

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on March 31, 2011

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the Management Information Circular of the Company dated February 25, 2011 (the "Information Circular") that accompanies this proxy.

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Proxies submitted must be received by 10:00 am, Pacific Time, on March 29, 2011.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



### Appointment of Proxyholder

I/We, being holder(s) of Western Lithium USA Corporation hereby appoint: R. Edward Flood, a Director, or failing him, Jay Chmelauskas, the President, or failing him, Tracy Hansen, the Corporate Secretary,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of Western Lithium USA Corporation to be held at Suite 629, 999 Canada Place, Vancouver, British Columbia, on Thursday, March 31, 2011 at 10:00 AM Pacific Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** **Against**

### 1. Number of Directors

To set the number of Directors at six (6).

 

### 2. Election of Directors

**For** **Withhold**

**For** **Withhold**

**For** **Withhold**

01. Jay Chmelauskas

 

02. R. Edward Flood

 

03. William Haldane

 

04. John Macken

 

05. William M. Sheriff

 

06. Terry Krepiakovich

 

**For** **Withhold**

### 3. Appointment of Auditors

Appointment of MacKay LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

 

**For** **Against**

### 4. Adoption of new Employees' and Directors' Equity Incentive Plan

1. adopt a new Employees' and Directors' Stock Option Plan of the Company (the "New Plan"), attached as Schedule "A" to the Management Information Circular of the Company dated February 25, 2011 (the "Circular"), which:

 

- a. establishes a fixed number up to 16,859,947 common shares issuable under the New Plan and any other share compensation arrangement of the Company including the Company's existing stock option plan (the "Existing Plan"); and
- b. replaces the Company's Existing Plan for any new grants of options in the future as described in the Circular.

2. any director or officer of the Company be and is hereby authorized, for and on behalf of the Company, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

### Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

DD / MM / YY

**Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Annual Financial Statements** – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



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