

June 1, 2023

By SEDAR

Lucy Schilling

Direct Phone 236-317-5570

Direct Fax 236-317-5893

lschilling@cozen.com

Alberta Securities Commission
Ontario Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Newfoundland and Labrador Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office Attorney Work Product
Autorité des marchés financiers (Québec)
Register of Securities – Department of Justice – Yukon Territory
Securities Registry – Department of Justice – Northwest Territories
Legal Registries Division – Government of Nunavut

Dear Sirs and Mesdames:

Re: E3 Lithium Ltd. (the “Company”) - Prospectus Supplement

In connection with the Prospectus Supplement of E3 Lithium Ltd. dated June 1, 2023 to its base shelf prospectus dated April 18, 2022, we consent to the reference to our name on page iii and under the heading “Legal Matters” and consent to the use of our firm’s name and reference to our opinion under the heading “Eligibility for Investment” in the Prospectus Supplement.

We have read the Prospectus Supplement and have no reason to believe there are any misrepresentations in the information contained therein that are derived from our opinion referred to therein or that is within our knowledge as a result of services that we have performed in connection with those matters that are the subject of our opinion.

Yours truly,

“Cozen O’Connor LLP”

COZEN O'CONNOR LLP