

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

MegaWatt Lithium and Battery Metals Corp. (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: January 25, 2024

Signed: /s/ Kelvin Lee
(Signature)

Kelvin Lee
(Print Name)

Chief Financial Officer
(Print Office)