

## WESTERN LITHIUM USA CORPORATION

1100 – 355 Burrard Street  
Vancouver, British Columbia  
V6C 2G8

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders (the “Meeting”) of Western Lithium USA Corporation (the “Company”) will be held on Wednesday, March 30, 2016 at 10:00 a.m. local time, at 1100 – 355 Burrard Street, Vancouver, British Columbia for the following purposes:

1. to receive the audited consolidated financial statements for the year ended September 30, 2015, together with the auditor’s report thereon;
2. to set the number of directors at nine (9) for the ensuing year;
3. to elect nine (9) directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to adopt a new equity incentive plan to replace the existing Stock Option Plan of the Company. The new equity incentive plan (the “New Plan”) is a “rolling plan”, pursuant to which the aggregate number of common shares to be issued shall not exceed 10% of the Company’s issued and outstanding common shares from time to time; and provides for the issuance of restricted share rights and deferred share units; and
6. to transact such other business as may properly be put before the Meeting.

The Board of Directors has fixed Tuesday, February 9, 2016 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment thereof.

A management proxy circular and form of proxy (the “Meeting Materials”) accompany this notice of meeting and forms part of this notice.

This year, as described in the notice and access notification mailed to shareholders of the Company, the Company will deliver the Meeting Materials to shareholders by posting the Meeting Materials on its website ([www.westernlithium.com](http://www.westernlithium.com)). The use of this alternative means of delivery is more environmentally friendly as it will help to reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting Materials will be available on the Company’s website as of Wednesday, February 17, 2016, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com) as of Wednesday, February 17, 2016.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Company by calling toll-free in North America at 1-844-221-7982, or by email at [info@westernlithium.com](mailto:info@westernlithium.com). Meeting Materials will be posted to such shareholders at no cost to them within three (3) business days of the request, if such request is made before the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it to Computershare Investor Services Inc. in accordance with the instructions

set out in the form of proxy and in the management proxy circular. If a shareholder does not deliver a proxy to Computershare by 10:00 a.m. PST on Monday, March 28, 2016 or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the proxy is to be used, then the shareholder will not be entitled to vote at the Meeting by proxy.

DATED at Vancouver, British Columbia, the 9<sup>th</sup> day of February, 2016.

**ON BEHALF OF THE BOARD**

“Thomas Hodgson”

Thomas Hodgson  
Chief Executive Officer and Director



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## Notice of Meeting

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### **Important Notice Regarding the Availability of Proxy Materials for Western Lithium USA Corporation's Annual General Meeting of Shareholders to be held at 1100 – 355 Burrard Street, Vancouver, BC, V6C 2G8 on Wednesday March 30, 2016, at 10:00am Pacific Time**

You are receiving this notice to advise you that the information circular (the "Information Circular") and proxy materials relating to the above noted securityholders' meeting are being provided to you on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the Information Circular and other proxy materials before voting. The Information Circular and other relevant materials are available at:

[www.westernlithium.com/investors/annual-meeting-material](http://www.westernlithium.com/investors/annual-meeting-material)

OR

[www.sedar.com](http://www.sedar.com)

### **Obtaining a Copy of the Proxy Materials**

If you would like to receive a paper copy of the current meeting materials by mail, you must request one. There is no charge to you for requesting a copy.

Call us Toll Free at 1-844-221-7982 within North America to request a paper copy of the materials for the current meeting.

To ensure you receive the material in advance of the voting deadline and meeting date, all requests must be received by us no later than 10 business days before the meeting to ensure timely receipt. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

To obtain paper copies of the materials after the meeting date, please contact Tracy Hansen by toll free telephone in North America at 1-844-221-7982 or by email at [info@westernlithium.com](mailto:info@westernlithium.com).

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### **Securityholder Meeting Notice**

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**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities you must vote by telephone or by mailing the enclosed Voting Instruction form/Proxy for receipt before 10:00am on Monday, March 28, 2016 using the enclosed Business Reply Envelope. Beneficial Holders are asked to return their voting instruction forms in accordance with the

instructions contained therein at least one business day in advance of the proxy deposit date noted on your voting instruction form.

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. To receive the audited consolidated financial statements for the year ended September 30, 2015, together with the auditor's report thereon. See under the heading "Election Of Directors" in the Information Circular;
2. To set the number of directors at nine (9) for the ensuing year. See under the heading "Election Of Directors" in the Information Circular;
3. To elect nine (9) directors for the ensuing year. See under the heading "Election Of Directors" in the Information Circular;
4. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor. See under the heading "Appointment of Auditors" in the Information Circular; and
5. To adopt a new equity incentive plan to replace the existing Stock Option Plan of the Company. The new equity incentive plan ("New Plan") is a "rolling plan", pursuant to which the aggregate number of common shares to be issued shall not exceed 10% of the Company's issued and outstanding common shares from time to time; and provides for the issuance of restricted share rights and deferred share units. See under the heading "Particulars of Matters to be Acted Upon" in the Information Circular.

Shareholders with questions about notice and access can contact Tracy Hansen by toll free telephone in North America at 1-844-221-7982 or by email at [info@westernlithium.com](mailto:info@westernlithium.com).

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