

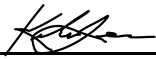
FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

MegaWatt Lithium and Battery Metals Corp. (formerly Walcott Resources Ltd.). (the “**Listed Issuer**”) hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

Date: February 3, 2021

Signed: 
(Signature)

Kelvin Lee
(Print Name)

Director
(Print Office)