

## LI-METAL CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Li-Metal Corp. (the “**Corporation**”) will be held at the offices of CP LLP located at 77 King Street West, TD North Tower, Suite 700, Toronto, ON M5K 1G8 at 11:00 a.m. (Eastern time) on March 14, 2025 for the following purposes:

1. to receive and consider the audited annual financial statements of the Corporation for the year ended March 31, 2024, together with the notes thereto and the report of the independent auditor thereon;
2. to set the number of directors of the Corporation at four and to elect the directors of the Corporation to serve from the close of the Meeting until the close of the next annual meeting of shareholders of the Corporation or their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Ontario);
3. to re-appoint MNP LLP, Chartered Accountants, as auditors of the Corporation, to hold office until the next annual meeting of the shareholders of the Corporation and to authorize the directors of the Corporation to fix the auditor’s remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Circular (defined below), approving the change of business of the Corporation from a lithium anode development and production company to an investment company;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Circular (defined below), authorizing the change of name of Li-Metal to “Auctus Capital” (the “**Name Change**”), or such other name as the Board may determine is appropriate, such Name Change to be implemented at the sole discretion of the Board; and
6. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the information circular of the Corporation (“**Circular**”) accompanying this Notice of Annual and Special Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is February 5, 2025 (the “**Record Date**”). No person who becomes a shareholder of the Corporation after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof. If you wish to be represented by proxy at the Meeting or any adjournment thereof, you must deposit a completed, dated and signed form of proxy with the Corporation’s transfer agent, TSX Trust Company, by mail at 301 – 100 Adelaide St W Toronto, ON M5H 4H1 or by voting online at [www.voteproxyonline.com](http://www.voteproxyonline.com) prior to 11:00 a.m. (Eastern time) on March 12, 2025 or, if the Meeting is adjourned or postponed, not less than 48 hours (other than a Saturday, Sunday or holiday) prior to the start of the adjourned or postponed meeting. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

**If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.**

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

**DATED** this February 10, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS OF LI-METAL CORP.**

(Signed) “*Keshav Kochhar*”

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Name: Keshav Kochhar  
Title: Chief Executive Officer