



**ADVANTAGE LITHIUM CORP.**

*(formerly North South Petroleum Corp.)*

**NOTICE OF ANNUAL AND SPECIAL MEETING  
MANAGEMENT INFORMATION CIRCULAR**

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FOR THE

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

TO BE HELD

**THURSDAY, DECEMBER 22, 2016**

**10:00 A.M. (PACIFIC)**

**SUITE 1305, 1090 WEST GEORGIA STREET  
VANCOUVER, BRITISH COLUMBIA**

**ADVANTAGE LITHIUM CORP.**

#1305 - 1090 West Georgia Street  
Vancouver, BC, V6E 3V7

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

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the shareholders of Advantage Lithium Corp. (hereinafter called the "**Company**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, on Thursday, the 22<sup>nd</sup> day of December, 2016, at 10:00 AM (Pacific), for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended July 31, 2015, together with the report of the auditor therein;
2. To fix the number of directors at five (5);
3. To elect directors;
4. To appoint D&H Group LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution to ratify and approve the Company's incentive stock option plan, as more particularly described in the accompanying Management Information Circular;
6. To consider and, if thought fit, to pass an ordinary resolution to approve the creation of a new Control Person of the Company, as defined in the policies of the TSX Venture Exchange, as more particularly described in the accompanying Management Information Circular; and
7. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are a Management Proxy Circular, an Instrument of Proxy (or a voting instruction form if you hold common shares through a broker or other intermediary) and a Financial Statement Request Form. The accompanying Management Proxy Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Fax: 866-249-7775, email: [caregistryinfo@computershare.com](mailto:caregistryinfo@computershare.com), or by following the procedure for telephone or internet voting provided in the accompanying form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or with the Chairman of the Meeting on the day of the Meeting, prior to the commencement of the Meeting, or any adjournment(s) or postponement(s) thereof.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Only holders of common shares of record at the close of business on November 9, 2016 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 23<sup>rd</sup> day of November, 2016.

BY ORDER OF THE BOARD

*"David Sidoo"*

David Sidoo, President & CEO

## **ADVANTAGE LITHIUM CORP.**

#1305 - 1090 West Georgia Street  
Vancouver, British Columbia V6E 3V7

### **MANAGEMENT INFORMATION CIRCULAR**

(Containing information as at November 23, 2016, unless otherwise stated)

#### **SOLICITATION OF PROXIES**

This management information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Advantage Lithium Corp. (the “**Company**”) for use at the Annual and Special Meeting of the Shareholders of the Company (and any adjournment thereof) to be held on December 22, 2016 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Annual and Special Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

#### **APPOINTMENT OF PROXYHOLDER**

The individuals named in the accompanying form of proxy are directors and/or officers (“**Management’s Nominees**”) of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc. (the “Transfer Agent”), Proxy Department, 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment thereof. Proxies delivered after that time will not be accepted.**

#### **REVOCAION OF PROXIES**

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, where the shareholder is a company, by a duly authorized officer or attorney of the company, and delivered to the registered and records office of the Company located at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 (Attention: Corporate Secretary), at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

#### **INFORMATION FOR NON-REGISTERED SHAREHOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the common shares of the Company (“Common Shares”) they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote at the Meeting.** If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf

of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**NOBOs**"). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Annual and Special Meeting are to shareholders of record unless specifically stated otherwise.

## **VOTING OF PROXIES**

The shares represented by a properly executed proxy in favour of Management's Nominees as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL, SUCH SHARES WILL BE VOTED **AS DIRECTED BY MANAGEMENT OF THE COMPANY** FOR EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED, OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED, BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Annual and Special Meeting, and with respect to other matters which may properly come before the Meeting. If any amendments or variations to matters identified in the Notice of Annual and Special Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented to the Meeting.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Except as disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and senior officers may, however, be interested in the general authorization granted to the directors with respect to stock options to insiders as detailed herein.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at November 9, 2016 (the "**Record Date**"), the Company had 52,148,735 Common Shares issued and outstanding.

Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at the Transfer Agent and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and senior officers of the Company, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as of the close of business on November 9, 2016.

#### **ELECTION OF DIRECTORS**

The board of directors (the "**Board**") presently consists of five directors and shareholders will be asked at the Meeting to determine the number of directors at five for the ensuing year. It is proposed that five directors be elected for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and the persons named by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**").

The following table and notes thereto set out the name of each of management's nominees for election as a director, the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time he has been a director of the Company, and the number of shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

<b>Name, Position and Province and Country of Residence<sup>(1)</sup></b>	<b>Principal Occupation and, if not at present an elected Director, Occupation during the past five years<sup>(1)</sup></b>	<b>Director Since</b>	<b>No. of Shares beneficially held<sup>(2)</sup></b>
<b>DAVID SIDOO<sup>(3)</sup></b> President, Chief Executive Officer (“CEO”) and Director (resident of British Columbia, Canada)	Self-employed consultant since June, 2000; President of the Company since August 2016 and CEO since September 2016. President and CEO of East West Petroleum Corp. since 2013.	April 8, 2015	3,836,500 <sup>(4)</sup>
<b>ROSS MCELROY</b> Director (resident of British Columbia, Canada)	Professional Geologist. President of Fission Uranium Corp. since 2013. Mr. McElroy has nearly 30 years of experience in the mining industry and is currently a director and/or officer of several publicly traded companies including Fission 3.0 Corp., Crazy Horse Resources Inc. and Ironside Resources Inc.	July 25, 2016	583,000
<b>WILLIAM MARSH<sup>(3)</sup></b> Director (resident of British Columbia, Canada)	Independent Consultant providing drilling advice to both public and private companies operating in Canada and internationally. Mr. Marsh has over 30 years of experience in resource exploration and drilling business. Since retiring from Chevron in 2001, Mr. Marsh has consulted to public international resource firms listed on the TSX and the TSX Venture Exchanges. Mr. Marsh is presently a director of Fission Uranium Corp., Fission 3.0, Crazy Horse Resources and Wolfpack Capital Corp.	August 11, 2016	50,000
<b>DEVINDER RANDHAWA<sup>(3)</sup></b> Director (resident of British Columbia, Canada)	President and founder of RD Capital Inc., a privately held consulting firm providing venture capital and corporate finance service to emerging companies since 1994 in the resources and non resource sectors both in Canada and the United States. CEO and director of Fission Uranium Corp. since 2013. For more than 20 years Mr. Randhawa has been, and currently is, a director and/or officer of a number of TSX Venture Exchange listed companies. Mr. Randhawa obtained an MBA in Finance from the University of British Columbia in 1985.	August 29, 2016	2,400,000

Name, Position and Province and Country of Residence <sup>(1)</sup>	Principal Occupation and, if not at present an elected Director, Occupation during the past five years <sup>(1)</sup>	Director Since	No. of Shares beneficially held <sup>(2)</sup>
<b>CALLUM GRANT</b> Director (resident of British Columbia, Canada)	Consulting Engineer. Mr. Grant graduated with B.Sc. Honours Geology from the University of Aberdeen, Scotland in 1971 followed by an M.Eng. (Mining) degree from McGill University in 1977. He is a Registered Professional Engineer (P.Eng.) in Ontario & British Columbia, Canada, has served as Qualified Person for mineral resource and mining sign-offs and delivery of scoping through feasibility studies.	October 25, 2016	Nil

NOTES:

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Denotes member of Audit Committee.
- (4) Includes 2,526,500 shares held by East West Petroleum Corp., a reporting issuer of which Mr. Sidoo is a director and officer and 1,310,000 shares through Siden Investments Ltd., a private company owned by Mr. Sidoo.

**Corporate Cease Trade Orders or Bankruptcies**

Other than as disclosed below, none of the proposed directors of the Company or any of their personal holding companies:

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Company, that:
  - (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the company 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; or
- (b) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person 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, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 that person.

None of the proposed directors or any of their personal holding companies has been subject to:

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

#### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of this Information Circular, a “**Named Executive Officer**”, or “**NEO**”, means each of the following individuals:

1. a Chief Executive Officer (“**CEO**”) of the Company;
2. a Chief Financial Officer (“**CFO**”) of the Company,
3. each of the Company’s three most highly compensated executive officers 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 \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the July 31, 2015 financial year; and
4. each individual who would be a NEO under paragraph 3 but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity as at July 31, 2015.

During the financial year ended July 31, 2015, the Company had one NEO: Marc Cernovitch, former President, CEO and CFO. Mr. Cernovitch ceased to act as President, CEO and CFO in August 2016.

#### **COMPENSATION DISCUSSION AND ANALYSIS**

##### **COMPENSATION, PHILOSOPHY AND OBJECTIVES**

The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company’s compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management’s interests with the long-term interests of shareholders; and (c) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers (or NEOs), as hereinafter defined, is fair and reasonable. The Board as a whole recommends levels of executive compensation that are competitive, motivating and commensurate with the time spent by executive officers in meeting their obligations. The Board relies on the experience of its members in assessing compensation levels.

##### **ANALYSIS OF ELEMENTS**

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO’s efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the



commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan (the "**Option Plan**"). A description of the significant terms of the Option Plan is found under the heading "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan".

### **OPTION-BASED AWARDS**

The Company has no long-term incentive plans other than the Option Plan. The Company's directors, employees, officers and certain consultants are entitled to participate in the Option Plan. The Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Option Plan aligns the interests of the NEOs and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's common shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Exchange from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Option Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

There is no restriction on NEOs or Directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units or exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the NEO or Director for the financial year ended July 31, 2015.

No NEO or Director, directly or indirectly, purchased any financial instruments or employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

### **SUMMARY COMPENSATION TABLE**

The following Summary Compensation Table provides a summary of the compensation paid by the Company to the NEO, Marc Cernovitch, the Company's former President, CEO and CFO, for the most recently completed financial years ended July 31, 2015, 2014 and 2013. For the information concerning compensation related to previous years, please refer to the Company's previous management proxy circulars available at [www.sedar.com](http://www.sedar.com).

Name and principal position	Year <sup>(1)</sup>	Salary (\$) <sup>(2)</sup>	Option-based awards (\$) <sup>(3)</sup>	All other compensation (\$)	Total compensation (\$)
Marc Cernovitch former President, CEO, CFO and Corporate Secretary <sup>(4)</sup>	2015	Nil	17,950 <sup>(5)</sup>	Nil	17,950
	2014	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil

NOTES:

- (1) Financial years ended July 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies.
- (4) Resigned as Corporate Secretary on May 22, 2015, as President on August 11, 2016 and as CEO and CFO on August 29, 2016.
- (5) The assumptions used were: a risk-free interest rate of 0.59%; expected volatility of 110.59%; an expected life of 3 years; a dividend yield of 0%; and an expected forfeiture rate of 0%.

**OPTION-BASED AWARDS**

The following table sets forth the incentive stock options (option-based awards) granted to the NEO pursuant to the Option Plan, which were outstanding as at July 31, 2015.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Marc Cernovitch	100,000	0.27	Jun. 08/18	-

NOTE:

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on July 31, 2015, being the last trading day of the Company's shares for the financial year, which was \$0.16, and the exercise price of the option.

**INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR**

The following table sets forth, for the NEO the value of all incentive plan awards vested during the financial year ended July 31, 2015.

Name	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation - Value earned during the year (\$)
Marc Cernovitch	17,950 <sup>(2)</sup>	N/A

NOTES:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies.
- (2) The assumptions used were: a risk-free interest rate of 0.59%; expected volatility of 110.59%; an expected life of 3 years; a dividend yield of 0%; and an expected forfeiture rate of 0%.

**TERMINATION AND CHANGE OF CONTROL BENEFITS**

The Company does not have any plan contract, agreement or plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of the Company or a change in the NEO's responsibilities.

**PENSION PLAN BENEFITS**

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

**DIRECTOR COMPENSATION**

**DIRECTOR COMPENSATION TABLE**

The following table sets forth all amounts of compensation provided to each former director, other than those who are also NEOs, during the Company's financial year ended on July 31, 2015. Compensation for the NEOs are disclosed in the Summary Compensation Table above.

Name	Fees Earned (\$)	Option-based awards (\$) <sup>(1)</sup>	All other compensation (\$)	Total (\$)
David Sidoo <sup>(2)</sup>	Nil	44,875 <sup>(3)</sup>	Nil	44,875
Craig Taylor <sup>(4)</sup>	Nil	3,141 <sup>(3)</sup>	Nil	3,141
Hon. Herb Dhaliwal <sup>(5)</sup>	Nil	26,925 <sup>(3)</sup>	Nil	26,925
John Seaman <sup>(6)</sup>	Nil	Nil	Nil	Nil

NOTES:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies.
- (2) Mr. Sidoo was appointed as director on April 8, 2015.
- (3) The assumptions used were: a risk-free interest rate of 0.59%; expected volatility of 110.59%; an expected life of 3 years; a dividend yield of 0%; and an expected forfeiture rate of 0%.
- (4) Mr. Taylor ceased to be a director on August 29, 2016.
- (5) The Hon. Dhaliwal served as director from May 22, 2015 to July 25, 2016.
- (6) Mr. Seaman ceased to be a director on May 22, 2015.

***Outstanding Option-Based Awards***

The following table sets forth for each director, other than the NEOs, all option-based awards outstanding as at July 31, 2015, the end of the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
David Sidoo	250,000	0.27	Jun. 08/18	-
Craig Taylor	17,500	0.27	Jun. 08/18	-
Hon. Herb Dhaliwal	150,000	0.27	Jun. 08/18	-
John Seaman	Nil	N/A	N/A	N/A

NOTE:

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on July 31, 2015, being the last trading day of the Company's shares for the financial year, which was \$0.16, and the exercise price of the option.

**INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR**

The following table sets forth for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the financial year ended July 31, 2015.

Name	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation – Value earned during the year (\$)
David Sidoo	44,875 <sup>(2)</sup>	N/A
Craig Taylor	3,141 <sup>(2)</sup>	N/A
Hon. Herb Dhaliwal	26,925 <sup>(2)</sup>	N/A
John Seaman	Nil	N/A

NOTES:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies.
- (2) The assumptions used were: a risk-free interest rate of 0.59%; expected volatility of 110.59%; an expected life of 3 years; a dividend yield of 0%; and an expected forfeiture rate of 0%.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Company’s most recently completed fiscal year end:

Plan Category	Column (a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Column (b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Column (c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) <sup>(1)</sup>
Equity Compensation Plans Approved By Securityholders	967,500	0.27	1,361,699
Equity Compensation Plans Not Approved By Securityholders	N/A	N/A	N/A
Total	967,500	0.27	1,361,699

NOTE:

- (1) Based upon the Company having 23,291,990 common shares issued and outstanding as at July 31, 2015. The Company currently has in place a "rolling" stock option plan whereby the maximum number of common shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant. See "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan" for further particulars of the stock option plan.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

As of November 23, 2016, the date of this Information Circular, no director, executive officer, employee, proposed management nominee for election as a director of the Company, nor any associate of any such director, executive officer, or proposed management nominee of the Company, or any former director, executive officer or employee of the Company or any of its subsidiaries, was indebted to the Company or any of its subsidiaries, or indebted to another entity

where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of management, none of the proposed directors, directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) or subsidiary of the Company, nor any person or company who beneficially owns, or controls or directs, directly or indirectly, Common Shares or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares nor an associate or affiliate of any of the foregoing persons has since August 1, 2014 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

### **APPOINTMENT OF AUDITOR**

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of D&H Group LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to give authorization to the directors to fix the auditor's remuneration.

### **MANAGEMENT CONTRACTS**

Management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

### **AUDIT COMMITTEE**

Under National Instrument 52-110 – *Audit Committees* (“NI 52-110”), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor.

#### **Audit Committee Charter**

The Company has adopted a Charter of the Audit Committee of the Board of Directors, the text of which is set out in the attached Schedule “A” to this Information Circular.

#### **Composition of the Audit Committee**

The following are the members of the Committee <sup>(1)</sup>:

	<b>Independent <sup>(1)</sup></b>	<b>Financially Literate</b>
David Sidoo	No	Yes
Devinder Randhawa	Yes	Yes
William Marsh	Yes	Yes

(1) As defined in National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

#### **Relevant Education and Experience**

David Sidoo is a businessman based in Vancouver where he oversees a successful private investment banking and financial management firm. In 2014, Mr. Sidoo was appointed by the British Columbia Government to the Board of Governors for the University of British Columbia. Mr. Sidoo is a board member and the President and CEO of East West Petroleum, a company he founded in 2010.

Devinder Randhawa is the President and founder of RD Capital Inc., a privately held consulting firm providing venture capital and corporate finance service to emerging companies since 1994 in the resources and non resource sectors both in Canada and the United States. For more than 20 years Mr. Randhawa has been, and currently is, a director and/or officer of a number of TSX Venture Exchange listed companies. Mr. Randhawa obtained an MBA in Finance from the University of British Columbia in 1985.

William Marsh is an independent consultant providing drilling advice to both public and private companies operating in Canada and internationally. He is currently a director and/or officer of several publicly listed companies including Fission Uranium Corp., Fission 3.0, Crazy Horse Resources Inc. and Wolfpack Capital Corp. Mr. Marsh has worked on domestic and international drilling programs for Chevron Canada Resources for the past 15 years and has worked in Canada for Chevron as a Drilling Superintendent and Senior Drilling Representative supervising drilling, workovers and completions in many areas in Canada including the Beaufort Sea, MacKenzie Delta, lower North West Territories, British Columbia, Alberta and Saskatchewan. Mr. Marsh's most recent international assignment with Chevron was as Senior Drilling Representative for Tengizchevroil in Tengiz, Kazakstan.

As such, each member has acquired a knowledge and understanding of the financial issues and accounting principles that are relevant in assessing this Company's financial disclosures and internal control systems.

#### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

#### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), the exemptions in Subsection 6.1.1(4) (Circumstances Affecting the Business or Operations of the Venture Issuer), Subsection 6.1.1(5) (Events Outside Control of Member), Subsection 6.1.1(6) (Death, Incapacity or Resignation) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

#### **Pre-Approval Policies and Procedures**

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" in the Audit Committee Charter.

#### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
July 31, 2015	\$5,825	Nil	Nil	Nil
July 31, 2014	\$7,677	Nil	Nil	Nil

#### **Exemption**

The Company is relying on the exemption provided under Section 6.1 of NI 52-110.

#### **CORPORATE GOVERNANCE PRACTICE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101") requires issuers to disclose their governance practices in accordance with that instrument. The Company is a "venture issuer" within the meaning of NI 58-101.

The Board has adopted certain corporate governance policies to reflect the Company's commitment to good corporate governance, and to comply with NI 58-101, Form 58-101F2 - *Corporate Governance Disclosure (Venture Issuers)* and National Policy 58-201 - *Corporate Governance Guidelines*. The Board periodically reviews these policies and proposes modifications to the Board for consideration as appropriate. The Company considers good corporate governance to be central to the effective and efficient management and operation of the Company, and the Board is directly responsible for developing the Company's approach to corporate governance issues. A discussion of the Company's governance practices within the context of NI 58-101 is set out below:

### ***Board of Directors***

The Company currently has four independent directors, namely: Messrs. McElroy, Randhawa, Marsh and Grant. The Company has one director who is not independent because he is an executive officer of the Company, namely: Mr. David Sidoo, President and CEO.

The Board facilitates the exercise of independent supervision over management through various Board meetings held throughout the year. At present, the Board does not have any formal committees other than its Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs. As a result, these Board members are able to provide significant and valuable independent supervision over management.

### ***Directorships***

As of the date of this information circular, certain directors of the Company are also serving as directors of other reporting issuers, details of which are as follows:

<b><u>Director</u></b>	<b><u>Reporting Issuer</u></b>
David Sidoo	Canex Eergy Corp., East West Petroleum Corp., Seaway Energy Services Inc.
Ross McElroy	Crazy Horse Resources Inc., Eros Resources Corp., Fission Uranium Corp., Fission 3.0 Corp., Ironside Resources Inc., Pioneer Pacific Finance Corp. and Wolfpack Capital Corp.
Devinder Randhawa	Big Wind Capital Corp., Crazy Horse Resources Inc., Fission Uranium Corp., Fission 3.0 Corp., Ironside Resources Inc., Pioneer Pacific Finance Corp. and Wolfpack Capital Corp.
William Marsh	Crazy Horse Resources Inc., Fission Uranium Corp., Fission 3.0 Corp. and Wolfpack Capital Corp.
Callum Grant	N/A

### ***Orientation and Continuing Education***

The CEO and/or the CFO are responsible for providing an orientation for new directors. Director orientation and on-going training will include presentations by senior management to familiarize directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its internal and independent auditors.

### ***Ethical Business Conduct***

The Company does not have a written code of ethical business conduct for its directors, officers and employees. Each director, officer and employee is expected to comply with relevant corporate and securities laws and, where applicable, the terms of their employment agreements.

### ***Nomination of Directors***

When a Board vacancy occurs or is contemplated, any director may make recommendations to the Board as to qualified individuals for nomination to the Board.

In identifying new candidates, the directors will take into account the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Company at that time.

### ***Compensation***

From time to time, the independent directors of the Board will review the compensation payable to the CEO and CFO. Compensation for Board members is determined by the Board as a whole and in accordance with industry norms and with reference to each individual director's level of involvement with the Company

### ***Other Board Committees***

The Board has no standing committees other than the Audit Committee.

### ***Assessments***

The Board does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board. These matters are dealt with on a case by case basis at the Board level.

## **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

### **A. Ratification of Stock Option Plan**

On August 14, 2015, the Board adopted a 10% rolling stock option plan (the "**Option Plan**") whereby the maximum number of common shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant. The Option Plan was approved by the Shareholders at the annual and special meeting held on September 18, 2015 and by the Exchange on October 13, 2015.

The purpose of the Option Plan is to provide the Company with a share related mechanism to enable the Company to attract, retain and motivate qualified directors, officers, employees and other service providers, to reward directors, officers, employees and other service providers for their contribution toward the long term goals of the Company and to enable and encourage such individuals to acquire shares of the Company as long term investments.

The following information is intended to be a brief description of the Option Plan and is qualified in its entirety by the full text of the Option Plan which is available for review by any Shareholder up until the day preceding the Meeting at the Company's head office at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, and will be available at the Meeting:

1. Stock options may be granted to directors, officers, employees and consultants of the Company or any subsidiary of the Company.
2. The aggregate number of options granted to any option holder in a twelve month period must not exceed 5% of the issued and outstanding common shares of the Company, and the maximum number of options which may be granted to insiders within any twelve month period must not exceed 10% of the issued and outstanding common shares of the Company (unless the Company has obtained disinterested shareholder approval of such grants as required by the Exchange).
3. The aggregate number of options granted to any one consultant of the Company within any 12 month period must not exceed 2% of the issued and outstanding common shares of the Company.



4. Options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued and outstanding common shares of the Company in any 12 month period, calculated at the date an option is granted to any such person, and such options are subject to vesting provisions.
5. The exercise price of the options to be granted under the Option Plan will be determined by the Board and will not be less than the market value of the common shares as of the date of grant, as permitted by the Exchange.
6. The term of the options will not exceed 10 years, subject to earlier termination after certain events such as the option holder's ceasing to be an option holder, disability or death.
7. The Option Plan does not provide for mandatory vesting provisions of the options. Options granted under the Option Plan may contain vesting provisions at the discretion of the Board (or a committee thereof).

In accordance with the policies of the Exchange, a rolling plan requires the approval of the Company's shareholders on an annual basis. The Option Plan was last approved by the Company's shareholders on September 18, 2015. At the upcoming Meeting, the Company will ask the shareholders to pass the following ordinary resolution to ratify and approve the Option Plan:

“RESOLVED, as an ordinary resolution of the shareholders of the Company, that:

1. the stock option plan (the “**Option Plan**”) of Advantage Lithium Corp. (the “**Company**”), in the form approved by the shareholders of the Company at the last annual and special meeting of shareholders held on September 18, 2015, with or without amendments that may be required to conform to the policies of the TSX Venture Exchange or comply with rules and regulations of any other regulatory body having authority over the Company or the Option Plan, is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the optionholders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date;
3. the Board or any committee created pursuant to the Option Plan is authorized to make such amendments to the Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Option Plan, the shareholders; and
4. any one of the directors or officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution.”

An ordinary resolution is a resolution passed by a majority of at least 50% of the votes cast by those Shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

**Management of the Company recommends that the shareholders vote in favour of the Ratification of Stock Option Plan Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Stock Option Plan Resolution.**

#### **B. Approval of the Creation of a New Control Person**

The Company entered into a letter of intent dated November 23, 2016 with Orocobre Limited (“**Orocobre**”) regarding a proposed transaction (the “**Proposed Acquisition**”) whereby the Company will acquire up to 75% of Orocobre's Cauchari project and a 100% interest in five other lithium brine projects. This portfolio of projects, comprising a total of 85,543 ha, are located in the northern provinces of Jujuy, Salta and Catamarca in Argentina's lithium triangle. Following completion of the Proposed Acquisition, Orocobre will own 40,622,200 common shares of the Company,

with a minimum ownership of 31.12% of the outstanding common shares of Advantage Lithium (calculated on a fully-diluted basis post capital raising). Advantage Lithium will be the operator of the projects. Furthermore, a joint venture will be formed between Advantage Lithium and Orocobre for the Cauchari project, which hosts an inferred resource of 470,000 tonnes of lithium carbonate equivalent (LCE)\* and 1.62 million tonnes of potash (KCL)\* from the combined northern and southern resource (from 230 million cubic metres of brine at ~380 mg/l Li and 3,700 mg/l K and a large exploration target of 5.6mt to 0.25Mt of LCE and 19mt to 0.9 of KCL<sup>1</sup>. Cauchari is located just 10-20 km south Orocobre’s flagship Olaroz Lithium Facility.

Property	Province	Area (ha)	Interest
Cauchari	Jujuy	27,771	*50%
Antofalla	Salta	10,653	100%
Incahuasi	Salta	9,843	100%
Guayatayoc	Jujuy	21,276	100%
Two projects currently under application	**	16,000**	100%

\* Initial 50%. Can be increased to 75%

\*\* Application to acquire has been filed

See the Company’s press release dated November 23, 2016, which can be found under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and at the Company’s website at [www.advantagelithium.com](http://www.advantagelithium.com).

Orocobre was incorporated and is domiciled, in Australia and its shares are dual-listed on the Australian Securities Exchange under the symbol “ORE” and on the Toronto Stock Exchange under the symbol “ORL”. Orocobre is included in the S&P/ASX 200 Index. Orocobre is building a substantial Argentinian-based industrial chemicals and minerals company through the construction and operation of its portfolio of lithium, potash and boron projects and facilities in the Puna region of northern Argentina. Orocobre has built, in partnership with Toyota Tsusho Corporation and JEMSE, the first large-scale, greenfield brine based lithium project in approximately 20 years at the Salar de Olaroz with planned production of 17,500 tonnes per annum of low-cost battery grade lithium carbonate.

In consideration for the Proposed Acquisition, the Company will issue 40,622,200 Common Shares (the “**Consideration Shares**”) to Orocobre on the closing of the Proposed Acquisition. Completion of the Proposed Acquisition is subject to, among other things, the acceptance of the Exchange, the execution of a definitive agreement and the completion by the Company of an equity financing (the “**Proposed Financing**”) to raise gross proceeds of not less than US\$15,000,000 to a maximum of US\$25,000,000 pursuant to the issuance of not less than 20,000,000 and not more than 30,000,000 Common Shares (the “**Financing Shares**”).

As at the date of this Information Circular, 52,598,735 Common Shares are issued and outstanding and, to the knowledge of management of the Company, Orocobre and its Associates (as such term is defined in the Exchange Corporate Finance Manual) and Affiliates (as such term is defined in the Exchange Corporate Finance Manual) do not own or control, directly or indirectly, any Common Shares. Following the issuance of the Consideration Shares to Orocobre and the completion of the Proposed Financing, Orocobre will hold approximately 31.1% of all of the issued and outstanding Common Shares resulting in the creation of a new Control Person (as defined below). Upon closing, a pooling agreement will be entered into between Orocobre and the insiders of the Company, pursuant to which the parties will agree not to sell their shares of the Company for specified periods post-closing (subject to customary exceptions). Upon closing, Orocobre will have the right to nominate two nominees to the Board of the Company, which will then be comprised of six members.

Pursuant to the policies of the Exchange, if a new Control Person is created as a result of the acquisition of securities in an issuer, the Exchange will require the Company to obtain the approval of a majority of the shareholders of the Company to the creation of the Control Person, excluding the votes of the Control Person and its Associates and Affiliates. A “**Control Person**” means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuers so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting common shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

Accordingly, the shareholders will be asked to approve the creation of Orocobre as a new Control Person of the Company pursuant to the issuance of the Consideration Shares and will be asked to approve the following ordinary resolution at the Meeting (the “**Creation of a Control Person Resolution**”):

“RESOLVED, as an ordinary resolution of the shareholders of the Company, that:

1. the creation of Orocobre Limited as a new Control Person, as such term is defined in the policies of the TSX Venture Exchange (the “Exchange”) of Advantage Lithium Corp. (the “Company”), subject to the acceptance of the Exchange and on such terms as are more particularly described in the Information Circular of the Company dated November 23, 2016, be and is hereby authorized and approved;
2. any one of the directors or officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution; and
3. notwithstanding the foregoing, the board of directors of the Company be and are authorized to abandon all or any part of this resolution at any time prior to giving effect thereto, without further notice to or approval of the shareholders of the Company.”

Since the polices of the Exchange require that disinterested shareholder approval be obtained for the creation of a new Control Person, the foregoing resolution must be passed by a simple majority of the votes cast by shareholders who vote in person or by proxy at the Meeting, excluding any votes held by Orocobre and its Associates and Affiliates.

**Management of the Company recommends that the shareholders vote in favour of the Creation of a Control Person Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Creation of a Control Person Resolution.**

#### **ANY OTHER MATTERS**

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Annual and Special Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

#### **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available on the Company’s profile on SEDAR website located at [www.sedar.com](http://www.sedar.com). The Company’s financial information is provided in the Company’s audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the website noted above. Shareholders of the Company may request copies of the Company’s financial statements and related management discussion and analysis by contacting the Company at:

Advantage Lithium Corp.  
#1305 – 1090 W. Georgia Street  
Vancouver, BC, V6E 3V7  
Tel: (604) 685-9316 | Fax: (604) 683-1585

DATED at Vancouver, British Columbia, this 23<sup>rd</sup> day of November, 2016.

ON BEHALF OF THE BOARD

*"David Sidoo"*

David Sidoo,  
President & CEO

Schedule "A"

**ADVANTAGE LITHIUM CORP.**  
*(formerly North South Petroleum Corp.)*

(the "Corporation")

**AUDIT COMMITTEE CHARTER**

(Adopted by the Board of Directors on November 5, 2008)

**MANDATE**

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.
- Review and appraise the performance of the Corporation's external auditors (the "Auditor").
- Provide an open avenue of communication among the Corporation's auditors, management and the Board of Directors.

**COMPOSITION**

The Committee shall be comprised of at least three members. Each member must be a director of the Corporation. A majority of the members of the Committee shall not be officers or employees of the company or of an affiliate of the Corporation. At least one member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

**MEETINGS**

The Committee shall meet as frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give Committee members 24 hours' advance notice of each meeting and the matters to be discussed at it. Notice may be given personally, by telephone, facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Corporation's annual financial statements and, if the Committee feels it is necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Corporation.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Corporation or of an affiliate of the Corporation. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A member may participate in a meeting of the Committee by a communications medium other than telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Corporation's financial statements.

The Committee may invite to its meetings any director, any manager of the Corporation, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

## **RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

### ***Documents/Reports Review***

- (a) Review and update the Charter annually.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Review and satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.

### ***External Auditors***

- (a) Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit or review services for the Corporation.
- (b) Require the Auditor to report directly to the Committee.
- (c) Review, annually, the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Corporation.
- (d) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.
- (e) Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.
- (f) Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.
- (g) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Corporation.

- (h) Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
- (i) Review with management and the Auditor the audit plan for the annual financial statements.
- (j) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Corporation and its subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;
  - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
  - (iii) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set out in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

### **Financial Reporting Processes**

- (a) In consultation with the Auditor, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- (b) Consider the Auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the Auditor and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.
- (g) Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Discuss with the Auditor the Auditor's perception of the Corporation's financial and accounting personnel, any material recommendations which the Auditor may have, the level of cooperation which the Auditor received during the course of their review and the adequacy of their access to records, data and other requested information.

- (i) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (j) Review certification process.
- (k) Establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

***Other***

- (a) Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
- (b) Report regularly and on a timely basis to the Board of Directors on matters coming before the Committee.
- (c) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

**AUTHORITY**

The Committee is authorized to:

- (a) seek any information it requires from any employee of the Corporation in order to perform its duties;
- (b) engage, at the Corporation's expense, independent legal counsel or other professional advisors on any matter within the scope of the role and duties of the Committee under this Charter;
- (c) set and pay the compensation for any advisors engaged by the Committee; and
- (d) communicate directly with the internal and external auditors of the Corporation.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.