

MEGAWATT LITHIUM AND BATTERY METALS CORP.

1500 – 1055 WEST GEORGIA STREET
VANCOUVER, BC
V6E 4N7

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an In Person / Teleconference Annual General Meeting (the “**Meeting**”) of the shareholders of MegaWatt Lithium and Battery Metals Corp. (the “**Company**”) will be held at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia on Thursday, December 15, 2022 at 10:00 am, Pacific Time.

In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person, but instead to submit their votes by proxy well in advance of the Meeting proxy deadline. In view of the precautions required with respect to COVID-19, Shareholders who wish to attend the Meeting in person must call the Company at (604) 306-7821 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

Shareholders who intend to attend the Meeting via teleconference must submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on Tuesday, December 13, 2022.

The Company will offer Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Canada Toll Free:	1 855 244 8677
US Toll Free:	1 855 282 6300
Passcode:	791 261 734

*At the date of this Notice and the accompanying Information Circular, it is the intention of the Company to hold the Meeting in the traditional personal attendance format, but will also include a telephone conference call so shareholders can listen to the Meeting in real time at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak (“COVID-19”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **NOT** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by*

one of the means described in the Information Circular accompanying this Notice and in the Proxy or voting instruction form.

*The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; **(v) denying access to persons that do not have evidence of full vaccination or a negative COVID-19 rapid test result completed within 24 hours immediately prior to the Meeting**, and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR. We strongly recommend you check the Company's SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.*

The Meeting is held for the following purposes:

1. to table the audited financial statements for the years ended September 30, 2021 and September 30, 2020, together with the auditor's report thereon, and related management discussion and analysis;
2. to set the number of directors for the ensuing year at four (4);
3. to elect directors for the ensuing year; and
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the "**Board**") requests that all shareholders who will not be attending the Meeting in person, or will be attending via teleconference, read, date and sign the accompanying proxy and deliver it to National Securities Administrators Ltd. ("**National**"). If a shareholder does not deliver a proxy to National, Attention: Proxy Department, 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 or fax a proxy to National, Attention: Proxy Department, at (604) 559-8908, by 10:00 a.m. (Pacific time) by Tuesday, December 13, 2022 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used), the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 8, 2022 will be entitled to vote at the Meeting.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice 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.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares are voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or Voting Instruction Form to ensure 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, as at November 8, 2022.

ON BEHALF OF THE BOARD

Signed: "David Thornley-Hall"

David Thornley-Hall
Chief Executive Officer