

SCHEDULE "C"

FORM OF U.S. PURCHASER CERTIFICATION UPON EXERCISE OF WARRANTS

Frontier Lithium Inc.
2736 Belisle Drive
Val Caron, Ontario
P3N 1B3

Attention: President and Chief Executive Officer

- and to -

Odyssey Trust Company
as Warrant Agent

Dear Sirs/Madams:

We are delivering this letter in connection with the purchase of common shares (the "**Common Shares**") of Frontier Lithium Inc., a corporation incorporated under the laws of Alberta (the "**Corporation**") upon the exercise of warrants of the Corporation ("**Warrants**"), issued under the warrant indenture dated as of November 10, 2022 between the Corporation and Odyssey Trust Company.

The undersigned hereby represents and warrants to the Corporation that the undersigned, and each beneficial owner (each a "**Beneficial Owner**"), if any, on whose behalf the undersigned is exercising such Warrants, satisfies one or more of the following categories of accredited investor (**please write "W/H" for the undersigned holder, and "B/O" for each beneficial owner, if any, on each line that applies**):

(a) _____ Any bank as defined in Section 3(a)(2) of the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the U.S. Securities Exchange Act of 1934 or any insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; an investment adviser registered pursuant to Section 203 of the U.S. Investment Advisers Act of 1940, as amended (the "**U.S. Advisers Act**") or registered pursuant to the laws of a state; an investment adviser relying on the exemption from registration with the SEC under Section 203(l) or (m) of the Advisers Act; any investment company registered under the U.S. Investment Company Act of 1940 (the "**U.S. Investment Company Act**") or a business development company as defined in Section 2(a)(48) of that U.S. Investment Company Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the U.S. Small Business Investment Act of 1958; any Rural Business Investment Company as defined in Section 384A of the U.S. Consolidated Farm and Rural Development Act; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees if such plan has total assets in excess of US\$5,000,000; any employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**") if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of US\$5,000,000, or, if a self-directed plan, with investment decisions made

solely by persons that are "accredited investors," as such term is defined in Rule 501(a) of Regulation D of the U.S. Securities Act;

- (b) _____ Any private business development company as defined in Section 202(a)(22) of the U.S. Advisers Act;
- (c) _____ Any organization described in Section 501(c)(3) of the U.S. Internal Revenue Code, Corporation, Massachusetts or similar business trust, limited liability company or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of US\$5,000,000;
- (d) _____ Any trust with total assets in excess of US\$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person (i.e., a person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the prospective investment) as described in Rule 506(b)(ii) of Regulation D under the U.S. Securities Act);
- (e) _____ Any director, executive officer or general partner of the Corporation;
- (f) _____ A natural person (or an IRA (Individual Retirement Account) owned by such natural person) whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, exceeds US\$1,000,000 (for the purposes of calculating net worth: (i) the person's primary residence shall not be included as an asset; (ii) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale and purchase of securities contemplated by the accompanying Warrant exercise form, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale and purchase of securities contemplated by the accompanying Warrant exercise form exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (iii) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence shall be included as a liability);
- (g) _____ Any natural person (or an IRA (Individual Retirement Account) owned by such natural person) who had an individual income in excess of US\$200,000 in each of the two most recent years or joint income with that person's spouse in excess of US\$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (h) _____ Any revocable trust which may be revoked or amended by its settlors (creators), each of whom is an "accredited investor" under category (f) above;
- (i) _____ Any entity in which each of the equity owners meets the requirements of at least one of the above categories (if this alternative is checked, you must identify each equity owner and provide statements signed by each demonstrating how each qualifies as an accredited investor).
- (j) _____ Any entity of a type not listed within the foregoing categories that is not formed for the specific purpose of acquiring the securities offered and owns investments

in excess of \$5,000,000. For purposes of this clause, “investments” means investments as defined in Rule 2a51-1(b) under the U.S. Investment Company Act;

- (k) _____ Any natural person who holds, in good standing, one of the following professional licenses: the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82) or the Investment Adviser Representative license (Series 65);
- (l) _____ Any family office, as defined in Rule 202(a)(11)G-1 under the U.S. Advisers Act, that (i) has assets under management in excess of \$5,000,000; (ii) is not formed for the specific purpose of acquiring the securities offered and (iii) has a person directing the prospective investment who has such knowledge and experience in financial and business matters so that the family office is capable of evaluating the merits and risks of the prospective investment; or
- (m) _____ Any family client, as defined in Rule 202(a)(11)(G)-1 under the U.S. Advisers Act meeting the requirements in (l) above.

The undersigned further represents and warrants to the Corporation that:

- 1. the undersigned has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Common Shares, and the undersigned is able to bear the economic risk of loss of his or her entire investment;
- 2. the undersigned is: (i) purchasing the Common Shares for his or her own account or for the account of one or more “accredited investors” (within the meaning of Rule 501(a) of Regulation D) with respect to which the undersigned is exercising sole investment discretion, and not on behalf of any other person; (ii) is purchasing the Common Shares for investment purposes only and not with a view to resale, distribution or other disposition in violation of United States federal or state securities laws; and (iii) in the case of the purchase by the undersigned of the Common Shares as agent or trustee for a Beneficial Owner, the undersigned holder has due and proper authority to act as agent or trustee for and on behalf of each such Beneficial Owner in connection with the transactions contemplated hereby; provided that: (x) if the undersigned holder, or any Beneficial Owner, is a corporation, a limited liability company or a partnership, syndicate, trust or other form of unincorporated organization, the undersigned holder or each such Beneficial Owner was not incorporated or created solely, nor is it being used primarily, to permit purchases without a prospectus or registration statement under applicable law; and (y) each Beneficial Owner, if any, is an “accredited investor” (within the meaning of Rule 501(a) of Regulation D);
- 3. the undersigned has not exercised the Warrants as a result of any form of general solicitation or general advertising (as such terms are defined in Regulation D under the U.S. Securities Act), including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television, the Internet or other form of telecommunications, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising;
- 4. the funds representing the exercise price for the Common Shares, which will be advanced by the undersigned to the Corporation, will not represent proceeds of crime for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (the **"PATRIOT Act"**), and the undersigned acknowledges that the Corporation may in the future be required by law to disclose the undersigned's name and other

information relating to this exercise form and the undersigned's subscription hereunder, on a confidential basis, pursuant to the PATRIOT Act. No portion of the purchase price to be provided by the undersigned (i) has been or will be derived from or related to any activity that is deemed criminal under the laws of the United States of America, or any other jurisdiction, or (ii) is being tendered on behalf of a person or entity who has not been identified to or by the undersigned, and the undersigned shall promptly notify the Corporation if the undersigned discovers that any of such representations ceases to be true and provide the Corporation with appropriate information in connection therewith;

The undersigned also acknowledges and agrees that:

1. the Corporation has provided to the undersigned the opportunity to ask questions and receive answers concerning the terms and conditions of the offering, and the undersigned has had access to such information concerning the Corporation as he or she has considered necessary or appropriate in connection with his or her investment decision to acquire the Common Shares;
2. if the undersigned decides to offer, sell or otherwise transfer any of the Common Shares, the undersigned must not, and will not, offer, sell or otherwise transfer any of such Common Shares directly or indirectly, unless:
 - (a) the sale is to the Corporation (though the Corporation is under no obligation to purchase any such Common Shares);
 - (b) the sale is made outside the United States in accordance with Regulation S under the U.S. Securities Act and in compliance with applicable local laws and regulations;
 - (c) the sale is made in compliance with Rule 144 under the U.S. Securities Act, if available, and in accordance with applicable state securities or laws of any state, and the undersigned has prior to such sale furnished to the Corporation an opinion of recognized counsel, in form and substance reasonably satisfactory to the Corporation; or
 - (d) the Common Shares are sold in another transaction that does not require registration under the U.S. Securities Act or any applicable state laws and regulations governing the offer and sale of securities, and it has prior to such sale furnished to the Corporation an opinion of recognized counsel in form and substance reasonably satisfactory to the Corporation;
3. the Common Shares are "restricted securities" (as defined in Rule 144(a)(3) under the U.S. Securities Act) and that the U.S. Securities Act and the rules of the U.S. Securities and Exchange Commission provide in substance that the undersigned may dispose of the Common Shares only pursuant to an effective registration statement under the U.S. Securities Act or an exemption or exclusion therefrom;
4. the Corporation has no obligation to register any of the Common Shares or to take any other action so as to permit sales pursuant to the U.S. Securities Act (including Rule 144 thereunder);
5. the certificates representing the Common Shares as well as all certificates issued in exchange for or in substitution of therefor, until such time as is no longer required under the applicable requirements of the U.S. Securities Act and applicable state securities laws, will bear, on the face of such certificate, restrictive legend substantially in the form set forth in Section 3.3(3) of the Warrant Indenture; provided that if the Common Shares are being sold outside the United States in compliance with the requirements of Rule 904 of Regulation S, and the Corporation was a "foreign

"issuer" (as defined in Rule 902 of Regulation S) as the time of execution and delivery of this exercise form, such restrictive legend may be removed by providing a declaration to the registrar and transfer agent of the Corporation substantially in the form annexed to the Warrant Indenture as Schedule D thereto (or in such other form as the Corporation may prescribe from time to time) and, if requested by the Corporation or transfer agent, an opinion of counsel, of recognized standing, in form and substance satisfactory to the Corporation to the effect that the transfer is in compliance with Rule 904 of Regulation S; and provided, further, that, if any Common Shares are being sold otherwise than in accordance with Regulation S and other than to the Corporation, the legend may be removed by delivery to the registrar and transfer agent and the Corporation of an opinion of counsel, of recognized standing reasonably satisfactory to the Corporation, that such legend is no longer required under applicable requirements of the U.S. Securities Act or state securities laws;

6. the financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, which differ in some respects from United States generally accepted accounting principles and, thus, may not be comparable to financial statements of United States companies;
7. there may be material tax consequences to the undersigned of an acquisition or holding or disposition of the Common Shares the Corporation gives no opinion and makes no representation with respect to the tax consequences to the undersigned under United States federal, state, local or foreign tax law of the undersigned's acquisition, holding or disposition of such securities, and the undersigned acknowledges that it is solely responsible for determining the tax consequences of its investment; in particular, no representation has been made to whether the Corporation is or will be deemed a "passive foreign investment company" within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended;
8. it consents to the Corporation making a notation on its records or giving instructions to any transfer agent of the Corporation in order to implement the restrictions on transfer set forth and described in the Form of Transfer attached to the Warrant Indenture;
9. (i) if the Corporation is ever deemed to be, or to have been at any time previously, an issuer with no or nominal operations and no or nominal assets other than cash and cash equivalents, Rule 144 under the U.S. Securities Act may not be available for re-sales of the Common Shares and (ii) the Corporation is not obligated to take, and has no present intention of taking, any action to make Rule 144 under the U.S. Securities Act (or any other exemption) available for re-sales of the Common Shares; and

it is aware that its ability to enforce civil liabilities under the United States federal securities laws may be affected adversely by, among other things: (i) the fact that the Corporation is organized under the laws of Canada; (ii) some or all of the directors and officers may be residents of countries other than the United States; and (iii) all or a substantial portion of the assets of the Corporation and such persons may be located outside the United States.

We acknowledge that you will rely upon our confirmations, acknowledgements and agreements set forth herein, and we agree to notify you promptly in writing if any of our representations or warranties herein ceases to be accurate or complete.

DATED this ____ day of ____ , 20 ____.

Name of U.S. Warranholder (**please print**)

X

Signature of individual (if U.S. Warranholder **is** an individual)

X

Authorized signatory (if U.S. Warranholder **is not** an individual)

Name of authorized signatory (**please print**)

Official capacity of authorized signatory (**please print**)