



ONE WORLD
LITHIUM

INFORMATION CIRCULAR

Containing information as at October 3, 2019

This Information Circular accompanies the Notice of Annual General of Shareholders (the “**Notice**”) and is furnished to the shareholders (the “**Shareholders**”) holding common shares (the “**Common Shares**”) in the capital of One World Lithium Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the Annual General Meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Vancouver time) on Thursday, November 7, 2019 at the offices of the Company’s located at 615 - 800 West Pender Street, Vancouver, British Columbia, or at any adjournment or postponement thereof.

The Company’s Audit Committee Charter is filed on SEDAR at www.sedar.com and is specially incorporated by reference into, and forms an integral part of, this Information Circular. Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company at Suite 615-800 West Pender Street, Vancouver, BC V6C 2V6. These documents are also available on SEDAR which can be accessed at www.sedar.com.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the Directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy are Directors or Officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed Instrument of Proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the Instrument of Proxy and insert the name of his nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada (“Computershare Trust”) at 3rd Floor, 510 Burrard Street,**

Vancouver, British Columbia, V6C 3B9 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Instrument of Proxy is required to be executed as set out in the notes to the Instrument of Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the Scrutineer at the Meeting as a Member present in person, whereupon such Proxy shall be deemed to have been revoked.

NON-REGISTERED HOLDERS

In the Notice of Annual Meeting of Shareholders, this Management Proxy Circular and the form of proxy provided, all references to shareholders are to registered shareholders. In many cases, shares beneficially owned by a shareholder are registered either in the name of an intermediary that the nonregistered shareholder deals with in respect of the shares or in the name of a clearing agency such as the Canadian Depository for Securities of which the intermediary of the non-registered shareholder is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the Company, referred to as objecting beneficial owners (“OBOs”) and those who do not object to the Company knowing who they are, referred to as non-objecting beneficial owners (“NOBOs”). The Meeting materials are being sent to both OBOs and NOBOs. In accordance with new legal requirements, the Company has decided this year to distribute copies of the Notice of Annual Meeting, Management Proxy Circular, and the enclosed form of proxy to NOBOs directly. Their name and address and information about their holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on their behalf. By choosing to send the Meeting materials to NOBOs directly, the Company has assumed responsibility for delivering these materials to them and executing their proper voting instructions. The Meeting materials for OBOs will continue to be distributed through clearing houses and intermediaries, who often use a service company such as Broadridge Financial Solutions, Inc. to forward meeting materials to non-registered shareholders.

Objecting Beneficial Owners

Intermediaries are required to forward Meeting materials to OBOs unless an OBO has waived the right to receive them. Generally, OBOs who have not waived the right to receive Meeting materials will either be given a proxy which has already been signed by the intermediary and is restricted as to the number

of shares beneficially owned by the OBO but which is otherwise not completed or, more typically, be given a voting instruction form (“VIF”) which must be completed and signed by the OBO in accordance with the directions on the VIF.

Non-Objecting Beneficial Owners

The Meeting materials with a form of proxy will be forwarded to NOBOs by the Company’s transfer agent, Computershare Trust. These proxies are to be completed and returned to Broadridge in the envelope provided or by facsimile. Computershare Trust will tabulate the results of the proxies received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the proxies they receive. The purpose of these procedures is to permit non-registered shareholders to direct the voting of the shares they beneficially own.

Should a non-registered shareholder who receives either a proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered shareholder), the non-registered shareholder should strike out the names of the persons named in the proxy and insert the non-registered shareholder’s (or such other person’s) name in the blank space provided, or in the case of a VIF, follow the instructions on the form. By doing so the non-registered shareholder is instructing the intermediary to appoint them or their designee as proxyholder.

In any event, non-registered shareholders should carefully follow the instructions of their intermediaries and their service companies or Computershare Trust, as the case may be.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the Instrument of Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed Instrument of Proxy does not confer authority to vote for the election of any person as a Director of the Company other than for those persons named in this Information Circular. At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On October 3, 2019, **92,983,537** common shares without par value were issued and outstanding, each share carrying the right to one vote. At a General Meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record on the close of business on **October 3, 2019** who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company except as follows

Shareholder	Number of Shares	% of Outstanding Shares
Stand Up Investments Ltd. ¹	9,802,146	10.54%

¹ A company wholly-owned and controlled by John N. Hamilton, the Company's CFO and Secretary.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the Directors or Senior Officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been Directors or Senior Officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as set out in the following, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will

materially affect the Company or any of its subsidiaries.

Related Party Transactions

a) Compensation of key management personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including stock-based compensation, of key management personnel during the years ended December 31, 2018 and 2017 were as follows:

	For the years ended December 31	
	2018	2017
	(\$)	(\$)
Management fees	160,000	60,000
Share based payments	26,562	315,000
	186,562	375,000

At December 31, 2018, \$582 (2017 - \$Nil) is owed to an officer of the Company. This amount is included in accounts payable and accrued liabilities. On April 25, 2018, the Company agreed to settle debt owing to a former CFO of the Company in the amount of \$120,090 through the issuance of shares and cash. The parties agreed to the issuance of 160,000 common shares of the Company at a price of \$0.15, the fair value of the shares on the grant date, (Note 10), and \$36,000 cash as total consideration against the indebtedness for services rendered by the former CFO. The remaining \$60,090 was written off and recorded as a gain on debt settlement. As of December 31, 2018, there is no amount owing to the former CFO.

b) Other related party transactions

Effective May 1, 2016, the Company entered into an office rental agreement in which an officer and director is a shareholder. For the years ended December 31, 2018 and 2017, the Company was charged rent and office expenses as follows:

	For the years ended December 31	
	2018	2017
	\$	\$
Rent and office	60,601	41,529

At December 31, 2018, the Company owes \$31,508 (2017: \$50,271) for rent and office. Subsequent to year end, on March 7, 2019, the Company agreed to issue debt settlement shares at a price of \$0.19, being the fair value of the shares on the grant date, by the issuance of 132,178 common shares of the Company to the related party as consideration of indebtedness for office rent payable in the amount of \$26,370.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board is comprised of three (3) directors, of which Kevin Milledge and Andrew Pooler are independent for the purposes of NI 58-101. Douglas Fulcher is not independent since he serves as the President and Chief Executive Officer of the Company.

Directorships

None of the directors are also directors of other reporting issuers.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are generally held at the Company's offices or by conference call and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Governance

The Compensation Committee is responsible for, among other things, evaluating the performance of the Company's executive officers, determining or making recommendations to the Board with respect to the compensation of the Company's executive officers, making recommendations to the Board with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations to the Board with respect to the compensation policy for the employees of the Company or its subsidiaries and ensuring that the Company is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Compensation Committee is currently composed of Douglas Fulcher, Kevin Milledge and Andrew Pooler. Kevin Milledge and Andrew Pooler are considered independent within the meaning set out in NI 58-101. Douglas Fulcher is not considered independent as he serves as the Company's President and Chief Executive Officer. All three of the members of the Compensation Committee are experienced participants in business or finance and have sat on the board of directors of other companies, charities or business associations, in addition to the Board of the Company.

The recommendations of the Compensation Committee are based primarily on a benchmarking analysis which compares the Company's pay levels and compensation practices with other reporting issuers of the same size as and which are active in the industry and/or market in which the Company competes for talent. This analysis provides valuable information that will allow the Company to make adjustments, if necessary, to attract and retain the best individuals to meet the Company's needs and provide value to the Company's shareholders. The Board does not have a pre-determined compensation plan. The Company does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Compensation Committee and the Board.

The Compensation Committee has not engaged the services of independent compensation consultants to assist it in making recommendations to the Board with respect to director and executive officer compensation.

In performing its duties, the Compensation Committee has considered the implications of risks associated with the Company's compensation policies and practices. At its present early stage of development and considering its present compensation policies, the Company currently has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. A NEO or director is permitted for his or her own benefit and at his or her own risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Other Board Committees

The Board has no other committees, other than the Audit Committee and Compensation Committee.

Assessments

Due to the minimal size of the Company's Board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Canadian Institute of Chartered Accountants Handbook;

"executive officer" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, an officer of the Company or any of its subsidiaries who performed a policy-making function in respect of the Company, or any other individual who performed a policy-making function in respect of the Company;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan;

"NEO" or "named executive officer" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“replacement grant” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“repricing” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

B. Compensation Discussion and Analysis

The Company’s Compensation Committee, which is comprised of Douglas Fulcher, Kevin Milledge and Andrew Pooler, is responsible for the compensation program for the Company’s Named Executive Officers. At the request of the Compensation Committee, other directors may, from time to time, provide recommendations to the Compensation Committee with respect to compensation for the Company’s NEOs.

The compensation program’s objectives are to:

- Attract and retain qualified and experienced executives to drive the continued development of the Company and its current and future mineral exploration assets, thereby creating shareholder value; and
- Provide executives, through research and analysis, with appropriate salaries and incentives and encourage the achievement of specific milestones with respect to the development of the Company.

The deliberations of the Compensation Committee are private. Compensation for the Company’s NEOs consists of: (i) base cash salary or consulting fee; (ii) cash bonus payments for achievement of specific milestones or benchmarks; and (iii) option grants pursuant to the Company’s Stock Option Plan. The Company does not provide the NEOs with personal benefits nor does the Company provide any additional compensation to its NEOs for serving as directors of the Company.

C. Compensation for NEOs and Directors

Douglas Fulcher, the Company's President and CEO (effective September 23, 2015), John N. Hamilton, the Company's CFO (effective April 25, 2018) and Jeannine Webb, the Company's former CFO (from November 2, 2015 to March 28, 2018) for the purposes of the following disclosure.

Table of Compensation (excluding compensation securities)							
Name and Position	Year (Dec 31)	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees \$	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Douglas Fulcher President, CEO and Director	2018	\$10,000	Nil	Nil	Nil	Nil	\$10,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
John Hamilton CFO	2018	\$150,000	Nil	Nil	Nil	Nil	\$150,000
Jeannine Webb Former CFO	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	\$60,000 ¹	Nil	Nil	Nil	Nil	\$60,000 ¹
	2016	\$52,500 ¹	Nil	Nil	Nil	Nil	\$52,500 ¹

¹ The Company agreed to issue debt settlement shares at a deemed price per share of \$0.15 by the issuance of 160,000 common shares of the Company and \$36,000 cash as consideration of indebtedness for services rendered by the former CFO. The remaining \$60,090 was written-off.

The following table discloses all compensation securities granted or issued to each NEO and Director by the Company in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Kevin Milledge Director	Stock Options Underlying Shs % of class	100,000	May 23 2018	\$0.15	\$0.15	\$0.21	May 23 2020
Andrew Pooler Director	Stock Options Underlying Shs % of class	100,000	June 22 2018	\$0.15	\$0.15	\$0.21	June 22 2020

The following table discloses each exercise of compensation securities by NEOs and Directors during the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Terri-Anne Welyki ¹ Former Director	Stock Options	100,000	\$0.05	March 29 2018	\$0.155	\$0.105	\$10,500
Alan Williams ² Former Director	Stock Options	150,000	\$0.05	July 18 2018	\$0.195	\$0.145	\$21,750

¹ Ms. Welyki resigned as a Director effective May 2, 2018.

² Mr. Williams resigned as a Director effective June 22, 2018.

The Company does not have any share-based awards in place other than Stock Options.

Stock options granted to NEOs and Directors during the year ended December 31, 2018 have no vesting provisions.

There were no re-pricings or cancellations of Stock Options under the Stock Option Plan or otherwise during the year ended December 31, 2018.

The Company has no pension plans that provide for payments or benefits to NEOs and Directors.

The Company also does not have any deferred compensation plans.

Other than as set forth in the foregoing, no director of the Company who is not an NEO has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

D. Employment, Consulting and Management Agreements

The Company entered into a consulting services agreement dated January 1, 2018 with Stand Up Investments Ltd. (“Stand Up”), a company wholly-owned and controlled by John N. Hamilton, the Company’s Chief Financial Officer and Corporate Secretary. Pursuant to the terms of the agreement, Stand Up is to provide management services to the Company in consideration for the Company paying a monthly management fee of \$12,500. For the year ended December 31, 2018 , the Company paid an aggregate total of \$150,000 to Stand Up.

Subsequent to the year ended December 31, 2018, the Company entered into a consulting services agreement dated January 1, 2019 with BT&T Equities and/or Digga Holdings Ltd and/or Douglas Fulcher (collectively the “Consultant”), companies wholly-owned and controlled by Douglas Fulcher, the Company’s President and Chief Executive Officer. Pursuant to the terms of the agreement, the Consultant is to provide management services to the Company in consideration for the Company paying a monthly management fee of \$5,000 per month from January 1, 2019 to April 30, 2019. For the period from May 1, 2019 to October 31, 2019 the compensation is \$7,500 per month, subject to change as agreed upon by the parties.

Other than as set out above, there are no employment, consulting or management agreements entered into with the Company and any of the NEOs.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company’s compensation plans under which equity securities of the Company were authorized for issuance at the end of December 31, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by securityholders	3,649,000	\$0.14	4,674,654
Equity compensation plans not approved by securityholders	-	-	-
Total	3,649,000	\$0.14	4,674,654

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

A. Audit Committee Charter

The Company's Audit Committee Charter is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into and forms an integral part of this Information Circular.

B. Composition of the Audit Committee

The Company's audit committee consists of three directors, Douglas Fulcher, Kevin Milledge and Andrew Pooler. As defined in NI 52-110, Kevin Milledge and Andrew Pooler are considered "independent".

A member of the audit committee is "independent" if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of the member's independent judgment.

C. Relevant Education and Experience

NI 52-110 provides that a member of the audit committee is considered to be "financially literate" if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexities of the issues that can reasonably be expected to be raised by the Company.

All of the members of the Company's audit committee are considered to be "financially literate", as that term is defined in NI 52-110.

Douglas Fulcher is a seasoned industry veteran with over 35 years of mineral exploration experience. He has worked with numerous senior and junior mining companies domestically and at an international level, both publicly and privately. Doug is currently the President and CEO of the Company. Previously he was the President and CEO of Maritime Resources Corp from March 2014 to January 2019. He was the President and CEO of Abacus Mining and Exploration from 2003 until 2010 where he was instrumental in the development of the Afton Ajax project. Doug also served on the Boards of True Grit Resources Ltd

and previously was the President of Burnstone Ventures Inc., Skygold Ventures Ltd and a director of Redstar Gold Corp. and Niblack Mining Corp which was formed as a spin out company of Abacus Mining.

Kevin Milledge has over 35 years of experience as a businessman and entrepreneur in the mining exploration business. Mr. Milledge is president of Pamicon Developments Ltd. which is a full service geological consulting firm with global experience. He has held management and executive positions and has extensive experience in project planning and development.

Andrew Pooler holds a Bachelor of Science degree in Mining Engineering from the University of Idaho and has more than 30 years of experience as a mining engineer and operations executive. He was formerly a director and the Chief Operating Officer for Maritime Resources Corp. as well as positions including the Chief Operating Officer of Esperanza Resources Corp., Chief Executive Officer of PanTerra Gold Limited and Chief Operating Officer of Abacus Mining and Exploration Corporation and KGHM Ajax. He also spent 5 years as Senior Vice President, Mine Operations, for Pan American Silver Corporation where he was responsible for the production performance of six operating mines located in Mexico, Peru, Argentina and Bolivia.

The board of directors believes that the audit committee members have the relevant education and experience to comply with NI 52-110.

Since the commencement of the Company's most recently completed financial year, the Company's Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the audit committee, on a case-by-case basis.

D. External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2018	\$45,000	-	\$3,000	-
December 31, 2017	\$65,000	-	\$10,000	-

E. Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Financial Statements

The audited financial statements of the Company for the financial year ended December 31, 2018 together with the Auditors' Report thereon, will be presented to the shareholders at the Meeting.

B. Election of Directors

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at **three (3)**.

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary the shares represented by proxy will, on a poll, be voted for the nominees herein listed.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY THE PERSON NAMED IN THE PROXY AS NOMINEE TO VOTE THE SHARES REPRESENTED BY PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS DIRECTORS.

Management proposes that the number of directors for the Company be determined at three (3) for the ensuing year subject to such increases as may be permitted by the Articles of the Company, and the Management nominees for the Board of Directors and information concerning them as furnished by the individual nominees are as follows:

⁽¹⁾ Tax fees are included in the Audit Fees.

Name, Municipality of Residence and Office Held⁽²⁾	Principal Occupation or Employment	Date of Appointment	Holdings in Securities of the Issuer
Douglas Fulcher North Vancouver, BC President, CEO & Director	President and CEO of the Company.	September 23, 2015	Common 55,000
Kevin Milledge Vancouver, BC Director	President of Pamicon Developments Ltd.	May 23, 2018	Common 190,678
Andrew Pooler Vancouver, BC Director	Mining Engineer; President, EMC Green Group S.A., a private Peruvian registered company	June 22, 2018	Common 0

No proposed director of the Company is, or within the ten years prior to the date of this Information Circular, has been, a director or executive officer of any company that while that person was acting in that capacity:

- i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days;
- ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- iii) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- iv) has individually, within the 10 years prior to this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

No director, officer or promoter of the Company has, within the ten years prior to the date of this Information Circular, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded issuer, or involving theft or fraud.

The above information was provided by Management of the Company.

⁽²⁾ This information has been furnished by the respective nominees.

C. Appointment of Auditor

Management proposes the re-appointment of BDO Canada LLP, Chartered Accountants as auditor of the Company for the ensuing year and that the directors be authorized to fix the remuneration. BDO Canada LLP was first appointed as auditors of the Company on February 11, 2016.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of shares who has given such proxy has directed that the votes be otherwise cast.

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com. Financial Information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial years ended December 31, 2018, is also available on SEDAR at www.sedar.com. Shareholders may also contact Douglas Fulcher, CEO and President at Suite 615 – 800 West Pender Street, Vancouver, British Columbia V6C 2V6, Telephone: 604-803-5901, Facsimile: 604-684-0296, Email: dfulcher@oneworldlithium.com to request copies of the Company's financial statements and the related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's comparative financial statements and MD&A for its financial years ended December 31, 2018 and 2017 and comparisons thereto.

BY ORDER OF THE BOARD OF DIRECTORS

"Douglas Fulcher"

Douglas Fulcher, President & CEO