WESTERN LITHIUM USA CORPORATION



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

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Form of Proxy - Annual General Meeting to be held on March 30, 2016

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 AM (Pacific Time) on Monday, March 28, 2016

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
 Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

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Appointment of Proxyholder

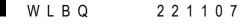
I/We being holder(s) of Western Lithium USA Corporation hereby appoint: Thomas Hodgson, CEO and a Director, or failing him, Tracy Hansen, VP and Corporate Secretary,

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting. OR

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been

given, as the proxyholder sees fit) and a 355 Burrard Street, Vancouver, BC, Ca VOTING RECOMMENDATIONS ARE					anu at any	aujournment or postponen	ient thereof.			
								For	Against	
Number of Directors To set the number of Directors at N	line (9).									
2. Election of Directors	For	Withhold	I	For	Withhold	d		For	Withhold	Fold
01. Jay Chmelauskas			02. William Haldane			03. B. Matthew Horno	r			
04. Thomas Hodgson			05. George Ireland			06. John Kanellitsas				
07. Terry Krepiakevich			08. John Macken			09. Franco Mignacco				
								For	Withhold	
3. Appointment of Auditors Appointment of PricewaterhouseCoremuneration.	oopers LLF	P, as Audit	ors of the Company for the ens	suing year and au	thorizing	the Directors to fix their				
								For	Against	
4. Adoption of New Equity Incent The Equity Incentive Plan of the Co of the Company dated February 9, under the New Plan shall not excee of deferred share units and restricte in the circular be and is hereby app ability to grant awards under the Ne	ompany (th 2016 whic ed 10% of ed share ri proved; and	h: a) is a ' the Comp ghts; c) re d (d) appro	rolling" plan, pursuant to which any's issued and outstanding C places the Company's Existing oves all unallocated entitlement	the aggregate no common Shares f Plan for any new	umber of or from time grants or	Common Shares to be is to time; b) provides for the foptions in the future as	sued ne awards described			Fold
Authorized Signature(s) - This instructions to be executed. I/We authorize you to act in accordance revoke any proxy previously given with indicated above, this Proxy will be vo	e with my/ou respect to the	ır instruction	ns set out above. I/We hereby If no voting instructions are	Signature(s)			Date		¥¥	
Interim Financial Statements - Mark this bo like to receive Interim Financial Statements a accompanying Management's Discussion an mail.	ind ⁻		Annual Financial Statements - Ma like to receive the Annual Financial a accompanying Management's Discu mail.	Statements and		Information Circular - Mareceive the Information Circular securityholders' meeting.			° _	

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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