

FORM 11

NOTICE OF PROPOSED RSU GRANT

Name of Listed Issuer: Recharge Resources Ltd. (the "Issuer").

Trading Symbol: RR

Date: January 5, 2024

1. New RSUs Granted:

Date of Grant: December 31, 2023

Name of RSU Grantee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSU Shares	Expiry Date	No. of RSU's Granted in Past 12 Months
Phillip Thomas	Director/Officer	Yes	400,000	December 31, 2024	Nil

Total Number of RSU's proposed for acceptance: **400,000**

2. Other Presently Outstanding RSU's (as of January 5, 2024):

Name of RSU Holder	No. of Presently held RSUs	Exercise Price	Original Date of Grant	Expiry Date
Mario Vetro	250,000	N/A	March 9, 2023	March 9, 2024
John Percival	50,000	N/A	November 20, 2023	November 20, 2024

3. Additional Information

- (a) If shareholder approval was required for the grant of RSU's (including prior approval of an option or RSU plan), state the date that the shareholder meeting approving the grant was or will be held.

Shareholders approved the 2022 RSU Plan on August 16, 2022.

- (b) State the date of the news release announcing the grant of RSU's.

November 23, 2023

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

47,257,441

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to RSU's, including new RSU's, amended RSU's, and other presently outstanding RSU's.

8.15%

- (e) If the new RSU's are being granted pursuant to a RSU plan, state the number of remaining shares reserved for issuance under the plan.

875,744

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange 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 CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: January 5, 2024

Natasha Sever
Name of Director or Senior
Officer

(signed) Natasha Sever
Signature

CFO and Corporate Secretary
Official Capacity