

VITAL BATTERY METALS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND MANAGEMENT INFORMATION CIRCULAR

Meeting Details

Date: November 18, 2024
Time: 10:00 am (Pacific Standard Time)
Place: Via Zoom conference call (see details below)

**This notice of annual general meeting of shareholders and management information circular requires your immediate attention. If you are in doubt as to how to deal with any of the matters herein, please consult your financial, legal, tax or other professional advisor.*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the Shareholders of Vital Battery Metals Inc. (the “**Company**”) will be held on Monday, November 18, 2024 at 10:00am (Pacific Standard Time) virtually via Zoom conference call.

Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

<https://us06web.zoom.us/j/82021763261?pwd=e6lW07v0tNOKDr8YqsGov0K4CKis9N.1>

Meeting ID: 820 2176 3261

Passcode: 982866

The Meeting will be held for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended February 28, 2024, and the auditor's reports thereon;
2. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution appointing Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, at a remuneration to be fixed by the Directors;
3. to set the number of Directors for the ensuing year at four (4);
4. to elect Directors to hold office for the ensuing year;
5. To consider and, if thought fit, pass an ordinary resolution to approve the Company’s Stock Option Plan; and
6. to transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is October 11, 2024 (the “**Record Date**”).

If you are unable to attend the Meeting in person, we request that you date, sign, and return the enclosed Form of Proxy by mail or personal delivery to Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8 so that it arrives no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time of the Meeting or any adjournment or postponement thereof, OR:

1. To Vote Your Proxy Online please visit:

<https://login.odysseystrust.com/pxlogin> and click on VOTE. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail this proxy.

2. By Email to proxy@odysseystrust.com; or

3. By fax to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international); or

4. By internet <https://login.odysseystrust.com/pxlogin> and follow the online voting instructions given to you.

If you are a non-registered holder of issued and outstanding common shares of the Company (the “Common Shares”) and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may affect your eligibility to vote your Common Shares at the Meeting.

The Form of Proxy confers discretionary authority on the proxyholder with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General Meeting (the “**Notice of Meeting**”). The Shareholders who plan on returning the accompanying Form of Proxy are encouraged to review the Information Circular carefully prior to submitting the proxy form.

DATED: October 18, 2024

BY ORDER OF THE BOARD OF DIRECTORS OF VITAL BATTERY METALS INC.

“Adrian Lamoureux”

Adrian Lamoureux
Chief Executive Officer