

**NEO BATTERY MATERIALS LTD.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN an Annual General and Special Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of NEO BATTERY MATERIALS LTD. (the "**Company**") will be held at the Company's office at Suite 700 - 838 West Hastings Street, Vancouver, BC V6C 0A6 on February 21, 2023 at 3:30 p.m. for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended February 28, 2022, and the auditor's report thereon;
2. To set the number of directors to be elected at the Meeting at seven (7) and to elect the directors of the Company until the Company's next annual meeting of shareholders;
3. To appoint DeVisser Gray LLP, Chartered Professional Accountants as auditors of the Company and to authorize the directors of the Company to fix their remuneration;
4. To approve the Company's 10% rolling stock option plan, as described in the Circular (as defined below);
5. To consider and, if thought fit, pass, with or without variation, a resolution approving the "Change of Business" of the Company (as defined in Exchange Policy) from a mining issuer to a technology issuer (the "**Change of Business**"), the text of which is set forth in the Circular (as defined below);
6. To approve by special resolution the continuation of the Company from the Business Corporations Act (British Columbia) to the Business Corporations Act (R.S.O. 1990, c.B.16) ("OBCA"), and to adopt a new By-Law No. 1 for the Company, as described in the accompanying Management Information Circular); and
7. To transact such other business as may properly be brought before the Meeting.

Information relating to the matters to be brought before the Meeting is set forth in the information circular accompanying this Notice of Meeting (the "**Circular**").

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying the Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on January 10, 2023, will be entitled to receive notice of and vote at the Meeting.

Registered Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return these materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 20th day of January, 2023.

BY ORDER OF THE BOARD OF DIRECTORS



Spencer Huh, CEO and Director