

securities subject to the offer, together with the offeror's own securities, constitute in the aggregate 20% or more of the outstanding shares of the Company; and

- Applicable Canadian securities laws contain requirements relating to "issuer bids", which apply to the acquisition of securities of the Company by the Company, which absent certain exemptions, requires the Company to make the same offer to all security holders of the class through an issuer bid circular that contains prescribed information and an issuer bid is otherwise subject to a number of requirements, such as pro rata take up and identical treatment of all security holders.

There are no limitations in the organizing documents of the Company on the right to acquire outstanding securities of the Company.

1.5 Voting Securities and Principal Holders of Voting Securities

The Company is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by the Board to be the close of business on August 1, 2025, a total of 162,270,235 Shares were issued and outstanding. Each Share carries the right to one (1) vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than ten percent (10%) of the voting rights attached to the outstanding Shares of the Company.

PART 2: BUSINESS OF THE MEETING

2.1 Receipt of the Financial Statements

The Financial Statements and the report of the auditor thereon will be submitted at the Meeting. The Financial Statements and related MD&A are available on SEDAR+ at www.sedarplus.ca, as well as on the Company's website at www.patriotbatterymetals.com.

2.2 Election of Directors

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the completed form of proxy will be voted for the nominees listed in the form of proxy.

Pursuant to the advance notice policy of the Company (the "**Advance Notice Policy**"), any additional director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy. As of the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Policy.

Management of the Company proposes to nominate the persons named in the tables below for election by the Shareholders as directors of the Company.

Nominee Director



KENNETH BRINSDEN
Montréal, Québec, Canada
President, CEO & Managing Director

Age: **54**

Status: **Non-Independent**
Director since: **August 22, 2022**

Previous annual meeting votes in favor: **97.62%**

Areas of Expertise:

Board and Executive Management	Lithium Industry	Health & Safety, Environment and Social Performance
Mining, Resources and Commodities	Mining Industry/Operations	Culture, Human Resources/Organizational Development
Risk Management Compliance	Capital and Engineering Projects Management	Strategic Planning/M&A

Experience in the past five (5) years:

President and CEO and Managing Director of Patriot Battery Metals since January 2024.
Non-Executive Chair of the Patriot Battery Metals from August 2022 to January 2024.
Pilbara Minerals Managing Director from January 2016 to July 2022.

Public Board Membership in the past five (5) years:

Pilbara Minerals Limited (ASX: PLS)

Shares or Units Beneficially Owned, Controlled or Directed, Directly or Indirectly

Year	Equity (#) ⁽¹⁾	Value (\$) ⁽²⁾⁽³⁾
March 31, 2025	Shares: 290,000 (including 2,700,000 CDIs or 270,000 Shares) RSUs: 143,815 PSUs: 143,815 DSUs: 7,764	1,979,000

Nominee Director



PIERRE BOIVIN, ICD.D, GCB.D
 Québec, Canada
Non-Executive Chair, Director, member of the Remuneration and Nomination Committee, and member of the Audit and Risk Committee

Age: **69**

Status: **Independent**
 Director since: **June 12, 2023**

Previous annual meeting votes in favor: **95.6%**

Areas of Expertise:

Board and Executive Management	International Risk Management	Compliance Management
Mining, Resources	Mining Industry	Culture, Human Resources
Risk Management Compliance	Capital and Engineering Projects Management	Strategic Planning/M&A

Experience in the past 5 years:

Policy Advisor – Africa, Kobo Resources from April 2023.
 Counsel, McCarthy Tétrault LLP from January 2022.
 Director, Vues d'Afrique from February 2018 to January 2022.
 Director, Kobo Resources from June 2021 to January 2023.
 Partner, McCarthy Tétrault LLP from August 2001 to December 2021.
 Director, The Canada-Africa Chamber of Business from January 1, 2022.
 Governance Committee Member, Canadian Institute of Mining (CIM) from January 2020.
 Director, Development Finance Institute Canada Inc. (FinDev Canada) from December 2018.
 Director, Export Development Canada (EDC) from June 2018 (Member of the Risk Management Committee, Member of the Business Development and Performance Committee and Member of the Human Resources Committee).
 Director, NSIA Participations (Ivory Coast) from February 2017 to April 2025 (Member of the Human Resources Committee and member of the Governance and Ethics Committee).
 Director, CPCS Transcom Limited from December 2014 to January 2024.

Public Board Membership in the past 5 years:

Kobo Resources from June 2021 to January 2023.

Shares or Units Beneficially Owned, Controlled or Directed, Directly or Indirectly

Year	Equity (#) ⁽¹⁾	Value (\$) ⁽²⁾⁽³⁾
March 31, 2025	Shares: Nil DSUs: 33,008	112,000

Nominee Director



ALINE CÔTÉ
Québec, Canada
New nominee

Age: 51

Status: **Independent**
Director since: **July 29, 2025**

Previous annual meeting votes in favor: N/A

Areas of Expertise:

Board and Executive Management	International & Québec Mining Industry Operations	Health & Safety, Environment & Social Performance
Mining, Resources & Commodities	Capital & Engineering Projects Management	Culture, Human Resources/Organizational Development
Risk Management Compliance		

Experience in the past five (5) years:

Mrs. Aline Côté holds a bachelor's degree in science (Geology) from the Université du Québec (1998). She attended post graduate Geology training at Laurentian University (2000) and began her career as an exploration geologist for Noranda Inc. before transitioning into project management and technical services roles at Xstrata plc and Glencore International AG. Mrs. Côté completed her MBA (Université du Québec, 2008) and was appointed Chief Geologist at Falconbridge Limited. In 2014, she became Head of Zinc Mining Technical Services of Glencore where she served until 2019, when she was appointed as Glencore's first female Industrial Lead, heading Zn-Pb world-wide. In 2024, after a 27-year career, Mrs. Côté left the global commodities giant to pursue new opportunities and has been a corporate director since.

Public Board Membership in the past five (5) years:

Trevali Mining Corporation from September 2020 to September 2022. She also chaired the Technical Committee from August 2021.

Shares or Units Beneficially Owned, Controlled or Directed, Directly or Indirectly

Year	Equity (#) ⁽¹⁾	Value (\$) ⁽²⁾⁽³⁾
March 31, 2025	Shares: Nil	Nil



MÉLISSA DESROCHERS, ASC, C. Dir.
 Québec, Canada
Director, Chair of the Remuneration and Nomination Committee and member of the Audit and Risk Committee

Age: **47**

Status: **Independent**
 Director since: **January 26, 2023**

Previous annual meeting votes in favor: **94.98%**

Areas of Expertise:

Board and Executive Management	Health & Safety, Environment and Social Performance	Canadian & Québec Jurisdictions
Mining Resources & Commodities	Culture, Human Resources / Organizational Development	Public Affairs & Communication with Stakeholders
Risk Management Compliance		

Experience in the past five (5) years:

ESG Strategy Consultant – Mining Sector Specialist since August 2020.

Member of the *Autorité des Marchés Financiers* Mining Advisory Committee since 2022.

University Lecturer for a graduate course entitled “Culture, Communication and Mining Development” since 2022.

Director of Government Relations and External Communications for Agnico Eagle Mines Limited from October 2017 to August 2020.

Public Board Membership in the past five (5) years:

O3 Mining Inc. from April 2021 to February 2024.

Shares or Units Beneficially Owned, Controlled or Directed, Directly or Indirectly

Year	Equity (#) ⁽¹⁾	Value (\$) ⁽²⁾⁽³⁾
March 31, 2025	Shares: Nil DSUs: 32,801	111,000

Nominee Director



BRIAN JENNINGS

Ontario, Canada
Director, Chair of the Audit and Risk Committee, and member of the Remuneration and Nomination Committee

Age: 62

Status: **Independent**
Director since: **July 18, 2022**

Previous annual meeting votes in favor: **97.29%**

Areas of Expertise:

Board and Executive Management	Finance	Risk Management Compliance
Mining, Resources and Commodities	Technical	International

Experience in the past five (5) years:

Chief Financial Officer of Generation Mining Limited since February 2020.

Public Board Membership in the past five (5) years:

Generation Mining Limited from May 2018 to February 2020.

Shares or Units Beneficially Owned, Controlled or Directed, Directly or Indirectly

Year	Equity (#) ⁽¹⁾	Value (\$) ⁽²⁾⁽³⁾
March 31, 2025	Shares: 5,000 DSUs: 32,801	128,000

Nominee Director



D. BLAIR WAY

Queensland, Australia
Director

Age: 62

Status: **Non-Independent** (due to Mr. Way holding an executive role during the financial year ended March 31, 2025)
Director since: **November 3, 2020**

Previous annual meeting votes in favor: **95.77%**

Areas of Expertise:

Board and Executive Management	International	Health & Safety, Environment and Social Performance
Mining, Resources and Commodities	Technical	Culture, Human Resources/Organizational Development
Risk Management Compliance	Capital and Engineering Projects	

Experience in the past five (5) years:

COO of the Company from January 2024 to June 2024.

President and CEO of the Company from November 2020 to January 2024.

President, CEO and Director of Queensland Gold Hills (now Q2 Metals) from September 2021 to November 2022.

President and CEO of Leading Edge Materials from September 2013 to January 2019.

Public Board Membership in the past five (5) years:

Loyal Metals (previously Loyal Lithium) January 2025 to present.

Vten (CPC) from August 2022 to March 2023.

Traction Uranium (CSE) from November 2021 to November 2022.

T2 Metals (TSXV) from November 2012 to November 2022.

Shares or Units Beneficially Owned, Controlled or Directed, Directly or Indirectly

Year	Equity (#) ⁽¹⁾	Value (\$) ⁽²⁾⁽³⁾
March 31, 2025	Shares: 2,918,470	9,864,000

Note:

- (1) Excluding the value of the issue of RSUs, PSUs or DSUs Shareholders are asked to approve at the Meeting.
- (2) The value of the Shares beneficially owned, controlled or directed, directly or indirectly, is calculated on the basis of the closing price of the Shares on the TSX on July 18, 2025, which was \$3.38
- (3) The value of the RSUs, PSUs and DSUS beneficially owned, controlled or directed, directly or indirectly, is calculated on the basis of the closing price on the TSX on July 18, 2025, which was \$3.38.

Orders

No proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

Except as set out below, to the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular has been, a director or an executive officer of any company (including the Company) that, while the person was acting in that capacity, or within one (1) year of that person ceasing to act in the 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.

Aline Côté was a director of Trevali Mining Corporation ("**Trevali**") between September 2020 and September 2022. On August 19, 2022, Trevali received an Initial Order for creditor protection from the British Columbia Supreme Court under the *Companies' Creditors Arrangement Act* ("CCAA") for an initial period of ten days. The Initial Order was subsequently extended to October 6, October 18, and finally December 16, 2022 to allow Trevali to restructure its business and financial affairs. On December 16, 2022, Trevali announced a winning bid under the Sales and Solicitation Process and disclosed that the company would be seeking Court approval of the proposed transaction. The transaction was approved by the Supreme Court of British Columbia on December 21, 2022 and was completed on June 27, 2023. On June 28, 2023 the Court-appointed monitor was granted enhanced powers in the CCAA proceedings with respect to the Company's business and affairs

To the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular has been, bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Notice to CDI holders with respect to voting in relation to resolutions electing a director or appointing an auditor

The Company has been granted a waiver by the ASX from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in the CDI Voting Instruction Form an option for CDI holders to vote against a resolution to elect a director or appoint an auditor, on the following conditions:

- the Company complies with relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor;
- the notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that CDI holders are only able to vote for the resolutions or abstain from voting and the reasons why this is the case;
- the Company releases details of the waiver to the market as pre-quotation disclosure;
- the terms of the waiver are set out in the management proxy circular provided to all CDI holders; and
- the waiver from ASX Listing Rule 14.2.1 only applies for so long as the relevant Canadian laws prevent the Company from permitting Shareholders to vote against a resolution to elect a director or appoint an auditor.

CDI holders will only be able to direct CDN to vote for or withhold their vote on a resolution to elect a director or appoint an auditor to be considered at the Meeting. Under applicable Canadian securities laws, the form of proxy to be provided to Shareholders must only allow Shareholders to vote in favor of or withhold their vote in respect of a resolution to elect a director or appoint an auditor, but not to vote against it. Canadian securities laws have an alternative legislative scheme for securityholders to contest the reappointment of directors and auditors.

Notice to CDI holders with respect to nominations for the election of directors

The Company has been granted a waiver by the ASX from ASX Listing Rule 14.3 to the extent necessary to permit the Company to accept nominations for the election of directors in accordance with the Shareholder proposal provisions of sections 188 and 189 of the BCCA on condition that the terms of the waiver are released to the market as pre-quotation disclosure and are set out in the management proxy circular provided to all CDI holders.

Majority Voting Policy

Pursuant to the majority voting policy of the Company adopted by the Board on January 25, 2024, any nominee for election as a director of the Company who receives a greater number of validly cast votes “withheld” from his or her election than validly casted votes “for” such election will immediately tender his or her offer to resign to the Board.

The Board will consider the offer to resign. In considering whether to accept the offer to resign, the Board will consider all factors deemed relevant. Within 90 days of the date of the Meeting at which the election occurred, the Board will make a decision concerning the offer to resign. The Board will consider the information and factors as stated above and such additional information and factors that the Board may deem to be relevant. Absent exceptional circumstances, the Board will accept the resignation. The offer to resign will be effective when accepted by the Board.

No director who has tendered his or her offer to resign will participate in the Board’s deliberations or recommendation with respect to accepting or rejecting his or her offer to resign as a director. However, he or she will be counted for determining whether the Board has quorum. Such director will remain active and engaged in all other Board and Board committee activities, deliberations and decisions during such time, including, for greater certainty, the deliberations and decisions regarding any offer to resign tendered by any other director in accordance with the majority voting policy.

A copy of the majority voting policy is available on the Company’s website at <http://www.patriotbatterymetals.com>.

This resolution is an ordinary resolution.

Management recommends Shareholders vote FOR the election as directors of each of the nominees listed above for the ensuing year.