

LITHIUM X ENERGY CORP.

Suite 3123 – 595 Burrard Street
PO Box 49139, Three Bentall Centre
Vancouver, British Columbia, V7X 1J1
Phone: 604.609.6138
Fax: 604.609.6145

INFORMATION CIRCULAR

(containing information as at November 7, 2017 unless indicated otherwise)

**For the Annual General Meeting
to be held on Thursday, December 14, 2017**

SOLICITATION OF PROXIES

This information circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of **LITHIUM X ENERGY CORP.** (the "**Corporation**") for use at the annual general meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of the Corporation, to be held on **Thursday, December 14, 2017** at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof. The enclosed instrument of proxy is solicited by the management of the Corporation. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Corporation. The cost of solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT ON HIS BEHALF OF THE SHAREHOLDER AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER MUST STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF THE SHAREHOLDER'S NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE CORPORATION'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY TOLL FREE FAX 1.866.249.7775 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The instrument of proxy must be signed and dated by the Shareholder or by the Shareholder's attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited with the Corporation's registrar and transfer agent, **Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1**, at any time up to and including the last business day preceding the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of withholding voting for or against any resolution, the proxyholder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the date of this Information Circular, the management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority greater than one-half of the votes cast will be required unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

General

The authorized capital of the Corporation consists of an unlimited number of common shares (the "**Common Shares**") and an unlimited number of preferred shares, both without nominal or par value. As of the close of business on November 6, 2017, 93,329,417 Common Shares were issued and outstanding, each Common Share carrying the right to one vote. No preferred shares in the capital of the Corporation have been issued.

Only Shareholders of record as at the close of business on November 6, 2017 (the "**Record Date**") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described under the heading "*Appointment and Revocation of Proxies*" shall be entitled to vote, or have their Common Shares voted, at the Meeting, or any adjournment thereof. On any poll, each Shareholder of record holding Common Shares on the Record Date is entitled to one vote for each Common Share registered in his or her name on the list of Shareholders as at the Record Date.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting Common Shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Common Shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Common Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the**

alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Common Shares are voted.

Although Beneficial Shareholders may not be recognized at the Meeting for the purpose of voting Common Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

The Corporation has provided this Information Circular and Notice of Meeting to intermediaries for distribution to non-objecting beneficial owners (usually referred to as "**NOBOs**"). The Corporation will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called "**OBOs**" for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Corporation. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

Principal Holders of Voting Shares

To the knowledge of the directors and senior officers of the Corporation, as of the Record Date, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

For the purposes of this Information Circular, "**Named Executive Officers**" means each of the following individuals:

- (a) each individual who served as chief executive officer ("**CEO**") of the Corporation during any part of the year ended June 30, 2017;
- (b) each individual who served as chief financial officer ("**CFO**") of the Corporation during any part of the year ended June 30, 2017;
- (c) the Corporation's most highly compensated executive officer, other than the CEO(s) and CFO(s), whose total compensation was, individually, more than \$150,000 for the year ended June 30, 2017; and
- (d) each additional individual who would be a Named Executive Officer under (c) above, but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, on June 30, 2017.

In accordance with the provisions of applicable securities legislation, the Corporation had four (4) Named Executive Officers during the financial year ended June 30, 2017: Paul Matysek who has served as Executive Chairman of the Corporation since November 26, 2015, Brian Paes-Braga who has served as Chief Executive Officer of the Corporation since November 26, 2015, Daniel Kriznic who has served as Chief Financial Officer of the Corporation from November 26, 2015 to April 15, 2017, Bassam Moubarak who served as Chief Financial Officer of the Corporation since April 15, 2017.

Director and Named Executive Officer Compensation (excluding Compensation Securities)

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation for the years ended June 30, 2017 and 2016 to each Named Executive Officer and director of the Corporation who acted in such capacity(ies) during the year ended June 30, 2017.

SUMMARY COMPENSATION TABLE

Name and Position	Financial Year Ended June 30	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee Or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Paul Matysek, ⁽¹⁾ Executive Chairman and a director	2017	246,667	360,000	N/A	N/A	N/A	606,667 ⁽²⁾
	2016	120,000	250,000	N/A	N/A	N/A	370,000 ⁽²⁾
Brian Paes-Braga, ⁽³⁾ Chief Executive Officer and a director	2017	288,000	364,000	N/A	N/A	N/A	652,000 ⁽⁴⁾
	2016	146,000	250,000	N/A	N/A	N/A	396,000 ⁽⁴⁾
Bassam Moubarak, ⁽⁵⁾ Chief Financial Officer	2017	37,500	90,000	N/A	N/A	N/A	127,500
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Daniel Kriznic, ⁽⁶⁾ Former Chief Financial Officer	2017	145,000	60,000	N/A	N/A	N/A	205,000 ⁽⁷⁾
	2016	70,000	200,000	N/A	N/A	N/A	270,000 ⁽⁷⁾
Geir Liland, ⁽⁸⁾ Former CEO and former Director	2017	N/A	N/A	10,000	N/A	N/A	10,000 ⁽⁹⁾
	2016	N/A	N/A	10,000	N/A	N/A	10,000 ⁽⁹⁾
Harry Pokrandt, ⁽¹⁰⁾ Director	2017	N/A	N/A	25,000	N/A	N/A	25,000
	2016	N/A	N/A	10,000	N/A	N/A	10,000
Robert McLeod, ⁽¹¹⁾ Director	2017	N/A	N/A	25,000	N/A	N/A	25,000
	2016	N/A	N/A	10,000	N/A	N/A	10,000
Michele Ashby, ⁽¹²⁾ Director	2017	N/A	N/A	10,000	N/A	N/A	10,000
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Patrick Gleeson, ⁽¹³⁾ Former Director	2017	N/A	N/A	5,000	N/A	N/A	5,000
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Joseph Carrabba, ⁽¹⁴⁾ Former Director	2017	N/A	N/A	5,000	N/A	N/A	5,000
	2016	N/A	N/A	N/A	N/A	N/A	N/A

NOTES:

- ⁽¹⁾ Paul Matysek has served as the Executive Chairman and a director of the Corporation since November 26, 2015.
- ⁽²⁾ Pursuant to a Management Services Agreement dated March 1, 2016 between the Corporation and Bedrock Capital Corp. ("**Bedrock**"), a private company controlled by Mr. Matysek, the Corporation paid Bedrock fees of \$246,667 and a bonus of \$360,000 during the financial year ended June 30, 2017 and fees of \$120,000 and a bonus of \$250,000 during the financial year ended June 30, 2016. All compensation paid to Bedrock by the Corporation has been for Mr. Matysek's services as the Executive Chairman of the Corporation.
- ⁽³⁾ Brian Paes-Braga has served as the Chief Executive Officer and a director of the Corporation since November 26, 2015.
- ⁽⁴⁾ Pursuant to a Management Services Agreement dated March 1, 2016 between the Corporation and Quiet Cove Capital Corp. ("**Quiet Cove**"), a private company controlled by Mr. Paes-Braga, the Corporation paid Quiet Cove fees of \$288,000 and a bonus of \$364,000 during the financial year ended June 30, 2017 and fees of \$146,000 and a bonus of \$250,000 during the financial year ended June 30, 2016. All compensation paid to Quiet Cove by the Corporation has been for Mr. Paes-Braga's services as the Chief Executive Officer of the Corporation.
- ⁽⁵⁾ Bassam Moubarak has served as the Chief Financial Officer of the Corporation since April 15, 2017.
- ⁽⁶⁾ Daniel Kriznic served as the Chief Financial Officer of the Corporation from November 26, 2015 to April 15, 2017.
- ⁽⁷⁾ Pursuant to a Management Services Agreement dated March 1, 2016 between the Corporation and Slocan Strategies Inc ("**Slocan**"), a private company controlled by Mr. Kriznic, the Corporation paid Slocan fees of \$145,000 and a bonus of \$60,000 during the financial year ended June 30, 2017 and fees of \$70,000 and a bonus of \$200,000 during the financial year ended June 30, 2016.
- ⁽⁸⁾ Geir Liland served as the Chief Executive Officer from March 1, 2011 to November 26, 2015 and has served as a director of the Corporation from March 1, 2011 to December 15, 2016.
- ⁽⁹⁾ All compensation paid to Geir Liland was for his services as Director of the Corporation.
- ⁽¹⁰⁾ Harry Pokrandt has been a director of the Corporation since November 26, 2015.
- ⁽¹¹⁾ Robert McLeod has been a director of the Corporation since November 26, 2015.
- ⁽¹²⁾ Michele Ashby has been a director of the Corporation since December 15, 2016.
- ⁽¹³⁾ Patrick Gleeson was a director of the Corporation from December 15, 2016 to July 10, 2017.
- ⁽¹⁴⁾ Joseph Carrabba was a director of the Corporation from December 15, 2017 to July 10, 2017.

Compensation Securities

The compensation securities granted to directors of the Corporation and Named Executive Officers during the financial year ended June 30, 2017 are set out below.

<i>Compensation Securities</i>							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	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 ⁽²⁾ (\$)	Expiry Date
Paul Matysek, ⁽³⁾ Executive Chairman and a director	Options	300,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022
Brian Paes-Braga, ⁽⁴⁾ Chief Executive Officer and a director	Options	250,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022
Bassam Moubarak, ⁽⁵⁾ Chief Financial Officer	Options	200,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022
Daniel Kriznic, former Chief Financial Officer	Options	N/A	N/A	N/A	N/A	N/A	N/A
Harry Pokrandt, ⁽⁶⁾ Director	Options	200,000 60,000	July 13, 2016 April 18, 2017	1.65 1.90	1.68 1.71	1.95	July 13, 2021 April 18, 2022
Robert McLeod, ⁽⁷⁾ Director	Options	50,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022
Michele Ashby, ⁽⁸⁾ Director	Options	125,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022
Geir Liland, Former Director	Options	N/A	N/A	N/A	N/A	N/A	N/A
Patrick Gleeson, ⁽⁹⁾ Director	Options	30,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022
Joseph Carrabba, ⁽¹⁰⁾ Director	Options	30,000	April 18, 2017	1.90	1.71	1.95	April 18, 2022

NOTES:

- (1) Each option entitles the holder to acquire one Common Share upon exercise. All options vest on the date of grant.
- (2) Reflects the closing price of the Common Shares on the TSXV on June 30, 2017.
- (3) As at June 30, 2017, Paul Matysek held a total of 1,471,000 options.
- (4) As at June 30, 2017, Brian Paes-Braga held a total of 1,284,820 options.
- (5) As at June 30, 2017, Bassam Moubarak held a total of 200,000 options.
- (6) As at June 30, 2017 Harry Pokrandt held a total of 535,000 options.
- (7) As at June 30, 2017, Robert McLeod held a total of 325,000 options.
- (8) As at June 30, 2017, Michele Ashby held a total of 125,000 options.
- (9) As at June 30, 2017, Patrick Gleeson held a total of 30,000 options.
- (10) As at June 30, 2017, Joseph Carrabba held a total of 30,000 options.

Exercise of Compensation Securities

The exercise of compensation securities granted to directors of the Corporation and Named Executive Officers during the financial year ended June 30, 2017 are set out below.

Exercise of Compensation Securities by Directors and Named Executive Officers							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Geir Liland Former Director	Options	45,000	0.11	May 25, 2017	2.20	2.09	94,050
		75,000	0.12	May 25, 2017	2.20	2.08	156,000

Stock Option Plans and Other Incentive Plans

The Corporation has adopted the "**Stock Option Plan**," a "rolling" stock option plan which sets the number of options available for grant by the Corporation at an amount equal to up to a maximum of 10% of the issued and outstanding Common Shares from time to time, less any Common Shares reserved for issuance under other share compensation arrangements. A detailed discussion of the material terms of the Stock Option Plan is set out under "*Particulars of Other Matters to be Acted Upon – Re-Approval of Rolling Option Plan*" below.

On October 19, 2017, the board of directors of the Corporation (the "**Board**") approved the adoption of the Restricted Share Unit Plan (the "**RSU Plan**"). The RSU Plan was conditionally accepted by the TSX Venture Exchange (the "**TSXV**") on November 8, 2017, and is subject to the final acceptance of the TSXV. The RSU Plan is also subject to the approval of the Shareholders (the "**Disinterested Shareholders**"), excluding the votes of Shareholders eligible to receive grants pursuant to the RSU Plan and their affiliates and associates. The purpose of the RSU Plan is to assist and encourage directors, employees and consultants of the Corporation and its subsidiaries to work towards and participate in the growth and development of the Corporation and its subsidiaries and to provide such persons with the opportunity to acquire an ownership interest in the Corporation. See "*Particulars of Other Matters to be Acted Upon – Approval of the Restricted Share Unit Plan*" for a summary of the material terms of the RSU Plan.

Oversight and Description of Director and Named Executive Officer Compensation

Named Executive Officer Compensation

The compensation of each of the Named Executive Officers was determined at the time that they each entered into their respective management services or employment agreement with the Corporation. See "*Statement of Executive Compensation – Employment, Consulting and Management Agreements*".

The Compensation Committee determines Named Executive Officer compensation at the time of the engagement of a Named Executive Officer, and subsequently reviews compensation payable to a Named Executive Officer at the discretion of the Compensation Committee from time to time. The objectives of the Corporation's executive compensation policy are to attract and retain individuals of high caliber to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align the interests of executive officers with the long-term interests of the Shareholders. The Corporation's primary compensation policy is to pay for performance and, accordingly, the performance of the Corporation and its Named Executive Officers are both examined by the Compensation Committee on behalf of the Board.

The Corporation pays base compensation in the form of management fees or salaries to its Named Executive Officers that is competitive with that of comparable companies in the mineral exploration industry. The base compensation payable to the Named Executive Officers was determined at the time that each Named Executive Officer entered into their respective management services or employment agreement with the Corporation. See "*Statement of Executive Compensation – Employment, Consulting and Management Agreements*". Their respective base compensation was objectively determined by the Compensation Committee comparing the base compensation

of each respective Named Executive Officer with that of executive officers of comparable companies in the mineral exploration industry.

On April 17, 2017, at the recommendation of the Compensation Committee, the Board adopted a Senior Management Bonus Plan ("**the Bonus Plan**") for bonuses to be paid to the Named Executive Officers. The Bonus Plan is designed to incentivize management to increase Shareholder value by the identification of value building milestones, such as the completion of accretive acquisitions and the successful construction of assets, and rewarding the achievement of those milestones. The Bonus Plan identifies percentages of the Named Executive Officer's base salary that will be awarded as a bonus upon the achievement of such milestones. The Bonus Plan communicates to management the key accomplishments that the Compensation Committee wishes to reward and objectively identifies the terms on which bonuses will be determined and paid.

On October 19, 2017, the Board approved the adoption of the RSU Plan, subject to the final acceptance of the TSXV and the approval of the Disinterested Shareholders. Pursuant to the RSU Plan, Restricted Share Units ("**RSUs**") may be granted to directors, executive officers, employees and consultants of the Corporation and its related entities. RSUs shall vest pursuant to the vesting schedule set out in a participant's RSU agreement, and, subject to any black out period then in effect, the Corporation shall redeem RSUs only at the end of the performance period designated by the Board for those RSUs (the "**Performance Period**") and issue from treasury one Common Share for each full RSU that has vested without any further action on the part of the participant. The Common Shares issued upon redemption of RSUs shall be registered according to the information in the Corporation's records for a participant. No partial RSUs may be issued. Notwithstanding the foregoing, at the sole election of the Corporation, the Corporation may redeem all or part of the vested RSUs by making a lump sum payment at the end of the Performance Period pertaining to the RSUs in respect of all RSUs to be redeemed at such time, equal to the amount determined by multiplying the number of RSU credited to the participant that are vested on such vesting date by the closing price of the Common Shares for the most recent trading day preceding such vesting date. See "*Particulars of Matters to be Acted Upon – Approval of the Restricted Share Unit Plan*" for a summary of the material terms of the RSU Plan.

Director Compensation

The Compensation Committee determines director compensation from time to time and makes recommendations to the Board for their approval. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors, and the Corporation may, from time to time, grant to its directors incentive stock options to purchase Common Shares. The Corporation currently relies solely on Compensation Committee discussion without any formal objectives, criteria and analysis to determine the number of incentive stock options, and the terms and conditions of such stock options, to be granted to the directors and officers of the Corporation in accordance with the policies of the TSXV and the Corporation's Stock Option Plan. The Compensation Committee also takes into consideration the number and value of outstanding stock options already held by each option holder when determining stock option grants. See "*Statement of Executive Compensation – Table of Stock Options and other Compensation Securities*".

Pension Disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Corporation and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as at June 30, 2017.

Equity Compensation Plan Information as of June 30, 2017

Plan Category	A Number of securities to be issued upon exercise of outstanding options, warrants and rights	B Weighted average exercise price of outstanding options, warrants and rights	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A)
Equity compensation plans approved by securityholders ⁽¹⁾	7,671,820 ⁽²⁾	\$ 1.15 ⁽²⁾⁽³⁾	249,871 ⁽²⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTALS:	7,671,820⁽²⁾	\$ 1.15⁽²⁾⁽³⁾	249,871⁽²⁾

NOTES:

⁽¹⁾ Represents the Stock Option Plan of the Corporation. As at June 30, 2017, the Stock Option Plan reserved shares equal to a maximum of 10% of the issued and outstanding Common Shares from time to time for issue pursuant to the Stock Option Plan.

⁽²⁾ The Corporation completed a Consolidation effective November 5, 2013. The number of securities and exercise price reflect this Consolidation.

⁽³⁾ On November 25, 2013, 520,000 outstanding share options were repriced to \$0.11 from a range of \$1.00 to \$2.10.

MANAGEMENT CONTRACTS

Management functions of the Corporation are, and since the beginning of the financial year ended June 30, 2017 have been, performed by the directors and senior officers of the Corporation and are not to any substantial degree performed by any other person or corporation.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS AND ARRANGEMENTS

The Board recognizes the value of the Named Executive Officers and the importance of their consistent focus in the event of a possible change of control. It was determined by the Board that it is in the best interests of the Corporation to ensure that the consistency and stability of the Named Executive Officers is maintained during any change of control. Accordingly, each Named Executive Officer has an employment agreement or consulting agreement with the Corporation that provides for payments to the Named Executive Officer in connection with termination or a change of control of the Corporation, as further described below.

Pursuant to a Management Services Agreement dated March 1, 2016 (the "**Bedrock Agreement**") between the Corporation and Bedrock, a private company controlled by Mr. Paul Matysek, a director and the Executive Chairman of the Corporation, the Corporation has agreed to pay to Bedrock a base fee of \$20,000 per month, which was increased to \$23,333 per month on May 1, 2017 (the "**Bedrock Base Fee**") for management consulting services. In the event that the Bedrock Agreement is terminated without cause, the Corporation must pay Bedrock a termination fee equal to 24 months of the Bedrock Base Fee. In the event that the Bedrock Agreement is terminated by Bedrock within 60 days following a change of control (as defined in the Bedrock Agreement) or by the Corporation within 12 months following a change of control, the Corporation must pay Bedrock a termination fee equal to 24 months of the Bedrock Base Fee plus an amount that is equivalent to all cash bonuses paid by the Corporation to Bedrock in the past 24 months.

Pursuant to a Management Services Agreement dated March 1, 2016 (the "**Quiet Cove Agreement**") between the Corporation and Quiet Cove, a private company controlled by Mr. Brian Paes-Braga, a director and the Chief Executive Officer of the Corporation, the Corporation has agreed to pay to Quiet Cove a base fee of \$24,000 per month (the "**QC Base Fee**") for management consulting services. In the event that the Quiet Cove Agreement is terminated without cause, the Corporation must pay Quiet Cove a termination fee equal to 24 months of the QC Base Fee. In the event that the Quiet Cove Agreement is terminated by Quiet Cove within 60 days following a change of control (as defined in the Quiet Cove Agreement) or by the Corporation within 12 months following a change of control, the Corporation must pay Quiet Cove a termination fee equal to past 24 months of the QC Base Fee plus an amount that is equivalent to all cash bonuses paid by the Corporation to Quiet Cove in the past 24 months.

Pursuant to an Executive Employment Agreement dated April 15, 2017 (the "**Moubarak Agreement**") between the Corporation and Bassam Moubarak ("**Moubarak**"), the Chief Financial Officer of the Corporation, The Corporation has agreed to pay Moubarak a base salary of \$180,000 per annum (the "**Moubarak Base Fee**") for executive employment services. In the event that the Moubarak Agreement is terminated without cause, the Corporation must pay Moubarak a lump sum severance based on Moubarak Base Fee at the time of termination of employment and awards under any other incentive plan then provided to Moubarak based on the 12 month severance period for the first 24 months and after 24 months, increases to 24 months. In the event that the Moubarak Agreement is terminated by Moubarak within 60 days following a change of control (as defined in the Moubarak Agreement) or by the Corporation within 60 days following a change of control, the Corporation must pay Moubarak a termination fee based on the lump sum severance payments based on 24 months of notice, which will include loss of the Moubarak Base Fee, incentive bonuses earned in the past 24 months, loss of benefits and acceleration of stock options.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than "routine indebtedness" as defined in applicable securities legislation, since the beginning of the financial year ended June 30, 2017, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Corporation or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Corporation; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Corporation or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, and which was not entirely repaid on or before the date of this Information Circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No person who has been a director, senior officer or insider of the Corporation, no proposed nominee for director and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**Informed Person**" means (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere in this Information Circular or in the Notes to the Corporation's financial statements for the financial years ended June 30, 2017, none of:

- (a) the Informed Persons of the Corporation;
- (b) the proposed nominees for election as a director of the Corporation; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the financial year ended June 30, 2017 (the "**Financial Statements**"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Report thereon together with Management Discussion and Analysis ("**MD&A**") for the financial year ended June 30, 2017 are available on SEDAR at www.sedar.com. The Notice of Annual General Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy will be available from the Corporation's Registrar and Transfer Agent, Computershare Investor Services Inc., 510 Burrard Street, 2nd floor, Vancouver, British Columbia, V6C 3B9, or from the Corporation's head office located at Suite 3123, 595 Burrard Street, PO Box 49139, Three Bentall Centre, Vancouver, British Columbia, V7X 1J1.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 "*Continuous Disclosure Obligations*" sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the financial statements.

FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at five (5). Management has nominated five (5) individuals to stand for election. Each director of the Corporation is elected annually and holds office until the next Annual General Meeting of Shareholders unless his successor is duly elected or until his resignation as a director. In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

Advance Notice Provisions

At the Corporation's 2013 annual general and special meeting, the Corporation's Shareholders voted to adopt amendments to the Corporation's Articles to include advance notice provisions (the "**Advance Notice Provisions**"). The Advance Notice Provisions include, among other things, a provision that requires advance notice be given to the Corporation in circumstances where nomination of persons for election to the Board are made by Shareholders of the Corporation. The Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a "**Notice**") for the election of directors to the Corporation prior to any annual or special meeting of Shareholders. The Advance Notice Provisions also set forth the information that a Shareholder must include in the Notice to the Corporation, and establish the form in which the Shareholder must submit the Notice for that notice to be in proper written form.

In the case of an annual meeting of Shareholders, a Notice must be provided to the Corporation not less than 30 days and not more than 65 days prior to the date of the annual meeting.

As of the date of this Information Circular, the Corporation has not received Notice of a nomination in compliance with the Advance Notice Provisions.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by management for election as a director, the province in which each person is ordinarily resident, the positions and offices which each presently holds with the Corporation, the period of time for which each person has been a director of the Corporation, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of Common Shares which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

Name, Province or State and Country of Residence, and Position with the Corporation ⁽¹⁾	Present and Former Principal Occupation, Business or Employment ⁽¹⁾	Date Served as Director Since	No. of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Paul Matysek ⁽³⁾ British Columbia, Canada Executive Chairman and a Director	Executive Chairman of Lithium X Energy Corp since November 2015. Former CEO, President and Director of Goldrock Mines Corp from 2012 to July 2016; CEO of Lithium One Inc. from Nov 2009 to 2011; President and CEO of Potash One Inc. from Nov 2007 to Jan 2011.	November 26, 2015	1,613,606
Brian Paes-Braga ⁽⁴⁾ British Columbia, Canada Chief Executive Officer and a Director	CEO of Lithium X Energy Corp since November 2015. Former Managing Director of Intrinsic Capital from December 2013 to April 2015; Former Vice President of Jordan Capital Markets from Feb 2009 to Dec 2013	November 26, 2015	3,438,606
Harry Pokrandt ⁽²⁾⁽³⁾ British Columbia, Canada Director	CEO of Hive Blockchain Technologies Ltd. since August 2017. Business Consultant from August 2015 to July 2017; Former Managing Director of Macquarie Capital Markets Canada Ltd - September 1985 to August 2015	November 26, 2015	525,000
Michele Ashby ⁽²⁾⁽⁴⁾ Colorado, USA Director	CEO, President of Ashby Consulting Enterprises LLC since 2012; Independent Director of McEwen Mining from 2005 to present; CEO of MINE LLC form 2005-2013	December 15, 2016	Nil
David J. Raffa British Columbia, Canada Nominee	Principal, Valeo Corporate Finance Ltd., a private investment banking and corporate finance firm since 1999	N/A	Nil

NOTES:

- (1) *The information as to the province and country of residence, principal occupation and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by the respective directors individually as of November 6, 2017, being the Record Date of this Information Circular.*
- (2) *Member of the Audit Committee*
- (3) *Member of the Compensation Committee*
- (4) *Member of the Corporate Governance and Nominating Committee*

Except as disclosed below, none of the proposed nominees for director have been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days that was issued while that person was acting in that capacity;
- (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days that was issued after that person ceased to act in that capacity and which resulted from an event that occurred while that person was acting in that capacity; or
- (c) 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.

None of the proposed nominees for director have, within the 10 years before the date of this Information 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 their assets.

AUDIT COMMITTEE DISCLOSURE

The charter of the Corporation's audit committee and the other information required to be disclosed by Form 52-110F2 are attached to the Corporation's Annual Information Form and is incorporated by reference into this Information Circular.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Information Circular as Schedule "A".

APPOINTMENT AND REMUNERATION OF AUDITOR

The Board proposes the appointment of KPMG LLP, Chartered Accountants, of Vancouver, British Columbia, as auditors of the Corporation. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of KPMG LLP as auditors of the Corporation to hold office until the close of the next annual general meeting of the Corporation. It is proposed that the remuneration to be paid to the auditors of the Corporation be fixed by the Board of the Corporation.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. RE-APPROVAL OF ROLLING STOCK OPTION PLAN

At last year's annual general meeting, Shareholders re-approved the Corporation's 10% "rolling" Stock Option Plan dated August 30, 2013. Under the policies of the TSXV, a rolling stock option plan must be re-approved on a yearly basis by Shareholders.

At the Meeting, the Shareholders will be asked to pass an ordinary resolution re-approving the Stock Option Plan. Some of the key provisions of the Stock Option Plan are set forth below:

- (a) the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, a maximum number of Common Shares equal to up to a maximum of 10% of the issued Common Shares at the time of any stock option grant;
- (b) under TSXV policy, an Optionee must either be an Eligible Charitable Organization or a Director, Employee or Consultant of the Corporation at the time the option is granted in order to be eligible for the grant of a stock option to the Optionee;
- (c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period must not exceed 5% of the issued Common Shares calculated on the date an option is granted to the Person (unless the Corporation has obtained the requisite Disinterested Shareholder Approval);
- (d) the aggregate number of options granted to any one Consultant in a 12 month period must not exceed 2% of the issued Common Shares, calculated at the date an option is granted to the Consultant;
- (e) the aggregate number of options granted to all Persons retained to provide Investor Relations Activities must not exceed 2% of the issued shares of the Corporation in any 12 month period, calculated at the date an option is granted to any such Person;
- (f) options issued to Persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3 month period;

- (g) the minimum exercise price per Common Share of a stock option must not be less than the Market Price of the Common Shares, subject to a minimum exercise price of \$0.05;
- (h) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below));
- (i) stock options (other than options held by a person involved in investor relations activities) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board. Stock options granted to persons involved in Investor Relations Activities will cease to be exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the board of directors of the Corporation;
- (j) all options are non-assignable and non-transferable;
- (k) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option if the Optionee is an Insider of the Corporation at the time of the proposed amendment;
- (l) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares;
- (m) upon the occurrence of an Accelerated Vesting Event (as defined in the Stock Option Plan), the Board will have the power, at its sole discretion and without being required to obtain the approval of Shareholders or the holder of any stock option, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;
- (n) in connection with the exercise of an Option, as a condition to such exercise the Corporation shall require the optionee to pay to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Option; and
- (o) an Option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Corporation prohibits optionees from exercising their options, subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Corporation pursuant to its internal trading policies; and (ii) must expire upon the general disclosure of undisclosed Material Information; and (b) the automatic extension of an optionee's Option will not be permitted where the optionee or the Corporation is subject to a cease trade order (or similar order under Securities Laws) in respect of the Corporation's securities.

"Consultant", "Director", "Disinterested Shareholder Approval", "Eligible Charitable Organization", "Employee", "Investor Relations Activities", "Management Company Employee", "Market Price", "Material Information", "Person" and "Securities Laws" all have the same definition as in the policies of the TSXV.

Pursuant to the Board's authority to govern the implementation and administration of the Stock Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Stock Option Plan.

Management recommends, and the persons named in the enclosed form of proxy intend to vote in favour of, the re-approval of the Stock Option Plan.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting in person or by proxy must be voted in favour of the resolution.

"BE IT RESOLVED THAT the Corporation's Stock Option Plan dated August 30, 2013 be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Corporation may deem necessary or advisable."

B. APPROVAL OF RESTRICTED SHARE UNIT PLAN

On October 19, 2017, the Board approved the adoption of the RSU Plan. The RSU Plan was conditionally accepted by the TSXV on November 8, 2017, and is subject to the final acceptance of the TSXV. The RSU Plan is also subject to the approval of the Disinterested Shareholders. The purpose of the RSU Plan is to assist and encourage directors, employees and consultants of the Corporation and its subsidiaries to work towards and participate in the growth and development of the Corporation and its subsidiaries and to provide such persons with the opportunity to acquire an ownership interest in the Corporation.

At the Meeting, the Shareholders will be asked to pass an ordinary resolution approving the RSU Plan. A summary of certain provisions of the RSU Plan is set out below. This summary is qualified in its entirety by the full text of the RSU Plan which will be available for viewing at the Meeting and at the Corporation's head office located at Suite 3123 – 595 Burrard Street, Vancouver, British Columbia V7X 1J1 (Attention: Jasvir Kaloti) during regular business hours up to the day before the Meeting.

Eligibility

RSUs may be granted to any employee, director or consultant of the Corporation or its subsidiaries (collectively, "**Eligible Persons**"), other than persons conducting investor relations activities, from time to time by the Board, subject to the limitations set forth in the RSU Plan, but may not be granted when that grant would be prohibited by or in breach of applicable laws or any black out period then in effect.

Authority of the Board

The RSU Plan is administered by the Board or a committee thereof. Subject to the limitations of the RSU Plan, without limiting the generality of the foregoing, the Board has the power to: (i) determine which Eligible Persons (defined below) are to be granted RSUs and the number of RSUs to be issued to those Eligible Persons; (ii) determine the terms under which RSUs are granted; (iii) prescribe the form of agreement governing a particular grant of RSUs (the "**RSU Agreement**"); (iv) interpret the RSU Plan and determine all questions arising out of the RSU Plan and any RSUs granted pursuant to the RSU Plan; and (v) prescribe, amend and rescind rules and procedures relating to the RSU Plan.

Shares Reserved

The maximum number of Common Shares which may be reserved for issuance under the RSU Plan at any time is one million two hundred fifty thousand (1,250,000) Common Shares, subject to adjustment by the Board in the event of a change in the capital of the Corporation, and in combination with all share compensation arrangements of the Corporation, including the RSU Plan, will not exceed 10% of the issued and outstanding Common Shares.

Limits on Participation

The RSU Plan provides for the following limits on grants, unless approval by Disinterested Shareholders in accordance with the rules of the TSXV is obtained:

- the maximum number of Common Shares reserved for issuance to insiders under the RSU Plan, together with any other share compensation arrangement, may not exceed 10% of the issued and outstanding Common Shares;
- the maximum number of RSUs that may be granted to insiders under the RSU Plan, together with any other share compensation arrangement of the Corporation, within a twelve month period, may not exceed 10% of the issued and outstanding Common Shares calculated on the grant date; and

- the maximum number of RSUs that may be granted to any one Eligible Person under the RSU Plan, together with any other share compensation arrangement of the Corporation, within a twelve month period, may not exceed 5% of the issued and outstanding Common Shares calculated on the grant date;

For so long as the Corporation is subject to the requirements of the TSXV (unless permitted otherwise by the rules of the TSXV): (i) the maximum number of RSUs that may be granted to a consultant, together with any other share compensation arrangement of the Corporation, within a twelve month period, may not exceed 2% of the issued and outstanding Common Shares calculated on the grant date.

Grants and Vesting of RSUs

The Board may in its own discretion, at any time, and from time to time, grant RSUs to Eligible Persons as it determines appropriate, subject to the limitations set out in the RSU Plan. The Board may designate one or more Performance Periods under the RSU Plan. In respect of each designated Performance Period and subject to the terms of the RSU Plan, the Board may from time to time establish the grant date and grant to any Eligible Person one or more RSUs as the Board deems appropriate.

At the time a grant of a RSU is made, the Board may, in its sole discretion, establish such performance conditions for the vesting of RSUs as may be specified in the RSU Agreement (the "**Performance Conditions**"). The Board may use such business criteria and other measures of performance as it may deem appropriate in establishing any Performance Conditions. The Board may determine that a RSU shall vest in whole or in part upon achievement of any one Performance Condition or that two or more Performance Conditions must be achieved prior to the vesting of a RSU. Performance Conditions may differ for Restricted Share Units granted to any one Eligible Person to whom RSUs have been granted (a "**Participant**") or to different Participants. Notwithstanding any other provision of the RSU Plan, the Board may in its sole and absolute discretion accelerate and/or waive any vesting or other conditions, including Performance Conditions, for all or any RSUs for any Participant at any time and from time to time. In no circumstances will RSUs credited to a Participant in respect of a Performance Period vest after three years following the end of the year of the grant date. Any RSUs in respect of a Performance Period that are not vested within three years following the end of the year of the grant date shall be cancelled and no vesting, payment or issuance shall be made under the RSU Plan in respect of such RSUs.

Third Party Offer

If an offer to purchase all of the outstanding Common Shares is made by a third party, the Board may, to the extent permitted by applicable law and upon giving each Participant written notice, effect the acceleration of the vesting of the RSUs granted under the RSU Plan.

Change of Control

Upon a Change of Control (as defined in the RSU Plan), all RSUs that are outstanding but unvested will automatically and irrevocably become vested in full.

Delivery of Shares or Cash

RSUs shall vest pursuant to the vesting schedule set out in a Participant's RSU Agreement and, subject to any black out periods then in effect, the Corporation shall redeem such RSUs only at the end of the Performance Period pertaining to the RSUs and issue from treasury one Share for each full RSU that has vested without any further action on the part of the Participant. The Common Shares issued upon redemption of RSUs shall be registered according to the information in the Corporation's records for a Participant. No partial RSUs may be issued. Notwithstanding the foregoing, at the sole election of the Corporation, the Corporation may redeem all or part of the vested RSUs by making a lump sum payment at the end of the Performance Period pertaining to the RSUs in respect of all RSUs to be redeemed at such time, equal to the amount determined by multiplying the number of RSUs credited to the Participant that are vested on such vesting date by the closing price of the Common Shares for the most recent trading day preceding the vesting date.

Tax and Tax Withholding

The Corporation shall require such Participant to pay or cause to be paid to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or

local law relating to the withholding of tax or other required deductions in connection with the exercise of such RSUs (the "**Source Deductions**"); or in the event a Participant does not pay or cause to be paid the amount specified, then the Corporation shall be permitted to: (a) engage a broker or other agent on behalf of the Participant or Permitted Assign (as defined in the RSU Plan), at the risk and expense of the Participant, to sell a portion of the underlying Common Shares issued on the exercise of such RSU through the facilities of the TSXV, and to apply the proceeds received on the sale of such underlying Common Shares as necessary so as to ensure that the Corporation is in compliance with the applicable Source Deductions relating to the exercise of such RSUs, or (b) reduce the number of Common Shares to be issued to a Participant in respect of redeemed RSUs in an amount that is equal in value to the cash amount of the Source Deductions and pay the Source Deductions in cash as necessary. In addition, the Corporation shall be entitled to withhold from any amount payable to a Participant, such amount as may be necessary so as to ensure that the Corporation is in compliance with the applicable Source Deductions relating to the exercise of any RSU.

Termination of Employment

Unless otherwise determined by the Board in its sole discretion, or as specified in the applicable RSU agreement:

- upon the voluntary resignation or the termination for cause of a Participant, all of the Participant's RSUs which have been credited to the Participant but remain unvested will be forfeited without any entitlement to such Participant; and
- upon the termination without cause, the disability or the death of a Participant, the Participant or the Participant's beneficiary, as the case may be, shall for each grant of RSUs, have a number of RSUs become vested equal to a prescribed formula as set out in the RSU Plan.

No Compensation for Cancelled RSUs Awards

A Participant ceases to be an Eligible Person on the Participant's last day of actual and active employment with the Corporation or one of its subsidiaries. For the purposes of the RSU Plan, no period of notice of termination of employment that is or ought to have been given to a Participant, after the date on which the Participant ceases to be an Eligible Person shall be included in determining the Participant's entitlement under the RSU Plan.

Non-Transferability of RSUs

RSUs are non-assignable and non-transferable except by will or by the laws of descent and distribution. All benefits and rights granted under the RSU Plan may only be exercised by the Participant.

Amendments to the RSU Plan

Amendments Without Shareholder Approval

Subject to applicable laws and regulatory approvals, the RSU Plan may be amended without Shareholder approval for the following:

- minor changes of a "house-keeping nature";
- amending RSUs under the RSU Plan, including, with respect to advancing the date on which any RSU may vest, assignability and the effect of termination of a Participant, provided that such amendment does not adversely alter or impair any RSU previously granted to a Participant without the consent of such Participant;
- amendments necessary to comply with the provisions of applicable law or the applicable rules of the stock exchange on which the Common Shares are then listed, including with respect to the treatment of RSUs granted under the RSU Plan;
- amendments respecting the administration of the RSU Plan;
- amendments necessary to suspend or terminate the RSU Plan, provided that such amendment does not adversely alter or impair any RSU previously granted to a Participant without the consent of such Participant; and

- any other amendment not requiring shareholder approval under applicable law or the applicable rules of the stock exchange on which the Common Shares are then listed.

Amendments Requiring Shareholder Approval

Shareholder approval is required for the following amendments to the RSU Plan (provided that such shareholder approval is a requirement of the stock exchange where the Common Shares are listed for trading):

- the eligibility of a Participant in the RSU Plan;
- removing or exceeding the limits on participation in the RSU Plan;
- increasing the maximum number of Common Shares issuable under the RSU Plan;
- the expiry and termination provisions applicable to the RSUs; and
- granting additional powers to the Board to amend the RSU Plan without Shareholder approval;

Termination

The Board may terminate the RSU Plan at any time in its absolute discretion. If the RSU Plan is so terminated, no further RSUs will be granted, but the RSUs then outstanding will continue in full force and effect in accordance with the provisions of the RSU Plan.

Adjustments

The RSU Plan contains provisions for the adjustment in the number of Common Shares subject to the RSU Plan and issuable on redemption of RSUs in the event of a share consolidation, subdivision, substitution or reclassification, the payment of stock dividends by the Corporation (other than dividends in the ordinary course) or other relevant changes in the capital of the Corporation or from a proposed merger, amalgamation or other corporate arrangement or reorganization involving the exchange or replacement of Common Shares for those of another corporation.

At the Meeting, the Disinterested Shareholders will be asked to consider and approve an ordinary resolution, in substantially the following form, in order to approve the RSU Plan. In order to be passed, the approval of greater than 50% of the votes cast by Disinterested Shareholders at the Meeting in person or by proxy must be voted in favour of the resolution.

"BE IT RESOLVED, WITH OR WITHOUT AMENDMENT, WITH ALL THOSE ELIGIBLE TO RECEIVE GRANTS PURSUANT TO THE RSU PLAN ABSTAINING FROM VOTING, THAT:

1. subject to final acceptance of the TSX Venture Exchange (the "TSXV"), the Corporation's Restricted Share Unit Plan (the "RSU Plan"), in the form as approved by the directors of the Corporation on October 19, 2017, is hereby approved;
2. the directors of the Corporation or any committee of the board of directors of the Corporation are hereby authorized to grant restricted share units ("RSUs") pursuant to the RSU Plan to those eligible to receive RSUs thereunder;
3. any one director or officer of the Corporation be and is hereby authorized to execute and deliver on behalf of the Corporation all such documents and instruments and to do all such other acts and things as in such director's opinion may be necessary to give effect to the matters contemplated by these resolutions; and
4. notwithstanding that this resolution be passed by the shareholders of the Corporation, the adoption of the proposed RSU Plan is conditional upon receipt of final approval of the TSXV, and the directors of the Corporation are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Corporation, at any time if such revocation is considered necessary or desirable to the directors."

Recommendation of the Board

The Board has determined that the RSU Plan is in the best interests of the Corporation and its Shareholders and unanimously recommends that Disinterested Shareholders vote in favour of approving the RSU Plan.

The Board reserves the right to amend any terms of the RSU Plan or not to proceed with the RSU Plan at any time prior to the Meeting if the Board determines that it would be in the best interests of the Corporation and its Shareholders and to do so in light of any subsequent event or development occurring after the date of this Information Circular.

C. APPROVAL OF PREVIOUSLY GRANTED RESTRICTED SHARE UNITS

On November 7, 2017, the Board granted an aggregate of 600,000 RSUs (the "**RSU Grant**") to the Eligible Persons set forth in the table below (the "**Grantees**"), subject to the approval of Shareholders (the "**Non-Grantee Shareholders**"), excluding the votes of Grantees and their affiliates and associates.

Name	Position	Number of RSUs Granted
Brian Paes-Braga	President and Chief Executive Officer	200,000
Paul Matysek	Executive Chairman	200,000
Bassam Moubarak	Chief Financial Officer	100,000
William Randall	VP Project Development	75,000
Jasvir Kaloti	Corporate Secretary	15,000
Lucas Cahill	Consultant	10,000
	TOTAL:	600,000

All RSUs granted under the RSU Grant shall vest twelve months from the date of the RSU Grant.

At the Meeting, the Non-Grantee Shareholders will be asked to consider and approve an ordinary resolution, in substantially the following form, in order to approve the RSU Grant. In order to be passed, the approval of greater than 50% of the votes cast by Non-Grantee Shareholders at the Meeting in person or by proxy must be voted in favour of the resolution.

"BE IT RESOLVED, WITH ALL THOSE GRANTED RSUS PURSUANT TO THE RSU PLAN ABSTAINING FROM VOTING, THAT:

1. the granting by the Corporation of an aggregate 600,000 RSUs (the "RSU Grant") to consultants and employees of the Corporation, as follows:

Name	Position	Number of RSUs Granted
Brian Paes-Braga	President and Chief Executive Officer	200,000
Paul Matysek	Executive Chairman	200,000
Bassam Moubarak	Chief Financial Officer	100,000
William Randall	VP Project Development	75,000
Jasvir Kaloti	Corporate Secretary	15,000
Lucas Cahill	Consultant	10,000
	TOTAL:	600,000

is hereby approved;

2. the reservation for issuance under the RSU Plan of up to 600,000 common shares in the capital of the Corporation to the consultants and employees of the Corporation listed above, pursuant to and in accordance with the RSU Grant is hereby approved; and

3. any one director or officer of the Corporation be and is hereby authorized to execute and deliver on behalf of the Corporation all such documents and instruments and to do all such other acts and things as in such director's opinion may be necessary to give effect to the matters contemplated by these resolutions."

Recommendation of the Board

The Board has determined that the RSU Grant is in the best interests of the Corporation and its Shareholders and unanimously recommends that Non-Grantee Shareholders vote in favour of approving the RSU Grant.

OTHER MATTERS

As of the date of this Information Circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's consolidated Financial Statements and MD&A for the financial year ended June 30, 2017. Shareholders may contact the Corporation to request copies of the Financial Statements and MD&A at its head office, Suite 3123, 595 Burrard Street, PO Box 49139, Three Bentall Centre, Vancouver, British Columbia, V7X 1J1.

APPROVAL OF THE DIRECTORS

The directors of the Corporation have approved the content and the sending of this Information Circular.

DATED at Vancouver, British Columbia, this 7th day of November, 2017.

LITHIUM X ENERGY CORP.

"BRIAN PAES-BRAGA"

Brian Paes-Braga,
Chief Executive Officer
and a Director of the Corporation

PRE-APPROVAL POLICIES AND PROCEDURES
SCHEDULE "A"
LITHIUM X ENERGY CORP.
FORM 58-101F2
CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, LITHIUM X ENERGY CORP. (the "**Corporation**") is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors of the Corporation facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board.

A director is independent if he or she has no direct or indirect material relationship with the Corporation that the Board believes could reasonably be perceived to materially interfere with his or her ability to exercise independent judgment. Applicable securities laws set out certain situations where a director is deemed to have a material relationship with the Corporation.

The Board is currently comprised of five (5) directors, three (3) of whom are considered independent under applicable securities laws, namely, Robert McLeod, Harry Pokrandt, and Michele Ashby. Of the proposed nominees for directors of the Corporation, the Board will consist of five (5) directors, three (3) of whom will be considered independent under applicable securities laws, namely Harry Pokrandt, Michele Ashby, and David J. Raff. Paul Matysek is not an independent director under applicable securities laws because of his position as Executive Chairman of the Corporation. Brian Paes-Braga is not an independent director under applicable securities laws because of his position as Chief Executive Officer and President of the Corporation.

ITEM 2. DIRECTORSHIPS

The current and proposed directors of the Corporation are currently directors of the following other reporting issuers:

Name	Name of Reporting Issuer
Paul Matysek	Forsys Metals Corp. Nano One Materials Corp. Cobalt One Inc.
Brian Paes-Braga	None
Robert McLeod	Gold Standard Ventures Corp. IDM Mining Ltd.
Harry Pokrandt	Hive BlockChain Technologies Ltd. BQ Metals Corp. Sandspring Resources Ltd.
Michele Ashby	McEwen Mining Inc.
David J. Raffa	3TL Technologies Corp.

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Corporation briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an

individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction be approved by the Shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5. NOMINATION OF DIRECTORS

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

ITEM 6. COMPENSATION

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors relies solely on the experience and knowledge of its members.

ITEM 7. OTHER BOARD COMMITTEES

The Board of Directors has an Audit Committee as well as a Compensation and Corporate Governance and Nominating Committee.

ITEM 8. ASSESSMENTS

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.