

# **D2 LITHIUM CORP.**

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE is hereby given that the Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of D2 Lithium Corp. (“**D2**” or, the “**Company**”) will be held at Suite 111 – 409 Granville, Street, Vancouver, BC V6C 1T2 on Friday, June 27, 2025 at 11:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended November 30, 2024 and November 30, 2023, together with the notes thereto and the report of the auditors thereon (the “**Financial Statements**”);
2. to approve the appointment of DeVisser Gray LLP as auditors of the Company for the ensuing year, at a remuneration to be fixed by the board of directors;
3. to fix the number of directors of the Company to be elected at the Meeting at four (4) members;
4. to elect the directors of the Company;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s amended rolling stock option plan;
6. to approve, with or without variation, an ordinary resolution ratifying a 10% fixed Restricted Share Unit Plan as more particularly described in the Information Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the accompanying management information of the Company (the “**Information Circular**”).

### **Record Date**

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 13, 2025 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

### **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice-and Access**”) under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

### **Website Where Meeting Materials are Posted**

The Notice-and-Access allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and the Company’s website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial years ended November 30, 2024 and November 30, 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended November 30, 2024 (“**MD&A**”) may be found on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and also at <https://d2lithium.com/investores/investor-information>.

### *Obtaining Paper Copies of Materials*

Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A free of charge by contacting Company's Corporate Secretary and from Odyssey Trust. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or to Company's transfer agent, Odyssey Trust Company ("**Odyssey Trust**"), Suite 350-409 Granville Street, Vancouver, BC V6C 1T2, no later than 5:00 p.m. (PST) on June 25, 2025, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to Odyssey Trust or voting instruction forms to intermediaries, as applicable, before the Proxy Deadline.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the "**Proxy**") and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy to Odyssey Trust at Suite 350-409 Granville Street, Vancouver, BC V6C 1T2 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment. Failure to do so may result in your shares not being voted at the Meeting. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting. Unregistered Shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by the intermediary.

If a Shareholder receives more than one proxy form because such Shareholder owns Common Shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a Shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed form of proxy are each a director or officer of the Company. Every Shareholder has the right to appoint a person or company (who need not be a Shareholder) to represent the Shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the Shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the Shareholder's chosen proxyholder in the space provided in the form of proxy.

**The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.**

**DATED** at Langley, British Columbia this 15th day of May, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS**

"Brian Findlay "

Brian Findlay  
President & Chief Executive Officer