

AMERICAN BATTERY METALS CORP.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

To be held on Tuesday, April 7, 2020

AMERICAN BATTERY METALS CORP.

Suite 2820, 200 Granville Street
Vancouver, B.C.
V6C 1S4

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Meeting**") of the shareholders of American Battery Metals Corp. (the "**Company**") will be held at Suite 409 - 221 West Esplanade, North Vancouver, British Columbia V7M 3J3 on Tuesday, April 7, 2020 at 10:00 a.m. (PST) for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended February 28, 2019, and the auditor's report thereon;
2. To set the number of directors to be elected at the Meeting at five (5) and to elect the directors of the Company until the Company's next annual meeting of shareholders;
3. To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants as auditors of the Company and to authorize the directors of the Company to fix their remuneration;
4. To approve the Company's incentive stock option plan, as described in the accompanying management information circular; and
5. To transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular, which is supplemental to and expressly made a part of this notice. Shareholders of record as of the close of business on February 18, 2020 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at Vancouver, British Columbia, as of the 5th day of March, 2020.

By Order of the Board of Directors
of **AMERICAN BATTERY METALS CORP.**

(signed) Jeremy Poirier

Jeremy Poirier

Chief Executive Officer, President and
Director

If you are a registered shareholder and are unable to attend the meeting in person, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to National Securities Administrators Ltd., the Company's transfer agent. To be valid, completed proxy forms must be dated, completed, signed and deposited with National Securities Administrators Ltd., (i) by hand delivery or by mail using the enclosed return envelope or one addressed to National Securities Administrators Ltd. Attention: Proxy Department, Suite 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, or (ii) by facsimile to (604) 559-8908, or (iii) by email to proxy@transferagent.ca. If you vote through the internet, you may also appoint another person to be your proxyholder. Please go to www.eproxy.ca and follow the instructions. You will require your ID number and password found on your proxy form. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (PST) on Friday, April 3, 2020 or, if the meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before the beginning of any adjourned meeting. If you receive more than one proxy form because you own shares registered in different names or addresses, each proxy form should be completed and returned.

If you are a non-registered shareholder and receive these materials through your broker or through another by intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

AMERICAN BATTERY METALS CORP.

Suite 2820 – 200 Granville Street
Vancouver, BC V6C 1S4

INFORMATION CIRCULAR

as of
March 5, 2020
(unless otherwise noted)

MANAGEMENT SOLICITATION OF PROXIES

This Information Circular ("Circular") is furnished to you in connection with the solicitation of proxies by management of American Battery Metals Corp. ("we", "us", "American Battery" or the "Company") for use at the Annual General Meeting (the "Meeting") of shareholders of the Company to be held on Tuesday, April 7, 2020, at the time and place and for the purposes set forth in the accompanying Notice of Meeting. We will conduct the solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

APPOINTMENT OF PROXY HOLDER

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY.** A Proxy will not be valid unless it is completed, dated and signed and delivered to National Securities Administrators Ltd. not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it.

REGISTERED SHAREHOLDERS

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. A registered shareholder may submit a proxy using one of the following methods:

- (i) By attending the Meeting and voting;
- (ii) **By mail or hand delivery:** complete, date and sign the enclosed form of proxy and return it to the Transfer Agent by mail or by hand to 702 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4;
- (iii) **By fax:** complete, date and sign the enclosed form of proxy and return it to the Transfer Agent by fax to: 604-559-8908;
- (iv) **By email:** complete, date and sign the enclosed form of proxy and return it to the Transfer Agent by email at proxy@transferagent.ca or

- (v) **By internet:** By using the internet through the website of the Company's transfer agent's website, www.eproxy.ca; provided that you follow the instructions that appear on the screen and refer to the enclosed form of proxy for the holder's ID number and password.

In all cases please ensure that your vote is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a Registered Shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant.

The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Non-Registered Holder and asks the Non-Registered Holder to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Non-Registered Holder who receives a voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of the shares must be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. All references to shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBOs".

Meeting Materials sent to NOBOs are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her/its behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her/its nominee the right to attend and vote at the Meeting. Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. Management of the Company does not

intend to pay for Intermediaries to forward the Meeting Materials and VIF to OBOs. An OBO will not receive the Meeting Materials and VIF unless the OBO's Intermediary assumes the cost of delivery.

REVOCATION OF PROXY

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the Company, at c/o Suite 2820 – 200 Granville Street, Vancouver, BC V6C 1S4 Canada, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it. **Only registered shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.**

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy, and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the notes to Proxy.

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

We are authorized to issue an unlimited number of common shares without par value, of which **30,593,371** common shares were issued and outstanding as of February 18, 2020.

Any shareholder of record at the close of business on **February 18, 2020** who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of our directors and executive officers, no persons or companies beneficially own, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of all voting rights as of February 18, 2020.

ELECTION OF DIRECTORS

Directors are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary

resolution to set the number of directors of the Company at five for the next year, subject to any increases permitted by the Company's Articles.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below, all of whom are presently members of the Company's board of directors (the "**Board**"). Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur among the nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them:

Name, Position(s) with the Company and Place of Residence⁽¹⁾	Principal Occupation⁽¹⁾	Date(s) Served as a Director Since	Ownership or Control Over Voting Shares Held⁽¹⁾
Jeremy Poirier ⁽²⁾ CEO, President and Director <i>North Vancouver, BC</i>	Corporate consultant	January 2, 2020	1,081,401
Keith C. Minty ⁽²⁾ Director <i>Toronto, ON</i>	Senior Vice President Stope Capital Advisors	January 13, 2020	Nil
Albert John Carlesso Nominee Director <i>Toronto, ON</i>	Chief Executive Officer of Fenix Gold Inc.	Nominee Director	Nil
Stuart Moller Nominee Director <i>Reno, NV</i>	Vice President of Exploration of Fenix Gold Inc.	Nominee Director	Nil
David Mitchell Nominee Director <i>Toronto, ON</i>	President of Stillbridge Ventures Inc.	Nominee Director	Nil

Notes:

1. The information as to place of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been obtained from SEDI.
2. Member of the Company's audit committee.

The following is a brief biography for the nominee directors who have not previously been elected as a director of the Company at a shareholders' meeting for which an information circular was issued:

Jeremy Poirier – Jeremy Poirier has over 16 years of experience in the capital markets, built a strong network of investor and industry contacts, served on a number of boards, and held senior officer positions at several public and private companies. Most recently, Mr. Poirier was a co-founder of Pure Energy Minerals Limited (TSXV:PE) and served as a Director from December 2013 to September 2016, in addition to holding a senior management role. During his tenure with Pure Energy, he reviewed numerous lithium assets and fostered relationships with various partners throughout the supply chain. Mr. Poirier was instrumental in the formation of Bearing Lithium in its current form, including facilitating a number of over-subscribed capital raises, in addition to the acquisition of Li3 Energy and a number of other corporate developments. Mr. Poirier also serves as director and CEO of Lions Bay Mining and a director of Pike Minerals.

Keith C. Minty – Mr. Minty, B. Sc., P. Eng. MBA has more than 30 years professional experience in mineral resource exploration and development in precious and base metals, industrial minerals in Canada

and internationally. Mr. Minty has directly involved in the realizing mineral resource projects value by resource development, constructing, operating and managing gold and platinum group metal projects. Mr. Minty was the Co-Founder of Stope Capital Advisors, Inc. in 2012, a private Canadian company engaged in merchant banking transactions in the mining, energy and agriculture sectors. Mr. Minty has been associated with premier mineral resource exploration and developing companies such as Hunter Dickinson Inc., Viceroy Resources, North American Palladium, Thani Investments and Stope Capital Advisors in many senior operating and management positions.

Mr. Minty is an active member of the board of directors of four mineral resource companies.

Mr. Minty obtained a B.Sc. in Mining Engineering from Queen's University, Kingston Ontario, Canada in 1978 and in 2014 received from Athabasca University his Masters of Business Administration degree.

Albert John Carlesso – Albert John Carlesso began his career in the investment industry servicing both Private Client and Institutional accounts. With over 25 years of international business experience he has focused on the financing, public-listing, and stewardship of growth companies in mining, technology and special situations sectors. He has been a founder and Director of both private and public companies. In mining Mr. Carlesso has had a particular focus on mining in Latin America including Vice President, Corporate Development at Desert Sun Mining (TSX) and Co-Founder and Executive Chairman of Explorator Resources (TSXV). He has been active in Colombia for the past 12 years. Mr. Carlesso is a graduate of Western University with a B.A Economics.

Stuart Moller - Mr. Moller has 35 years' experience in international minerals exploration. Stuart has held senior roles with Barrick Gold and Pan American Silver, and as Vice President Exploration at Continental Gold he led the discovery of the Buritica gold deposit (currently 11+ million ounces and recently acquired by Zijin Mining). Mr. Moller holds a B.A. Geology with Honors from Colgate University and a Master of Science, Geology from the University of North Carolina at Chapel Hill.

David Mitchell - Mr. Mitchell founded in 2004, and is currently CEO of Stillbridge Ventures Inc., a corporate consulting and advisory firm to small and emerging businesses. Mr. Mitchell has over 30 years of experience in the Canadian finance industry, having been employed by a number of intermediate and boutique size investment firms in roles ranging from a floor trader to being a director and officer. Mr. Mitchell is very active in the Capital Pool Company ("CPC") program overseen by the Exchange through having facilitated underwritings of CPCs, taken on director roles in CPCs, and also having founded two series of CPCs – with the most recent being the Whiteknight Acquisition series (all of which have completed Qualifying Transactions and are listed on the Exchange). Mr. Mitchell has been a director of Exchange-listed companies in the fields of mining, health care, technology and alternate finance.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company's management, no proposed director of the Company:

- (a) is, as at the date of the Circular, or has been within 10 years before the date of the Circular, a director, CEO or CFO of any company (including the Company) that:
 - (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or

- (ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, 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; or
- (c) has, within the 10 years before the date of this 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 proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

DIRECTOR AND EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the "Named Executive Officers" or "NEOs" for the purposes of the disclosure:

- (a) the Company's CEO, including an individual performing functions similar to a CEO;
- (b) the Company's CFO, including an individual performing functions similar to a CFO;
- (c) the most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V Statement of Executive Compensation —Venture Issuers, for the February 28, 2019 year end; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was not an executive officer of the Company and was not acting in a similar capacity at February 28, 2019.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any director who is not a Named Executive Officer for the fiscal years ended February 28, 2019 and February 28, 2018.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$) ⁽¹⁾	Value of all other compensation (\$)	Total compensation (\$)
Jordon Carroll ⁽²⁾ Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-
John Walther ⁽³⁾ Former Director	2019	-	-	-	-	-	-
	2018	-	-	-	-	-	-
Michael Robert Mulberry ⁽⁴⁾ Former CEO, President and Director	2019	46,857	-	-	-	-	46,857
	2018	19,595	-	-	-	-	19,595
Joel Leonard ⁽⁵⁾ Former CFO	2019	36,000	-	-	-	-	36,000
	2018	3,000	-	-	-	-	3,000

Notes:

1. The value of perquisites, if any, was less than \$15,000.
2. Mr. Jordon Carroll was appointed as a director of the Company on June 6, 2018.
3. Mr. John Walther resigned as a director on January 9, 2020.
4. Mr. Michael Robert Mulberry resigned as CEO, President and Director on January 2, 2020. Pursuant to an executive consulting agreement dated November 1, 2018 between the Company and Michael Mulberry, Mr. Mulberry provided the services of CEO of the Company for a monthly fee of \$10,000.
5. Mr. Joel Leonard resigned as CFO on July 1, 2019. Pursuant to a consulting agreement dated November 1, 2018 between the Company and JCL Partners Chartered Professional Accountants ("JCL"), Joel Leonard provided the services of CFO of the Company for a monthly fee of \$6,000 plus taxes. Mr. Leonard is the owner of JCL.

Current Officers and Directors

Mr. Jeremy Poirier was appointed Chief Executive Officer, President and Director of the Company on January 2, 2020. Mr. Poirier will provide his CEO management services through his wholly-owned consulting firm, Nico Consulting Inc., without a formal agreement but with the following general terms:

1. No fixed term, rather a month to month contract with 30 days' notice of change by either party; and
2. Monthly consulting fee of \$10,000 and eligibility for stock options.

Mr. Xavier Wenzel was appointed Chief Financial Officer of the Company on July 1, 2019. Details of Mr. Wenzel's agreement with the Company is set out below under "Fehr Agreement".

Mr. Keith C. Minty was appointed as a director of the Company on January 13, 2020.

External Management Contracts

As of the date of this Circular, one of the Company's NEOs (as defined above), Xavier Wenzel, the Company's CFO was employed by Fehr & Associates ("**Fehr & Associates**") and his services are provided through an agreement between the Company and Fehr & Associates dated July 1, 2019 (the "**Fehr Agreement**").

Pursuant to the Fehr Agreement, Fehr & Associates has assumed responsibility of the Company's accounting department services, which includes ongoing technical accounting support for regulatory filings and certain day to day corporate secretary, administration and bookkeeping services. Under the Fehr Agreement, Xavier Wenzel, assumed the role of Chief Financial Officer of the Company effective July 1, 2019. Mr. Wenzel's responsibilities as CFO under the Fehr Agreement include ongoing accounting, risk management, financial reporting, maintenance of internal accounting procedures and

preparation of required financial reporting and information circulars. Fehr & Associates is located at 2820 – 200 Granville Street, Vancouver, B.C., V6C 1S4.

Stock Options and Other Compensation Securities

During the financial year ended February 28, 2019, the Company granted stock options as follows:

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
Jordon Carroll Director	Stock Option	50,000 / 50,000 0.3%	December 10, 2018	\$0.20	\$0.25	\$0.35	December 10, 2023
	Stock Option	100,000 / 100,000 0.6%	November 15, 2018	\$0.20	\$0.25	\$0.35	November 27, 2023
Michael Mulberry ⁽¹⁾ Former President, CEO and Director	Stock Option	300,000 / 300,000 1.78%	December 10, 2018	\$0.20	\$0.25	\$0.35	December 10, 2023
Joel Leonard ⁽²⁾ Former CFO	Stock Option	150,000 / 150,000 0.9%	December 10, 2018	\$0.20	\$0.25	\$0.35	December 10, 2023
John Walther ⁽³⁾ Former Director	Stock Option	100,000 / 100,000 0.6%	December 10, 2018	\$0.20	\$0.25	\$0.35	December 10, 2023

Notes:

1. Mr. Michael Mulberry resigned as CEO, President and Director on January 2, 2020.
2. Mr. Joel Leonard resigned as CFO on July 1, 2019.
3. Mr. John Walther resigned as a director on January 9, 2020.

During the financial year ended February 28, 2019, none of the Named Executive Officers or directors exercised any stock options.

Oversight and description of director and Named Executive Officer compensation

Director Compensation

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Stock Option Plan and in accordance with the policies of the Canadian Securities Exchange ("CSE").

Named Executive Officer Compensation

The Board as a whole determines executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of the date of this Circular regarding the number of common shares to be issued pursuant to the Company's Stock Option Plan.

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 first column)
Equity compensation plans approved by security holders	Nil	Nil	Nil
Equity compensation plans not approved by security holders	815,000	\$0.19	2,244,337
Total	815,000	\$0.19	2,244,337

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Circular, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or any of its subsidiaries

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out in this Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of the directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Circular, since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "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 other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

AUDIT COMMITTEE

Composition of Audit Committee

As at the date of this Circular, the Audit Committee is composed of Jordon Carroll, Jeremy Poirier and Keith C. Minty. National Instrument 52-110 *Audit Committees* ("**NI 52-110**") requires that a majority of the Company's audit committee must not be executive officers of the Company. Jeremy Poirier is currently the Company's Chief Executive Officer and President and is the only executive officer on the Audit Committee.

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 6 (*Reporting Obligations*) of NI 52-110.

The text of the Audit Committee's Charter is attached as Appendix A to this Circular.

Relevant Education and Experience

Jordon Carroll - Mr. Carroll is a certified electrician and obtained his qualification from Thomson Rivers University in 2011.

Jeremy Poirier – Jeremy Poirier has over 16 years of experience in the capital markets, built a strong network of investor and industry contacts, served on a number of boards, and held senior officer positions at several public and private companies. Most recently, Mr. Poirier was a co-founder of Pure Energy Minerals Limited (TSXV:PE) and served as a Director from December 2013 to September 2016, in addition to holding a senior management role. During his tenure with Pure Energy, he reviewed numerous lithium assets and fostered relationships with various partners throughout the supply chain. Mr. Poirier was instrumental in the formation of Bearing Lithium in its current form, including facilitating a number of over-subscribed capital raises, in addition to the acquisition of Li3 Energy and a number of other corporate developments. Mr. Poirier also serves as director and CEO of Lions Bay Mining and a director of Pike Minerals.

Keith C. Minty – Mr. Minty, B. Sc., P. Eng. MBA has more than 30 years professional experience in mineral resource exploration and development in precious and base metals, industrial minerals in Canada and internationally. Mr. Minty has directly involved in the realizing mineral resource projects value by resource development, constructing, operating and managing gold and platinum group metal projects. Mr. Minty was the Co-Founder of Stope Capital Advisors, Inc. in 2012, a private Canadian company engaged in merchant banking transactions in the mining, energy and agriculture sectors. Mr. Minty has been associated with premier mineral resource exploration and developing companies such as Hunter Dickinson Inc., Viceroy Resources, North American Palladium, Thani Investments and Stope Capital Advisors in many senior operating and management positions.

Mr. Minty is an active member of the board of directors of four mineral resource companies.

Mr. Minty obtained a B.Sc. in Mining Engineering from Queen's University, Kingston Ontario, Canada in 1978 and in 2014 received from Athabasca University his Masters of Business Administration degree.

Audit Committee Oversight

At no time since the beginning of our most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by our Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 (*De Minimis Non-audit Services*) or Part 8 (*Exemptions*) 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 financial year in which the non-audit services were provided. Part 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.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "IV - Responsibilities", subsection "B - Independent Auditors" of the Audit Committee Charter as set out in Appendix A to this Circular.

Audit Fees, Audit —Related Fees, Tax Fees and all other 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 for the fiscal years ended February 28, 2019 and February 28, 2018:

Financial Year End	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees	Total
February 28, 2019	\$10,000	\$3,500	\$-	\$3,000	\$-
February 28, 2018	\$7,500	\$3,500	\$-	\$-	\$-

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Circular).

APPOINTMENT AND REMUNERATION OF AUDITOR

Shareholders will be asked to approve the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditor of the Company to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the directors.

APPROVAL OF STOCK OPTION PLAN

Approval of Stock Option Plan

The stock option plan was adopted by the Company's board of directors on June 26, 2018 (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options. Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of the stock options awarded under the Stock Option Plan and all other security based compensation arrangements of the Company shall not exceed 10% of the issued and outstanding Shares at any given time.

The aggregate number of options granted under the Stock Option Plan in any 12 month period to any one individual, together with all other security based compensation arrangements of the Company, must not exceed 5% of the then issued and outstanding Common Shares of the Company on a non-diluted basis.

The Company may not grant options under the Stock Option Plan if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares, in aggregate, in any 12 month period to any one consultant of the Company.

The Company may not grant options under the Stock Option Plan if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares, in aggregate, to persons employed to provide investor relations activities.

The Stock Option Plan will be administered by the board of directors of the Company or by a special committee of directors which will have full and final authority with respect to the granting of all options thereunder. Options may be granted under the Stock Option Plan to such directors, officers, employees or consultants of the Company or its subsidiaries, if any, as the board of directors may, from time to time, designate. Options may also be granted to employees of management companies providing management services to the Company. The exercise price of any options granted under the Stock Option Plan shall be determined by the board of directors, subject to the approval of the CSE if necessary but in no event may this exercise price be lower than the exercise price permitted by the CSE.

The term of any options granted under the Stock Option Plan shall be determined by the board of directors at the time of grant, subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death. The term of any options granted under the Stock Option Plan may not exceed ten years.

If desired by the board of directors, options granted under the Stock Option Plan may be subject to vesting. Options granted under the Stock Option Plan are not to be transferable or assignable other than as a consequence of the death of the holder. Subject to certain exceptions, in the event that a director, officer, consultant, or employee of the Company ceases to hold office or ceases to be a management company employee, options granted to such individual under the Stock Option Plan will expire 90 days after such individual ceases to hold office or such longer period as determined by the board of directors of the Company. In the event of death of an option holder, options granted under the Stock Option Plan expire one year from the date of the death of the option holder.

Should the expiry date of an Option fall within a period during which the relevant participant is prohibited from exercising an Option due to trading restrictions imposed by the Company pursuant to any policy of the Company respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine business days following the expiration of a Black Out Period, such expiry date of the Option shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the Black Out Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Plan. The ten business day period may not be extended by the Company's board of directors.

Shareholder Approval

At the Meeting, the Shareholders will be asked to vote on the following ordinary resolution (the "**Option Plan Approval Resolution**"):

"BE IT RESOLVED, as an ordinary resolution that:

1. The Company's Stock Option Plan, is hereby approved, confirmed and ratified.
2. Any officer or director of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing resolution.

The Option Plan Approval Resolution must be approved by at least a majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting. The Board believes that the Option Plan Approval Resolution is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of the Option Plan Approval Resolution.

The persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, will vote such proxies in favour of the Option Plan Approval Resolution.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires issuers to disclose their governance practices on an annual basis. A discussion of the Company's governance practices within the context of NI 58-101 is set out below.

Board of Directors

NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

Applying the definition set out in NI 52-110, one of the current members of the Board, Jeremy Poirier, is not independent. Jeremy Poirier is not independent by virtue of the fact that he is the Company's President and CEO. Jordon Carroll and Keith C. Minty are considered to be independent. Mr. Carroll is not standing for re-election at the Meeting.

In addition to their positions on the Board, the following directors or proposed directors for nomination also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Other Reporting Issuer (or equivalent in a foreign jurisdiction)
Jeremy Poirier	Lions Bay Mining Corp. Pike Mountain Minerals Inc. Bearing Lithium Corp.
Keith C. Minty	DNI Metals Inc. Rover Metal Corp. Callinex Mines Inc.
Albert John Carlesso	Aqueren Capital Corp.
David Mitchell	Novo19 Capital Corp.

Orientation and Continuing Education

Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information on the Company's history, performance and strategic plans.

Ethical Business Conduct

Directors, officers and employees are required as a function of their directorship, office or employment to structure their activities and interests to avoid conflicts of interest and potential conflicts of interest and refrain from making personal profits from their positions. The Board does not consider it necessary at this time to have a written policy regarding ethical conduct.

Nomination of Directors

The Board is responsible for reviewing the composition of the Board on a periodic basis. The Board analyzes the needs of the Board when vacancies arise and identifies and proposes new nominees who have the necessary competencies and characteristics to meet such needs.

Compensation

The Board reviews and approves all matters relating to compensation of the directors and executive officers of the Company. With regard to the CEO, the Board reviews and approves corporate goals and objectives relevant to the CEO's compensation, evaluates the CEO's performance in light of those goals and objectives and sets the CEO's compensation level based on this evaluation.

Other Board Committee

The Board does not have any committees other than the Audit Committee.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information concerning the Company is contained in its comparative financial statements and Management's Discussion and Analysis for the financial year ended February 28, 2019. Copies of these documents, this Circular and additional information relating to the Company may be found on the SEDAR website at www.sedar.com or obtained upon request from the Company without charge to shareholders:

American Battery Metals Corp.
Suite 2820 – 200 Granville Street
Vancouver, BC V6C 1S4
Telephone: (604) 722-9842
Email: jeremypoirier604@gmail.com

DATED this 5th day of March, 2020.

ON BEHALF OF THE BOARD

(signed) Jeremy Poirier

Jeremy Poirier
Chief Executive Officer, President and
Director

APPENDIX A
Charter of the Audit Committee of the Board of Directors
of American Battery Metals Corp. (the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of American Battery Metals Corp. (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**").
2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she 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 complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may, at any time, remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company, to the Company's external auditors and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

9. The overall duties and responsibilities of the Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) to review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review and/ or discuss with the external auditors, upon completion of their audit:
 - (i) the non-audit services provided by the external auditors;
 - (ii) the quality and not just the acceptability of the Company's accounting principles; and
 - (iii) the implementation of structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
11. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

12. The Committee is also charged with the responsibility to:

- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
 - (i) the annual report to Shareholders;
 - (ii) the annual information form, if required;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board,
 - (vii) and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the financial statements;
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

13. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.