# WESTERN LITHIUM USA CORPORATION



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

# Form of Proxy - Annual General and Special Meeting to be held on Monday, March 30, 2015

## This Form of Proxy is solicited by and on behalf of Management.

### Notes to proxy

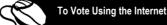
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
  on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
  proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

#### Proxies submitted must be received by 10:00 AM (Pacific Time) on Thursday, March 26, 2015.

# VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
  - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

## **CONTROL NUMBER**

## Appointment of Proxyholder I/We being holder(s) of Western Lithium USA Corporation hereby

I/We being holder(s) of Western Lithium USA Corporation hereby appoint: Jay Chmelauskas, the President and CEO, or failing him, Tracy Hansen, the VP and Corporate Secretary,		appo othe	int the name of the person you are pointing if this person is someone her than the Chairman of the seting.						
as my/our proxyholder with full power of substitution given, as the proxyholder sees fit) and all other mati "Company") to be held at 1100- 355 Burrard Street,	and to attend, act and to vot ters that may properly come to Vancouver, B.C. V6C 2G8 of	e for and on beha before the Annual n Monday, March	alf of the sharehold General and Spec 30, 2015 at 10:00	ler in accord cial Meeting AM (Pacifi	dance with the following di g of shareholders of Weste c Time) and at any adjourr	irection (or if no dire em Lithium USA Cor nment or postponem	ctions ha poration ient ther	ave been (the reof.	
VOTING RECOMMENDATIONS ARE INDICATED	BY HIGHLIGHTED TEXT O	/ER THE BOXES	3.			l	OT	Against	
1. <b>Number of Directors</b> To set the number of Directors at seven.						[			
2. Election of Directors	Withhold		For	Withhold		Γ	or	Withhold	
01. Jay Chmelauskas	02. R. Edward	Flood			03. William R. Haldan	-			Fold
04. B. Matthew Hornor	05. Terry Krep	iakevich			06. John Macken	[			
07. William M. Sheriff									
						ĺ	or	Withhold	
3. <b>Appointment of Auditor</b> To appoint Crowe MacKay LLP as Auditor of t paid to the Auditor.	he Company for the ensui	ng year and au	thorize the Direc	tors to def	termine the remuneration	on to be			
						l	or	Against	
4. Amended and Restated Company Emplo To consider, and if thought advisable, to pass and Directors' Stock Option Plan (the "Stock C issuance under the Stock Option Plan from 20	an ordinary resolution aut Option Plan") to increase th	horizing the Co ne maximum nu	mpany to ameno mber of commo	n shares v	ate the Company's Emp vhich may be allocated	bloyees' for			
							or	Against	
5. Alteration to Article 9.1 of the Company's To consider, and if thought advisable, to pass provide the directors of the Company with the	a special resolution autho	rizing an altera prized share str	tion to the Comp ucture of the Co	any's artic mpany.	cles to, among other thi	ngs,			Fold
6. Alteration to Article 9.4 of the Company's	•			. ,			or	Against	
To consider, and if thought advisable, to pass provide the directors of the Company with the does not specify the type of resolution and the	a special resolution autho authority to alter the articl	es of the Comp	any, if the Busin	any's artic ess Corpo	cles to, among other thin brations Act (British Colu	ngs, umbia)			
Authorized Signature(s) - This section	must be completed fo	r your	Signature(s)			Date			
instructions to be executed. I/We authorize you to act in accordance with my/our revoke any proxy previously given with respect to th indicated above, this Proxy will be voted as reco	e Meeting. If no voting instr	uctions are					1	YY	
Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. If you are not mailing back your proxy, you may register on WLBQ 19	like to receive the accompanying Manal.	Annual Financial S anagement's Discus	ssion and Analysis by	, .com/mailing	<sup>jlist.</sup> A R 1			 +	