



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

- AND -

MANAGEMENT INFORMATION CIRCULAR

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 7, 2018**

Dated April 2, 2018



LSC LITHIUM CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that an annual general and special meeting (the "**Meeting**") of the shareholders of LSC Lithium Corporation ("**LSC**" or the "**Corporation**") will be held at the offices of Norton Rose Fulbright Canada LLP located at Suite 3800, 200 Bay Street, Royal Bank Plaza, South Tower, Toronto, Ontario, Canada on Monday, May 7, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

- 1 to receive the audited annual consolidated financial statements of the Corporation for the fiscal year ended August 31, 2017 together with the report of the auditor thereon;
- 2 to elect six (6) directors for the ensuing year;
- 3 to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation's stock option plan as required by the TSX Venture Exchange and as more fully described in the accompanying management information circular (the "**Circular**");
- 4 to appoint KPMG LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the remuneration of the auditors; and
- 5 to transact such other business as may properly be put before the Meeting.

Only registered shareholders of record of LSC at the close of business on March 23, 2018, or the persons they appoint as their proxies, will be entitled to receive notice of and vote at the Meeting. Registered shareholders of LSC who are unable to attend the Meeting in person are requested to sign, date and return the enclosed form of proxy in the appropriate return envelope addressed to TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario M5H 4H1. In order to be valid for use at the Meeting, proxies must be received by TSX Trust Company by 10:00 a.m. (Toronto time) on May 3, 2018 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting has been adjourned or postponed, excluding Saturdays, Sundays and holidays. Non-registered shareholders of LSC who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary.

DATED at Toronto, Ontario this 2nd day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Stephen Dattels"

Stephen Dattels
Chairman

MANAGEMENT INFORMATION CIRCULAR

LSC LITHIUM CORPORATION
151 Yonge Street, 11th Floor
Toronto, Ontario
M5C 2W7

Website: www.lscilithium.com

VOTING INFORMATION

Persons Making This Solicitation

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of LSC Lithium Corporation (“**LSC**” or the “**Corporation**”) for use at the annual general and special meeting of shareholders of LSC (the “**Meeting**”) to be held at the offices of Norton Rose Fulbright Canada LLP located at Suite 3800, 200 Bay Street, Royal Bank Plaza, South Tower, Toronto, Ontario, Canada on May 7, 2018 at 10:00 a.m. (Toronto time) for the purposes set forth in the accompanying notice of meeting (the “**Notice of Meeting**”). Only registered shareholders of LSC (“**Shareholders**”) of record at the close of business on March 23, 2018 (the “**Record Date**”), or the persons they appoint as their proxies, will be entitled to receive notice of and vote at the Meeting. Unless specified otherwise, all information contained herein is as of April 2, 2018. Any amounts referenced in this Circular, unless otherwise noted, are to Canadian dollars.

The Corporation will not be relying on the notice and access delivery procedures outlined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators (“**NI 54-101**”) to distribute copies of proxy-related materials in connection with the Meeting.

While it is expected that the solicitation will be made primarily by mail, proxies may also be solicited personally, by facsimile or by telephone by employees of the Corporation. **The solicitation of proxies by this Circular is being made by or on behalf of the management of the Corporation and the total cost of the solicitation will be borne by the Corporation.**

Appointment of Proxies

The individuals named in the accompanying management form of proxy are directors, officers or employees of the Corporation. **Shareholders have the right to appoint a person or company to represent him, her or it at the Meeting other than those designated on the form of proxy. A Shareholder who wishes to appoint some other person at the Meeting may do so by clearly inserting such person’s name in the blank space provided in the form of proxy. Such other person need not be a shareholder.** A proxy will not be valid unless the completed, dated and signed form of proxy is delivered to TSX Trust Company, located at 301-100 Adelaide Street West, Toronto, ON M5H 4H1 or by fax to (416) 595-9593, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the holding of the Meeting, or any adjournment or postponement thereof.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his, her or its attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to Suite 3800, 200 Bay Street, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2Z4, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement of the Meeting, or to the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment or postponement of the Meeting. Only Shareholders have the right to revoke a proxy. Non-

registered holders of common shares in the capital of the Corporation ("**Common Shares**") who wish to change their voting instructions must contact the intermediary through which their Common Shares are held and by following the instructions of the intermediary respecting the revocation of such voting instructions.

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

Exercise of Discretion

The Common Shares represented by the proxies solicited hereby will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares represented by such proxy will be voted or withheld from voting accordingly. Shareholders may indicate the manner in which the proxyholder is to vote with respect to any specific item by checking the appropriate space. If a Shareholder wishes to confer discretionary authority with respect to any item of business, then the space opposite the item should be left blank.

The enclosed form of proxy confers discretionary authority upon the named proxyholder(s) with respect to any amendments to or variations in matters identified in the accompanying Notice of Meeting, including other matters which may properly come before the Meeting. As at the date of this Circular, management of the Corporation is not aware of any amendments, variations, or other matters, other than as set out in the accompanying Notice of Meeting. If such should occur, the persons designated by management or such other proxyholder as properly designated by the Shareholder will vote in accordance with their best judgment.

IF A CHOICE WITH RESPECT TO SUCH MATTERS IS NOT SPECIFIED, THE PERSONS DESIGNATED BY MANAGEMENT OF THE CORPORATION IN THE ENCLOSED PROXY WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

Non-Registered Shareholders

Most shareholders of the Corporation are "**Non-Registered Shareholders**" because the Common Shares they beneficially own are not registered in their names but are instead registered in the name of an intermediary such as a brokerage firm, bank, trust corporation, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans through which they purchased the Common Shares (an "**Intermediary**"). A Non-Registered Shareholder typically holds their Common Shares either: (a) in the name of the Intermediary that the Non-Registered Shareholder deals with in respect of the Common Shares; or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")), of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Notice of Meeting, this Circular, the form of proxy and a financial statement request form (collectively, the "**Meeting Materials**") to Intermediaries for onward distribution to Non-Registered Shareholders. The Corporation will pay for an Intermediary to deliver the Meeting Materials to Non-Registered Shareholders who are "**OBOs**" (as defined in NI 54-101), including a voting instruction form (as described further below).

If you are a Non-Registered Shareholder and you have not declined to receive the Meeting Materials, then you will receive either a voting instruction form or, less frequently, a partially completed form of proxy. The purpose of these forms is to permit you to direct the voting of the Common Shares that you beneficially own. If you are a Non-Registered Shareholder you should follow the procedures set out below, depending on which type of form you receive.

- (a) *Voting Instruction Form.* In most cases, you will receive, as part of the Meeting Materials, a voting instruction form, which is not the same as a form of proxy. If you do not wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the voting instruction form. If you wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), then you must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote at the Meeting will be forwarded to you.

OR

- (b) *Form of Proxy.* Less frequently, you will receive, as part of the Meeting Materials, a form of proxy that has already been executed by the Intermediary (typically by a facsimile, stamped signature) and which is restricted as to the number of Common Shares beneficially owned by you, but which is otherwise incomplete. If you do not wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), you must complete the form of proxy and deposit it with TSX Trust Company, located at 301-100 Adelaide Street West, Toronto, Ontario M5H 4H1 or by fax to (416) 595-9593, as described above. If you wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), you must strike out the names of the persons named in the proxy and insert your name (or such other person's) name in the blank space provided.

In any case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the names of the management proxyholders and insert the Non-Registered Shareholder's name in the blank space provided. **Non-Registered Shareholders should follow the instructions on the forms they receive, including those regarding when and where the forms are to be delivered, and contact their Intermediaries promptly if they need assistance.**

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation since the beginning of the Corporation's most recently completed financial year, or any proposed nominee by management of the Corporation for election as a director of the Corporation, 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, in matters to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation's authorized capital consists of an unlimited number of Common Shares. As of the close of business on March 23, 2018 (the "**Record Date**"), the Corporation has issued and outstanding 142,403,974 fully paid and non-assessable Common Shares. All of the outstanding Common Shares are entitled to be voted at the Meeting and, unless noted otherwise in this Circular, each resolution identified in the accompanying notice of meeting will be an ordinary resolution requiring for its approval a majority of the votes cast in respect of the resolution.

Any Shareholder as of the Record Date, who either personally attends the Meeting or who has completed and delivered a form of proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have their Common Shares voted at the Meeting, or any adjournment thereof.

As of the Record Date, to the knowledge of the Corporation's directors and executive officers based solely on the records of the Corporation's transfer agent, TMX Equity, and public filings, as at March 23,

2018, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation other than as described below.

Name	Approximate Number of Common Shares ⁽¹⁾	Approximate Percentage of Outstanding Common Shares
Sentient Group of Global Resource Funds ⁽²⁾	24,199,892	17.0%
Ho Sok Lim ⁽³⁾	26,022,008	18.3%

⁽¹⁾ The Corporation and its directors and officers do not warrant the accuracy of third party share ownership information.

⁽²⁾ The Sentient Group of Global Resource Funds beneficially controls, owns, or directs 24,199,892 Common Shares through: Rincon Ltd. (formerly Enirgi Group Corporation) ("**Rincon**") a privately held company, which holds 20,599,892 Common Shares, and Sentient Executive GP IV, Limited (on behalf of Sentient Global Resources Fund IV, L.P.) which holds 3,600,000 Common Shares.

⁽³⁾ Mr. Lim holds 3,112,033 Common Shares directly and 22,909,975 Common Shares through BMC Global Limited, a company beneficially owned and controlled by Mr. Lim.

PARTICULARS OF MATTERS TO BE ACTED UPON

FINANCIAL STATEMENTS

The audited annual consolidated financial statements of the Corporation for the financial year ended August 31, 2017 (the "**Financial Statements**"), together with the auditor's report thereon, will be presented to Shareholders for review at the Meeting. No vote by the Shareholders is required with respect to this matter.

The Financial Statements, the auditor's report thereon together with the Management's Discussion and Analysis ("**MD&A**") for the financial year ended August 31, 2017 are available on the Corporation's profile on SEDAR at www.sedar.com. National Instrument 51-102 - *Continuous Disclosure Obligations* sets out the procedures for a shareholder to receive financial statements of the Corporation. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the financial statements.

ELECTION OF DIRECTORS

The Board of Directors is currently composed of six directors consisting of Stephen Dattels (Chairman), Robert Metcalfe, Trevor Eyton, John Hick, Bryan Smith and Cheollho Ghim (collectively, the "**Nominees**"). The number of directors to be elected at the Meeting has been set by the Board of Directors at six. At the Meeting, management of the Corporation proposes to nominate the Nominees for re-election as directors of the Corporation for the ensuing year. Management of the Corporation does not anticipate that any of the Nominees will be unable to serve as a director, but, if such should be the case at the Meeting, the persons whose names are printed on the form of proxy, in the absence of a specification to the contrary, intend to vote for such other nominees as their best judgment may deem advisable.

If elected, each Nominee will hold office until the close of the next annual meeting of Shareholders or until a successor is elected or appointed, unless earlier resigned or otherwise removed from office.

The following table sets out the names, province and country of residence of each Nominee, the present offices of the Corporation now held by each of them, the principal occupations of each Nominee, the period of time for which each has been a director of the Corporation and the number of Common Shares beneficially owned by each Nominee, directly or indirectly, or over which control or direction is exercised.

Name, Province and Country of Residence ⁽¹⁾	Present Position(s) with the Corporation	Principal Occupation or Employment ⁽¹⁾⁽²⁾	Director Since	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽¹⁾
Stephen Dattels ⁽³⁾ Sliema, Malta	Chairman and Director	Chairman of LSC, Chairman of Circum Minerals Limited, a private company; and Chairman of Regent Mercantile Holdings Limited.	February 22, 2017	7,006,913
Trevor Eyton ⁽⁴⁾⁽⁵⁾ Ontario, Canada	Director	Retired businessman and Senator. Director of several public companies.	February 22, 2017	2,000,000
Cheoll Ho Ghim Seoul, Korea	Director	Businessman	January 25, 2018	Nil
Robert Metcalfe ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Director	Lawyer, businessman, corporate director, Lead Director of Gran Colombia Gold and Director of WPC Resources Inc.	February 22, 2017	40,000
Bryan Smith ⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Director	Retired Businessman	February 22, 2017	Nil.
John Hick ⁽⁶⁾ Ontario, Canada	Director	Corporate Director, Chairman of Rincon	January 25, 2018	Nil.

(1) The information as to country and province of residence, principal occupation and number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each respective Nominee is not within the knowledge of management of the Corporation and has been furnished by the respective Nominees.

(2) Unless otherwise stated herein, each Nominee has held the principal occupation or employment indicated for at least the past five (5) years.

(3) Indicates member of the Audit Committee.

(4) Indicates member of the Governance Committee.

(5) Indicates member of the Compensation Committee.

(6) Mr. Hick is the nominee of Rincon. Rincon was granted nomination rights to the Board of Directors pursuant to the relationship agreement entered into on December 22, 2016 between Rincon and LSC. To the Corporation's knowledge, Mr. Hick does not hold any Common Shares as of the date hereof. Mr. Hick does not hold the proxy for or exercise control over the Common Shares owned by Rincon. Please see section "Voting Securities and Principal Holders of Voting Securities" for information on Rincon's shareholdings.

Stephen Dattels

Mr. Dattels was a key executive at Barrick Gold Corporation during its formative years prior to leaving in 1987. He founded Uramin Inc. which was sold in 2007 for \$2.5 billion to Areva. He has completed several financings in the natural resources sector. He is currently Chairman of Circum Minerals Limited, a private company. He was Chairman and Founder of Caledon Resources PLC, a director of Extract Resources Ltd, CEO of West African Minerals Corporation, Chairman of Polo Resources Limited and a Director of Regent Pacific Group Limited. He is also currently the Chairman of Regent Mercantile Holdings Limited.

Bryan Smith

Mr. Smith has more than 30 years of experience in the securities industry and is recognized as a leader in the Canadian financial industry. Mr. Smith began his career in 1967 with Nesbitt Thomson. In 1973 he joined Draper Dobie Ltd., holding increasingly senior roles, including Vice President and Director. Mr. Smith has also held the role of Senior Vice President of Gardner Watson Limited, now Dean Witter, and Senior Vice President and Director of Walwyn Stodgell Limited.

In 1990, Mr. Smith co-founded Burgundy Asset Management. He was pivotal in the firm's growth and retired in 1998. In 2000, it was the top Canadian equity performer and ranked in the number two position for the next five years. Mr. Smith has served as a past director of Polo Resources and Bioscript Inc. and has served as a director of Northbridge Financial Corporation since 2002. Mr. Smith holds a bachelor degree in Business Administration from Ryerson University in Toronto, Canada.

Robert Metcalfe

Robert James Metcalfe is a Lawyer and has served as President, CEO, Lead Director, Chairman and Committee member on numerous publicly listed natural resource and industry company corporate boards in Canada, the USA, England, South America and Africa. He was a senior partner with the law firm Lang Michener LLP for 20 years. He is the former President and Chief Executive Officer of Armadale Properties and Counsel to all of the Armadale Group of Companies, with significant holdings across numerous industries including finance, construction of office buildings, airport ownership, management and refurbishing, land development, automotive dealerships as well as newspaper publishing, radio and television stations. Mr. Metcalfe was a director of Canada Lands Company Limited, one of the largest real estate corporations in Canada, and was a director and Chairman of the Board of CN Tower Limited, the tallest communications structure in the world.

Throughout his career Mr. Metcalfe has served as a director of public and private corporations including publicly listed Radiant Energy Corp. (airplane de-icing company operating in the US), Alberta Oil Sands (Chairman of the Board); LeadFX (in Australia), Director and Chairman of the Board, and member of the Audit Committee; PetroMagdalena Inc. (oil and gas in Colombia, South America); and currently serves as director of the publicly listed companies Gran Colombia Gold Corp., (Lead Director and Chairman of the Corporate Governance Committee as well as a member of the Audit Committee); WPC Resources Limited (a gold mining company in Nunavut); as well as Agility Health Corporation. As a director and shareholder, Mr. Metcalfe has been engaged in numerous acquisitions, divestitures, corporate reorganizations, financings and corporate improvements, as well as serving on numerous special committees across many sectors. He is a member of the Institute of Corporate Directors and a member in good standing of the Law Society of Upper Canada.

Trevor Eyton

Mr. Eyton is a lawyer, businessman, and retired Canadian Senator. Formerly a partner at Torys LLP, Mr. Eyton has served as a director of numerous public and private companies, including Noranda Inc.; Coca-Cola Enterprises; General Motors of Canada Limited; Silver Bear Resources Inc. (non-executive Chairman); LeadFX Inc. (Chairman); Barrick Gold Corporation; Brascan Inc later Brookfield Asset Management Inc. (Chairman and Senior Chairman), where he also served as President and Chief Executive Officer.

Mr. Eyton was appointed to the Senate of Canada in 1990 where he served for 18 years until his retirement in 2009. While serving as a Senator, Mr. Eyton sat on three Senate Committees: Banking, Trade and Commerce; Transport and Communications; and Scrutiny of Regulations (Joint-Chair). Mr. Eyton is a Queen's Counsel for Ontario and an Officer of the Order of Canada. Mr. Eyton holds several degrees, including a Bachelor of Arts and Bachelor of Laws from the University of Toronto and honorary Doctorates of Laws from both the University of Waterloo and the University of King's College at Dalhousie where he served as Governor until 2001. Mr. Eyton is the Honourary Chairman of the Canadian Sports Hall of Fame and Governor of the Canadian Olympics Foundation

Cheoll Ho Ghim

Mr. Ghim is a seasoned senior mining executive with an equity capital markets background in Asia. He has held senior leadership positions within numerous companies in a variety of industries including lithium and solar energy vertical farming. Prior to this, Mr. Ghim spent over 15 years working in the Asian capital markets with a focus on M&A transactions, including working as an investment banker for Deutsche Bank, BNP Paribas and STIC Investment Inc. in the Asia region. He has a MBA degree from Haas School of Business, University of California, Berkeley.

John Hick

Mr. Hick has held senior management and/or board of director positions with numerous publicly listed mining and other companies since entering the mining industry in 1981. He joined the board of directors of Rincon in August 2017 and was appointed Chairman of the board of directors of Rincon on November 8, 2017. He also has his own consulting firm to provide consulting services to public and private companies in the areas of corporate restructuring, acquisitions, financing, financial and executive management. He has a Law degree from the University of Ottawa and BA from the University of Toronto.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, to the knowledge of management of the Corporation, no Nominee is, at the date of this Circular, or has been, within ten years before the date of this Circular,

- (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
 - (i) was subject to an order that was issued while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the Nominee 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,
- (b) a director or executive officer of any company (including the Corporation) that, while such Nominee was acting in that capacity, or within one year of such nominee 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, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such Nominee.

For the purposes of section (a) above, the term “**order**” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

In 2008, Mr. John Hick was a director and non-executive Chairman of the board of directors of Tamaya Resources Limited (“**Tamaya**”), a company incorporated under the laws of Australia and listed on the Australian Securities Exchange (“**ASX**”), which made a Voluntary Appointment of an Administrator, Ernst

& Young (Australia), as a result of becoming insolvent. The reasons for the insolvency are summarized in a questionnaire and report to the Administrators dated November 14, 2008, which was filed with the ASX. As a result of the Voluntary Administration, effective upon the appointment of the Administrators on October 26, 2008, the appointed Administrators immediately assumed all legal powers, rights and obligations of the directors of Tamaya and the directors had no legal rights with respect to the administration or management of Tamaya or its assets.

Mr. Hick was also a director of Timminco Limited (“**Timminco**”) when it filed and was granted protection under the Companies Creditors Arrangement Act (“**CCAA**”) on January 3, 2012. As a result of the CCAA filing, the Toronto Stock Exchange delisted the company effective February 6, 2012. As part of the CCAA proceedings, all of the directors of Timminco resigned on August 16, 2012.

Mr. Hick was a non-executive director of Carpathian Gold Inc. (“**Carpathian**”) a Canadian incorporated and TSX-listed company, when on April 16, 2014, the Ontario Securities Commission issued a permanent management cease trade order, which superseded a temporary management cease trade order dated April 4, 2014, against the Interim CEO and the CFO of Carpathian. The permanent management cease trade order was issued in connection with Carpathian's failure to file its (i) audited annual financial statements for the period ended December 31, 2013, (ii) management's discussion and analysis relating to the audited annual financial statements for the period ended December 31, 2013, and (iii) corresponding certifications of the foregoing filings as required by National Instrument 52-109 – Certification of Disclosure in the Issuer's Annual and Interim Filings. The management cease trade order was lifted on June 19, 2014, following the filing of the required continuous disclosure documents on June 17, 2014.

Mr. Robert Metcalfe was a director of Xinergy Ltd. (“**Xinergy**”), a U.S. producer of metallurgical and thermal coal in West Virginia from. On April 6, 2015, as a result of the collapse of the entire coal industry in North America, Xinergy became the subject of a cease trade order and Xinergy filed voluntary petitions under Chapter 11 for the Western District of Virginia, Roanoke Division. Xinergy continued to operate while it went through an in court voluntary reorganization plan, from which it has now successfully emerged as a fully operating private company.

Penalties or Sanctions

To the knowledge of management of the Corporation, no Nominee has been subject to 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 a securities regulatory authority; or been subject to 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 director nominee.

The persons designated as proxyholders by management of the Corporation in the form of proxy which accompanies this Circular intend to vote FOR the election of the Nominees as directors of the Corporation whose names are set forth above, unless the Shareholder has specified in the form of proxy that the Common Shares represented by such form of proxy are to be withheld from voting in respect thereof.

APPROVAL OF STOCK OPTION PLAN

The Corporation's current stock option plan (the “**Stock Option Plan**”) was ratified by the Shareholders at the Corporation's annual meeting held on February 10, 2017. The Stock Option Plan is considered to be a “rolling plan”. The Stock Option Plan currently provides that the aggregate maximum number of Common Shares reserved for issuance under the Stock Option Plan shall equal 10% of the aggregate number of Common Shares outstanding from time to time calculated on a non-diluted basis, which maximum, for greater certainty, does not include other securities-based compensation arrangements. The principal features of the Stock Option Plan are described in more detail below (see “*Statement of Executive Compensation –Stock Option Plan*” for further details regarding the Stock Option Plan).

The Stock Option Plan is a “rolling” stock option plan and under Policy 4.4 – *Incentive Stock Options* (“**Policy 4.4**”) of the TSX Venture Exchange (“**TSXV**”), a listed company on the TSXV is required to obtain the approval of its Shareholders for a “rolling” stock option plan at each annual meeting of Shareholders. Accordingly, Shareholders will be asked to approve the following ordinary resolution:

“**WHEREAS** the policies of the TSX Venture Exchange require annual shareholder approval for the continuation of the rolling stock option plan (the “**Plan**”) of LSC Lithium Corporation (the “**Corporation**”):

BE IT RESOLVED, as an ordinary resolution of the shareholders of the Corporation that:

1. the Plan, is hereby authorized and approved;
2. any officer or director of the Corporation is hereby authorized to amend the Plan of the Corporation should such amendments be required by applicable regulatory authorities including, but not limited to, the TSX Venture Exchange; and
3. any one officer and director of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to do all such acts and things as may be necessary to effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

The persons designated as proxyholders by management of the Corporation in the form of proxy which accompanies this Circular intend to vote FOR the approval of the Stock Option Plan, unless the Shareholder has specified in the form of proxy that the Common Shares represented by such form of proxy are to be voted against such approval.

APPOINTMENT OF AUDITOR

At the Meeting, it is proposed to re-appoint KPMG LLP, Chartered Professional Accountants (“**KPMG**”), as auditors of the Corporation to hold office until the next annual meeting of shareholders at remuneration to be fixed by the Board of Directors. KPMG and its affiliates have been the auditors of the Corporation since 2017.

The persons designated as proxyholders by management of the Corporation in the form of proxy which accompanies this Circular intend to vote FOR the re-appointment of KPMG as auditors of the Corporation and authorize the Board of Directors of the Corporation to fix their remuneration, unless the Shareholder has specified in the form of proxy that the Common Shares represented by such form of proxy are to be voted against such approval.

STATEMENT OF EXECUTIVE COMPENSATION

Set out below are the particulars of compensation paid to the following persons (the “**Named Executive Officers**” or “**NEOs**”):

- (a) each individual who served as chief executive officer (“**CEO**”) of the Corporation during any part of the year ended August 31, 2017;
- (b) each individual who served as chief financial officer (“**CFO**”) of the Corporation during any part of the year ended August 31, 2017;
- (c) each of the three most highly compensated executive officers of the Corporation, or the three 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 C\$150,000 for the year ended August 31, 2017; 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 Corporation, nor acting in a similar capacity, at the end of that financial year.

During the financial year ended August 31, 2017, the Corporation had three Named Executive Officers: (i) Wayne Richardson, the former CEO who served until July 21, 2017, (ii) Lincoln Greenidge, the CFO; and (iii) Carlos Galli, the Chief Operating Officer and the interim CEO from July, 21 2017 to September 5, 2017.

Oversight and Description of Director and NEO Compensation

In December 2016, the Corporation entered into the Mining Management Support Agreement (as defined below) and the Head Office Management Support Agreement (as defined below and collectively, the “**Management Support Agreements**”) with Rincon. (See “*Management Contracts*”.) Pursuant to these agreements, during the financial year ended August 31, 2017, all three of the Corporation’s NEOs, namely the former CEO, CFO and COO, were directly employed and compensated by Rincon or its Argentine subsidiary. Under the Management Support Agreements, Rincon was responsible for setting each of the NEOs compensation (other than stock options). A pro rata amount of each NEOs total compensation (based on the total amount of services provided to the Corporation by such NEO) and 100% of Mr. Galli’s time and compensation were allocated to the Corporation plus 10%, pursuant to the Management Support Agreements.

Compensation Philosophy and Objectives

The Corporation’s compensation strategy is to: (a) attract and retain individuals of high calibre to serve as officers of the Corporation; (b) motivate their performance in order to achieve the Corporation’s strategic objectives; and (c) to align the interests of executive officers with the long-term interests of LSC shareholders. The compensation to Named Executive Officers is comprised of salaries, if and when granted, annual cash bonuses, and incentive stock options granted pursuant to the Stock Option Plan. In establishing levels of cash compensation and the granting of incentive stock options, the executive officer’s performance, level of expertise and responsibilities are considered.

NEO Compensation & Compensation Governance

The Board of Directors, acting on recommendations of the Compensation Committee, relies on the experience of its members as officers or directors of other resource exploration companies to ensure that the total compensation paid to the Corporation’s management is fair and reasonable. In light of the Management Support Agreements, for the year ended August 31, 2017, LSC’s Compensation Committee, the principal Board Committee that oversees compensation of senior management of LSC, focused its review on the allocation of the cost to the Corporation of the portion of the total compensation paid to Rincon employees by Rincon. This includes allocations of salary, bonus, if applicable, and the costs of other benefit programs that are incurred by Rincon on behalf of Rincon employees that perform services for the LSC. The Compensation Committee still maintains responsibility for issuing options pursuant to the Corporation’s Stock Option Plan. In addition, the Compensation Committee reviews, on an annual basis, the performance of the NEOs whose services are being provided by Rincon and considers whether the compensation or cost allocation with respect to each such individual is reasonable. The Compensation Committee determined that such compensation or cost allocation paid in respect of the year ended August 31, 2017 was reasonable.

Where a NEO’s services are not provided under the Management Support Agreements, the Corporation intends to pay base compensation in the form of management fees or salaries that is competitive with that of comparable companies in the mineral exploration industry. Base compensation is compensation for

discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive.

The Corporation does not in general pay, or intend to pay, bonuses save and except where such bonuses are required to attract or retain employees for long term commitments to the Corporation.

Providing long-term incentives to the NEOs in the form of incentive stock options is also part of the overall executive compensation strategy. The Board of Directors believes that incentive stock option grants can serve the Corporation's executive compensation philosophy in several ways by attracting, retaining and motivating talent, aligning the interests of the NEOs with those of the shareholders by linking a specific portion of the officer's total pay to share price, and providing long-term accountability for NEOs.

The granting of incentive stock options is an important component of executive compensation as it allows the Corporation to reward each executive officer's efforts to increase shareholder value without requiring the use of the Corporation's cash reserves. The Corporation awards stock options to its executive officers and others based upon the recommendation of the Compensation Committee and Board of Directors in conjunction with, or by approval of, recommendations of various management and previous grants of incentive stock options are taken into account when considering new grants.

The Corporation currently has one securities-based compensation arrangement in place, the Stock Option Plan.

Director Compensation

The Compensation Committee determines director compensation from time to time and makes recommendations to the Board of Directors for its approval. The Compensation Committee is responsible for periodically reviewing such compensation, taking into consideration such factors as time commitment, compensation at comparable public corporations, and responsibilities, to ensure such compensation is reasonable, competitive, aligns the interests of directors with those of shareholders and is consistent with the time commitment, risks and responsibilities involved in being an effective director.

Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors, and the Corporation may, from time to time, grant to its directors incentive stock options to purchase Common Shares. The Corporation currently relies solely on Compensation Committee discussion without any formal objectives, criteria and analysis to determine the number of incentive stock options, and the terms and conditions of such stock options, to be granted to the directors and officers of the Corporation in accordance with the policies of the TSXV and the Stock Option Plan. The Compensation Committee also takes into consideration the number and value of outstanding stock options already held by each option holder when determining stock option grants. See "*Statement of Executive Compensation – Stock Options and other Compensation Securities*".

Director and NEO Compensation Summary Compensation Table

Set out below is a summary of compensation paid to NEOs and directors.

Name and Position	Year	Salary (\$)	Bonus (\$)	Committee or meeting Fee (\$)	Value of Perquisites (\$)	All other Compensation (\$)	Total Compensation ⁽¹⁾
Wayne Richardson ⁽²⁾ Former CEO & Former Chairman	2017	104,167	-	N/A	-	-	104,167
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Lincoln Greenidge ⁽³⁾ CFO	2017	85,417	-	N/A	-	-	85,417
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Carlos Galli ⁽⁴⁾ COO and Former Interim CEO	2017	276,965	-	N/A	-	-	276,965
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Stephen Dattels ⁽⁵⁾ Director	2017	-	-	-	-	-	-
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Robert Metcalfe Director	2017	N/A	-	28,600	-	-	28,600
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Bryan Smith Director	2017	N/A	-	23,600	-	-	23,600
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Trevor Eyton Director	2017	N/A	-	23,000	-	2,302,000 ⁽⁶⁾	2,325,000
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Peter Robson ⁽⁷⁾ Director	2017	N/A	-	22,600	-	-	22,600
	2016	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ The table provides the compensation for NEO's and Directors from the date the Corporation completed a "Qualifying Transaction" (as such term is defined within the policies of the TSXV) on February 22, 2017.

⁽²⁾ Mr. Richardson was Chief Executive Officer from February 22, 2017 until July 21, 2017 and Chairman from February 22, 2017 to November 13, 2017. As Chief Executive Officer, Mr. Richardson was a Rincon employee and provided services to LSC under the Head Office Management Support Agreement. The amounts under "Salary" reflect the allocation paid by the Corporation to Rincon under the Head Office Management Support Agreement. There was no further compensation allocated to Mr. Richardson. Mr. Richardson did not receive any compensation in his capacity of director.

⁽³⁾ As at August 31, 2017, Mr. Greenidge was a Rincon employee and provided services to LSC under the Head Office Management Support Agreement as Chief Financial Officer. The amounts under "Salary" reflect the allocation paid by the Corporation to Rincon under the Management Services Agreement. There was no further compensation allocated to Mr. Greenidge.

⁽⁴⁾ Mr. Galli serves as Chief Operating Officer. He also served as interim Chief Executive Officer from July 21, 2017 to September 5, 2017. As at August 31, 2017, Mr. Galli was a Rincon employee and provided services to LSC under the Mining Management Services Agreement as Chief Operating Officer. Under the Mining Management Support Agreement, Mr. Galli allocated 100% of his time to the Corporation as long as he was an employee of Rincon. The amounts under "Salary" reflect the amounts paid by the Corporation to Rincon under the Management Services Agreement. Mr. Galli's salary for the year ended August 31, 2017 was Arg Pesos \$3,392,770 (C\$276,965). There was no further compensation allocated to Mr. Galli.

⁽⁵⁾ Mr. Dattels did not receive any compensation as director for the year ended August 31, 2017.

⁽⁶⁾ In connection with the Corporation's qualifying transaction and transactions with Rincon, LSC issued to Tudorcroft Investments Inc., of which J. Trevor Eyton is the sole common shareholder, a finder's fee consisting of: (i) 2,000,000 Common Shares, and (ii) 1,000,000 Common Share purchase warrants of LSC, each warrant exercisable for one LSC common share at an exercise price of C\$1.30 per share and expiring two years following issuance.

⁽⁷⁾ Mr. Peter Robson resigned as a director on January 18, 2018.

Stock Options and Other Compensation Securities

The compensation securities granted to directors of the Corporation and Named Executive Officers during the financial year ended August 31, 2017 are set out below.

Outstanding Option-based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Corporation as at August 31, 2017 to each of the Named Executive Officers. No options were exercised by NEO's or director during the most completed financial year.

Name and Position	Type of compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage 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
Wayne Richardson ⁽²⁾ Former CEO & Former Chairman	Options	3,500,000	February 22, 2017	\$1.30	N/A ⁽³⁾	1.19	February 22, 2022
Lincoln Greenidge ⁽⁴⁾ CFO	Options	300,000	February 22, 2017	\$1.30	N/A ⁽³⁾	1.19	February 22, 2022
Carlos Galli ⁽⁵⁾ COO	Options	1,000,000	February 22, 2017	\$1.30	N/A ⁽³⁾	1.19	February 22, 2022
Stephen Dattels ⁽⁶⁾ Chairman	Options	100,000	February 22, 2017	\$1.30	N/A ⁽³⁾	1.19	February 22, 2022
Robert Metcalfe ⁽⁷⁾ Director	Options	100,000 250,000	February 22, 2017 May 19, 2017	\$1.30 \$1.30	N/A ⁽³⁾ \$1.25	1.19	February 22, 2022 May 19, 2022
Bryan Smith ⁽⁸⁾ Director	Options	100,000 250,000	February 22, 2017 May 19, 2017	\$1.30 \$1.30	N/A ⁽³⁾ \$1.25	1.19	February 22, 2022 May 19, 2022
Senator Trevor Eyton ⁽⁹⁾ Director	Options	100,000	February 22, 2017	\$1.30	N/A ⁽³⁾	1.19	February 22, 2022
Peter Robson ⁽¹⁰⁾ Director	Options	100,000 250,000	February 22, 2017 May 19, 2017	\$1.30 \$1.30	N/A ⁽³⁾ \$1.25	1.19	February 22, 2022 May 19, 2022

(1) Each option entitles the holder to acquire one Common Share upon exercise. All options vest in equal parts over three (3) years, on each anniversary of the date of grant.

(2) Mr. Richardson acted a CEO until July 21, 2017 and acted a director until November 13, 2017. As of August 31, 2017, Mr. Richardson held a total of 3,500,000 options.

(3) These options were issued in connection with the completion of the Corporation's Qualifying Transaction. At the time of grant, the Common Shares were not yet trading on the TSX-V.

(4) As of August 31, 2017, Mr. Greenidge held a total of 300,000 options.

(5) Mr. Galli serves as Chief Operating Officer. He also served as interim Chief Executive Officer from July 21, 2017 to September 5, 2017. As of August 31, 2017, Mr. Galli held a total of 1,000,000 options. On September 5, 2017, Ian Stalker was appointed Chief Executive Officer.

(6) As of August 31, 2017, Mr. Dattels held a total of 100,000 options.

(7) As of August 31, 2017, Mr. Metcalfe held a total of 350,000 options.

(8) As of August 31, 2017, Mr. Smith held a total of 350,000 options.

(9) As of August 31, 2017, Mr. Eyton held a total of 100,000 options.

(10) As of August 31, 2017, Mr. Robson held a total of 350,000 options. Mr. Peter Robson resigned as a director on January 18, 2018.

Stock Option Plan

General

The Corporation has adopted the Stock Option Plan, a "rolling" stock option plan which sets the number of options available for grant by the Corporation at an amount equal to up to a maximum of 10% of the issued and outstanding Common Shares from time to time, less any Common Shares reserved for issuance under other share compensation arrangements. The Stock Option Plan is administered by the Compensation Committee or the Board of Directors. Any director, officer, consultant or employee of the Corporation who is approved for participation in the Stock Option Plan by the Compensation Committee or the Board of Directors is eligible to participate in and be granted options under the Stock Option Plan. When considering a grant of options, the Compensation Committee and Board of Directors does take into account previous grants of options.

Under Policy 4.4 of the TSXV, a listed company on the TSXV is required to obtain the approval of its Shareholders for a "rolling" stock option plan at each annual meeting of Shareholders. Accordingly, Shareholders at the Meeting will be asked to approve the Stock Option Plan. The Stock Option Plan was last approved by shareholders at the Corporation's annual general meeting held February 10, 2017. See "*Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*".

The underlying purpose of the Stock Option Plan is to attract and motivate the directors, officers, employees and consultants of the Corporation and to advance the interests of the Corporation by affording such persons with the opportunity to acquire an equity interest in the Corporation through rights granted under the Stock Option Plan. The Stock Option Plan is expected to benefit shareholders by enabling the Corporation to attract and retain personnel of the highest caliber by offering them an opportunity to share in any increase in value of the Common Shares resulting from their efforts. The material terms of the Stock Option Plan are as follows:

1. The aggregate maximum number of options which may be granted under the Stock Option Plan at any one time is 10% of the number of Common Shares has outstanding at the time of grant.
2. The term of any options granted under the Stock Option Plan will be fixed by the Board of Directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
3. The exercise price of any options granted under the Stock Option Plan will be determined by the Board of Directors, in its sole discretion, but shall not be less than the closing price of the Common Shares on the day preceding the day on which the directors grant such options, less any discount permitted by the TSXV to a minimum of \$0.05 per share.
4. Unless determined by the Compensation Committee or the Board of Directors, no vesting requirements will apply to options granted thereunder, save for options granted to an employee performing investor relations activities for the Corporation.
5. All options will be non-assignable and non-transferable.
6. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; and (ii) no more that 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.
7. If the option holder ceases to be a director, employee, consultant or officer of the Corporation (other then by reason of death, disability or termination for just cause), then the option granted shall expire on no later than the 30th day following the date that the option holder ceases to be a director employee, consultant or officer of the Corporation, subject to the terms and conditions set out in the Stock Option Plan.

8. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Corporation's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Corporation's issued shares.

9. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Common Shares.

Employment, Consulting and Management Agreements

As at August 31, 2017, being the last business day of the Corporation's most recently completed financial year, other than the Management Support Agreements, there were no agreements under which compensation was provided to an NEO or director for services performed. LSC is not responsible for the termination pay of any of the key employees of Rincon or its subsidiaries whose services are provided under the Management Support Agreements. See "*Management Contracts*".

Pension Disclosure

As of the date of this Circular, no defined benefit plans, defined contribution plans or deferred compensation plans exist for the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information, as of August 31, 2017, regarding the number of Common Shares to be issued upon the exercise of outstanding options and the weighted-average exercise price of outstanding options, in connection with the equity compensation plan of the Corporation.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	8,000,000	\$1.30	4,965,121
Equity compensation plans not approved by securityholders	-	-	-
TOTAL	8,000,000	\$1.30	4,965,121

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee of the Corporation, or any associate of any such person, is, or has been at any time since the incorporation of the Corporation, indebted to the Corporation or any of its subsidiaries nor is, or at any time since the incorporation of the Corporation has, any indebtedness of any such person to another entity been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

REPORT ON CORPORATE GOVERNANCE

Board of Directors

The Board of Directors of the Corporation facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board. National Policy 58-201 – *Corporate*

Governance Guidelines (“**NI 58-101**”) of the Canadian Securities Administrators establishes corporate governance guidelines applicable to all Canadian reporting issuers. The Corporation has reviewed its own corporate governance practices in light of these guidelines. The Corporation will continue to review and implement the corporate governance guidelines as the business of the Corporation progresses and becomes more active in operations.

The independent status of each individual director is reviewed annually by the Corporate Governance Committee. Consistent with NI 58-201, a director is considered to be “independent” if he or she has no direct or indirect material relationship with the Corporation, which is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of his independent judgment. Applicable securities laws set out certain situations where a director is deemed to have a material relationship with the Corporation. Of the proposed nominees for directors of the Corporation, the Board of Directors will consist of six (6) directors, four (4) of whom will be considered independent under applicable securities laws, namely Robert Metcalfe, Bryan Smith, John Hick and Cheollho Ghim. Stephen Dattels is not considered independent as he receives a consulting fee from LSC other than his remuneration as acting as director. Trevor Eyton is not considered independent as he received a finder’s fee in connection with the qualifying transaction of the Corporation and related transactions with Rincon in excess of \$75,000.

Independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. In order to facilitate open and candid discussion among independent directors, from time to time as circumstances dictate, the non-independent directors and any representatives of management in attendance at meetings of the Board of Directors will be excused.

Directorships

The following table sets forth the directors of the Corporation who currently hold directorships with other reporting issuers:

Name of Director	Name of Other Reporting Issuer
Senator Trevor Eyton	Brookfield Real Estate Services Inc., Silver Bear Resources Inc., Magna International Ltd
Robert Metcalfe	WPC Resources Inc., Gran Colombia Gold Corp., Agility Health Inc.
John Hick	Algold Resources Ltd., Diamond Estates Wines & Spirits Inc., Eurotin Inc., Hudson Resources Inc., Samco Gold Ltd., and Sphinx Resources Ltd

Orientation and Continuing Education

The Board of Directors briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information. Newly elected directors will be provided with the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director will bring a different skill set and professional background and, with this information, the Corporate Governance Committee and Board of Directors anticipates being able to determine what orientation to the nature and operations of the Corporation’s business will be necessary and relevant to each new director. In addition, in order to orient new directors as to the nature and operation of the Corporation’s business, directors will also be given the opportunity to meet with members of the Corporation’s management team to discuss the Corporation’s business and activities. Board meetings may also include presentations by the Corporation’s management and employees to give directors additional insight into the Corporation’s business.

Ethical Business Conduct

The Board of Directors has adopted the Code of Business Conduct and Ethics Policy (the “**Code**”) as it relates to the Corporation to govern the conduct of the Corporation’s directors, officers and employees. A copy of the Code is available on the Corporation’s profile on SEDAR at www.sedar.com. The Board of Directors will seek to, in conjunction with recommendations of the Corporate Governance Committee, review the Code and any compliance issues, as they arise. The Board of Directors expects directors, officers and employees to act ethically at all times and in accordance with the Code.

The Corporate Governance Committee is responsible for overseeing the implementation of a compliance program for the Code to ensure that all directors, officers and employees are made aware of it and comply with it. The Corporate Governance Committee is responsible for reviewing with management from time to time the enforcement of its terms. All amendments, modifications or waivers with respect to the Code is to be approved by the Corporate Governance Committee and reported to, or approved by, if appropriate, the Board of Directors.

Each director and executive officer is required to fully disclose his interest in respect of any transaction or agreement to be entered into by the Corporation. Once such interest has been disclosed, the Board of Directors as a whole determines the appropriate level of involvement the director or executive officer should have in respect of the transaction or agreement, which may include convening a special committee of independent directors. All directors and executive officers are subject to the requirements of the *Business Corporations Act* (British Columbia) with respect to the disclosure of any conflicts of interests and the voting on transactions giving rise to such conflicts. In addition, the Corporation carries liability insurance for the benefit of its directors and officers in amounts the Corporation considers to be appropriate from time to time.

Nomination of Directors

Then Board of Directors and the Corporate Governance Committee are responsible for identifying new candidates for board nomination. In order to encourage an objective nomination process for new directors, the Board of Directors and the Corporate Governance Committee expects to consider potential candidates from a variety of sources and evaluate the suitability of such candidates. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation’s mission and strategic objectives, and a willingness to serve.

Compensation Committee

The Compensation Committee conducts reviews with regard to directors’ compensation from time to time and reviews the compensation of executive officers once a year. To make its recommendation on directors’ compensation, the Compensation Committee relies solely on the experience and knowledge of its members. The Compensation Committee is composed of Trevor Eyton (Chairman), Bryan Smith and Robert Metcalfe and meets at least twice a year.

See “*Statement of Executive Compensation*” for additional information with respect to the determination of compensation for directors and officers.

Other Board Committees

The Board of Directors has an Audit Committee as well as a Compensation Committee. The Audit Committee is composed of Bryan Smith (Chairman), Robert Metcalfe and Stephen Dattels. See “*Audit Committee Disclosure*” for additional information with respect to the Audit Committee.

The Corporate Governance Committee is responsible for reviewing and making recommendations to the Board of Directors with respect to all matters pertaining to the Corporation’s corporate governance

practices, including the composition of the Board of Directors and committees and the development of appropriate systems and procedures to enable the Board of Directors to exercise and discharge its responsibilities in accordance with sound corporate governance. The Corporate Governance Committee is composed of Robert Metcalfe (Chairman), Bryan Smith and Trevor Eyton and meets at least twice a year.

Assessments

The Corporate Governance Committee is responsible for conducting an annual evaluation of the performance of the Board of Directors to determine whether the Board of Directors, its committees and its individual directors are functioning effectively. The Corporate Governance Committee is also responsible for reporting the results of the evaluation to the Board of Directors. The purpose of the evaluation is to increase the effectiveness of the Board of Directors as a whole, as well as the effectiveness of its individual directors.

AUDIT COMMITTEE DISCLOSURE

The Corporation's disclosure of its audit practices pursuant to National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) is set out below in the form required by Form 52-110F2 – *Disclosure by Venture Issuers*. The Audit Committee is responsible for the oversight and supervision of the accounting and financial reporting practices and procedures of the Corporation, monitoring the adequacy of internal accounting controls and procedures and reviewing the quality and integrity of financial statements of the Corporation. The independent auditors of the Corporation report directly to the Audit Committee. In addition, the Audit Committee is responsible for reviewing and approving the auditors' examination of specific areas and for recommending to the Board of Directors the selection of independent auditors of the Corporation.

Audit Committee Charter

A copy of the charter (the “**Audit Committee Charter**”) of the Audit Committee is attached to this Circular as Appendix “A”.

Composition of the Audit Committee

The current members of the Audit Committee are Bryan Smith (Chairman), Robert Metcalfe and Stephen Dattels of whom all are “independent” other than Stephen Dattels and all of whom are “financially literate” within the meaning of NI 52-110.

Relevant Education and Experience

The following is a brief summary of the education or experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee, including any education or experience that has provided the member with an understanding of the accounting principles used by the Corporation to prepare its annual and interim financial statements:

Bryan Smith

Mr. Smith has more than 30 years of experience in the securities industry and is recognized as a leader in the Canadian financial industry. In 1990, Mr. Smith co-founded Burgundy Asset Management. He was pivotal in the firm's growth and retired in 1998. In 2000, it was the top Canadian equity performer and ranked in the number two position for the next five years. Mr. Smith has served as a past director of Polo Resources and Bioscript Inc. and has served as a director of Northbridge Financial Corporation since 2002. Mr. Smith holds a bachelor degree in Business Administration from Ryerson University in Toronto, Canada.

Robert Metcalfe

Mr. Metcalfe is a lawyer and has been associated with Metcalfe, Blainey & Burns LLP in Markham, Ontario since 2001, and prior to that he was a senior partner with the law firm Lang Michener LLP for 20 years. Throughout his career, Mr. Metcalfe has served as a director of numerous public and private corporations and currently serves as director of the publicly listed companies Gran Colombia Gold Corp., (Lead Director and Chairman of the Corporate Governance and Nominating Committee as well as a member of the Audit Committee); Alberta Oil Sands Inc. (Director and Chairman of the Board); LeadFX (Director and Chairman of the Board, Chairman of Compensation Committee); Agility Health Inc. (Director and member of the Audit Committee); and WPC Resources Inc. (Director and member of the Audit Committee). As a director and shareholder, Mr. Metcalfe has been engaged in numerous acquisitions, divestitures, corporate reorganizations, financings and corporate improvements, as well as serving on special committees across many sectors. He is a member of the Institute of Corporate Directors and a member in good standing of the Law Society of Upper Canada.

Stephen Dattels

Mr. Dattels was a key executive at Barrick Gold Corporation during its formative years prior to leaving in 1987. He founded Uramin Inc. which was sold in 2007 for \$2.5 billion to Areva. He has completed several financings in the natural resources sector. He is currently Chairman of Circum Minerals Limited, a private company. He was Chairman and Founder of Caledon Resources PLC, a director of Extract Resources Ltd, CEO of West African Minerals Corporation, Chairman of Polo Resources Limited and a Director of Regent Pacific Group Limited. He is also currently the Chairman of Regent Mercantile Holdings Limited.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year has a recommendation by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Corporation not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Corporation is relying upon the exemption in Section 6.1 of NI 52-110 from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) as more particularly described below.

Pre-Approval Policies and Procedures

The Audit Committee must, prior to the provision of services, approve any non-audit services to be provided to the Corporation and/or any of its subsidiaries by the independent auditor of the Corporation and the fees associated with those services.

Exemption in Section 6.1 of NI 52-110

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110. None of the Audit Committee members are executive officers, employees or control persons of the Corporation or its affiliates.

External Auditor Service Fees

The aggregate fees (excluding HST) billed to the Corporation by KPMG LLP. in each of the last two fiscal years for: (i) audit services (“**Audit Fees**”), (ii) assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and that are not included in Audit Fees (“**Audit-Related Fees**”), (iii) professional services rendered by the Corporation’s external auditor for tax compliance, tax advice, and tax planning (“**Tax Fees**”), and (iv) products and services provided by the Corporation’s external auditor, other than Audit Fees, Audit-Related Fees and Other Fees (“**All Other Fees**”), are as follows:

Year Ended August 31	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2017	\$343,000	\$24,000	-	-
2016	N/A	N/A	N/A	N/A

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Corporation or a subsidiary of the Corporation at any time during the Corporation's last financial year, the Nominees, 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, nor any associate or affiliate 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 Corporation.

MANAGEMENT CONTRACTS

On December 12, 2016, Lithium S Corporation S.A. (“**LSC Argentina**”), the Corporation’s Argentine subsidiary, and ADY Resources Limited, Sucursal Argentina, Rincon’s Argentine subsidiary (“**ADY Argentina**”), entered into a mining management support agreement which was subsequently amended on February 14, 2107 (“**Mining Management Support Agreement**”). Under the terms of the Mining Management Support Agreement, ADY Argentina may provide management support services to LSC Argentina in Argentina relating to the management of day to day operations of Lithium Argentina, as may be mutually agreed upon by Lithium Argentina and ADY Argentina from time to time and to the extent that ADY Argentina can reasonably provide the services. The Mining Management Support Agreement has an initial term of five (5) years, subject to renewal for successive one (1) year terms, provided that it may be terminated (i) upon the expiry date of any term by either party upon at least 180 days’ notice (ii) immediately if either party ceases to carry on business (iii) in the event of a material breach of the agreement or (iv) by ADY Argentina, at any time after LSC commences commercial production upon 12 months’ prior written notice.

Subsequent to August 31, 2017, in order to better organize LSC activities and to focus on exploration, LSC Argentina relocated its administrative offices from ADY Argentina’s offices to its own independent premises in Salta, Argentina, began hiring its own employees and discontinued using ADY Argentina’s services under the Mining Management Support Agreement.

On December 22, 2016, the Corporation’s predecessor and Rincon entered into a management support agreement which was subsequently amended on February 14, 2017 (the “**Head Office Management Support Agreement**”). Pursuant to the terms of the Head Office Management Support Agreement, Rincon agreed to provide access and use of its Toronto Ontario office space as reasonably requested by LSC as well as certain employee resources on a cost plus ten percent (10%) basis. Under this Agreement, Rincon may provide management support services to LSC, as may be mutually agreed upon by LSC and Rincon from time to time and to the extent that Rincon can reasonably provide such services, relating to the management of the day to day operations of LSC. The Head Office Management Support

Agreement has an initial term of five years and shall be automatically renewed for successive one-year terms, provided that it may be terminated (i) upon the expiry date of any term by either party upon at least 180 days prior written notice to the other party (ii) immediately by a party if the other party ceases to carry on business (iii) in the event of a material breach of the agreement or (iv) by Rincon at any time after LSC commences commercial production at any of its lithium properties located in Argentina by providing 12 months prior written notice.

For the year ended August 31, 2017, Rincon has charged a total of US\$1,107,000 under the Management Support Agreements.

As at the date of this Circular, no employees of Rincon or its subsidiaries currently perform management functions for LSC.

ADDITIONAL INFORMATION

Additional information relating to LSC is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's audited consolidated Financial Statements and Management's Discussion and Analysis for its most recently completed financial year which are filed on SEDAR. In addition, copies of the Corporation's annual financial statements and MD&A and this Circular may be obtained upon request to the Corporation at 151 Yong Street, 11th Floor, Toronto, Ontario M5C 2W7, Attention: Vice President, Legal and General Counsel.

CERTIFICATION AND BOARD APPROVAL

The undersigned hereby certifies that the contents and the sending of this Circular to LSC's Shareholders have been approved by the Board of Directors. A copy of this Circular has been sent to each director, each Shareholder entitled to notice of the Meeting and the auditors of the Corporation.

DATED at Toronto, Ontario, on the 2nd day of April.

ON BEHALF OF THE BOARD OF DIRECTORS OF LSC LITHIUM CORPORATION.

(signed) "Stephen Dattels"

Stephen Dattels
Chairman

APPENDIX "A"

LSC LITHIUM CORPORATION

AUDIT COMMITTEE TERMS OF REFERENCE

Statement of Purpose

The purpose of the Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of LSC Lithium Corporation (the "**Corporation**") will be to provide oversight and make recommendations to the Board with respect to the quality and integrity of the accounting, auditing, internal control and financial reporting practices of the Corporation and compliance with related legal and regulatory requirements. In addition, the Board may refer to the Committee such matters and questions relating to the financial position of the Corporation and its subsidiaries and other matters within the scope of the Committee's responsibilities as the Board deems appropriate.

In exercising its oversight, the Committee is not responsible for preparing the Corporation's financial statements, designing internal controls or planning or conducting audits. It is the responsibility of management of the Corporation to prepare financial statements that are complete and accurate and in accordance with generally accepted accounting principles and to design and implement an effective system of internal controls. The Corporation's external auditors are responsible for planning and performing an audit in accordance with generally accepted auditing standards and expressing an opinion as to the fair presentation of the Corporation's financial statements in accordance with generally accepted accounting principles.

Membership

The Committee will be appointed by the Board and will consist of at least three directors of the Corporation, a majority of which meet the independence requirements and all of whom are financially literate within the requirements applicable to the Corporation from time to time under the policies of the TSX Venture Exchange.

A member may be removed at any time by the Board and will cease to be a member upon ceasing to be a director of the Corporation.

Meetings and Procedure

The Committee will meet at least four times per year. Unless otherwise directed by the Board, the Committee will have the power to fix its quorum at not less than a majority of its members and to determine its own procedures for the calling and holding of meetings. The Committee will not transact business except at a meeting at which a quorum is present or by a resolution in writing signed by all of the members of the Committee.

The Chair of the Committee will be determined by the Board. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting will be appointed to preside as chair of the meeting.

The Committee may appoint a Secretary, who need not be a director of the Corporation, to keep minutes of all Committee meetings. The Committee will, when the Committee may deem appropriate but in any event not later than the next regular meeting of the Board, report to the Board all action it has taken since its previous report to the Board, and will make such recommendations to the Board as it deems prudent as a result of such action. The Committee may require the external auditors and any officer of the Corporation to attend its meetings and to take part in the discussion and consideration at any meeting or part thereof.

Relationship with External Auditors

The Committee will recommend to the Board each year (i) the external auditors to be nominated for appointment by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and (ii) the compensation of the external auditors. The Committee will review the circumstances surrounding any proposed change in the external auditors and will recommend the removal of the external auditors if the circumstances warrant.

The external auditors of the Corporation will report to and ultimately be accountable to the Committee and the Board as representatives of the shareholders of the Corporation. The Committee will be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.

Duties and Responsibilities

1. In addition to the duties and responsibilities set out elsewhere herein, the Committee will:

Financial Reporting and Disclosure

- (a) review and discuss with management and the external auditors the Corporation's financial reporting and the preparation of its financial statements, including the assessment of the external auditors as to the quality and appropriateness of the Corporation's accounting principles, material estimates and judgments as applied in its financial reporting;
- (b) review and discuss with management and the external auditors, where appropriate, the following financial documents and reports prior to public disclosure:
 - (i) the annual and interim financial statements of the Corporation and management's discussion and analysis of financial condition and results of operations with respect to such financial statements;
 - (ii) all annual and interim earnings press releases of the Corporation;
 - (iii) all certifications that may be made by the Chief Executive Officer and Chief Financial Officer regarding the Corporation's annual or quarterly financial results, disclosure controls and procedures and internal controls over financial reporting; and
 - (iv) any financial information contained in any prospectus, annual information form, management information circular or other disclosure document or regulatory filing of the Corporation;
- (c) ensure that adequate procedures are in place for the review of the Corporation's public disclosure in any other document of financial information extracted or derived from the Corporation's financial statements, and will periodically assess the adequacy of those procedures;
- (d) review with management and external counsel the status of any material pending or threatened litigation, claims, assessments and regulatory proceedings that may have a material impact on the Corporation's financial statements;

Policies, Procedures and Internal Controls

- (e) review with management and the external auditors all significant accounting practices and policies and all changes or proposed changes in such practices and policies and in financial reporting requirements that may affect the Corporation's financial statements, as well as key estimates and judgments of management that may be material to financial reporting;
- (f) review with management the adequacy of the Corporation's insurance coverage, including directors' and officers' liability coverage;
- (g) review with management the financial and other risks facing the Corporation and any changes in these risks, and assess the systems, procedures and other steps management has taken to manage such risks, including the use of any financial derivatives and hedging activities;
- (h) review with management the quality and adequacy of the Corporation's accounting systems and internal control procedures in light of legal and regulatory requirements, and where recommendations are made for the improvement of such systems and procedures, monitor management's corrective actions;
- (i) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, including procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

Relationship with External Auditors

- (j) review and discuss with the external auditors all significant relationships that the external auditors have with the Corporation and its affiliates in order to assess the external auditors' independence and recommend that the Board take appropriate action in response to any such relationships that bear on such independence;
- (k) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation to ensure compliance with the rules of any applicable regulatory authority;
- (l) review annually with management and the external auditors the audit plan for the current year, including the proposed timing, scope and fees for such audit;
- (m) review any matters raised by the external auditors as affecting the conduct of their audit, including any restrictions imposed by management on the scope of the external auditors' examinations;
- (n) review the performance of the external auditors including the relationship between the external auditors and management; and
- (o) pre-approve all non-audit services to be provided to the Corporation or any of its subsidiaries by the Corporation's external auditors, which may be by the adoption of policies and procedures for the engagement of such services which are detailed as to the particular services, require the Committee to be informed of each such service and do not include delegation of the Committee's responsibilities to management;
- (p) review any post-audit or management letters containing the recommendations of the external auditors, and management's response;

Other

- (q) consider any matters that management or the external auditors wish to refer to the Committee, including any unresolved disagreements between management and the external auditors; and
 - (r) at the request of the Board or on the Committee's own initiative, investigate such other matters as are considered necessary or appropriate in the circumstances.
2. The Committee will be entitled in its sole discretion to (i) retain independent counsel and other advisors as it determines necessary to carry out its responsibilities, (ii) set and pay the compensation for any advisors retained by the Committee, and (iii) communicate directly with the Corporation's internal and external auditors.
 3. The Committee will be entitled to delegate from time to time to any individual or subcommittee any of its responsibilities that lawfully may be delegated.
 4. The Committee will review and reassess these Terms of Reference, including the Committee's performance, at least annually and otherwise as it determines to be appropriate and propose any recommended changes to the Board.

