

**LITHIUMBANK RESOURCES CORP.**

595 Howe Street  
Vancouver, BC V6C 2T5  
Tel: 778-987-9767

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special meeting (the "**Meeting**") of the shareholders of LithiumBank Resources Corp. (the "**Company**") will be held at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, BC V6C 2T5 on Thursday, April 27, 2023, at 12:00 p.m. (PDT Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended September 30, 2022, together with the auditors' report thereon;
2. to fix the number of directors at six (6) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice;
4. to re-appoint Davidson & Company LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the shareholders approving, confirming and ratifying the Company's new "fixed up to 20%" stock option plan, the full text of which is set forth in the Information Circular (the "**New Fixed Stock Option Plan**");
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the disinterested shareholders approving, confirming and ratifying the grant, under the New Fixed Stock Option Plan, of an aggregate of 3,250,000 incentive stock options to certain directors, officers, consultants and an Investor Relations Service Provider of the Company, as previously approved by the board of directors of the Company and as more particularly set out in the Information Circular (as defined below); and
7. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Information Circular**") accompanying this Notice. The audited consolidated financial statements and related MD&A for the Company for the financial year ended September 30, 2022 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board of Directors of the Company has by resolution fixed the close of business on March 23, 2023 as the record date for the Meeting, being the date for the determination of the registered

holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Odyssey Trust Company, 702-67 Yonge Street, Toronto Ontario, M5E 1J8 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, this 28th day of March, 2023.

**BY ORDER OF THE BOARD**

*"Robert Shewchuk"*

**ROBERT SHEWCHUK**

Chief Executive Officer, President and Director