



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**WLC Meeting**”) of the shareholders of Western Lithium USA Corporation (the “**Company**” or “**WLC**”) will be held on Monday, August 31, 2015 at 10:00 a.m. (Vancouver time), at 1100 – 355 Burrard Street, Vancouver, British Columbia, Canada for the following purposes:

1. to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution, the full text of which is annexed to the accompanying management information circular and joint supplement thereto (together, the “**Circular**”) as Appendix “A”, authorizing WLC to issue such number of common shares in the capital of the Company (the “**WLC Shares**”) as is necessary to acquire all of the outstanding common shares of Lithium Americas Corp. (“**LAC**”) pursuant to an arrangement agreement dated June 30, 2015 between the Company and LAC, (as it may be amended from time to time, the “**Arrangement Agreement**”), all as more particularly described in the Circular;
2. to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution, the full text of which is annexed to the Circular as Appendix “B”, authorizing WLC to issue up to 10,078,043 WLC Shares upon the conversion of previously issued subscription receipts and such number of additional WLC Shares as become issuable pursuant to the “down-round” adjustment provisions of such subscription receipts, all as more particularly described in the Circular; and
3. to transact such further and other business as may be properly brought before the WLC Meeting or any postponement or adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the WLC Meeting and forms part of this notice.

The board of directors of WLC has fixed the close of business on Monday, July 27, 2015 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of, and to vote at, the WLC Meeting or any adjournment or postponement thereof. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of and to vote at the WLC Meeting.

It is desirable that as many WLC Shares as possible be represented at the WLC Meeting. Registered WLC shareholders unable to attend the WLC Meeting are urged to complete, date and execute the enclosed form of proxy in accordance with the instructions set out therein and deliver it to Computershare Investor Services Inc. at 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 by 10:00 a.m. (Vancouver time) on Thursday, August 27, 2015 (or not less than two Business Days prior to such adjourned or postponed meeting). Voting by proxy will ensure that your vote will be counted if you are unable to attend the WLC Meeting in person.

Non-registered shareholders (beneficial owners) should complete and return the voting instruction form or proxy provided to them by their broker or other intermediary in accordance with the specific instructions, and by the deadline specified therein.

If you have any questions with regard to the procedures for voting documentation, please contact Laurel Hill Advisory Group, our proxy solicitation agent, by telephone at 1-877-452-7184 toll-free in North America and at 416-304-0211 for collect calls outside of North America or by email at assistance@laurelhill.com.

DATED at the City of Vancouver, British Columbia, the 30th day of July, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

WESTERN LITHIUM USA CORPORATION

(signed) "*Jay Chmelauskas*"

Jay Chmelauskas
President, CEO and Director