

INTERNATIONAL BATTERY METALS LTD.
(the “Company”)

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares of the Company (the “**Shareholders**”) will be held virtually via Zoom Meetings and at the Company’s registered and records office located at Suite 800 – 543 Granville Street, Vancouver, British Columbia on Friday, March 10, 2023 at 10:00 a.m. (Pacific Standard Time), or any adjournment thereof, for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of dis-interested shareholders to:
 - i. re-approve the issuance of up to 17,250,000 units of the Company at CAD\$0.58 to EVL Holdings LLC (“**EVL**”) and Sorcia Minerals LLC (“**Sorcia**”) (the “**Private Placement**”) with each unit comprised of one common share and one common share purchase warrant entitling the holder thereof to purchase an additional common share at a fixed price of CAD\$0.58 per common share for a period of two years from closing, as more particularly described in the accompanying Circular;
 - ii. to re-affirm the pre-emptive rights granted to each of EVL and Sorcia under the Private Placement, wherein each of EVL and Sorcia have been permitted for a period of two years to acquire such securities at fair market value of the Company, that may be necessary for it to maintain its percentage of equity ownership of the Company, as determined immediately prior to any securities issuance by the Company, as more particularly described in the accompanying Circular; and
2. to transact such other business as may properly be brought before the Meeting.

An Information Circular (the “**Circular**”) accompanies and is deemed to form part of this Notice of Meeting. The Circular contains details of matters to be considered at the Meeting.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting was the close of business on Wednesday, February 1, 2023 (the “Record Date”). Only Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

As the Private Placement being considered at the Meeting will involve the issuance of securities to each of EVL and Sorcia, which are considered “related parties” to the Company under applicable Securities laws, the Private Placement is considered to be a “related party transaction” and as such is subject to the requirements of *Multilateral Instrument 61-101 – Protection of Minority Shareholders in Special Transactions* of the British Columbia Securities Commission (“MI-101). In order to ensure compliance with MI-101, the Company is required to obtain approval by way of ordinary resolution from those dis-interested shareholders entitled to vote. As a result, the Company will be excluding votes received from EVL and Sorcia as well as Ensorcia Metals Corp, as parent company to Sorcia, as it relates to the re-approval of the Private Placement.

Shareholders who are unable to attend the Meeting in person or on Zoom Meetings may vote their shares by completing, signing, and returning the accompanying form of proxy to the transfer agent of the Company, Computershare Investor Services Inc., no less than 48 hours (excluding Saturdays, Sundays, and holidays) prior to the Meeting.

Information with respect to voting by non-registered beneficial shareholders is included in the Circular.

Non-registered beneficial shareholders should seek instructions on how to vote their shares from their broker, investment dealer, bank, trust company or other intermediary.

To access the Zoom Conference please use the following:

Shareholders wishing to attend the Meeting via Zoom Meetings are hereby advised to contact Mr. Daniel Deutsch of DS Lawyers Canada LLP at ddeutsch@dsavocats.ca by no later than 4:00 pm on Wednesday, March 8, 2023, who will provide the log-in details of the Zoom Meeting. Please note, the Meeting is only accessible to beneficial and registered shareholders of the Company as well as proxyholders. As such we kindly ask that you keep the log-in details private and do not circulate to individuals who are not shareholders of the Company.

In your correspondence to Mr. Deutsch, we kindly ask that you identify yourself and advise of the amount of common shares you hold in the Company, along with how those shares are registered.

CAUTION CONCERNING COVID-19 OUTBREAK

In light of ongoing concerns related to the spread of the coronavirus disease (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Shareholders, employees, communities and other stakeholders, meeting participants are encouraged not to attend in person. Rather, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by Zoom Conference. Those who attend the Meeting by Zoom Conference are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out therein and in the Circular accompanying this notice of Meeting.

IN THE EVENT OF ANY CHANGES TO THE MEETING FORMAT DUE TO THE COVID-19 OUTBREAK, THE COMPANY WILL NOT PREPARE OR MAIL AN AMENDED NOTICE, INFORMATION CIRCULAR OR MEETING MATERIALS.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 6th day of February, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Dr. John Burba”

**Dr. John Burba
Director**