

**APPENDIX 1
FORM OF U.S. EXERCISE CERTIFICATION
UPON EXERCISE OF WARRANTS**

TO: ROCK TECH LITHIUM INC. (the “Corporation”)

AND TO: COMPUTERSHARE TRUST COMPANY OF CANADA

Ladies and Gentlemen:

We are delivering this letter in connection with the acquisition of shares of the Corporation (the “**Shares**”) upon the exercise of warrants of the Corporation (the “**Warrants**”), issued under the warrant indenture dated as of August 19, 2022 between the Corporation and Computershare Trust Company of Canada (the “**Warrant Indenture**”).

We hereby confirm that:

- (a) the undersigned is an “accredited investor” by virtue of satisfying one or more of the criteria set forth in Rule 501(a) of Regulation D (an “**Accredited Investor**”) under the United States *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”) and has completed and delivered the U.S. Accredited Investor Status Certificate attached as Annex A hereto and, to the extent applicable, the U.S. Individual Accredited Investor Questionnaire in substantially the form of Annex B hereto;
- (b) the undersigned is acquiring the Shares for the undersigned’s own account, or for the account of one or more Accredited Investors for which it exercises sole investment discretion as a fiduciary or agent, in each case for investment, and not with a view to any resale, distribution or other disposition of any of the Shares in violation of United States securities laws or applicable state securities laws;
- (c) the undersigned has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the undersigned’s investment in the Shares and is able to bear the economic risks of such investment;
- (d) the undersigned acknowledges that it has had access to such financial and other information as it deems necessary in connection with its decision to exercise the Warrants and purchase the Shares; and
- (e) the undersigned is not purchasing the Shares as a result of any “general solicitation” or “general advertising” (as those terms are used in Regulation D under the U.S. Securities Act), including, but not limited to, advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or on the Internet, or broadcast over radio or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

We understand that the Shares are being offered in a transaction not involving any public offering within the United States within the meaning of the U.S. Securities Act and that the Shares have not been and will not be registered under the U.S. Securities Act. We further understand that any Shares acquired by us will be “restricted securities” as defined in Rule 144(a)(3) under the

U.S. Securities Act, will bear a legend reflecting the fact that we will not offer, sell, pledge or otherwise transfer any of the Shares, directly or indirectly, unless (i) to the Corporation, or a subsidiary thereof (though the Corporation or its subsidiaries are under no obligation to purchase any such Shares), (ii) outside the United States in accordance with Rule 904 of Regulation S Under the U.S. Securities Act and, in either case, in compliance with applicable local laws and regulations, (iii) in compliance with the exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act, if available, and the holder of the Shares has furnished to the Corporation and the Warrant Agent an opinion of counsel of recognized standing in form and substance reasonably satisfactory to the Corporation and the Warrant Agent to such effect, or Rule 144A under the U.S. Securities Act, if available, (iv) in another transaction that does not require registration under the U.S. Securities Act, and the holder of the Shares has furnished to the Corporation and the Warrant Agent an opinion of counsel of recognized standing in form and substance reasonably satisfactory to the Corporation and the Warrant Agent to such effect, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and in each case in compliance with any applicable state securities laws in 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. Purchaser)

By: _____
 Name:
 Title:

**ANNEX A
TO FORM OF U.S. EXERCISE CERTIFICATION
UPON EXERCISE OF WARRANTS**

**TO: Rock Tech Lithium Inc.
 (the "Corporation")**

**AND TO: Computershare Trust Company of Canada
 ("Computershare")**

In connection with the exercise of Warrants of the Corporation by the undersigned, the undersigned hereby represents and warrants to the Corporation and Computershare that the undersigned, and each beneficial purchaser, if any, on whose behalf the undersigned is exercising the Warrants, satisfies one or more of the following categories of Accredited Investor **(please write "EX" for the undersigned Exerciser, and "BP" for each beneficial purchaser, if any, on each line that applies):**

- ___ Category 1. A bank, as defined in section 3(a)(2) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or

- ___ Category 2. A 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; or

- ___ Category 3. A broker or dealer registered pursuant to section 15 of the *United States Securities Exchange Act of 1934*, as amended; or

- ___ Category 4. An investment adviser registered pursuant to section 203 of the *Investment Advisers Act of 1940*, as amended, or registered pursuant to the laws of a state or an investment adviser relying on the exemption from registering with the Securities and Exchange Commission under section 203(l) or (m) of the *Investment Advisers Act of 1940*, as amended; or

- ___ Category 5. An insurance company as defined in section 2(a)(13) of the U.S. Securities Act; or

- ___ Category 6. An investment company registered under the United States *Investment Company Act of 1940*, as amended; or

- ___ Category 7. A business development company as defined in section 2(a)(48) of the United States *Investment Company Act of 1940*, as amended; or

- ___ Category 8. A small business investment company licensed by the United States Small Business Administration under section 301 (c) or (d) of the *United States Small Business Investment Act of 1958*, as amended; or

- ___ Category 9. A Rural Business Investment Company as defined in section 384A of the *Consolidated Farm and Rural Development Act*, as amended; or

- ____ Category 10. A 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, with total assets in excess of US\$5,000,000; or

- ____ Category 11. An employee benefit plan within the meaning of the *United States Employee Retirement Income Security Act of 1974*, as amended (“**ERISA**”), in which the investment decision is made by a plan fiduciary, as defined in section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company or registered investment adviser, or an employee benefit plan with total assets in excess of US\$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are accredited investors; or

- ____ Category 12. A private business development company as defined in section 202(a)(22) of the *United States Investment Advisers Act of 1940*, as amended; or

- ____ Category 13. An organization described in section 501(c)(3) of the *United States Internal Revenue Code of 1986*, as amended, a corporation, a Massachusetts or similar business trust, partnership, or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of US\$5,000,000; or

- ____ Category 14. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer; or

- ____ Category 15. A natural person whose individual net worth, or joint net worth with that person’s spouse or spousal equivalent, at the date hereof exceeds US\$1,000,000;

Note: For purposes of calculating “net worth” under this paragraph:

- (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 of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities 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 at the time of the sale of securities shall be included as a liability; or

- ____ Category 16. A 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 or spousal equivalent 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; or

- ____ Category 17. A 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 as described in Rule 506(b)(2)(ii) of Regulation D under the U.S. Securities Act; or
- ____ Category 18. An entity of a type not listed above, owning investments in excess of US\$5,000,000, that is not formed for the specific purpose of acquiring the securities offered; or
- ____ Category 19. A natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Securities and Exchange Commission has designated as qualifying an individual for accredited investor status; or
- ____ Category 20. A natural person who is a knowledgeable employee, as defined in Rule 3c-5(a)(4) under the *Investment Company Act of 1940*, as amended, of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in section 3 of the *Investment Company Act of 1940*, as amended, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of *Investment Company Act of 1940*, as amended; or
- ____ Category 21. A family office, as defined in Rule 202(a)(11)(G)-1 under the *Investment Advisers Act of 1940*, as amended:
- (i) With assets under management in excess of US\$5,000,000,
 - (ii) That is not formed for the specific purpose of acquiring the securities offered, and
 - (iii) Whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment;
- ____ Category 22. A family client, as defined in rule 202(a)(11)(G)-1 under the *Investment Advisers Act of 1940*, as amended, of a family office meeting the requirements in Category 22 and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (iii) of Category 22; or
- ____ Category 23. An entity in which all of the equity owners meet the requirements of at least one of the categories of “accredited investor”.

The undersigned acknowledges that if it is an individual U.S. Accredited Investor that is relying on Categories 15, 16, 19 or 20 in the preceding paragraph, the undersigned shall also complete and deliver to the Corporation a U.S. Individual Accredited Investor Questionnaire in the form attached hereto as Appendix B to this Schedule “B”.

Dated: _____

Signed: _____

Print the Name of Purchaser

Print Name and Title of Authorized Signing Officer

**ANNEX B
TO FORM OF U.S. EXERCISE CERTIFICATION
UPON EXERCISE OF WARRANTS**

U.S. INDIVIDUAL ACCREDITED INVESTOR QUESTIONNAIRE

I understand that in order to be accepted as an “accredited investor”, I must satisfy certain of the following standards. The undersigned hereby represents and warrants to the Corporation as follows:

Please answer the questions set forth opposite the relevant category of the definition of Accredited Investor from the U.S. Accredited Investor Certificate to which this questionnaire is attached:

If you are relying on category:

**15 or 16 (Net Worth or Income)
19 (Certifications, Designations or Credentials)
20 (Knowledgeable Employee)**

Please answer questions:

**1, 2, 3, 6, 7
1, 4, 6, 7
1, 5, 6, 7**

GENERAL INFORMATION REQUIRED OF EACH PROSPECTIVE INVESTOR:

1. General Information

Name(s):	_____	_____
Age(s):	_____	_____
Principal Residence:	_____	_____
	_____	_____
	_____	_____
Business Hours Telephone:	_____	_____
Home Telephone:	_____	_____
	_____	_____
Fax:	_____	_____
Email:	_____	_____
Name of Investment Advisor:	_____	_____
Marital Status:	_____	_____
Dependents:	_____	_____
Name of Employer:	_____	_____
Title:	_____	_____

2. Financial Status. Please answer the following questions concerning your financial status by marking the appropriate box and filling in the blanks.

- 2.1 Does your individual or joint (together with your spouse or spousal equivalent) net worth exceed U.S.\$1,000,000 (for the purpose of calculating your individual or joint (together with your spouse or spousal equivalent) net worth, (i) your primary residence shall not be included as an asset, (ii) indebtedness that is secured by your primary residence, up to the estimated fair market value of the primary residence as of the date hereof, shall not be included as a liability (except that if the amount of such indebtedness outstanding as of the date hereof exceeds the amount outstanding 60 days before the date hereof, 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 your primary residence in excess of the estimated fair market value of your primary residence as of the date hereof shall be included as a liability):

☐ Yes ☐ No

If you answered "No" to Question 2.1, please indicate the actual amount of individual or joint (together with your spouse or spousal equivalent) net worth (calculated in accordance with the instructions provided in Question 2.1 above).

U.S.\$ _____

- 2.2 Please indicate, for each of the two most recent years, what your individual income (or joint income together with your spouse or spousal equivalent) was, and for the current year what your individual income (or joint income together with your spouse or spousal equivalent) is expected to be.

2019	Individual	_____	Joint	_____
2021	Individual	_____	Joint	_____
2022	Individual	_____	Joint	_____

3. Financial Background. Please respond to the following questions, supplying as much detail as possible in order to make your answers complete.

- 3.1 Indicate by check mark which of the following categories best describes the extent of your prior experience in the areas of investment listed below:

<i>No Experience</i>	<i>Some Experience</i>	<i>Substantial Experience</i>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Marketable Securities
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> Securities for which no public market exists

- 3.2 For those investments for which you indicated "Substantial Experience" or "Some Experience" in Question 3.1 above, please answer the following additional question:

How often do you make your own investment decisions with respect to such investments?

-
- 3.3 Do you have adequate means of providing for your current needs and personal contingencies and have no need for liquidity in such investments?

☐ Yes ☐ No

4. **Professional Certifications or Designations or Credentials.** Indicate by check mark whether you hold in good standing one or more of the professional certifications or designations or credentials from an accredited institution that the Securities and Exchange Commission has designated as qualifying an individual for accredited investor status:

- ☐ Licensed General Securities Representative (Series 7)
- ☐ Licensed Investment Adviser Representative (Series 65)
- ☐ Licensed Private Securities Offerings Representative (Series 82)
- ☐ Another professional certification or designation or credential currently recognized by and posted on the website of the Securities and Exchange Commission (please describe online below):
-

5. **Knowledgeable Employee.** If the Corporation would be an investment company, as defined in section 3 of the *Investment Company Act of 1940*, as amended, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) thereunder, indicate by check mark whether you are:

- ☐ An Executive Officer (as defined in Rule 3c-5(a)(3) of the *Investment Company Act of 1940*, as amended), director, trustee, general partner, advisory board member, or person serving in a similar capacity, of the Corporation or an Affiliated Management Person (as defined in Rule 3c-5(a)(1) under the *Investment Company Act of 1940*, as amended) of the Corporation; or
- ☐ An employee of the Corporation or an Affiliated Management Person (as defined in Rule 3c-5(a)(1) of the *Investment Company Act of 1940*, as amended) of the Corporation (other than an employee performing solely clerical, secretarial or administrative functions with regard to such company or its investments) who, in connection with his or her regular functions or duties, participates in the investment activities of the Corporation, other section 3(c)(1) or section 3(c)(7) companies under the *Investment Company Act of 1940*, as amended, or investment companies the investment activities of which are managed by such Affiliated Management Person of the Corporation, provided that such employee has been performing such functions and duties for or on behalf of the Corporation or the

Affiliated Management Person of the Corporation, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

- 6. Affiliation.** Please respond to the following questions concerning your status by marking the appropriate box and filling in the blanks.

- 6.1 Are you, or is any member of your immediate family, an officer, director, general partner, employee or agent of, or otherwise associated with, a broker/dealer that is registered with the Securities and Exchange Commission?

☐ Yes ☐ No

- 6.2 If you answered "Yes" to Question 6.1, please identify the broker/dealer(s), the individual(s) holding the position(s) with a broker/dealer(s) and the nature of the position(s) held.

- 6.3 Are you, or is any member of your immediate family, a person in the securities department of, employee of, or person who may influence or whose activities directly or indirectly involve or are related to the function of buying or selling securities for, any bank, savings and loan institution, insurance company, registered investment company, registered investment advisory firm, or other institutional type account (including private investment partnerships), domestic or foreign?

☐ Yes ☐ No

- 6.4 If you answered "Yes" to Question 6.3, please identify the entities involved, the individual holding the position(s) with the entity and the nature of the position(s) held.

- 7. Prior Purchases of Securities.** Have you made prior purchases of securities sold in reliance on the private offering exemption from registration under the U.S. Securities Act:

☐ Yes ☐ No

- 7.1 If you answered "Yes" to Question 7, please identify the prior purchases of securities sold in reliance on the private offering exemption from registration under the U.S. Securities Act during the last five years.

I hereby represent and warrant that:

- (a) I, individually or together with my spouse or spousal equivalent, have a net worth (i.e., total assets in excess of total liabilities, as calculated in accordance with the instructions provided in Question 2.1 above) of at least U.S.\$1,000,000;
- (b) I, individually (without my spouse or spousal equivalent), have had an income of not less than U.S.\$200,000 (or, jointly with my spouse or spousal equivalent, U.S.\$300,000) during each of the last two years, and reasonably expect that I will have an income of at least U.S.\$200,000 (or U.S.\$300,000, together with my spouse or spousal equivalent) during the present year;
- (c) I hold in good standing one or more of the professional certifications or designations or credentials from an accredited institution that the Securities and Exchange Commission has designated as qualifying an individual for accredited investor status; or
- (d) I am a knowledgeable employee, as defined in Rule 3c-5(a)(4) under the *Investment Company Act of 1940*, as amended, of the Corporation that would be an investment company, as defined in section 3 of the *Investment Company Act of 1940*, as amended, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of *Investment Company Act of 1940*, as amended.

My commitment to investments which are not readily marketable is reasonable in relation to my net worth, employment or professional certification, designations or credentials. I meet at least one of the suitability standards for an "accredited investor".

The foregoing representations and warranties and all other information which I have provided to the Corporation concerning myself, my financial condition and employment or professional certification, designations or credentials are true and accurate as of the date hereof. If in any respect, such representations, warranties, or information shall not be true and accurate, I will give written notice of such fact to the Corporation specifying which representations, warranties or information are not true and accurate, and the reasons therefor.

I understand that the information contained herein is being furnished by me in order for the Corporation to determine my suitability as an **accredited investor**, may be accepted by the Corporation in light of the requirements of section 4(a)(2) of and/or Rule 506(b) of Regulation D under the U.S. Securities Act and that the Corporation will rely on the information contained herein for purposes of such determination.

IN WITNESS WHEREOF, the undersigned has executed this U.S. Individual Accredited Investor Questionnaire as of the _____ day of _____, 20_____.

Print or Type Name

Signature