GRID BATTERY METALS INC.
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INFORMATION CIRCULAR

(as at March 7, 2024 except as otherwise indicated)

NOTICE TO READERS

This Circular is provided in connection with the solicitation of proxies by the management ("**Management**") of the Company. The form of proxy which accompanies this Circular (the "**Proxy**") is for use at the annual general and special meeting of the shareholders of the Company (the "**Shareholders**") to be held on April 9, 2024 (the "**Meeting**"), at the time and place set out in the accompanying notice of Meeting (the "**Notice of Meeting**"). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

All capitalized terms used in this Circular (including the Schedules hereto) but not otherwise defined herein have the meanings set forth under the heading "*Glossary of Terms*". Except where otherwise expressly noted, information in this Circular is given as of March 7, 2024.

No person has been authorized to give any information or to make any representation in connection with the Arrangement and any other matters described herein other than those contained in this Circular and, if given or made, any such information or representation should not be considered to have been authorized by the Company or AC/DC.

This Circular does not constitute the solicitation of an offer to purchase, or the making of an offer to sell, any securities or the solicitation by proxy by any person in any jurisdiction in which such solicitation or offer is not authorized or in which the person making such solicitation or offer is not qualified to do so or to any person to whom it is unlawful to make such solicitation or offer

In considering whether to vote for the approval of the Arrangement, Shareholders should be aware that there are various risks, including those described under the heading "*Risk Factors*" in this Circular. Shareholders should carefully consider these risk factors, together with the other information included in this Circular, before deciding whether to approve the Arrangement.

Information contained in this Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisors in connection therewith.

Descriptions in the body of this Circular of the terms of the Arrangement Agreement and the Plan of Arrangement are merely summaries of the terms of those documents. Shareholders should refer to the full text of the Arrangement Agreement and the Plan of Arrangement for complete details of those documents. The full text of the Arrangement Agreement is attached to this Circular as Schedule "C" and the Plan of Arrangement is attached as Exhibit "A" to the Arrangement Agreement.

INFORMATION FOR UNITED STATES SHAREHOLDERS

The securities to be distributed to Shareholders pursuant to the Arrangement described in this Circular have not been and will not be registered under the 1933 Act or any U.S. state securities laws, and are being issued in reliance on the exemption from registration under the 1933 Act set forth in Section 3(a)(10) thereof. Section 3(a)(10) of the 1933 Act provides an exemption from registration under the 1933 Act for offers and sales of securities issued in exchange for one or more outstanding securities where the terms and conditions of the issuance and exchange of such securities have been approved by a court authorized to grant such approval after a hearing upon the fairness of the terms and conditions of the issuance and exchange at which all persons to whom the securities will be issued have the right to appear. The Court is authorized to conduct a hearing at which the fairness of the terms and conditions of the Arrangement will be considered. The Court issued the Interim Order on March 6, 2024 and, subject to the approval of the Arrangement by the Shareholders at the Meeting on April 9, 2024, it is expected that the hearing on the

Arrangement will be held by the Court on or about April 11, 2024 at 9:45 a.m. (Vancouver time) at the Law Courts, 800 Smithe Street, Vancouver, British Columbia. All Shareholders are entitled to appear and be heard at this hearing. The Final Order will constitute a basis for the exemption from the registration requirements of the 1933 Act provided by Section 3(a)(10) thereof with respect to the securities to be issued pursuant to the Arrangement. Prior to the hearing on the Final Order, the Court will be informed of this effect of the Final Order. See "*The Arrangement – Court Approval of the Arrangement*" in this Circular.

The solicitation of proxies for the Meeting made pursuant to this Circular is not subject to the requirements applicable to proxy statements under the 1934 Act by virtue of an exemption applicable to foreign private issuers (as defined in Rule 3b-4 under the 1934 Act). The securities to be issued to Shareholders pursuant to the Arrangement described in this Circular will not be listed for trading on any United States stock exchange or registered under the 1934 Act. Accordingly, the solicitations and transactions contemplated in this Circular are made in the United States for securities of a Canadian issuer in accordance with Canadian corporate and securities laws, and this Circular has been prepared solely in accordance with disclosure requirements applicable in Canada. Shareholders in the United States should be aware that such requirements are different from those of the United States applicable to registration statements under the 1933 Act and proxy statements under the 1934 Act.

The financial statements and pro forma and historical carve-out financial information included in this Circular have been prepared based upon IFRS and are subject to Canadian auditing standards and auditor independence standards and thus are not comparable in all respects to financial statements prepared in accordance with United States GAAP and subject to standards of the Public Company Accounting Oversight Board. Likewise, information concerning the operations of the Company and AC/DC contained herein have been prepared based on IFRS disclosure standards, which are not comparable in all respects to United States disclosure standards.

The enforcement by investors of civil liabilities under the United States securities laws may be adversely affected by the fact that the Company and AC/DC and certain of their respective subsidiaries are organized under the laws of jurisdictions outside the United States, that certain of their officers and directors are residents of countries other than the United States, that the experts named in this Circular are residents of countries other than the United States and that a significant portion of the assets of the Company and AC/DC and their respective subsidiaries and substantially all of the assets of certain such persons are located outside the United States. As a result, it may be difficult or impossible for Shareholders in the United States to effect service of process within the United States upon the Company and AC/DC, their respective officers or directors or the experts named herein, or to realize against them upon judgments of courts of the United States predicated upon civil liabilities under the federal securities laws of the United States or "blue sky" laws of any state within the United States. In addition, Shareholders in the United States should not assume that the courts of Canada: (a) would enforce judgments of United States courts obtained in actions against such persons predicated upon civil liabilities under the federal securities laws of the United States or "blue sky" laws of any state within the United States; or (b) would enforce, in original actions, liabilities against such persons predicated upon civil liabilities under the federal securities laws of the United States or "blue sky" laws of any state within the United States.

In addition, when used in respect of the projects in which the Company and AC/DC has an interest, the terms "mineral reserve" and "mineral resource" have been reported in accordance with Canadian reporting standards. Canadian reporting requirements for disclosure of mineral properties are governed by NI 43-101. U.S. reporting requirements are governed by Guide 7. The information included or incorporated by reference in this Circular includes estimates of the "mineral reserve" and "mineral resource" reported in accordance with NI 43-101. The reporting standards under NI 43-101 and Guide 7 are materially different. For example, under Guide 7, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made, which is not the case under NI 43-101. Consequently, the definitions of "proven mineral reserve" and "probable mineral reserve" under NI 43-101 differ in certain material respects from the standards of the SEC. In addition, the Company and AC/DC also report estimates of "mineral resource" in accordance with NI 43-101. While the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are recognized by NI 43-101, they are not recognized under the standards of the SEC. As a result, U.S. companies are generally not permitted to report estimates of "mineral resource" of any category in documents filed with the SEC. As such, certain information included in this Circular concerning descriptions of mineralization and estimates of "mineral reserve" and "mineral resource" reported in accordance with Canadian standards is not comparable to similar information made public by United States

companies subject to the reporting and disclosure requirements of the SEC. Readers are cautioned not to assume that all or any part of a "measured mineral resource" or "indicated mineral resource" estimate will ever be converted into a "mineral reserve". Readers should also not assume that all or any part of a "mineral resource" will ever be upgraded to a higher category. In particular, an "inferred mineral resource" has a great amount of uncertainty as to its existence and as to its economic and legal feasibility and, under NI 43-101, an "inferred mineral resource" estimate may not form the basis of feasibility or other economic studies. Readers are, therefore, further cautioned not to assume that all or any part of an "inferred mineral resource" exists or is, or will ever be, economically or legally mineable.

The securities to be distributed to Shareholders pursuant to the Arrangement will generally be freely transferable under U.S. federal securities laws, except by persons who are "affiliates" (as such term is understood under U.S. securities laws) of the Company and AC/DC after the Effective Date, or were "affiliates" of the Company and AC/DC within 90 days prior to the Effective Date. Persons who may be deemed to be "affiliates" of an issuer include individuals or entities that control, are controlled by, or are under common control with, the issuer, whether through the ownership of voting securities, by contract, or otherwise, and generally include executive officers and directors of the issuer as well as principal shareholders of the issuer. Any resale of such securities by such an affiliate (or former affiliate) may be subject to the registration requirements of the 1933 Act, absent an exemption therefrom. See "*Certain Securities Law Matters – United States Securities Laws*".

NONE OF THE ARRANGEMENT, THIS CIRCULAR OR THE SECURITIES ISSUABLE PURSUANT TO THE ARRANGEMENT HAVE BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES REGULATORY AUTHORITY IN ANY STATE OF THE UNITED STATES, NOR HAS ANY OF THE FOREGOING AUTHORITIES OR ANY CANADIAN SECURITIES COMMISSION PASSED UPON OR ENDORSED THE MERITS OF THE ARRANGEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

FORWARD LOOKING STATEMENTS

This Circular includes and incorporates statements that are prospective in nature that constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). Forward-looking statements include, but are not limited to, statements concerning the completion and proposed terms of, and matters relating to, the anticipated election of the Company's proposed directors, the acquisition by AC/DC of the Canadian Assets, the completion by AC/DC of the AC/DC Private Placement and the expected timing related thereto, the Arrangement and the expected timing related thereto, the tax treatment of the Arrangement, the treatment of the AC/DC Shares as qualified investments for the purposes of a Registered Plan, the expected operations, financial results and condition of the Company and AC/DC following the Arrangement, each company's future objectives and strategies to achieve those objectives, the future prospects of each company as an independent company, the intention to list the AC/DC Shares on the TSX-V, AC/DC seeking to be a "mining issuer" under the policies of the TSX-V, the continued listing of the Company on the TSX-V, any market created for either company's shares, the estimated cash flow, capitalization and adequacy thereof for each company following the Arrangement, the expected benefits of the Arrangement to, and resulting treatment of, shareholders of each company, holders of options of each company, and each company, the anticipated effects of the Arrangement, the estimated costs of the Arrangement, the satisfaction of the conditions to consummate the Arrangement, as well as other statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events.

Forward-looking statements reflect Management's current beliefs, expectations and assumptions and are based on information currently available to Management, Management's historical experience, perception of trends and current business conditions, expected future developments and other factors which management considers appropriate. With respect to the forward-looking statements included in or incorporated into this Circular, Management has made certain assumptions with respect to, among other things, the anticipated approval of the Arrangement by Shareholders and the Court, the anticipated receipt of any required regulatory approvals and consents (including the final approval of the TSX-V), the expectation that each of the Company and AC/DC will comply with the terms and conditions of the Arrangement Agreement, the expectation that no event, change or other circumstance will occur that could give rise

to the termination of the Arrangement Agreement, the belief that the assumptions underlying the AC/DC Carve-Out Financial Statements are reasonable, the expectation that no Court approval, if obtained, will be set aside or modified, the expectation that the Court will determine that the Arrangement is procedurally and substantively fair and that such determination will form the basis for an exemption from the registration requirements of the 1933 Act pursuant to Section 3(a)(10) of the 1933 Act, that no unforeseen changes in the legislative and operating framework for the respective businesses of AC/DC and the Company will occur, the belief that separation of the Nevada Assets and Canadian Assets will enable investors to more accurately compare and evaluate each company, the belief that each company will benefit from pursuing independent growth and capital allocation strategies, that each company will meet its future objectives and priorities, that each company will have access to adequate capital to fund its future projects and plans, that each company's future projects and plans will proceed as anticipated, as well as assumptions concerning general economic and industry growth rates, commodity prices, currency exchange and interest rates and competitive intensity.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include, but are not limited to: conditions precedent or approvals required for the Arrangement not being obtained; the potential benefits of the Arrangement not being realized; the risk of tax liabilities as a result of the Arrangement, and general business and economic uncertainties and adverse market conditions; the potential for the combined trading prices of the Common Shares and the AC/DC Shares after the Arrangement being less than the trading price of Common Shares immediately prior to the Arrangement; there being no established market for the Common Shares or the AC/DC Shares; the Company's ability to delay or amend the implementation of all or part of the Arrangement or to proceed with the Arrangement even if certain consents and approvals are not obtained on a timely basis; the reduced diversity of the Company and AC/DC as separate companies; the costs related to the Arrangement that must be paid even if the Arrangement is not completed; obtaining approvals and consents, or satisfying other requirements, necessary or desirable to permit or facilitate completion of the Arrangement; global financial markets, general economic conditions, competitive business environments, and other factors may negatively impact the Company's and AC/DC's financial condition; future factors that may arise making it inadvisable to proceed with, or advisable to delay, all or part of the Arrangement; and the potential inability or unwillingness of current Shareholders to hold Common Shares and/or AC/DC Shares following the Arrangement. For a further description of these and other factors that could cause actual results to differ materially from the forward-looking statements included in or incorporated into this Circular, see the risk factors discussed under the heading "*Risk Factors*", as well as the risk factors included in the Company's management discussion and analysis for the year ended June 30, 2023 and for the interim period ended September 30, 2023 and as described from time to time in the reports and disclosure documents filed by the Company with Canadian securities regulatory authorities, which are available under the Company's profile on SEDAR at www.sedarplus.ca. This list is not exhaustive of the factors that may impact the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, there can be no assurance that actual results will be consistent with these forward-looking statements.

All forward-looking statements included in or incorporated by reference into this Circular are qualified by these cautionary statements. The forward-looking statements contained herein are made as of the date of this Circular and, except as required by applicable law, neither the Company nor AC/DC undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Readers are cautioned that the actual results achieved will vary from the information provided herein and that such variations may be material. Consequently, there are no representations by the Company or AC/DC that actual results achieved will be the same in whole or in part as those set out in the forward-looking statements.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference and form part of this Circular. Copies of these documents may be obtained by accessing the SEDAR website at www.sedarplus.ca under the profile of the Company. In addition, copies of the following documents may also be obtained on request without charge from the Company's CEO at tfernback@shaw.ca:

(a) the unaudited condensed consolidated interim financial statements of the Company for three months ended September 30, 2023, together with the notes thereto;

(b) management's discussion and analysis for the three months ended September 30, 2023;

(c) the audited consolidated financial statements of the Company for the years ended June 30, 2023 and 2022, together with the notes thereto and the auditor's report thereon; and

(d) management's discussion and analysis for the year ended June 30, 2023.

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Circular, including the summary hereof and the Schedules to the Circular.

"**1933 Act**" means the *United States Securities Act of 1933*, as amended, and all rules and regulations thereunder.

"**ACB**" has the meaning given to it under the heading "*Material Income Tax Considerations - Holders Resident in Canada*".

"**AC/DC**" means AC/DC Battery Metals Inc., a wholly-owned subsidiary of the Company (formerly 1427652 B.C. Ltd.)

"**AC/DC Audit Committee**" has the meaning given to it in Schedule "G" under the heading "*AC/DC Audit Committee*".

"**AC/DC Board**" means the board of directors of AC/DC, as constituted on closing of the Arrangement.

"**AC/DC Carve-out Financial Statements**" means the carve-out financial statements of AC/DC for the three months ended September 30, 2023 and the year ended June 30, 2023, attached as Schedule "H".

"**AC/DC Charter**" has the meaning given to it in Schedule "G" under the heading "*AC/DC Audit Committee - Audit Committee Charter*".

"**AC/DC Options**" means share purchase options of AC/DC to be issued pursuant to the AC/DC Option Plan;

"**AC/DC Option Plan**" means the stock option plan of AC/DC.

"**AC/DC Private Placement**" the non-brokered private placement of up to 40,000,000 AC/DC Units.

"**AC/DC Pro-forma Financial Statements**" means the pro forma financial statements of AC/DC, attached as Schedule "I".

"**AC/DC Shares**" means no par value common shares in the capital of AC/DC.

"**AC/DC Unit**" has the meaning given to it in Schedule "G" under the heading "*Available Funds and Principal Purposes - Available Funds*".

"**allowable capital loss**" has the meaning given to it under the heading "*Material Income Tax Considerations - Holders Resident in Canada - Taxation of Capital Gains and Losses*".

"**Arrangement**" means the arrangement of the Company under Section 288 of the BCBCA on the terms and subject to the conditions set out in the Plan of Arrangement, subject to any amendments or variations thereto made in accordance with the Plan of Arrangement or the Arrangement Agreement or made at the direction of the Court in the Final Order and acceptable to the Company.

"**Arrangement Agreement**" means the arrangement agreement dated September 27, 2023 between the Company and AC/DC, a copy of which is attached as Schedule "C", and the amending arrangement agreement dated February 20, 2024, a copy of which is attached as Schedule "C-1", as they may be amended or modified from time to time.

"**Arrangement Resolution**" means the special resolution to be considered by the Shareholders at the Meeting to approve the Arrangement, and which shall be in, or substantially in, the form set out at Schedule "B".

"**Audit Committee**" has the meaning given to it under the heading "*Audit Committee*".

"**BCBCA**" means the *Business Corporations Act (British Columbia)*, as amended.

"**Beneficial Shareholder**" has the meaning given under the heading "*Appointment and Revocation of Proxy - Advice to Beneficial Holders of Common Shares*".

"**Board**" means the board of directors of the Company, as currently constituted.

"**Broadridge**" has the meaning given under the heading "*Appointment and Revocation of Proxy - Advice to Beneficial Holders of Common Shares*".

"**Business Day**" means a day which is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia.

"**Canadian Assets**" has the meaning given to it in Schedule "G" under the heading "*Description of the Business*".

"**Circular**" means this management information circular dated March 7, 2024, together with all schedules, appendices and exhibits hereto, as amended, supplemented or otherwise modified from time to time.

"**Common Shares**" means the common shares without par value in the capital of the Company, as constituted on the date hereof.

"**Company**" means Grid Battery Metals Inc.

"**Odyssey**" has the meaning given under the heading "*Appointment and Revocation of Proxy*".

"**Court**" means the British Columbia Supreme Court.

"**Depositary**" means Odyssey Trust Company, or such other depositary as the Company may determine.

"**Dissent Notice**" has the meaning given to it under the heading "*Dissent Rights*".

"**Dissent Procedures**" has the meaning given to it under the heading "*Dissent Rights*".

"**Dissent Rights**" means the right of Registered Shareholders to exercise a right of dissent under the BCBCA in strict compliance with the Dissent Procedures.

"**Dissenting Resident Holder**" has the meaning given under the heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Dissenting Resident Holder*".

"**Dissenting Shareholder**" means a Registered Shareholder who exercises Dissent Rights in respect of the Arrangement in strict compliance with the BCBCA, as modified or supplemented by the Interim Order, Plan of Arrangement or any other order(s) of the Court and who has not withdrawn or have been deemed to have withdrawn such exercise of such Dissent Rights and who is ultimately entitled to be paid fair value for his, her or its the Company Shares.

"**Distribution Record Date**" means the close of business on the last trading day on the TSX-V immediately prior to the Effective Date, or such other date as the Board may determine.

"**Effective Date**" means the effective date of the Arrangement, which shall be two Business Days following the date on which all of the conditions precedent to the completion of the Arrangement have been satisfied or waived in accordance with the Arrangement Agreement (other than conditions which cannot, by their terms, be satisfied until the Effective Date, but subject to satisfaction or waiver of such conditions as of the Effective Date) or such other date as may be mutually agreed by the Company and AC/DC, and the Company and AC/DC shall execute a certificate confirming the Effective Date.

"**Effective Time**" means 12:01 a.m. on the Effective Date, or such other time on the Effective Date as may be mutually agreed by the Company and AC/DC.

"**Final Order**" means the final order of the Court approving the Arrangement.

"**forward-looking statements**" has the meaning given to it under the heading "*Forward Looking Statements*".

"**Grid Nickel Project Technical Report**" means the "Technical Report for the Grid Nickel Project" authored by Jeremy Hanson, P. Geo, with an effective date of December 4, 2023.

"**Grid Options**" means share purchase options issued by the Company pursuant to the Stock Option Plan which are outstanding on the Effective Date.

"**Grid Warrants**" means the common share purchase warrants issued by the Company which are outstanding on the Effective Date.

"**Guidelines**" has the meaning given to it under the heading "*Corporate Governance Disclosure*".

"**Holder**" has the meaning given to it under the heading "*Material Income Tax Considerations - Certain Canadian Federal Income Tax Considerations*".

"**Interim Order**" means the interim order of the Court dated March 6, 2024, in respect of the Meeting and the Arrangement, a copy of which is attached as Schedule "D".

"**Intermediary**" means an intermediary with which a Beneficial Shareholder may deal, including banks, trust companies, securities dealers or brokers and trustees or administrators of self-directed trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans (each, as defined in the Tax Act) and similar plans, and their nominees.

"**Meeting**" means the annual general and special meeting of Shareholders to be held on April 9, 2024, and any adjournment(s) or postponement(s) thereof, held in order to, among other things, consider and, if thought fit, approve the Arrangement.

"**Nevada Assets**" has the meaning given to it in Schedule "L" under the heading "*Description of the Business*"

"**NI 43-101**" means National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

"**NI 52-110**" has the meaning given to it under the heading "*Audit Committee*".

"**NI 54-101**" has the meaning given under the heading "*Appointment and Revocation of Proxy - Advice to Beneficial Holders of Common Shares*".

"**NOBOs**" has the meaning given under the heading "*Appointment and Revocation of Proxy - Advice to Beneficial Holders of Common Shares*".

"**Non-resident Dissenter**" has the meaning given under the heading "*Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada – Dissenting Non-Resident Holders*".

"**Non-resident Holder**" has the meaning given under the heading "Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada".

"**Notice of Hearing**" means the notice of hearing for the hearing of the Final Order attached as Schedule "E" hereto.

"**Notice of Meeting**" has the meaning given to it under the heading "*Notice to Reader*".

"**Notice of Meeting**" means the notice of annual and special meeting in respect of the Meeting.

"**OBOs**" has the meaning given under the heading "*Appointment and Revocation of Proxy - Advice to Beneficial Holders of Common Shares*".

"**Plan of Arrangement**" means the plan of arrangement of the Company, substantially in the form set forth in Exhibit A to Schedule "C" hereto, and any amendments or variations thereto made in accordance with the Plan of Arrangement or upon the direction of the Court in the Final Order.

"**Proposed Amendments**" has the meaning given to it under the heading "*Certain Canadian Federal Income Tax Considerations*".

"**Proxy**" has the meaning given to it under the heading "*Notice to Readers*".

"**PUC**" has the meaning given to it under the heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Exchange of the Company Shares for AC/DC Shares*".

"**Record Date**" means the record date for notice of and voting at the Meeting, being fixed as March 5, 2024.

"**Registered Plans**" has the meaning given under the heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Eligibility for Investment – AC/DC Shares*".

"**Registered Shareholders**" has the meaning given under the heading "*Appointment and Revocation of Proxy*".

"**Registrar**" means the Registrar of Companies appointed pursuant to Section 400 of the BCBCA.

"**Regulations**" has the meaning given to it under the heading "*Material Income Tax Considerations - Certain Canadian Federal Income Tax Considerations*".

"**Resident Holder**" has the meaning given under the heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada*".

"**RRIF**" means a registered retirement income fund.

"**RRSP**" means a registered retirement savings plan.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators, accessible at www.sedarplus.ca.

"**Share Exchange**" has the meaning given to it under the heading "*Material Income tax Considerations - Holders Resident in Canada*".

"**Shareholders**" has the meaning given to it under the heading "*Notice to Readers*".

"**Stock Option Plan**" has the meaning given to it under the heading "*Particulars of Matters to Be Acted Upon - Confirming Stock Option Plan*".

"**Tax Act**" means the Income Tax Act (Canada), including the regulations promulgated thereunder, as amended.

"**taxable capital gain**" has the meaning given to it under the heading "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Taxation of Capital Gains and Capital Losses*".

"**TFSA**" means a tax-free savings account.

"**TSX-V**" means the TSX Venture Exchange Inc.

"**VIF**" has the meaning given to it under the heading "*Appointment and Revocation of Proxy - Advice to Beneficial Holders of Common Shares*".

SUMMARY OF CIRCULAR

The following is a summary of information relating to the Company and AC/DC and should be read together with the more detailed information and financial data and statements contained elsewhere in this Circular.

The Meeting

The Meeting will be held at 3028 Quadra Court, Coquitlam, BC V3B 5X6 on April 9, 2024 at 10:00 a.m. (Vancouver time) for the purposes set forth in the Notice of Meeting. At the Meeting, Shareholders will attend to certain annual and special business, including the election and appointment of the directors of the Company. Shareholders will also consider and vote upon the Arrangement to be implemented pursuant to the Arrangement Resolution. See "*Particulars of Matters to be Acted Upon*".

The Companies

Grid Battery Metals Inc.

The Company is a Canadian based company which is focused on exploration for precious and base metals in North America. Its head office is located at 3028 Quadra Court, Coquitlam, BC, V3B 5X6. The Company is primarily focused on the exploration for battery minerals in North America.

The Common Shares are currently listed for trading on the TSX-V under the symbol "CELL". On September 27, 2023, the date immediately preceding the announcement of the Arrangement, the closing price for the Common Shares was $0.135.

AC/DC Battery Metals Inc.

AC/DC is a wholly-owned subsidiary of the Company and was incorporated on July 14, 2023 under the name 1427652 B.C. Ltd., pursuant to the provisions of the BCBCA. On October 16, 2023 the name was changed to AC/DC Battery Metals Inc. Since incorporation, it has carried on no business other than as otherwise described in this Circular. The registered and records office is located at Suite 501, 3292 Production Way, Burnaby BC, V5A 4R4. The sole director of AC/DC is Tim Fernback.

The Arrangement

The purpose of the Arrangement and the related transactions is to reorganize the Company into two separate publicly-traded companies: (a) the Company, which will be an exploration company focused on lithium exploration in Nevada; and (b) AC/DC, which will be an exploration company focused on Canada holding the Canadian Assets which include the Company's current interest in the Hard Nickel Projects. The Arrangement will result in, among other things, participating Shareholders holding, immediately following completion of the Arrangement, all of the outstanding Common Shares at the Effective Time. For a summary of the steps of the Arrangement and related transactions, see the section entitled "*The Arrangement – Details of the Arrangement*".

Reasons for the Arrangement

The Board believes that the separation of the Nevada Assets and the Canadian Assets into two separate publicly-traded companies will provide a number of benefits to the Company, AC/DC and the Shareholders, including: (a) providing Shareholders with enhanced value by creating a company focused on the development of the Nevada Assets and a company focused on the development of the Canadian Assets; (b) providing Shareholders with 100% ownership of the Company; (c) providing each company with a sharper business focus, enabling them to pursue independent business and financing strategies best suited to their respective business plans; (d) enabling investors, analysts and other stakeholders or potential stakeholders to more accurately compare and evaluate each company; (e) enabling each company to pursue independent growth and capital allocation strategies; (f) allowing each company to be led by experienced executives and directors who have experience in each company's respective resource sector; and (g) allowing the reorganization to occur on a tax-deferred basis for Shareholders resident in Canada who hold their Common Shares as capital property.

See further details under the section entitled "*The Arrangement – Reasons for the Arrangement*".

Recommendation of the Board

The Board, having reviewed the Plan of Arrangement and related transactions and considered among other things the reasons for the Arrangement, has unanimously determined that the Arrangement is in the best interests of the Company and the Shareholders. **The Board has unanimously approved the Arrangement and the transactions contemplated thereby, and unanimously recommends that Shareholders vote FOR the Arrangement Resolution.**

See further details under the section entitled "*The Arrangement – Recommendation of the Board*".

Fairness of the Arrangement

The Arrangement was determined to be fair to the Shareholders by the Board based upon the following factors, among others:

(a) the procedures by which the Arrangement will be approved, including Shareholder approval of the Arrangement Agreement and approval by the Court after a hearing at which the fairness of the Arrangement will be considered; and

(b) the opportunity for Shareholders who are opposed to the Arrangement, upon compliance with certain conditions, to exercise Dissent Rights under the BCBCA, as modified by the Interim Order.

See further details under the section entitled "*The Arrangement – Fairness of the Arrangement*".

Conditions to Closing

The Arrangement will be subject to the satisfaction or waiver, as applicable, of certain conditions, including the following:

(a) the Arrangement Resolution must be approved by at least 66⅔% of the votes cast by Shareholders present, in person or by proxy, and entitled to vote at the Meeting, in accordance with the Interim Order;

(b) the Arrangement must be approved by the Court and the Final Order obtained in form and substance satisfactory to the Company;

(c) the TSX-V must have approved the Arrangement and the transactions contemplated thereby; and

(d) all other consents, orders and approvals that are required, necessary or desirable for the completion of the Arrangement must have been obtained or received, each in a form acceptable to the Company.

See further details under the section entitled "*The Arrangement – Conditions to the Arrangement*".

Court Approval

An arrangement under the BCBCA requires approval of the Court. Prior to mailing this Circular, the Company obtained the Interim Order, which provides for the calling and holding of the Meeting, Dissent Rights and certain other procedural matters. A copy of the Interim Order is attached as Schedule "D".

Subject to the approval of the Arrangement Resolution by Shareholders at the Meeting, the hearing for the Final Order is currently schedule to take place on or about April 11, 2024 at 9:45 a.m. (Vancouver time) in Vancouver, British Columbia. At the hearing, any Shareholder or other interested party who wishes to participate or be represented or present arguments or evidence may do so by serving a response to petition in compliance with the Interim Order, a copy of which is attached as Schedule "D".

See further details under the section entitled "*The Arrangement – Court Approval of the Arrangement*".

Effective Date

Upon receipt of the Final Order, the Company will announce by news release the proposed Effective Date of the Arrangement, which is expected to be in late April, 2024. The record date for determining the Shareholders entitled to participate in the Arrangement will be the Distribution Record Date.

Stock Exchange Listings

The Common Shares are currently listed and traded on the TSX-V under the symbol "CELL", and, following completion of the Arrangement, the Common Shares will to continue to be traded on the TSX-V under the same symbol.

AC/DC will use commercially reasonable efforts to meet the initial listing requirements for a "mining issuer" under the policies of the TSX-V and to apply for the listing of the AC/DC Shares on the TSX-V following completion of the Arrangement. Listing of the AC/DC Shares on the TSX-V will be subject to satisfying all of the TSX-V's initial listing requirements.

The Company Following the Arrangement

Following completion of the Arrangement, the Company will continue to explore and develop the Nevada Lithium Assets. The Common Shares will continue to trade on the TSX-V under the symbol "CELL".

See "Schedule "L" - *Grid Battery Metals Inc. Following the Arrangement*" for information regarding the Company following completion of the Arrangement.

AC/DC Following the Arrangement

Following the Arrangement, AC/DC will be a non-listed reporting issuer and will own the Canadian Assets. AC/DC intends on using commercially reasonable efforts to take the necessary steps to meet the initial listing requirements of a "mining issuer" on the TSX-V and to apply to have the AC/DC Shares listed on the TSX-V.

Under TSX-V Policy 2.1 – *Initial Listing Requirements,* an issuer applying to list as a "mining issuer" must have significant interest in a qualifying property or the right to earn a significant interest in a qualifying property which there has been exploration previously conducted including "qualifying expenditures" of at least $100,000 by the issuer or predecessor during the most recent 36 months. The issuer must have obtained an independent report that meets the requirements of NI 43-101 or any successor instrument and that recommends further exploration on the property, with a budget for the first phase of at least $200,000. Adequate working capital and financial resources to carry out the recommended work program for 12 months following listing and $100,000 in unallocated funds. The issuer must have a public float of 500,000 shares with 200 public shareholders each holding board lot with no resale restrictions and 20% of the issued and outstanding shares in the hands of the public shareholders. If the issuer does not have title to the property, it must have the means and ability to acquire an interest in the property upon completion of specific objectives or milestones within a defined period. "Qualifying expenditures" include exploration expenditures related to geological and scientific surveys to advance mineral project but do not include general and administrative, land maintenance, property acquisition or payments, staking, investor or public relations, non-domestic flight expenditures or taxes.

There is no guarantee that AC/DC will meet the initial listing requirements for a "mining issuer" on the TSX-V or that the AC/DC Shares will be listed on the TSX-V. Listing of the AC/DC Shares on the TSX-V will be subject to satisfying all of the TSX-V's initial listing requirements.

Management of AC/DC intends to complete the AC/DC Private Placement concurrently with the completion of the Arrangement. Pursuant to the AC/DC Private Placement, AC/DC will issue up to 40,000,000 AC/DC Units at a price of $0.05 per unit. Each AC/DC Unit will be comprised of one AC/DC Share and one AC/DC Warrant. Each AC/DC Warrant will be exercisable into one AC/DC Share at an exercise price of $0.06 for a period of five (5) years from the closing of the AC/DC Private Placement.

See "Schedule "G" - *AC/DC Battery Metals Inc. Following the Arrangement"* for detailed information regarding AC/DC following completion of the Arrangement.

Selected Unaudited *Pro-Forma* Consolidated Financial Information for AC/DC

The selected unaudited *pro-forma* financial information contained in this Circular for AC/DC is based on the assumptions described in the notes to AC/DC's unaudited *pro-forma* condensed statement of financial position as at September 30, 2023. See Schedule "I" for the AC/DC Pro-forma Financial Statements.

Distribution of Shares

As soon as practicable after the Distribution Record Date, the Company will deliver AC/DC Shares to the Shareholders of record on the Distribution Record Date on a *pro rata* basis based on the number of Common Shares outstanding on the Distribution Record Date. Each Common Share held by the Shareholders will receive 0.05 of an AC/DC Share.

Dissent Rights

Registered Shareholders are entitled to exercise Dissent Rights by providing written notice to the Company at or before 10:00 a.m. (Vancouver time) on April 5, 2024 (or on the Business Day that is two Business Days immediately preceding any adjourned or postponed Meeting) in the manner described under the heading "*Dissent Rights*". If a Registered Shareholder exercises Dissent Rights in strict compliance with the BCBCA and Interim Order and the Arrangement is completed, such Dissenting Shareholder is entitled to be paid the "fair value" of the Common Shares with respect to which the Dissent Rights were exercised, as calculated immediately before the passing of the Arrangement Resolution. Only Registered Shareholders are entitled to exercise Dissent Rights. Shareholders should carefully read the section of this Circular entitled "*Dissent Rights*" and consult with their advisors if they wish to exercise Dissent Rights.

Canadian Securities Laws Matters

The securities of AC/DC to be distributed to Shareholders pursuant to the Arrangement will be distributed pursuant to exemptions from the registration and prospectus requirements contained in applicable provincial securities legislation in Canada. Under applicable provincial securities laws, the AC/DC Shares may be resold in Canada without hold period restrictions, provided that the sale is not a "control distribution" as defined by applicable securities laws, no unusual effort is made to prepare the market or create a demand for the securities, no extraordinary commission or consideration is paid in respect of the sale and, if the selling securityholder is an insider or officer of the Company or AC/DC, as applicable, such securityholder has no reasonable grounds to believe that the Company or AC/DC, as the case may be, is in default of securities legislation.

See further details under the section entitled "*Certain Securities Law Matters – Canadian Securities Laws*".

United States Securities Law Matters

The AC/DC Shares to be distributed pursuant to the Arrangement will not be registered under the 1933 Act or the securities laws of any state of the United States and will be distributed in reliance upon the exemption from registration provided by Section 3(a)(10) of the 1933 Act and available exemptions from applicable state registration requirements. The AC/DC Shares will generally not be subject to resale restrictions under U.S. federal securities laws for persons who are not affiliates of the Company or AC/DC following the Arrangement or within 90 days prior to the Arrangement.

See further details under the section entitled "*Certain Securities Law Matters – United States Securities Laws*".

Certain Canadian Income Tax Considerations

A summary of certain Canadian federal income tax considerations for Shareholders who participate in the Arrangement is set out under the heading "*Certain Canadian Federal Income Tax Considerations*".

Shareholders should carefully review the tax considerations applicable to them under the Arrangement and are urged to consult their own legal, tax and financial advisors in regards to their particular circumstances.

Certain United States Income Tax Considerations

Shareholders who are resident in, or citizens of, the United States are advised to consult their own tax advisors to determine the particular United States tax consequences to them of the Arrangement in light of their particular situation, as well as any tax consequences that may arise under the laws of any other relevant foreign, state, local, or other taxing jurisdiction. This Circular does not contain a description of the United States tax consequences of the Arrangement or the ownership of AC/DC Shares.

Risk Factors

Shareholders should be aware that there are various known and unknown risk factors in connection with the Arrangement and the ownership of AC/DC Shares following the completion of the Arrangement. Shareholders should carefully consider the risks identified in this Circular and in Schedules "G" and "L" under the headings "*Risk Factors*" and before deciding whether or not to approve the Arrangement Resolution.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. A registered Shareholder (each, a "**Registered Shareholder**") who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person's name in the blank space provided. The completed Proxy should be delivered to Odyssey Trust Company ("**Odyssey**") by 10:00 a.m. (Vancouver time) on April 5, 2024, or prior to 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

(a) signing a proxy with a later date and delivering it at the time and place noted above;

(b) signing and dating a written notice of revocation and delivering it to Odyssey, or by transmitting a revocation by telephonic or electronic means, to Odyssey, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or

(c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The Common Shares represented by Proxy in the form provided to Shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the Registered Shareholder appointing him. If there is no direction by the Registered Shareholder, those Common Shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, Management knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

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 hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only Proxies deposited by Registered Shareholders who appear on the records maintained by the Company's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those Common Shares will, in all likelihood, not be registered in the Shareholder's name. 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 of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their 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 form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Proxy

provided directly to Registered Shareholders by the Company. However, its purpose is limited to instructing the Registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form ("**VIF**"), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote Common Shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both Registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and VIF to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your Common Shares.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 10:00 a.m. (local time in Vancouver, British Columbia) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to Shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to Registered Shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Odyssey, unless specifically stated otherwise.

QUORUM

The articles of the Company provide that quorum for the transaction of business at any meeting of Shareholders is one person who represents by proxy, one or more shareholders, who in the aggregate, hold at least 5% of the issued and

outstanding shares entitled to vote at the meeting. If there is only one shareholder entitled to vote at a meeting of shareholders: (a) the quorum is one person who is, or who represents by proxy, that shareholder; and (b) that shareholder, present in person or by proxy, may constitute the meeting.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended June 30, 2023, together with the auditor's report on those statements and related management's discussion and analysis, will be presented to the Shareholders at the Meeting. A copy of the Company's financial statements may be obtained from the Company's profile at www.sedarplus.ca .

STATEMENT OF EXECUTIVE COMPENSATION

Except where otherwise indicated, the information contained herein is stated as of June 30, 2023.

In this Circular, the following terms have the meanings set out below:

"Chief Executive Officer" or ("**CEO**") means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

"Chief Financial Officer" or ("**CFO**") means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

"Compensation Securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by the Company or its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

"Named Executive Officer" or ("**NEO**") means each of the following individuals:

(a) a CEO;
(b) a CFO;
(c) each of the three (3) most highly compensated executive officers, or the three (3) most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – S*tatement of Executive Compensation-Venture Issuers*, for that financial year; and
(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Based on the foregoing definitions, during the financial year ended June 30, 2023, the Company had four NEOs, namely (i) Tim Fernback, CEO of the Company; (ii) Robert Setter, former CEO of the Company; (iii) Robert Guanzon, CFO of the Company; and (iv) Konstantin Lichtenwald, former CFO of the Company.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following table sets forth a summary of the compensation paid to the Company's NEOs and directors, excluding options and compensation securities, for the two most recently competed financial years ended June 30, 2023 and June 30, 2022.

Table of Compensation Excluding Compensation Securities							
Name and Position	**Year[1]**	**Salary, Consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other Compen-sation ($)**	**Total Compen-sation ($)**
Tim Fernback[2] CEO & Director	2023 2022	$21,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$21,000 Nil
Robert Setter[2] Former CEO & Director	2023 2022	$24,000 $24,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$24,000 $24,000
Robert Guanzon[3] CFO	2023 2022	$28,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$28,000 Nil
Konstantin Lichtenwald[3] Former CFO	2023 2022	$24,000 $51,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$24,000 $51,000
John (“Jay”) Oness Director	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Ali Alizadeh Director	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) Fiscal years ended June 30.
(2) Effective March 28, 2023, Mr. Fernback was appointed President, CEO and Director of the Company and Mr. Setter resigned as the Company’s President and CEO. Mr. Setter remains an active Director.
(3) Effective December 22, 2022, Mr. Guanzon was appointed CFO of the Company and Mr. Lichtenwald resigned as the Company’s CFO.

External Management Companies

During the year ended June 30, 2023, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

Stock Options And Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the year ended June 30, 2023:

Stock Options and Other Compensation Securities							
Name and Position	**Type of compen-sation security**	**Number of compensation securities, number of underlying securities and % of class**	**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 ($)**	**Expiry date**
Tim Fernback CEO & Director	Stock Option[1][2]	1,000,000 (8.93%)	Feb 2’23	$0.05	$0.06	$0.12	Feb 2’28

Stock Options and Other Compensation Securities							
Name and Position	**Type of compen-sation security**	**Number of compensation securities, number of underlying securities and % of class**	**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 ($)**	**Expiry date**
Robert Setter Former CEO & Director	Stock Option[1][2]	250,000 (2.23%)	Feb 2'23	$0.05	$0.06	$0.12	Feb 2'28
Robert Guanzon CFO	Stock Option[1][2]	250,000 (2.23%)	Feb 2'23	$0.05	$0.06	$0.12	Feb 2'28
Konstantin Lichtenwald Former CFO	Stock Option[1][2]	Nil	n/a	n/a	n/a	n/a	n/a
John ("Jay") Oness[3] Director	Stock Option[1][2]	100,000 (0.89%)	Feb 2'23	$0.05	$0.06	$0.12	Feb 2'28
Ali Alizadeh[4] Director	Stock Option[1][2]	100,000 (0.89%)	Feb 2'23	$0.05	$0.06	$0.12	Feb 2'28

(1) Stock options granted during the financial year ended June 30, 2023 are exercisable into the equivalent amount of common shares.

(2) Stock options granted during the financial year ended June 30, 2023 contain no vesting provisions.

(3) As at June 30, 2023, Mr. Oness holds an aggregate of 250,000 stock options exercisable into 250,000 common shares. In addition to the above, 150,000 are exercisable at $0.05 per share and expire September 17, 2025;

(4) As at June 30, 2023, Mr. Alizadeh holds an aggregate of 250,000 stock options exercisable into 250,000 common shares. In addition to the above, 150,000 are exercisable at $0.05 per share and expire September 17, 2025;

The following table provides a summary of all compensation securities exercised by each Named Executive Officer and by each director of the Company during the financial year ended June 30, 2023:

Exercise of Compensation Securities							
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 ($)**	**Total value on exercise date ($)**
Tim Fernback CEO & Director	Stock Option	Nil	N/A	N/A	N/A	Nil	Nil
Robert Setter Former CEO & Director	Stock Option	Nil	N/A	N/A	N/A	Nil	Nil
Robert Guanzon CFO	Stock Option	Nil	N/A	N/A	N/A	Nil	Nil
Konstantin Lichtenwald Former CFO	Stock Option	Nil	N/A	N/A	N/A	Nil	Nil
John ("Jay") Oness Director	Stock Option	Nil	N/A	N/A	N/A	Nil	Nil
Ali Alizadeh Director	Stock Option	Nil	N/A	N/A	N/A	Nil	Nil

STOCK OPTION PLAN SUMMARY

The Company has in place a fixed 20% stock option plan which was last approved by the shareholders at its December 21, 2022 Annual Meeting. The following is a summary of the substantive terms of the Company's current Stock Option Plan (the "Plan").

The Plan is administered by the Board of Directors of the Company, but may be administered by a special committee of Directors if one is appointed by the Board of Directors. The aggregate number of Shares that may be reserved for issuance under the Plan shall not exceed 14,461,830 shares of the issued and outstanding Shares of the Company (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates without being exercised, the number of Common Shares reserved for issuance under that expired or terminated stock option will become available for issuance. The number of Shares subject to an option to a Service Provider shall be determined by the Board of Directors, but no Service Provider shall be granted an option which exceeds the maximum number of shares permitted by the Exchange or any stock exchange on which the Shares are then listed, or other regulatory body having jurisdiction.

The exercise price of the Shares covered by each option shall be determined by the Board of Directors, provided that the exercise price shall not be less than the Discounted Market Price permitted by the Exchange or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

Should the expiry date of an Option fall within a Blackout Period of the Company, such expiry date shall, subject to approval of the Exchange, be automatically extended without any further act or formality to that day which is the tenth (10th) business day after the end of the Blackout Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Plan.

The Plan provides that it is solely within the discretion of the Board, or its Committee if so designated, to determine who should receive stock options and in what amounts, subject to the following conditions:

1. options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death;

2. options may be exercisable for a maximum of ten years from the date of grant (subject to extension where the expiry date falls within a "Blackout Period", as disclosed above);

3. the aggregate number of options together with all other Share Compensation Arrangements granted to any one option holder (including companies wholly owned by that option holder) in a 12-month period must not exceed 5% of the issued shares of the Company, calculated on the date an option is granted to the option holder, unless the Company has obtained Disinterested Shareholder Approval;

4. the aggregate number of options together with all other Share Compensation Arrangements granted to any one consultant in a 12-month period must not exceed 2% of the issued shares of the Company, calculated at the date an option is granted to the consultant;

5. the aggregate number of options granted to all option holders retained to provide Investor Relations Activities (as defined in Exchange Policy 1.1) must not exceed 2% of the issued shares of the Company in any 12-month period, calculated at the date an option is granted to any such option holder;

6. at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares, unless the Company has obtained Disinterested Shareholder Approval;

7. at no time will options together with all other Share Compensation Arrangements be issued which could permit at any time the grant to insiders (as a group), within a 12-month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider, unless the Company has obtained Disinterested Shareholder Approval;

8. options held by an option holder who is a director, employee, consultant or management company employee will expire 90 days after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Company determines is reasonable;

9. in the event of an option holder's death, the option holder's personal representative may exercise any portion of the option holder's vested outstanding options for a period of one (1) year following the option holder's death;

10. options cannot be granted to directors, employees, consultants or management company employees that are not bona fide directors, employees, consultants or management company employees, as the case may be; and

11. options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's Common Shares.

The Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in a schedule attached to the option certificate. Stock options granted to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board, or its Compensation Committee, on a case-by-case basis. Stock options granted to consultants or employees performing Investor Relations Activities, as such term is defined by the Exchange, will vest in stages over 12-months with no more than one-quarter of the Options vesting in any three-month period.

In addition, under the Plan a stock option will expire immediately in the event an Optionee is dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

The price at which an Optionee may purchase a Common Share upon the exercise of an Option will be as set forth in the option certificate issued in respect of such Option and in any event will not be less than the discounted market price of the Company's Common Shares as of the date of the grant of the stock option (the "Grant Date"). The market price of the Company's Common Shares for a particular Grant Date will typically be the closing trading price of the Company's Common Shares on the day immediately preceding the Grant Date, or otherwise in accordance with the terms of the Plan. Discounted market price has the meaning assigned by Policy 1.1 of the TSX Venture Exchange Policies. In addition to any resale restriction under securities laws, if the exercise price of the Option is based on a Discounted Market Price, the Exchange Hold Period will apply to all Common Shares issued under each Option, commencing from the Grant Date. The Exchange Hold Period will also apply to all Common Shares issued under any Option granted to a director, officer or Insider (as such term is defined by the Exchange) of the Company, regardless of whether the Option was granted at market or discounted market price in addition to any resale restrictions under securities laws.

In no case will a stock option be exercisable at a price less than the minimum prescribed by the organized trading facility or the applicable regulatory authorities that would apply to the grant of the stock option in question.

A copy of the Plan is available for review by contacting the Company during normal business hours up to and including the date of the Meeting.

The Company intends to ask the shareholders to approve an amendment to its Plan as described herein. Please see "*Particulars of Matters to be Acted Upon*".

Employment, Consulting and Management Agreements

No material terms of any agreement or arrangement under which compensation was provided during the most recently completed financial year or payable in respect of services provided by directors or a named executive officer that has not been disclosed.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NEO COMPENSATION

Named Executive Officer Compensation

When determining the compensation of the NEOs, the board of directors ("Board of Directors") considers the resources of the Company and the objectives of attracting, motivating and retaining highly skilled and experienced executive officers. The Board of Directors does not have a formal compensation program with set benchmarks, however, the Board of Directors does have an informal program which seeks to reward an executive officer's current and future expected performance and the achievements of corporate milestones and align the interests of executive officers with the interests of the Company's shareholders.

The compensation awarded to, earned by, paid to or payable to each of the NEOs for the most recently completed financial year is set out under the heading, *"Director and Named Executive Officer Compensation"*.

Compensation Review Process

The Board of Directors reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the NEOs.

In establishing levels of remuneration, stock option and bonus grants, the Board of Directors are guided by the following principles:

- compensation is determined on an individual basis by the need to attract and retain talented, qualified and effective executives;
- total compensation is set with reference to the market for similar positions in comparable companies and with reference to the location of employment; and
- the current market and economic environment.

Assessment of Individual Performance

Individual performance in connection with the achievement of corporate milestones and objectives is reviewed by the Board of Directors for all executive officers. While awards are generally tied to performance against quantitative objectives, consideration is also given to an individual's qualitative contribution to the Company. For example, the Board of Directors will evaluate the individual's leadership skills, commitment to the Company's shareholders, innovation and teamwork.

Elements of Executive Compensation

There are two main elements of direct compensation, namely base salary and equity participation through the Company's stock option plan (the "*Stock Option Plan*").

Base Salary

The base fee or salary for each NEO is determined by an assessment by the Board of Directors of such NEOs performance, a consideration of competitive compensation levels in companies similar to the Company and review of the performance of the Company as a whole.

Equity Participation

In the Company's view, encouraging its executive officers and employees to become shareholders of the Company is the best way to align their interests with those of the Company's shareholders. Equity participation is accomplished through the Stock Option Plan.

The Board of Directors reviews the performance of the Company's management and advisors from time to time, and recommends option based awards as appropriate, taking into consideration factors such as individual performance and the overall performance of the Company.

Director Compensation

There are no arrangements under which directors of the Company, who were not NEOs, were compensated by the Company or its subsidiaries during the Company's most recently completed fiscal year-end for their services in their capacity as directors or consultants of the Company. Directors are entitled to receive stock options based on the level of participation of each director of the Company as determined by the Board.

Pension Disclosure

As at the fiscal year ended June 30, 2023, the Company did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares. As at March 5, 2024, the Record Date, the Company had **188,280,795** Common Shares issued and outstanding. There are no other shares issued or outstanding of any other class. The Common Shares are the only shares entitled to be voted at the Meeting, and holders of Common Shares as of the Record Date are entitled to one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Company, no person, firm or Company beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Company as at the Record Date.

ELECTION OF DIRECTORS

The directors of the Company are elected annually by the Shareholders and hold office until the next annual general meeting of the Shareholders or until their successors are elected or appointed. The management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the management of the Company will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

The number of directors on the Board is currently set at four. Shareholders will be asked at the Meeting to pass an ordinary resolution to set the number of directors for the ensuing year at four.

Advance Notice Provisions

Pursuant to Article 14.12 of the Company's Articles, any additional director nominations for an annual general meeting must be received by the Company, not less than 30, nor more than 65 days prior to the date of the Meeting. As no nominations were received by March 7, 2024, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names, province or state and country of residence of the nominees for election as directors, the offices they hold within the Company, their principal occupations, business or employment within the five preceding years, the period or periods of time during which each director has served as a director of the Company, and the number of Common Shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular:

Name, province or state and country of residence and positions, current and former, if any, held in the Company	Principal occupation for last five years	Served as director since	Number of common shares beneficially owned, directly or indirectly, or controlled or directed at present[(1)]
Tim Fernback[(2)] President, CEO & Director British Columbia, Canada	President of TCF Ventures Corp., a private company providing financial advisory services to public and private companies.	March 28, 2022	3,000,000
Robert Setter Director & former President & CEO British Columbia, Canada	Self-employed writer and consultant, 2011 to present; former President & CEO of the Company April, 2020 to March, 2022.	April 9, 2020	Nil
John Oness[(2)] Director British Columbia, Canada	Vice President Corporate Development of Sothern Silver Exploration Corp., Equity Metals Corporation and Manex Group.	December 15, 2011	8,100
Ali Alizadeh[(2)] Director British Columbia, Canada	Consultant Senior Geologist, Consultant Senior Geochemist, President and COO of CDN Resource Laboratories	October 15, 2013	Nil

Notes:

(1) The information as to Common Shares beneficially owned or controlled has been provided by the directors themselves.

(2) Members of the Audit Committee.

The Company does not have an executive committee of its Board. No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company except the directors and executive officers of the Company acting solely in such capacity.

Information Regarding Management's Nominees for Election to the Board

The following biographical information about the nominees for election to the Board has been supplied by the directors:

Tim Fernback, Director, Chief Executive Officer and President

Mr. Fernback brings over 30 years of experience in financing public and private companies in Canada. Mr. Fernback obtained a Bachelor of Science, Honours (B.Sc.) from McMaster University in Hamilton, Ontario and a Master of Business Administration (MBA) with a concentration in Finance from the University of British Columbia. Mr. Fernback holds a Certified Professional Accounting (CPA, CMA) designation in Canada and is currently director of several publicly traded companies in Canada.

Robert Setter, Director

Mr. Setter is the former Senior Financial Editor for Report on Mining and has been consulting with publicly trading companies for over a decade. In addition he holds a degree in Economics from UBC. Since 2000 he has held several key positions including Research Manager, Corporate Research and Analytics and has been involved in the launch of dozens of new enterprises assisting with financing, cash flow forecasting, strategic client acquisition and planning. Mr. Setter brings over two decades of business development, marketing and resource experience to the Company.

John ("Jay") Oness, Director

Mr. Oness has extensive experience in all aspects of corporate management with particular strengths in strategic planning, business development & investor relations for public companies. He has served as a Director, senior executive and consultant to public companies in resource and non-resource sectors over a successful 20 year career. He is currently Vice President Corporate Development of Southern Silver Exploration Corp., Equity Metals Corporation and Manex Group.

Ali Alizadeh, Director

Mr. Alizadeh is a senior geologist possessing extensive experience in mineral exploration & project management. He graduated with a Geology degree in 1991 a M.Sc. in Petrology in 1995 and an MBA at Queen's University in 2010. Building on his experiences as Project Geologist & Project Manager, Ali has been responsible for a number of Uranium, Gold and Base Metal projects during his exploration career with various exploration companies. Ali is a member of the Association of Professional Engineers and Geoscientists of British Columbia.

Corporate Cease Trade Orders, Bankruptcies, Penalties and Sanctions

No director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

(a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

(b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of 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; or

(c) 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.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-101 - *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators requires the Company to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

Board of Directors

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory

role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting Shareholders' interests and ensuring that the incentives of the Shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without Board approval on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board is responsible for selecting the President and CEO, and senior management and for monitoring their performance.

The Board is currently comprised of four directors being Tim Fernback, Robert Setter, John ("Jay") Oness and Ali Alizadeh. Except for Tim Fernback and Robert Setter, the Board considers all of the current directors to be "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than interests and relationships arising from shareholding. Mr. Fernback is not considered to be independent, due to his role as the President and CEO of the Company. Mr. Setter is not considered to be independent due to his former role as the President and CEO of the Company being within the last three years of the date herein.

Directorships

Certain of the current directors are presently a director of one or more other reporting issuers, as follows:

Director		Other Issuer
Tim Fernback		Fuse Battery Metals Inc. Apogee Minerals Ltd. Koryx Copper Inc. (formerly Deep-South Resources Inc.) Temas Resources Corp.
Robert Setter		Fuse Battery Metals Inc.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors, officers and employees and by reviewing the Company's corporate records and corporate governance policies. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board. The Board will continue to look at outside sources to strengthen their skills. Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars.

Ethical Business Conduct

The Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board 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 Shareholders.

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

Other Board Committees

The Company currently has one standing Committee, the Audit Committee.

Assessments

The Board has not, as yet, adopted any formal procedures for regularly assessing the effectiveness of the Board, its committees or individual directors with respect to their effectiveness and contributions. Nevertheless, their effectiveness is subjectively measured on an ongoing basis by each director based on their assessment of the performance of the Board, its committees or the individual directors compared to their expectation of performance. In doing so, the contributions of an individual director are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

AUDIT COMMITTEE

The audit committee of the Board (the "**Audit Committee**") is principally responsible for:

(a) recommending to the Board the external auditor to be nominated for election by the Company's shareholders at each annual general meeting and negotiating the compensation of such external auditor;

(b) overseeing the work of the external auditor;

(c) reviewing the Company's annual and interim financial statements, management discussion and analysis and press releases regarding earnings before they are reviewed and approved by the Board and publicly disseminated by the Company; and

(d) reviewing the Company's financial reporting procedures and internal controls to ensure adequate procedures are in place for the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph.

The Audit Committee's Charter

The Board has adopted a Charter for the Audit Committee which sets out the Committee's mandate, organization, powers and responsibilities. The complete Charter is attached as Schedule "A" to this Circular.

Composition of the Audit Committee

The Audit Committee is currently comprised of Tim Fernback (Chairman of the Audit Committee), John Oness and Ali Alizadeh, who are financially literate in accordance with Section 1.6 of NI 52-110 which states that an individual is financially literate if he or she has the ability to read and understand a set of financial statements that presents a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.. Tim Fernback is not considered to be an independent within the meaning of NI 52-110 as he is the President and CEO of the Company. John Oness and Ali Alizadeh are independent within the meaning of NI 52-110.

The following table sets out the names of the members of the Audit Committee and whether they are "independent" and "financially literate".

Name of Member or Proposed	Independent[1]	Financially Literate[2]
John Oness	Yes	Yes
Ali Alizadeh	Yes	Yes
Tim Fernback	No	Yes

Notes:

(1) To be considered to be independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

All of the members of the Audit Committee are experienced businessmen with a background and experience in financial matters; each has a broad understanding of the accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor. In addition, each member of the Audit Committee has knowledge of the role of an audit committee in the realm of reporting companies. Following are the biographies of members of the Audit Committees:

Tim Fernback

Mr. Fernback brings over 30 years of experience in financing public and private companies in Canada. Mr. Fernback obtained a Bachelor of Science, Honours (B.Sc.) from McMaster University in Hamilton, Ontario and a Master of Business Administration (MBA) with a concentration in Finance from the University of British Columbia. Mr. Fernback holds a Certified Professional Accounting (CPA, CMA) designation in Canada and is currently director of several publicly traded companies in Canada.

John ("Jay") Oness

Mr. Oness has extensive expertise in all aspects of corporate management with strengths in strategic planning, business development and investor relations for public companies. He has served as a director, executive and consultant to public companies in the resource and non-resource fields over a 20 year career. He is currently Vice President Corporate Development of Southern Silver Exploration Corp., Equity Metals Corporation and Manex Group.

Ali Alizadeh

Mr. Alizadeh is a senior geologist who possess extensive experience in mineral exploration. He graduated in 1991 and completed his M.Sc. in Petrology in 1995. In 2010 he also completed his MBA at Queen's University. He is a member of the Associated of Professional Engineers and Geoscientists of British Columbia.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

(a) the exemption in section 2.4 (*De Minimis Non-Audit Services*) of NI 52-110, which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company;

(b) the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*) of NI 52-110;

(c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110;

(d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or

(e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts "venture issuers" from the requirement to have an audit committee comprised on entirely independent members.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services which are detailed as to the particular service. The Audit Committee is informed of each non-audit service and the procedures do not include delegation of the Audit Committee's responsibilities to management.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees[1]	Audit Related Fees[2]	Tax Fees[3]	All Other Fees[4]
June 30, 2022	$29,000	n/a	n/a	n/a
June 30, 2023	$34,329	n/a	$3,000	n/a

Notes:

(1) The aggregate fees billed by the Company's auditor for audit fees.
(2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
(3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice, and tax planning.
(4) The aggregate fees billed for professional services other than those listed in the other three columns. These fees were related to tax advisory services in connection with the Company's subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or who at any time during the last financial year was a director or executive officer or employee of the Company, a proposed nominee for election as a director of the Company or an associate of any such director, officer or proposed nominee is, or at any time since the beginning of the last completed financial year has been, indebted to the Company or any of its subsidiaries and no indebtedness of any such individual to another entity is, or has at any time since the beginning of such year, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at June 30, 2023:

Plan Category		Number of shares issuable upon exercise of outstanding options, warrants and rights[(1)]		Weighted average exercise price of outstanding options, warrants and rights		Number of shares remaining available for issuance under equity compensation plans [(2)]
Equity compensation plans **approved** by shareholders		14,250,000		$0.05		211,830
Equity compensation plans **not approved** by shareholders		n/a		n/a		n/a
Total		14,250,000		$0.05		211,830

Notes:

(1) Assuming outstanding options, warrants and rights are fully vested.

(2) Excluding the number of shares issuable upon exercise of outstanding options, warrants and rights shown in the second column.

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

Other than as disclosed in this Circular, no director or executive officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the confirmation of the Stock Option Plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, none of the persons who were directors or executive officers of the Company or a subsidiary, at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or corporation who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding Common Shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass a resolution appointing Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, ("**DMCL**") of Suite 1500 - 1140 West Pender Street, Vancouver, British Columbia, V6C 3S7 as the auditor of the Company, to hold office until the next annual meeting of shareholders and to authorize the Board to fix the remuneration to be paid to DMCL.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. Auditor's Report, Financial Statements and MD&A

The Board has approved the financial statements of the Company, the auditor's report thereon, and the MD&A for the years ended June 30, 2023 and June 30, 2022 all of which will be tabled at the Meeting. No approval or other action needs to be taken at the Meeting in respect of these documents.

2. Appointment and Remuneration of Auditor

The firm of DMCL, Chartered Professional Accountants, of Suite 1500 - 1140 West Pender Street, Vancouver, British Columbia, V6C 3S7, is currently the auditor of the Company. **Unless otherwise directed, it is the intention of the management designees to vote the Proxies in favour of an ordinary resolution to appoint the firm of DMCL, Professional Chartered Accountants, as the auditor of the Company for the ensuing year and authorize the Board to determine and approve the remuneration to be paid to DMCL.**

3. Set Number of Directors to be Elected

At the Meeting, it will be proposed that four directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxyholder, to vote in favour of the ordinary resolution setting the number of directors to be elected at four.**

4. Election of Directors

The Company is nominating four directors for election, all of whom are current directors of the Company. Please see "*Election of Directors*" for a summary table setting forth each of the persons proposed to be nominated for election as a director, all positions and offices in the Company presently held by such nominee, the nominee's province or state and country of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number of Common Shares of the Company that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Record Date.

Unless otherwise directed, the management proxyholder, will vote for the election of the persons named in this Circular. Management does not contemplate that any of such nominees will be unable to serve as directors. Each director elected will hold office until the next annual general meeting of shareholders or until their successor is duly elected, unless their office is earlier vacated in accordance with the Articles of the Company or the provisions of the corporate law to which the Company is subject.

5. Approval of the Company's Amendment to the Stock Option Plan

The Company has in place a fixed 20% stock option plan which was last approved by the shareholders at its December 21, 2022 Annual General and Special Meeting. The Company proposes to amend its Plan to reserve up to a total of 37,656,159 common shares, being 20% of the current issued and outstanding shares of the Company. All other terms of the Plan remain unchanged. For a summary of the Plan, please see *"Stock Option Plan Summary"* above or for a complete copy of the Plan, please contact the Company.

At the Meeting, the shareholders of the Company will be asked to approve the following resolutions:

"**BE IT RESOLVED** that:

1. the Company's Amended Plan be and it is hereby ratified and approved;

2. the Board of Directors of the Company be authorized to grant options under and subject to the terms and conditions of the Amended Plan, which may be exercised to purchase up to an aggregate of 37,656,159 common shares, being 20% of the issued and outstanding common shares of the Company; and

3. the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions."

Management of the Company recommends that shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the shareholders appointing them.

6. The Arrangement

Shareholders will be asked to approve the Arrangement Resolution, the full text of which is annexed as Schedule "B" to this Circular. Please see "*The Arrangement*" for details below relating to the Arrangement. **Management of the Company recommends that shareholders vote in favour of the Arrangement Resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the Arrangement Resolution at the Meeting unless otherwise directed by the shareholders appointing them.**

7. Appointment and Remuneration of AC/DC Auditor

The firm of Shim & Associates LLP, Chartered Professional Accountants, of Suite 900 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, is currently the auditor of AC/DC. Subject to approval of the Arrangement Resolution, Shareholders will be asked to vote for the re-appointment of Shim & Associates, Chartered Professional Accountants, of Vancouver, British Columbia as AC/DC's auditors to hold office until the next annual general meeting of the shareholders, and to authorize the Board of Directors to fix their remuneration. **Management recommends that shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the shareholders appointing them.**

8. Approval of AC/DC Stock Option Plan

Subject to the approval of the Arrangement Resolution, Shareholders will be asked to adopt the resolution set out below ratifying and approving the AC/DC Stock Option Plan (the "AC/DC Option Plan"). The details of the AC/DC Option Plan are set out in Schedule "K" attached to this Circular.

At the Meeting, the shareholders of the Company will be asked to approve the following resolution:

"**BE IT RESOLVED** that:

1. Subject to the completion of the arrangement involving Grid Battery Metals Inc. (the "Company") and AC/DC Battery Metals Inc. ("AC/DC") and the private placement, as described in the Circular dated March 7, 2024, the stock option plan of AC/DC (the "AC/DC Option Plan") as described in Schedule "K", be and it is hereby ratified and approved on behalf of AC/DC and AC/DC shareholders as the stock option plan for AC/DC, subject to regulatory approval;

2. the Board of Directors of AC/DC be authorized to grant options under and subject to the terms and conditions of the AC/DC Option Plan, which may be exercised to purchase up to an aggregate of 10% of the issued and outstanding common shares of AC/DC; and

3. the Board of Directors of AC/DC be and is hereby authorized, without further shareholder approval, to make such changes to the AC/DC Option Plan as may be required or approved by the regulatory authorities.

Management recommends that shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the shareholders appointing them.

9. Approval of AC/DC Private Placement

Background

AC/DC will require working capital in order to fund exploration expenses, costs associated with AC/DC's listing application for the TSX-V and funds for general and administrative expenses, in order to satisfy TSX-V initial listing requirements.

Management of AC/DC intends to complete a non-brokered private placement of up to $2,000,000 (the "**AC/DC Private Placement**") through the issuance of up to 40,000,000 AC/DC Units at a price of $0.05 per unit (each, an "**AC/DC Unit**"). Each AC/DC Unit will be comprised of one AC/DC Share and one AC/DC Warrant. Each AC/DC

Warrant will be exercisable into one AC/DC Share at an exercise price of $0.06 for a period of five (5) years from the closing of the AC/DC Private Placement.

The closing of the AC/DC Private Placement is subject to the Company completing the Arrangement and having obtained all required regulatory approvals and consents, including the acceptance of the TSX-V.

Notwithstanding the above, the Company reserves the right to effect the AC/DC Private Placement at such higher prices as are acceptable to the TSX-V.

The Company may pay finder's fees in connection with the AC/DC Private Placement in accordance with the policies of the TSX-V.

Shareholder Approval at the Meeting

At the Meeting, Shareholders, excluding the insiders of the Company, will be asked to consider, and if thought advisable, to approve the Offering by means of an ordinary resolution in the following form:

RESOLVED THAT[(1)]:

1. The AC/DC Private Placement of Units (as detailed in the Circular of the Company dated March 7, 2024 or at such higher prices as the Company may determine and are acceptable to the TSX Venture Exchange) so as to raise up to $2,000,000 be and is hereby approved.

2. Any director or officer of the Company is hereby authorized and directed for and on behalf of the Company, to execute all such documents and do all such further acts and things as shall be deemed necessary or desirable in connection with the foregoing resolution.

(1) For the purposes of the AC/DC Private Placement resolution 3,758,100 Common Shares belonging to insiders of the Company will not be counted towards the vote, but may be counted for the purposes of determining whether a quorum is present at the Meeting.

The AC/DC Private Placement resolution must be approved by at least a majority of the votes cast by the disinterested shareholders present in person or represented by proxy at the Meeting. The Board recommends that shareholders vote in favour of the AC/DC Private Placement. Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR approval of the AC/DC Private Placement.

THE ARRANGEMENT

The purpose of the Arrangement is to reorganize the Company and its assets and operations into two separate public companies: the Company and AC/DC. Upon the Arrangement becoming effective, Shareholders of record as of the close of business on the Distribution Record Date will become shareholders in both companies and will receive 0.05 of an AC/DC Share for each Common Share held by such Shareholder on such date. AC/DC intends to apply to have the AC/DC Shares listed on the TSX-V.

On September 28, 2023, the Board announced the proposed Arrangement to separate the Nevada Assets from the Canadian Assets in an effort to maximize shareholder value. AC/DC has entered into an agreement to purchase the Canadian Assets, subject to, among other things, completion of the Arrangement. Upon completion of the Arrangement, the Company will continue to hold its interest in the Nevada Assets and AC/DC will hold the Canadian Assets. Concurrently with the Arrangement, AC/DC will complete the AC/DC Private Placement.

Reasons for the Arrangement

The Board believes that the separation of the Nevada Assets from the Canadian Assets into two separate publicly-traded companies will provide a number of benefits to the Company, AC/DC and the Shareholders, including:

(a) providing Shareholders with enhanced value by creating a company focused on the development of the Nevada Assets and a company focused on the development of the Canadian Assets;

(b) providing Shareholders with 100% ownership of the Company at the closing of the Arrangement;

(c) providing each company with a sharper business focus, enabling them to pursue independent business and financing strategies best suited to their respective business plans;

(d) enabling investors, analysts and other stakeholders or potential stakeholders to more accurately compare and evaluate each company;

(e) enabling each company to pursue independent growth and capital allocation strategies;

(f) allowing each company to be led by experienced executives and directors who have experience in each company's respective resource sector; and

(g) allowing the reorganization to occur on a tax-deferred basis for Shareholders resident in Canada who hold their Common Shares as capital property.

Recommendation of the Board

The Board approved the Arrangement and recommended and authorized the submission of the Arrangement to the Shareholders and the Court for approval. **The Board has concluded that the Arrangement is in the best interests of the Company and its Shareholders and recommends that Shareholders vote FOR the Arrangement Resolution proposed to be passed at the Meeting.**

In reaching this conclusion, the Board considered, among other things, the benefits to the Company and its Shareholders, as well as the financial position, opportunities and outlook for the future potential and operating performance of the Company and AC/DC, respectively.

Fairness of the Arrangement

The Arrangement was determined to be fair to the Shareholders by the Board based upon the following factors, among others:

(a) the procedures by which the Arrangement will be approved, including the requirement for at least 66⅔% Shareholder approval at the Meeting and approval by the Court after a hearing at which fairness will be considered;

(b) each Shareholder, as at the Effective Time, will participate in the Arrangement such that each Shareholder, upon completion of the Arrangement will continue to hold the same proportionate interest in the Company;

(c) the proposed listing of the AC/DC Shares on the TSX-V and the continued listing of the Common Shares on the TSX-V; and

(d) the opportunity for Registered Shareholders who are opposed to the Arrangement, upon compliance with certain conditions, to exercise Dissent Rights in accordance with the Dissent Procedures.

Details of the Arrangement

The following description is qualified in its entirety by reference to the full text of the Plan of Arrangement, a copy of which is attached as Exhibit "A" to the Arrangement Agreement attached as Schedule "C" to this Circular and the Amending Agreement to Arrangement Agreement attached as Schedule "C-1". Shareholders are urged to carefully read the Plan of Arrangement in its entirety.

At the Effective Time and pursuant to the Plan of Arrangement, the following transactions, among others, will occur and will be deemed to occur sequentially in the following order:

(a) each Common Share in respect of which Dissent Rights are validly exercised and for which the Dissenting Shareholder is ultimately entitled to be paid fair market value shall be repurchased by

the Company for cancellation in consideration for a debt-claim against the Company to be paid the fair value of such Common Share in accordance with the Plan of Arrangement;

(b) each Common Share will receive 0.05 of one AC/DC Share (provided that, while each Shareholder's fractional AC/DC Shares will be combined, no fractional shares shall be issued and no compensation will be received in lieu thereof), and the holders of Common Shares shall be added to AC/DC's central securities register as the holder of such number of AC/DC Shares;

(c) the aggregate PUC of the Common Shares will be equal to that of the Common Shares immediately prior to the Effective Time less the fair market value of the AC/DC Shares distributed pursuant to the Plan of Arrangement; and

Upon completion of the Arrangement, the only subsidiary of the Company will be Grid Battery Metals USA Inc. and AC/DC will have no subsidiaries.

Authority of the Board

By passing the Arrangement Resolution, the Shareholders will also be giving authority to the Board to use its judgment to proceed with and cause AC/DC to complete the Arrangement or to abandon the Arrangement without any requirement to seek or obtain any further approval of the Shareholders.

The Arrangement Resolution also provides that the terms of the Plan of the Arrangement may be amended by the Board before or after the Meeting without further notice to Shareholders, unless directed by the Court. Although the Board has no current intention to amend the terms of the Plan of Arrangement, it is possible that the Board may determine that certain amendments are appropriate, necessary or desirable.

Conditions to the Arrangement

The Arrangement Agreement provides that the consummation of the Arrangement will be subject to the fulfilment or waiver of certain conditions, including the following:

(a) the Interim Order shall not have been set aside or modified in a manner unacceptable to the Company or AC/DC, acting reasonably, on appeal or otherwise;

(b) the Arrangement Resolution shall have been approved by the requisite majority of Shareholders at the Meeting;

(c) the Court shall have determined that the Arrangement is procedurally and substantively fair to Shareholders;

(d) the Final Order shall have been obtained in form and substance satisfactory to each of the Company and AC/DC, acting reasonably;

(e) the TSX-V will have conditionally approved the Arrangement;

(f) all other consents, orders, regulations and approvals, including regulatory and judicial approvals and orders, required, necessary or desirable for the completion of the Arrangement will have been obtained or received, each in form acceptable for the Company and AC/DC;

(g) there shall not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by the Plan of Arrangement;

(h) Shareholders shall not have exercised Dissent Rights with respect to greater than 5% of the outstanding Common Shares; and

(i) the Arrangement Agreement will not have been terminated as provided for therein.

If any of the conditions set forth in the Arrangement Agreement are not fulfilled or performed, on or prior to the Effective Time, the Company may terminate the Arrangement Agreement or waive, in its discretion, the

applicable condition in whole or in part. As soon as practicable after the fulfilment (or waiver) of the conditions contained in the Arrangement Agreement, the Board intends to cause a copy of the Final Order to be filed with the Registrar under the BCBCA, together with such other material as may be required by the Registrar in order that the Arrangement will become effective.

Management of the Company expects that any material consents, orders and approvals required for the completion of the arrangement will be obtained prior to the Effective Date in the ordinary course upon application therefor.

Court Approval of the Arrangement

The Arrangement requires the approval of the Court. Prior to mailing this Circular, the Company obtained the Interim Order authorizing the calling and holding of the Meeting and providing for certain other procedural matters. The Interim Order is attached as Schedule "D". The Notice of Hearing for the Final Order is attached as Schedule "E".

Assuming approval of the Arrangement Resolution by the Shareholders at the Meeting, the hearing for the final Order is scheduled to take place at 9:45 a.m. (Vancouver time) on or about April 11, 2024 at the Law Courts, 800 Smithe Street, Vancouver, British Columbia, or as soon thereafter as counsel may be heard. At this hearing, any securityholder or other interest party who wishes to participate or to be represented or present evidence or argument may do so, subject to filing an appearance and satisfying certain other requirements.

The Court has broad discretion under the BCBCA when making orders in respect of arrangements, and the Court may approve the Arrangement as proposed or as amended in any manner the Court may direct, subject to compliance with such terms and conditions, if any, as the Court thinks appropriate. The Court, in hearing the application for the Final Order, will consider, among other things, the fairness of the terms and conditions of the Arrangement to Shareholders. The Court will be advised prior to the hearing for the Final Order that if the terms and conditions of the Arrangement are approved by the Court, such approval will be relied upon in seeking an exemption from the registration requirements of the 1933 Act, pursuant to Section 3(a)(10) thereof, with respect to the offer and sale of the securities to be issued or distributed pursuant to the Arrangement.

Shareholder Approval of the Arrangement

Subject to any further order(s) of the Court, the Arrangement must be approved by at least 66⅔% of the votes cast by Shareholders present, in person or by proxy, and entitled to vote at the Meeting. Notwithstanding the foregoing, the Arrangement Resolution authorizes the Board, without further notice to or approval of the Shareholders and subject to the terms of the Arrangement Agreement, to amend the Plan of Arrangement or to decide not to proceed with the Arrangement at any time prior to the Effective Time.

In the absence of any instruction to the contrary, the Common Shares represented by proxies appointing the management designees named in the form of proxy will be voted in favour of the Arrangement Resolution.

Proposed Timetable for the Arrangement

The anticipated timetable for the completion of the Arrangement and the key dates proposed are as follows:

Annual and special meeting:	April 9, 2024
Final Court approval:	April 11, 2024
Distribution Record Date:	Late April, 2024
Effective Date:	Late April, 2024

Notice of the actual Distribution Record Date and Effective Date will be made through one or more news releases issued by the Company. The Board will determine each of the Distribution Record Date and Effective Date upon satisfaction or waiver of the conditions to the Arrangement.

The above dates may be amended if all of the conditions to the completion of the Arrangement are not met by late April, 2024.

Expenses of the Arrangement

The costs relating to the Arrangement, including, without limitation, financial advisory, accounting and legal fees, will be borne by the Company.

Risk Factors Relating to the Arrangement

The following risk factors should be considered by Shareholders in evaluating whether to approve the Arrangement. These risk factors should be considered in conjunction with the other information included in this Circular and the risk factors disclosed under the heading "*Risk Factors*" in Schedules "G" and "L".

Termination of the Arrangement Agreement or Failure to Obtain Required Approvals

Each the Company and AC/DC has the right to terminate the Arrangement Agreement in certain circumstances. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Arrangement Agreement will not be terminated before the completion of the Arrangement. In addition, the completion of the Arrangement is subject to a number of conditions, certain of which are outside the control of the Company, including Shareholders approving the Arrangement and required regulatory approvals, including of the Court and the TSX-V, being obtained. There is no certainty, nor can the Company provide any assurance, that these conditions will be satisfied. If for any reason the Arrangement is not completed, the market price of Common Shares may be adversely affected and Shareholders will lose the prospective benefits of the Arrangement. Moreover, if the Arrangement Agreement is terminated, there is no assurance that the Company will pursue or be able to complete an alternative transaction to spin-out or realize the value of its Canadian Assets, and Shareholders will continue to be subject to the risk factors of both the Company and AC/DC as disclosed in this Circular.

Income Tax

The Arrangement may give rise to adverse tax consequences to Shareholders, and each Shareholder is urged to consult with his, her or its own tax advisor. See "*Material Income Tax Considerations*".

Costs of the Arrangement

There are certain costs related to the Arrangement, such as legal and accounting fees incurred, that must be paid even if the Arrangement is not completed.

Pro-forma Financial Statements

The pro-forma financial statements attached to this Circular and information derived therefrom contained in this Circular are presented for illustrative purposes only and may not be an indication of the Company's or AC/DC's financial condition following the Arrangement for several reasons. For example, such pro-forma financial statements have been derived from the historical financial statements of the Company and certain assumptions have been made. The information upon which these assumptions have been made is historical, preliminary and subject to change. Moreover, the pro-forma financial statements do not reflect all costs that are expected to be incurred by the Company and/or AC/DC in connection with the Arrangement. In addition, the assumptions used in preparing the pro-forma financial statements may not prove to be accurate.

Exercise of Dissent Rights

Registered Shareholders have the right to exercise Dissent Rights and demand payment equal to the fair value of their Common Shares in cash. If Dissent Rights are exercised in respect of a significant number of Common Shares, a substantial cash payment may be required to be made to such Shareholders, which could have an adverse effect on the Company's financial condition and cash resources. The Company may elect, in its sole discretion, not to complete the Arrangement if a significant number of Shareholders exercise Dissent Rights.

DISSENT RIGHTS

If you are a Registered Shareholder, you are entitled to exercise Dissent Rights from the Arrangement Resolution by strictly following and adhering to the procedures in Division 2 of Part 8 of the BCBCA, as the same may be modified by the Plan of Arrangement, the Interim Order and the Final Order (collectively, the "**Dissent Procedures**").

Any Registered Shareholder is ultimately entitled to be paid the fair value of their Common Shares if such Registered Shareholder duly dissents in respect of the Arrangement in strict accordance with the Dissent Procedures provided that the Arrangement becomes effective. A Registered Shareholder is not entitled to dissent with respect to such holder's Common Shares if such Registered Shareholder votes any of those Common Shares in favour of the Arrangement Resolution. A Dissenting Shareholder ceases to have any rights as a Shareholder, other than the right to be paid the fair value of such holder's Common Shares, and the Common Shares held by such Dissenting Shareholder will be deemed to be repurchased by the Company in accordance with the terms of the Plan of Arrangement.

A brief summary of the Dissent Procedures is set out below. A Registered Shareholder's failure to follow exactly the Dissent Procedures will result in the loss of such Registered Shareholder's Dissent Rights. If you are a Registered Shareholder and wish to dissent, you should obtain your own legal advice and carefully read the provisions of Division 2 of Part 8 of the BCBCA, the Plan of Arrangement and the Interim Order which are attached at Schedules "F", "C" and "D" respectively. The Court, upon hearing the application for the Final Order, has the discretion to alter the Dissent Procedures described herein based on the evidence presented at such hearing.

A Registered Shareholder wishing to dissent must send a written notice of dissent (a "**Dissent Notice**") contemplated by Section 242 of the BCBCA which must be received by the Company, in the manner set out below, not later than 10:00 a.m. (Vancouver time) on the business day that is at least two business days before the date of the Meeting. All notices of dissent to the Arrangement pursuant to Section 242 of the BCBCA should be delivered by mail or hand delivery to Grid Battery Metals Inc., 3028 Quadra Court, Coquitlam, BC V3B 5X6 (Attention: Chief Executive Officer). A vote against the Arrangement Resolution, an abstention, or the execution of a proxy to vote against the Arrangement Resolution, does not constitute a Dissent Notice.

Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other Intermediary who wish to dissent should be aware that only Registered Shareholders are entitled to exercise Dissent Rights. Accordingly, a Non-Registered Shareholder desiring to exercise Dissent Rights must make arrangements for the Common Shares beneficially owned by such Shareholder to be registered in his, her or its name prior to the time the Dissent Notice is required to be received or, alternatively, make arrangements for the Registered Shareholder to exercise Dissent Rights on the beneficial holder's behalf.

After the Arrangement Resolution is approved by Shareholders and within one month after the Company notifies the dissenting Registered Shareholder of the Company's intention to act upon the Arrangement Resolution pursuant to Section 243 of the BCBCA, the dissenting Registered Shareholder must, pursuant to Section 244(1) of the BCBCA, send to the Company a written notice that such holder requires the purchase of all of the Common Shares in respect of which such holder has given notice of dissent, together with the share certificate or certificates representing those Common Shares (including a written statement prepared in accordance with Subsection 244(1)(c) of the BCBCA if the dissent is being exercised by the Registered Shareholder on behalf of a Beneficial Shareholder). Any dissenting Registered Shareholder who has duly complied with Section 244(1) of the BCBCA and the Company may agree on the amount of the fair value of the Dissent Shares calculated immediately before the passing of the Arrangement Resolution, or, if there is no such agreement, either such dissenting Registered Shareholder or the Company may apply to the Court (although the Company is under no obligation to do so), and the Court may determine the fair value of the Dissent Shares calculated immediately before the passing of the Arrangement Resolution and make consequential orders and give directions as the Court considers appropriate. Promptly after the determination of the fair value of such Dissent Shares, such amount shall be paid out to the dissenting Registered Shareholder in cash by the Company. Failure to comply strictly with and adhere to the Dissent Procedures may result in the loss of all rights thereunder. A dissenting Registered Shareholder who does not strictly comply with the Dissent Procedures or, for any other reason, is not entitled to be paid fair value for his, her or its Dissent Shares will be deemed to have participated in the Arrangement on the same basis as non-dissenting Shareholders.

The Arrangement Agreement provides that, unless otherwise waived, it is a condition to the obligations of the Company and AC/DC to complete the Arrangement that, on or before the Effective Date, holders of not more than an aggregate of 5% of the issued and outstanding Common Shares shall have exercised Dissent Rights. If the number of outstanding Common Shares in respect of which Dissent Rights have been exercised exceeds 5%, the Arrangement will not proceed unless the Company waives such condition.

The above is only a summary of the Dissent Procedures which are technical and complex. If you are a Registered Shareholder and wish to exercise your Dissent Rights, you should seek your own legal advice as failure to strictly comply with the Dissent Procedures, will result in the loss of your Dissent Rights. For a general summary of certain income tax implications to a Dissenting Shareholder, see "*Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Dissenting Resident Holders*" and "*Certain Canadian Federal Income Tax Considerations – Holders Not Resident in Canada – Dissenting Non-Resident Holders*". Registered Shareholders considering exercising Dissent Rights should also seek the advice of their own tax, legal and financial advisors.

CERTAIN SECURITIES LAW MATTERS

Canada Securities Laws

The following discussion is only a general overview of certain requirements of Canadian securities laws applicable to trades in securities of the Company or AC/DC. All holders of securities are urged to consult with their own legal counsel to ensure that any resale of their securities of the Company or AC/DC complies with applicable securities legislation.

The securities of the Company and AC/DC to be issued pursuant to the Arrangement will be issued in reliance on exemptions from prospectus requirements of applicable Canadian securities laws. In accordance with the applicable securities legislation, the AC/DC Shares may be resold without restriction, subject to the conditions that no unusual effort is made to prepare the market for the resale or create a demand for the shares and no extraordinary commission or consideration is paid in respect of the resale and to customary restrictions applicable to distributions of securities held by control persons and persons in "special relationships" to the relevant company.

United States Securities Laws

The AC/DC Shares to be issued pursuant to the Arrangement will not be registered under the 1933 Act or the securities laws of any state of the United States, and will be distributed in reliance upon the exemption from registration under the 1933 Act provided by Section 3(a)(10) thereof and available exemptions from applicable state registration requirements. Section 3(a)(10) of the 1933 Act provides an exemption from registration under the 1933 Act for offers and sales of securities issued in exchange for one or more outstanding securities where the terms and conditions of the issuance and exchange of such securities have been approved by a court authorized to grant such approval after a hearing upon the fairness of the terms and conditions of the issuance and exchange at which all persons to whom the securities will be issued have the right to appear. The Court is authorized to conduct a hearing at which the fairness of the terms and conditions of the Arrangement will be considered. The Court issued the Interim Order on March 6, 2024 and, subject to the approval of the Arrangement by the Shareholders at the Meeting, it is expected that a hearing on the Arrangement will be held on or about April 11, 2024 at 9:45 a.m. (Vancouver time), or as soon thereafter as counsel may be heard, at the Law Courts, 800 Smithe Street, Vancouver, British Columbia. All Shareholders are entitled to appear and be heard at this hearing. The Final Order will constitute a basis for the exemption from the registration requirements of the 1933 Act provided by Section 3(a)(10) thereof with respect to the securities to be issued pursuant to the Arrangement. Prior to the hearing on the Final Order, the Court will be informed of this effect of the Final Order.

Shareholders who are not "Affiliates" of the Company or AC/DC immediately after the Arrangement and have not been "Affiliates" of the Company or AC/DC within 90 days of the resale in question, may resell AC/DC Shares received by them in the Arrangement within or outside the United States without restriction under the 1933 Act. Shareholders who are "Affiliates" of the Company or AC/DC after the Arrangement or within 90 days of the resale in question may not resell their AC/DC Shares in the absence of registration under the 1933 Act, unless an exemption from registration is available, such as the exemptions afforded by Regulation S or Rule 144 under the 1933 Act. For the purposes of the 1933 Act, an "affiliate" of the Company or AC/DC is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the Company or AC/DC, as the case may be.

Each the Company and AC/DC is expected to continue to qualify as a "foreign issuer" as defined in Regulation S on the Effective Date. Therefore, subject to applicable Canadian requirements, holders of AC/DC Shares who are Affiliates of the Company or AC/DC, respectively, solely by virtue of serving as an officer or director, may immediately resell such securities outside the United States without registration under the 1933 Act pursuant to

Regulation S. Any such sales must be made in "offshore transactions" within the meaning of Regulation S and neither the seller, nor an Affiliate, nor any person acting on their behalf may engage in "directed selling efforts" (as defined in Regulation S) in the United States. Additionally, no selling concession, fee or other remuneration may be paid in connection with any such offer or sale other than a usual and customary broker's commission that would be received by a person executing such transaction as agent. For the purposes of Regulation S, "directed selling efforts" means any activity undertaken for the purpose of, or that could reasonably be expected to have the effect of, conditioning the market in the United States for any of the AC/DC Shares.

For the purposes of Regulation S, an "offshore transaction" is a transaction that meets the following requirements: (i) the offer is not made to a person in the United States, and (ii) either (A) at the time the buy order is originated, the buyer is outside the United States, or the seller and any person acting on its behalf reasonably believe that the buyer is outside the United States, or (B) the transaction is executed in, on or through the facilities of a designated offshore securities market (which would currently include the TSX-V), and neither the seller nor any person acting on its behalf knows that the transaction has been prearranged with a buyer in the United States; and (iii) offers and sales are not specifically targeted at identifiable groups of U.S. citizens abroad.

Certain additional Regulation S restrictions are applicable to a holder of AC/DC Shares who will be an Affiliate of the Company or AC/DC, respectively, other than by virtue of his status as an officer or director.

In addition, under Rule 144, persons who are Affiliates of AC/DC after the Arrangement or within 90 days of the resale in question will be entitled to resell in the United States during any three-month period, that number of AC/DC Shares that does not exceed the greater of one percent of the then outstanding securities of such class, subject to certain restrictions on manner of sale, notice requirements, aggregation rules and the availability of public information about AC/DC (as to which there can be no assurance). Affiliates of AC/DC prior to the Arrangement who are not Affiliates of AC/DC after the Arrangement must, for 90 days following the Arrangement, comply with the requirements set forth in the preceding sentence but thereafter may resell such securities without regard to any of these requirements, provided that such persons have not been Affiliates of AC/DC during the 90 days preceding the resale.

Shareholders are urged to consult their legal advisors prior to disposing of AC/DC Shares received in the Arrangement to determine the extent of all applicable resale provisions.

MATERIAL INCOME TAX CONSIDERATIONS

THE TAX CONSEQUENCES OF THE ARRANGEMENT MAY VARY DEPENDING UPON THE PARTICULAR CIRCUMSTANCES OF EACH SHAREHOLDER AND OTHER FACTORS. ACCORDINGLY, SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE ARRANGEMENT.

Certain Canadian Federal Income Tax Considerations

The following summarizes certain Canadian federal income tax considerations under the Tax Act generally applicable to Shareholders in respect of the AC/DC Shares acquired pursuant to the Arrangement.

Comment is restricted to Shareholders who, for purposes of the Tax Act, (i) hold their AC/DC Shares, solely as capital property, and (ii) deal at arm's length with and are not affiliated with the Company or AC/DC (each such Shareholder, a "**Holder**").

Generally, AC/DC Shares will be considered to be capital property to a Holder thereof provided that the Holder does not use or AC/DC Shares, as the case may be, in the course of carrying on a business of trading or dealing in securities and such Holder has not acquired such shares in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a Holder that:

(a) is a "financial institution" for the purposes of the mark-to-market rules in the Tax Act or a "specified financial institution" as defined in the Tax Act;

(b) is a person or partnership an interest in which is a "tax shelter investment" for purposes of the Tax Act;

(c) has elected to report its Canadian federal income tax results in a currency other than Canadian currency;

(d) has entered into or will enter into a "derivative forward agreement", a "synthetic disposition arrangement", or a "synthetic equity arrangement" as those terms are or are proposed to be defined in the Tax Act;

(e) has acquired Common Shares, or will acquire Common Shares or AC/DC Shares, on the exercise of an employee stock option; or

(f) is otherwise a Holder of special status or in special circumstances.

All such Holders should consult their own tax advisors with respect to the consequences of the Arrangement. In addition, this summary does not address any tax considerations relevant to holders of Grid Options, and such holders should also consult their own advisors in this regard.

The summary assumes that the Share Exchange (as described below) will be considered to occur "in the course of a reorganization of capital" of the Company such that section 86 of the Tax Act will apply in respect of the Share Exchange. **No tax ruling or legal opinion has been sought or obtained in this regard, or with respect to any of the assumptions made throughout this summary of Certain Canadian Federal Income Tax Considerations, and the summary below is qualified accordingly.**

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), and our understanding of the current published administrative practices and policies of the CRA. This summary takes into account all specific proposals to amend the Tax Act and Regulations (the "**Proposed Amendments**") announced by the Minister of Finance (Canada) prior to the date hereof. It is assumed that the Proposed Amendments will be enacted as currently proposed and that there will be no other change in law or administrative or assessing practice, whether by legislative, governmental, or judicial action or decision, although no assurance can be given in these respects. This summary does not take into account provincial, territorial or foreign income tax considerations, which may differ materially from the Canadian federal income tax considerations discussed below. On July 18, 2017, the Minister of Finance (Canada) released a consultation paper that included an announcement of the Government's intention to amend the Tax Act to increase the amount of tax applicable to passive investment income earned through a private corporation. No specific amendments to the Tax Act were proposed in connection with this announcement. Holders that are private Canadian corporations should consult their own tax advisors.

This summary is of a general nature only and is not and should not be construed as legal or tax advice to any particular person (including a Holder as defined above). Each person who may be affected by the Arrangement should consult the person's own tax advisors with respect to the person's particular circumstances.

Holders Resident in Canada

This portion of this summary applies only to Holders who are or are deemed to be resident solely in Canada for the purposes of the Tax Act and any applicable income tax treaty or convention (each, a "**Resident Holder**").

A Resident Holder whose Common Shares might not otherwise qualify as capital property may be entitled to make an irrevocable election permitted by subsection 39(4) of the Tax Act to deem such shares, and every other "Canadian security" (as defined in the Tax Act), held by such person, in the taxation year of the election and each subsequent taxation year to be capital property. This election does not apply to AC/DC Shares until such time that AC/DC is a public company. Resident Holders should consult their own tax advisors regarding this election.

Receipt of AC/DC Shares

A Resident Holder who receives AC/DC Shares pursuant to the Arrangement (the "**Share Exchange**") will be deemed to have received a taxable dividend equal to the amount, if any, by which the fair market value of the AC/DC Shares distributed to the Resident Holder pursuant to the Share Exchange at the time of the Share Exchange exceeds the "paid-up capital" (as defined in the Tax Act) ("**PUC**") of the Resident Holder's Common Shares determined at that time. Any such taxable dividend will be taxable as described below under "*Holders Resident in Canada – Taxation of Dividends – AC/DC Shares*". However, the Company expects that the fair market value of all AC/DC Shares distributed pursuant to the Share Exchange under the Arrangement will not exceed the PUC of the Common Shares.

Accordingly, the Company does not expect that any Resident Holder will be deemed to receive a taxable dividend on the Share Exchange.

A Resident Holder who receives AC/DC Shares on the Share Exchange will realize a capital gain equal to the amount, if any, by which the fair market value of those AC/DC Shares at the effective time of the Share Exchange, less the amount of any taxable dividend deemed to be received by the Resident Holder as described in the preceding paragraph, exceeds the "adjusted cost base" (as defined in the Tax Act) ("**ACB**") of the Resident Holder's Common Shares determined immediately before the Share Exchange. Any capital gain so realized will be taxable as described below under "*Holders Resident in Canada – Taxation of Capital Gains and Losses*".

The Resident Holder will acquire the AC/DC Shares received on the Share Exchange at a cost equal to their fair market value as at the effective time of the Share Exchange.

Disposition of AC/DC Shares after the Arrangement

A Resident Holder who disposes or is deemed to dispose of a AC/DC Share generally will realize a capital gain (or capital loss) equal to the amount, if any, by which the proceeds of disposition therefor are greater (or less) than the ACB of the share to the Resident Holder, less reasonable costs of disposition. Any such capital gain or capital loss will be subject to the treatment generally described below under "*Holders Resident in Canada – Taxation of Capital Gains and Capital Losses*".

Taxation of Dividends – AC/DC Shares

A Resident Holder who is an individual (other than certain trusts) and receives or is deemed to receive a taxable dividend in a taxation year on the Holder's AC/DC Shares will be required to include the amount of the dividend in income for the year, subject to the dividend gross-up and tax credit rules applicable to taxable dividends received by a Canadian resident individual from a taxable Canadian corporation, including the enhanced dividend gross-up and tax credit that may be applicable if and to the extent that Grid designates the taxable dividend to be an "eligible dividend" in accordance with the Tax Act. The Company has made no commitments in this regard. Dividends received by an individual may also give rise to minimum tax.

A Resident Holder that is a corporation and receives or is deemed to receive a taxable dividend in a taxation year on its or AC/DC Shares must include the amount in its income for the year, but generally will be entitled to deduct an equivalent amount from its taxable income, subject to all restrictions under the Tax Act and the Proposed Amendments. A Resident Holder that is a "private corporation" or a "subject corporation" (as defined in the Tax Act) may also be liable under Part IV of the Tax Act to pay a special tax (refundable in certain circumstances) on any such dividends to the extent that the dividend is deductible in computing the corporation's taxable income.

Taxation of Capital Gains and Capital Losses

A Resident Holder who realizes a capital gain or capital loss in a taxation year on the actual or deemed disposition of a share, including a AC/DC Share, generally will be required to include one half of any such capital gain (a "**taxable capital gain**") in income for the year, and entitled to deduct one half of any such capital loss (an "**allowable capital loss**") against taxable capital gains realized in the year and, to the extent not so deductible, in any of the three preceding taxation years or any subsequent taxation year, to the extent and in the circumstances specified in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on the share (or on a share substituted therefor) to the extent and in the circumstances described in the Tax Act. Similar rules may apply where the corporation is a member or beneficiary of a partnership or trust that held the share, or where a partnership or trust of which the corporation is a member or beneficiary is itself a member of a partnership or a beneficiary of a trust that held the share. Affected Resident Holders should consult their own tax advisors in this regard.

A Resident Holder that is a "Canadian controlled private corporation" (as defined in the Tax Act) throughout the relevant taxation year may be liable to pay an additional tax (refundable in certain circumstances) on its "aggregate investment income", which includes taxable capital gains, for the year.

Minimum Tax on Individuals

A Resident Holder who is an individual (including certain trusts) and receives a taxable dividend on, or realizes a capital gain on the disposition of, a share, including or AC/DC Share, may thereby be liable for minimum tax to the extent and within the circumstances set out in the Tax Act.

Dissenting Resident Holders

A Resident Holder who validly exercises Dissent Rights (a "**Dissenting Resident Holder**") and who consequently transfers or is deemed to transfer Common Shares to Grid for payment by Grid will be deemed to receive a taxable dividend in the taxation year of payment equal to the amount, if any, by which the payment (excluding interest) exceeds the PUC of the Dissenting Resident Holder's Common Shares determined immediately before the Arrangement. Any such taxable dividend will be taxable as described above under "Holders Resident in Canada – Taxation of Dividends – AC/DC Shares". The Dissenting Resident Holder will also realize a capital gain (or capital loss) equal to the amount, if any, by which the payment (excluding interest), less any such deemed taxable dividend, exceeds (is exceeded by) the ACB of the Dissenting Resident Holder's Common Shares determined immediately before the Arrangement. Any such capital gain or loss will generally be taxable or deductible as described above under "*Holders Resident in Canada – Taxation of Capital Gains and Capital Losses*".

The Dissenting Resident Holder will be required to include any portion of the payment that is on account of interest in income in the year received.

Eligibility for Investment – AC/DC Shares

An AC/DC Share will be a qualified investment for a Registered Plan at any time at which the AC/DC Shares are listed on a "designated stock exchange" (which includes the TSX-V) as defined in the Tax Act. Management of Grid believes that AC/DC should meet the relevant listing requirements of the TSX-V once the requisite distribution and other requirements are achieved as of the Effective Date, and intends to request that the TSX-V issue a listing bulletin or similar communication deeming the AC/DC Shares to be listed as of the Effective Time, but this result, or the CRA's acceptance thereof for purposes of the potential "qualified investment" status of the AC/DC Shares as of any particular time, cannot be guaranteed. **There can be no assurance as to if, or when, the AC/DC Shares will be listed or traded on any stock exchange. Should the AC/DC Shares be distributed to or otherwise acquired by a Registered Plan other than as "qualified investments", adverse tax consequences not described in this summary should be expected to arise for the Registered Plan and the annuitant thereunder. Resident Holders that hold Common Shares and will or may hold AC/DC Shares within a Registered Plan should consult with their own tax advisors in this regard.**

Notwithstanding that the AC/DC Shares may be qualified investments at a particular time, the holder of a TFSA or the annuitant of a RRSP or RRIF will be subject to a penalty tax in respect of an AC/DC Share held in the TFSA, RRSP or RRIF, as applicable, if the share is a "prohibited investment" under the Tax Act. An AC/DC Share generally will not be a prohibited investment for a TFSA, RRSP or RRIF of a holder or annuitant thereof, as applicable, provided that (i) the holder or annuitant of the account does not have a "significant interest" within the meaning of the Tax Act in the Company or AC/DC, as applicable, and (ii) the Company or AC/DC, as applicable, deals at arm's length with the holder or annuitant for the purposes of the Tax Act. Pursuant to Proposed Amendments released on March 22, 2017, the rules with respect to "prohibited investments" are also proposed to apply to (i) registered education savings plans and subscribers thereof, and (ii) registered disability savings plans and holders thereof. **Shareholders should consult their own tax advisers to ensure that the AC/DC Shares would not be a prohibited investment for a trust governed by a TFSA, RRSP or RRIF in their particular circumstances.**

Holders Not Resident in Canada

This portion of this summary applies only to Holders each of whom at all material times for the purposes of the Tax Act (i) has not been and is not resident or deemed to be resident in Canada for purposes of the Tax Act, and does not and will not use or hold Common Shares or AC/DC Shares in connection with carrying on a business in Canada (each, a "**Non-resident Holder**").

Special rules, which are not discussed in this summary, may apply to a Non-resident Holder that is an insurer carrying on business in Canada and elsewhere, or an "authorized foreign bank" as defined in the Tax Act. Such Non-resident Holders should consult their own tax advisers with respect to the Arrangement.

Receipt of AC/DC Shares

The discussion of the tax consequences of the Share Exchange for Resident Holders under the heading "Holders Resident in Canada – Receipt of AC/DC Shares" generally will also apply to Non-resident Holders in respect of the Share Exchange. The general taxation rules applicable to Non- resident Holders in respect of a deemed taxable dividend or capital gain arising on the Share Exchange are discussed below under the headings "*Holders Not Resident in Canada – Taxation of Dividends – AC/DC Shares*" and "*Holders Not Resident in Canada – Taxation of Capital Gains and Capital Losses*" respectively.

Taxation of Dividends – AC/DC Shares

A Non-resident Holder to whom AC/DC pays or credits (or is deemed to pay or credit) an amount as a dividend in respect of the Holder's AC/DC Shares will be subject to Canadian withholding tax equal to 25% (or such lower rate as may be available under an applicable income tax convention, if any) of the gross amount of the dividend.

Taxation of Capital Gains and Capital Losses

A Non-resident Holder will not be subject to Canadian federal income tax in respect of any capital gain arising on an actual or deemed disposition of a AC/DC Share unless, at the time of disposition, the share is "taxable Canadian property" as defined in the Tax Act, and is not "treaty-protected property" as so defined.

Generally, an AC/DC Share, as applicable, of the Non-resident Holder will not be taxable Canadian property of the Holder at any time at which the share is listed on a "designated stock exchange" as defined in the Tax Act (which includes the TSX-V) unless, at any time during the 60 months immediately preceding the disposition of the share, the Non-resident Holder, one or more persons with whom the Non-resident Holder did not deal at arm's length, partnerships in which the Non-resident Holder or persons with whom the Non-resident Holder did not deal at arm's length held membership interests (directly or indirectly), or any combination of the foregoing, owned 25% or more of the issued shares of any class of the capital stock of the Company or AC/DC, as applicable, and the share derived more than 50% of its fair market value directly or indirectly from, or from any combination of, real property situated in Canada, "Canadian resource properties", "timber resource properties" (as those terms are defined in the Tax Act), and interest, rights or options in or in respect of any of the foregoing.

It is expected that the AC/DC shares will be considered "taxable Canadian property" immediately after the Arrangement and until such time as the shares are listed on a "designated stock exchange".

Shares may also be deemed to be "taxable Canadian property" under other provisions of the Tax Act.

A Non-resident Holder who disposes or is deemed to dispose of a or AC/DC Share that, at the time of disposition, is taxable Canadian property and is not treaty-protected property will realize a capital gain (or capital loss) equal to the amount, if any, by which the Holder's proceeds of disposition of the share exceeds (or is exceeded by) the Non-resident Holder's ACB in the share and reasonable costs of disposition. The Non-resident Holder generally will be required to include one half of any such capital gain (taxable capital gain) in the Holder's taxable income earned in Canada for the year of disposition, and be entitled to deduct one half of any such capital loss (allowable capital loss) against taxable capital gains included in the Holder's taxable income earned in Canada for the year of disposition and, to the extent not so deductible, against such taxable capital gains realized in any of the three preceding taxation years or any subsequent taxation year, to the extent and in the circumstances set out in the Tax Act.

Non-resident Holders who may hold shares as "taxable Canadian property" should consult their own tax advisors in this regard.

Dissenting Non-Resident Holders

The discussion above applicable to Resident Holders under the heading "*Holders Resident in Canada - Dissenting Resident Holders*" will generally also apply to a Non-resident Holder who validly exercises Dissent Rights in respect of the Arrangement. In general terms, the Non-resident Holder will be subject to Canadian federal income tax in

respect of any deemed taxable dividend arising as a consequence of the exercise of Dissent Rights generally as discussed above under the heading "*Holders Not Resident in Canada – Taxation of Dividends – AC/DC Shares*" and subject to the Canadian federal income tax treatment in respect of any capital gain or loss arising as a consequence of the exercise of Dissent Rights generally as discussed above under the heading "*Holders Not Resident in Canada – Taxation of Capital Gains and Capital Losses*".

Certain United States Federal Income Tax Considerations

Shareholders who are resident in, or citizens of, the United States are advised to consult their own tax advisors to determine the particular United States tax consequences to them of the Arrangement in light of their particular situation, as well as any tax consequences that may arise under the laws of any other relevant foreign, state, local, or other taxing jurisdiction. This Circular does not contain a description of the United States tax consequences of the Arrangement or the ownership of AC/DC Shares.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, **it is intended that the Proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

ADDITIONAL INFORMATION

Additional information relating to the Company is on the Company's profile on SEDAR at www.sedarplus.ca. Shareholders may contact the Company at 3028 Quadra Court, Coquitlam, British Columbia, V3B 5X6, Canada, Canada by e-mail at info@gridbatterymetals.com, telephone at (604) 442-8569 or e-mail at tfernback@shaw.ca to request copies of the Company's financial statements and MD&A.

Financial information for the Company's financial years ended June 30, 2023 and June 30, 2022 are provided in its comparative financial statements and MD&A which are filed on SEDAR.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 7th day of March, 2024.

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) *"Tim Fernback"*

Tim Fernback,
President and Chief Executive Officer