

MEGAWATT LITHIUM AND BATTERY METALS CORP.

Suite 1500, 1055 West Georgia Street
Vancouver, British Columbia, Canada V6E 4N7
Telephone: (604) 306-7821

December 19, 2023

**Re: Annual General Meeting of Shareholders of MegaWatt Lithium
and Battery Metals Corp.
to be held on December 21, 2023 (the “Meeting”)**

I, Kelvin Lee, Chief Financial Officer of MegaWatt Lithium and Battery Metals Corp. (the “**Company**”), hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “**Instrument**”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of the Instrument.

MEGAWATT LITHIUM AND BATTERY METALS CORP.

By: (Signed) “*Kelvin Lee*”

Kelvin Lee
Chief Financial Officer