



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

Notice is hereby given that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Recharge Resources Ltd.** (the “**Company**”) will be held virtually on Tuesday, August 16, 2022 at the hour of 11:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for the fiscal year ended December 31, 2021;
2. To set the number of directors of the Company at three (3);
3. To elect the directors of the Company for the ensuing year;
4. To appoint the Company’s auditor for the ensuing year;
5. To consider, and if thought fit, to pass an ordinary resolution to ratify and approve the adoption of the Company’s Stock Option Plan, as described in the accompanying Information Circular;
6. To consider, and if thought fit, to pass an ordinary resolution of disinterested shareholders to ratify and approve adoption of the Company’s Restricted Share Unit Plan, as more particularly described in the accompanying Information Circular;
7. To consider and, if thought fit, to pass an ordinary resolution authorizing the Company to consolidate the issued and outstanding common shares of the Company on the basis of one (1) common share for every two (2) pre-consolidation common shares; and
8. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Meeting may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a Meeting virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

<https://us06web.zoom.us/j/86002891889?pwd=WW1SS05CTXM4L2E1MnV2eTIDU2Z6QT09>

Meeting ID: 860 0289 1889
Passcode: 840509

Registered Shareholders will receive an Information Circular and an Instrument of Proxy (the “**Proxy**”) with this Notice of Meeting. Non-registered (beneficial) Shareholders will receive a Voting Instruction Form (“**VIF**”) instead of a Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting. A Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. The enclosed Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting. If you cannot be personally present, please complete and sign the Proxy and then deposit the Proxy with Endeavor Trust Corporation as set out below.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are asked to complete, date and sign the enclosed Proxy or complete another suitable form of proxy and deliver it to Endeavor Trust Corporation at their offices located at 702-777 Hornby Street, Vancouver, BC, V6Z 1S4, by mail or fax (604-559-8908), or email proxy@endeavortrust.com, in

accordance with the instructions set out in the Proxy and in the Information Circular, at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

A Non-registered (beneficial) Shareholder who plans to attend the Meeting must follow the instructions set out in the Information Circular to ensure that their Shares are voted at the Meeting. If you hold your Shares in a brokerage account you are a Non-registered (beneficial) Shareholder.

DATED at Vancouver, British Columbia, this 15th day of July, 2022.

BY ORDER OF THE BOARD

“David Greenway”

CEO