during financial year ended December 31, 2020.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan that the Company has in place is a share option plan dated January 23, 2012 (the “**Option Plan**”).

The following table sets out equity compensation plan information as at the end of the Company’s financial year ended December 31, 2020.

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders – (the Option Plan)	150,000	\$1.53	632,440
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	150,000		632,440

Note: the Option Plan represents the limitation of 10% of the issued and outstanding Common Shares as at December 31, 2020, less issued options as listed in the second column of this table.

Employment, Consulting and Management Agreements

The Company has no consulting or management agreements with its NEOs.

Compensation Discussion and Analysis

The Board has not appointed a compensation committee and the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company’s base compensation structure and equity-based compensation program, recommending compensation of the Company’s officers, employees, and consultants and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board reviews the compensation of senior management on a semi-annual basis taking into account compensation paid by other issuers of similar size and activity.

The Board has not considered the implications of the risks associated with the Company’s compensation program. The Company intends to continue to formalize its compensation policies and practices and take into consideration the implications of the risks associated with the Company’s compensation program and how it might mitigate those risks.

Philosophy and Objectives

The Company is a small, junior resource company with limited resources. The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company’s Shareholders.

In compensating its senior management, the Company has employed a combination of base compensation and equity participation through its share option plan.

Base Compensation

In the Board's view, paying base compensation which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Board believes that encouraging its executives, employees, and consultants to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Company's Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasises the provisions of option grants to maintain executive motivation.

Compensation Review Process

Risks Associated with the Company's Compensation Practices

The Board has not proceeded to a formal evaluation of the implications of risks associated with the Company's compensation policies and practices. The Board reviews the risks at least once annually, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of a base compensation and long-term ownership through the Company's Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the Shareholders is extremely limited. Furthermore, the short-term component of the executive compensation represents a relatively small part of the total compensation. As a result, it is unlikely that an officer would take inappropriate or excessive risks at the expense of the Company or the Shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Base Salary or Consulting Fees

Base salary ranges for the executive officers were initially determined upon a review of companies within the mining industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the mining industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and

- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Related Party Transactions

During the financial year ended December 31, 2020, the Company had the following transactions with:

(a) Related parties:

- i. For the year-ended December 31, 2020, the Company incurred \$120,000 of consulting fees (2019 - \$120,000) in provision of CEO, engineering, and director services from FiveN Consulting Inc., of which the Company's CEO is the principal shareholder. These fees are included in consulting and management fees in the consolidated statement of loss. As at December 31, 2020, \$10,500 is included in prepaids with respect to these fees.
- ii. For the year-ended December 31, 2020, the Company incurred \$144,000 of consulting fees in consideration of the provision of services by the Company's CFO (2019 - \$144,000). These fees are included in consulting and management fees in the consolidated statement of loss. As at December 31, 2020, \$12,600 is included in prepaids with respect to these fees.
- iii. For the year-ended December 31, 2020, the Company incurred \$144,000 of consulting fees (2019 - \$144,000) in provision of Corporate development and director services from Backcountry Capital Corp., of which the director is the principal shareholder. These fees are included in consulting and management fees in the consolidated statement of loss.

For the year-ended December 31, 2020, the Company paid \$11,324 (2019 - \$13,642) on behalf of a private company that shares certain directors and officers of the Company. The amounts paid result from office space expenses that the two companies share. At December 31, 2020, \$980 is included in amounts receivable with respect to the amounts paid.

(b) Key management compensation

	Year-ended December 31, 2020	Year-ended December 31, 2019
Consulting fees and other short-term benefits	\$ 408,000	\$ 797,000
Director fees and salaries	\$ 38,000	\$ 21,000
Total	\$ 446,000	\$ 818,000

Benefits and Perquisites

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive stock options under the Company's Share Option Plan is the only equity security element awarded by the Company to its executive officers and directors

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than set out below, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction since the commencement of the Company's most recently completed financial year ending December 31, 2020 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries other than as set out in a document already disclosed to the public, except as disclosed in this Information Circular.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Continuation of 10% "rolling" Share Option Plan

Shareholder Approval

As indicated above in this Information Circular, shareholders approved the adoption of the 10% "rolling" share option plan dated for reference January 23, 2012, at the annual general and special meeting held on January 23, 2012.

At the Meeting, Shareholders will be requested to consider and vote on the ordinary resolution, with or without variation, to ratify and approve for continuation, the Company's 10% "rolling" share option plan, the text of which is as follows:

"Resolved, that the Company's 10% rolling Share Option Plan, dated for reference January 23, 2012, be and is hereby ratified and approved until the next annual general meeting of the Company."

An "*ordinary resolution*" is a resolution passed by the Shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

The Board recommends that Shareholders vote in favour of the Plan.

Shareholders may obtain a copy of the Share Option Plan by contacting the Company. A copy will also be available for review by Shareholders at the Meeting.

ADDITIONAL INFORMATION

Additional information concerning the Company is available through the Internet on SEDAR which may be accessed at www.sedar.com or may be obtained by a Shareholder upon request without charge from the Company's Corporate Secretary at telephone 604 343-4547 or email: nsteinke@lithium.com. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to Shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, May 14, 2021.

BY ORDER OF THE BOARD

"Brad Nichol"

Brad Nichol
President and Chief Executive Officer

SCHEDULE A

AUDIT COMMITTEE CHARTER

LIBERTY ONE LITHIUM CORP.
(the “Company”)
AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the “Board”) in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the audit committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each audit committee member must obtain an understanding of the principal responsibilities of audit committee membership as well and the Company’s business, operations and risks.

2. Composition

The Board will appoint from among its membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors. The Company’s Corporate Secretary shall be the secretary of the audit committee unless the audit committee otherwise determines.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons (as such term is defined in the *Securities Act* (British Columbia)) of the Company.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the audit committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate sessions. A minimum of two of the members of the audit committee present either in person or by telephone shall constitute a quorum. Minutes of each audit committee meeting approved by the Chair and the Secretary of the meeting shall be distributed within thirty days of each meeting. Meeting minutes shall be reviewed and approved by the audit committee at the subsequent audit committee meeting.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditors to be nominated by the shareholders for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors’ proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the re-appointment or change of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors’ assertion of their independence in accordance with professional standards.

4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, revenues and expenses and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and take reasonable steps to ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements and Management's Discussion and Analysis ("MD&A")

- (a) review the draft annual financial statements and MD&A;
- (b) meet with management and the external auditors to review the financial statements and the MD&A and the results of the audit, including any difficulties encountered; and
- (c) provide a recommendation to the Board with respect to their approval of the annual financial statement and the MD&A.

Interim Financial Statements and MD&A

- (a) review the draft interim financial statements and MD&A;
- (b) meet with management to review financial results and MD&A and, if applicable, the external auditors to review the results of any procedures they may have performed; and
- (c) provide a recommendation to the Board with respect to their approval of the interim financial statements and the MD&A.

Release of Other Financial Information

- (a) where reasonably possible, review and approve all public disclosure containing financial information, including news releases, prior to its release to the public.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

- (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and the external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (f) perform other oversight functions as requested by the Board; and
- (g) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about audit committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee;
- (c) communicate directly with the internal and external auditors; and
- (d) have full access to any relevant records of the Company.

In discharging its responsibilities, the audit committee shall have full access to any relevant records of the Company.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the audit committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 *Internal Control*

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and

- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 *Financial Reporting*

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (a) review the annual financial statements and assess whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Company's financial and operating controls are functioning effectively;
 - (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this charter and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and

(c) review all communications with and the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

(a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.

Notice and Access

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (together “**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators, which reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Notice of Meeting and Information Circular and any additional materials online. Shareholders will receive a printed form of Notice of Meeting and Access and a form of proxy (the “**notice package**”), and, at their option, Shareholders may choose to receive a printed copy of the Notice of Meeting and Information Circular. The Company will not use a procedure known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using Notice-and-Access Provisions provides a printed copy of the Notice of Meeting and Information Circular to some shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the documentation required under the Notice-and-Access Provisions in the notice package, which will **not** include a printed, paper copy of the Notice of Meeting and Information Circular (the “**Meeting Materials**”).

The Notice of Meeting and Information Circular is available for viewing on the Company’s website at <https://libertyonelithium.com/investors/>, and under the Company’s profile on SEDAR at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Meeting Materials, which will be available including the date of the Meeting, and for one year following the Meeting, or to obtain additional information relating to the Notice-and-Access Provisions, can contact AST Trust by sending an email to fulfilment@astfinancial.com or by telephone 1-888-433-6443 or Outside Canada and U.S. 416-682-3801.

To vote your Common Shares you must vote by choosing one of the voting options provided on the enclosed form of Proxy (the “**Proxy**”) or Voting Instruction Form (the “**VIF**”). Please follow the instructions given on the enclosed Proxy or VIF for the voting method you choose and ensure that your submitted Proxy or VIF is received by AST Trust Company (Canada) **before** 10:00 a.m. (Pacific Time) on Monday, June 28, 2021 (the “**Proxy Deadline**”).

The Information Circular contains details of matters to be considered at the Meeting. Please review it closely before voting.

In order to allow reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Notice of Meeting and Access Notice form and to complete and submit their Proxy prior to the Proxy Deadline, any Shareholder wishing to request a paper copy of the Notice of Meeting and Information Circular as described above, should ensure your request is received by Wednesday, June 16, 2021.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date, and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia, May 14, 2021.

BY ORDER OF THE BOARD

“Brad Nichol”

Brad Nichol
President and Chief Executive Officer