ONE WORLD LITHIUM INC.

Management's Discussion & Analysis
For the year ended December 31, 2019

(expressed in Canadian Dollars)

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Cautionary Notices

The Company's Consolidated Financial Statements and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "Risks Related to the Company's Business" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "Risks Related to the Company's Business" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Introduction

This Management Discussion and Analysis ("MD&A" or "Report") of the financial condition of One World Lithium Inc. (an exploration stage company) ("One World" or the "Company") and results of operations of the Company, prepared July 30, 2020 (the "Report Date"), should be read in conjunction with the audited consolidated financial statements including the notes thereto for the years ended December 31, 2019 and 2018 (collectively, the "Financial Statements"), which are presented in accordance with International Financial Reporting Standards ("IFRS") and with the Company's accounting policies, as those are described in the notes to the Financial Statements. These Financial Statements, together with this MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as potential future performance, and are not necessarily indicative of the results that may be expected in future periods. Unless otherwise indicated, all dollars in this Report are in Canadian dollars.

This Report may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of futures performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Please refer to the risks and cautionary notices of this MD&A.

Description of Business

The Company is focused on the acquisition, exploration and development of lithium properties in Mexico. The Company is considered to be in the exploration stage. One World Lithium Inc., together with its subsidiary, Lithium Investments Ltd., (collectively referred to as the "Company") was incorporated under the laws of the province of British Columbia on November 9, 1982. On February 27, 2017, the Company voluntarily delisted its common shares from the NEX Board of the TSX Venture Exchange ("Exchange") and on February 28, 2017, the Company changed its name to One World Minerals Inc. and its shares became listed on the Canadian Securities Exchange ("CSE") (symbol OWM). On January 19, 2018, the Company changed its corporate name to "One World Lithium Inc." (symbol OWL). The name change reflects the Company's primary focus to explore and develop lithium properties of merit and the potential of its option to earn and acquire up to 90% of the 103,430 hectare Salar del Diablo lithium property in Mexico.

The Company's administrative office is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6 and its Registered and Records Office is 800 – 885 West Georgia Street, Vancouver, BC, V6E 2H6.

Qualified Person

The Company's disclosure of a technical or scientific nature has been reviewed and approved by Bernard H. Kahlert, P.Eng., a qualified person under the definition of National Instrument 43-101.

Highlights and significant events relating to the Company's Salar del Diablo Property

On June 13, 2019, the Company reported that it had completed its 5 hole drill program in the northern portion of its Salar del Diablo Property and submitted all samples to ALS Global labs in Hermosillo, Mexico. The samples will be sent to ALS's lab in Vancouver BC and assayed for 41 elements including lithium, potassium, boron, and magnesium. The water samples will be analyzed for 35 elements including lithium. For further details see news release dated June 13, 2019.

On July 11, 2019, the Company reported that it had received the lab results from the ALS along with the Operator's analysis of the results. The water sample results contained nominal lithium results and the sediment samples may have been diluted. For further details see news release dated July 11, 2019 and July 25, 2019.

On August 22, 2019, the Company engaged Montgomery & Associates as Operator for its upcoming 4 hole diamond drill hole program to approximately 600 meters. For further details see news release dated August 22, 2019.

On December 03, 2019 and December 12, 2019, the Company announced DDH-1 (diamond drill hole) reached a depth of 650 meters (2,100 feet) and is located near the previous 2019-1 drill hole. DDH-2 which is located 11 kilometers south east of DDH-1 reached 594 meters. For further details see news release dated December 3, 2019 and December 12, 2019.

On March 18, 2020, the Company announced that the drilling and environmental permits where approved to drill DDH-3 and possibly DDH-4 which are located about 50 kilometers south of DDH-2 and within 20 kilometers of the Salar del Diablo's southern border. For further details see news release dated March 18, 2020.

On May 15, 2020, the Mexican Federal Government announced that on June 01, 2020, mining and mineral exploration programs may begin operations which were previously deemed to be non-essential activities due to Covid-19. With this announcement made, the Company is planning to begin the next phase of drilling on completion of the Company's recently announced financing. For further details see news release dated April 23, 2020.

Also during the year, the Company advanced $158,353 to a third party to investigate and assist in the cost of testing a fluid technology that may be a low-cost method of separating lithium and other related minerals from brine.

Other highlights and significant events during the year ended December 31, 2019:

On February 28, 2019:

- **Warrants issued**: The Company, in connection with the Credit Facility, issued 500,000 warrants, with each warrant entitling the holder to purchase one common share at a price of $0.20 per share until on February 28, 2021.

- **Warrants issued**: The Company, in connection with the Credit Facility, extended the maturity date of 100,000 warrants for an additional year, with each warrant entitling the holder to purchase one common share at a price of $0.20 per share until on February 28, 2020.

On March 1, 2019:

- **Stock option grant**: The Company granted incentive stock options allowing the acquisition of 2,450,000 common shares of the Company at a price of $0.19 per common share. The stock options are exercisable on or before March 1, 2021 and are fully vested.

- **Debt Settlement**: The Company in connection with the settlement of services with a third party issued 71,058 common shares at $0.19, the fair value of the shares on the grant date. The fair value of the debt was $45,000. A portion of the debt ($22,500) was forgiven and treated as a gain on debt settlement.

- **Debt Settlement**: The Company settled a portion of debt owing to a related party by issuing 132,178 common shares at $0.19, the fair value of the shares on the grant date. The fair value of the debt was $25,114.

On March 18, 2019:

- **Debt Settlement:** On March 18, 2019, the Company in connection with the settlement of services with a third party paid $25,000 in cash and issued 50,000 common shares at $0.17, the fair value of the shares on the grant date. A portion of the debt ($16,500) was forgiven and treated as a gain on debt settlement

On April 1, 2019:

- **Warrants issued:** The Company in connection with the July 12, 2018 loan, the maturity date was extended for another three months, June 30, 2019. An additional 312,500 warrants were granted in consideration of the extension. Each warrant will entitle the Lender to purchase one common share at $0.165 per share for a period of 2 years. The bonus warrants were valued at $3,166. On July 1, 2019, the loan was extended another 3 months until October 31, 2019.

On April 9, 2019:

- **Stock option grant**: The Company granted incentive stock options allowing the acquisition of 300,000 common shares of the Company at a price of $0.18 per common share. The stock options are exercisable on or before December 31, 2019. The stock options expired unexercised on December 31, 2019.

On April 11, 2019:

- **Private placement:** The Company closed a second tranche of its non-brokered private placement, as previously announced on June 29, 2018. The Company raised $ 525,675 through the issuance of 3,504,497 units at a price of $0.15 per unit. Each Unit consists of one common share of the Company and one-half of a non-transferable Common Share purchase warrant. Each Warrant will entitle the holder to purchase one Common Share at a price of $0.20 for a period of 24 months from the closing of the offering.

On April 30, 2019:

- **Stock option grant**: The Company granted incentive stock options allowing the acquisition of 15,000 common shares of the Company at a price of $0.20 per common share. The stock options are exercisable on or before April 30, 2021 and are fully vested.

On May 22, 2019:

- **Stock option grant**: The Company granted incentive stock options allowing the acquisition of 400,000 common shares of the Company at a price of $0.19 per common share. The stock options are exercisable on or before May 22, 2021.

On May 31, 2019:

- **Stock option grant**: The Company granted incentive stock options allowing the acquisition of 1,000,000 common shares of the Company at a price of $0.20 per common share. The stock options are exercisable on or before May 31, 2021.

On June 4, 2019:

- **Private placement:** The Company closed its third tranche of its non-brokered private placement, as previously announced on June 29, 2018. The Company raised $ 298,700 through the issuance of 1,991,331 units at a price of $0.15 per unit. Each Unit consists of one common share of the Company and one-half of a non-transferable Common Share purchase warrant. Each Warrant will entitle the holder to purchase one Common Share at a price of $0.20 for a period of 24 months from the closing of the offering.

On June 16, 2019:

- **Warrant exercise**: 75,000 warrants were exercised for $0.20, for total proceeds of $15,000.

On June 19, 2019:

- **Stock option exercise**: 150,000 stock options were exercised at $0.05, for total proceeds of $7,500.

On July 8, 2019

- **Private Placement:** The Company closed its first tranche of its non-brokered private placement, as previously announced on June 7, 2019. The Company raised $734,586 through the issuance of 3,672,930 units at a price of $0.20 per unit. Each Unit consists of one common share of the Company and one-half of a non-transferable Common Share purchase warrant. Each Warrant will entitle the holder to purchase one Common Share at a price of $0.25 for a period of 24 months from the closing of the offering. No finder's fees were paid in connection with the private placement.

On July 9, 2019:

- **Warrant exercise**: 100,000 warrants were exercised for $0.20, for total proceeds of $20,000.

On November 1, 2019:

- **Warrants issued:** The Company in connection with the July 12, 2018 loan, an additional 312,500 warrants were granted. Each warrant will entitle the Lender to purchase one common share at $0.12 per share for a period of 2 years. The warrants were valued at $4,023.

On December 3, 2019

- **Stock option grant**: The Company granted incentive stock options allowing the acquisition of 400,000 common shares of the Company at a price of $0.13 per common share. The stock options are exercisable on or before December 3, 2020 with 100,000 vesting immediately, 100,000 vesting on January 31, 2020, another 100,000 vesting on February 29, 2020 and the balance vesting on March 31, 2020.

On December 23, 2019

- **Private Placement**: The Company closed its non-brokered private placement. The Company raised $429,200 through the issuance of 4,292,000 units at a price of $0.10 per unit. Each Unit consists of one common share of the Company and one of a non- transferable Common Share purchase warrant. Each Warrant will entitle the holder to purchase one Common Share at a price of $0.10 for a period of 24 months from the closing of the offering. All securities are subject to a four month and one day hold from the closing date. No finder's fees were paid in connection with the private placement.

A total of $15,583 was paid in share issuance costs relating to the 2019 private placements.

Resource Properties

The Board of Directors is responsible for a quarterly review of the properties and any decisions toward impairment. If the property is considered impaired, accumulated costs are expensed at that time.

The following table shows the activity by category of exploration expenditures for the year ended December 31, 2019 and for the year ended December 31, 2018:

	December 31, 2019	December 31, 2018
Exploration and Evaluation Expenditures and Impairment Provision	($)	($)
Concession fees	140,000	140,193
Consulting	165,323	33,473
Drilling	1,315,321	-
Geology	35,850	-
Geophysics	5,618	438,701
Maintenance fees	-	30,000
Mapping	380	34,473
Permitting	41,748	-
Staking	39,257	12,276
Travel	69,167	-
Supplies & Other	84,995	20,792
Impairment charge on Mogollon Property	-	19,361
Total	**1,897,659**	**729,269**

<u>The Salar del Diablo Property (formerly the Valle Del Diablo Property)</u>

On October 10, 2017, the Company completed the acquisition of Lithium Investments Ltd. ("LIL") by acquiring all of the shares of LIL from its shareholders ("original shareholders") in exchange for 10,000,000 common shares and a $100,000 cash payment made 30 days after the close (November 10, 2017). All shares issued on October 10, 2017 were measured at $0.235 per share, being the Company's closing price on that date on the CSE.

The principal assets of LIL consist of the rights and interests under an option and joint venture agreement as amended (the "Option Agreement") with third parties to acquire up to a 90% interest in the Salar del Diablo (formerly the Valle Del Diablo Property) in Mexico (the "Salar del Diablo Property"). In order to earn an 80% interest in the Salar del Diablo, the Company is required to issue 1,800,002 shares (1,000,002 shares were issued on October 10, 2017, 200,000 shares were issued on August 13, 2018 and 200,000 shares, as a penalty for late payment, see below, were issued on September 24, 2018 for a total value of $297,000, being the total value of the shares on the date of issuance) and make payments up to US$380,000 (as at December 31, 2018 US$230,000 has been paid) to the third parties in stages. On November 1, 2019, the Company and Optionors ("the Parties") agreed that the balance of 400,000 shares and a US$150,000 payment is due after completion of the Phase 3 drilling program or on June 30, 2020 at which time the Phase 3 drilling program would be deemed completed. Subsequently, on July 20, 2020 the Parties agreed to extend the deemed completion date from June 30, 2020 to December 31, 2020. For this extension, the Company agreed to issue 100,000 shares and make a US$50,000 payment leaving a net balance owing of 300,000 shares and a US$100,000 payment. If the project goes to commercial production, the Company is also required to issue an additional 1,100,000 shares and make an additional payment of $1,050,000. In addition, up until the delivery of a bankable feasibility report (the "BS Report") on the Salar del Diablo Property, the Company is responsible for all exploration expenditures. After the delivery of the BS Report each Joint Venture party ("JV Party") is responsible for their pro rata share of future funding. If either JV Party fails to contribute its share of the project cost, their interest shall be diluted proportionally until their interest reaches 10% or less. Should the underlying JV Party's interest dilute below a 10% equity interest or less, a 2% NSR royalty replaces the 10% equity interest and the other party will have the right at any time prior to the commencement of commercial production but not the obligation to purchase one-half of the NSR for US$5,000,000.

The Company also incurred and capitalized $125,664 costs directly related to this acquisition in fiscal 2017.

Consideration paid:

Total consideration paid, December 31, 2017	**$2,685,000**
For value of 200,000 shares issued to Joint Venture Third Party at $0.16 per share	$32,000
Cash paid	$264,990
Total consideration paid, December 31, 2018	**$2,981,990**
Cash paid	$0
Total consideration paid, December 31, 2019	**$2,981,990**

On August 21, 2018, the original optionors assigned their interest in the Option Agreement to Energy Metals Discovery Group, LLC, an unrelated entity and a Texas Limited Liability Company.

On September 24, 2018, the Company issued 200,000 shares as a penalty for late payment. The shares were valued at $30,000, using the issuance date to determine the fair value of the shares. The penalty was included in the exploration and evaluation expenditures and impairment provision in below table above for the year ended December 31, 2018.

The LIL purchase agreement requires the Company to continue making the following additional payments and share issuance to the formal and original shareholders of LIL:

On or before (Date)		**Pay to former shareholders of LIL (CDN$)**	**Pay to former shareholders of LIL (# of shares of OWL)**
October 10, 2018	$	200,000 (paid)	-
October 10, 2020	$	300,000	-
December 31, 2020	$	500,000	16,000,000
	$	**1,000,000**	**16,000,000**

On April 24, 2019, the Company agreed to increase the share issuance by 3,500,000 shares to 16,000,000 shares in exchange for the LIL shareholders agreeing to extend the date of the share issuance of the 12,500,000 shares to July 31, 2019. As at December 31, 2019, the 16,000,000 shares have not been issued and the October 10, 2019 payment had not been made. On May 5, 2020, the LIL original shareholders agreed to extend the date of the issuance of the shares to December 31, 2020, to extend the October 10, 2019 payment of $300,000 to October 10, 2020 and to extend the October 10, 2020 payment to December 31, 2020 and the Company agreed to increase the final $400,000 payment by $100,000 to $500,000 for the LIL original shareholders agreeing to these extensions.

In connection with the Salar del Diablo property, the Company, advanced $Nil to the property (2018 $208,817) in respect of subsequent year drilling programs.

Results of Operations

- **Year ended December 31, 2019 ("2019 Period") results as compared with the year ended December 31, 2018 ("2018 Period")**

	Year Ended December 31			
	2019	**2018**	**Variance**	
Professional fees	$ 73,268	$ 157,848	$ (84,580)	(53.6%)
Legal fees	39,725	32,832	6,893	21.0%
Consulting fees	377,083	660,579	(283,496)	(42.9%)
Management fees	230,000	160,000	70,000	43.8%
Office, rent and phone	221,788	99,657	122,131	122.6%
Transfer agent and filing fees	39,668	54,122	(14,454)	(26.7%)
Investor relations	74,726	74,838	(112)	(0.1%)
Exploration & evaluation expenses	1,897,659	729,269	1,168,390	160.2%
	$ 2,953,917	**$ 1,969,145**	**$ 984,772**	**50.0%**
Foreign exchange loss	37	30	7	23.3%
Interest, accretion and financing costs	58,734	57,846	888	1.5%
Share based payments	393,928	219,229	174,699	79.7%
Gain on debt settlement	(39,000)	(60,090)	21,090	(35.1%)
	$ 3,367,616	**$ 2,186,160**	**$ 1,181,456**	**54.0%**

The Company had no revenue for the 2019 Period and the 2018 Period. Net general and administrative expenses for the 2019 Period increased in comparison to the 2018 Period, due to the costs and activity related to advancing the Salar del Diablo property.

Net general and administrative expenses for the year were $3,367,616 (2018: $2,186,160). Significant differences in the general and administrative expenses for the Period include:

- Professional fees decreased to $73,268 (2018: $157,848) as a result of decreased legal and audit fees.
- Consulting fees decreased to $377,083 (2018: $660,579) as a result of a decreased consulting work at the Salar del Diablo Property in Mexico.
- Office, rent and phone increased to $221,788 (2018: $99,657) due to an increase in rent, activity and general usage.
- Exploration and evaluation expenses increased to $1,897,659 (2018: $729,269), due to the 2019 drilling program at the Salar del Diablo property which represented over $1.3M of the exploration and evaluation expense the 2019 Period.

- Interest, accretion and financing costs were incurred in respect of the credit facility entered on February 22, 2017 and loans. The increase is due to the Company accruing interest, accretion expense and warrants valued on the credit facility and loan.
- A non-cash share-based payments expense of $393,928 was recognized during the year (2018: $219,229) as a result of stock options issued.
- Management fees increased to $320,000 (2018: $160,000) as a result of an increase in the CEO and CFO fee.

Summary of Quarterly Results

The following table sets out selected financial information of the Company for the current eight quarterly periods ending with December 31, 2019:

Three months ended	Dec-19 $	Sep-19 $	Jun-19 $	Mar-19 $	Dec-18 $	Sep-18 $	Jun-18 $	Mar-18 $
Total revenue	-	-	-	-	-	-	-	-
Net loss and comprehensive loss	1,886,535	392,601	570,179	518,301	907,866	286,064	473,187	519,043
Loss per share	0.02	0.00	0.01	0.01	0.02	0.00	0.00	0.01

Selected Annual Information

The following table summarizes selected financial data for the Company for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the Financial Statements.

	Year ended December 31,		
	2019 $	2018 $	2017 $
Total revenue	-	-	-
Net loss and comprehensive loss	3,367,616	2,186,160	2,285,436
Loss per share	0.04	0.03	0.05
Total assets	3,313,191	3,476,316	3,131,240
Current liabilities	1,697,510	978,551	1,499,630
Cash dividends	-	-	-

Liquidity and Financial Condition

As at December 31, 2019 and December 31, 2018, the Company had the following:

	December 31, 2019 ($)	December 31, 2018 ($)
Financial Assets		
Cash	21,026	107,654
Prepaid expenses	11,668	4,893
Receivables	172,843	47,298
	205,537	**159,845**
Financial liabilities		
Accounts payable and accrued liabilities	1,619,456	673,762
Loans payable	60,553	102,939
Share subscriptions	5,000	92,000
Current Liabilities	12,501	109,850
	1,697,510	**978,551**
Working capital deficit	(1,491,973)	(818,706)

The Financial Statements are prepared on a 'going concern' basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to raise additional funds or the attainment of profitable operations. The Company will need to raise or borrow money for exploration and administration expenditures, and to settle current liabilities, and to ensure it maintains sufficient funds to keep any claims and property agreements in good standing. Current sources of funding are undetermined, and management continues to review potential financing options. Although the Company has been successful at raising funds in the past through the issuance of share capital and entering into loan agreements, there is no guarantee it will be successful or able to continue to do so in the future, and there can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future. The proceeds will assist the Company in continuing its activities for the next twelve months. See "*Highlights, significant events and various transactions*" in this Report.)

Transactions with Related Parties

Compensation of Key Management Personnel

Key management personnel consist of current and former Directors and Officers of the Company, as to the President, the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), and the Corporate Secretary of the Company. At the Report Date, key management personnel consisted of Douglas Fulcher (President, CEO and a Director), John Hamilton (CFO in 2019 and became a Director, effective March 5, 2020) and Kevin Milledge (Director).

Rent	Pamicon Developments Ltd. A company controlled by a Director and Officer of the Company
Management fees	Stand Up Investments Ltd. A company controlled by an Officer of the Company
	Digga Holdings Ltd. A Company controlled by a Director and Officer of the Company

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including stock-based compensation, of key management personnel during the years ended December 31, 2019 and 2018 were as follows:

	For the year ended December 31	
	2019	**2018**
	($)	**($)**
Management fees	230,000	160,000
Consulting	54,355	-
Share based payments	101,690	26,562
	386,045	**186,562**

At December 31, 2019, $24,938 is owed to the CEO of the Company, $5,470 is owed to the CFO of the Company and $2,671 is owed to a director of the Company. These amounts are included in accounts payable and accrued liabilities.

a) Other related party transactions

Rent and office:

Effective May 1, 2016 the Company entered into an office rental agreement in which an officer and director is a shareholder. For the years ended December 31, 2019 and 2018, the Company was charged rent and office expenses as follows:

`	For the year ended December 31	
	2019	**2018**
	($)	**($)**
Rent and office	81,450	60,601

At December 31, 2019, the Company owes $5,464 (2018: $31,508) for rent and office. On March 7, 2019, the Company agreed to issue debt settlement shares at a price of $0.19, being the fair value of the shares on the grant date, by the issuance of 132,178 common shares of the Company to the related party as consideration of indebtedness for office rent payable in the amount of $26,370. Key management personnel were not paid post-employment benefits, termination benefits or other long-term benefits during the Period.

Capital Management

The Company's objectives when managing capital are to safeguard its assets and its ability to continue as a going concern, to pursue the development of its exploration and evaluation assets, if any, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity and cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets.

The Company is primarily dependent on the capital markets as its source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects.

The Company is not subject to externally imposed capital restrictions, and there were no changes to the Company's approach to capital management during the period.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Other MD&A Disclosure Requirements

New accounting standards

IFRS 16 Leases

IFRS 16 replaced IAS 17 Leases. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset have a low value. Application of the standard is mandatory for annual periods beginning on or after January 1, 2019, with early application permitted. The Company does not have significant financial reporting implications, as currently, no lease agreements within the scope of IFRS 16 have been entered into.

E&E acquisition costs: All direct costs related to the acquisition of mineral property interests (E&E Assets) are capitalized into intangible assets on a property by property basis. Expenditures made in connection with a right to acquire a property and or explore in an exploration area for a period in excess of one year, are capitalized.

E&E exploration expenditures: Exploration and evaluation costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment. On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated reserves as the depletion base.

Financial Instruments & Financial Risk Management

The Company has classified and measured its financial instruments as described below:

- Cash and receivables, are classified as and measured at amortized cost.
- Accounts payable and accrued liabilities, loans payable, credit facility and shares subscriptions are classified as and measured at amortized cost. Borrowings and other financial liabilities are classified as current or non-current based on their maturity date. The liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Financial Risk Management

(a) Credit risk
Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash. The Company manages credit risk with respect to its cash by maintaining demand deposits with a major Canadian financial institution; however, this exposes the Company's cash to concentration of credit risk as all amounts are held at a single institution. The Company is not exposed to significant credit risk and overall, the Company's credit risk has not changed significantly from the prior year.

(b) Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company is exposed to liquidity risk and has disclosed a going concern uncertainty in the financial statements.

The Company's current and expected remaining contractual maturities for its financial liabilities with agreed repayment periods are presented below. The table includes the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to satisfy the liabilities.

As at December 31, 2019	**1 - 12 months**
	$
Accounts payable and accrued liabilities	1,619,456
Loans payable	60,553
Share subscriptions	5,000
Credit facility	12,501
	1,697,510

(c) Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign

currency risk and other price risk. The Company is not exposed to significant market risk and overall, the Company's market risk has not changed significantly from the prior year.

(i) Interest rate risk
Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to significant interest rate risk due to the short-term maturity of its loans and promissory notes.

(ii) Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company incurs certain expenses in currencies other than the Canadian dollar. The Company is subject to foreign currency risk as a result of fluctuations in exchange rates. The Company manages this risk by maintaining bank accounts in US dollars to pay these foreign currency expenses as they arise. Receipts in foreign currencies are maintained in those currencies. The Company does not undertake currency hedging activities. The Company also does not attempt to hedge the net investment and equity of integrated foreign operations.

(iii) Other price risk
Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

There were no changes in the Company's approach to managing the above risks.

Disclosure of Outstanding Share Data

Common shares, stock options and share purchase warrants issued and outstanding as at the period end are described in detail in the Financial Statements, and as at the Report Date are as follows:

At Report Date	
Common shares	97,275,537
Warrants	24,952,623
Stock Options	6,665,000
Fully Diluted	**128,893,160**

Proposed Transactions

The Company does not have any proposed transactions that have been approved by the board of directors. Management of the Company continues to review and evaluate potential exploration properties.

Subsequent Events

- Since March 2020, several governmental measures have been implemented in Canada and the rest of the world in response to the coronavirus (COVID-19) pandemic. While the impact of COVID-19 and these measures are expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on the Company's business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2020. The Company continues to operate its business, and in response to Canadian Federal and Provincial and Mexico emergency measures, has requested its employees and consultants work remotely wherever possible. These government measures, which could include government mandated closures of the Company or its contractors, could impact the Company's ability to conduct its exploration programs in a timely manner, and the Company is evaluating the best way to move its exploration activities forward when the emergency measures are lifted.

- On February 12, 2020, the Company granted incentive stock options to purchase up to 500,000 common shares in the Company at a price of $0.10 per share. The stock options are exercisable on or before February 12, 2022 with 125,000 vesting on June 12, 2020, 125,000 vesting on September 12, 2020, 125,000 vesting on December 12, 2020 and the balance vesting on March 12, 2021.

- On February 12, 2020, the Company granted incentive stock options to a consultant of the Company to purchase up to 200,000 common shares in the Company at a price of $0.10 per share. The stock options are exercisable on or before February 12, 2021 and are fully vested.

- On February 28, 2020, 100,000 warrants relating to the Credit Facility expired.

- On March 5, 2020, the Company announced the resignation of Andrew Pooler from the board of directors, effective March 5, 2020 replaced by John N. Hamilton, effective March 5, 2020.

- March 6, 2020 the Company amended the terms of an aggregate of 14,501,233 outstanding common share purchase warrants previously issued by the Company as follows:

  - 6,857,667 of these Warrants are currently exercisable to acquire common shares of the Company at a price of $0.20 until March 22, 2020. Under the Amendment, the exercise price of the Warrants will be reduced to $0.15 and the term of the Warrants will be extended by an additional twelve months such that they will now be exercisable until March 22, 2021;

  - 3,480,665 of these Warrants are currently exercisable to acquire common shares of the Company at a price of $0.20 until May 23, 2020. Under the Amendment, the exercise price of the Warrants will be reduced to $0.15 and the term of the Warrants will be extended by an additional twelve months such that they will now be exercisable until May 23, 2021; and

- 4,162,901 of these Warrants are currently exercisable to acquire common shares of the Company at a price of \$0.20 until November 08, 2020. Under the Amendment, the exercise price of the Warrants will be reduced to \$0.15 and the term of the Warrants will be extended by an additional twelve months such that they will now be exercisable until November 08, 2021.

- On April 23, 2020, the Company granted 1,500,000 incentive stock options of the Company at an exercise price of \$0.10 per common share. The stock options are exercisable on or before April 21, 2022 and are fully vested.

Risks and Uncertainties Related to the Company's Business

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties, if any, will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage could be substantial. The following sets out the principal risks faced by the Company.

Corona Virus (COVID-19): Since March 2020, several governmental measures have been implemented in Canada and the rest of the world in response to the coronavirus (COVID-19) pandemic. While the impact of COVID-19 and these measures are expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on the Company's business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2020. The Company continues to operate its business, and in response to Canadian Federal and Provincial and Mexico emergency measures, has requested its employees and consultants work remotely wherever possible. These government measures, which could include government mandated closures of international borders, of the Company or its contractors, could impact the Company's ability to conduct its exploration programs in a timely manner, and the Company is evaluating the best way to move its exploration activities forward when the emergency measures are lifted.

Exploration. The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change; both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity Price. The Company's exploration projects are primarily related to exploration for lithium and, other precious metals and base metals. These minerals have recently been the subject of significant price fluctuations, and as such, there can be no assurance that that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Title. Although the Company exercises the usual due diligence with respect to title to any properties in which it may have interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests, if any, may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects.

Financing. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon borrowing funds and/or selling equity in the capital markets to provide financing for its operations and any continuing exploration budgets. While the Company has been successful in obtaining financing from the capital markets in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its operations and exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations.In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies, like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Key Personnel. The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition. Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

Realization of Assets. Exploration and evaluation assets may comprise a substantial portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal. Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values.

Environmental and Other Regulatory Requirements. The current or future operations of the Company, including development activities and commencement of production on its properties, generally require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilitiescould experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. The Company has not yet had any revenue from its exploration activities. Even if the Company commences development of certain properties it may acquire an interest in, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable. The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Legal Proceedings. As of the date of this Report, there are no legal proceedings against or by the Company.

Critical Accounting Estimates. In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has used its best judgment to estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties. The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the period.

Additional Information

Additional information relating to the Company can also be found on SEDAR at www.sedar.com