



## **Notice of Availability of Proxy Materials for HeliosX Lithium & Technologies Corp. Annual General Meeting**

**Meeting Date and Time: June 24, 2022 at 11:00 A.M. (Calgary time)**

**Location: Suite 205, 1170 Kensington Crescent, N.W., Calgary, Alberta**

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Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

<http://heliosx.ca/investors/agm>

OR

[www.sedar.com](http://www.sedar.com)

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### **Obtaining Paper Copies of the Proxy Materials**

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies may be made by contacting:

**Toll Free Within North America: 1-403-975-1996**

**Direct from outside of North America: 1-403-975-1996**

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### **Notice of Meeting**

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular, are as follows:

1. Appointment of Auditors;
2. Fix the Number of Directors;
3. Election of Directors;
4. Approval of a 10% Rolling Stock Option Plan;
5. Approval of a 10% fixed Restricted Share Unit Plan;
6. Approval of and for future private placements;
7. Approval of extension of exercise date for 10,080,000 warrants; and
8. Transaction of such other business as may come before the meeting.

### **Voting**

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 11:00 A.M. (Calgary Time) on June 22, 2022.

### **Stratification**

The Issuer is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

### **Annual Financial Statements**

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.

# **HELIOSX LITHIUM & TECHNOLOGIES CORP.**

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

**NOTICE** is hereby given that the Annual General Meeting ("**Meeting**") of the holders of common shares (the "**Common Shares**") of HeliosX Lithium & Technologies Corp. ("**HeliosX**" or the "**Company**") will be held at the head office of HeliosX at 205, 1170 Kensington Cres. N.W., Calgary, Alberta T2N 1X6 and via Zoom at <https://us02web.zoom.us/j/83665739962?pwd=MFB4WVlyUFFSS2l3L1dFSmxmbm9mUT09> ID: 865 9577 0511; Passcode: 162992 on Friday, June 24, 2022 at 11:00 a.m. (Calgary Time) for the following purposes:

1. to receive the financial statements of the Company for its fiscal years ended November 30, 2021 and 2020 and the report of the auditors thereon;
2. to appoint DeVisser Gray LLP as auditors for the ensuing year and to authorize the directors to fix their remuneration;
3. to fix the number of directors at five (5)
4. to elect the directors of the Company;
5. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution, approving the 10% Rolling Stock Option Plan (the "Rolling Option Plan"), as more particularly described in the accompanying Information Circular and attached hereto as Schedule "B";
6. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the 10 % fixed Restricted Share Unit Plan (the "2022 RSU Plan"), as more particularly described in the accompanying Information Circular and attached hereto as Schedule "C";
7. to approve future private placements that require shareholder approval; and
8. to consider, and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, approval from a majority of the disinterested shareholders an extension of the expiry date of 10,080,000 common share purchase warrants; and
9. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 10, 2022 (the "**Record Date**"). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

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

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

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

The Notice-and-Access allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial year ended November 30, 2021 ("**Financial Statements**") and management's discussion and analysis of the Company's results of operations and financial condition for 2021 ("**MD&As**") may be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) and also at <http://heliosx.ca/investors/agm>.

### **Obtaining Paper Copies of Materials**

Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A free of charge by contacting Company's Corporate Secretary and from Odyssey Trust. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or to Company's transfer agent, Odyssey Trust Company ("Odyssey Trust"), Suite 350-409 Granville Street, Vancouver, BC V6C 1T2 no later than 5:00 p.m. (PST) on May 31, 2022, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to Odyssey Trust or voting instruction forms to intermediaries, as applicable, before the Proxy Deadline.

**To ensure a smooth process, the Company is asking registered participants to log in by 10:45 a.m. (Calgary time) on June 24, 2022.**

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

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

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

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

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

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

**DATED** at Calgary, Alberta this 11th day of May, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

"Christopher Brown"

Christopher Brown  
Chief Executive Officer