

RECYCLICO BATTERY MATERIALS INC.

Security Class: Common Shares

FORM OF PROXY

Annual General & Special Meeting to be held on Tuesday, October 31, 2023

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

Notes to proxy

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.

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.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.

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.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:00 am, Pacific Time, on Friday, October 27, 2023, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

VOTING METHODS	
MAIL or HAND DELIVERY	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@endeavortrust.com
ONLINE	As listed on Form of Proxy or Voter Information Card

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this proxy.

Voting by mail, fax or by email 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.

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Appointment of Proxyholder

I/We, being holder(s) of RecycliCo Battery Materials Inc. hereby appoint: **ZARKO MESELDZIJA, CEO and Director** or, failing him, **TERESA PIORUN, Corporate Secretary**

OR Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

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 and Special Meeting of shareholders of **RecycliCo Battery Materials Inc.** to be held at **#2-17942 55th Avenue, Surrey, BC, on October 31, 2023 at 11:00 am**, Pacific Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Number of Directors

The number of Directors shall be set to six;

For

Against

2. Election of Directors

i) Zarko Meseldzija

For

Withhold

ii) Shaheem Ali

iii) Paul Hildebrand

iv) Andris Kikauka

v) Edward Skoda

vi) Rod Langtry

3. Appointment of Auditor

To appoint DeVisser Gray LLP as auditor of RecycliCo Battery Materials Inc. (the "Company") for the ensuing year and to authorize the directors to fix their remuneration;

For

Withhold

4. Approve Incentive Plan

(a). The Company adopt the omnibus equity incentive plan (the "Omnibus Plan") as set out in Appendix "B" of the Company's management information circular dated September 21, 2023;

For

Against

(b) The reservation of that number of common shares in the capital of the Company (each a "Share") equal to 20% of the issued and outstanding Shares, at the time this resolution is passed, for issuance pursuant to exercise or settlement of Awards (as such term is defined in the Omnibus Plan) granted under the Omnibus Plan is hereby authorized and approved;

(c) The Company is hereby authorized to make any changes to the Omnibus Plan as may be required by the TSX Venture Exchange; and

(d) Any one Director or officer of the Company is hereby authorized and directed to do all acts and things, to execute, under the common seal of the Company or otherwise, and to deliver all agreements, documents and instruments, to give all notices and to deliver, file and distribute all documents and information which such person determines to be necessary or desirable in connection with or to give effect to or carry out any of the foregoing resolutions."

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5. Approve Change of Business

- (a) The changing of the Company's listing classification on the TSX Venture Exchange from a "Mining Issuer" to an "Industrial, Technology, or Life Sciences Issuer", otherwise known as a Change of Business, is hereby approved, authorized and confirmed; and
- (b) Any one director or officer of the Company is hereby authorized and directed to do all acts and things, to execute, under the common seal of the Company or otherwise, and to deliver all agreements, documents and instruments, to give all notices and to deliver, file and distribute all documents and information which such person determines to be necessary or desirable in connection with or to give effect to or carry out any of the foregoing resolutions."

For

Against

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

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.**

Signature(s)

Print Name(s) & Signing Capacity(ies), if applicable

Date (MM-DD-YY)
THIS PROXY MUST BE DATED