

## VICTORY BATTERY METALS CORP.

TAKE NOTICE that a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Victory Battery Metals Corp. (the “**Corporation**”) will be held on Monday, September 30, 2024 at 9:00 a.m. (Calgary time) via Zoom (attendance details below) for the following purposes (the “**Notice**”):

- 1 To consider and, if deemed advisable, to approve, with or without variation, a special resolution giving the Board of Directors the ability to consolidate the issued and outstanding shares as more particularly set forth in the accompanying Management Information Circular; and
- 2 To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

A Shareholder may attend the Meeting virtually or may be represented at the Meeting by a proxyholder. Shareholders who are unable to attend the Meeting are requested to date and sign the enclosed instrument of proxy (the “**Proxy**”) and mail or deposit it with Odyssey Trust Company (“**Odyssey**”), our transfer agent. To be valid, the Proxy must be dated, completed, signed and deposited with Odyssey by: (i) mail to Trader’s Bank Building, 702, 67 Yonge Street, Toronto, ON M5E 1J8, Attn: Proxy Department; (ii) email at proxy@odysseytrust.com; or (iii) online at <https://login.odysseytrust.com/pxlogin> entering the control number found on your Proxy, or as otherwise indicated in the instructions contained in the Proxy. In order to be valid and acted upon at the Meeting, the Proxy must be received at the aforesaid address, fax, or online address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. Shareholders are cautioned that using mail to transmit proxies is at each Shareholder’s risk.

The board of directors of the Company has fixed the record date for the Meeting as the close of business on August 30, 2024 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established that he or she owns such shares, demands, not less than 10 days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

For ease and convenience, the Meeting will be held in a virtual-only format using the Zoom meeting platform, allowing Shareholders to listen, ask questions and vote by proxy, all in real-time. The Company’s board of directors and management believe that enabling Shareholders to participate virtually through the Zoom meeting platform will facilitate greater Shareholder attendance and participation.

To attend the Meeting, please use the details below:

**Join via Direct Meeting Link:**

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<https://dentons.zoom.us/j/92318704823?pwd=ZINuJlR2ZCYPdGkeA7Z2RcGCbyxAAD.1>

**Meeting ID:** 923 1870 4823

**Passcode:** 571411

**Join via Phone:**

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**Phone in Canada:** [855 703 8985]

**Phone in United States:** [+1 833 548 0282]

DATED at Vancouver, British Columbia this 30<sup>th</sup> day of August, 2024.

By Order of the Board of Directors

(signed) "*David Stadnyk*"