



**Notice of Meeting and  
Information Circular  
in respect of a**

**SPECIAL MEETING OF SHAREHOLDERS**

**to be held on September 30, 2024 at 9:00 am (Calgary time)**

**Dated as of August 30, 2024**

## 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=ZINuJjR2ZCYPdGkea7Z2RcGCbyxAAD.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*"

## MANAGEMENT INFORMATION CIRCULAR

*UNLESS OTHERWISE NOTED, INFORMATION IS PROVIDED AS AT AUGUST 30, 2024 FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 30, 2024*

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This management information circular (this “**Circular**”) is furnished in connection with the solicitation by the management of Victory Battery Metals Corp. (the “**Corporation**”) of proxies to be used at the special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation. The Meeting will be held via the Zoom meeting platform on Monday, September 30, 2024 at 9:00 a.m. (Calgary time) or any adjournment thereof, for the purposes set out in the notice of meeting (the “**Notice of Meeting**”) accompanying this Circular.

For the convenience and participation of Shareholders, the Meeting will be held in a virtual-only format using the Zoom meeting platform. Shareholders will be able to listen, ask questions, and vote during the Meeting, which can be accessed using the following details:

### Join via Direct Meeting Link:

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<https://dentons.zoom.us/j/92318704823?pwd=ZINuJjR2ZCYPDqkea7Z2RcGCbyxAAD.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

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

The board of directors of the Company (the “**Board**”) has fixed the record date for the Meeting as the close of business on August 30, 2024 (the “**Record Date**”). Only Shareholders at the close of business on the Record Date are entitled to receive notice of the Meeting and to vote thereat or at any adjournments thereof on the basis of one vote for each Share held, except to the extent that: (i) a Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

The Company presents its consolidated financial statements in Canadian dollars. In this Circular, all references to “\$” are to Canadian dollars. Unless otherwise indicated, information set out in this Circular is provided as of August 30, 2024.

## **Appointment of Proxyholders**

Registered Shareholders may wish to vote by proxy whether or not the Registered Shareholder is able to attend the Meeting in person. The instrument appointing a proxy shall be in writing and shall be executed by the Registered Shareholder or the Registered Shareholder's attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the enclosed instrument of proxy (the "**Proxy**") are directors and officers of the Company or legal counsel of the Company. Each Registered Shareholder has the right to appoint a proxyholder other than the persons designated in the Proxy, who need not be a Registered Shareholder, to attend and to act for the Registered Shareholder at the Meeting. To exercise such right, the names of the nominees of the Company should be crossed out, and the name of the Registered Shareholder's appointee should be legibly printed in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Registered Shareholders are requested to date, complete and sign the accompanying Proxy enclosed herewith and return the same by: (i) mail to Odyssey at Trader's Bank Building, 702, 67 Yonge Street, Toronto, ON M5E 1J8, Attn: Proxy Department; (ii) email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com); or (iii) online at <https://login.odysseytrust.com/pxlogin>, entering the control number found on your Proxy.

In all cases, Registered Shareholders' votes must be received not later than 9:00 am (Calgary time) on September 26, 2024 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting or any adjournment thereof.

**In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy.**

## **Registered Shareholders**

Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Shares) may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Corporation's transfer agent Odyssey Trust Company by mail to Proxy Department, Traders Bank Building 702, 67 Yonge Street, Toronto, ON, M5E 1J8 or by internet at <https://login.odysseytrust.com/pxlogin>, by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof, or in such other manner as may be provided for in the Proxy.

## **Beneficial Shareholders**

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders which includes Non-Objecting Beneficial Owners ("**NOBOs**") and Objecting Beneficial Owners ("**OBOs**") should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the

Corporation. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker (an "**intermediary**"). In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States of America (the "**U.S.**" or the "**United States**"), under the name Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

Please carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The voting instruction form ("**VIF**") supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and the United States. Broadridge mails a VIF in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you) in the blank space provided in the VIF, then return the completed VIF to Broadridge either by mail or facsimile, or by phone, or via the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative.

**If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted, as per your instructions, at the Meeting; or (b) arrange to have an alternate representative duly appointed by you attend the Meeting and vote your Common Shares at the Meeting.**

NOBOs will receive a voting instruction form from the Corporation's registrar and transfer agent, Odyssey Trust Company ("**Odyssey**"). This is to be completed and returned to Odyssey in the envelope provided. In addition, Odyssey provides internet voting as described on the voting instruction form.

This Circular with related materials is being sent directly to you by the Corporation, or its agent, Odyssey. Your name, address and information about your shares have been obtained according to applicable securities regulatory requirements from the intermediary that holds your Common Shares on your behalf.

#### *Notice to Shareholders in the United States*

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada.

Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporations Act* (British Columbia) (“**BCBCA**”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Odyssey Trust at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder’s Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

### **VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS OF THE CORPORATION**

The Board has fixed August 30, 2024 as the Record Date for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares of the Corporation are listed for trading on the Exchange. As of August 30, 2024, there were 39,442,222 Common Shares issued and outstanding, each carrying the right to one vote. No Common Shares were held in escrow. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Corporation, no person or corporation beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all issued and outstanding Common Shares of the Corporation as at August 30, 2024.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any associate or affiliate of the

foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as may be set out herein.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries other than as set out herein. The term "informed person" as defined in National Instrument 51-102 Continuous Disclosure Obligations means a director or executive officer of the Corporation, or any person or corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution.

The directors and officers of the Corporation and their associates and affiliates, as a group, beneficially own, or control or direct, directly or indirectly, an aggregate of 3,818,499 Common Shares, 1,334,999 warrants to purchase Common Shares and 1,200,000 stock options, representing approximately 2.71% of the outstanding Common Shares, approximately 12.29% of the outstanding warrants and approximately 57.91% of the outstanding stock options.

### **APPROVAL OF SHARE CONSOLIDATION**

The Board is seeking Shareholder approval to consolidate the Corporation's common shares with a ratio of up to ten (10) old common shares for every one (1) new common share, subject to Board approval.

#### **Background**

As part of the discussions relating to ways to improve generally the capital structure of the Corporation and increase the likelihood of raising additional capital, the Board is of the view that a consolidation of the Common Shares would increase the Corporation's flexibility and competitiveness in the marketplace and make the Corporation's securities more attractive to a wider audience of potential investors and other interested parties.

At the Meeting, the shareholders will be asked to approve a resolution authorizing the Board, in its discretion, to consolidate its issued and outstanding Common Share capital on the basis of up to ten (10) existing Common Shares for one (1) new Common Share (the "**Share Consolidation**"). The articles of the Company provide that the Board is authorized to implement share consolidations and splits without shareholder approval. However, the policies of the CSE require that the shareholders approve any consolidations exceeding 10 to 1 in a 24 month period.

#### **Implementation and Effect of Share Consolidation Fractional Shares**

If, as a result of a Share Consolidation, a shareholder would otherwise be entitled to a fraction of a Common Share in respect of the total aggregate number of pre-consolidation Common Shares held by such shareholder, no such fractional Common Share will be awarded. The aggregate number of Common Shares that such shareholder is entitled to will, if the fraction is less than one half of one Common Share, be rounded down to the next closest whole number of Common Shares, and if the fraction is at least one half



of one Common Share, be rounded up to one whole Common Share, all as provided for by Section 83 of the BCBCA. Except for any change resulting from the rounding described above, the change in the number of Common Shares outstanding that would result from the Share Consolidation will cause no change in the stated capital attributable to the Common Shares.

#### *Effect on Shares*

The Share Consolidation will not materially affect the percentage ownership in the Corporation by its shareholders even though such ownership will be represented by a smaller number of Common Shares. The Share Consolidation will merely proportionately reduce the number of Common Shares held by the shareholders.

#### *Effect on Convertible Securities*

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding stock options, warrants, rights and any other similar securities will be proportionately adjusted upon the implementation of the Share Consolidation, in accordance with the terms of such securities, based on the Share Consolidation ratio.

#### *Procedure for Registered Holders*

If the proposed Share Consolidation is approved by the Shareholders and all regulatory requirements are complied with, including the approval by the CSE, and implemented by the Board, Registered Holders will be required to exchange their share certificates representing pre-consolidation Common Shares for new share certificates representing post-consolidation Common Shares. Following the announcement by the Corporation of the effective date of the Share Consolidation, Registered Holders will be sent a transmittal letter from the Corporation's transfer agent, Odyssey Trust Company, as soon as practicable after the effective date of the Share Consolidation. The letter of transmittal will contain instructions on how to surrender certificate(s) representing pre-consolidation Common Shares to the transfer agent.

The transfer agent will send to each Registered Holder who has sent the required documents a new share certificate representing the number of post-consolidation Common Shares to which the Shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of whole post-consolidation Common Shares to which the holder is entitled as a result of the Share Consolidation. If a Registered Holder would otherwise be entitled to receive a fractional Common Share, such fractional Common Share resulting from the Share Consolidation shall be dealt with in accordance with the provisions of Section 83 of the BCBCA as described above.

#### *Procedure for Non-Registered Holders*

Non-Registered Holders holding the Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for Registered Holders. If you hold the Common Shares with such bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee to obtain instructions for processing the Share Consolidation.

### *No Dissent Rights*

Under the BCBCA, Shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation, and the Corporation will not independently provide Shareholders with any such right.

### *Effective Date*

Subject to the approval of the CSE, the Share Consolidation will be effective on the date on which the directors of the Corporation determine to carry out the Share Consolidation.

If the Share Consolidation Resolution (as defined below) is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Share Consolidation.

### *Certain Risks Associated with the Share Consolidation*

The Corporation's total market capitalization immediately after the proposed Share Consolidation may be lower than immediately before the proposed Share Consolidation. There are numerous factors and contingencies that could affect the Common Share price prior to or following the Share Consolidation, including the status of the Corporation's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the Common Shares may not be sustainable at the direct arithmetic result of the Share Consolidation and may be lower. If the market price of the Common Shares is lower than it was before the Share Consolidation on an arithmetic equivalent basis, the Corporation's total market capitalization (the aggregate value of all Common Shares at the then market price) after the Share Consolidation may be lower than before the Share Consolidation. If the Share Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of the Share Consolidation. The market price of the Common Shares will, however, also be based on the Corporation's performance and other factors, which are unrelated to the number of Common Shares outstanding. Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Share Consolidation. The Share Consolidation may result in some Shareholders owning "odd lots" of less than 1000 Common Shares on a post-consolidation basis, which may be more difficult to sell, or require greater transaction costs per Common Share to sell.

### *Details of the Special Resolution*

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the resolution relating to the Share Consolidation, substantially in the form of the resolution set forth below (the "**Share Consolidation Resolution**"). The Share Consolidation Resolution must be passed by a majority of the votes cast by shareholders who vote in respect of the Share Consolidation Resolution.

#### **"BE IT RESOLVED that:**

1. Subject to regulatory approval, the board of directors of the Corporation is authorized to amend the Articles of the Corporation to consolidate all of the issued and outstanding common shares in the capital of the Corporation on the basis of up to one (1) new common share for every ten (10) common shares currently outstanding.
2. Upon consolidation, where a shareholder of the Corporation would otherwise receive a fractional common share, such fractional share will be cancelled and the shareholder will receive the next lower number, if any, of whole common shares.

3. From and after the effective date of the consolidation, all outstanding share certificates will thereafter only represent the number of common shares to which the holder is entitled after giving effect to the consolidation.
4. Any one director or officer of the Corporation be and is hereby authorized to sign all such documents, including without limitation, Articles of Amendment, and to do all such acts and things, including without limitation, delivering such Articles of Amendment to the Registrar of Corporations under the Business Corporations Act (British Columbia) as such director or officer determines, in his or her discretion, to be necessary or advisable in order to properly implement and give effect to the foregoing.
5. Notwithstanding that this resolution has been passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized in its discretion and without further approval of such shareholders to decide not to proceed with the amendments to the Articles of the Corporation.”

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE SHARE CONSOLIDATION. UNLESS OTHERWISE DIRECTED, IT IS THE INTENTION OF THE PERSONS NAMED IN THE ACCOMPANYING PROXY TO VOTE IN FAVOUR OF THE SHARE CONSOLIDATION.**

#### **INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

No individual who is or was a director, executive officer or employee of the Corporation or any of its subsidiaries, or any associate of such director or officer, is as at the date hereof, or at any time since the beginning of the most recently completed financial year, indebted to the Corporation or any of its subsidiaries, or is as at the date hereof, or at any time since the beginning of the most recently completed financial year, indebted to another entity that is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries during that period.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available under our profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis for the financial year ended February 29, 2024 and the most recently completed interim period.

Copies of the Corporation's Articles, financial statements and management discussion and analysis will be provided free of charge to security holders of the Corporation. This and Additional information concerning the Corporation may be obtained by any securityholder of the Corporation free of charge by contacting the Corporation at 734 – 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1B1, telephone: (604) 762-6959. The Articles of the Corporation will be available for inspection by securityholders at the location identified above during business hours on each business day preceding the Meeting. The Corporation may require the payment of a reasonable charge from any person or Corporation who is not a security holder of the Corporation, who requests a copy of any such document. The foregoing documents are also available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **OTHER MATTERS**

The Corporation will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. Management of the Corporation 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 Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by Proxy.

Matters which may properly come before the Meeting shall be any matter not effecting a change in the Articles or Notice of Articles of the Corporation or disposing of all or substantially all of the assets of the Corporation.

The contents of this Information Circular and Notice of the Meeting have been approved by the Board.

**It is important that your Shares be represented at this Meeting to ensure a quorum. If you cannot be present to vote in person, please ensure that your proxy or, if a corporation, your representative, is appointed and present to vote on your behalf at the Meeting. Instructions regarding the appointment of a proxy or representative are contained in the Information Circular.**

## **REGISTRAR AND TRANSFER AGENT**

The registrar and transfer agent for the Corporation is Odyssey Trust Company, 1230, 300 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3C4.

## **Additional Information**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders of the Corporation may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis by sending a written request addressed to Suite 1780, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8, telephone: (236) 317-2822. Financial information is provided in the Corporation's annual financial statements and management's discussion and analysis for its most recently completed financial year.

## **DIRECTORS' APPROVAL**

The undersigned hereby certifies that the contents and the sending of this Circular have been approved by the directors of the Corporation.

DATED at Vancouver, British Columbia, this 30th day of August, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
VICTORY BATTERY METALS CORP.**

*(signed) "David Stadnyk"*

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President, CEO and Director