

Sigma Lithium Resources Corporation
2200 HSBC Building, 885 West Georgia Street
Vancouver, British Columbia, V6C 3E8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Sigma Lithium Resources Corporation (the “**Corporation**”) will be held on Tuesday, June 29, 2021 at 10:00 a.m. (Toronto time), by virtual only meeting via live audio webcast online. Shareholders and duly appointed proxyholders can attend the meeting online at <https://web.lumiagm.com/220320077>, where they can participate, vote, or submit questions during the Meeting’s live webcast. The Meeting is being held for the following purposes:

- (a) to receive the financial statements of the Corporation for the fiscal year ended December 31, 2020 together with the report of the auditors thereon;
- (b) to elect directors for the ensuing year;
- (c) to appoint the auditors of the Corporation to hold office until the next annual meeting of the Shareholders and authorize the directors to fix their remuneration;
- (d) to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular (the “**Circular**”), approving the amendment to the articles of the Corporation to change the name of the Corporation to “Sigma Lithium Corporation”, subject to regulatory approval;
- (e) to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, approving the repeal and replacement of the existing by-laws of the Corporation with a new By-Law No. 1;
- (f) to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving the amendment to the articles of the Corporation to effect a consolidation of the common shares of the Corporation on the basis of one (1) post-consolidation common share for up to ten (10) pre-consolidation common shares, as determined by the Corporation’s Board of Directors at its sole discretion;
- (g) to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, approving an amendment to the equity incentive plan of the Corporation (the “**Equity Incentive Plan**”) to remove the restriction on granting awards under the Equity Incentive Plan to those eligible persons that are also quotaholders of A10 Investimentos Fundo de Investimento de Ações – Investimento no Exterior; and
- (h) to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice. The Circular also provides the required information as to how Shareholders and proxyholders can register for, and access and participate at, the Meeting.

Only Shareholders of record at the close of business on May 25, 2021 (the “**Record Date**”) will be entitled to vote at the Meeting and, except as otherwise determined from time to time by directors of the Corporation, no Shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

Electronic copies of this notice, the Circular and other Meeting materials may be found on the Corporation’s profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Due to the aggravation of the coronavirus pandemic, and as authorized by the Corporation by-laws in place, the Meeting will be hosted online by way of a live webcast at <https://web.lumiagm.com/220320077>, through the LUMI meeting platform. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and duly appointed proxyholders will be able to virtually attend the Meeting, ask questions and vote in “real-time”.

The Corporation encourages registered Shareholders (*Shareholders who have their names and addresses recorded in the Corporation’s share register*), duly appointed proxyholders and non-registered Shareholders

(Shareholders who beneficially own shares that are registered in the name of an intermediary) who have duly appointed themselves as proxyholders to participate actively in the Meeting, voting and asking questions.

Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking "I have a login" and entering a Username and Password before the start of the Meeting, as briefly instructed below.

- Registered Shareholders: Username: the 15-digit control number located on the form of proxy or in the email notification you received.
Password: "sigma2021" (case-sensitive)
- Duly appointed proxyholders: Username: to be provided by Computershare after June 25, 2021.
Password: "sigma2021" (case-sensitive)

Non-registered Shareholders who have not appointed themselves may attend the Meeting as guests, by clicking "I am a guest" and completing the online form. **Guests will not be able to vote or ask questions at the Meeting.**

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.

In order to participate online, registered Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare Investor Services Inc. ("Computershare") containing a Username.

Registered Shareholders who wish to appoint a proxyholder are required to complete, date and execute the form of proxy and submit to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at www.investorvote.com. The proxy must be deposited with Computershare by no later than 10:00 a.m. (Toronto time) on June 25, 2021, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting. If a Shareholder who has submitted a proxy attends the Meeting via the webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted proxy will be disregarded. **Registered Shareholders must carefully follow the instructions contained in the section "Proxy Information" of the Circular.**

After submitting the form of proxy, as an additional and required step, registered Shareholders will need to register their proxyholders with Computershare at <http://www.computershare.com/SigmaLithium> no later than 10:00 a.m. (Toronto time) on June 25, 2021 and provide Computershare with their proxyholder's contact information at the "Appointee Information" section on the website indicated above, so that Computershare may provide the proxyholder with a Username via email.

An intermediary holding common shares on behalf of a non-registered Shareholder has the right to appoint the non-registered Shareholder as a proxyholder to attend and act on their behalf at the Meeting. After submitting the non-registered Shareholder voting instruction form, the intermediary must register the non-registered Shareholder with Computershare at <http://www.computershare.com/SigmaLithium> to receive the Username that will enable the non-registered Shareholder to participate actively at the Meeting, voting, and asking questions. **Non-registered Shareholders should carefully follow the instructions contained in the section "Proxy Information" of the Circular.**

FAILURE TO REGISTER THE PROXYHOLDER WITH COMPUTERSHARE WILL RESULT IN THE PROXYHOLDER NOT RECEIVING A USERNAME TO PARTICIPATE IN THE MEETING. WITHOUT A USERNAME, PROXYHOLDERS WILL NOT BE ABLE TO VOTE AT THE MEETING.

Shareholders are reminded to review the Circular before voting.

DATED at São Paulo, Brazil this 28th day of May, 2021.

**BY ORDER OF THE BOARD OF
DIRECTORS of Sigma Lithium Resources Corporation**

(signed) "Calvyn Gardner"

Calvyn Gardner
Co-Chair and Chief Executive Officer