Pan American Energy Corp.

ANNUAL INFORMATION FORM
For Fiscal Year Ended April 30, 2022

December 14, 2022

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FORWARD LOOKING STATEMENTS

This annual information form ("**AIF**" or "**Annual Information Form**") of Pan American Energy Corp. ("**PNRG**" or the "**Company**") contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("**forward-looking statements**"). In some cases, forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", "assume", "budget", "strategy", "scheduled", "forecast", "target" or "likely", or the negative forms of these terms, or other similar expressions (or variations of such words or phrases) or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. In particular, forward-looking statements in this Annual Information Form include, but are not limited to, statements with respect to: future financial or operating performance of the Company; the Company's operating plans and strategies; planned exploration expenditures on the Green Energy Property (as defined below), the Big Mack Property (as defined below) and the Horizon Property (as defined below); the potential exercise of the options granted to the Company under the Big Mack Option Agreement (as defined below) and the Horizon Option Agreement (as defined below); the Company's plans regarding the Green Energy Property, the Big Mack Property and the Horizon Property; proposed exploration activities at the Green Energy Property, the Big Mack Property and the Horizon Property, the potential of such activities to establish mineral resources or mineral reserves at any of our properties and the timing and results of any future mineral reserve or mineral resource estimates undertaken at any of our properties; the anticipated timing, results, benefits, costs and parameters of other exploration and development plans; the future viability of the Green Energy Property, the Big Mack Property and the Horizon Property; the prospect of developing a mine at, or producing minerals from, the Green Energy Property, the Big Mack Property or the Horizon Property; the Company's planned activities at the Green Energy Property, the Big Mack Property and the Horizon Property; the potential acquisition of additional mineral properties or property concessions; the Company's ability to obtain and maintain licenses, permits and regulatory approvals required to implement the Company's proposed activities; the future impact of, and future delays and disruptions caused by, the novel coronavirus, contagious diseases or other global pandemics or epidemics; the Company's requirements for additional capital, the adequacy of the Company's financial resources (and its ability to continue as a going concern) and the Company's ability to raise additional capital and/or pursue additional strategic options, including the potential impact on the Company's business, financial condition and results of operations of doing so or not; the intended use of proceeds from previously completed financings; and capital allocation plans. All statements other than statements of historical fact, included in this Annual Information Form, including, without limitation, statements regarding the future plans and objectives of the Company, predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events are forward-looking statements.

These forward-looking statements are not historical facts and are not guarantees of future performance and involve assumptions, estimates and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Forward-looking statements are based on the assumptions, beliefs, expectations and opinion of management on the date the statements are made concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities, commitments and future opportunities, many of which are difficult to predict and beyond our control. In connection with the forward-looking information contained in this Annual Information Form, we have made certain assumptions about, among other things, the Company's business operations, including that no significant event will occur outside the Company's normal course of business operations; the future impact of pandemics, endemics and epidemics; the demand for and future prices of metals and other commodities; the Company's financial resources and its ability to raise any necessary additional capital on reasonable terms; general business and economic conditions; the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the actual geology of the Green Energy Property aligning with the description of the Green Energy Property in the Green Energy Technical Report; the actual geology of the Big Mack Property aligning with the description of the Big Mack Property in the Big Mack Technical Report; the accuracy of budgeted exploration costs and expenditures; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and

effective manner; the Company's ability to attract and retain skilled personnel and directors; political and regulatory stability; competitive conditions; market (including labour, financial and capital market) conditions in Canada and the United States of America; the timely receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals, licenses and permits on favourable terms and in a timely manner; stability in the requirements placed on the Company under applicable laws; sustained labour stability; availability of certain consumables and services; labour and materials costs; stability in financial and capital markets; results, costs and timing of future exploration and drilling programs; and our relationship with local groups. Although management considers those assumptions to be reasonable on the date of this Annual Information Form based on information currently available to them, these assumptions are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies, and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause action results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this Annual Information Form.

Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, actions, events, conditions, performance or achievements to be materially different from those expressed or implied by the forward-looking statements, including, without limitation, those related to: continuing as a going concern; ability to meet financial commitments in respect of the Big Mack Option Agreement and the Horizon Option Agreement and otherwise; exploration, development and operating risks; dependence on few mineral properties; the early stage status of the Company's mineral properties and the nature of exploration; fluctuations in commodity prices; the growth of the lithium market; fluctuations in currency rates; the dependence of the Company on its key personnel; conflicts of interest; the conflict in Ukraine and related geopolitical risks; information technology, including cyber security risks; minority interests, earn-in agreements, joint venture operations and similar arrangements; relationships with local communities and Aboriginal Groups (as defined below); social and environmental activism; environmental laws, regulations and permitting requirements and environmental hazards; the application for and receipt of required permits and approvals; potential acquisitions and their integration with the Company's business; compliance with laws; the Company's requirements for additional capital; factors inherent in the exploration and development of mineral properties that are outside of the Company's control; title to mineral properties; adverse general economic conditions; access to and the availability of adequate infrastructure; limits of insurance coverage and the occurrence of uninsurable risks; competitive conditions in the mineral exploration and mining businesses; human error; the influence of third party stakeholders; the growth of the Company; compliance with the *Canadian Extractive Sector Transparency Measures Act* (Canada); litigation or other proceedings; operating in foreign jurisdictions; reliance on international advisors and consultants; expansion into other geographical areas; outbreaks of contagious diseases; investment in the Common Shares (as defined below); the potential for dilution to holders of Common Shares; the volatility of the market price for the securities of mining companies and the market price for the Common Shares; the Company's policy regarding the payment of dividends; the Company's inability to maintain the listing of the Common Shares on a stock exchange; and the Company's compliance with evolving corporate governance and public disclosure regulations.

The factors identified above are not intended to represent a complete list of the risks and factors that could affect any of the forward-looking statements. Some of the important risks and factors that could affect forward-looking statements are discussed in the section entitled "*Risk Factors*" in this Annual Information Form. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements not to be as anticipated, estimated or intended. Forward-looking statements are not a guarantee of future performance. 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.

Investors are cautioned not to put undue reliance on forward-looking statements. The forward looking-statements contained herein are made as of the date of this Annual Information Form and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

INTRODUCTION

This Annual Information Form provides information about the Company and its subsidiaries. Unless context otherwise provides, references to the "Company", "PNRG", "we", "us" and "our" refer to the Company and its subsidiaries, as a whole.

This Annual Information Form is dated as of December 14, 2022. Unless otherwise indicated, all information in this AIF is current as of such date, other than certain financial information which is current as of April 30, 2022, being the date of the Company's most recently audited financial year end.

Except where otherwise indicated, all references to currency in this AIF are to Canadian Dollars ("**$**"). All references to "US$" refer to United States dollars.

Scientific and Technical Information

Certain scientific and technical information contained in this Annual Information Form relating to the Green Energy Property is derived from, and in some instances is an extract from, the report entitled "Technical Report, Green Energy Lithium Project, Can Creek Anticline, Grand County, Utah, USA" (the "**Green Energy Technical Report**") with an effective date of March 24, 2022. Mr. Bradley C. Peek, the author of the Green Energy Technical Report, has reviewed, approved and verified the scientific and technical information in this Annual Information Form that is derived from the Green Energy Technical Report.

Reference should be made to the full text of the Green Energy Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and is available for review under the Company's profile on SEDAR at www.sedar.com.

Certain scientific and technical information contained in this Annual Information Form relating to the Big Mack Property is derived from, and in some instances is an extract from, the report entitled "Technical Report on the Big Mack Property, Kenora Mining District, Northwestern Ontario, Canada" (the "**Big Mack Technical Report**") with an effective date of December 12, 2022. Mr. Craig Ravnaas, P. Geo, the author of the Big Mack Technical Report, has reviewed, approved and verified the scientific and technical information in this Annual Information Form that is derived from the Big Mack Technical Report.

Reference should be made to the full text of the Big Mack Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

CORPORATE STRUCTURE

Name, Address and Incorporation

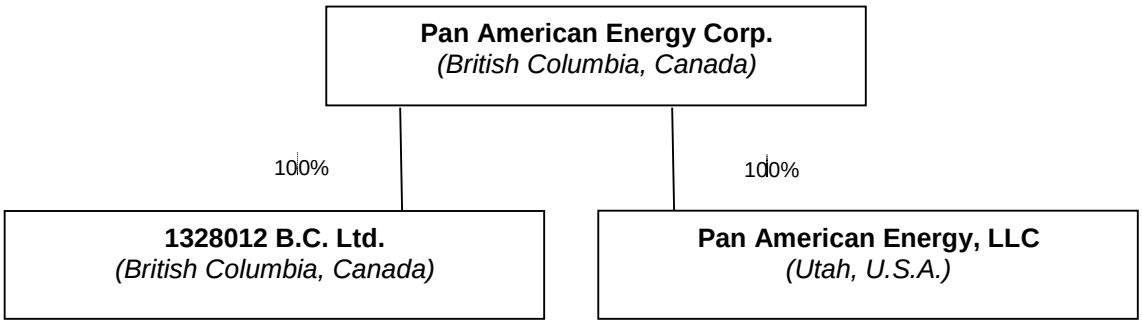
The Company was incorporated under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on March 14, 2007 under the name "Enviro Energy Capital Corp." On April 13, 2009, the Company changed its name to "Silver Sun Resource Corp." On January 31, 2013, the Company changed its name to "Golden Sun Mining Corp." On July 14, 2022, the Company changed its name to "Pan American Energy Corp."

The Company's head office is located at Suite 100 - 521 3rd Avenue SW, Calgary, Alberta T2P 3T3 and its registered office is located at Suite 2800, Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2Z7.

Unless otherwise noted or inconsistent with the context, references to PNRG or the Company in this AIF are references to Pan American Energy Corp. and its subsidiaries, 1328012 B.C. Ltd. ("**1328012**") and Pan American Energy, LLC.

Intercorporate Relationships

The following diagram illustrates the intercorporate relationships among the Company and its subsidiaries, as well as the jurisdiction of incorporation of each entity.



GENERAL DEVELOPMENT OF THE BUSINESS

History (2007 to 2019)

The Company was incorporated under the BCBCA on March 14, 2007, classifying as a "Capital Pool Company" as defined in TSX Venture Exchange ("**TSX-V**") Policy 2.4. On August 14, 2008, the Company entered into an option agreement with Yale Resources Ltd. whereby the Company was granted an option to acquire 100% of Yale Resources Ltd.'s 65% vested participating interest in a joint venture agreement dated August 8, 2008 between Yale Resources Ltd. and IMPACT Silver Corp., with respect to three mining concessions in Zacatecas, Mexico (the "**Qualifying Transaction**"). On completion of the Qualifying Transaction on December 24, 2008, the Company was no longer a Capital Pool Company and its common shares ("**Common Shares**") continued trading on the TSX-V.

Following its Qualifying Transaction, the Company continued its business of acquiring interests in and exploring mineral properties, in the course of which it acquired 100% ownership of the Yoreme mineral claim and a 51% interest in the Cherry Hill Mine mineral claims.

On September 4, 2013, the British Columbia Securities Commission issued a cease trade order against the Company, requiring the Company to file an independent technical report supporting disclosure of a

mineral resource estimate and the results of a preliminary economic assessment for the Cherry Hill Mine. As a result of the cease trade order, the Company was subsequently de-listed from the TSX-V.

Following the cease trade order, the Company ceased all exploration and evaluation activities, and sold or dissolved its operating subsidiaries.

Three Year History (2020-2022)

Over the three most recently completed financial years, the significant events described below contributed to the development of our business.

For the year ended April 30, 2020

- No operations as the Company remained subject to the cease trade order issued on September 4, 2013.

For the year ended April 30, 2021

- On August 14, 2020, Ian Foreman, Mark McLeary and Tom Kordyback, respectively, resigned as directors of the Company. In addition, Mr. McLeary also resigned as President and Chief Executive Officer of the Company and Laara Shaffer resigned as Corporate Secretary of the Company on such date. To fill the vacancies left by the resignations of Messrs. Foreman, McLeary and Kordyback from the board of directors of the Company ("**Board**"), Messrs. Brian Thurston, Jamie Lewin and Dave McMillan were appointed to serve as directors of the Company and carry out plans to acquire strategic mining assets. In addition, Mr. Thurston was appointed as the President, Chief Executive Officer and Corporate Secretary of the Company and Eli Dusenbury was appointed as the Chief Financial Officer of the Company.

- On November 18, 2020, the Company entered into a loan agreement with a non arm's-length third party, pursuant to which the Company was advanced $50,000. The loan was subject to an interest rate of the prime rate plus 1.0% per annum. The maturity date of the loan was November 18, 2021.

- On November 19, 2020, the British Columbia Securities Commission and the Alberta Securities Commission revoked their respective cease trade orders against the Company.

- On January 28, 2021, the Company entered into a further loan agreement with a non-arm's length third party, pursuant to which the Company was advanced $152,518. The loan was subject to an interest rate of 4.00% per annum (the "**4.00% Loan**"). The loan was due on demand or before July 1, 2021.

- On January 7, 2021, following the approval of the Company's shareholders at the Company's annual general and special meeting held on December 30, 2020, the Company consolidated the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for each 50 pre-consolidation Common Shares.

- On April 19, 2021, the Company repaid $50,000 under the 4.00% Loan.

- On April 22, 2021, the Company issued 300,000 stock options ("**Options**"), pursuant to the Company's incentive share-based compensation plan adopted by the Board on June 4, 2022 ("**Share-Based Compensation Plan**"), to certain former directors of the Company, with each Option exercisable into one Common Share at a price of $0.50 per Common Share for a period of five (5) years, expiring on April 22, 2026. A total of 219,873 Options vested immediately at the date of grant, with the remaining 80,127 Options having vested following the Company issuing 400,634 additional Common Shares, so as to permit the issuance of additional

Common Shares under the Share-Based Compensation Plan.

- On April 23, 2021, Jamie Lewin and Dave McMillan each resigned as a director of the Company at which time the vacancies on the Board were filled by the appointment of Eli Dusenbury and Anna Hicken. Subsequently, Brian Thurston resigned as director, Chief Executive Officer and President of the Company. To fill the director and officer vacancies left by the resignation of Mr. Thurston, Jason Latkowcer was appointed as the Chief Executive Officer, President, and director of the Company. See "*Directors and Officers*".

For the year ended April 30, 2022

- In May, 2021, the Company entered into a consulting agreement with Jason Latkowcer for the purposes of providing his services as CEO and President of the Company, pursuant to which the Company agreed to pay Mr. Latkowcer $12,000 per month for his services for a period of two years beginning in May 2021 and to issue, upon of the listing of the Common Shares on the Canadian Securities Exchange ("**CSE**"), an aggregate of 1,000,000 restricted share units ("**RSUs**") pursuant to the Share-Based Compensation Plan, with the vesting of such RSUs subject to the following performance milestones: (a) 500,000 of the RSUs vesting in three equal tranches based on the successful completion of the following: (i) the successful launch of the Company's pilot project (being the delivery of a brine sample to the Company's technology partner); (ii) the Company's successful fundraise of $5,000,000 in a single financing or in a series of financings; and (iii) the Company completing an acquisition or series of acquisitions in total value over $2,000,000; and (b) the remaining 500,000 RSUs vest quarterly in four equal tranches beginning September 24, 2022. Each vested RSU entitles Mr. Latkowcer to receive one Common Share, subject to adjustment pursuant to the terms of the Share-Based Compensation Plan. To date, 625,000 of these RSUs have vested.

- On November 9, 2021, the Company issued 2,000,000 Common Shares at $0.05 per Common Share for total proceeds of $200,000 pursuant to a private placement (the **"$0.05 Financing**").

- On December 1, 2021, the Company entered into a non-binding letter of intent with Summit Nanotech Corp. ("**Summit**"), pursuant to which the two companies agreed in good faith to discuss the terms of a definitive agreement related to the following: (a) Summit providing expertise to help qualify and case study the Company's current and future lithium assets; (b) the co-development and testing of Summit's denaLi™ DLE technology at the Company's current and future assets; (c) the commercial installation of Summit's direct lithium extraction technology at the Company's current and future lithium mining assets; (d) exploration of joint venture opportunities between Summit and the Company; and (e) the shared and collaborative use of marketing material between Summit and the Company to advance awareness of Summit's direct lithium extraction technology and the Company's lithium mining assets.

- On December 4, 2021, the Company entered into the Asset Purchase Agreement (as defined below) pursuant to which the Company agreed to acquire the Green Energy Property. The acquisition of the Green Energy Property was completed on January 6, 2022. See "*Description of the Business - The Asset Purchase Agreement*".

- On December 7, 2021, Anna Hicken resigned as a director of the Company, at which time the vacancy on the Board was filled by the appointment of Sean Kingsley. Subsequently, Eli Dusenbury resigned as Chief Financial Officer of the Company, but remained with the Company as a director. To fill the vacancy left by the resignation of Mr. Dusenbury, Paul More was appointed as the Chief Financial Officer of the Company. See "*Directors and Officers*".

Subsequent events since April 30, 2022

- In connection with its listing on the CSE, on May 5, 2022, the Company entered into the Share Purchase Agreement (as defined below). On May 18, 2022, the transactions contemplated in the Share Purchase Agreement were completed (see "*Description of the Business – Share Purchase Agreement*").

- The Company's Common Shares commenced trading on the CSE on May 24, 2022, under the trading symbol "GSU".

- On June 24, 2022, the Company announced that it entered into debt settlement agreements with certain creditors of the Company, pursuant to which the Company discharged aggregate indebtedness of $228,708.00 in consideration for the issuance of an aggregate of 1,270,600 Common Shares at a deemed price of $0.18 per Common Share.

- On July 14, 2022, the Company changed its name to "Pan American Energy Corp." and began trading on the CSE under the symbol "PNRG".

- On August 22, 2022, the Company entered into the Big Mack Option Agreement (as defined below) (see "*Description of the Business – The Big Mack Option Agreement*").

- On September 1, 2022, the Company announced that it had granted an aggregate of 2,350,000 RSUs to certain directors, officers and consultants of the Company. 2,162,500 of the RSUs vest in equal quarterly installments on November 30, 2022, February 28, 2023, May 31, 2023 and August 31, 2023. The remainder of the RSUs are subject to performance-based vesting conditions relating to the achievement of exploration and development milestones at the Big Mack Property. Each vested RSU entitles the holder to receive one Common Share.

- On September 26, 2022, the Company announced that it had executed a master services agreement (the "**MSA**") with RESPEC Consulting Inc. ("**RESPEC**"). Pursuant to the MSA, the Company will work directly with RESPEC to develop the Green Energy Property through an assessment of available data and development of a well re-entry plan. The available data on the Green Energy Property, and other available data, are expected to form the basis for the development of an exploration plan aimed at establishing a mineral resource estimate at the Green Energy Property. As part of Phase I of the scope of work, RESPEC will review data and reports, perform a site inspection, prepare a drilling plan and permits, prepare vendor packages, select and contract with vendors and perform pre-exploration planning contractor engagement.

- On September 28, 2022, the Company announced that it had entered into the Horizon Option Agreement (as defined below) (see "*Description of the Business – The Horizon Option Agreement*").

- On October 10, 2022, the Company's Common Shares commenced trading on the Frankfurt Stock Exchange under the symbol "SS6".

- On October 13, 2022, the Company closed a non-brokered private placement for aggregate gross proceeds of approximately $8,000,000. In connection with the non-brokered private placement, the Company issued: (i) 10,000,000 non-flow through units at a price of $0.50 per non-flow through unit, with each non-flow through unit consisting of one (1) Common Share and one (1) Warrant, where each Warrant entitles the holder thereof to acquire one (1) Common Share for $0.75 per additional Common Share until October 11, 2024; and (ii) 4,615,384 flow-through units at a price of $0.65 per flow-through unit, with each flow-through unit consisting of one (1) flow-through Common Share and one (1) Warrant, where each

Warrant entitles the holder thereof to acquire one (1) Common Share for $0.85 per additional Common Share until October 11, 2024. In connection with the non-brokered private placement, the Company paid aggregate finder's fees of $329,390 in cash and issued 676,738 finder's warrants, where each finder's warrant entitles the holder thereof to acquire one (1) Common Share for $0.75 per Common Share until October 11, 2024. The Company intends to use the proceeds raised from the private placement on exploration expenses in respect of the Company's portfolio of exploration projects, potential acquisitions and for general working capital purposes. The Company will use the proceeds from the issuance of the flow-through Common Shares to incur "Canadian exploration expenses", as such term is defined in the *Income Tax Act* (Canada).

- On October 26, 2022, the Company announced that it had executed an agreement (the "**RESPEC Agreement**") with RESPEC. Pursuant to the RESPEC Agreement, the Company will work directly with RESPEC to prepare drilling plans and permit applications at the Horizon Property.

- On November 11, 2022, the Company announced that William Gibbs had been appointed to the Board, effective November 10, 2022. Concurrent with Mr. Gibb's appointment, Mr. Eli Dusenbury stepped down from the Board. The Company also announced that it had granted 250,008 RSUs and 200,000 Options, each with an exercise price of $0.71 to Mr. Gibbs in connection with his appointment to the Board, and an aggregate of 850,000 RSUs to certain consultants of the Company. The RSUs and Options granted to Mr. Gibbs vest in quarterly installments of 20,834 RSUs and 50,000 Options beginning on January 31, 2023. The RSUs granted to the consultants of the Company vested immediately. The Options granted to Mr. Gibbs expire on November 10, 2027.

- On December 2, 2022, the Company announced that it had granted 50,000 Options, each with an exercise price of $0.80, to a consultant in connection with his appointment to the Company's technical advisory team. Such Options vest in equal quarterly installments of 12,500 Options on December 1, 2022, June 1, 2023, December 1, 2023 and June 1, 2024 and expire on December 1, 2027.

DESCRIPTION OF THE BUSINESS

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating lithium projects in mining friendly jurisdictions.

The Company holds a 100% interest in and to the mining licenses comprising the Green Energy Property, in Cane Creek Anticline, Grand County, Utah, USA (see "*Description of the Business — The Asset Purchase Agreement*").

The Company also has options to acquire (A) up to 90% of the Big Mack Property, located in the Paterson Lake Area, Ontario, Canada (see "*Description of the Business - The Big Mack Option Agreement*") and (B) 100% of the Horizon Property, located in the Big Smoky and Monte Cristo Basins of Esmeralda County, Nevada (see "*Description of the Business - The Horizon Option Agreement*").

The Company has two material mineral projects, being the Green Energy Property and the Big Mack Property. See "*Mineral Project Disclosure*".

The Asset Purchase Agreement

On December 4, 2021, the Company entered into an amended and restated asset purchase agreement with Beta Energy Corp. and Voltaic Minerals (USA), Inc. (the "**Asset Purchase Agreement**"), pursuant to which the Company agreed to acquire certain mineral claims comprising the Green Energy property located in Cane Creek Anticline, Grand County, Utah, USA (the "**Green Energy Property**"). As

consideration, the Company (a) issued 1,000,000 Common Shares, and (b) agreed to issue, within twenty-four (24) months following closing of the acquisition of the Green Energy Property, $950,000 worth of Common Shares, either in a single tranche or multiple tranches, provided, however, that each respective tranche must be comprised of at least $100,000 worth of Common Shares. To date, the Company has not issued any of the $950,000 worth of Common Shares required to be issued pursuant to the Asset Purchase Agreement. The acquisition of the Green Energy Property was completed on January 6, 2022.

For further details regarding the Green Energy Property, please see "*Mineral Project Disclosure - Green Energy Property*".

The Share Purchase Agreement

In connection with the listing of the Company on the CSE, on May 5, 2022, the Company entered into a share purchase agreement with 1328012 and the securityholders of 1328012, pursuant to which the Company agreed to acquire all of the issued and outstanding securities of 1328012.

Subject to the terms and conditions of the Share Purchase Agreement, on May 18, 2022, the closing date of the acquisition contemplated in the Share Purchase Agreement, 100% of the outstanding securities of 1328012 were sold to the Company in exchange for 20,000,100 Common Shares and 20,000,000 Warrants of the Company consisting of: (i) 10,000,000 Warrants, each exercisable into one Common Share at $0.10 per Common Share until October 25, 2023; and (ii) 10,000,000 Warrants, each exercisable into one Common Share at $0.12 per Common Share until December 8, 2023. Accordingly, on such date, 1328012 became a wholly-owned subsidiary of the Company.

The acquisition of 1328012 was completed in connection with the listing of the Company on the CSE, and constituted a reverse takeover of the Company by 1328012. The acquisition was also a non-arm's length transaction, as a result of Paul More, Chief Financial Officer of the Company, serving as president and director of 1328012 at the time of the acquisition.

The Big Mack Option Agreement

On August 22, 2022 (the "**Big Mack Effective Date**"), the Company entered into a property option agreement (the "**Big Mack Option Agreement**") with Magabra Resources Corporation ("**Magabra**"), pursuant to which the Company was granted the right to acquire up to a 90% interest in and to the Big Mack property, which consists of a single mining lease (LEA-107832) in the Paterson Lake Area located approximately 80 kilometers north of Kenora, Ontario, Canada (the "**Big Mack Property**"). Pursuant to the Big Mack Option Agreement, in consideration for a series of cash payments and Common Share issuances, and the incurrence of certain exploration expenditures on the Big Mack Property, separated into three phases, the Company may acquire up to a 90% interest in the Big Mack Property, as follows:

- Phase One – the Company may acquire a 51% interest in the Big Mack Property by:
    - paying $80,000 in cash to Magabra within thirty (30) days following the Big Mack Effective Date (cash payment made on September 2, 2022);
    - issuing, within sixty (60) days following the Big Mack Effective Date, such number of Common Shares to Magabra having a value equal to $200,000, calculated on the date of issuance using the market price of the Common Shares on the CSE on such date, such Common Shares being subject to voluntary resale restrictions whereby, subject to applicable securities laws and stock exchange rules, 50% of such Common Shares shall be released to the Magabra immediately upon the date of issuance, and the remaining 50% shall be released four (4) months after the date of issuance (392,156 Common Shares issued on August 30, 2022); and

- incurring, within twelve (12) months following the Big Mack Effective Date, $1,000,000 worth of exploration expenditures on the Big Mack Property.

(collectively, "**Phase One**").

- Phase Two – upon satisfaction of the payment and Common Share issuance, and incurring the exploration expenditures, required by Phase One, the Company may acquire an additional 24% interest in the Big Mack Property, for a total interest of 75%, by:

  - paying an additional $90,000 in cash to the Magabra on or before the date that is twelve (12) months following the Big Mack Effective Date;

  - issuing, on or before the date that is twenty-four (24) months following the Big Mack Effective Date, such additional number of Common Shares to Magabra having a value equal to $400,000, calculated on the date of issuance using the market price of the Common Shares on the CSE on such date, such Common Shares being subject to voluntary resale restrictions whereby, subject to applicable securities laws and stock exchange rules, 50% of such Common Shares shall be released to Magabra immediately upon the date of issuance, and the remaining 50% shall be released four (4) months after the date of issuance; and

  - incurring, within twenty-four (24) months following the Big Mack Effective Date, an additional $1,000,000 worth of exploration expenditures on the Big Mack Property.

    (collectively, "**Phase Two**").

- Phase Three – upon satisfaction of the payment and Common Share issuance, and incurring the exploration expenditures, required by Phase Two, the Company may acquire an additional 15% interest in the Big Mack Property, for a total interest of 90%, by:

  - paying an additional $30,000 in cash to Magabra on or before the date that is thirty-six (36) months following the Big Mack Effective Date;

  - issuing, on or before the date that is thirty-six (36) months following the Big Mack Effective Date, such additional number of Common Shares to Magabra having a value equal to $100,000, calculated on the date of issuance using the market price of the Common Shares on the CSE on such date, such Common Shares being subject to voluntary resale restrictions whereby, subject to applicable securities laws and stock exchange rules, 50% of such Common Shares shall be released to Magabra immediately upon the date of issuance, and the remaining 50% shall be released four (4) months after the date of issuance; and

  - incurring, within thirty-six (36) months following the Big Mack Effective Date, an additional $1,000,000 worth of exploration expenditures on the Big Mack Property.

    (collectively, "**Phase Three**").

Upon satisfaction of the payment and Common Share issuance, and incurring the exploration expenditures, required by Phase Three, the Company will grant Magabra a 2% net smelter returns royalty (the "**NSR Royalty**"), with the Company retaining the right to buy back from Magabra the NSR Royalty for $2,000,000.

For further details regarding the Big Mack Property, please see "*Mineral Project Disclosure – Big Mack Property*".

The Horizon Option Agreement

On September 27, 2022 (the "**Horizon Effective Date**"), the Company entered into a property option agreement (the "**Horizon Option Agreement**") with FMS Lithium Corporation and Horizon Lithium LLC ("**Horizon**"), pursuant to which the Company was granted the right to acquire a 100% interest in the Horizon Property (as defined below), comprised of 839 unpatented lode mining claims covering approximately 17,334 acres of land, located in the Big Smoky and Monte Cristo Basins of Esmeralda County, Nevada (the "**Horizon Property**"). Pursuant to the terms of the Horizon Option Agreement, the Company has the option to acquire a 100% interest in the Horizon Property from Horizon in consideration for completing a series of cash payments and Common Shares issuances, in accordance with the following schedule:

Deadline	**Cash Payments**	**Common Share Issuances***
Initial Payment	US$250,000	US$2,000,000
First Anniversary of Receipt of Drill Permits Necessary for the Company to Undertake Exploration Drilling (the "**Drill Permits**")	US$250,000	US$3,000,000
Second Anniversary of Receipt of Drill Permits	US$500,000	US$4,000,000

*Common Shares to be valued based on the greater of the 20-day volume-weighted average price ("**VWAP**") of the Common Shares prior to the issuance of such Common Shares and the lowest price permissible pursuant to the policies of the exchange(s) on which the Common Shares are then listed.

The initial cash payment was made on October 11, 2022 and Common Share issuance was made on October 17, 2022.

In addition, if, during the period beginning on September 27, 2022 and ending on the date that is five (5) years from the Horizon Effective Date, (A) the Company completes 10 consecutive drill holes on the Horizon Property, which drill holes are comprised of at least 400 meters of drilling and which drill holes have an average grade across the cumulative core of such drill holes of at least 750 parts per million lithium, the Company shall issue an additional US$1,250,000 worth of Common Shares, and (B) if the Company publicly discloses a NI 43-101 compliant technical report declaring a mineral resource estimate on the Horizon Property containing inferred mineral resources of 2 million tonnes or greater of lithium carbonate equivalent, the Company shall issue an additional US$3,750,000 worth of Common Shares, in each case such Common Shares being valued based on the greater of the 20-day VWAP of the Common Shares prior to the issuance of such Common Shares and the lowest price permissible pursuant to the policies of the exchange(s) on which the Common Shares are then listed.

Principal Products

As the Company is in the mineral exploration business, it does not have any marketable products at this time and is not distributing any products at this time. The Company does not know when or if its properties will reach the production stage and, as a result, whether it will ever commercially produce or sell minerals mined from its properties.

Specialized Skills

All aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include, but are not limited to, the areas of geology, drilling, permitting, engineering, logistical planning, geophysics, metallurgy and mineral processing, implementation of exploration programs, legal compliance and accounting. The Company expects to rely upon various legal and financial advisors, contractors, consultants and others in the operation and management of its business, including consultants holding exploration and development expertise.

Competitive Conditions

The Company's business is intensely competitive in all its phases. The Company competes for the acquisition of attractive mineral properties, claims, leases and other mineral interests, capital to finance exploration and the recruitment and retention of qualified individuals with many companies and individuals, many of whom have substantial capabilities and greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to obtain additional capital or other types of financing on acceptable terms or at all, acquire properties of interest or retain qualified personnel and/or contractors. See "*Risk Factors —Competition*".

Business Cycles

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, frozen ground and restricted access due to snow, ice or other weather-related factors. In addition, the mining sector is very volatile and cyclical. The financial markets for mining in general, and mineral exploration and development in particular, continued to be volatile through 2021 to date. The mining and mineral exploration business is also subject to global economic cycles affecting, among other things, raw material costs, supply chain issues and the marketability of mineral products in the global marketplace. See "*Risk Factors*".

Environmental Protection Requirements

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations. A breach of such legislation may result in the imposition of fines and penalties. Certain types of operations may also require the submission and approval of environmental impact assessments.

Environmental legislation is evolving in a manner which imposes stricter standards, including more stringent enforcement, fines and penalties for non-compliance. Pursuant to these stricter standards, environmental assessments of proposed mineral projects carry a heightened degree of responsibility for companies including their directors, officers and employees.

The Company is currently engaged solely in exploration activities, and such activities are subject to various laws, rules and regulations governing the protection of the environment. Due to the early stage of the Company's activities, to date environmental protection requirements have had a minimal impact on the Company's capital expenditures and competitive position. As necessary, the Company will make expenditures to ensure compliance with applicable laws and regulations, including those with respect to the environment. New environmental laws and regulations, amendments to existing laws and regulations, or more stringent implementations of existing laws and regulations, as well as the costs of complying with such laws and regulations, could have a material adverse effect on the Company by potentially increasing capital and/or operating costs and reducing potential for profitability. A breach of such legislation may result in the imposition of fines and penalties against the Company and its directors and officers. See "*Risk Factors*".

Social and Environmental Policies

The Company is committed to conducting its operations in accordance with sound social and environmental practices. At present, the scale of operations has not required the adoption of formal policies. The Company will re-evaluate this position if and when necessary.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be

discovered that were caused by former owners and operators of its properties. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

Employees

As at April 30, 2022, the Company does not have any employees. Mineral exploration work is carried out by contractors on an as-needed basis. The Company also relies on and engages consultants on a contract basis to assist the Company in carrying on its other business activities, including the administration of the Company. The services of President, Chief Executive Officer and Chief Financial Officer are provided by contractors pursuant to consulting agreements.

Foreign Operations

The Green Energy Property is located in Utah, USA and the Horizon Property is located in Nevada, USA. Mineral exploration and mining activities in foreign jurisdictions are affected in varying degrees by government regulations relating to the mining industry, as well as local political, regional and economic developments, including expropriation, nationalization, invalidation of government orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on mineral exports, limitations on foreign ownership, inability to obtain or delays ion obtaining necessary mining permits, opposition to mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies, as well as by laws and policies of Canada affecting foreign trade, investment and taxation. Any changes in regulations or shifts in political conditions may adversely affect the Company's business. See "*Risk Factors*."

Reorganizations

The acquisition of 1328012, pursuant to the Share Purchase Agreement, constituted a reverse takeover of the Company by 1328012, as the securityholders of 1328012, immediately following the closing of the transactions contemplated in the Share Purchase Agreement, controlled more than 50% of the issued and outstanding Common Shares. See "*Description of the Business – The Share Purchase Agreement*".

On January 7, 2021, following the approval of the Company's shareholders at the Company's annual general and special meeting held on December 30, 2020, the Company consolidated the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for each 50 pre-consolidation Common Shares.

Bankruptcy and Similar Procedures

The Company has not been involved in any bankruptcy, receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings since incorporation or completed during or proposed for the current financial year.

RISK FACTORS

An investment in the Common Shares is highly speculative due to the high-risk nature of the Company's business and the present stage of its development. Shareholders of the Company may lose their entire investment. The following risks, as well as risks currently unknown to us, could materially and adversely affect our business, operations and financial condition and could cause our future business, operations and financial condition to differ materially from the estimates described in forward-looking statements relating to the Company or its business, property or financial results, each of which could cause shareholders to lose all or part of their investment. The risks described below are not the only risks facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair our business, financial condition, results of operations and prospects. If any of the Company's properties move to a development stage, the Company would be subject to additional risks respecting any development and production activities.

Risks Related to the Company

Continuing as a Going Concern

The Company has a very limited history of operations in the mineral resource sector, has no history of earnings or of a return on investment in this sector, has a history of negative cash flow from operating activities, has incurred accumulated net losses of approximately $2,762,024 (as of September 30, 2022), and expects to incur additional losses in the future. As of September 30, 2022, we had cash and cash equivalents of approximately $334,903 and working capital of approximately $57,387. We are subject to all the risks inherent in a new business enterprise, and our ability to continue as a going concern is dependent on raising additional capital to fund our exploration activities and ultimately to attain profitable operations.

The Company's mineral properties are in the exploration stage and there are no known mineral resources or reserves located on the Company's properties. Significant capital investment will be required to achieve commercial production from the Company's mineral properties and there is no assurance that any of the Company's property interests or other assets will be economically viable or will be advanced to generate earnings, operate profitably or provide a return on investment in the future. No operating revenues are anticipated until one of the Company's projects comes into production, which may or may not occur. The Company will continue to experience losses unless and until it can successfully develop and begin profitable commercial production at one of its properties. There can be no assurance that the Company will be able to do so.

Currently, our potential sources of funding consist of the sale of additional equity securities, entering into joint venture agreements or selling a portion of our interests in our assets. In the past, we have raised capital through the issuance of Common Shares; however, there is no assurance that we will be successful in raising additional capital, or that such additional capital, if available, will be on terms acceptable to us. Accordingly, there is substantial doubt as to whether our existing cash resources and working capital are sufficient to enable us to continue our operations as a going concern. Ultimately, in the event that we cannot obtain additional financial resources, or achieve profitable operations, our operations may be delayed or indefinitely postponed, and we may have to liquidate our business interests and investors may lose their investment.

Our financial statements are prepared assuming that the Company will continue as a going concern. As noted above, continued operations are dependent on our ability to obtain additional financial resources or generate profitable operations. Such additional financial resources may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Such adjustments could be material.

Ability to Meet Financial Commitments

We are required to incur cumulative exploration expenditures on the Big Mack Property of $3,000,000

over the three year option period in order to maintain the option for the Big Mack Property in good standing. In addition, we are required to pay Horizon US$1,000,000 over the term of the Horizon Option Agreement in order to maintain the option for the Horizon Property in good standing. In addition, we must have sufficient funds to pay general and administrative expenses and conduct other exploration activities, including exploration activities at the Green Energy Property and the Horizon Property. If we are unable to fund these amounts by way of financings, including public or private offerings of equity or debt securities, we will need to reorganize or significantly reduce our operations, which may result in an adverse impact on our business, financial condition and exploration activities. If we are unable to fund the amounts specified under the Big Mack Agreement and the Horizon Option Agreement, we may lose our ability to acquire an interest in the Big Mack Property or the Horizon Property. We do not have credit, off-take or other commercial financing arrangements in place that would finance continued evaluation or development of our properties, and we believe that securing credit financing for our properties at their current stage would be very difficult. Moreover, equity financing may not be available on attractive terms and, if available, will result in dilution to existing shareholders.

Exploration, Development and Operating Risks

Our business plan is focused on exploring our mineral properties to identify mineral resources and reserves and, if appropriate, to ultimately develop those properties. To date, we have not established any mineral resources or mineral reserves and remain in the exploration stage. We may never enter the development or production stage. Exploration of mineralization and determination of whether mineralization might be extracted profitably is highly speculative, and it may take a number of years until production is possible, during which time the economic viability of a property may change. Substantial expenditures are required to establish mineral resources and mineral reserves, extract metals and construct mining and processing facilities.

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, encounters with unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, earthquakes, inclement or hazardous weather conditions and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mineral properties, mines and other facilities, personal injury or death, damage to property, environmental damage, delays in our exploration activities, asset write-downs, monetary losses and possible legal liability. We may not be insured against all losses or liabilities, either because such insurance is unavailable, because we have elected not to purchase such insurance due to high premium costs, because such liabilities might exceed policy limits or other reasons. The realization of any liabilities in connection with our activities could negatively affect our activities and operations.

Mineral exploration often involves unprofitable efforts, including drilling operations that ultimately do not further our exploration efforts. The cost of mineral exploration is often uncertain, and cost overruns are common. Our drilling and exploration operations may be curtailed, delayed or canceled as a result of numerous factors, many of which are beyond our control, including title problems, weather conditions, protests, compliance with governmental requirements, including permitting issues, and shortages or delays in the delivery of equipment and services. The financing, exploration, development and mining of any of the Company's exploration properties is furthermore subject to a number of macroeconomic, legal, social and other factors, including the price of lithium, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable machinery, equipment, supplies, consumables or labour and obtaining necessary services in jurisdictions in which the Company operates. Unfavourable changes to these and other factors have the potential to negatively affect the Company's business, plans, prospects, strategies, financial performance and condition and results.

Mineral exploration activities are also subject to the risk that no commercially productive or extractable resources will be encountered. Few mineral properties which are explored are ultimately developed into producing mines. The economic feasibility of any mineral exploration and/or development project is based upon, among other things, estimates of the size, grade and metallurgical characteristics of

mineral reserves, proximity to infrastructure and other resources (such as water and power), anticipated production rates, capital and operating costs, governmental regulations, availability, terms and costs of additional funding, local community and landowner sentiment towards the project and metal prices. At present, none of the Company's properties have a known body of bankable commercial ore and the proposed work programs on the Company's properties are exploratory in nature only. To advance from an exploration property to a development project, we will need to overcome various hurdles, including completing favourable feasibility studies, securing necessary permits and raising significant additional capital to fund activities. There is no certainty that the expenditures made by the Company towards the exploration and evaluation of the mineralization of the Company's properties will result in discoveries or production of commercial quantities of lithium or other minerals.

Substantial expenditures may be required to locate, evaluate and establish mineral resources or mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, which expenditures may require substantial additional financing. It is impossible to guarantee that the Company will be able to secure the necessary financing needed to pursue the exploration or development activities planned by the Company or that its activities will result in an economically viable or profitable commercial mining operation.

Dependence on Few Mineral Properties

Our only material properties for the purposes of NI 43-101 are the Green Energy Property and the Big Mack Property. Unless the Company acquires additional property interests, or the Horizon Property becomes material to the Company, any adverse developments affecting the Green Energy Property or the Big Mack Property could have a disproportionately adverse effect upon the Company and the financial performance or results of operations of the Company. There is no assurance that the Company's mineral exploration and development programs at the Green Energy Property or the Big Mack Property will result in the definition of mineral resources or mineral reserves at these properties. There is also no assurance that even if mineral resources or mineral reserves are discovered at a given property, that the Green Energy Property or the Big Mack Property will be brought into commercial production. The failure to discover commercial quantities of mineralization on the Company's material properties over time will have a material adverse impact on the Company's potential future profitability and ability to operate as a going concern.

Early Stage Status and Nature of Exploration

The Company is at an early stage of exploration and, as a result, has not declared mineral resources or mineral reserves at any of its properties. As a result, any reference to potential quantities and/or grades of minerals, or the recovery of such minerals, is conceptual in nature, as there has been insufficient exploration to define any mineral resource or mineral reserve and it is uncertain if further exploration will result in the determination of any mineral resource or mineral reserve. Any information regarding potential mineralization, including quantities and/or grades or the recovery of minerals included in this Annual Information Form should not be interpreted as assurances of a potential mineral resource or mineral reserve, or of any potential future mine or of the viability or profitability of future operations.

As an exploration stage company, we may never enter the development and production stages. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Even if the presence of mineral reserves is established at a project, the legal and economic viability of the project may not justify exploitation. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with an exploration stage business, and the competitive and regulatory environment in which we operate and will operate, such as under-capitalization, personnel limitations and limited financing sources.

Exploration and development of mineral properties involves significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. Mineral exploration is

highly speculative and often non-productive. Where expenditures on a property have not led to the discovery of mineral reserves, we may need to write-off part or all of our investment in such property. The economics of exploring and developing mineral properties is affected by many factors including the accuracy of mineral resource and mineral reserve estimates, metallurgical recoveries, the cost of capital and operations, variations in the grade of mineralization, fluctuations in metal markets, fluctuations in the concentrate sales markets, which may be independent of metals prices, fluctuations in the markets for lithium-based end products, costs of mining and processing equipment and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, allowable production, importing and exporting of minerals and environmental management and protection. Major expenses may be required to establish mineral resources and mineral reserves and develop those mineral resources and reserves into a commercial mining operation by drilling, developing metallurgical processes, constructing mining and processing facilities at a particular site and extracting metals from ore. Development projects are also subject to the successful completion of feasibility studies, issuance of necessary governmental permits and availability of adequate financing. It is impossible to guarantee that the current planned exploration programs of the Company will result in the discovery of mineral resources or mineral reserves or the eventual commencement of economically viable or profitable commercial mining operations. The ultimate profitability of the Company's operations will be, in part, directly related to the costs and success of its exploration and development programs, which will be impacted by many factors, including those set forth herein.

Our future growth and productivity will depend on our ability to develop commercially mineable mineral rights at our existing properties or identify and acquire other commercially mineable mineral rights, and on the costs and results of continued exploration and potential development programs. No assurance can be given that mineral resources or mineral reserves will ever be declared at the Company's properties, or that any such mineral resources and mineral reserves, if declared, can ever be legally and economically exploited. In addition, if we discover mineralization that is deemed to have economic potential, it will take several years from the initial phases of exploration until production is possible. During this time, the economic feasibility of producing from the mineralization may change.

Mineral Price Volatility

Our activities, including our ability to establish reserves through our exploration activities, our future profitability and our long-term viability, are influenced by the prices of commodities, including lithium and lithium-based end products, such as lithium carbonate and lithium hydroxide. These prices fluctuate widely and are affected by numerous factors beyond our control, including pricing characteristics for alternate energy sources, interest rates, expectations for inflation, speculation and hedging, currency values, global and regional demand and consumption patterns, political and economic conditions, supply and production costs in major metal-producing regions of the world. Furthermore, the price of lithium products, and the number of customers for those products, is significantly affected by their purity and performance.

Weakness in the global economy could increase volatility in metals prices or depress metals prices, which could in turn reduce the value of our properties, make it more difficult to raise additional capital and make it uneconomic for us to continue our exploration activities.

Lithium Market Growth

Our success is highly dependent upon the demand for and uses of lithium-based end products. This includes lithium-ion batteries for electric vehicles and other large format batteries that currently have limited market share and whose projected adoption rates are not assured. To the extent that such markets do not develop in the manner contemplated by the Company, then the long-term growth in the market for lithium products would be adversely affected, which would inhibit the potential for development of the Company's properties and their potential commercial viability and would otherwise have a negative effect on the business and prospects of the Company. In addition, as a commodity, lithium market demand is subject to the substitution effect in which end-users adopt an alternate commodity in response to supply constraints or increases in market pricing. To the extent that these

factors arise in the market for lithium, it could have a negative impact on overall prospects for growth of the lithium market and pricing, which in turn could have a negative effect on the Company and its properties.

Currency Exchange Rates

Our financial condition is affected in party by currency exchange rates, as portions of our exploration costs in the United States are denominated in local currency. A weakening Canadian dollar relative to the U.S. dollar may have the effect of increasing exploration costs while a strengthening Canadian dollar may have the effect of reducing exploration. The exchange rates between the Canadian dollar and the U.S. dollar have fluctuated widely in response to international political conditions, general economic conditions and other factors, all of which are beyond our control.

Dependence on Management and Personnel

We rely, in large part, on the efforts of our directors and officers and, as a result, the Company is very dependent upon the personal efforts and commitment of its directors and officers. If one or more of the Company's executive officers become unavailable for any reason, a severe disruption to the business and operations of the Company could result and the Company may not be able to replace them readily, if at all. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets is high. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's results of operations and financial condition.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, or may become involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company, which may give rise to conflicts of interest. In addition, some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and, accordingly, the Company will not be the only business enterprise of these directors and officers, which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Any failure of the directors or officers of the Company to address any conflict of interest in the appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Conflict in Ukraine

The recent outbreak of hostilities in Ukraine, and the accompanying international response, including economic sanctions, has been extremely disruptive to the world economy, with increased volatility in commodity markets, including higher oil and gas prices, international trade and financial markets, all of which have a trickle-down effect on supply chains and equipment. There is substantial uncertainty about the extent to which this conflict will continue to impact economic and financial affairs, as the numerous issues arising from the conflict are in flux and there is the potential for escalation of the conflict both within Europe and globally. There is a risk of substantial market and financial turmoil arising from the conflict which could have a material adverse effect on the Company's ability to operate its business and advance its exploration plans.

Cyber Security Risks

As the Company continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Company's information systems, along with those of any of its counterparties may be vulnerable to the increasing threat of continually evolving cyber security risks. The successful operation of the Company's business depends, in part, on how well the Company and its counterparties protect networks, equipment, information technology systems and software against damage from threats. The failure of information systems, or a component of information systems could, depending on the nature of any such failure, seriously harm the Company's reputation and materially adversely affect its results of operations. There can be no assurance that the Company or its counterparties will not incur such losses in the future. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the loss of control over computer control systems, and breaches due to employee error. The Company has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. To date, the Company has not experienced any material impact from cyber security events; however, the Company's risk and exposure to these matters cannot be fully mitigated, as a result of the evolving nature of these threats, and it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

Earn-Ins, Joint Ventures and Similar Arrangements

The Company currently operates the Big Mack Property and the Horizon Property though earn-in agreements and may, in the future, operate some of its activities and properties through joint ventures, or similar arrangements. For example, in the event that the Company exercises the option on the Big Mack Property pursuant to the Big Mack Option Agreement, it is expected that Magabra and the Company will form a joint venture to administer the Big Mack Property. Any failure of any partner to meet its obligations to the Company, or any disputes with respect to third parties' respective rights and obligations under these agreements could have a material adverse effect on the Company and its rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims. In addition, the Company may, in the future, be unable or refuse to meet its required expenditures, payments or Common Share issuances, or its share of costs incurred, under such arrangements and may have its property interests subject to such arrangements reduced or eliminated as a result.

Local Communities and Aboriginal Groups

Our ongoing and future success depends on developing and maintaining productive relationships with the communities surrounding our operations, and other stakeholders in our operating locations. Local communities and stakeholders can become dissatisfied with our activities or the level of benefits provided, which may result in legal or administrative proceedings, civil unrest, protests, direct action or campaigns against us. Any such occurrences could materially and adversely affect our financial condition and results of operations.

The nature and extent of the rights of First Nations, Inuit, Metis and other aboriginal groups ("**Aboriginal Groups**") remains, in many cases, the subject of active debate, claims and litigation. Various national and provincial laws, codes, resolutions, conventions, guidelines, court decisions, and other materials relate to the rights of Aboriginal Groups, which provide Aboriginal Groups with a spectrum of rights in lands that have been traditionally used or occupied by such Aboriginal Groups. Many of these materials impose obligations on the government to respect the rights of Aboriginal Groups. Some mandate that government consult with Aboriginal Groups regarding government actions which may affect Aboriginal Groups, including actions to approve or grant mining rights or permits. For example, the United Nations

Declaration of the Rights of Indigenous People, which the Government of Canada has expressed a renewed commitment to implementing, requires governments to obtain the free, prior and informed consent of Aboriginal Groups who may be affected by government action, such as the granting of mining concessions or the approval of miner permits. The obligations of government and private parties under the various materials pertaining to Aboriginal Groups continue to evolve and be defined.

The Big Mack Property lies within the traditional land use area of the Wabaseemoong Independent Nations of Whitedog, Ontario, an aboriginal community located approximately 35 km southwest of the Big Mack Property. As a result, the Company's current and future operations are subject to a risk that one or more Aboriginal Groups may oppose the operation or development of the Company's properties or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities. Opposition by Aboriginal Groups to the Company's operations may require modification of, or preclude operation or development of, the Company's properties or may require the Company to enter into agreements with Aboriginal Groups with respect to the Company's properties. In order to facilitate exploration and development, we may deem it necessary and prudent to obtain the cooperation and approval of local Aboriginal Groups. Any cooperation and approval may be predicated on our committing to take measures to limit the adverse impacts on local Aboriginal Groups and ensuring that some of the economic benefits of such exploration and development will be enjoyed by the local Aboriginal Groups. There can be no guarantee that any of our efforts to secure such cooperation or approval would be successful or that the assertion of rights or title, or claims of insufficient consultation or accommodation, by Aboriginal Groups will not create delays in approvals or unexpected interruptions in progress, requirements for consent from Aboriginal Groups, cancellation of permits and licenses, or result in additional costs to advance our properties.

Social and Environmental Activism

There is an increasing level of public concern relating to the effect of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which has resulted in disruption and delays to the relevant operation. NGOs or local community organizations could direct adverse publicity against, and/or disrupt the operations of, the Company in respect of one or more of its properties, regardless of its compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations. Any such actions, and the resulting media coverage, could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation by federal, state, provincial and local authorities. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which imposes stricter standards, including more stringent enforcement, fines and penalties for non-compliance. Pursuant to these stricter standards, environmental assessments of proposed projects carry a heightened degree of responsibility for companies, including their directors, officers and employees. As such, no assurance can be given that environmental standards imposed on the Company will not continue to be changed or that such changes will not materially and adversely affect our current and proposed activities, or prohibit them altogether. Compliance with these environmental requirements may also necessitate significant capital outlays or may materially affect our earning power.

Environmental hazards which are unknown to the Company at present and which have been caused by previous owners or operators, or occurred naturally, may exist on the Green Energy Property, the Big Mack Property, the Horizon Property or any property in which we may hold interests in the future. We may be liable for remediating these liabilities and any liabilities that we may cause. This liability could include costs for removing or remediating the release of hazardous substances or the damage to natural resources caused thereby, including ground water, as well as the payment of tines and penalties.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions, 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 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 upon them for violation of applicable laws or regulations.

Permitting

The Company's current and anticipated future activities will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, exploration, development, mining, production, exports, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that we will be able to acquire all required licenses, permits or property rights on reasonable terms, in a timely manner or at all, that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties. Delays in obtaining or a failure to obtain any licenses or permits or extensions thereto, challenges to the issuance of such licences or permits, whether successful or unsuccessful, changes to the terms of such licences or permits or a failure to comply with the terms of any such licences or permits that the Company has obtained, could have a material adverse effect on the Company by delaying, preventing or making more expensive exploration and/or development.

Acquisition Strategy

As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the resource industry. Any acquisition that we may choose to complete may change the scale of our business and operations, and may expose us to new or greater geographic, political, operating, financial, legal and geological risks. Our success in our acquisition activities depends on our ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition and integrate the acquired business and/or assets into the Company successfully. The identification of attractive candidates and integration of acquired properties, assets or entities involve inherent risks, including but not limited to:

- accurately assessing the value, strengths weaknesses, contingent and other liabilities and potential profitability of acquisition candidates;
- ability to achieve identified and anticipated operating and financial synergies;
- unanticipated costs;
- diversion of management attention from existing business;
- potential disruption in ongoing business and operations or loss of our key employees or key employees of any business acquired;
- unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition;

- decline in the value of acquired properties, companies or securities; and
- other risks associated with exploration, development and mining of mineral resources and mineral reserves.

Any one or more of these factors or other risks could cause us not to realize the anticipated benefits of an acquisition of properties or companies, and could have a material adverse effect on our financial condition. We may not be able to successfully overcome these risks and other problems associated with acquisitions, and this may adversely affect our business, financial condition or results of operations.

The process of managing acquisitions may involve unforeseen difficulties and may require a disproportionate amount of management resources, which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. Any acquisitions would be accompanied by risks. There can be no assurance that we will be able to successfully manage the integration and operations of business or properties we acquire or that the anticipated benefits of our acquisitions will be realized.

In connection with any future acquisitions, we may incur indebtedness or issue equity securities, resulting in increased interest expense or dilution of the percentage ownership of existing shareholders. Acquisition costs, additional indebtedness or issuances of securities in connection with such acquisitions, may adversely affect the price of our Common Shares and negatively affect our results of operations.

Compliance with Laws

The Company is headquartered in Calgary, Alberta and its mineral properties are located in Canada and the United States. As such, the Company's business is subject to various laws and regulations in Canada and the United States, including various anti-corruption and anti-bribery laws. The legal and regulatory requirements in the United States are different from those in Canada. The Company relies, to a great extent, on the Company's local advisors in the United States with respect to legal, environmental compliance, banking, financing and tax matters in order to ensure compliance with material legal, regulatory and governmental developments as they pertain to and affect the Company's operations in the United States.

Additionally, our exploration and development activities are subject to extensive federal, provincial, state and local laws, regulations and policies governing various matters, including, but not limited to:

- environmental protection;
- the management and use of toxic substances and explosives;
- the management of waste;
- the management of natural resources and land;
- the exploration and development of mineral properties;
- taxation;
- labour standards and occupational health and safety; and
- historic and cultural preservation.

Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations or requiring corrective measures, installation of additional equipment or remedial actions, any of which could result in significant expenditures. We may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. Amendments to current laws, regulations and permitting requirements, future laws and regulations, or changes in the interpretation or the more stringent enforcement of current laws and

regulations by governmental authorities, could have a material adverse impact on the Company, including as a result of additional expenses or capital expenditures, suspensions or delays of our activities or the abandonment of our properties.

Our efforts to comply with new rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from operating activities to compliance activities. If we fail to comply with such regulations, it could have a negative effect on our business, results of operations and share price and investors could lose all or part of their investment. These rules and regulations continue to evolve in scope and complexity, and many new requirements have been created in response to laws enacted by governments, making compliance more difficult and uncertain.

Additional Capital

The exploration, development, expansion and mining of our properties will require ongoing financing. The Company will additionally be required to finance the fees and expenses necessary to maintain its properties in good standing under applicable law and to operate as a public company. The Company will require additional funds if it encounters unexpected costs, problems or delays, if the costs of its activities are greater than the Company has anticipated or if the Company decides to obtain additional mineral properties. Our ability to continue exploration and to engage in any development or production activities, will depend on our ability to obtain additional external financing.

As the Company has no expectations of generating cash flow from its properties in the near term, the Company will be required to rely on external financing. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment. The sources of external financing that we may use for these purposes include project or bank financing, royalty, streaming or other similar arrangements, or, most likely, public or private offerings of securities. In addition, we may enter into one or more strategic alliances or joint ventures, decide to sell certain property interests, or utilize one or a combination of all of these alternatives. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required, on acceptable terms or at all. The ability of the Company to arrange such additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business and performance of the Company. Failure to obtain additional financing could result in the delay or indefinite postponement of exploration or development activities, require us to sell one of our properties or our interest therein or result in the loss of our interest in one or more of our properties. Furthermore, even if we raise sufficient additional capital, there can be no assurance that we will achieve profitability or positive cash flow. In addition, any future equity offering will further dilute the equity interest of existing shareholders in the Company, and any future debt financing will require us to dedicate a portion of our cash flow to payments on indebtedness, and will limit our flexibility in planning for or reacting to changes in our business.

The Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the issuance of Common Shares. The junior resource industry has been severely affected by the world economic situation, as it is considered speculative and high-risk in nature.

Factors Beyond the Control of the Company

The exploration and development of a mining property is inherently challenging and involves many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome, including, without limitation:

- unusual or unexpected geological formations and other forms of geological, mineralogical, geochemical or geotechnical complexities associated with natural systems and conditions;

- metallurgical problems;
- environmental hazards;
- power outages;
- labour disruptions;
- community relations issues;
- industrial accidents;
- periodic interruptions due to inclement or hazardous weather conditions;
- climate change-related impacts;
- flooding, explosions, fire, rockbursts, cave-ins and landslides;
- mechanical equipment and facility performance problems;
- the availability of materials and equipment.

These risks could result in damage to, or destruction of, mineral properties, facilities or other properties, personal injury or death, including to our personnel, environmental damage, delays in operations, asset write downs, monetary losses and possible legal liability and/or facility and workforce evacuation. We may not be able to obtain insurance to cover these risks at economically feasible premiums, or at all. Insurance against certain risks, including potential liability for pollution and other hazards as a result of the disposal of waste products, is not generally available to companies within the mining industry. We may suffer a material adverse impact on our business if we incur losses related to any significant events that are not insurable losses.

No Assurance of Title to Property

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to its property interests will not be challenged or impugned. Title to a property may be subject to prior unregistered agreements, interests or land claims by Aboriginal Groups, and title may be affected by undetected defects. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. A successful claim that the Company, or the underlying property holder, does not have title to a property could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property, or impair such rights. Challenges to permits or property rights (whether successful or unsuccessful), changes to the terms of permits or property rights, or a failure to comply with the terms of any permits or property rights that have been obtained, could have a material adverse effect on our business by delaying or preventing, or making continued operations, economically unfeasible.

The property interests of the Company may now or in the future be the subject of land claims by Aboriginal Groups. The legal nature of Aboriginal Group land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of rights of Aboriginal Groups in the area in which the properties of the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities or ownership interest in such properties. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties owned or optioned by the Company.

If there are title defects with respect to the Company's properties, the Company, or the underlying property owner, might be required to compensate other persons or may have its interest in the property reduced or eliminated. Title insurance is generally not available, and our ability to ensure that we have obtained secure title to individual mineral properties or mining concessions may be severely

constrained. Additionally, we may be unable to operate our properties as permitted, or to enforce our rights with respect to our properties. Also, in any such case, the investigation and resolution of title issues would divert management's time from ongoing exploration and advancement programs at the Company's properties.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral resource industry, have been and continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market confidence. A continued or worsened slowdown in the financial markets or volatility in other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, interest rates and tax rates, may adversely affect our growth and ability to obtain financing.

A number of issues related to economic conditions could have a material adverse effect on our business, financial conditions and results of operations, including, without limitation:

- contraction in credit markets, volatility in lithium and other metal prices and recessionary pressures could impact the cost and availability of financing and our overall liquidity
- volatility in energy, commodity and consumable prices and currency exchange rates could impact our operating costs; and
- the devaluation and volatility of global stock markets could impact the valuation of our Common Shares and potentially limit the ability to complete offerings of our securities.

Infrastructure

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources, communication networks and water supply are important determinants which affect capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of our properties. If adequate infrastructure is not available in a timely manner, we cannot assure you that the exploration or development of our properties will be commenced, conducted or completed on a timely basis, or at all, or that the costs associated with such exploration and/or development of our properties will not be higher than anticipated. In addition, unusual or infrequent weather phenomena, fires, sabotage, community, government, Aboriginal Group or other interference or activism or other sources of damage to, or interference in the maintenance or provision of, infrastructure could adversely affect our operations and/or result in a material adverse effect to the Company's financial condition.

Insurance

The Company's business is subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, fires, floods, hurricanes, earthquakes, ground or slope failures and cave-ins), encountering unusual or unexpected geological conditions, mechanical failures and changes in the regulatory environment. Many of the foregoing risks and hazards could result in damage to, or destruction of, the Company's properties or facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of its exploration or development activities, or costs, monetary losses, legal liability or adverse governmental action. Insurance will not cover all of the potential risks associated with our operations or the risks associated with being a publicly-traded company generally. We may also be unable to maintain insurance to cover these risks at economically feasible premiums, or at all, and insurance coverage may not be available or may not be adequate to cover any liability that we may suffer or incur. Moreover, insurance against

risks such as loss of title to mineral property, environmental pollution or other hazards as a result of exploration or development is not generally available to us or to other companies in the mining industry on acceptable terms. We might also become subject to liability for pollution or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. The Company may suffer a material adverse effect on the Company's business, operations and financial condition as a result of losses related to any event that is not covered, or adequately covered, by insurance.

Competition

The mineral exploration and mining business is intensely competitive in all of its phases. The Company competes for the acquisition of attractive mineral properties, claims, leases and other mineral interests, capital to finance exploration and the recruitment and retention of qualified individuals with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

Additionally, as a result of this competition, the Company may have to compete for financing and may be unable to acquire financing on terms it considers acceptable, or at all. The Company may also have to compete with other mining companies for the recruitment and retention of qualified managerial and technical employees.

If the Company is unable to successfully compete for the acquisition of attractive mineral properties, claims, leases and other mineral interests, capital to finance exploration and the recruitment and retention of qualified individuals, the Company's operations may be delayed or impeded, and the Company may be required to cease operations entirely.

The Company's Operations are Subject to Human Error

Human error could result in significant uninsured losses to the Company. These could include loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by the Company personnel. The occurrence of any uninsured loss as a result of human error could have a material and adverse impact on our business, results of operations and financial condition.

Influence of Third Party Stakeholders

The mineral properties in which the Company holds an interest, or the exploration equipment and road or other means of access which the Company intends to utilize in carrying out its work programs or operations, may be subject to interests or claims by third party individuals, groups or companies. Specifically, the Company's rights to explore, develop and otherwise conduct operations on the Big Mack Property and the Horizon Property are subject to the rights of the property owner pursuant to the Big Mack Option Agreement and the Horizon Option Agreement. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such claims may result in significant financial loss and loss of opportunity for the Company.

In the event that a dispute arises under, or the owner asserts its rights under or terminates, the Big Mack Option Agreement or the Horizon Agreement, whether meritorious or not, the Company's rights to explore, develop or otherwise conduct operations on the Big Mack Property or the Horizon Property may be limited or suspended or the Company's interest in the Big Mack Property or the Horizon Property may be reduced or eliminated. Any such dispute, claim or purported termination, particularly with respect to the Big Mack Property, may have a material and adverse effect on the Company's business, results of operation or financial condition. In addition, if the owner of the Big Mack Property

or the Horizon Property does not meet its contractual obligations under the Big Mack Option Agreement or the Horizon Option Agreement, or if they become insolvent, our business, results of operations or financial condition may be materially and adversely impacted.

Management of Growth

The Company is concurrently overseeing the advancement of three exploration properties. Work to advance these properties requires the dedication of considerable time and resources by the Company and its management team and advisors. The advancement of several properties concurrently brings with it the associated risk of strains arising on managerial and other resources. The Company's ability to successfully manage each of these properties will depend on a number of factors, including its ability to manage competing demands on time and other resources, financial or otherwise, and successfully retain personnel, consultants and advisors and recruit new personnel, consultants and advisors to support its growth and the advancement of its properties.

If we experience a period of significant growth our management systems and resources may be strained. Our future will depend in part on the ability of our officers and other key personnel to implement and improve our financial and management controls, reporting systems and procedures on a timely basis and to expand, train and manage our employee workforce. There can be no assurance that we will be able to effectively manage our growth. The inability of the Company to deal with growth effectively could have a material adverse impact on our business, plans, operations, financial condition and prospects.

Canada's Extractive Sector Transparency Measures Act

The Canadian Extractive Sector Transparency Measures Act ("**ESTMA**"), which became effective June 1, 2015, requires public disclosure of payments to governments by entities engaged in the commercial development minerals who are either publicly listed in Canada or with business or assets in Canada. Mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments at all levels, including entities established by two or more governments, including Aboriginal Groups. ESTMA requires reporting on the payments of any taxes, royalties, fees, production entitlements, bonuses, dividends, infrastructure improvement payments and any other prescribed payment. Failure to report, false reporting or structuring payments to avoid reporting may result in fines. The Company has not yet been required to begin ESTMA reporting. If the Company becomes subject to an enforcement action or in violation of ESTMA, this may result in significant penalties, fines and/or sanctions imposed resulting in a material adverse effect on the Company's reputation.

Legal and Litigation

Due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject cannot be predicted with certainty and could have a material adverse effect on the Company's business, prospects, financial condition, and operating results. To the knowledge of the Company, there are no current claims or litigation outstanding against the Company.

Additionally, in the event of a dispute involving the foreign operations of the Company, the Company may be subject to the exclusive jurisdiction of foreign courts. The Company's ability to enforce its rights under, and its potential exposure to, judgments from foreign courts could have an adverse effect on the Company's results of operations and financial condition.

Foreign Operations

We conduct business in the United States and, as such, our activities are exposed to various levels of foreign political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, terrorism, hostage taking, fluctuations in currency exchange rates, high rates of inflation, labor unrest, war or civil unrest, expropriation and nationalization, changes in taxation policies, changing political conditions and governmental regulations that favor or require the rewarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining or investment policies, or shifts in political attitude, in the United States may adversely affect our exploration and possible future development activities. We may also be affected to varying degrees by government regulations with respect to, but not limited to, foreign investment, maintenance of claims, environmental legislation, land use, land claims of Aboriginal Groups, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on our operations. In addition, legislation in Canada or the United States regulating foreign trade, investment and taxation could have a material adverse effect on our financial condition.

International Advisors and Consultants

The legal and regulatory requirements in the United States with respect to conducting mineral exploration and mining activities are different from those in Canada. The officers and directors of the Company must rely, to a great extent, on the Company's local legal counsel and local consultants retained by the Company in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Company's business operations. The Company relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of banking, financing, labour, litigation and tax matters in the United States. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond the control of the Company. The impact of any such changes may adversely affect the business of the Company.

Expansion into other Geographic Areas

The Company may, in the future, expand into geographic areas outside of the United States and Canada, which could increase the Company's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Company's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance. The Company may not be able to successfully identify suitable acquisition and expansion opportunities, or integrate such operations successfully within the Company's existing operations.

Outbreaks of Contagious Diseases

Global outbreaks of contagious diseases, including COVID-19, have the potential to significantly and adversely impact our operations and business. Pandemics or disease outbreaks, such as COVID-19, may have a variety of adverse effects on our business, including by depressing commodity markets and the market value of our securities, impacting our ability to obtain additional financing, including by limiting the ability of our management to meet with potential financing sources, and impacting our ability to travel to the regions where our projects are located and complete the work required to maintain the our properties (or our interests therein) in good standing.

Risks Related to the Common Shares

Loss of Entire Investment

An investment in the Common Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends and is unlikely to pay dividends in the immediate or near future. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

Dilution

In order to finance future operations, the Company may issue Common Shares, debt instruments or other securities convertible into Common Shares. The Company cannot predict the size of future issuances of Common Shares or the size and terms of future issuances of debt instruments or other securities convertible into Common Shares. Likewise, the Company cannot predict the effect, if any, that future issuances and sales of the Company's securities will have on the market and market price of the Common Shares. Any transaction involving the issuance of previously authorized but unissued Common Shares, or securities convertible into Common Shares, would result in dilution, possibly substantial, to present and prospective securityholders. Sales of substantial numbers of Common Shares or securities convertible into Common Shares, or the perception that such a sale may occur, may adversely affect the market, liquidity and any prevailing market prices for the Common Shares.

Market for Securities

The market price for the securities of mining companies has been historically highly volatile. As such, the market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- announcements regarding business developments relating to the Company and the public's reaction;
- announcements relating to litigation involving the Company;
- the results and progress of our exploration activities;
- actual or anticipated fluctuations in the Company's quarterly or annual results;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Company operates;
- additions to or departures of the Company's executive officers and other key personnel;
- the release or expiration of lock-up or other transfer restrictions on outstanding Common Shares;
- sales or perceived sales of additional Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or the Company's competitors;
- our operating, financial and Common Share price performance relative to the operating, financial and share price performance of other companies that investors deem comparable to the Company;

- changes in commodity and input prices, political events, global financial markets, global economies and general market conditions;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry; and
- regulatory changes in the industry in which the Company operates.

Securities of public companies, including our own, may also be subject from time to time to manipulative trading tactics of third parties, which are beyond our control and which can have an adverse impact on the market price of our Common Shares. In addition, stock markets have experienced significant price volatility in recent months and years. This volatility has had a substantial effect on the share prices and trading volume of companies, at times for reasons unrelated to their operating performance.

We cannot make any predictions or projections as to what the prevailing market price of our Common Shares will be at any time, including as to whether our Common Shares will achieve or remain at current levels, or as to what effect the sale of Common Shares or the availability of Common Shares for sale at any time will have on the prevailing market price. Any negative change in the public's perception of our prospects, or the prospects of mining companies generally, could cause the price of our Common Shares to decrease, regardless of our results. A prolonged decline in the price of the Common Shares could result in a reduction in the liquidity of the Common Shares and a reduction in the Company's ability to raise capital. Because a significant portion of the Company's operations have been and are expected to be financed through the sale of equity securities, a decline in the price of the Common Shares could be especially detrimental to the Company's liquidity and its operations. Any such decline in the price of the Common Shares may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations. If the Common Share price declines, the Company can offer no assurance that it will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not have the resources to continue its normal operations. Additionally, following declines in the market price of a company's securities, securities class-action litigation may be instituted. Litigation of this type, if instituted, could result in substantial costs and a diversion of our management's attention and resources.

Dividends

No dividends on the Common Shares have been paid by the Company to date, and the Company does not expect to pay any dividends, in cash or otherwise, in the future, in favor of utilizing cash to support the development of our business. Any future determination relating to the Company's dividend policy will be made at the discretion of the Board and will depend on a number of factors, including future operating results, capital requirements, financial condition and the terms of any credit facility or other financing arrangements the Company may obtain or enter into, future prospects and other factors the Board may deem relevant at the time such payment is considered. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on their investment in the Common Shares for the foreseeable future. There can be no assurance that we will pay dividends.

Exchange Listing

In the future, the Common Shares may fail to meet the continued listing requirements of the CSE and/or the other exchange(s) on which the Common Shares may trade. If the CSE or any such other exchange delists the Common Shares from trading, the Company could face material adverse consequences, including: a limited availability of market quotations for the Common Shares; a determination the Common Shares are a "penny stock" which may require brokers trading in the Common Shares to adhere to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary market for the Common Shares; a limited amount of news and analyst coverage for the Company; and a decreased ability to issue additional securities or obtain additional financing in the future.

Corporate Governance and Public Disclosure Regulations

The Company is subject to changing rules and regulations promulgated by Canadian governmental and self-regulated organizations, including the Canadian Securities Administrators, any exchange or marketplace on which the Company's securities are listed or trade and the Financial Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity, making compliance more difficult and uncertain. The Company's efforts to comply with these and other new and existing rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

MINERAL PROJECT DISCLOSURE

The following is a general description of the Company's material mineral projects. The information regarding each of the Company's material mineral projects in this Annual Information Form is based upon assumptions, qualifications and procedures that are not fully described herein. Reference should be made to the full text of the technical report respecting each material mineral project, copies of which are available for review on SEDAR.

Green Energy Property

Unless stated otherwise, the following information concerning the Green Energy Property is derived from the Green Energy Technical Report, prepared by Bradley C. Peek, MSc., CPG, a "qualified person" as defined under NI 43-101 (the "**Green Energy Author**"), and is qualified in its entirety by the full Green Energy Technical Report. Readers are encouraged to review the Green Energy Technical Report in full, as the Green Energy Technical Report contains additional assumptions, qualifications, references, reliances and procedures which are not fully described herein. The Green Energy Technical Report is available on the Company's profile on SEDAR at www.sedar.com.

Property Description, Location and Access

The Green Energy Property is located in Grand County, southeastern Utah, approximately 12 air miles (19 km) west of the town of Moab. The Green Energy Property is roughly centered on T26S, R19E, Section 13. It is reached by driving northwest from Moab approximately 10 miles (16 km) on State Highway 191 and turning southwest on State Highway 313 for about 15 miles (24 km). Driving time to the Green Energy Property from Moab is approximately 30 minutes. The nearest commercial airport is at Grand Junction, Colorado, approximately 1.5 hours' drive north on State Highway 191 and east on Interstate 70.

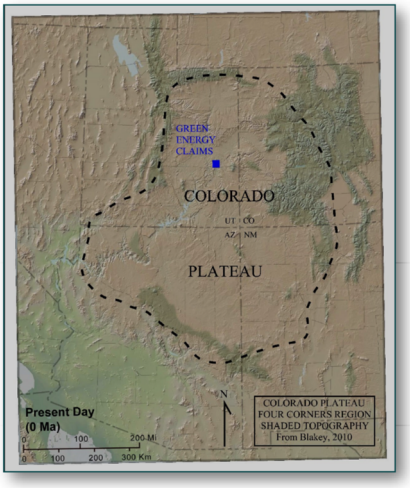


Figure 4.1 - Green Energy Project in the Colorado Plateau (after Blakey, 2010).

Land in the area is predominantly owned by the public and managed by the United States federal government, administered by the U.S. Bureau of Land Management ("**BLM**") and the National Park Service. For potash resources, federal leases are required. Brine resources are not considered leasable commodities and have traditionally been reserved using placer claims.

The Green Energy Property consists of the 208 unpatented placer mining claims, totaling approximately 4160 acres (1683 hectares). The claims with their associated BLM numbers are listed in Table 4.1. The outline of the claim block is shown in Figure 4.3.

The claims were staked to secure rights to any lithium resources that might lie beneath the claims. Other salts, including bromine, boron and magnesium chloride are also covered under the placer claims. Potash is not covered by placer claims as it is considered a leasable commodity. In 2016, the BLM released a Record of Decision and Moab Master Leasing Plan/Approved Resource Management Plan Amendments for the Moab and Monticello Field Offices. The plan covers the area of the Company placer claim group. The Company does not currently have a lease to produce potash from its Green Energy Property and it is unknown if the Company will be able to secure a potash lease.

The Green Energy Property was originally acquired between 2008 and 2011 through the staking of placer mining claims. These claims were re-staked in 2016 and 2017 and were acquired by the Company via the Asset Purchase Agreement completed on January 6, 2022. The claims were staked on United States government property which is administered by the U.S. Bureau of Land Management. There are no underlying agreements with other entities.

All claims are located on unencumbered public land. Annual holding costs for the claims are US$165 per claim per year to the BLM, due August 31st. There is also a small per-claim annual document fee to be paid to Grand County each year, due November 1st. There is no set expiration of the claims as long as these payments are made annually.

To the Green Energy Author's knowledge, there are no environmental liabilities to which the Green Energy Property is subject and no other significant factors and risks that may affect access, title or the right or ability to perform work on the Green Energy Property.

If the Green Energy Property progresses to the point where it becomes necessary to re-enter an oil and gas well or to drill a new well to obtain brine samples for analysis and metallurgical testing, permits for such operations will be required from the BLM and the Utah Division of Oil, Gas and Mining. At the time of the Green Energy Technical Report, these permits had not yet been applied for or obtained by the Company. Since the effective date of the Green Energy Technical Report, the Company has submitted an exploration and drilling plan to the Bureau of Land Management – Moab Field Office within Grand County, Utah to re-enter the previously drilled and plugged Cane Creek Fed 11-1 well

Canyonlands National Park and Dead Horse Point State Park are located 1 to 2 miles (1.6 to 3.2 km) south of the southern boundary of the Green Energy Property area. The Moab Potash evaporation ponds operated by Intrepid Potash Inc. (Figure 4.2) are immediately east of the State Park.

The Green Energy Property is accessible to a point within a few miles by an all-weather paved road from Moab, which becomes an access road to Dead Horse Point State Park. The center of the Green Energy Property area has numerous oil pump jacks and storage tanks, all of which are serviced by a network of all-weather dirt roads. The Green Energy Property is within Township 26 South, Ranges 19 and 20 East.

Figure 4.2 - Intrepid's Moab Potash brine ponds in front of the Cane Creek Anticline.

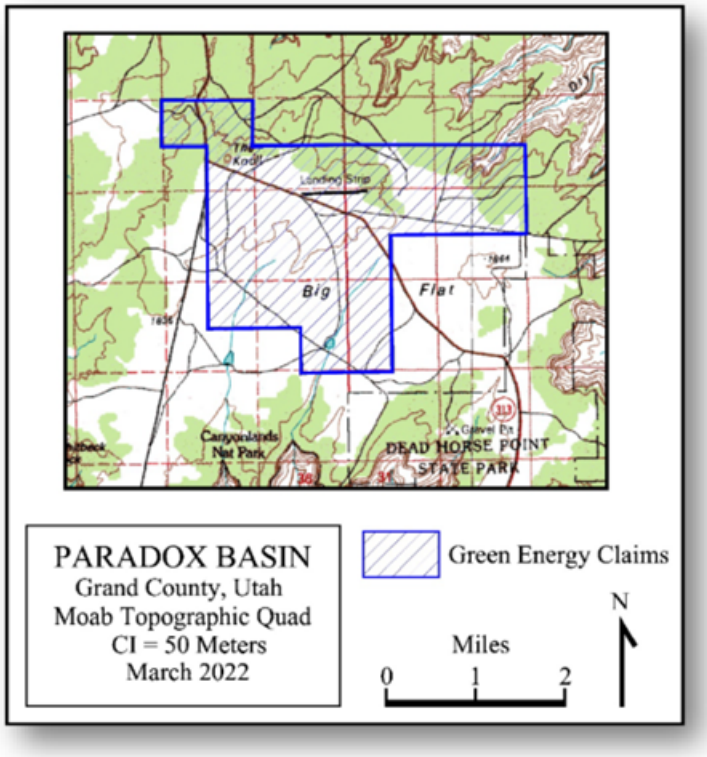


Figure 4.3 - Location of Green Energy Project's 208 placer mining claims.

Table 4.1 - Green Energy Property Claims Descriptions

Claim Name	Serial Number	TWP/RGE		Section	Quadrant	Date of Location	Case Disposition
GE 1	UT101389391	26S/19E		11	NW	1/31/2016	ACTIVE
GE 2	UT101389392	26S/19E		11	NE	1/31/2016	ACTIVE
GE 3	UT101389393	26S/19E		11	SE	1/31/2016	ACTIVE
GE 1B	UT101632448	26S/19E		11	NW	1/25/2018	ACTIVE
GE 1A	UT101856539	26S/19E		11	NW	3/20/2017	ACTIVE
GE 1C	UT101856540	26S/19E		11	SW	3/20/2017	ACTIVE
GE 1D	UT101856541	26S/19E		11	NW	3/20/2017	ACTIVE
GE 1E	UT101856542	26S/19E		11	NW	3/20/2017	ACTIVE
GE 1F	UT101856543	26S/19E		11	NW	3/20/2017	ACTIVE
GE 1G	UT101856544	26S/19E		11	SW	3/20/2017	ACTIVE
GE 2A	UT101856545	26S/19E		11	NE	3/20/2017	ACTIVE
GE 2B	UT101856546	26S/19E		11	NE	3/20/2017	ACTIVE
GE 2C	UT101856547	26S/19E		11	SE	3/20/2017	ACTIVE
GE 2D	UT101856548	26S/19E		11	NE	3/20/2017	ACTIVE
GE 2E	UT101856549	26S/19E		11	NE	3/20/2017	ACTIVE
GE 2F	UT101856550	26S/19E		11	NE	3/20/2017	ACTIVE
GE 2G	UT101856551	26S/19E		11	SE	3/20/2017	ACTIVE
GE 3A	UT101856552	26S/19E		11	SE	3/20/2017	ACTIVE
GE 3B	UT101856553	26S/19E		11	SE	3/20/2017	ACTIVE
GE 3D	UT101857526	26S/19E		11	SE	3/20/2017	ACTIVE
GE 3E	UT101857527	26S/19E		11	SE	3/20/2017	ACTIVE
GE 3F	UT101857528	26S/19E		11	SE	3/20/2017	ACTIVE
GE 18C	UT101859925	26S/19E		11	NW	3/20/2017	ACTIVE
GE 4	UT101389394	26S/19E		12	SW	1/31/2016	ACTIVE
GE 5	UT101389395	26S/19E		12	SE	1/31/2016	ACTIVE
GE 4A	UT101857530	26S/19E		12	SW	3/19/2017	ACTIVE
GE 4B	UT101857531	26S/19E		12	SW	3/19/2017	ACTIVE
GE 4D	UT101857533	26S/19E		12	SW	3/19/2017	ACTIVE
GE 4E	UT101857534	26S/19E		12	SW	3/19/2017	ACTIVE
GE 4F	UT101857535	26S/19E		12	SW	3/19/2017	ACTIVE
GE 5A	UT101857537	26S/19E		12	SE	3/19/2017	ACTIVE
GE 5B	UT101857538	26S/19E		12	SE	3/19/2017	ACTIVE
GE 5D	UT101857540	26S/19E		12	SE	3/19/2017	ACTIVE
GE 5E	UT101858703	26S/19E		12	SE	3/19/2017	ACTIVE
GE 5F	UT101858704	26S/19E		12	SE	3/19/2017	ACTIVE
GE 11	UT101389401	26S/19E		13	NW	1/31/2016	ACTIVE
GE 12	UT101389402	26S/19E		13	NE	1/31/2016	ACTIVE
GE 18	UT101470589	26S/19E		13	SW	2/1/2016	ACTIVE
GE 19	UT101470590	26S/19E		13	SE	2/1/2016	ACTIVE
GE 11A	UT101737596	26S/19E		13	NW	3/19/2017	ACTIVE
GE 11B	UT101737597	26S/19E		13	NW	3/20/2017	ACTIVE
GE 11C	UT101737598	26S/19E		13	SW	3/19/2017	ACTIVE
GE 11D	UT101737599	26S/19E		13	NW	3/19/2017	ACTIVE
GE 11E	UT101737600	26S/19E		13	NW	3/19/2017	ACTIVE
GE 11F	UT101739528	26S/19E		13	NW	3/19/2017	ACTIVE
GE 11G	UT101739529	26S/19E		13	SW	3/19/2017	ACTIVE
GE 12A	UT101739530	26S/19E		13	NE	3/19/2017	ACTIVE
GE 12B	UT101739531	26S/19E		13	NE	3/18/2017	ACTIVE

GE 12C	UT101739532	26S/19E		13	SE	3/18/2017	ACTIVE
GE 12D	UT101739533	26S/19E		13	NE	3/19/2017	ACTIVE
GE 12E	UT101739534	26S/19E		13	NE	3/20/2017	ACTIVE
GE 12F	UT101739535	26S/19E		13	NE	3/19/2017	ACTIVE
GE 12G	UT101739536	26S/19E		13	SE	3/19/2017	ACTIVE
GE 4C	UT101857532	26S/19E		13	NW	3/19/2017	ACTIVE
GE 4G	UT101857536	26S/19E		13	NW	3/19/2017	ACTIVE
GE 5C	UT101857539	26S/19E		13	NE	3/19/2017	ACTIVE
GE 5G	UT101858705	26S/19E		13	NE	3/19/2017	ACTIVE
GE 18A	UT101859923	26S/19E		13	SW	3/19/2017	ACTIVE
GE 18B	UT101859924	26S/19E		13	SW	3/19/2017	ACTIVE
GE 18D	UT101859926	26S/19E		13	SW	3/19/2017	ACTIVE
GE 18E	UT101859927	26S/19E		13	SW	3/19/2017	ACTIVE
GE 18F	UT101859928	26S/19E		13	SW	3/19/2017	ACTIVE
GE 19A	UT101859930	26S/19E		13	SE	3/18/2017	ACTIVE
GE 19B	UT101859931	26S/19E		13	SE	3/18/2017	ACTIVE
GE 19D	UT101859933	26S/19E		13	SE	3/19/2017	ACTIVE
GE 19E	UT101859934	26S/19E		13	SE	3/19/2017	ACTIVE
GE 19F	UT101859935	26S/19E		13	SE	3/19/2017	ACTIVE
GE 10	UT101389400	26S/19E		14	NE	1/31/2016	ACTIVE
GE 17	UT101470588	26S/19E		14	SE	2/1/2016	ACTIVE
GE 10A	UT101737589	26S/19E		14	NE	3/19/2017	ACTIVE
GE 10B	UT101737590	26S/19E		14	NE	3/19/2017	ACTIVE
GE 10C	UT101737591	26S/19E		14	SE	3/19/2017	ACTIVE
GE 10D	UT101737592	26S/19E		14	NW	3/20/2017	ACTIVE
GE 10E	UT101737593	26S/19E		14	NE	3/20/2017	ACTIVE
GE 10F	UT101737594	26S/19E		14	NE	3/20/2017	ACTIVE
GE 10G	UT101737595	26S/19E		14	SE	3/20/2017	ACTIVE
GE 3C	UT101856554	26S/19E		14	NE	3/19/2017	ACTIVE
GE 3G	UT101857529	26S/19E		14	NE	3/20/2017	ACTIVE
GE 17A	UT101858741	26S/19E		14	SE	3/19/2017	ACTIVE
GE 17B	UT101858742	26S/19E		14	SE	3/19/2017	ACTIVE
GE 17D	UT101858744	26S/19E		14	SE	3/20/2017	ACTIVE
GE 17E	UT101859920	26S/19E		14	SE	3/20/2017	ACTIVE
GE 17F	UT101859921	26S/19E		14	SE	3/20/2017	ACTIVE
GE 21	UT101470592	26S/19E		23	NE	2/1/2016	ACTIVE
GE 21A	UT101739552	26S/19E		23	NE	3/19/2017	ACTIVE
GE 21B	UT101739553	26S/19E		23	NE	3/19/2017	ACTIVE
GE 21C	UT101739785	26S/19E		23	SE	3/19/2017	ACTIVE
GE 21D	UT101739786	26S/19E		23	NE	3/19/2017	ACTIVE
GE 21E	UT101739787	26S/19E		23	NE	3/19/2017	ACTIVE
GE 21F	UT101739788	26S/19E		23	NE	3/19/2017	ACTIVE
GE 21G	UT101739789	26S/19E		23	SE	3/19/2017	ACTIVE
GE 17C	UT101858743	26S/19E		23	NE	3/19/2017	ACTIVE
GE 17G	UT101859922	26S/19E		23	NE	3/19/2017	ACTIVE
GE 22	UT101470593	26S/19E		24	NW	2/1/2016	ACTIVE
GE 23	UT101470594	26S/19E		24	NE	2/1/2016	ACTIVE
GE 25	UT101470596	26S/19E		24	SE	2/1/2016	ACTIVE
GE 22A	UT101739790	26S/19E		24	NW	3/19/2017	ACTIVE
GE 22B	UT101739791	26S/19E		24	NW	3/19/2017	ACTIVE
GE 22C	UT101739792	26S/19E		24	SW	3/19/2017	ACTIVE
GE 22D	UT101739793	26S/19E		24	NW	3/19/2017	ACTIVE
GE 22E	UT101739794	26S/19E		24	NW	3/19/2017	ACTIVE
GE 22F	UT101739795	26S/19E		24	NW	3/19/2017	ACTIVE
GE 22G	UT101739796	26S/19E		24	SW	3/19/2017	ACTIVE

GE 23A	UT101739797	26S/19E		24	NE	3/18/2017	ACTIVE
GE 23B	UT101739798	26S/19E		24	NE	3/18/2017	ACTIVE
GE 23C	UT101739799	26S/19E		24	SE	3/18/2017	ACTIVE
GE 23D	UT101739800	26S/19E		24	NE	3/19/2017	ACTIVE
GE 23E	UT101855380	26S/19E		24	NE	3/19/2017	ACTIVE
GE 23F	UT101855381	26S/19E		24	NE	3/19/2017	ACTIVE
GE 23G	UT101855382	26S/19E		24	SE	3/19/2017	ACTIVE
GE 25A	UT101855390	26S/19E		24	SE	3/18/2017	ACTIVE
GE 25B	UT101855391	26S/19E		24	SE	3/18/2017	ACTIVE
GE 25D	UT101855393	26S/19E		24	SE	3/19/2017	ACTIVE
GE 25E	UT101855394	26S/19E		24	SE	3/19/2017	ACTIVE
GE 25F	UT101855395	26S/19E		24	SE	3/19/2017	ACTIVE
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GE 19C	UT101859932	26S/19E		24	NE	3/18/2017	ACTIVE
GE 19G	UT101859936	26S/19E		24	NE	3/19/2017	ACTIVE
GE 25C	UT101855392	26S/19E		25	NE	3/18/2017	ACTIVE
GE 25G	UT101855396	26S/19E		25	NE	3/19/2017	ACTIVE
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GE 7	UT101389397	26S/20E		7	SE	1/31/2016	ACTIVE
GE 6A	UT101858706	26S/20E		7	SW	3/18/2017	ACTIVE
GE 6B	UT101858707	26S/20E		7	SW	3/18/2017	ACTIVE
GE 6D	UT101858709	26S/20E		7	SW	3/18/2017	ACTIVE
GE 6E	UT101858710	26S/20E		7	SW	3/18/2017	ACTIVE
GE 6F	UT101858711	26S/20E		7	SW	3/18/2017	ACTIVE
GE 7A	UT101858713	26S/20E		7	SE	3/18/2017	ACTIVE
GE 7B	UT101858714	26S/20E		7	SE	3/18/2017	ACTIVE
GE 7D	UT101858716	26S/20E		7	SE	3/18/2017	ACTIVE
GE 7E	UT101858717	26S/20E		7	SE	3/18/2017	ACTIVE
GE 7F	UT101858718	26S/20E		7	SE	3/18/2017	ACTIVE
GE 8	UT101389398	26S/20E		8	SW	1/31/2016	ACTIVE
GE 9	UT101389399	26S/20E		8	SE	1/31/2016	ACTIVE
GE 8F	UT101737580	26S/20E		8	SW	3/18/2017	ACTIVE
GE 9A	UT101737582	26S/20E		8	SE	3/17/2017	ACTIVE
GE 9B	UT101737583	26S/20E		8	SE	3/17/2017	ACTIVE
GE 9D	UT101737585	26S/20E		8	SE	3/17/2017	ACTIVE
GE 9E	UT101737586	26S/20E		8	SE	3/17/2017	ACTIVE
GE 9F	UT101737587	26S/20E		8	SE	3/17/2017	ACTIVE
GE 8A	UT101858720	26S/20E		8	SW	3/18/2017	ACTIVE
GE 8B	UT101858721	26S/20E		8	SW	3/18/2017	ACTIVE
GE 8D	UT101858723	26S/20E		8	SW	3/18/2017	ACTIVE
GE 8E	UT101858724	26S/20E		8	SW	3/18/2017	ACTIVE
GE 15	UT101389405	26S/20E		17	NW	1/31/2016	ACTIVE
GE 16	UT101389406	26S/20E		17	NE	1/31/2016	ACTIVE
GE 8G	UT101737581	26S/20E		17	NW	3/18/2017	ACTIVE
GE 9C	UT101737584	26S/20E		17	NE	3/17/2017	ACTIVE
GE 9G	UT101737588	26S/20E		17	NE	3/17/2017	ACTIVE
GE 8C	UT101858722	26S/20E		17	NW	3/18/2017	ACTIVE
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GE 15C	UT101858729	26S/20E		17	SW	3/18/2017	ACTIVE
GE 15D	UT101858730	26S/20E		17	NW	3/18/2017	ACTIVE
GE 15E	UT101858731	26S/20E		17	NW	3/18/2017	ACTIVE
GE 15F	UT101858732	26S/20E		17	NW	3/18/2017	ACTIVE
GE 15G	UT101858733	26S/20E		17	SW	3/18/2017	ACTIVE
GE 16A	UT101858734	26S/20E		17	NE	3/17/2017	ACTIVE

GE 16B	UT101858735	26S/20E		17	NE	3/17/2017	ACTIVE
GE 16C	UT101858736	26S/20E		17	SE	3/17/2017	ACTIVE
GE 16D	UT101858737	26S/20E		17	NE	3/17/2017	ACTIVE
GE 16E	UT101858738	26S/20E		17	NE	3/17/2017	ACTIVE
GE 16F	UT101858739	26S/20E		17	NE	3/17/2017	ACTIVE
GE 16G	UT101858740	26S/20E		17	SE	3/17/2017	ACTIVE
GE 13	UT101389403	26S/20E		18	NW	1/31/2016	ACTIVE
GE 14	UT101389404	26S/20E		18	NE	1/31/2016	ACTIVE
GE 20	UT101470591	26S/20E		18	SW	2/1/2016	ACTIVE
GE 13A	UT101739537	26S/20E		18	NW	3/18/2017	ACTIVE
GE 13B	UT101739538	26S/20E		18	NW	3/18/2017	ACTIVE
GE 13C	UT101739539	26S/20E		18	SW	3/18/2017	ACTIVE
GE 13D	UT101739540	26S/20E		18	NW	3/18/2017	ACTIVE
GE 13E	UT101739541	26S/20E		18	NW	3/18/2017	ACTIVE
GE 13F	UT101739542	26S/20E		18	NW	3/18/2017	ACTIVE
GE 13G	UT101739543	26S/20E		18	SW	3/18/2017	ACTIVE
GE 14A	UT101739544	26S/20E		18	NE	3/19/2017	ACTIVE
GE 14B	UT101739545	26S/20E		18	NE	3/18/2017	ACTIVE
GE 14C	UT101739546	26S/20E		18	SE	3/18/2017	ACTIVE
GE 14D	UT101739547	26S/20E		18	NE	3/18/2017	ACTIVE
GE 14E	UT101739548	26S/20E		18	NE	3/18/2017	ACTIVE
GE 20E	UT101739549	26S/20E		18	SW	3/18/2017	ACTIVE
GE 20F	UT101739550	26S/20E		18	SW	3/18/2017	ACTIVE
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GE 6G	UT101858712	26S/20E		18	NW	3/18/2017	ACTIVE
GE 7C	UT101858715	26S/20E		18	NE	3/18/2017	ACTIVE
GE 7G	UT101858719	26S/20E		18	NE	3/18/2017	ACTIVE
GE 14F	UT101858725	26S/20E		18	NE	3/18/2017	ACTIVE
GE 14G	UT101858726	26S/20E		18	SE	3/18/2017	ACTIVE
GE 20A	UT101859937	26S/20E		18	SW	3/18/2017	ACTIVE
GE 20B	UT101859938	26S/20E		18	SW	3/18/2017	ACTIVE
GE 20D	UT101859940	26S/20E		18	SW	3/18/2017	ACTIVE
GE 24	UT101470595	26S/20E		19	NW	2/1/2016	ACTIVE
GE 26	UT101470597	26S/20E		19	SW	2/1/2016	ACTIVE
GE 20G	UT101739551	26S/20E		19	NW	3/18/2017	ACTIVE
GE 24A	UT101855383	26S/20E		19	NW	3/18/2017	ACTIVE
GE 24B	UT101855384	26S/20E		19	NW	3/18/2017	ACTIVE
GE 24C	UT101855385	26S/20E		19	SW	3/18/2017	ACTIVE
GE 24D	UT101855386	26S/20E		19	NW	3/18/2017	ACTIVE
GE 24E	UT101855387	26S/20E		19	NW	3/19/2017	ACTIVE
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GE 24G	UT101855389	26S/20E		19	SW	3/18/2017	ACTIVE
GE 26A	UT101855397	26S/20E		19	SW	3/18/2017	ACTIVE
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GE 26D	UT101855400	26S/20E		19	SW	3/18/2017	ACTIVE
GE 20C	UT101859939	26S/20E		19	NW	3/18/2017	ACTIVE
GE 26E	UT101859941	26S/20E		19	SW	3/18/2017	ACTIVE
GE 26F	UT101859942	26S/20E		19	SW	3/18/2017	ACTIVE
GE 26C	UT101855399	26S/20E		30	NW	3/18/2017	ACTIVE
GE 26G	UT101859943	26S/20E		30	NW	3/18/2017	ACTIVE

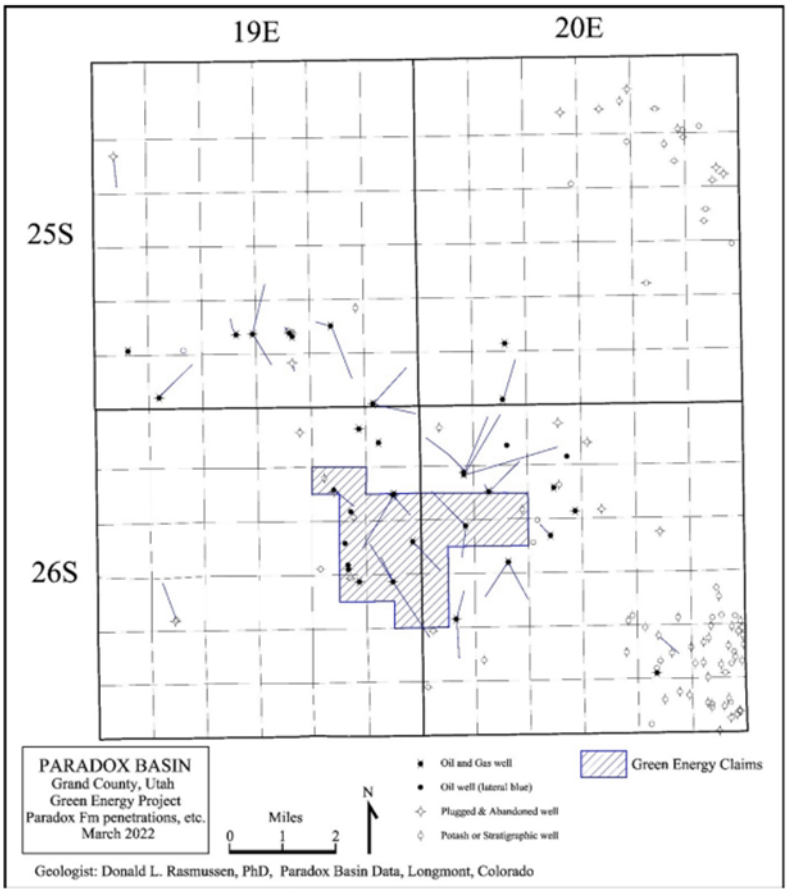

Figure 5.1- Wells penetrating the Paradox Formation.

History

The Paradox Basin area, which includes the Green Energy Property, has been explored for oil and gas for quite some time. The earliest discoveries of potash in the area were made in 1924, but the correlation of the beds and the extent and richness of the deposits were not recognized until the 1950s and 1960s. In 1953, Delhi Oil Corporation ("**Delhi**") explored the Seven Mile area, seven miles NW of Moab, drilling 10 holes on one-half mile centers and identifying a substantial potash resource. In 1956, Delhi identified an excellent potash target at Cane Creek, nine miles south of the Seven Mile area. They drilled 7 test holes there and decided that the Cane Creek target was thicker and higher grade. In 1957, a wildcat oil hole 10 miles west of the Seven Mile area intersected a 16-foot thick high grade potash bed at the same stratigraphic horizon as Cane Creek and Seven Mile. This became known as the McRae area. In 1961, Pan American Petroleum discovered the Salt Wash oil field, 16 miles northwest of the Seven Mile area. This drilling revealed a northwestern extension of the same sylvite bed and other deeper ones.

In 1960, Texas Gulf Sulfur acquired the Delhi potash properties and was in full production from an underground mine by early in 1965. They announced that the Cane Creek potash bed was 11 feet thick and averaged 25 to 30% potash.

J.E. Roberts Jr. also recognized the possibility of producing potash and other salts from the area in 1958 and subsequently acquired control of much of what was called the White Cloud area and is now the Green Energy Lithium land package. In 1959, he drilled the White Cloud #1 hole in Sec 14, T26S, R20E to a depth of 4074 feet, gaining an understanding of the potash bearing zones. Other oil and gas drilling (including Delhi) passed through the same series of salt beds, at least 7 of which contain important deposits of potash, and one of which became the Cane Creek Mine, now currently operated

by Intrepid Potash Inc. Brines were commonly encountered in these wells, but none of the wells was assumed of economic significance (for brines) until in 1962 when the Southern Natural Gas Company drilled a well (Long Canyon Unit #1 well) which encountered a most substantial flow of high density brine at a depth of 6,013 feet.

In 1964, the White Cloud #2 well was drilled by J. E. Roberts 535 feet northeast of the Long Canyon #1 well, specifically for testing the "Brine Zone". Brine was encountered at 6049 feet and it was recorded that artesian brine flow was so strong that drilling had to be suspended after penetrating only 6 feet of an anticipated 28-foot thick zone. The hole was eventually deepened. Records show that the pressure at the bottom of the hole was 4953 pounds per square inch, or twice the normal hydrostatic pressure at that depth. Several other wells in the immediate area had similar pressures (Mayhew and Heylman, 1965). The brine temperature was 145 degrees Fahrenheit.

Mayhew and Heylman's 1965 study provided brine analyses from 22 boreholes in the area. Unfortunately, these were only routine analyses for common elements in most cases. Some of the holes reported high concentrations of potassium, lithium, bromine, iodine and boron in later analyses, all of which have significant value and may be recoverable.

The Cane Creek mine switched to solution mining and solar evaporative precipitation in 1971 and as of Intrepid Potash's 2019 annual report is still producing at a rate between 75,000 and 120,000 tons of potash per year. Its expected mine life is +100 years.

In 1991 US Borax apparently re-entered the Roberts White Cloud #2 brine well to assess the brines for boron content, but it is unknown if data was acquired and preserved, as the well was not considered an oil and gas test.

The Roberts family eventually allowed their potash leases on the White Cloud area to lapse.

Since the staking of the original placer claims in 2008, no exploration has been completed by any of the owners of the Green Energy Property.

There have been no formal resource estimates for the Green Energy Property for either potash in situ or for the saturated brines.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The Green Energy Property is in the north central part of the Colorado Plateau geologic province and shown in Figure 7.1 on the Utah state geologic map. On the west, the province is separated from the Basin and Range province by a zone of normal faulted Wasatch Front and the Utah Overthrust Belt. The Uintah Arch to the north is an anticlinal structure cored by Precambrian strata. Within SE Utah in the area of the Paradox Basin, there are remnant Paleogene laccolith intrusions in three prominent local mountain ranges.

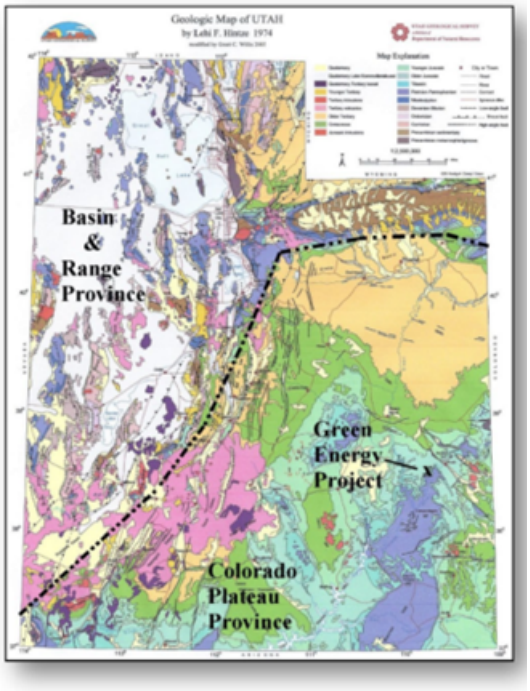

Figure 7.1 - Regional Geology of Utah (Hintze, 1974).

The Colorado Plateau is a large uplifted area of relatively undisturbed, flat lying to gently folded sedimentary units, largely of Upper Mesozoic age. Permian and older rocks are exposed in the more deeply eroded areas and lower Paleozoic to Precambrian rock units are exposed in the bottom of the Grand Canyon and in some local uplift areas. In the area east of the Green Energy Property, the predominant structural trends are defined by NW-SE striking normal faults of moderate displacement. To the south of the Green Energy Property, fault trends are predominantly E-W.

District Geology

The portion of the Colorado Plateau underlying much of southeastern Utah and extending into southwestern Colorado is referred to as the Paradox Basin. A sequence of sedimentary rocks ranging in age from Precambrian to upper Cretaceous is present in the Basin. From Cambrian to Mississippian time the Paradox Basin was a foreland shelf where thick layers of limestone were deposited. Regional subsidence in early Pennsylvanian time created a large sedimentary basin, with cyclic restricted marine environments, resulting in multiple thick deposits of evaporate minerals including halite and potash. This Pennsylvanian stratigraphic sequence is named the Paradox Formation of the Hermosa Group, which contains interbedded limestone, dolomite, shale, siltstone, sandstone, anhydrite, halite and potash.

The axis of the Paradox Basin trends northwest-southeast. It is an asymmetrical basin with a more steeply dipping and faulted eastern flank and a relatively gently dipping western flank. Local and regional gentle folding has occurred, combined with complex uplift and faulting related to the lateral and upward movement of evaporites (mainly halite) within the Paradox Basin. A series of long linear NW-trending salt anticlines formed in and near the Green Energy Property area, caused by flowage of the relatively plastic, thick salt beds in the basin (see Figure 7.3 below). Economic interest in this area has centered on oil and gas production from strata of Devonian, Mississippian and Pennsylvanian age. There are thick halite and potash deposits in the Paradox Formation, but only one potash mine had been developed, the Cane Creek Mine, about 6 miles southwest of Moab, Utah. Potash strata in the mined area is now being successfully exploited using solution mining in vertical and horizontal boreholes.

Green Energy Property Area Geology

In the area of the Green Energy Property, large halite and potash deposits occur within a cyclic sequence of evaporites and fine grained clastic sediments. These are not exposed at the surface but have been intersected in the subsurface by at least 132 of the 166 oil and gas and potash test wells in the area. Stratigraphic units exposed at the surface range from the Jurassic Kayenta formation which forms the top of the Big Flat mesa, downward through the Jurassic Wingate, Triassic Chinle and Moenkopi, to the Permian Cutler Formation near the Colorado River, as shown in Figure 7.2 below (modified after Huntoon, 1982). The depths from the surface of Big Flat (12 miles west of Moab) to the tops of formations are in Table 7.1 below for the Long Canyon #1 well:

Table 7.1 - Generalized Stratigraphic Column (from Long Canyon # 1).

Age	Group	Formation	Depth from surface to top
Jurassic		Kayenta Formation	At Surface
		Wingate Sandstone	50 ft
Triassic		Chinle Formation	320 ft
		Moenkopi Formation	680 ft
Permian		White Rim SS / Organ Rock Fm	1046 ft
		Wolfcampian Elephant Canyon Fm	1309 ft
Pennsylvanian	Hermosa	Virgilian Elephant Canyon Fm / Missourian Honaker Trail Fm	1766 ft
		Desmoinesian-Atokan Paradox Fm - interbedded strata w/ halite/potash	3670 ft
		Atokan Lower Hermosa Fm	7491 ft
Mississippian		Leadville Fm – massive carbonate	7558 ft
Devonian		Ouray, Elbert, and McCracken	7752 ft

Figure 7.2 below is a map of the Green Energy Property surface geology with property outline and hatching (map modified from Huntoon, Billingsly and Breed, 1982). Recent to Pleistocene eolian sand and soil (Qal) covers most of Big Flat (yellow shading). Jurassic Navajo SS (Jn), Kayenta Fm (Jk) and older strata are exposed along the margins of Big Flat. The trend of the Cane Creek Anticline extends across the northern part of the map.

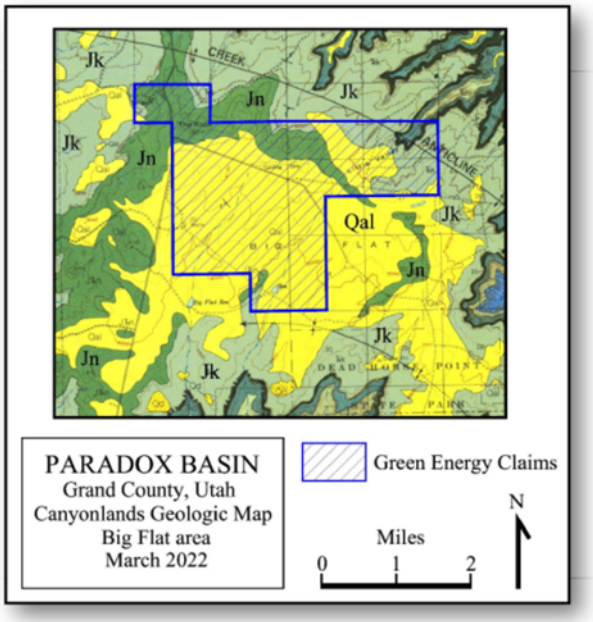

Figure 7.2 - Project Surface Geology (modified from Huntoon, Billingsly and Breed, 1982).

Geological Overview of the Paradox Basin

In order to understand the potential for the production of lithium-bearing brines in the Paradox Basin and in particular for the Green Energy Property area, it is necessary to have an overview of the complex geology of the Paradox Basin that is now better known than when exploration wells were drilled 50 or more years ago.

The Paradox Basin was active as an epicontinental seaway during Permo-Carboniferous icehouse times when there was a worldwide oceanic eustatic response to the waxing and waning of polar icesheets (Ross and Ross, 1987; Fielding and others, 2008; Heckel, 2008; Rygel and others, 2008; Warren, 2006, 2010). The basin is distinguished by very thick stratigraphic successions of Pennsylvanian, Permian and Triassic strata and the presence of extensive beds of salt in the Pennsylvanian Hermosa Group strata (Table 7.2 and Figure 7.3; e.g., Hite, 1960, 1961, 1968; Hite and others, 1972; Hite and Buckner, 1981; Rasmussen and Rasmussen, 2002; Rasmussen, 2010b, 2012b, 2013a). The basin is noteworthy because of the thick sequences of cyclic carbonates, evaporites, siliciclastics and mudstones (cyclothems) deposited during respective 300 foot (100 m) glacioeustatic sea-level fluctuations (Soreghan and Giles, 1999; Joachimski and others, 2006; Fielding and others, 2008; Warren, 2006, 2010). Heckel (1986), in his analysis of those fluctuations, determined that the cyclothems correspond “to the range of periods of Earth’s orbital parameters that constitute the Milankovitch insolation theory for the Pleistocene ice ages and it further supports Gondwanan glacial control for the Pennsylvanian cycles” (see also Heckel, 1994, 2002, 2008). Heckel’s estimates of cycle periods range from about 40,000 to 120,000 years for the minor cycles and up to about 235,000 to 400,000 years for the major cyclothems (Heckel, 1986). Peterson and Ohlen (1963), Peterson and Hite (1969), Hite and Buckner (1981), Goldhammer and others (1991), Raup and Hite (1992) and Weber and others (1995) have also attributed the cyclicity of the Pennsylvanian strata in the Paradox Basin to the periodic changes in sea level that were in response to the advance and retreat of glaciers in Gondwanaland.

Figure 7.3 below is the generalized stratigraphic nomenclature within the greater Paradox Basin area. North American series names have been added for the Mississippian, Pennsylvanian and Permian; however, there is not an intended exact respective match with the formations. Formations assigned to the Hermosa Group are after Rasmussen, D.L. and L. Rasmussen (2009) and Rasmussen (2014), which includes the 83 chronostratigraphic subdivisions (cycles) as illustrated below in Figure 7.4. The halite- and potash-bearing interval is marked by green shading. Regional unconformities are shown by the undulating line separating some formations and groups.

Table 7.2 - Generalized stratigraphic nomenclature within the greater Paradox Basin area.

AGE	SERIES	GROUP	FORMATION
Cretaceous		Mesaverde	Castlegate SS (north)
			Point Lookout SS (south)
		Mancos	Blue Gate Sh
			Ferron SS
			Tununk Sh
		Dakota	Dakota SS
			Cedar Mountain Fm / Burro Canyon Cong
Jurassic			Morrison Fm / Mbrs / Bluff SS
		San Rafael	Summerville Fm / Wanakah Fm
			Curtis Fm / Moab Tongue SS
			Entrada SS / Carmel Fm / Page SS
		Glen Canyon	Navajo SS
			Kayenta Fm
			Wingate SS
Triassic			Chinle Fm / Moss Back & Shinarump
			Moenkopi Fm / Sinbad Mbr
Permian	Guadalupian		Kaibab LS
	Leonardian		White Rim, Coconino & DeChelly SSs
			Organ Rock Fm / Cutler Fm
Pennsylvanian	Wolfcampian	Hermosa	Cedar Mesa SS / Elephant Canyon Fm
	Virgilian		Halgaito Fm
	Missourian		Honaker Trail Fm
	Desmoinesian		Paradox Fm (Halite/Potash)
	Atokan		Lower Hermosa Fm
	Morrowan		Round Valley Fm
Mississippian	Chesterian		Doughnut Fm
	Meramecian		Humbug Fm
	Osagean/Kinder.		Leadville Fm
Devonian			Ouray LS
			Elbert Fm / McCracken Mbr
			Aneth Fm
Cambrian			Lynch Fm
			Ophir Sh
			Muav Fm
			Bright Angel Sh
			Tapeats SS / Tintic SS / Ignacio SS
Precambrian			Undifferentiated strata
			Metasediments and Igneous Rocks

Table 7.3 below is a chart showing chronostratigraphic subdivisions and nomenclature for the Pennsylvanian-Permian Hermosa Group in the Paradox Basin (modified from Rasmussen, 2014). The entire Hermosa Group is subdivided into multiple cycles based on repetitive occurrences of specific strata which can be related to respective stacked transgressive (TST, THST), highstand (HST) and lowstand (ELST, TLST) systems tracts. The dashed horizontal line separating each cycle represents the chronostratigrahic position of strata in the THST and TST systems tracts (also known as the "Industry Clastics" for some cycles). The TST is usually black laminated mudstone that is essentially laterally contemporaneous throughout the basin and provides an approximate time-correlative interval within each cycle. For reference, the original 29 salt intervals of Hite (1960) are listed in a separate column, and the "Industry Clastic Numbers" are listed in the Comments column. Extensive basin-wide well data has provided detailed information concerning the distribution (limited to widespread) for carbonates, evaporites and siliciclastics within specific systems tracts for most of the cycles (systems tracts with sparse or inconclusive data are not colored). Cycles within the Hermosa Group are likely uninterrupted from the Atokan unconformity at the base to the Leonardian unconformity at the top and only a few local disconformities have been identified within the entire sequence. The most widespread salt-bearing cycles are within the Paradox Formation that subsequently supplied the salt for the salt structures in the Paradox Basin. Siliciclastic deposition in the basin became more intense near the end of salt deposition during the Desmoinesian (coeval with the rise of the Uncompahgre Uplift) and continued intensely to the end of Hermosa Group deposition in the Permian Wolfcampian. The earliest significant salt deformation in the basin can be directly tied to this increase in siliciclastic deposition during the last three cycles within the Akah (PX7 through PX6A). Siliciclastic deposition for cycles PX39 through PX1 was mainly confined to the troughs within the Deep Fold and Fault Belt ("**DFFB**"). Evaporite type abbreviations used in this chart: A = Anhydrite; H = Halite; and P = Potash. "Industry Clastic Numbers" listed in the Comments column are from Mayhew and Heylmun, 1965.

Table 7.3 - Chronostratigraphic subdivisions and nomenclature for the Pennsylvanian-Permian Hermosa Group in the Paradox Basin (modified from Rasmussen, 2014).

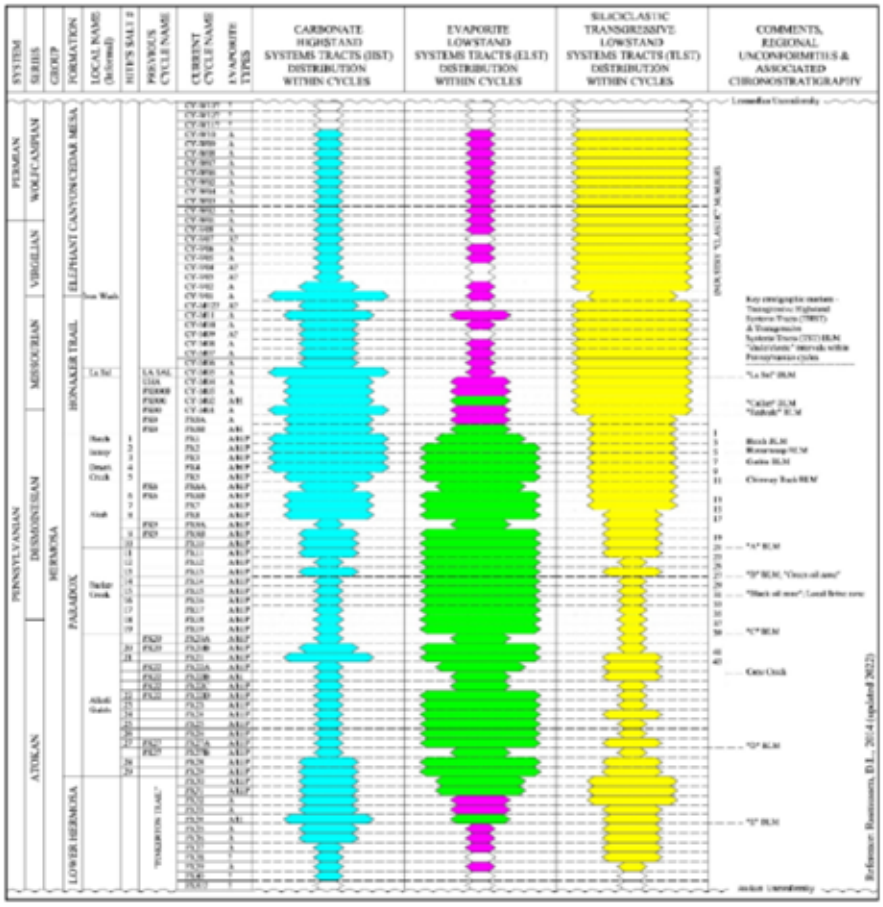

Figure 7.3 is a paleogeographic map for the Pennsylvanian (Desmoinesian stage) in the Ancestral Rocky Mountains of the Four Corners region (modified from Figure 12D, Blakey, 2009). The Cabezon, Eagle and Oquirrh accessways were open during highstands, as shown here, and allowed marine currents to move into and through the Paradox Basin. During lowstands the accessways were limited or blocked thereby allowing evaporite deposition throughout a smaller basin outline; perhaps largest near the Maximum Paradox Salt outline. The outline for the Uncompahgre Uplift is dashed since that uplift was most active from Late Desmoinesian into Permian (Leonardian). Present-day salt diapirs and anticlines (from surface geology, gravity, seismic and well control) are indicated by the solid green colours.

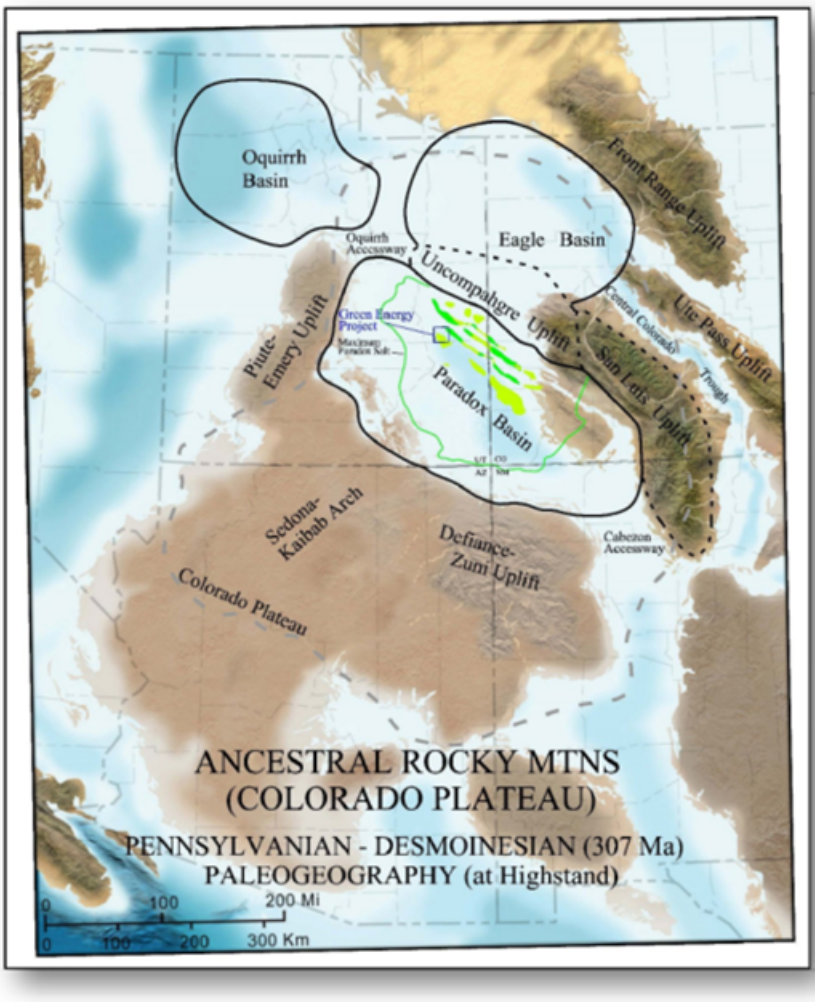

Figure 7.3 - Paleogeographic map for the Pennsylvanian (Desmoinesian stage) in the Ancestral Rocky Mountains of the Four Corners region (modified from, Blakey, 2009).

The Paradox Basin in the Four Corners Region of Colorado, Utah, Arizona and New Mexico was moderately large in size (158 miles [255 km] by 250 miles [403 km]) within the Late Paleozoic Ancestral Rocky Mountains (ARM). The basin margins varied throughout the Pennsylvanian and Early Permian because of regional tectonics and sea-level changes (see discussions in Peterson, 1959; Baars and Stevenson, 1984; Kluth, 1986, 1998, 2012, 2013; Ye and others, 1996, 1998; Barbeau, 2003; Blakey and Ranney, 2008; Blakey, 1996, 2009, 2010; Rasmussen and Rasmussen, 2009). The basin is asymmetric, having a deep (thick) northeastern portion marked by widespread salt flowage that is referred to herein as the DFFB (Rasmussen and Rasmussen, 2009), and a shallow (thinner) southwestern portion having mostly autochthonous salt, sometimes referred to as the "Southwestern Platform" or "Southwestern Shelf" (Hite and Buckner, 1981). Large salt diapirs and salt anticlines are within and along the deeper parts of the basin (Figures 7.4.-7.5). The basin terminates abruptly on the northeast against the Uncompahgre Uplift, which has a buried thrust-faulted front (see discussions in Kelley, 1955a, 1955b, 1958; Peterson, 1959; Fetzner, 1960; Elston and Shoemaker, 1963; Hite, 1968; Mallory, 1972a, 1972b; Stone, 1977; Frahme and Vaughn, 1983; Heyman and others, 1986; Huffman and Taylor, 2002; Rasmussen and Rasmussen, 2009). Stone (1977) and Frahme and Vaughn (1983) have previously suggested as much as 20,000 feet (6.1 km) of vertical separation on the Uncompahgre fault zone near where the Colorado River crosses the fault zone (Figure 7.5). Stevenson and Baars (1986) and Heyman and others (1986) have estimated 26,000 feet (7.8 km) of structural relief several miles to the southeast in Colorado (near the town of Gateway). Seismic and borehole data along the

Uncompahgre front substantiate those large amounts of vertical separation. Use of the term “salt” in this paper refers to a stratigraphic succession (halite-bearing strata), structure, or some other salt-related feature, which is primarily composed of halite. Salt-bearing horizons in the Paradox Basin may contain beds of potash. Halite (NaCl) refers to the mineral or the primary component of a salt body (e.g., Hudec and Jackson, 2007).

Figure 7.4 below shows a Digital Elevation Model (DEM) for the Paradox Basin and Uncompahgre Uplift in the Four Corners region of Colorado, Utah, Arizona and New Mexico. The maximum depositional extent of Pennsylvanian Paradox salt is shown by the solid green line, and salt diapirs within the DFFB are indicated by red outlines (see Figure 7.5 below for diapir names). The present topography was developed since the Miocene; approximately since 15 million years ago. Major towns are shown by black dots.

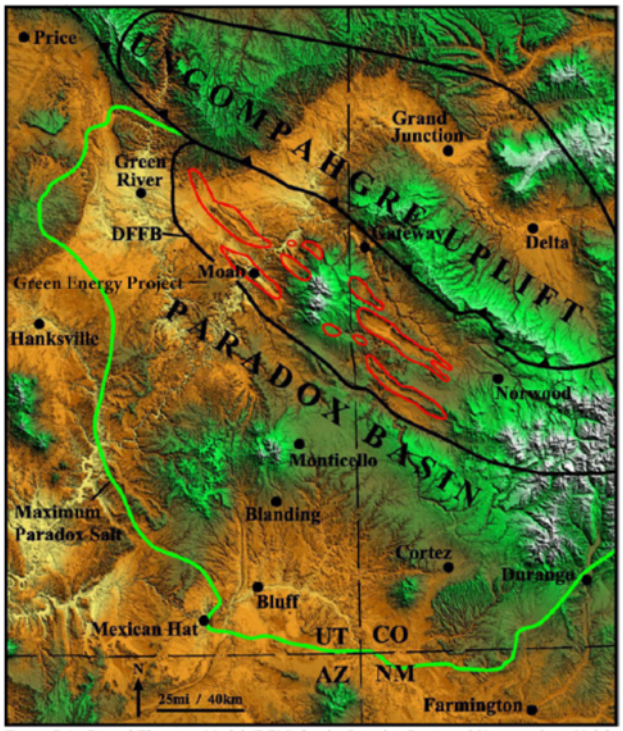

Figure 7.4 - Digital Elevation Model (DEM) for the Paradox Basin and Uncompahgre Uplift.

Figure 7.5 below is an index map for the Paradox Basin showing the locations and names of the main salt structures and the location for cross section A-A’ across the Deep Fold and Fault Belt. The Green Energy Property study area is shown by the blue box. Also shown are the Southwest and Four Corners platform areas, the Blanding Sub-Basin and the major Paleogene intrusive (laccolith) centers. The Uncompahgre Uplift was a Late Pennsylvanian-to-Early Permian structural feature on the northeastern margin of the basin. Modified from Rasmussen, D.L. and L. Rasmussen (2009), and Rasmussen (2014).

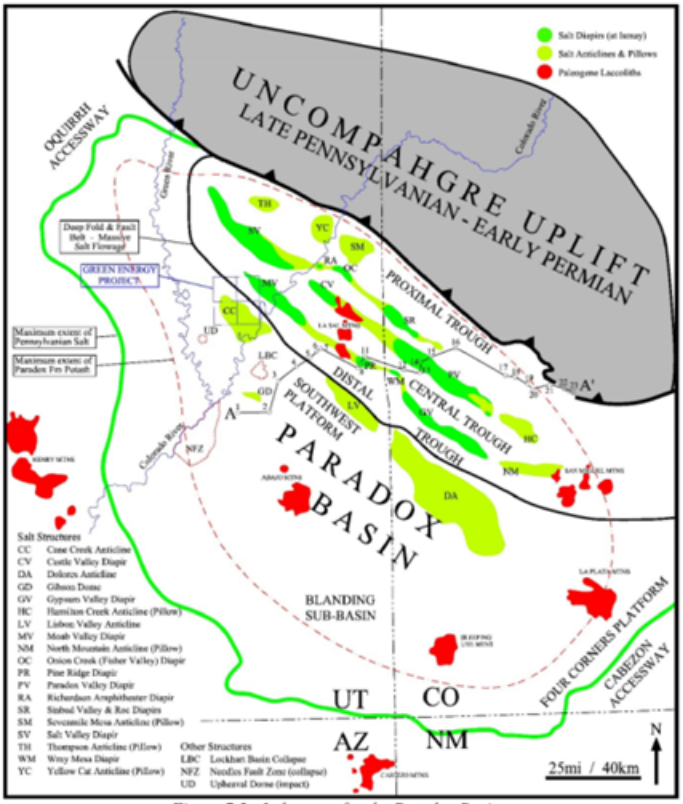

Figure 7.5 - Index map for the Paradox Basin.

Figure 7.6 is a structural cross section A-A' across the DFFB in the Paradox Basin of southwest Colorado and southeast Utah (updated from Rasmussen, D.L. and L. Rasmussen, 2009 and Rasmussen, 2014). Shown are the thrusted southwest margin of the Uncompahgre Uplift; the proximal, central and distal depositional troughs in the DFFB; two prominent salt diapirs; and the slightly disturbed Southwest Platform area (88 miles [141 km] straight line distance between the end wells in Figure 7.5). Note the general lack of salt and thick depositional intervals in the DFFB troughs compared to the autochthonous salt in the Southwest Platform. This cross section was updated by Rasmussen, D.L. and L. Rasmussen, 2018 using digital log data.

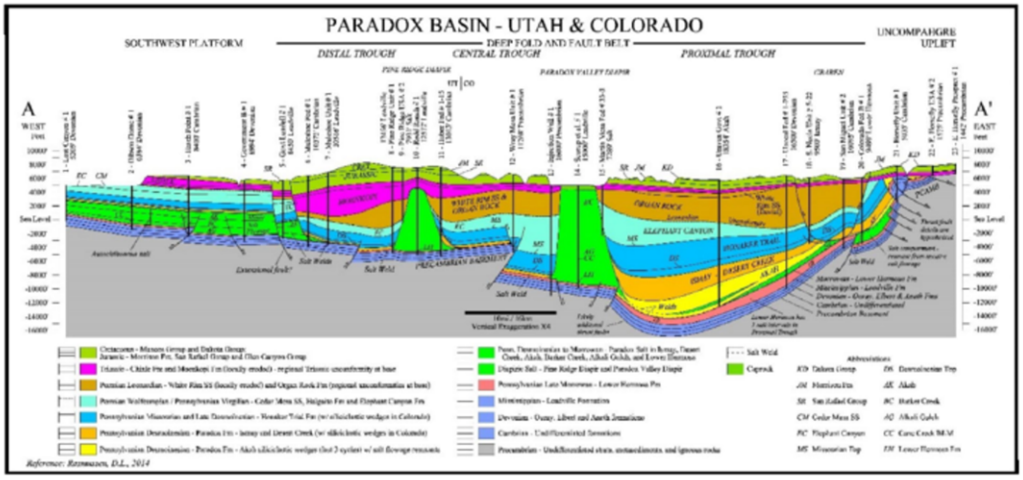

Figure 7.6 - Structural cross section A-A' across the DFFB in the Paradox Basin

The initial formation of the Paradox Basin was during the latest Mississippian or earliest Pennsylvanian and was related to plate tectonic events that formed the Ancestral Rocky Mountains (Peterson, 1959; Kluth and Coney, 1981: Lemke, 1985; Kluth, 1986, 1998; Ye and others, 1996, 1998; Hoy and Ridgway, 2002a, 2002b; Barbeau, 2003; Kues and Giles, 2004). The size and shape of the initial basin have yet to be determined, but certainly, the early basin contained the currently deepest part along the Uncompahgre Uplift and from seismic data had multiple horsts and grabens. Lemke (1985) and Barbeau (2003) have provided the most compelling explanation that the Paradox Basin is an intracontinental flexural basin that developed under the load of the thrust-bounded Ancestral Rocky Mountains (ARM) Uncompahgre Uplift. Strata of the Late Mississippian Chesterian Doughnut Formation (Table 7.2), which currently extend from the Oquirrh Basin into the very northwestern part of the basin in Utah (Chidsey, 2011; Morgan and Waanders, 2013), may have once extended further southeastward into the early basin prior to being eroded away during the earliest Pennsylvanian. The oldest marine strata in the basin are in the Pennsylvanian Atokan Lower Hermosa Formation seen in many deep wells, and those marine strata are angular or disconformable on underlying Mississippian and older rocks.

The San Luis Uplift (Fetzner, 1960) was the nearest uplift to the early basin and was the first area to have erosion into the Precambrian basement rocks as concluded by a few arkosic sands which prograded northwest into the early Paradox Basin during the Atokan (Table 7.2 and Figure 7.3). Nevertheless, as seen by the lack of massive siliciclastic wedges on the western side of the San Luis Uplift, much of the rocks eroded from the San Luis Uplift were likely carried by rivers dumping into the Central Colorado Trough. During the Morrowan, Atokan and Early Desmoinesian, the early Paradox Basin was reasonably connected with the Eagle Basin and the Central Colorado Trough (through the Eagle Accessway; Figure 7.4). There was no effective barrier between the two basins as evidenced by the fact that the extensive carbonates and halite- bearing evaporites of those ages in the Paradox Basin, which extend right up to the northeastern edge of the basin at the thrusted front of the Uncompahgre Uplift, were not at their depositional margin (Wengerd and Strickland, 1954; Szabo and Wengerd, 1975; Rasmussen, 2006, 2007).

Wengerd and Strickland (1954), Bass (1956), Fetzner (1960), Szabo and Wengerd (1975), De Voto and others (1986) and Dodge and Bartleson (1986) previously noted the strong similarity of the Pennsylvanian strata and evaporites in the Paradox Basin with strata and evaporites of the same age in the Eagle Basin. The interpretations in Figure 7.4 show the Uncompahgre Uplift (dashed outline) prior to its extensive uplift in the Late Desmoinesian, and also show the extent of the marine seas during a highstand interval in the medial Desmoinesian when the glacioeustatic sea level was high and the shorelines were pushed far back against the upland areas. During highstands there was a strong marine connection through the Paradox Basin from northwestern New Mexico via the Cabezon Accessway to the Oquirrh Basin in northern Utah via the Oquirrh Accessway, and the dominant current flow was to the northwest through the basin (Fetzner, 1960; Peterson, 1992). Other accessways (not shown in Figure 7.3) were likely open during the early history of the basin (Wengerd and Matheny, 1958; McKee, 1982; Rasmussen, 2007), but the exact history and importance of those accessways are incompletely known. The Central Colorado Trough (Figure 7.3) is an extension of the Taos Trough in New Mexico, which provided another accessway into the Eagle Basin during highstands in the Desmoinesian (Hoy and Ridgway, 2002b; Kues and Giles, 2004). During lowstands, the northwestern outlet for the Paradox Basin was closed or very limited, the southeastern inlet was probably open but limited, the northeastern margin might have been shallow or exposed, and the mostly isolated basin was dominated by the deposition of evaporites (evaporitic dolostone, gypsum, halite, and potash minerals). The line of maximum extent of Paradox salt as shown on Figures 7.4-7.5 resulted partly from the depositional edge, partly from the dissolution edge, and partly from tectonic truncation on the northeastern margin where the evaporite beds previously in that area were later uplifted and eroded away. The maximum deposition of Paradox salt was during the Akah; specifically cycles PX9B and PX6B (Figure 7.4).

Along the northeastern margin of the DFFB, during the latter part of the Desmoinesian, there was a massive influx of coarse arkosic sands and gravels (siliciclastic wedges) into the Paradox Basin from numerous rivers flowing southwest from the uplands of the Uncompahgre Uplift. Fetzner (1960), in his

discussion of those coarse arkosic clastics, termed the area closest to the Uncompahgre Uplift, which exhibits the greatest thickness of arkosic clastics, as the “Silverton Embayment” and the coarse clastics as the “Silverton Delta” (also see Spoelhof, 1974, 1976). Currently, the “Silverton Embayment” is the Proximal Trough of the DFFB, and the siliciclastic wedges are a series of stacked wedges, with each wedge (“delta”) belonging to a specific stratigraphic sequence within the Hermosa Group (Tables 7.2 and 7.3). On the northeastern side of the Uncompahgre Uplift there was an equivalent influx of thick siliciclastics in the Minturn Formation during the Desmoinesian (Hoy and Ridgway, 2002b). By the end of the Desmoinesian and continuing into the Early Permian (Wolfcampian and Leonardian), the Uncompahgre Uplift remained a prominent positive feature that provided an almost continuous supply of arkosic siliciclastic debris eroded from the Uncompahgre highlands and deposited in the DFFB during that long time interval (Honaker Trail and Elephant Canyon formations in the Paradox Basin). The incursion of multiple cyclic wedges of siliciclastics into the Proximal Trough of the DFFB during the Late Desmoinesian initiated salt flowage, which caused the first large salt anticlines to form in the salt basin along the southwestern margin of the Uncompahgre Uplift.

The “Hermosa Group”, as shown in Table 7.2, includes strata of the Cedar Mesa, Halgaito, Elephant Canyon, Honaker Trail, Paradox and Lower Hermosa formations, and all of those correlative strata previously included in the Rico, type Cutler, Lower Cutler, Pinkerton Trail and Molas formations. This includes all of the strata between the regional Leonardian (Kungurian) angular unconformity at the base of the Organ Rock or White Rim formations (depending on location) and the regional Pennsylvanian Atokan (Bashkirian) angular unconformity at the top of older rocks (Mississippian, Devonian, Cambrian or Precambrian, depending on location) (modified from Rasmussen, 2013a). The most important characteristics of the “Hermosa Group” are the angular unconformity surfaces at the top and base, and the included cyclic sequences with carbonates, evaporites (including halite and potash), siliciclastics, mudstones and shale.

Of the 83 fourth-order cycles (sequences / cyclothems) currently identified within the Hermosa Group (Table 7.3), 72 have evaporites, 41 have halite intervals, and 37 have potash intervals. There are 12 cycles in the Lower Hermosa Formation, 36 in the Paradox Formation, 14 in the Honaker Trail Formation, and 21 in the Elephant Canyon Formation (which intertongues with the Cedar Mesa and Halgaito formations). Continuous uninterrupted deposition of cycles in the Paradox Basin starts in the Atokan Lower Hermosa Formation and continues through the Desmoinesian (Moscovian) Paradox Formation and Missourian (Kazimovian) Honaker Trail Formation, and through the Virgilian and Wolfcampian (Gzhelian into early Cisuralian) Elephant Canyon Formation. There are no regional unconformities within the strata of the Hermosa Group in the Paradox Basin; nevertheless, there are a few local disconformities with low-relief erosion into one or more of the underlying cycles.

Evaporite deposition was greatest in the DFFB during Atokan and Desmoinesian (Table 7.3), having an estimated thickness of up to 8000 feet (2.4 km) in the Proximal Trough, including interbedded strata (carbonates, siliciclastics, and organic-rich shales and mudstones) within the gross salt interval (Hite, 1961, 1968; Hite and others, 1984; Nuccio and Condon, 1996; Rasmussen and Rasmussen, 2002, 2009; Rasmussen, 2013a). There was increased fluid pressure in the strata as the evaporites were progressively buried in the Paradox Basin due to compaction and the conversion of gypsum to anhydrite, which released fluids. Increased fluid pressure in the strata also resulted from coeval generation of oil and gas and brines from the evaporites and organic-rich shales and mudstones. The resulting fluids and hydrocarbons were unable to escape from the autochthonous (basin-wide) thick succession of evaporites and associated strata, resulting in likely near-lithostatic fluid pressures throughout most of the basin (e.g., Schoenherr and others, 2007; Davison, 2009; Kukla and others, 2011). These autochthonous overpressured strata remained essentially immobile (Rasmussen and Rasmussen, 2002; Rasmussen, 2013b) prior to the latter part of the Desmoinesian when enormous volumes of rock were eroded from the adjacent rising Uncompahgre Uplift and deposited in prograding wedges of siliciclastics in the Proximal Trough of the DFFB. The thick wedges of siliciclastics caused significant stress and movement of the thick underlying salt beds into salt bulges (rolls), anticlines, walls, and eventually diapirs, while leaving local isolated pillows of overpressured to normal-pressured salt beneath the wedges in the DFFB. Subsequent diapirism, faulting and erosion allowed much of the overpressured salt and fluids to reach normal pressures. However, there are horizons in the

autochthonous strata that are still highly overpressured (e.g., Mayhew and Heylman, 1965, 1966; Grove and others, 1993; Rasmussen and others, 2010) as noted by overpressured fluids composed of brines and oil.

With incomplete surface data, sparse subsurface data and considerable insight, Harrison (1927) was the first to systematically review and report on the numerous salt structures in the Paradox Basin; he stated, “Salt Domes having similar structure to those in northwestern Europe have recently been recognized in western Colorado and southeastern Utah.” Harrison described one group of structures as salt plugs or stocks (diapirs), a second group as salt anticlines that had not reached the plug stage, a third group as domes (pillows) not associated with anticlines, and a fourth group, a structural anticline (Meander Anticline) where gypsum (and halite and halite with potash) is rising beneath the “tortuous meanderings” of the Colorado River (refer to salt structures in Figure 7.5; e.g., Huntoon 1982, 1988). To account for the salt flowage, Harrison (1927) suggested, “Differential loading, though slight, may furnish the stress, and some external movement the impulse.” Harrison (1927) further stated “this differential will be further increased by erosion of the rising beds;” [and] “the activity may continue as long as there is a supply of salt.” Harrison speculated that the parallel orientation of the salt structures was related to “lines of weakness which originated in Precambrian time and that successive cycles of earth movements have accentuated the folds and at the same time deepened the basins [areas between the folds].”

Harrison’s observations and insights published in 1927 were very close to the order of events concerning the origin and history of the salt structures, as we understand them now. Additional discussions and theories on the origin of the Paradox salt anticlines can be found in Prommel and Crum (1927a, 1927b); Baker (1933, 1935); Dane (1935); Stokes (1948, 1956), Stokes and others, 1948; Cater (1954, 1955c, 1964, 1970); Shoemaker (1954, 1956); Joesting and Byerly (1958); Shoemaker and others (1958); Jones (1959); Joesting and Case (1960); Elston and others (1962); Cater and Elston (1963); Elston and Shoemaker (1963); Baars (1966); Baars and Stevenson (1981a, 1981b); Lemke (1985); Stevenson and Baars (1986); Ge (1996); Barbeau (2003); Trudgill and others (2004); Kluth and DuChene (2009); Trudgill and Paz (2009); Trudgill (2011); Hudec and Jackson (2011); and Rasmussen and others (2013).

Cross section A-A’ (Figure 7.6) is a regional structural section from the Southwest Platform near the Monument Uplift to the Uncompahgre Uplift (88 miles [141 km]). The thrusted character of the southwestern margin of the Uncompahgre Uplift involves multiple faults as identified in outcrop, seismic and well data. Huffman and Taylor (2002) inferred that the Uncompahgre “thrust duplex” had a total shortening of at least 6.2 miles (10 km) in the area northeast of the Uravan Government # 1 well (number 16 in Figures 7.5 and 7.6). Kluth and DuChene (2009) estimated approximately 5 miles (8 km) of shortening from their cross sections that were based on modelling of seismic data from the front of the Uncompahgre Uplift. Recent gravity and seismic data northeast of well number 17 in Figure 7.6 indicate that the leading edge of Precambrian basement rocks in the Uncompahgre thrust overrides Pennsylvanian Paradox salt and older Paleozoic strata (Bob Grundy, 2008, personal communication). Mississippian, Devonian and Cambrian strata generally underlie the Pennsylvanian strata in the basin and vary little in thickness except for a gradual overall thinning toward the south and east. Many of the deeper faults within the DFFB (Figures 7.5 and 7.6) are reverse faults, as interpreted from seismic and well data, and are parallel or sub-parallel to the trend of the Uncompahgre Uplift, thereby indicating that the uplift and tilting of the deep structures were also the result of ARM shortening (compressional) forces (Kelley, 1955b). These long linear fault trends, which originate in Precambrian basement rocks (Harrison, 1927), formed the buttresses that deflected salt-flowage bulges upward into salt anticlines and eventually into salt walls and diapirs. The long salt walls and their associated diapirs divide the DFFB into the Proximal, Central and Distal troughs (Figure 7.6), and each of the troughs has its own unique depositional history. ARM shortening is even noted in the Southwest Platform (Figures 7.5 and 7.6), although it is minor in that area as compared to that in the DFFB. In the Southwest Platform, the autochthonous salt intervals (Figure 7.6) show local evidence of normal and reverse faults and associated distorted (recumbent) halite-bearing strata (Shoemaker and others, 1958; Hite, 1968; Evans and Linn, 1970). There is also localized evidence of salt flowage (including recumbent folding) and salt welds (e.g., at Cane Creek Anticline, Lisbon Valley Anticline and Dolores Anticline in Figure 7.5).

Normal faults (Williams, 1964), which cut through strata to the surface (as seen in Figure 7.6 and elsewhere in the basin), are mostly Laramide (Late Cretaceous into Eocene) or older (Kitcho, 1981), or are the result of Neogene salt dissolution and collapse (Cater, 1955c, 1970; Doelling, 1981, 1983, 1988; Ross, 1998; Gutierrez, 2004). However, salt dissolution was a minor factor since dissolution is only effective down to about 1000 feet (304 m) or less, where immobile halite is present. The inferred depth of immobile halite is based on multiple boreholes drilled in the cores of Paradox Basin salt structures (Cater, 1955c, 1970).

Deposit Types

Both the potash deposits and the brines at the Green Energy Property are stratigraphically controlled. The major potash zones of the Paradox Member of the Hermosa Formation are confined to an oval region which extends 120 miles in a NW-SE direction and over 50 miles in a NE-SW direction, as previously shown in Figure 7.5. In the Green Energy Property area there are at least seven significant potash beds within 6500 feet of the surface. Within the same stratigraphic interval as the deeper potash zones, the major brine flow in wells White Cloud #2 and Long Canyon #1 came from a clastic interval between two salt units identified as Shale 15 / Clastic 31 (Table 7.3).

Lithium Bearing Brines

There are 132 oil and gas and potash boreholes in the vicinity of the Green Energy Property. A few of the early wells had blowouts upon striking the high-pressure brine. Only two wells were drilled specifically for brines – the White Cloud #2 well and the nearby Long Canyon #1 well. However, in the Big Flat-Long Canyon area, brine flowed to the surface from clastic intervals in the Paradox Fm at several wells. The brines were usually flowing from fractured zones of clastic strata between overlying and underlying salt beds, but some brines are known from porous salt beds. Water analyses for several of these brines revealed the presence of lithium, plus other important minerals.

The following is a quote from the concluding paragraph of Mayhew and Heylman's 1965 paper on concentrated brines in the Moab area:

> *"Supersaturated brines, containing substantial quantities of many elements, are present in the subsurface of southeastern Utah, particularly in the Moab region. The town of Moab is in the central part of the Paradox Basin where the salts are well developed and the brines are supersaturated. Clastic breaks between various salt beds provide potential reservoirs for brine accumulation. Clastic break 31, a 5 to 30 foot [currently believed, by D. L. Rasmussen and the author, to be approximately a 6-foot] zone separating Hite's salt beds 15 and 16, is brine productive throughout the Big Flat-Long Canyon area, with some flows gauged in excess of 150 barrels (6,300 gallons) per hour. In addition to the clastic breaks in the Paradox Formation, porous dolomites and limestones of Mississippian age are within reach of the drill under much of southeastern Utah. With proper development of production techniques, concentrated brines could be commercially extracted in southeastern Utah."*

Exploration

Surface Mapping

The Company has done no geologic mapping at the Green Energy Property. There are excellent detailed geologic maps by Huntoon, et al., (1982), Doelling (2002), and Doelling, et al, (2000). A portion of the Huntoon et al. map was used in this report for Figure 7.2.

Sampling

The Company has undertaken no sampling at the Green Energy Property. There are no surface

exposures of mineralization or accessible underground workings which could be sampled.

Data Review

Of the 166 oil and gas and potash wells drilled in the area, at least 132 penetrated the Paradox Salt member of the Hermosa formation that contains the super- saturated brines and evaporite beds. Geologic and geophysical (sonic, density, neutron and/or resistivity) borehole logs are available for study for 75 of the 132 wells. It is this data that were used to study the distribution of the halite and interbed horizons in the Green Energy Property. Various prior workers created and sometimes published maps showing structure contours, isopach, and structural interpretations during oil and gas exploration and other studies in the past.

Drilling

Drilling Summary

This section reviews historic drilling on and adjacent to the Green Energy Property. The Company has done no drilling on the Green Energy Property. Table 10.1 displays data for 75 boreholes in the area that penetrated the Paradox Fm and have well logs and supporting data. It is from the basic data contained in the logs of these wells that the distribution of Paradox halite and interbeds and the target concepts were derived. These logs and data are mostly available online from the Utah Department of Natural Resources, however some logs and data not forwarded to the state agencies exist in company and private files or have been discarded or lost.

Table 10.1 - Green Energy Oil & Gas Well Table (holes penetrating Paradox Fm.)

API10	NAME	LOCATION	QQ	TD	FMTD	STAT	LAT	LONG
4301931363	KANE SPRINGS # 7-1	UT 25.0S 19.0E S07	SE NW	8472	ALKGU	P&A	38.647427	-109.867643
4301930050	BIG ROCK # 1	UT 25.0S 19.0E S26	NE NE	8875	LDVL	P&A	38.609916	-109.785258
4301950011	CANE CREEK UNIT # 26-2	UT 25.0S 19.0E S26	NE SW	7492	ALKGU	O&G	38.600999	-109.79392
4301950019	CANE CREEK UNIT # 26-3	UT 25.0S 19.0E S26	NE SW	7570	ALKGU	O&G	38.601024	-109.793756
4301910154	BIG FLAT UNIT # 6	UT 25.0S 19.0E S27	NW SE	7315	ALKGU	P&A	38.599258	-109.807002
4301911333	BIG FLAT UNIT # 5	UT 25.0S 19.0E S27	NW SE	7243	ALKGU	P&A	38.599276	-109.808119
4301930379	JUG ROCK UNIT # 1-R	UT 25.0S 19.0E S27	NW SE	7725	LDVL	P&A	38.599846	-109.808596
4301931310	KANE SPRING FEDERAL # 27-1	UT 25.0S 19.0E S27	NW SE	7710	ALKGU	O&G	38.598057	-109.80718
4301931325	KANE SPRINGS FEDERAL # 28-1	UT 25.0S 19.0E S28	NW SE	7253	ALKGU	P&A	38.59904	-109.826368
4301950020	CANE CREEK UNIT # 28-2	UT 25.0S 19.0E S28	NE SE	7307	ALKGU	O&G	38.599368	-109.820798
4301950045	CANE CREEK UNIT # 28-3-25-19	UT 25.0S 19.0E S28	NE SE	6600	BKCK	O&G	38.599306	-109.820714
4301950055	CANE CREEK UNIT # 30-1-25-19	UT 25.0S 19.0E S30	SW SE	11801	ALKGU	O&G?	38.595016	-109.86343
4301950037	CANE CREEK UNIT # 32-1-25-19	UT 25.0S 19.0E S32	SW SW	7672	ALKGU	O&G	38.582401	-109.853583
4301931334	KANE SPRINGS 25-19-34 # 1	UT 25.0S 19.0E S34	NW NE	6870	ALKGU	J&A	38.591253	-109.807118
4301950030	CANE CREEK UNIT # 36-1	UT 25.0S 19.0E S36	SW SW	7521	ALKGU	O&G	38.580056	-109.780105
4301950033	CANE CREEK UNIT # 36-2H	UT 25.0S 19.0E S36	SW SW	11484	ALKGU	O&G	38.580049	-109.780226
4301950035	CANE CREEK UNIT # 36-3H	UT 25.0S 19.0E S36	SW SW	11976	ALKGU	O&G	38.580038	-109.780343
4301970017	UTAH # 11	UT 25.0S 20.0E S04	NW SE	7216	BKCK	P&A	38.657642	-109.714206
4301930910	MOAB FEDERAL # 16-9	UT 25.0S 20.0E S09	SE SE	9968	LDVL	P&A	38.638506	-109.711064
4301930810	GOLD BAR UNIT # 2	UT 25.0S 20.0E S23	SE SW	9682	LDVL	P&A	38.611698	-109.685878
4301930795	GOLD BAR UNIT # 1	UT 25.0S 20.0E S29	SW SE	8286	ALKGU	P&A	38.595804	-109.734421
4301950089	CANE CREEK UNIT # 32-1-25-20	UT 25.0S 20.0E S32	SW SE	7750	ALKGU	SI	38.580589	-109.735432
4301931446	CANE CREEK # 1-1	UT 26.0S 19.0E S01	NW SW	7355	ALKGU	O&G	38.569262	-109.778011
4301931396	CANE CREEK UNIT # 2-1	UT 26.0S 19.0E S02	SE NE	7220	ALKGU	O&G	38.573006	-109.784402
4301931119	MINERAL CANYON FEDERAL # 1-3	UT 26.0S 19.0E S03	SE NE	8184	ELBRT	P&A	38.572344	-109.805157
4301911331	BIG FLAT UNIT # 2	UT 26.0S 19.0E S11	SW SE	8061	LDVL	P&A	38.550967	-109.787931
4301911565	BIG FLAT UNIT # 1-A	UT 26.0S 19.0E S11	NW NW	8213	ELBRT	P&A	38.559878	-109.797301
4301911578	BIG FLAT UNIT # 7A-11	UT 26.0S 19.0E S11	SE NW	8389	ELBRT	P&A	38.556756	-109.793586
4301931364	KANE SPRINGS # 11-1	UT 26.0S 19.0E S11	SE NW	9892	ALKGU	P&A	38.557008	-109.793728
4301950009	CANE CREEK UNIT # 12-1	UT 26.0S 19.0E S12	NE SW	8252	ALKGU	O&G	38.554645	-109.773849
4301950071	CANE CREEK UNIT # 12-2-26-19	UT 26.0S 19.0E S12	NE SW	12528	ALKGU	O&G	38.554552	-109.773847
4301950014	CANE CREEK UNIT # 13-1	UT 26.0S 19.0E S13	SE NE	8132	ALKGU	O&G	38.542945	-109.76719
4301911002	BIG FLAT UNIT # 2	UT 26.0S 19.0E S14	SW NE	7810	LDVL	P&A	38.542738	-109.789011
4301915777	BIG FLAT UNIT # 1	UT 26.0S 19.0E S14	SW SE	7954	ELBRT	P&A	38.535924	-109.789467
4301930357	USA SUNBURST # 1	UT 26.0S 19.0E S14	SW SW	8262	LDVL	P&A	38.535952	-109.798645
4301931156	MINERAL CANYON # 1-14	UT 26.0S 19.0E S14	SW SE	8160	ELBRT	P&A	38.536754	-109.789475
4301931332	KANE SPRINGS UNIT # 20-1	UT 26.0S 19.0E S20	SE SW	9320	ALKGU	P&A	38.522419	-109.847095
4301911332	BIG FLAT UNIT # 4	UT 26.0S 19.0E S23	NW NE	6721	BKCK	P&A	38.533168	-109.788168
4301915778	BIG FLAT UNIT # 3	UT 26.0S 19.0E S23	NE NE	8600	CMBR	P&A	38.532382	-109.78531
4301931447	CANE CREEK # 24-1	UT 26.0S 19.0E S24	NE NW	7850	ALKGU	O&G	38.532265	-109.773988

API10	NAME	LOCATION	QQ	TD	FMTD	STAT	LAT	LONG
4301950034	CANE CREEK UNIT # 24-2H	UT 26.0S 19.0E S24	NE NW	13400	ALKGU	O&G	38.532329	-109.773931
4301930620	MATTHEW FEDERAL # 1	UT 26.0S 20.0E S04	SE SE	6946	ALKGU	P&A	38.56521	-109.713317
4301930823	MATTHEW FEDERAL # 2	UT 26.0S 20.0E S04	SW NE	7253	ALKGU	P&A	38.574408	-109.716264
4301930706	SKYLINE UNIT # 1	UT 26.0S 20.0E S05	NW SE	7670	ALKGU	P&A	38.568530	-109.734438
4301910155	BIG FLAT UNIT # 7	UT 26.0S 20.0E S06	SE NW	7790	ALKGU	P&A	38.573185	-109.75749
4301950010	CANE CREEK UNIT # 7-1	UT 26.0S 20.0E S07	NE NE	6869	ALKGU	O&G	38.56087	-109.748825
4301950051	CANE CREEK UNIT # 7-2-26-20	UT 26.0S 20.0E S07	NE NE	6000	BKCK	O&G	38.560786	-109.748868
4301930273	SKYLINE FEDERAL # 8-44	UT 26.0S 20.0E S08	SE SE	8076	OURAY	P&A	38.550839	-109.729689
4301931489	CANE CREEK # 8-1	UT 26.0S 20.0E S08	SE NW	7720	ALKGU	O&G	38.55607	-109.740824
4301950068	CANE CREEK UNIT # 8-2-26-20	UT 26.0S 20.0E S08	SE NW	7498	ALKGU	O&G	38.556038	-109.740926
4301911143	LONG CANYON UNIT # 2	UT 26.0S 20.0E S09	SE SE	7791	LDVL	P&A	38.550197	-109.711001
4301915925	LONG CANYON UNIT # 1	UT 26.0S 20.0E S09	SE NW	8132	CMBR	SI	38.556732	-109.718808
43019UT031	WHITE CLOUD # 2	UT 26.0S 20.0E S09	SW NE	6050	BKCK	P&A	38.557428	-109.717237
4301931190	COORS USA # 1-10 LC	UT 26.0S 20.0E S10	SE SW	8550	ELBRT	P&A	38.551128	-109.701564
4301910987	WHITE CLOUD GOVERNMENT # 1	UT 26.0S 20.0E S14	SE NW	5638	BKCK	P&A	38.548958	-109.682248
4301931567	UTAH STATE # 16-1	UT 26.0S 20.0E S16	SE NW	7650	ALKGU	P&A	38.543821	-109.719983
4301950028	CANE CREEK UNIT # 17-1	UT 26.0S 20.0E S17	SW SE	7907	ALKGU	O&G	38.536711	-109.734491
4301950032	CANE CREEK UNIT # 17-2	UT 26.0S 20.0E S17	SW SE	11620	ALKGU	O&G	38.536791	-109.734488
4301950012	CANE CREEK UNIT # 18-1	UT 26.0S 20.0E S18	NE NE	7949	ALKGU	O&G	38.546628	-109.748429
4301950027	CANE CREEK UNIT # 18-2	UT 26.0S 20.0E S18	NE NE	6438	ALKGU	O&G	38.546596	-109.748297
4301931324	KANE SPRINGS FEDERAL # 19-1A	UT 26.0S 20.0E S19	SW SE	6700	ALKGU	O&G	38.521817	-109.752442
43019UT010	GOVERNMENT # M-16	UT 26.0S 20.0E S24	NW SE	2810	PRDX	P&A	38.526714	-109.661418
4301920039	SHAFER # 1-A	UT 26.0S 20.0E S25	NW SE	4128	AKAH	P&A	38.509014	-109.658195
43019UT011	CANE CREEK # 1	UT 26.0S 20.0E S25	SW SE	2805	DRCK	P&A	38.506511	-109.660371
4301931452	TWO FER UNIT # 26-30	UT 26.0S 20.0E S26	SE SW	6508	ALKGU	P&A	38.506792	-109.683909
4301931624	LUCKLY CHARM # 26-1-3	UT 26.0S 20.0E S26	NE NW	7803	ALKGU	P&A	38.516781	-109.68338
4301910767	LITTLE VALLEY # 1	UT 26.0S 20.0E S29	NW SW	8600	MCCRN	P&A	38.510702	-109.743464
4301911336	GOVERNMENT # 1	UT 26.0S 20.0E S30	NW NW	4280	ISMY	P&A	38.518643	-109.760409
4301910145	BIG FLAT GOVERNMENT # 1	UT 26.0S 20.0E S31	NW NW	7669	LDVL	P&A	38.503768	-109.762341
4303711275	FEDERAL # 1	UT 26.0S 20.0E S36	NE SE	1895	ISMY	P&A	38.496187	-109.655825
4303711301	M G M # 1	UT 26.0S 20.0E S36	NW SE	7435	LDVL	P&A	38.494703	-109.658269
4303711302	M G M # 2	UT 26.0S 20.0E S36	NE SE	7355	LDVL	P&A	38.495447	-109.656652
4303711303	FEDERAL # 1-X	UT 26.0S 20.0E S36	NE SE	8010	MCCRN	P&A	38.496189	-109.655646
43037UT015	FEDERAL # 14	UT 26.0S 20.0E S36	SW NE	2734	DRCK	P&A	38.498855	-109.659237
43037UT246	SHAFER # 1-A	UT 26.0S 20.0E S36	SE SE	3095	PRDX	P&A	38.493216	-109.65489

Oil and Gas Well Drilling

There is information preserved regarding the drilling procedures for many of the oil and gas wells. The earliest drilling date mentioned in the available data is 1924 for a well just outside the 4-township study area, when the first potash beds were described. The Green Energy Author must assume that little has changed in the basic process of oil well drilling, even over a span of 90 years. Nearly all of the drilling was conventional rotary drilling using heavy mud. Some of the holes drilled in the 1950's had blowouts when they encountered the super-saturated brines under artesian pressure. Older cable tool wells usually resulted in great sample data. Many of the current wells have multiple horizontal lateral boreholes from a single surface well site.

Core Drilling

Borehole exploration in conventional rotary wells may involve multiple cores taken in areas of interest resulting in considerable data when the core data is released to the state agencies. However, cores taken during many of the potash tests in the study area were never released to the public domain.

Drilling Summary and Interpretation

The drilling information that has been discussed herein is from historic accounts with most of it being more than 50 years in the past. The Green Energy Author is not aware of all of the drilling, sampling or analytical practices used, so the historic results cannot be considered as up to NI 43-101 standards. This could materially impact the accuracy and reliability of the results. Yet, the data reported from various sources and from different drilling programs with chemical analyses from numerous different laboratories substantiates the presence of supersaturated brines carrying salts with important concentrations of several elements in the Paradox Formation, often at high pressures.

Exploration for Lithium-Bearing Brine in the Green Energy Property Area

The Paradox Basin Lithium Project study area includes townships T25-26S, R19-20E in Grand County, Utah (Figures 4.3 and 5.1). The area has at least 166 wells drilled for oil, gas, potash and brine. Of these, logs and data for 75 wells were used in the Green Energy Technical Report, with the remaining 57 wells lacking available logs and data, including for many proprietary potash wells in the vicinity of the Moab Potash Mine. The map in Figure 5.1 illustrates the location for most wells drilled within the study area, wells that were included in cross sections, and the location of five seismic lines examined to confirm the structure and faulting seen for four different structural horizons. The Paradox Basin Lithium project acreage is illustrated by the blue outline and hachured pattern in most of the maps below. This study was assisted by surface geology, seismic lines obtained from SEI for this study, published data, etc. The Green Energy Author has examined the surface topography, geology, drilling activity, etc. during several trips to the area in the past.

In Figure 10.1, the Green Energy Property area is shown by blue hatching on the crest of the Cane Creek salt anticline, with wells in the active Cane Creek / Big Flat oil field, wells drilled in the Moab Potash area, and SEI seismic lines used in this study to define geologic structures. The oil and gas fields on the Cane Creek anticline are currently being developed by Wesco Corporation. Intrepid Potash Inc. is active in the Moab Potash mine area with solution mining of potash through boreholes. Anson Resources Ltd (aka A1 Lithium) is active in the search for and development of lithium-bearing bines in the clastic zones between salt horizons and in at least one deeper horizon.

Figure 10.1 below shows the Green Energy Property area (blue hatching) on the crest of the Cane Creek salt anticline, with wells in the Cane Creek / Big Flat oil field, and the SEI seismic lines used in this study to define geologic structures. The Moab Potash Mine is shown in the SE corner of the map.

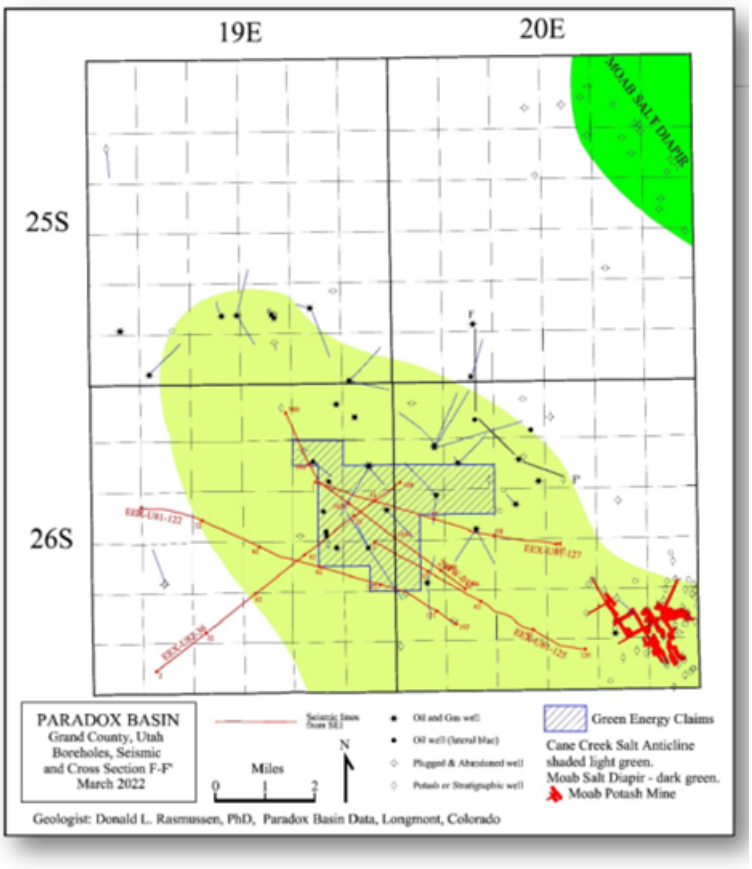

Figure 10.1 - Green Energy Project area on the crest of the Cane Creek salt anticline

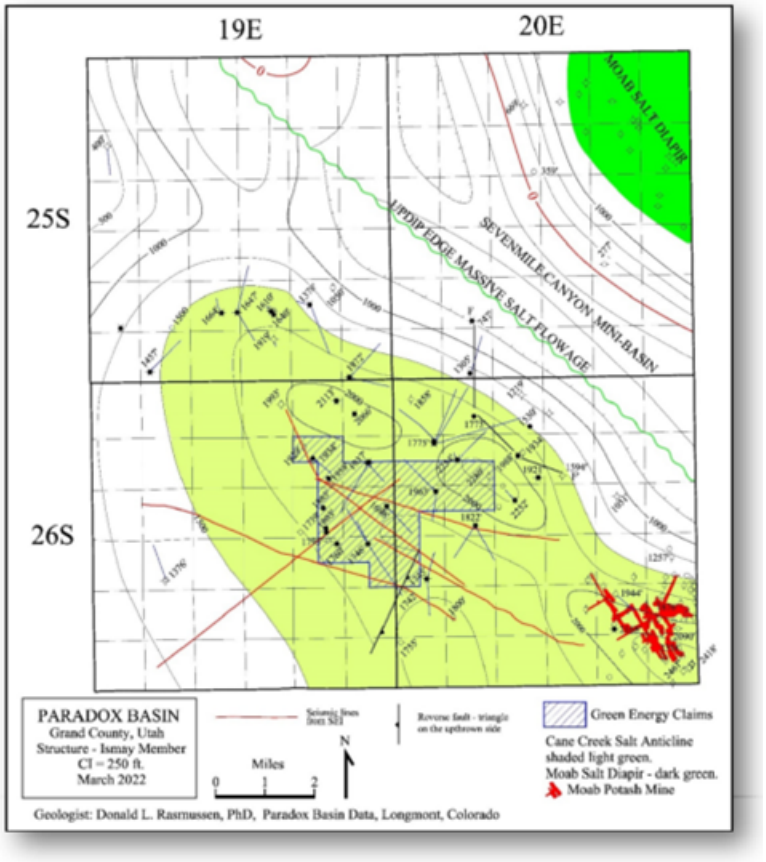

Figure 10.2 - Structure map for the Upper Ismay (top of cycle PX2).

The Upper Ismay map in Figure 10.2 clearly shows the trend of the Cane Creek Anticline as regionally mapped here and by the green-shaded area. The Cane Creek Anticline trend extends for a few more miles southeast of the Moab Potash Mine area on the crest of the anticline, and where breached by erosion is very prominent along the Colorado River (see Figure 4.2 above). The northeast flank of the Cane Creek Anticline is marked by the edge of massive salt flowage (sinuous green line on map) that is also known as the southwestern margin of the DFFB as illustrated in Figure 7.5 above. Along that margin the salt-bearing and associated stratigraphic intervals within the Paradox Formation have been abruptly squeezed out so that by the bottom of the Sevenmile Canyon Mini-basin, all the salt is absent. Thick deposition of strata above the salt-bearing Paradox Formation in the Sevenmile Canyon Mini-basin (within the Distal Trough in Figure 7.5) forced most of the salt-bearing strata toward the adjacent Moab Valley Salt Diapir, with perhaps a minor amount forced southwest into the adjacent Cane Creek Anticline. The Ismay structural surface on the Cane Creek Anticline mostly lacks faulting, except for a local area where there is a single high-angle reverse fault, likely formed during the Paleogene Laramide Orogeny. Minor small normal faults, not shown, are likely the result of local salt flowage. Faults become more prominent for the deeper horizons with the most intense former faulting in the Leadville Formation (Figure 10.5 below). Note that the original Cane Creek Potash Mine was constructed on the crest of the Cane Creek Anticline, as seen in the southeastern corner of the map. Overpressured salt-bearing deeper strata in the Cane Creek Anticline are a portion of the autochthonous Southwest Platform (Figures 7.5 and 7.6) that perhaps became “cut-off” from exposures of Pennsylvanian strata in the nearby Moab Valley Diapir, perhaps accounting for the continued overpressured strata seen in the subsurface of the Cane Creek Anticline.

Figure 10.3 below is stratigraphic cross section F-F' in the eastern part of the study area in Figures 10.1 and 10.2 above. This cross section illustrates the halite- and potash-bearing cycles within the Pennsylvanian Paradox Formation as shown by the green (halite) and potash (red) color shading where crossing over a portion of the Cane Creek Anticline. This cross section was upgraded and published as F-F' by Rasmussen, D.L. and L. Rasmussen, 2018 using digital log data.

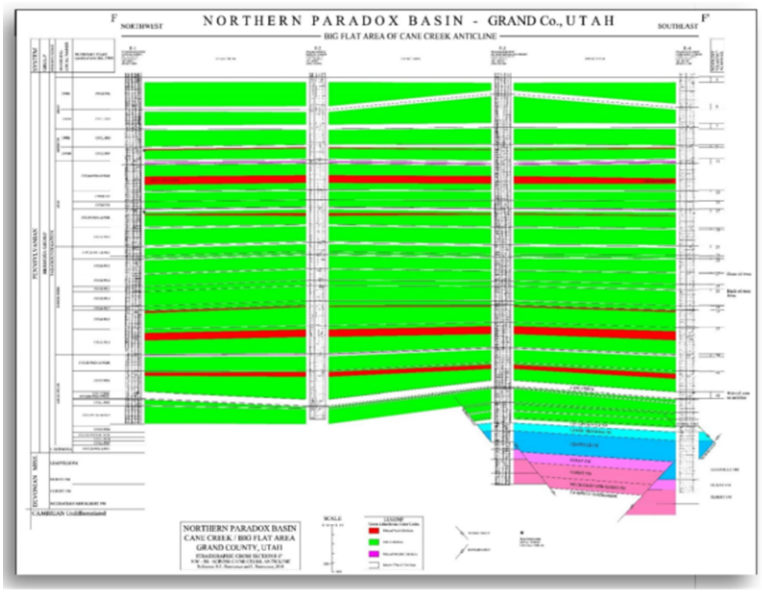

Figure 10.3 - Stratigraphic cross section F-F' in the eastern part of the study area.

In cross section F-F' (Figure 10.3 above) a couple thin cycles lack evaporite salt but do contain evaporite anhydrite as shown by the magenta color shading. "Clastic lithofacies" remain uncolored and may contain black laminated mudstone, shale, siliciclastics, thin anhydrites, and thin carbonates (usually dolostone). Some of the Clastic lithofacies were assigned "Industry Clastic Numbers" as marked on the right end of the cross section. Industry Clastic Number 31 (cycle PX15 shale) is a known brine interval in the mapped area. The Cane Creek interval is the main oil and gas zone on the Cane Creek Anticline, and associated brine produced from the Cane Creek interval in oil and gas well C-3 was formerly marketed as "mag-chloride". The potash zones within cycles PX5 and PX9B are the solution mining targets for the Moab Potash Mine in the southeastern corner of the area mapped in Figures 10.1 and 10.2 above (see Figure 10.4 below for a map of the original mined area). The rightmost two wells of the cross section were drilled into older Paleozoic strata that have been cut by faults (reverse faults and normal faults).

Figure 10.4 below is a map of the Moab Potash mine as found in the state well file for the proposed Intrepid Cane Creek # 26-30 oil and gas test (API number 4301931452). The yellow-shaded area shows the aerial extent of the original potash mines in cycle PX5 sylvite (see mapped area in Figures 10.1 and 10.2). Several boreholes drilled into the mined portion found rich potassium chloride fluids. Subsequent horizontal boreholes allowed access to unmined areas, and eventually solution mining began in the rich potash interval in the top of cycle PX9B (note the red-shaded cavern area for that potash interval). The potash operation is currently active.

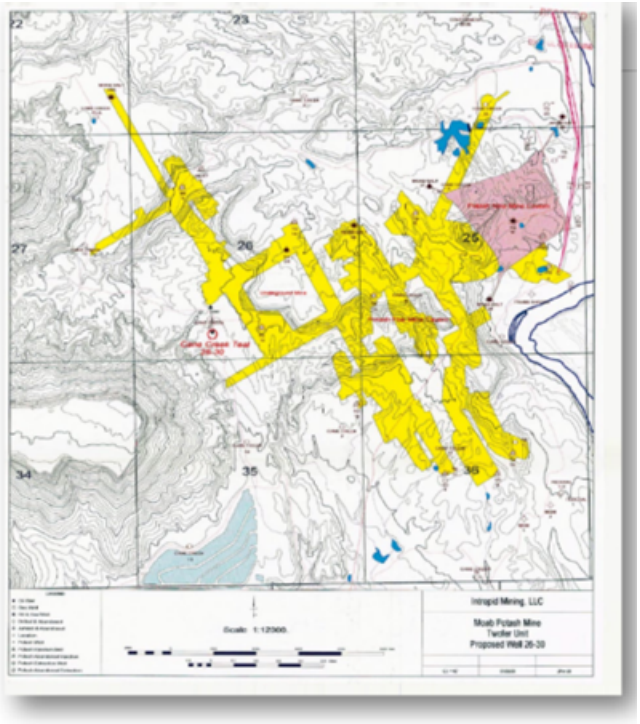

Figure 10.4 - Map of the Moab Potash mine.

Figure 10.5 below is a structure map interpreted for the top of the Mississippian Leadville Formation. Structural tops are from the few wells that penetrated the Leadville Fm, and the faults and contour shapes have been reinterpreted from various older structural maps, and from seismic data recently acquired from SEI.

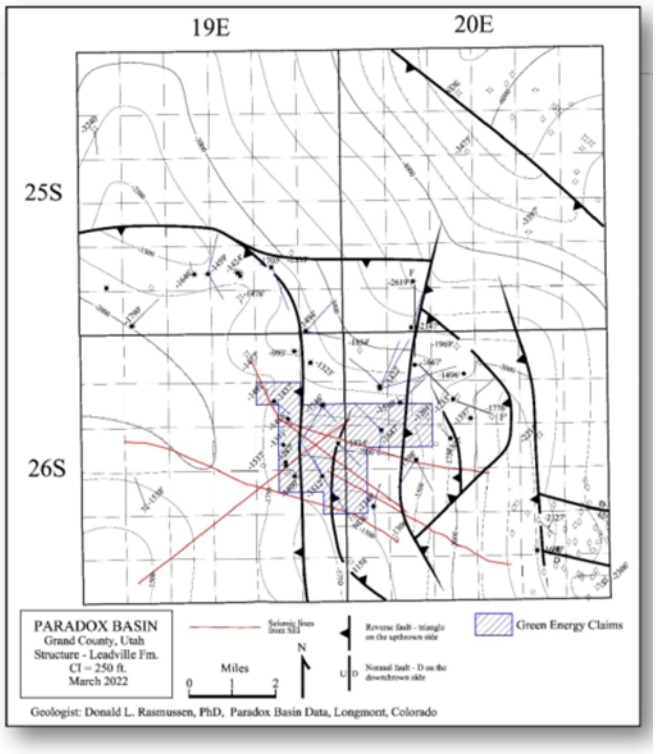

Figure 10.5 - Structure map interpreted for the top of the Mississippian Leadville Formation.

Some of the faults seen on the Leadville map in Figure 10.5 propagate upward to the Cane Creek horizon, but most of the faults (including those at the Cane Creek horizon mapped in Figures 10.6-10.9 below) completely die out before reaching the Shale 15 horizon as seen in Figure 10.11 below. Oil and gas, in non-commercial quantities, were found in the Leadville strata along the leading edge of the western high-angle reverse fault (thrust fault) and in a few other isolated wells on this map. One well flowed large quantities of carbon dioxide, nitrogen and methane, and showed 1.7% helium in the gas analysis. Water analyses of brines from the Leadville Fm in this area usually did not test for lithium, bromine, boron, iodine, etc.

There are likely several additional faults cutting through the Leadville Formation within this study area. The age of faulting for strata near basement is an ongoing problem in the Paradox Basin, and there is considerable evidence of early post-Leadville faulting (tectonic event) followed by erosion that left much of the Leadville surface exposed in the Paradox Basin. Several paleo-highs have been identified with the Leadville strata on the top of these highs severely eroded or in a few cases entirely stripped away. There is a prominent paleo-high beneath the Cane Creek Anticline, including beneath the Green Energy Property acreage. During deposition of the Atokan Lower Hermosa strata (see Figures Table 7.2 and 7.3) the Leadville erosional surface was gradually buried, with the topographically higher paleo-high areas being the last to be buried. Paleo-valleys have been recognized in the areas between and around the paleo-highs. The conclusion here is that some of the fault trends seen in Figure 10.5 may be from this early post-Leadville tectonic event. During the Paleogene Laramide Orogeny compression, most of the faults shown on this map were likely reactivated but mapping and seismic data show that these faults rapidly die out upward into the overlying salt-bearing strata of the Paradox Formation (including on the SEI seismic lines used in this study). Thus, there was renewed faulting by the compression, but the faulting could not propagate upward through the salt that was plastic enough to flow rather than break. Only one oil and gas trend is obvious for the Leadville Formation and that is along the leading edge of the reverse fault trend on the western part of the area. Additional structures are present within the area and remain untested.

Figure 10.6 is a structure map for the Mississippian Leadville Fm at Cane Creek oil- and gas-bearing interval at Cane Creek oil field in Grand County, Utah. Map was made by Fidelity Exploration and Production Company using 2-D and 3-D (red outline) seismic data and subsurface well control. The Green Energy Claims block is shown by the blue outline.

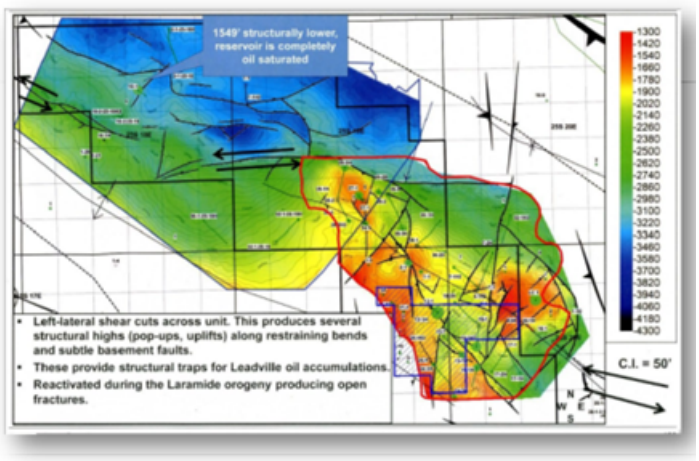

Figure 10.6 - Structure map for the top of the Mississippian Leadville Fm at Cane Creek oil field.

Figure 10.7 below is a structure map for the top of the Cane Creek oil- and gas-bearing interval on the crest of the Cane Creek Anticline (map from Utah state well file for Fidelity Cane Creek Unit # 36-1, API 4301950030). Map was made using 2-D and 3-D seismic data and Fidelity's subsurface well control. Reverse faults have triangular "teeth" and normal faults are black lines. Faults and contours on this map were used to prepare the Cane Creek structure map in Figure 10.9 below with updated subsurface well control.

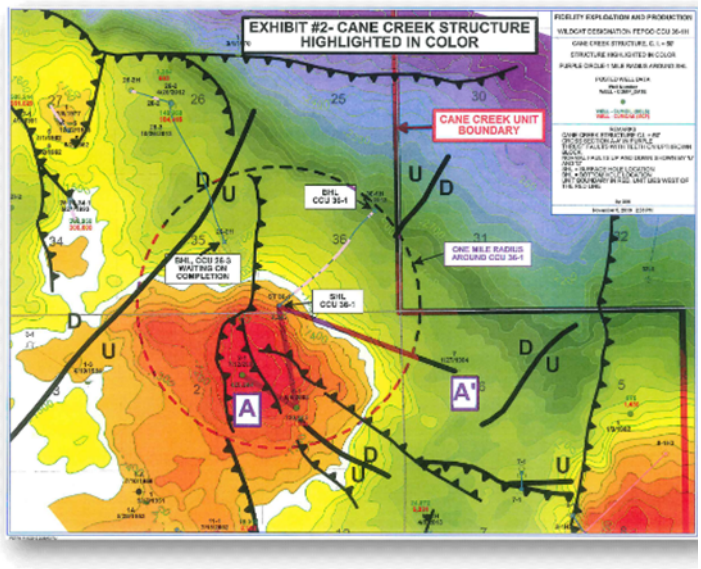

Figure 10.7 - Structure map for the top of the Cane Creek oil- and gas-bearing interval on the crest of the Cane Creek Anticline.

Figure 10.8 below is a structure map for the top of the Cane Creek oil- and gas-bearing interval (map from Utah state well file for Fidelity Cane Creek Unit # 36-1, API 4301950030). Structure is the same as the preceding Figure 10.7, but this map shows the variations of bottom hole pressures for drilled wells in the various structure compartments separated by faults and depths. Many pressures are overpressured, but some lower values suggest pressures were depleted in some wells. Greater bottom hole pressures are noted for the overlying Shale 15 (Clastic 31) interval with lithium-bearing brines where pressures can exceed 11,000 psi (based on mud weights) in widely spaced wells.

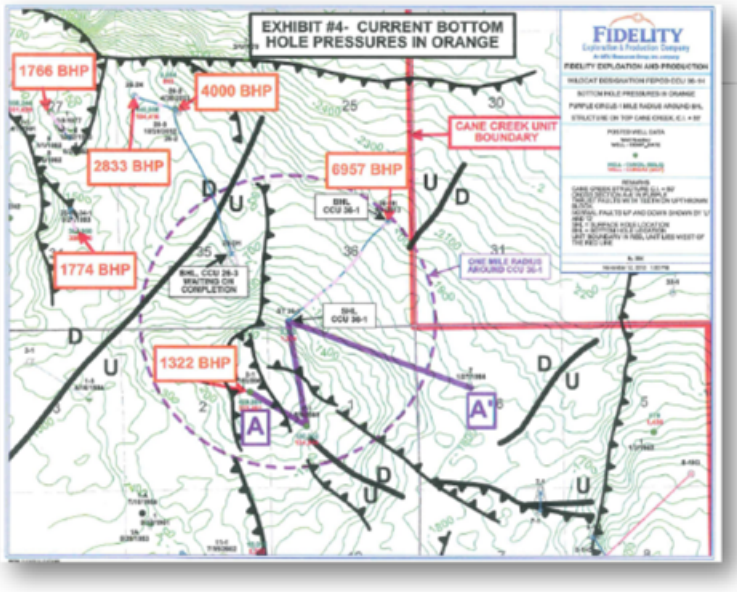

Figure 10.8 - Structure map for the top of the Cane Creek oil- and gas-bearing interval.

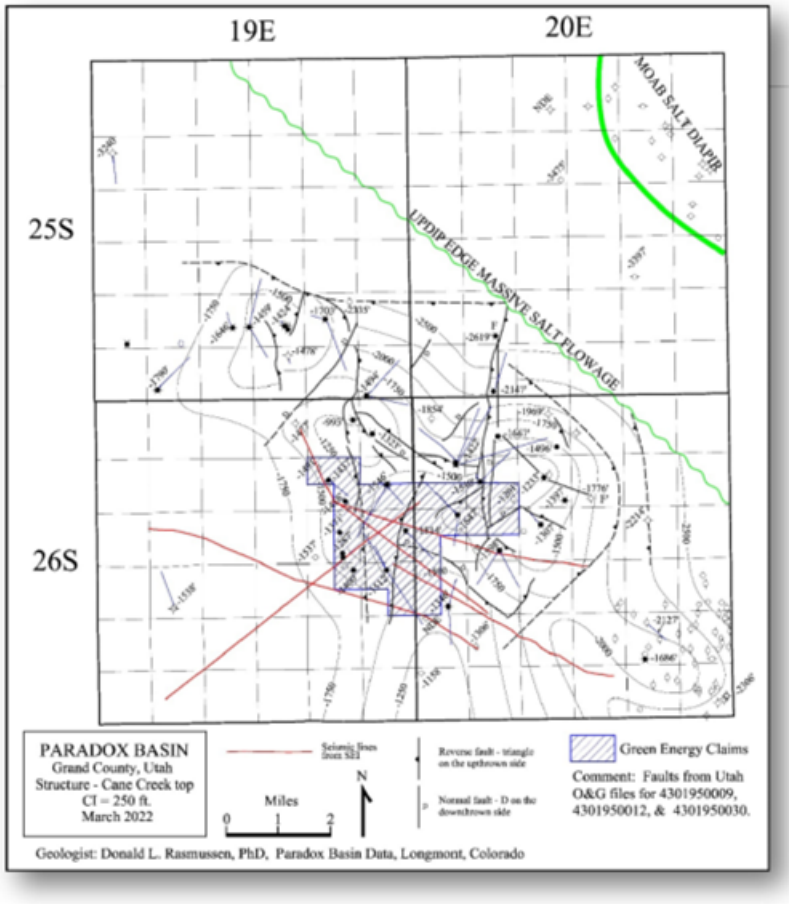

Figure 10.9 - Structure map for the top of the Cane Creek oil- and gas-bearing interval.

Oil and gas was first noted for the Cane Creek interval in wells drilled during the 1950s along the Colorado River on the crest of the Cane Creek Anticline. The best production now comes from the contoured map area in Figure 10.9 above and the area is still active with numerous new wells expected in the next several years because the limits of the oil and gas production have not been defined. Note that the Cane Creek surface is broken by numerous reverse and normal faults, resulting in multiple compartments for the oil and gas reservoirs in the Cane Creek horizon. Most of these fault trends were taken from 3-D seismic maps filed for three oil and gas tests proposed by Fidelity E&P Company (state well files for API numbers 4301950009, 4301950012 and 4301950030). Some of these faults were confirmed by seismic data recently acquired from SEI. Postulated fault trends are dashed. Tops for the Cane Creek interval were taken from vertical boreholes, vertical pilot holes for the horizontal laterals drilled into the Cane Creek, and some lateral boreholes drilled to the Cane Creek interval away from the surface location. All depths were converted to true vertical depths. Figure 10.10 below illustrates the Cane Creek producing interval in the Long Canyon #1 well.

Figure 10.10 below is a Gamma log for the Long Canyon Unit # 1 oil and gas well. This log illustrates the gross Cane Creek oil and gas producing zone in the well. Initial horizontal wells drilled in the Cane Creek zone in this area tried to stay within the soft black laminated mudstone at the top of the thick siliciclastic zone (orange), but subsequent later wells noted that the best fractures were in the siliciclastic zone (siltstone and silty dolostone).

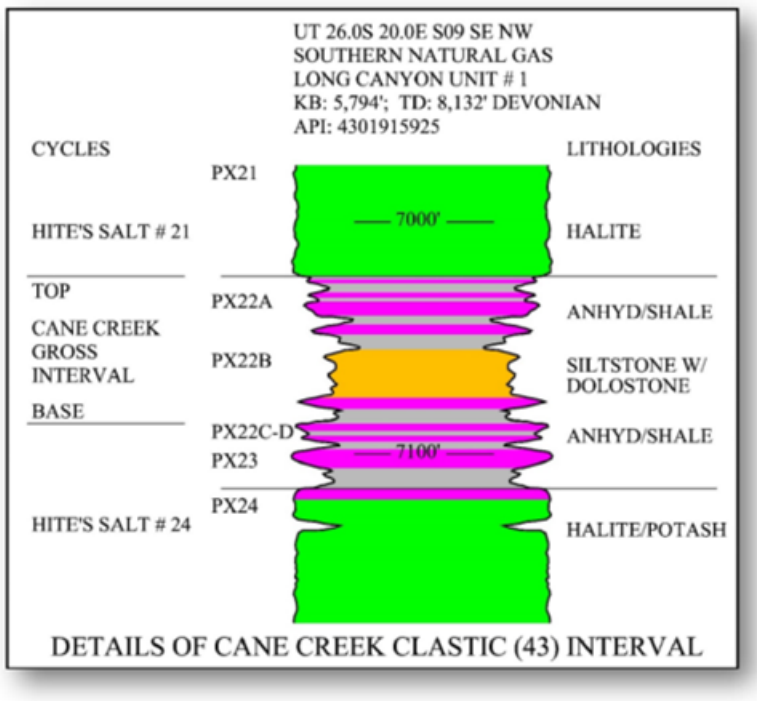

Figure 10.10 - Gamma log for the Long Canyon Unit # 1 oil and gas well.

Initial oil and gas production from the Cane Creek interval in the Long Canyon #1 well included brine that had to be hauled away for disposal. Gas was vented or burned on site. After Intrepid purchased the well in the 1990s, they used the gas to help concentrate the brine and marketed the brine as "mag-chloride" for road deicing. There were questions as to if the brine actually was coming from the Cane Creek interval, and it has been suggested that the brine is from another horizon through the poorly cemented casing. An analysis of the brine from the Cane Creek interval in this well is described in Mayhew and Heylmun (1965, p. 18); lithium was not one of the cations listed, which is a contrast to lithium present in the analysis for brine from Shale 15 (Industry Clastic 31) on the same page.

Figure 10.11 is a structure map for the top of Shale 15, also known as "Industry Clastic Number 31". This shale interval lies between the Ismay horizon (Figure 10.2) and the Cane Creek horizon (Figure 10.9) and is noted for the presence of overpressured brine (refer to Figures Table 7.2 and 7.3 for stratigraphic position). This structure map is more like the map for the Ismay and lacks the intense faulting as seen in the Cane Creek structure map, indicating that most of the deeper faults seen in the Cane Creek have died upward before reaching the Shale 15 horizon. The Cane Creek Anticline at this horizon has two sub-parallel low-relief anticlinal trends on the crest, likely the result of local salt flowage trends. Red arrows indicate wells with brine recovered from Shale 15 (Clastic 31) or other horizons within the salt-bearing Paradox Formation. Recovered brine usually can be linked to a specific shale/classic interval, but brine was noted solely from a halite horizon in some wells. Several of the wells marked with a red arrow tested brine containing lithium and wells marked by a green arrow have been the target of Anson Resources during the last couple years in their search for commercial lithium-bearing brines from Shale 15 and other clastic horizons.

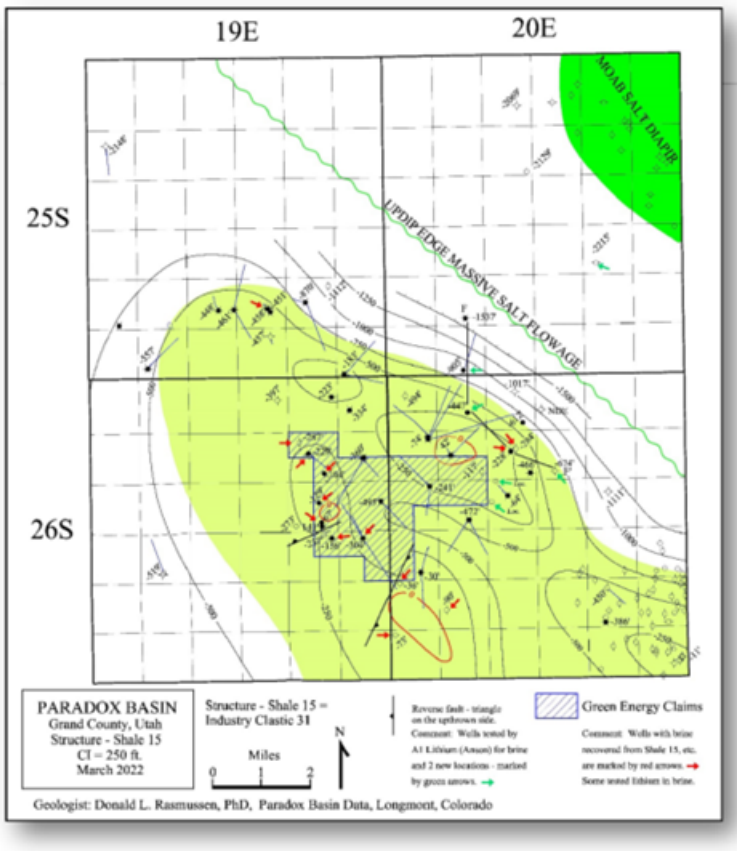

Figure 10.11 - Structure map for the top of Shale 15.

The structure map for Shale 15 in Figure 10.11 is more like the structure map for the Upper Ismay in Figure 10.2 but shows two prominent anticlines on the crest of the Cane Creek Anticline. The northeastern crest is located over the site of the Long Canyon #1 well that is also the site for the highest part of the paleostructure beneath the Cane Creek Anticline. On the southwestern margin of the Cane Creek Anticline the Shale 15 structure is a long anticline trend that has been heavily drilled with wells in the past. Note that most of the red “brine” arrows are on this separate anticline trend. Anson has started their lithium exploration on the northeastern anticline and even for one well on the flank of the Moab Salt Diapir. There are no records for any brine exploration on the southwestern anticlinal trend. Both anticlinal trends have overpressured brines in Shale 15 / Clastic 31, with bottom hole pressures exceeding 11,000 psi based in mud weight.

The following five paragraphs discuss overpressured strata and brines associated with salt deposits. Many of these observations are pertinent to understanding the exploration and development of overpressured brines in the Paradox Basin and for the Green Energy Property.

Davison (2009) reviewed the rare examples of natural faulting in salt where there have been brine flows from the faulted and fractured salt. Davison’s examples include mines and surface exposures of salt domes and extrusions, and other examples where “anomalous” zones exhibit unusually large grain-size halite with high gas and fluid content. Davison concludes, “Fracturing and faulting [in salt] are most likely to occur in the presence of overpressured fluids. Salt is the best hydraulic seal in a sedimentary basin, but it is not a perfect seal. Fluids can migrate either along grain boundaries at depths of approximately 3-4 km or through faults and fractures, which are usually induced by high fluid overpressure created by metamorphic reactions in the evaporite sequence.” Davison’s observations and conclusions can be directly related to similar situations in the Paradox Basin, as discussed below.

In their report of subsurface brines in the Paradox Basin, Mayhew and Heylmun (1966) reported that, “supersaturated brines under high pressures are common in southeastern Utah.” In addition, “Brines occurring in the areas of known potassium and magnesium salts are unusually high in those elements as well as in lithium, boron, ammonia, bromine, strontium, rhodium and caesium [cesium].” However, the commercial production of those attractive brines is beset with problems, especially the need to pump fresh water into the bottom of the tubing and casing to keeping the supersaturated brines from precipitating and plugging up the well. Mayhew and Heylmun (1965, 1966) provide numerous chemical analyses of the brines from various horizons within the salt-bearing intervals in the Utah portion of Paradox Basin. A few of these will be discussed below. Their comment in 1966 that, “No wells have been successfully completed in the high-pressure supersaturated brine zones of the Paradox Formation,” apparently no longer holds today based on the recent activity by A1 Lithium Inc. (Anson) as discussed below.

High-pressure brines and hydrocarbons have long been known from the numerous shallow and deep wells in the Paradox Basin. Several older wells, while using cable tool rigs to explore the salt diapirs for brine, potash and/or hydrocarbons, sometimes encountered pockets of high-pressured brine and gas which occasionally resulted in blowouts and even the burning of the rig. Current wells use heavy drilling mud to prevent blowouts when penetrating salt intervals in the basin. In the GCRL Seismosaur Federal # 1 well (4301931357; NW NE Section 20, T21S, R20E, which was drilled in 1997 on the plunging nose of a deep remnant pillow in the northwestern Proximal Trough in Utah), mud weights of 19.3 lb/g (0.999 psi/ft;22.592 kPa/m) were needed to hold back a flow of high-pressured brine and natural gas encountered while drilling at 15,482 ft (4.72 km) in the top of the Barker Creek interval (Shale11/Clastic 23) within the salt pillow. Lithostatic pressures are indicated for the strata and salt within the remnant pillow. Several miles to the southeast at the Onion Creek Federal # 1 well (4301930937; SW NW Section 18, T24S, R25E), Exxon encountered high-pressured gas at 13,446’ (4.10 km) in a Lower Ismay sandstone (PX3) in the upper part of another remnant pillow in the Proximal Trough. Mud weight was increased from 9.4 lb/g (0.489 psi/ft; 11.059 kPa/m) to 13.0 lb/g (0.676 psi/ft; 15.288 kPa/m) to contain the strong flow of gas. Through the salt intervals below PX3, the mud weight was gradually increased to 15.5 lb/g (0.810 psi/ft; 18.318 kPa/m) just above the salt weld at 16,856 ft (5.14 km) and held there until circulation was lost at 17,950 ft (5.47 km) in porous dolomites in the top part of the Lower Hermosa Formation. After setting casing at 18,160 ft (5.54 km), the normal-pressured Lower Hermosa and Leadville formations were drilled with mud weights of 8.4 to 8.6 lb/g (0.440 psi/ft; 9.951 kPa/m). In a well drilled in 2009 south of Moab, Utah (4303731857; NE SE Section 18, T29S, R22E; Whiting Threemile # 43-18H), a highly-saline water flow, at or close to lithostatic pressure, was encountered following hydraulic frac-stimulation of the Cane Creek interval (Rasmussen et al., 2010). However, the brine was likely not from the Cane Creek interval, which contained very high-pressured oil and gas (0.938 psi/ft; 21.213 kPa/m), but more likely was from one or more permeable intervals in the overlying halite (in cycle PX21) that were intersected during stimulation in the horizontal borehole. Rasmussen et al. (2010) noted several candidates, for the over-pressured water sources encountered in the well, in correlative coarse-grained and vuggy halite intervals observed in the cores taken from the nearby Gibson Dome # 1 well (well no. 2 in cross section A-A’ in Figure 7.6).

In discussing salt and fluids, Kukla et al. (2011) noted that, “Salt can become permeable for one- or two-phase fluids under certain conditions of fluid pressure, temperature and deviatoric stress. The fluid pathways can be either along zones of diffuse grain-boundary dilatancy, or along open fractures, depending on the fluid overpressure and deviatoric stress. The fluid can form halite veins or networks of brine-filled grain boundaries, which conduct fluid from primary inclusions during recrystallization. The main criterion for this to occur is the presence of near-lithostatic fluid pressures.” Two examples discussed by Kukla et al. (2011), where impermeable salt under stress became permeable (dilated) and then saturated with oil, are from the infra-Cambrian Ara Salt in Oman. Cores from the Ara Salt in two different oil fields in the South Oman Salt Basin show black-stained intervals with solid bitumen in the salt grain- boundaries (from Schoenherr et al., 2007). From detailed studies of the salt in these cores, Schoenherr et al. concluded that during stage 1 of 4 stages, oil entered the rock salt when the fluid pressures were very close to lithostatic and there was dilation by diffuse grain-boundary microcracking and intragranular microcracking. During stage 2, the salt recrystallized after oil impregnation. During stage 3, the oil was converted to solid bitumen and gaseous compounds were

expelled. During stage 4, there was renewed dilation of the salt and another impregnation of new oil. The second example discussed by Kukla et al. is for black stained salt and bitumen seen in outcrops of the Ara Salt at the breached Qarn Nihayda salt diapir in the Ghaba Salt Basin in Oman (lat-long location 21.251243N, 56.890894E). They imply that the bitumen-stained Ara Salt and associated strata, which form dark patches within the breached diapir, had gone through the same stages as listed by Schoenherr et al. (2007).

Salt intervals within the Paradox Basin are also known to contain organic matter (sometimes as dead oil or bitumen) and liquid hydrocarbons. Cores are routinely taken for potash wells in the basin, and data and descriptions for the cores from two potash tests have been reported by Raup and Hite (1992). These same two cores were part of a separate study by Raup (1996) on the presence of bromine in Paradox salts. They noted that organic matter was often present in the evaporite beds within the cores, and that the “tan coloration” seen in some halite beds is due to inclusions of organic matter or to inclusions of fluid hydrocarbons. A detailed petrographic study of the halite intervals in the Paradox Basin, comparable to the study done by Schoenherr et al. (2007) for the Ara Salt in Oman, is needed to resolve if the liquid hydrocarbons present in some Paradox halite intervals are related to dilation of the halite by lithostatic pressures during impregnation by oil from the adjacent organic-rich source beds. Likewise, brines noted within many salt intervals in the Paradox Formation might be related to dilation of the halite by lithostatic pressures during extrusion of fluids by compaction of the halite and adjacent clastic intervals, concurrent with the impregnation by oil from the adjacent organic-rich source beds. Incomplete extrusion of the fluids likely accounts for the presence of brines in some halite and clastic intervals.

Examples of wells with overpressured brines from shale and halite intervals are given in Figures 10.12 – 10.14 below.

Figure 10.12 is a Neutron log for the Long Canyon Unit # 1 oil and gas well over Barker Creek cycles PX14, PX15 and PX16. A strong brine flow was encountered when the drill bit reached Shale 15 (Clastic 31) and brine flowed to the surface. A sample given to the USGS for analysis noted 500 ppm lithium (Mayhew and Heylmun, 1965, p. 18). Lithofacies in the colored column are green for salt, magenta for anhydrite, orange for siliciclastic and gray for black laminated mudstone.

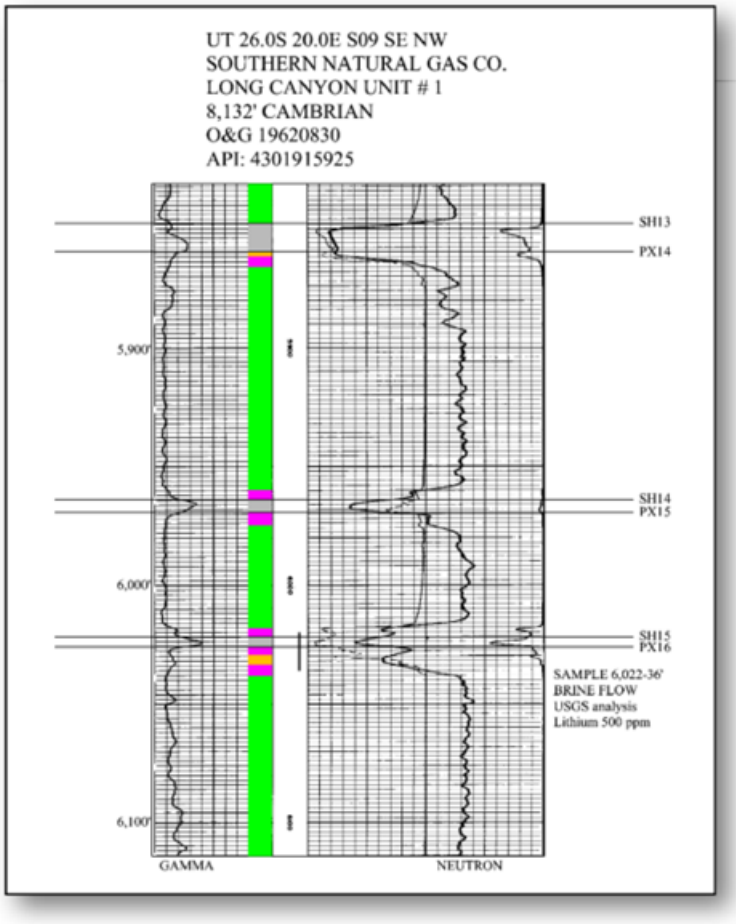

Figure 10.12 - Neutron log for the Long Canyon Unit # 1 oil and gas well over Barker Creek cycles PX14, PX15 and PX16.

Figure 10.13 below is a Microlog and Neutron log for the Big Flat Unit # 1 oil and gas well over Barker Creek cycle PX18. See Figure 10.12 for lithofacies colors and refer to the text for discussion of the drill stem test ("**DST**") within the halite interval of cycle PX18.

Figure 10.13 illustrates two logs from the Big Flat # 1 oil and gas well on the western part of the Cane Creek Anticline (within the Green Energy Property area). The microlog and gamma ray neutron logs are for the thick salt interval within cycle PX18 of the Barker Creek part of the Paradox Formation (see Figures Table 7.2 and 7.3). During drilling in the middle part of PX18 halite, the well tried to blow out with strong oil and gas shows. Additional footage was drilled within the salt, apparently thinking that a clastic horizon would be encountered, prior to when a DST was run. The DST recovery was 1080 feet of gas- and oil-cut bitter brine. DST pressures indicated an overpressured zone near lithostatic (gradient of 0.7229). This is one of several wells drilled in the area where overpressured fluids were encountered while drilling through a halite interval (most were never tested). There are no obvious indications on the logs of a porous zone within the halite. This example is one with a successful drill stem test of a likely highly overpressured porous salt reservoir that was invisible on electric logs run at that time. Modern log suites might be able to identify the porosity zones.

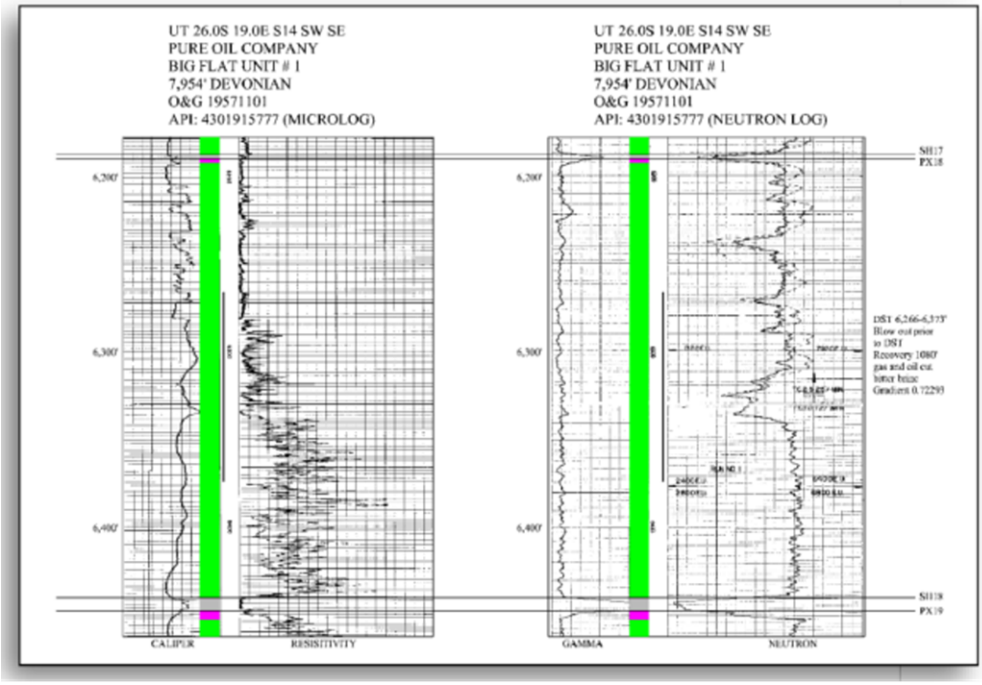

Figure 10.13 - Microlog and Neutron log for the Big Flat Unit # 1 oil and gas well over Barker Creek cycle PX18

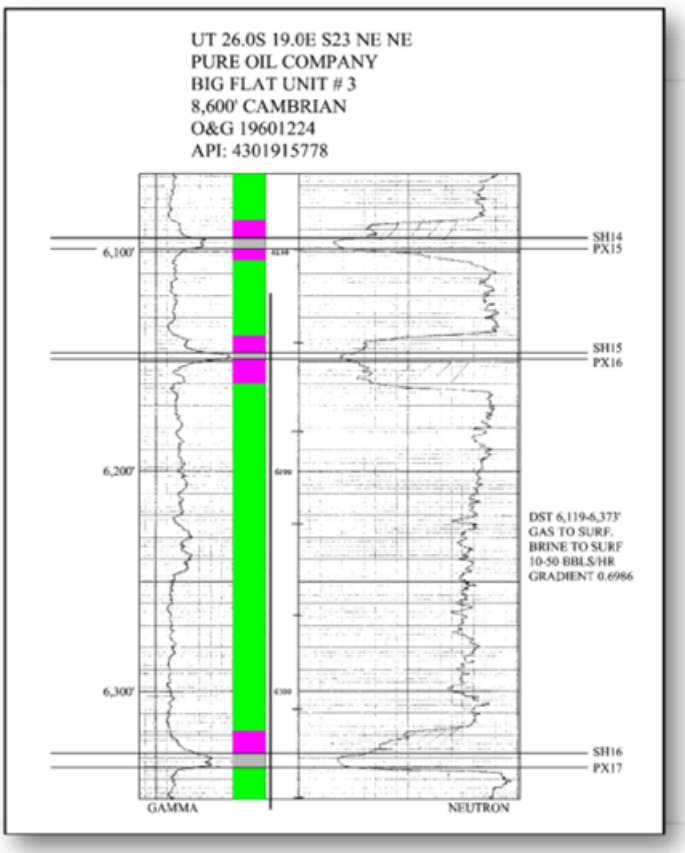

Figure 10.14 - Neutron log for the Big Flat Unit # 1 oil and gas well, with a drill stem test over Barker Creek cycles PX15, PX16 and PX17.

Figure 10.14 above is of a gamma ray neutron log from the Big Flat # 3 oil and gas well drilled on the western part of the Cane Creek Anticline (within the Green Energy Property area). A long-interval DST had gas and brine to surface, with the brine estimated flowing at a rate of 10-50 BBLS per hour. DST pressures indicated an overpressured zone near lithostatic (gradient of 0.6986). The DST interval is over two different clastic intervals (Shale 15 and Shale 16) and one thick salt, so it is uncertain if all or most of the fluid came from a single zone. Since many of the nearby zones had brines noted coming from Shale 15 (Industry Clastic 31), it is likely this was the brine zone tested.

Below are illustrations and a discussion of the exploration by Anson Resources (aka A1 Lithium Inc) in the search for lithium-bearing brines in one well on the eastern part of the Cane Creek Anticline. Figures 10.15 – 10.17 show Anson's activity at the re-entry of Long Canyon Unit # 2 well in Section 9 of T26S R20E (API 4301911143).

Figure 10.15 below is a Google Earth Image for A1 Lithium Inc (Anson) Long Canyon Unit #2 re-entry of the Southern Natural Gas well drilled in 1963. The small well site is on a narrow ridge with two tanks and a small rubber-lined pond.

Figure 10.15 - Google Earth Image for A1 Lithium Inc (Anson) Long Canyon Unit # 2 re-entry of the Southern Natural Gas well drilled in 1963

Figure 10.16 below is a Google Earth image of A1 Lithium Inc (Anson) Long Canyon Unit # 2 re-entry well (API 4301911143). Well head and two holding tanks. From Anson Resources website for Paradox Basin Brine Project.

Figure 10.16 - A1 Lithium Inc (Anson) Long Canyon Unit # 2 re-entry well

Figure 10.16 is a photo of A1 Lithium Inc (Anson) Long Canyon Unit #2 re-entry well (API 4301911143). Logging operation. From Anson Resources web site for Paradox Basin Brine Project.

Figure 10.17 - A1 Lithium Inc (Anson) Long Canyon Unit # 2 re-entry well logging operation.

In November 2018, A1 Lithium Inc. (Anson Resources) applied with Utah Department of Natural Resources Division of Oil, Gas and Mining (Utah DNR) to re-enter the Long Canyon # 2 well located in the SESE Section 9, township 26S, range 20E (API 4301911143). The intent was to re-enter and drill to 7691' MD (measured depth) with a TVD of 6733', which is just above the Mississippian Leadville Fm at 7770' vertical as drilled in the original well by Southern Natural Gas Company in 1963. In an application document for the proposed re-entry procedure, "A1 Lithium Inc. intends on re-entering the abandoned wellbore to evaluate several of the Clastic Zones for the presence of Lithium". In a letter dated December 11, 2018, from the Bureau of Land Management (BLM) to A1 Lithium Inc., the "Amount of Financial Guarantee" (Bond) was determined to be US$239,118. A1 Lithium Inc. received an approved "Permit to Drill" from the Utah DNR on December 21, 2018. A1 Lithium Inc. notified the Utah DNR on March 1, 2019, that a "workover rig has moved in" and "anticipate commencing re-entry operations on 03/02/2019". On January 24, 2022, the Utah DNR received a sundry notice from A1 Lithium Inc. with "daily reports for the re-entry of the Long Canyon # 2" (these detailed notes start on page 66 and continue through page 102 of the Utah DNR well file for API 4301911143). Highlights from the Daily Reports included: Initial startup was on 2/25/2019 to secure well and weld on casing head – cumulative cost was US$2000. Re-entry started on 3/01/2019 to clean out plugs. Deepest casing (5.5 inch) was at 7285' per former completion by Southern Natural – cumulative cost was US$28,710. On 3/8/2019 at a depth of 6169', fishing tools recovered 169 feet of 2 7/8 tubing from the borehole and milling continued on additional fish in the borehole – cumulative cost was US$128,066. On 3/17/2019 at a depth of 6527', the fish at top at 6209' was recovered and the borehole was cleaned down to 6527' – cumulative cost of US$291,136. On 3/19/2019 at a depth of 6527', a cement bond log was run from surface to 6499' (which is over Shale 15 / Clastic 31 at 6323-6328') – cumulative cost of US$325,926. On 3/20/2019 the casing was perforated 6318-6336' with 4 shots per foot and 72 total holes – there was no suck or blow after firing the guns. Two 400-barrel tanks were delivered to location. Tripped into hole with production string and set packer at 6260'. Pumped in breakdown fluid at 3600 pounds that broke back to 2800 pounds at 1.8 barrels per minute. Rigged up swabbing unit and began swabbing and made back the breakdown fluid plus recovered 31.6 barrels of formation fluid. Fluid level in the hole started to rise on the 6th swabbing run. Cumulative cost on 3/20/2019 was US$349,941. On 3/21/2019 the well was flowing to the pit and was turned into one of the 400-barrel tanks. A second breakdown was performed – cumulative cost was US$360,041. On 3/22/2019, the well was flowing brine at the rate of 33.4 barrels per hour, with a daily rate of 801.6 barrels. Rig went back in hole to clean and gauge the tubing, but the tool stuck at 3600' (likely from crystallization of the supersaturated brine during the flowing process). They proceeded to "bullhead in 50 barrels of fresh water to dissolve

the salts", which worked. Samples were taken for analysis. Cumulative cost on 3/22/2019 was US$380,166. A final report was made on 3/25/2019 with a cumulative cost of US$383,571. Rig was moved to another nearby location.

On January 11, 2022, A1 Lithium Inc. sent a Sundry notice to the Utah DNR requesting to deepen the Long Canyon # 2 well from the original total depth of 7691' to approximately 8100' to "test concentrations of lithium and other metal in brine solutions in the Mississippian strata" (Leadville Formation). This request was denied by the Utah Division of Oil, Gas and Mining, because "a new application cannot be processed via Sundry", [plus the] "H2S contingency plan is inadequate". In a borehole diagram submitted with the new application, it was noted that for the Shale 15 / Clastic 31 perforation interval (6318-6336') that the well was "capable of producing over 2000 barrels brine water per day. BHP pressure was measured at 5210 psi (15.9 ppg equivalent)". This indicates that the pressure gradient is 0.8246, which is near lithostatic for the brine from Shale 15 / Clastic 31. A duplicate Sundry notice was sent to the Utah DNR on January 24, 2022, to re-enter and deepen the well to 8100' to test the Mississippian strata and again it was denied on February 17, 2022. A1 Lithium (Anson Resources) filed a well completion report with the U DNR on January 26, 2022 and noted that for the completion date of 4/04/2019 the well was ready to produce.

Below is an illustration and discussion of a potential re-entry well site on the western part of the Cane Creek Anticline inside the Green Energy Property acreage.

Potential Re-entry Well

The significance of the re-entry of the Cane Creek Federal #11-1 (Figure 10.18 below) can be better understood in Figure 10.19 below that compares this well on the southwestern Cane Creek Anticline with two wells on the northeastern Cane Creek Anticline, with each of the three wells having significant brine flows from Shale 15 / Clastic 31 in the Paradox Formation.

Figure 10.18 below is a Google Earth Image for Aviara Energy Corporation Cane Creek Federal # 11-1 drill site next to State Highway 313 north of Dead Horse State Park and Canyonlands National Park (API 4301931364). Dry hole marker is inside partial red circle and the site has been reclaimed and now overgrown. This well is a potential re-entry well to test brine from Shale 15 (Clastic 31) behind casing at a depth of 6374 feet.

Figure 10.18 - Google Earth Image for Aviara Energy Corporation Cane Creek Federal # 11-1 drill site.

Figure 10.19 shows well logs for three wells in vicinity of the Green Energy Property on Big Flat that illustrate lithofacies above and below Shale 15 / Clastic 31. The center Figure is for the Southern Natural Gas Co. Long Canyon #1 well that first noted a strong brine flow from Shale 15 (same data as in Figure 10.12). The Figure on the right is for the Southern Natural Gas Co. Long Canyon #2 well that was re-entered by A1 Lithium Inc. (Anson) in 2019 and perforated and possibly completed from Shale 15 for

lithium-bearing brine. The Figure on the left is for the Aviara Energy Corporation Cane Creek Federal # 11-1 well that encountered a strong brine from Shale 15 / Clastic 31. This well has Shale 15 behind casing and is considered a good candidate for re-entry and testing.

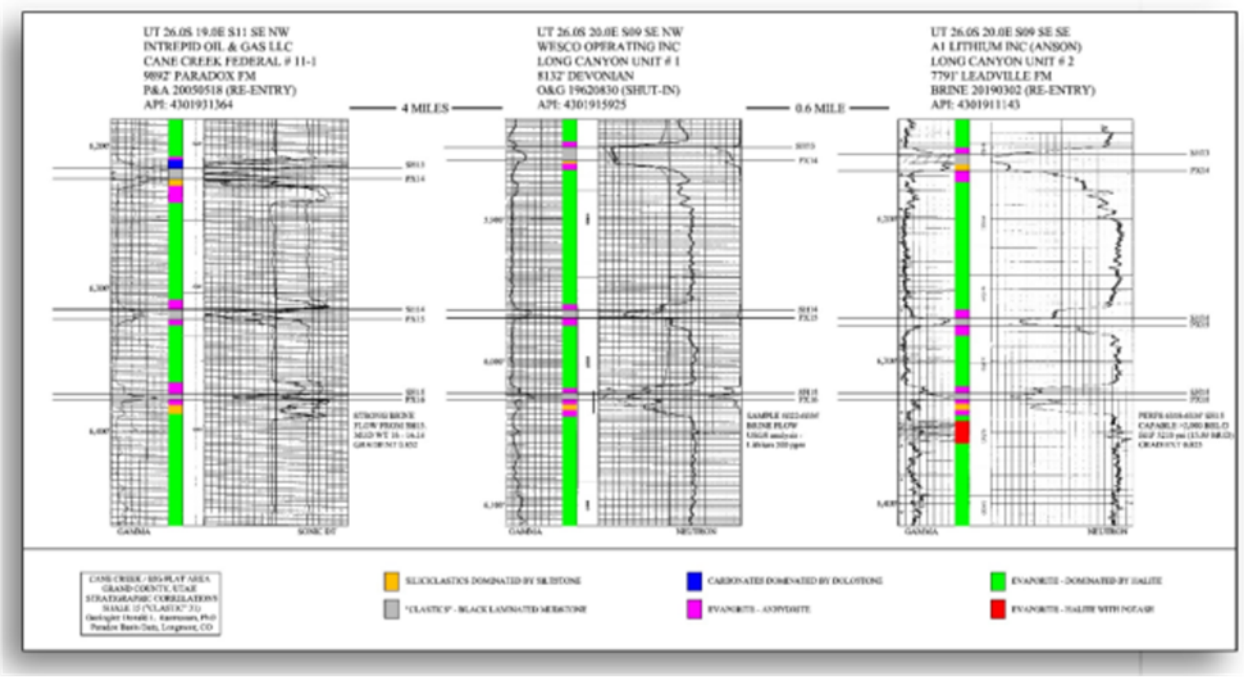

Figure 10.19 - Well logs for three wells in vicinity of the Green Energy Property on Big Flat.

For the Aviara Energy Corporation Cane Creek Federal # 11-1 well (API 4301931364) certain parts of the drilling progress are noted in the Geologic Wellsite Report by Brian Reddick, Consulting Geologist, and the completions by Aviara and Intrepid.

“The Cane Creek well was drilled primarily to test lower Cane Creek member of the middle Pennsylvanian Paradox Formation. Potential secondary objectives may include the other clastic portions of cycles 1-20, with particular interest in cycles 3, 5, 13, and 15-20.”

“On the 5th of June [2002] [at depth of 6290-6558 feet], a brine flow from the 15th Clastic [Shale 15 / Industry Clastic 31] was encountered, as well as intermittent lost circulation. On the 9th of June the invert mud was replaced with water-based brine mud. Drilling resumed with the new mud system on the 13th of June.”

Mud weight prior to reaching Shale 15 was between 11.3 and 13 lbs/gal and needed to be increased because of the influx of saltwater flow to 16-16.1 lbs/gal after drilling resumed (pressured gradient increased from 0.590 to 0.832 psi/foot depth, with a bottom hole pressure for Shale 15 above 11000 psi).

Cuttings samples of Shale 15 are: “6380-6388 Shale light gray, sub blocky to platy, soft, smooth to earthy, good trace white anhydrite.” [sub blocky suggests fractured shale]

Aviara Energy completed the Cane Creek Federal # 11-1 well in the horizontal lateral to the Cane Creek interval in 2002 but had problems making it a successful producing well.

Aviara Energy, a Hunt Petroleum Inc. company, resigned as operator of the Kane Springs Federal Unit and designated Intrepid Oil & Gas LLC as successor operator in April 2003.

On May 15, 2004, Intrepid re-entered the Cane Creek Federal # 11-1 well with the intent to extend the horizontal lateral in the Cane Creek but temporarily abandoned the well on June 15, 2004, due to unsuccessful re-entry and drilling fluid loss. The well was subsequently plugged on May 18, 2005. In the well report by Intrepid for June 18, 2004, when the drilling rig was released, the cumulative cost for the re-entry was US$1,519,412. However, Intrepid's re-entry cost down to below the depth of Shale 15 and Paradox 16 and at approximately 7655' on May 22, 2004, was US$280,327 cumulative.

Plugging procedures by Intrepid starting on June 16, 2005, include the following portion of the report for that day and following couple days: "Well pressures: 0#. ND wellhead. NU BOP, test. TlH and round-trip wireline gauge ring to 7200'. TlH with 221 joints tubing and tag sub to 6990'. Load casing with 4 bbls of water and pressure test to 1000#, held OK. Procedure change approved by Jack Johnson with BLM to set plug at 6990'; because well is full of barite settled from mud. Plug #1 with 29 sxs Type III cement (38 cf) inside casing from 6990' to 6820' to isolate the open hole interval [below 7-inch casing to 7680']. PUH to 5914'. Plug #2 with 29 sxs Type Ill cement (38 cf) inside casing from 5914' up to 5755' to isolate the 7-inch casing interval. PUH to 4238'. Shut in well and WOC overnight."

The significance here is that the 7-inch casing initially run by Aviara was successfully plugged down to 6990 feet and below Shale 15, the interval with the strong brine flow. Thus, Shale 15 is safely behind the 7-inch casing and there is no evidence that the casing was ever perforated at the depths of Shale 15 (6374-6378 feet) by Aviara or Intrepid.

Sampling, Analysis and Data Verification

The Green Energy Author is unaware of sample preparation, analysis or security procedures used in any sampling done in the oil and gas wells. To the Green Energy Author's knowledge, no information regarding procedures has survived. It is believed that the sampling procedures were done to industry standards at the time the samples were collected, but the Green Energy Author has not verified this.

The Company has not yet undertaken sampling of any type on the Green Energy Property.

All of the locations of the historic drill holes are listed in the online files of the Utah Department of Natural Resources. During the Green Energy Author's site visit the locations of most of the plugged and abandoned wells on the subject property, and a few off of the property were located and the coordinates were checked with a handheld GPS and found to be accurate. Verification can also be done on Google Earth where many of the well sites, wells and even dry hole markers can be seen on the images.

Similarly, the locations of several of the claim corners and location monuments were checked in the field using a handheld GPS. All of those that were located were as indicated on claim maps supplied by the claim staking company.

Data used to construct structure contour maps and sections were derived by analysis of logs available from the Utah Geological Survey website. The logs are downloadable, along with other well information, and are copies of the original materials produced at the time the wells were active. These materials appear to be authentic. In all cases the Green Energy Author has verified the data in the maps and cross sections by the data's reasonableness of correlation to adjacent wells' structure and stratigraphy.

The Green Energy Author believes that the data presented in the Green Energy Technical Report is adequate for the purposes it was used in the Green Energy Technical Report.

Mineral Processing and Metallurgical Testing

There has been no metallurgical work done by the Company at the Green Energy Property to date. It will be necessary to do metallurgical testing to determine the appropriate recovery techniques for the Green Energy Property.

Mineral Resource Estimates

The Company has not calculated a mineral resource for the Green Energy Property. The Company plans additional drilling and modeling to move toward calculating an NI 43-101 compliant resource.

Exploration, Development and Production

From his review of the available data, it is apparent to the Green Energy Author that mineralization exists as has been represented by prior workers. Considerable additional work by qualified persons, including drilling / well re-entry and examination of additional data are required to verify these findings.

The significant risks and uncertainties involved in the Green Energy Property are:

- The inability to obtain permits for the drilling of a new well or the re-entry of an existing well. This is considered unlikely based on past performance.
- If the re-entry of an existing well is attempted, the condition of the wellbore could prevent completion of the well, as planned. If this occurs, a different well could be chosen to re-enter or a new well could be drilled.
- If a new well is drilled, problems with drilling or well completion would have a negative impact on the Green Energy Property. Additional funds would be needed to drill and complete a second well.
- Insufficient lithium concentrations may be present in the brines to allow economic recovery. In this case, testing the brines at a different location would be required.
- There could be difficulties involving the metallurgical extraction of the lithium from the brine. New discoveries are being made in this arena at an increased pace. Additional time and funding may be required to overcome such an obstacle.

All of the above risk factors could negatively impact the short-term success of the Green Energy Property.

A longer-term risk to the Green Energy Property would be a significant downturn in the lithium market affecting the price of the final product, lithium carbonate or lithium hydroxide.

Recommendations

The Company has only reviewed some of the drill logs from the area. It would benefit them to acquire and study many of the logs to better define the distribution and thicknesses of the target stratigraphic horizons. Chemical analyses are not available for all holes but will be available for many of them. This also needs further investigation.

Preliminary process engineering needs to be undertaken regarding recoveries of lithium, potash and other commodities from the brines. Reservoir modeling should be part of this effort.

A well has been chosen that would be a good candidate for re-entry and testing. The re-entry of the well for purposes of testing and possible production is recommended. It should be specifically designed to sample the lithium-bearing Shale 15 / Clastic Zone 31 brine and perhaps sample other brine-bearing horizons in the same borehole.

The planned program and budget for the next phase is as follows:

Evaluate recent and historic drilling data	$30,000
Development of 3-D model	$40,000
Permitting	$70,000
Bonding	$50,000
Re-enter one well to 6,200 feet	$600,000
On-site test and evaluation of brine aquifer	$40,000
Metallurgical testing	$60,000
Contingencies	$60,000
Total	**$950,000**

Big Mack Property

Unless stated otherwise, the following information concerning the Big Mack Property is derived from the Big Mack Technical Report, prepared by Craig Ravnaas, P. Geo., a "qualified person" as defined under NI 43-101 (the "**Big Mack Author**"), and is qualified in its entirety by the full Big Mack Technical Report. Readers are encouraged to review the Big Mack Technical Report in full, as the Big Mack Technical Report contains additional assumptions, qualifications, references, reliances and procedures which are not fully described herein. The Big Mack Technical Report is available on the Company's profile on SEDAR at www.sedar.com.

Project Description, Location and Access

The Big Mack Property is located in Paterson Lake Area, approximately 80 kilometres north of Kenora, Ontario. The Big Mack Property is centered at UTM NAD83 Zone 15, 386525 mE, 5570100 mN (Figure 1).

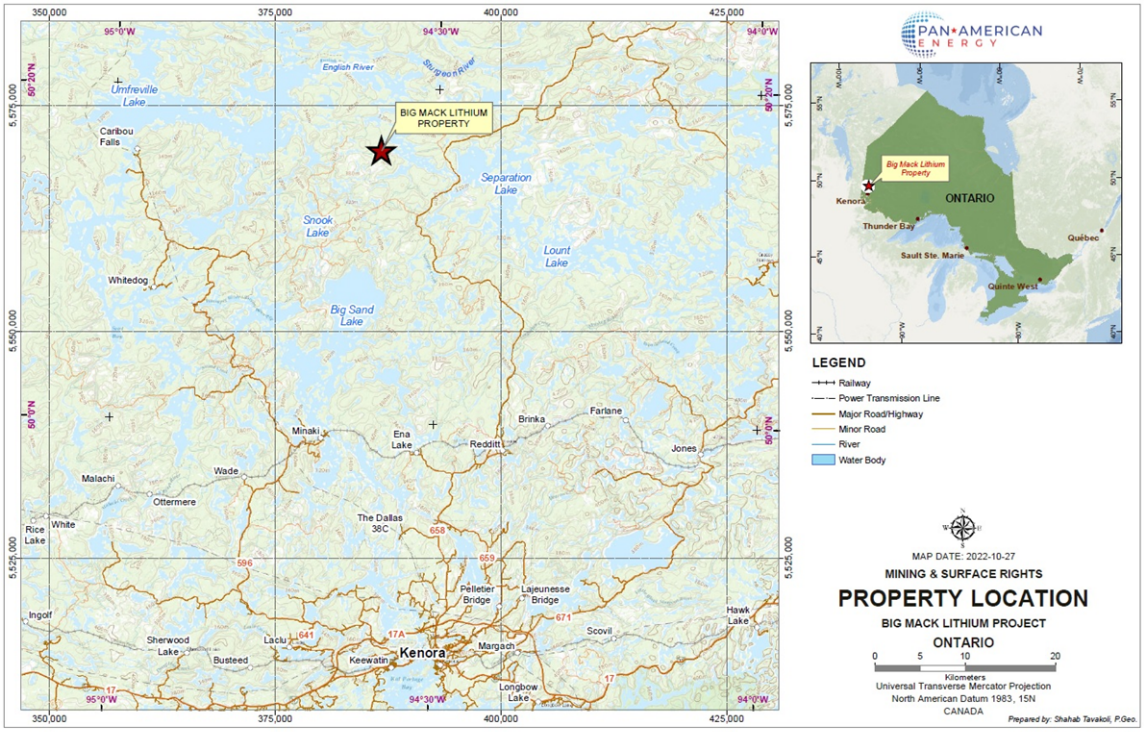

Figure 1: Property Location Map

Access to the Big Mack Property is by Highway 658 from Kenora to Reddit, then continuing north to kilometre 65 on the English River logging road; west on the Sand Lake Road to kilometre 5.5 and the north for 8 kilometres on a forestry road.

The Big Mack Property is comprised of one mining lease, LEA-110010 (195.76 hectares), formerly known as CLM 428 (Former Lease Number LEA-107283), which is recorded in good standing with expiry date of 2042-02-28, within the Kenora Mining Division of Ontario. Magabra is the recorded owner with 100% interest in the Big Mack Property. The Big Mack Property was acquired by Magabra Resources Corporation from Pacific Iron Ore Corporation ("**PIOC**") in 2001. Legal rights on the Big Mack Property include both mining and surface rights. The annual lease payment with respect to the Big Mack Property is $408, which has been duly paid for the year 2022.

The Company holds its interest in the Big Mack Property is pursuant to the Big Mack Option Agreement. For further details on the terms and conditions of the Big Mack Option Agreement, please see "*Description of the Business - The Big Mack Option Agreement*").

The Big Mack Property lies within the traditional land use area of the Wabaseemoong Independent Nations of Whitedog, Ontario, an aboriginal community located approximately 35 km southwest of the Big Mack Property. PIOC and Emerald Fields Resources Corporation ("**EFR**") had discussions with Wabaseemoong Independent Nations regarding previous exploration work on the Big Mack Property.

There are no known environmental liabilities associated with the Big Mack Property, and there is no post producing mine that was located on the Big Mack Property. For exploration activity consisting of prospecting, mapping and geochemical sampling, exploration permits are not required. Exploration permits must be issued by the Ministry of Energy, Northern Development and Mines ("**MNDM**"), Ontario. At the time of the Big Mack Technical Report, the Big Mack Author was informed by the Company that all necessary permits are in place for the recommended Phase 1 and Phase 2 work programs on the Big Mack Property.

There are no royalties, back-in-rights, payments or other agreements or encumbrances on the Property, other than pursuant to the Big Mack Option Agreement.

History

The Separation Rapids area has a history of base and precious metals exploration, with some work focusing on the uranium and iron potential. Extensive research and mapping initiated in 1992 by the Ontario government increased interest in the rare-metal pegmatite potential of the area. In the mid 1930's, mineral exploration in the Separation Lake Greenstone Belt ("**SLGB**") focused around Minaki, where work was conducted on the Minaki Pyrite Prospect on Vermillion Lake. Sporadic work for base metals was conducted near Redditt in 1956, by Stratmatt Limited. Both of these areas are south of the Big Mack Property.

The Ontario Geological Survey completed mapping of the SLGB in 1992 and 1993. Field examinations were undertaken which were designed to evaluate the rare-metals mineral potential of the Separation Rapids area. Based on these examinations, several rare metals bearing pegmatites were identified.

Ownership History

Prospectors A. Mowat and P. Thorgrimson staked the Big Mack Property's unpatented mining claim in 1996. A. Mowat and P. Thorgrimson optioned their land holdings to privately held EFR in 1997. PIOC held the Big Mack Property after an amalgamation of Klondike Capital Corporation and EFR in April 2008. Mega Graphite Inc. started negotiations to option the Big Mack Property from PIOC on June 10, 2010. PIOC re-acquired the Big Mack Property from Mega Graphite Inc. in April 2013.

On December 3, 2019, PIOC sold their Ontario land holdings to A. Mowatt, who transferred his land holdings, including the Big Mack Property, to Magabra. MNDM transferred mining lease LEA-107283 (current lease number: 110010) into Magabra on July 10, 2020. The Company optioned the Big Mack Property from Magabra on August 22, 2022 pursuant to the Big Mack Option Agreement.

Exploration Work History

A. Mowat and P. Thorgrimson prospected their land holdings in the spring and summer of 1997 by collecting 62 samples from pegmatite outcrops. The samples returned lithium values ranged from 7 to 380 ppm lithium (59 samples), with 3 additional samples assayed 800, 4400 and 5000 ppm lithium. These lithium values were identified to be from a petalite-bearing pegmatite which was named Big Mack.

Company/Individual	**Year**	**Exploration Activity**	**Part of Property**
Stratmatt Limited	1930's	GL, Samp	South of Property
Ontario Geological Survey	1992 -1993	GL, Samp	SLGB and Property
Ontario Geological Survey	1996 - 2005	GL, Samp	SLGB and Property
Mowat and Thorgrimson	1996	Staking	Property
Avalon Ventures Inc.	1998	DDH 2-325m, Samp	South of Property near 6059-Sprinkler Zone
Mowat and Thorgrimson	1997	GC, Samp, Option to Emerald Fields Resource Ltd.	Property – Big Mack
Emerald Fields Resource Ltd.	1998	Lc, Pr, Str, CC, DDH 2-103.8m, Samp	Property and Big Mack
Emerald Fields Resource Ltd.	1999	DDH 11-1156.7m, Samp, BULK 5000 tonnes, MET, MK	Big Mack, Eleven Zone
Emerald Fields Resource Ltd.	1999	Issued Mining Lease on Property	Property
Emerald Fields Resource Ltd.	2001	GL DDH 17-2100m, Samp, Str, COMP	Property Ta-Series pegmatite
Pacific Iron Corporation	2009	RPT	Property
Mega Graphite Inc.	2011	DDH 2-65m, COMP, Samp	Property and Big Mack

Table 1: Exploration History. Abbreviations for Table 1:

BULK ..... Bulk sampling permitted
COMP ..... Compilation of historical work
DDH ..... Diamond drill hole(s)
GC ..... Geochemical survey
MET-MK ..... Metallurgical Marketing studies
Pr ..... Prospecting
RPT ..... Report technical NI43-101
Samp ..... Sampling (other than bulk)

In 1998, Avalon Ventures Limited ("**Avalon**") had staked a series of claims immediately east and southeast of A. Mowat and P. Thorgrimson's claim holdings. Avalon had completed two diamond drilling

holes on unpatented mining claims which were part of Avalon's land holding in 1996 but were collared near the southern boundary of the Big Mack Property. These drill-holes intersected pegmatites which returned anomalous Li_2O values (Table 2).

Hole #	Azimuth	Dip	Depth (Metres)	Year	Li ppm - metre
SR98-49	360	-45	110.00	1998	46.5 ppm - 2.00 m and 1347 ppm - 0.35 m
SR98-48	360	-45	215.00	1998	93 ppm - 0.46 m and 4785 ppm - 1.40 m

Table 2: Avalon Diamond Drill Holes Near the Big Mack Property

When the four unpatented mining claims held by EFR were surveyed in 1999, the southern boundary of the Big Mack Property (Lease CLM428 – LEA-110010) was further south than EFR originally staked unpatented mining claims lines. Once the lease boundary was surveyed, it was realized that two of Avalon's diamond drilling holes extended beneath EFR's property.

EFR continued to explore the Big Mack Property in 1998 and 1999, as is detailed below. The primary focus became the area that is covered by the mining lease which hosts the Big Mack pegmatite.

- Line-cutting (40 km), soil and rock sampling, prospecting and stripping. Soil sampling indicated an anomalous tantalum-lithium trend associated with the general strike of the Big Mack pegmatite. The prospecting located numerous additional dikes, including the Sprinkler-6059 Zone and Eleven Zone pegmatites (see Figure 2).

- A program of mechanical removal of overburden and power washing was initiated to expose several pegmatites. These efforts focused on the Big Mack, Sprinkler-6059 Zone and Eleven Zone pegmatite.

- 3 diamond drill holes totaling 103.8 metres tested the eastern and central part of the Big Mack pegmatite (see Table 3). These drill-holes intersected petalite-bearing pegmatite which returned values of to 10,990 ppm lithium (see Table 3).

- An additional 11 diamond drill holes total 1156.7 targeted the Big Mack pegmatite and tested the possible western extension of the Big Mack pegmatite (see Table 3). The drill-holes at the Big Mack intersected up to 48 meters core-length of petalite-bearing pegmatite (see Table 3). Drill-holes SR-99-10 and 99-11 tested the Eleven Zone pegmatite which is situated 100m northwest of the Big Mack exposure. Diamond drilling holes SR-99-1 to SR-99-9 intersected the pegmatite underlying the Big Mack exposure to the vertical depth of 50 metres (see Figure 3).

- An advanced exploration permit was issued by MNDM to EFR under Part VII of the Ontario Mining Act to remove up to a 5000-tonne bulk sample from the Big Mack Property on August 10, 1999. A portion of the Big Mack exposure, which is underlain by the petalite-pegmatite zone identified from the 1998-1999 diamond drilling program, was excavated. The trenched area is approximately 2-3 metres wide and 1.0 metres deep and is in the central part of the Big Mack exposure. An effort was made to collect random pieces of this blasted rock to create a five-tonne sample representative of the petalite-bearing pegmatite. This sample was shipped to International Metallurgical and Environmental Inc. of Kelowna, British Columbia. The sample was processed by International Metallurgical and Environmental Inc. to create a petalite concentrate. The petalite concentrate was then sent to Corning Laboratory Services of Corning, New York for petalite analysis and trial glass metals. Three glass melts were made using the supplied petalite. One melt was batched to yield a Corning Ware bas

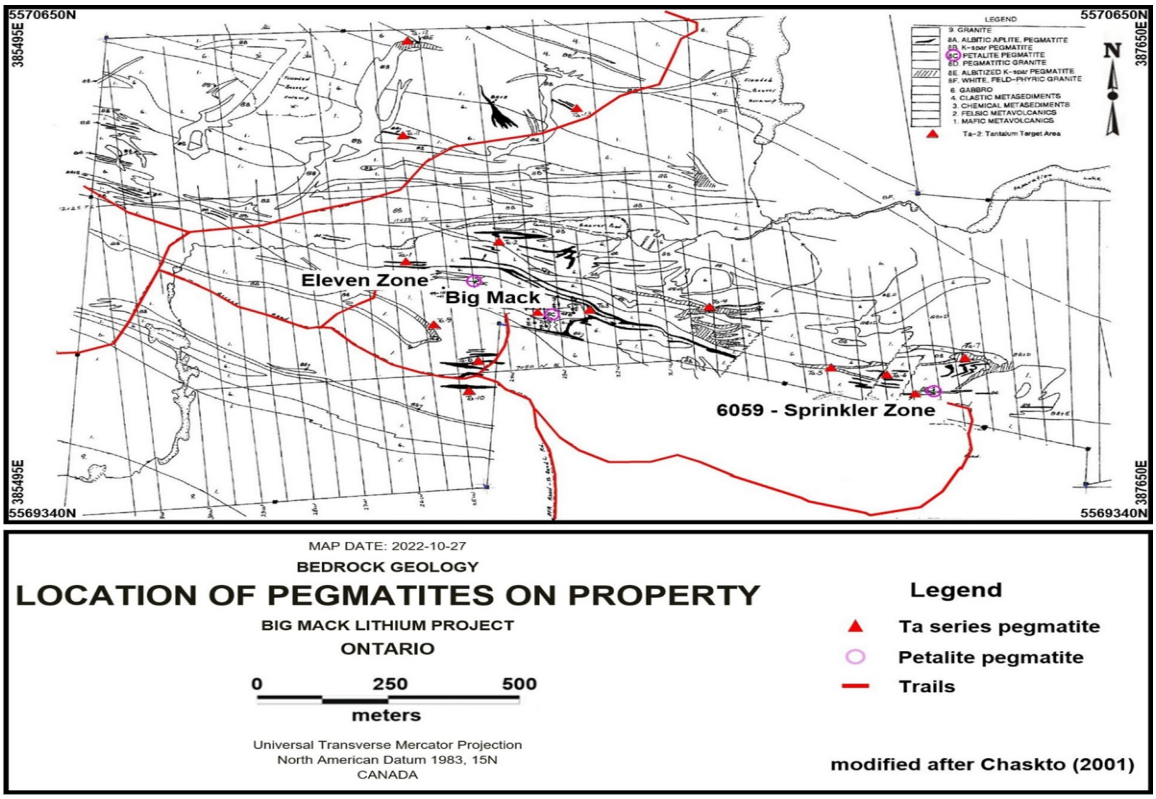

Figure 2: Bedrock Geology Map Showing Location of Pegmatites on the Big Mack Property

Hole #	Azimuth	Dip	Depth Metres	Year	Target	Significant Lithium Values Li ppm - metre
SR-98-1	180	-45	39.56	1998	Big Mack	10900 - 1.93 9900 - 2.00
SR-98-2	180	-45	30.64	1998	Big Mack	11800 - 1.00 9700 - 1.00
SR-98-3	180	-45	33.64	1998	Big Mack	11260 - 1.00 9100 - 1.00

SR-99-1	184	-50	75.30	1999	Big Mack	8100 - 1.99 8000 - 1.96
SR-99-2	184	-70	119.00	1999	Big Mack	1200 - 1.51 1100 - 1.83
SR-99-3	180	-50	87.50	1999	Big Mack	8900 - 2.44 7900 - 1.12
SR-99-4	180	-70	121.00	1999	Big Mack	1400 - 3.70 1400 - 1.09
SR-99-5	184	-50	90.52	1999	Big Mack	12100 - 2.01 9600 - 2.81
SR-99-6	180	-72	142.30	1999	Big Mack	3300 - 1.69 3100 - 1.64
SR-99-7	360	-60	124.10	1999	Big Mack	10641 - 1.41 8803 - 1.40
SR-99-8	280	-80	153.30	1999	Big Mack	not sampled
SR-99-9	360	-58	96.70	1999	Big Mack	8170 - 1.30 7470 - 3.10
SR-99-10	360	-70	55.10	1999	Eleven	not sampled

SR-99-11	360	-45	91.90	1999	Eleven	7761 - 1.67 5463 - 1.53

Table 3: 1998 and 1999 Diamond Drilling on the Big Mack Property.

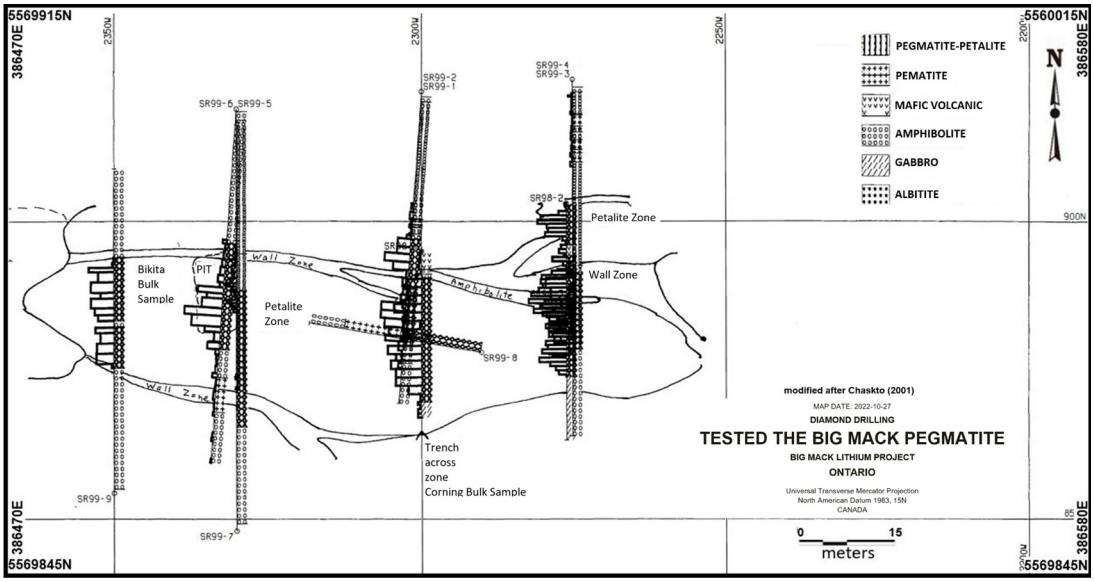

Figure 3: Historical Drill Holes Location Map. Map projection NAD83 Zone 15, December 15, 2021.

In 2001, geological mapping and sampling was conducted to cover the Big Mack Property. Several pegmatite exposures were identified on the Big Mack property (see Figure 4). The focus of the pegmatite examination and sampling was the tin and tantalum ("**Ta**") potential of the Big Mack Property. A total of 13 targets were identified on the Big Mack Property as having the potential for hosting economic Ta and tin mineralization. These targets were identified by at least one grab sample assaying at least 100 ppm Ta (see Figure 4). At least 3 of the exposures were also identified as being petalite – lithium bearing pegmatite.

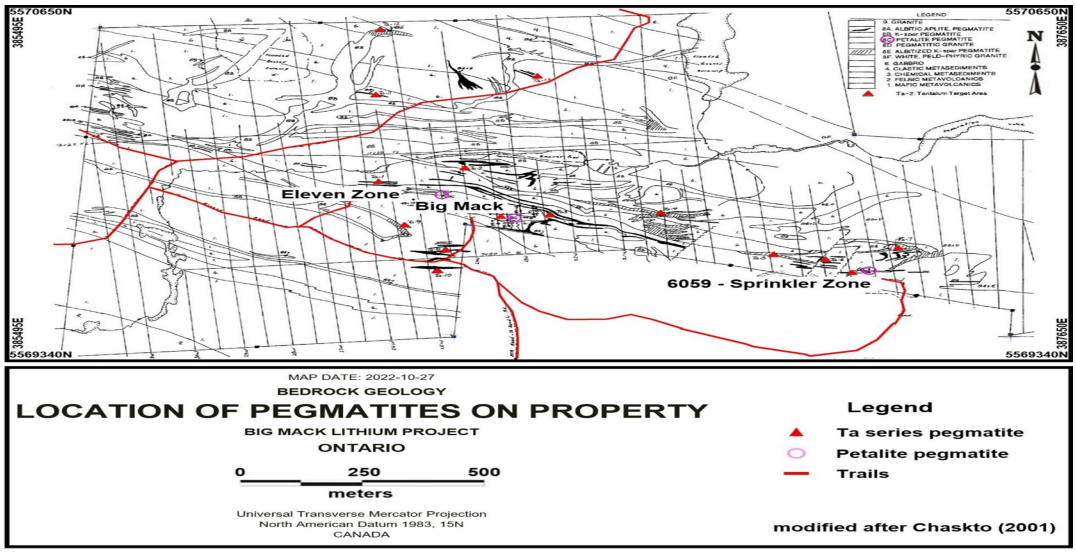

Figure 4: Bedrock Geology Map Showing Location of Pegmatites on the Big Mack Property

In 2001, a total of 17 diamond drilling holes, total 2100 metres, tested the mineral potential of pegmatite located on the Big Mack Property, which had been identified from bedrock mapping and sampling programs (see Table 4). Fifteen of these drill-holes tested the potential of the Ta exposures and 2 holes, SR-20 and SR-27, mainly targeted the lithium potential of the Eleven Zone and Big Mack pegmatites respectively (see Table 4, and See Figure 3 and Figure 4 for location of drill-hole targets).

Hole #	Azimuth	Dip	Length metres	Year	Target	Results ppm /meter	No. of Assays
SR-01-12	360	-45	102.72	2001	TA-1a	1247 / 0.29 Li 514 / 0.17 Ta	19
SR-01-13	360	-60	127.10	2001	TA-1a	1698 / 0.50 Li 306 / 0.55 Ta	18
SR-01-14	360	-45	99.67	2001	TA-1a	1682 / 0.44 Li 116 / 0.51 Ta	21
SR-01-15	360	-60	160.63	2001	TA-1a	1819 / 1.38 Li 166 / 0.54 Ta	36
SR-01-16	205	-45	99.67	2001	TA-1a	3494 / 0.90 Li 402 / 0.31 Ta	21
SR-01-17	205	-60	124.05	2001	TA-1a	8676 / 1.00 Li 495 / 0.59 Ta	28
SR-01-18	360	-45	151.49	2001	TA-2	372 / 0.28 Li 412 / 0.30 Ta	18
SR-01-19	360	-45	203.31	2001	TA-2	572 / 0.29 Li 221 / 0.2 Ta	36
SR-01-20	360	-45	172.21	2001	Eleven Zone	12747 / 1.35 Li 143 / 0.42 Ta	34
SR-01-21	165	-45	84.43	2001	TA-3	430 / 0.19 Li 234 / 0.82 Ta	20
SR-01-22	165	-60	96.67	2001	TA-3	456 / 0.42 Li 1104 / 0.42 Ta	20
SR-01-23	195	-45	75.29	2001	TA-3	898 / 0.19 Li 585 / 0.20 Ta	20

SR-01-24	195	-60	99.67	2001	TA-3	349 / 1.40 Li 69 / 1.03 Ta	19
SR-01-25	360	-45	157.58	2001	TA-2	319 / 0.70 Li 597 / 1.35 Ta	33
SR-01-26	245	-45	124.05	2001	South of Big Mack	716 / 1.00 Li 52 / 1.20 Ta	18
SR-01-27	10	-45	96.62	2001	Big Mack	6955 / 1.46 Li 447 / 0.28 Ta	14
SR-01-28	190	-45	124.05	2001	Tent Zone TA-10	859 / 0.83 Li 363 / 0.25 Ta	25

Table 4: Significant Lithium and Ta Assays Results of 2001 Diamond Drilling Program on the Big Mack Property

In 2001, a compilation of exploration activity on the EFR Separation Rapids area mineral properties was completed, including the activity conducted on the Big Mack Property. The focus of discussion on the Big Mack Property was related to the Ta potential, however, the compilation also discussed the results of exploration activity targeting the lithium potential of the Big Mack pegmatite. Based on the petalite mineralization intersected in the drill-holes completed by EFR in 1998 and 1999, the compilation proposed a volume of petalite at 325,000 tonnes. Please note that a qualified person has not done sufficient work to classify this volume estimate as current mineral resources, that the Company is not treating this historical volume estimate as a current mineral resource or reserve and that this historical volume estimate should not be relied upon. The Company believes that the historic volume estimate is relevant to an appraisal of the merits of the Big Mack Property and forms a reliable basis upon which to develop future exploration programs. The Company will need to conduct further exploration, including drill testing the Big Mack Property, and there is no guarantee that the results obtained will reflect this historical estimate.

In 2009, PIOC commissioned Clark Expl. Consulting Inc. to complete a NI 43-101 technical report on the Separation Property, including the Big Mack Property.

In 2011, Mega Graphite Inc. completed 2 diamond drilling holes, totaling 65 metres on the Big Mack Property (see Table 5). These drill-holes were collared north of the Big Mack exposure.

Hole #	**Azimuth**	**Dip**	**Length meters**	**Year**	**Target**	**Results Li ppm / metres**	**No. of Assays**
PL-01	180	-45	30.64	2011	Pegmatite	12,700 Li /1.00 m	34
PL-02	180	-45	35.10	2011	pegmatite	9,500 Li / 1.00 /m	18

Table 5: Results of Diamond Drilling Completed on the Big Mack Property in 2011

In 2012, a compilation report was completed for Mega Graphite Inc. on their mining claims, including the Big Mack Property. Grab samples of petalite-bearing pegmatite were collected from the trench excavated across the central portion of the Big Mack exposure (see Figure 5).

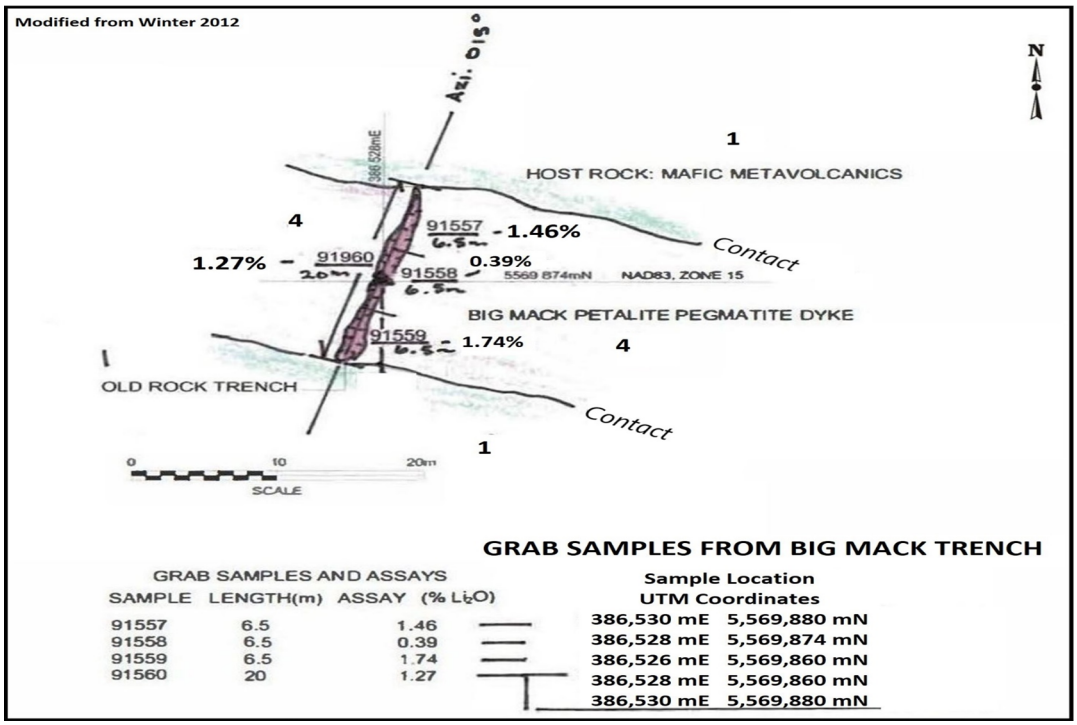

Figure 5: 2012 Grab Samples Collected from the Big Mack Pegmatite Exposure.

Ontario Geological Survey ("**OGS**") Activity

The most recent OGS geological map covering the Big Mack Property is Open File Report 6001, accompanied with Open File Maps 241 and 242. These publications are based on geological mapping conducted in 1992 and 1993 on the SLGB. The OGS has also conducted numerous detailed sampling and field examination programs on the Separation Rapids Pegmatite Field. Most of the work has been conducted by Dr. F. Breaks, D. J. Selway and Dr. A. Tindle of the OGS. The results from these publications have resulted in interest in the rare-metal potential of the SLGB pegmatite field.

University of Manitoba Academic Studies

G. Ching and A. Camacho initiated a study on the relationship of strain within the Lithium-Cesium-Tantalum ("**LCT**") subtype rare-metal pegmatites compared to the adjacent mafic volcanic rocks in the Separation Rapids Pegmatite Field. This academic study reassessed the importance of regional-scale deformation in the distribution and modification of these pegmatites by using field and thin section observations. The conclusion of this study was that the complex morphologies of pegmatites are induced locally by intruding mechanisms, and not be regional deformation. The strain which existed in the county rock is probably an importation feature related to the pathway of felsic magma fluid, which formed the pegmatite. Structural features, either as shearing and folding, could be important factors related to the formed rare-metal pegmatites. This strain and deformational events occurred in the country rocks before the formation of the pegmatites. The pegmatites have not been deformed during injection of magma and after formation.

G. Ching and A. Camacho also initiated a program of in-situ U-PB geochronology age dating of pegmatite and surrounding county rocks from selected sites in the Separation Rapids Pegmatite Field. Seven samples from rare-metal bearing pegmatites, one sample from the Separation Rapid Pluton and four additional samples representative of the country rock were used in this geochronology evaluation (see Table 6 and Figure 6 for the location of sample sites). Geochronology samples were not collected from any intrusive phases of the Winnipeg River subprovince exposures.

Event	Map No	Lithology – pegmatite unless mentioned	Age ± (Ma)
Crystallization	10	Marko's	2601 ± 6
	9	Marko's	2602 ± 7
	8	Glitter	2617 ± 4
	7	Big Whopper	2617 ± 4
	6	Snowbank	2623 ± 10
	5	Big Mack	2637 ± 3
	4	Separation Rapid Pluton (1)	2646
	3	Great White North – aplite near pegmatite	2649 ± 4
Metamorphism	2	Amphibolite near Big Mack pegmatite	2644 ± 25
		Clastic metasediments	2647 ± 5
	1	Amphibolite xenolith in Big Whopper pegmatite	2665 ± 40
		Separation Lake Greenstone Belt Amphibole (2)	2691

Table 6: Uranium-PB Age Determination of Pegmatites and Country Rock in the Separation Rapids Pegmatite Field (after Ching et al 2020).

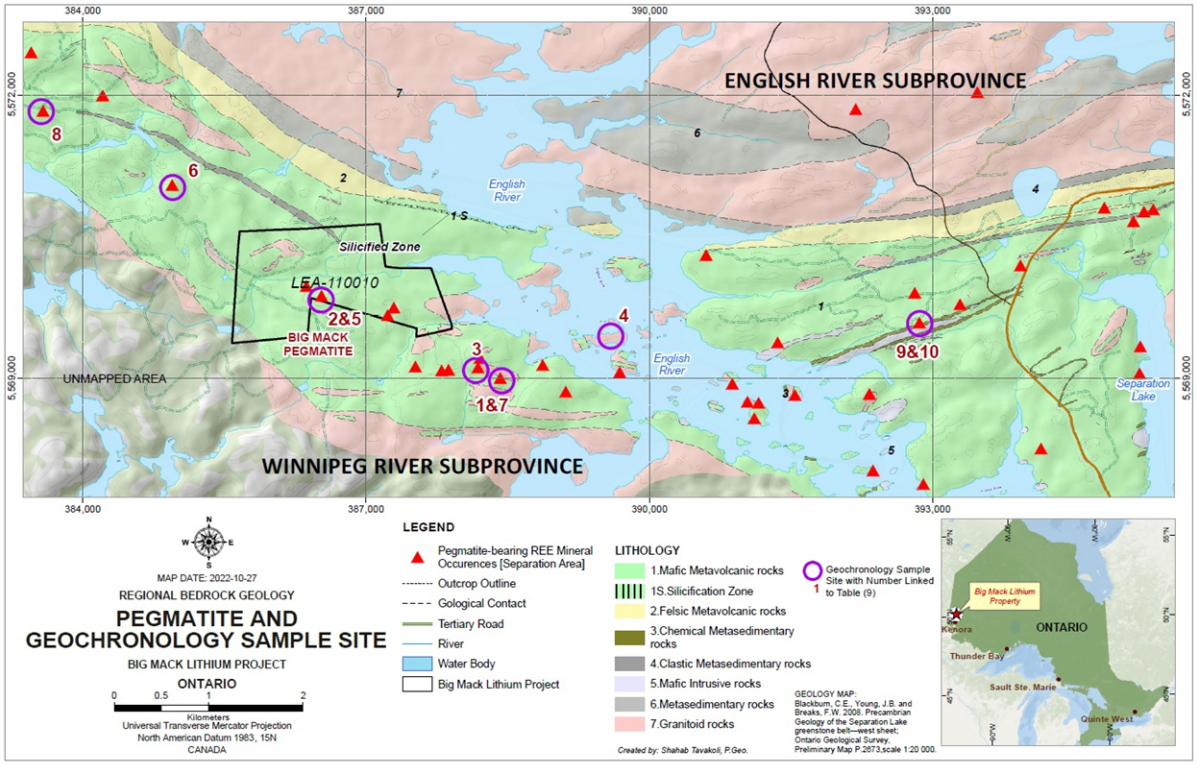

Figure 6: Location of Chronology Samples

This study has proposed based on the U-Pb geochronology that pegmatite intrusion occurred over an unexpected long ~40 MA period. Based on the age dates (Table 6 and Figure 6), the Separation Rapids Pluton is considerably older than most of the rare-metal pegmatites examined by this geochronology study.

This study also proposed, based on the age dates, undiscovered LCT pegmatites may lie within other segments of metavolcanic rocks along the English River – Winnipeg River subprovince boundary, as similar emplacement ages across the Separation Rapids Greenstone Belt and Bird River belt of eastern

Manitoba (ex. Big Mack pegmatite at ca. 2637 Ma and Tanco Mine pegmatite at ca. 2640 Ma may infer continuous mineralization along the boundary).

Geological Setting, Mineralization and Deposit Types

The Big Mack Property is in the SLGB within the contact zone of the English River sub province and the Winnipeg River sub province of the Archean Superior Province (see Figure 7).

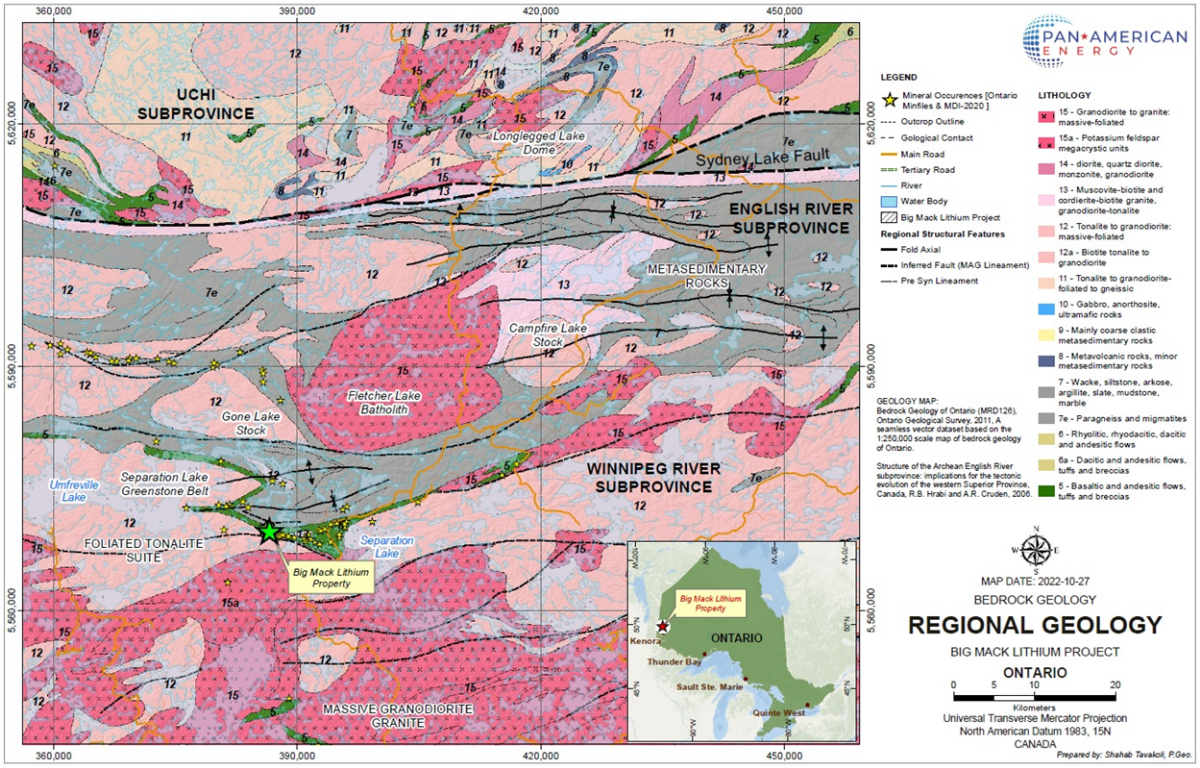

Figure 7: Regional Geology.

Regional Geology

Metavolcanic, subordinate metasedimentary, mafic and felsic intrusive rocks occur discontinuously along the English River – Winnipeg River sub provincial boundary from the Ontario-Manitoba border easterly to the Big Mack Property area. It has been suggested that the SLGB is a western extension of the Bird River.

The English River Subprovince, located north from the SLGB, is comprised of metasedimentary migmatites (50%) and felsic to intermediate plutonic rocks comprised of a tonalitic and a grandiorite to granite suite of rocks. The Winnipeg River Subprovince, south of the SLGB, is comprised of felsic to intermediate plutonic rocks with a tonalitic suite near the Big Mack Property.

The Separation Lake metavolcanic belt consists predominantly of a lower sequence of mafic metavolcanic rocks, with intercalated magnetite-bearing iron formations, a single discontinuous clastic metasedimentary unit and overlying subordinate felsic metavolcanic rocks. Gabbro sills intrude the mafic metavoclanic sequence. A thin unit of polymictic conglomerate and sandstone lies along the northern margin of the belt. Metamorphic grade is amphibolite throughout the belt. In the south part of the SLGB where the Big Mack Property is located, supracrustal sequences are interpreted to face homoclinal northward (see Figure 7).

A north-south oriented compressional tectonic event imparted a strong foliation to both the supracrustal and intrusive rocks and produced high strain features such as folding, boudinage and ductile shear zones.

A pronounced 4-kilometre, east-trending linear feature occurs at the northern part of the SLGB and is defined as a steep scarp and stream occupied valley. Referred to as the Selwyn Lake Fault, the fault juxtaposes mafic amphibolites and metasedimentary migmatites to the north against amphibolitic and felsic metavolcanic rocks to the south. Sense of movement related to this fault is not well established.

Property Geology

The Big Mack Property is in the south and western part of the SLGB (Figures 6 and 7). And is predominantly underlain by mafic volcanic rocks. These mafic volcanic units have been intruded by mafic intrusive rocks. All these rocks have been cut by granite, pegmatitic granite and pegmatite dikes. Some of these felsic intrusions are LCT subtype rare-metal pegmatites derived from peraluminous magma.

The surface expression of pegmatites found on the property are generally westerly trending, dip vertically and appear as irregular dikes and elliptical intrusions. The pegmatite are varying sizes with the largest being the Big Mack (Figure 4 and Figure 7).

The rare-metal bearing pegmatites on the Big Mack Property are comprised mainly of white potassic-feldspar, albite, green muscovite, quartz, with accessory spessartine garnet, cassiterite, apatite, tantalum-oxides and gahnite.

Some of these pegmatites belong to the complex-type, petalite (liAlSi4O) LCT sub-type, class of rare metal pegmatites, and are divided into two coeval types: (a) albitites with accessory K-feldspar, green muscovite, quartz, cassiterite, spessartine garnet, Ta-oxides and gahnite and (b) petalite-bearing pegmatite with subordinate rubidian K-feldspar and albite, and accessory quartz, green muscovite, lepidolite, spessartine, apatite, cassiterite, Ta-oxides, spodumene and topaz.

Mineralization

The exploration work to date has identified a series of LCT-sub-type petalite and rare earth pegmatities on the Property (Figure 6). Bedrock mapping on the Big Mack Property has identified albite, aplite, potassic feldspar, albitized potassic feldspar, white-feldspar-phyric, petalite and granite pegmatite.

The Tanco mine had examined the rare-metal potential of pegmatites in the northeastern part of the SLGB before exploration activity started on the Big Mack Property. The Tanco Mine conducted an extensive lithogeochemical sampling program while searching for pegmatites. Based on the assay results from this program, Table 7 presents threshold values for rare-metal mineralization. These rare-meal threshold values could be applied to determine anomalous ranking for results from samples collected during examinations on the Big Mack Property.

Rock Type	Background			Possible Anomalous			Anomalous			Highly Anomalous		
	Li	Cs	Rb	Li	Cs	Rb	Li	Cs	Rb	Li	Cs	Rb
Mafic Volcanic	<35.5	<1.7	<72.2	35.5-55.9	1.7-5.6	72.2-100.9	55.9-227.7	5.6-39.6	100.9-484.6	>227.7	>39.6	>484.6
Felsic Volcanic	<16.6	<3.0	<75.8	16.6-38.9	3.0-5.5	75.8-159.7	38.9-109.8	5.5-21.9	159.7-406.5	>109.8	>21.9	>406.5
Mafic Intrusive	<46.0	<4.2	<29.6	46.0-54.0	4.2-6.4	29.6-38.4	54.0-334.6	6.4-15.1	38.4-134.3	>334.6	>15.1	>134.3
Felsic Intrusive	<27.2	<6.6	<302.4	27.2-42.3	6.6-15.2	302.4-485.1	42.3-86.1	15.2-29.4	485.1-1769.4	>86.1	>29.4	>1769.4
Peg. Granite	<49.6	<12.4	<230.4	49.6-116.4	12.4-16.2	230.4-321.3	116.4-380.6	16.2-125.7	321.3-2292.7	>380.6	>125.7	>3392.7

Table 7: Rare-Metal Lithogeochemical Threshold Values for Rock Types (Galeschuk, 1999)

Big Mack Pegmatites

The Big Mack represents the largest petalite-bearing pegmatite on the Big Mack Property and is exposed for 180- meters along a 280º trend, with a maximum width between 31 to 36 metres (see Figure 4).

The Big Mack pegmatite exhibits an internal zonation expressed by a continuous wall zone, 0.5 to 3 m thick that grades into a main core mass of petalite-rich pegmatite. The wall zone is composed mainly of cordierite, quartz and plagioclase and generally lacks petalite. This strongly peraluminous unit is characterized by abundant cordierite, up to 2 by 3 cm, variably altered to garnet + mica-rich zones enveloped by deep blue, fine-grained holmquistite.

Petalite-rich pegmatite comprises most of the body and contains areas up to 56 to 60% light brown-weathering petalite, 30 to 33% blocky potassium feldspar, 5 to 11% quartz and 2 to 4% muscovite based upon two modal analyses, each conducted over a 1 square metre area. The petalite is white, grey or faint blue, translucent to locally transparent with individual well-preserved crystals up to 10 by 15 cm.

Cordierite and mica-rich aggregates that replace this mineral are also noted locally in petalite-rich zones as at the northern end of the blasted trench. Deep-blue holmquistite is apparent along the fringes of these mica-rich aggregates and also extends into adjacent petalite.

Chrysoberyl-bearing petalite pegmatite is confined to a 2 to 6 by 25 m unit that is exposed within the southern end of the trench. This unit comprises the assemblage chrysoberyl + garnet + muscovite + petalite + potassium feldspar-plagioclase and is generally finer grained than the main petalite-bearing unit. The petalite content is noticeably lower than the adjacent quartz-potassium feldspar-petalite unit with milky to clear white petalite (10 to 20%) limited to sporadic megacrysts up to 10 cm diameter and narrow, irregular segregations composed of polycrystalline petalite, lesser white feldspar and sporadic, lime-green chrysoberyl.

Quartz-rich patches up to 0.3 by 1 m occur sporadically in the quartz-potassium feldspar-petalite pegmatite unit and may contain 5 to 10% petalite megacrysts and rare platy black oxide grains.

Petalite that was assayed contained 4.63 wt.% Li_2O. Eucryptite contained up to 11.45 wt.% Li_2O. Bulk analysis of K-feldspar contained an average of 1101 ppm Cs, 8768 ppm Rb and 12.1K/Rb ratio for 5 samples.

Quartz, blocky K-spars, albite and a variety of micas form the other major constituents. Minor constituents include beryl, eucryptite, bikitaite chrysoberyl, garnet and tin-tantalum oxide minerals.

Diamond drilling holes SR-99-1 to SR-99-9 intersected the pegmatite underlying the Big Mack exposures (See Table 3 and Figure 3).

Eleven Zone Pegmatite

This is the second largest petalite dike on the Big Mack Property. It is located about 100 metres to the northwest of the Big Mack pegmatite and may represent a synformal folded section of the Big Mack pegmatite.

The Eleven Zone petalite occurrence consists of two sub-parallel dikes that are centimetres to approximately 15 metres apart, and have an aggregate thickness of 15 metres. The dikes have been tested by a single drill hole, SR-99-11, which intersected 7 metres on pegmatite. Eleven Zone is interpreted as having a high potential for hosting economic reserves of petalite-tantalum mineralization.

Sprinkler Zone and 6059 Pegmatites

These two rare-metal zones lie 600 metres to the east-southeast of the Big Mack pegmatite (see Figure 4). The Sprinkler Zone is located 40 metres to the east of 6059, is exposed over a length of 17 metres and the pegmatite has a surface-width of 2.0 metres. Grab samples returned Ta values varying from 10 to 159 ppm Ta, with the higher values generally associated with albitic phases of the pegmatites.

The 6059 pegmatite has a maximum width of 5 metres and has been exposed over a strike length of 30 metres. Diamond drill hole SR98-49, completed by Avalon in 1998, intersected an albitic aplite dike, associated with the 6059 Zone, that assayed 4785 ppm lithium over a core length of 1.40 metres (see Table 2).

Minerals Found in the Big Mack and other Rare-Metal-Bearing Pegmatites

- Petalite – At least five varieties of petalite have been observed in the Big Whopper Pegmatite in outcrop and drill core: (a) white with characteristic web-texture, occurring as course crystals and highly deformed ribbony aggregates; (b) pink, course grained crystals, often lenticular depending on degree of deformation; (c) blue-grey to blue-pink petalite, generally lenticular due to ductile deformation, which characteristic propane-like odour due to low fluid inclusions, associated with lepidolite and lithium muscovite; (d) green to blue-green petalite, commonly associated with orange-pink K-feldspar and Lepidolite; and (e) water clear to faint glassy green petalite, rare, associated with lepidolite and course segregations of white petalite.

- Tantalum – A wide variety of Ta minerals have been identified in the Separation Rapids pegmatites, including mangano-tantalite, wodginite, microlite and lepidolite. Trace to minor Ta enrichment occurs in albite-rich rocks, interstitial to micas, and in lepidolite zones within the pegmatites. A mapping and grab sampling program conducted in 2001 identified Ta mineralization in 13 pegmatites on the Big Mack Property (see Figure 4). The Ta content of the Big Mack pegmatite has not been firmly established as the duplication of assays has been a problem. The weighted average T_2O_5 content from assayed drill core of the Big Mack is 43 ppm. However, because of problems in assay duplication, this number is not considered

reliable. Current metallurgical work and standard based assay procedures should establish what the recoverable levels of T_2O_5 are from the Big Mack pegmatite.

SEPARATION RARE METAL PROPERTY MINERALS IN COMPLEX PEGMATITES		
MINERAL	**CHEMICAL FORMULA**	**COMMENTS**
Lithium-bearing Minerals		
amblygonite-montebrasite	$LiAl(PO_4)(FOH)$	Lithium-aluminum-phosphate.
lepidolite	$K_2Li_3Al_4Si_7O_{21}(OH,F)_3$	
petalite	$LiAlSi_4O_{10}$	
spodumene	$LiAlSi_2O_6$	
Tantalite-Columbite (Niobium) Minerals		
tantalite	$(FeMn)Ta_2O_6$	
columbite	$(FeMn)Nb_2O_6$	
Tin-bearing Minerals		
cassiterite	SnO_2	
wodginite	$Mn(Sn,Ta)Ta_2O_8$	
Cesium-bearing Mineral		
pollucite	$(Ca,Na)_2Al_2Si_4O_{12}2H_2O$	Cesium (Cs) may occur in both lepidolite and pollucite.
Rubidium-bearing Mineral		
lepidolite	$K_2Li_3Al_4Si_7O_{21}(OH,F)_3$	Rubidium (Rb) may occur in lepidolite or feldspar.
Other Minerals of Potential Use/Interest		
albite	$NaAlSi_3O_8$	
potassium feldspar	$KAlSi_3O_8$	
quartz	SiO_2	
muscovite	$KAl_2(AlSi_3O_{10})(F,OH)_2$	
beryl	$Be_3Al_2(SiO_3)_6$	Source of beryllium.
chrysoberyl	$BeAl_2O_4$	Source of beryllium.
Other Minerals and Terms		
cordierite	$Mg_2Al_4Si_5O_{18}$	Occurs in metamorphic rocks.
holmquistite		A member of the amphibole family.
smectite		One of the clay mineral groups.
tourmaline		A complex borosilicate of aluminum, iron, magnesium and alkalies. May contain lithium.
aplite		Fine grained dyke rock with the composition of granite.

Table 8: Minerals Associated with Rare-Metal Bearing Pegmatites on the Big Mack Property and in the Separation Rapids Pegmatite Field (Winter 2012).

Deposit Types

The SLGB could be an easterly extension of the Bird River Greenstone Belt (the "**BRGB**") of Manitoba. The BRGB and SLBG are noteworthy as being the locus for one of the highest concentrations of rare-metal bearing pegmatite mineralization in the Superior Provinces, coupled with probably the greatest number of complex-type, petalite-LCT subtype pegmatite occurrences in Canada.

The BRGB is host to the Winnipeg River-Cat Lake pegmatite fields that includes Tanco Mine's Ta and cesium producing mine at Bernic Lake, Manitoba. The Bernic Lake pegmatite, host rock of the Tanco Mine deposit, is a zoned petalite-subtype pegmatite. The sub-horizontal Tanco pegmatite (1990 x 1060 x 100 m) consists of nine pegmatite zones, the border zone, the wall zone, the aplitic albite zone, the lower intermediate zone, the upper intermediate zone, the central intermediate zone, the quartz zone, the pollucite zone and the lepidolite zone. The border zone is dominantly an assemblage of saccharoidal albite and quartz along the pegmatite-wallrock contact and is <30 cm thick. The wall zone consists dominantly of giant columnar microcline perthite (≤ 3 m) in a matrix of quartz, medium-grained albite and tabular greenish muscovite (≤ 10 cm). The aplitic albite zone consists mainly of fine-grained undulating layers of saccharoidal albite and quartz with significant Ta-Nb mineralization. The lower intermediate zone consists of two main assemblages: (a) large crystals of microcline perthite and spodumene + quartz pseudomorphs after petalite (≤ 2 m) embedded in medium-grained quartz, albite and micas and (b) quartz pods (0.5-2.0 m) with amblygonite – montebrasite and aggregates of spodumene + quartz. The lower intermediate zone grades gradually into the upper intermediate zone, characterized by gigantic crystals (e.g., amblygonite to 2 m, microcline perthite to 10 m and petalite to 13 m long). The central intermediate zone consists mainly of microcline perthite, quartz (5-40 cm) and fine-grained greenish muscovite with significant amounts of Ta-Nb oxide minerals, beryl and zircon. The quartz, pollucite and lepidolite zones are monomineralic. The Tanco Mine pegmatite is mined for Ta (wodginite and tantalite), Cs (pollucite), Rb (lepidolite) and ceramic-grade spodumene.

The rare-metal mineralization of the Big Mack Property pegmatites can also be compared to the Bikita pegmatites of Zimbabwe. The pegmatites of the SLGB and the Big Mack Property also have similarities to Bikita, in (a) the dominance of petalite as the principal lithium mineral with spodumene being rare and (b) the presence of cassiterite, topaz, lepidolite and pollucite and lack of tourmaline.

The fertile, peraluminous Greer Lake pegmatitic granite pluton is located near the Tanco Mine's Bernic Lake deposit in the Winnipeg River-Cat Lake pegmatite field. The Separation Rapids pluton, a highly-evolved, fertile peraluminous granite, is located in the Separation Rapids Pegmatite Field. The Separation Rapids pluton, likely the parent fertile, peraluminous granite to the Separation Rapids pegmatite field, is comparable in size and composition to the fertile peraluminous Greer Lake pluton of the Winnipeg Ricer-Cat Lake pegmatite field.

This deposit type is one of the most difficult to explore for in the Archean. Since there is no magnetic or conductive minerals in rare-metal pegmatite, the response to geophysics both airborne and ground surveys prevent the detection of these types of felsic intrusive rocks.

Exploration and Drilling

The Company has not conducted any exploration work, including drilling, on the Big Mack Property. For a summary of historic exploration work, please see "*Mineral Project Disclosure – Big Mack Property – History*".

Sampling, Analysis and Data Verification

Sample Preparation, Analyses and Security

Since entering into the Big Mack Option Agreement, the Company has not conducted any drilling or sampling on the Big Mack Property. No samples were collected by the Big Mack Author during the August 6th and October 23, 2022 site visits. The historical work performed by previous operators used ALS Chemex for sample preparation and analysis, with some duplicate analysis at other laboratories. ALS Chemex Labs are a commercial, independent group of laboratories accredited under both ISO 17025 with CAN-P-1579 for specific registered tests. The laboratories have their own quality assurance and quality control ("**QA/QC**") procedures for sample preparation, analysis and security. A review of the previous work was completed with paper and digital files and the assay results presented in the Big Mack Technical Report were reviewed by the Big Mack Author and were found satisfactory.

The Big Mack Author considers that the sample preparation, security and analytical procedures of historic sampling are adequate to ensure credibility of the assays. The QA/QC procedures and protocols employed during historical work are sufficiently rigorous to ensure that the data is reliable.

Data Verification

The Big Mack Author visited the Big Mack Property on August 6 and October 23, 2022 to verify historical work, to examine mineralized outcrops and to collect necessary geological data. During the visit to the Big Mack Property, GPS coordinates using NAD 83 datum were recorded for samples and other exploration work locations.

A review of the previous work was completed with paper and digital files and the assay results presented in the Big Mack Technical Report were reviewed. It is noted that analysis by EFR and PIOC was dominantly completed by ALS Chemex, with some duplicate analysis at other laboratories. The only noted discrepancy was the variable Ta contents of samples from the Big Mack pegmatite from different laboratories. It has been suggested that the variable values of Ta are a result of a potential nugget effect, similar to gold mineralization.

The Big Mack Author is of the opinion that the previous sampling meets the standards set out in NI 43-101 and that no additional data verification was required for the Big Mack Technical Report.

Overall, the Big Mack Author is of the opinion that the data verification process demonstrated the validity of the data and considers the Big Mack Property database to be valid and of sufficient quality.

The Big Mack Author was able to verify the location of historical sampling areas on the Big Mack Lake pegmatite during his property visits; however, it was observed that there is a discrepancy between historical locations of pegmatites and actual locations. The Big Mack Author was able to correct these locations by taking fresh GPS points to locate pegmatite outcrops using NAD 1983 (UTM Zone 15N) datum. A limited search of tenure data on the MNDM website on October 25, 2022 conforms to the data supplied by the Company. The limited research by the Big Mack Author does not express a legal opinion as to the ownership status of the Big Mack Property.

Historical grades and assay data are taken from MNDM assessment reports and OGS geological reports, which are deemed reliable. Historical geological descriptions taken from various sources were prepared and approved by the professional geologists or engineers are deemed reliable. The data collected during the preparation of the Big Mack Technical Report is considered reliable because the Big Mack Author collected it. The data quoted from other sources is also deemed dependable because it was conducted under the supervision of professional geoscientist and geophysical contractors and taken from the MNDM, published reports by the OGS, the geological survey of Canada and various researchers. The historical information was reviewed and verified by the Big Mack Author during the preparation of the Big Mack Technical Report.

Mineral Processing and Metallurgical Testing; Mineral Resource and Mineral Reserve Estimates

No mineral processing or metallurgical testing was done on the Big Mack Property by the Company. The Company has not completed a mineral resource or mineral reserve estimate on the Big Mack Property.

Exploration, Development and Production

The Big Mack Property hosts several petalite (Lithium) and rare-metal bearing pegmatites that are part of the SLGB. These pegmatites have potential to contain economic concentrations of lithium and possible other rare-metal minerals, such as Ta.

Based on its favourable geological setting indicating petalite pegmatite hosted lithium and rare metals mineralization in surface grab samples, trenches and drilling, historical and current exploration work and the findings of the Big Mack Technical Report, the Big Mack Author concluded that the Big Mack Property is a property of merit, with good potential for discovery of economic concentration of lithium and rare metals mineralization through further exploration. Good infrastructure and availability of exploration and mining services in the vicinity makes it a worthy mineral exploration target. The historical exploration data collected on the Big Mack Property provides the basis for a follow-up work program.

The Big Mack pegmatite has been tested with diamond drilling to a vertical depth of 50 meters and has intersected a lithium-petalite bearing zone. The remaining pegmatites on the Big Mack Property have had limited or have not been tested by diamond drilling. Further exploration of the Big Mack Property is expected to comprise prospecting, additional sampling and diamond drilling to further define the potential of the lithium and rare-metal pegmatites.

In the Big Mack Author's opinion, the character of the Big Mack Property is enough to merit a two-phase work program, where the second phase is contingent upon the results of the first phase.

Phase One

Phase one exploration work on the Big Mack Property should comprise prospecting, mapping, sampling, stripping and channel-cut sampling to further define the potential of the lithium, Ta and rare-metal minerals. Geochemistry of all the pegmatites should be reviewed to help determine genesis and relationships of the pegmatites across the Big Mack Property.

A forest fire, which occurred in 2021, had burnt the western two-thirds of the Big Mack Property. As a result of the fire, the bedrck is considerably more visible due to the reduced amount of vegetation. Aerial images, either as recent high-resolution Landsat or othorectified drone imagery, would assist in prospecting efforts, and could also identify the white pegmatite compared to the darker-coloured country rocks.

The geological mapping and sampling conducted in 1998 and 2001 located numerous pegmatites on the Big Mack Property. These pegmatites should be examined and sampled to evaluate the lithium and other rare-metal mineralization as the 1998-2001 program mainly focused on the Ta potential. The areas near these pegmatite exposures should also be prospected. If new pegmatites are found, these exposures should have overburden removed and pressure-washed. Geological mapping, channel-cutting and sampling should test mineral potential of pegmatites.

A biogeochemistry sampling program collecting twigs of same age growth from black spruce or alders should be conducted on parts of the Bick Mack Property not affected by the 2021 forest fire, grid line spaced at 50m and samples collected at 25 m intervals.

The past exploration efforts have established there is potential for Ta on the Big Mack Property. Corrective measures should be implemented in order to obtain reliable and repeatable analysis for Ta. Sample collection methods and a flowsheet outlining analytical procedures and techniques should be drafted and tested with assay laboratories to establish duplication of assay results.

Detailed structural examination of all rock types, especially those adjacent to the pegmatite, could determine the strain and folding which existed in the country rock before the injection of rare-metal-bearing felsic intrusive magma.

The estimated budget for Phase 1 work is $688,218 and it is expected to take about four months to complete this work.

Phase Two

Phase two work should include diamond drilling of the Big Mack pegmatite to depth and along strike to prove continuity and the potential associations to the other pegmatites in the immediate area. Additional diamond drilling will enable the further expansion of the Big Mack pegmatite along strike and to depth. The diamond drilling will also assess the structural complexity and potential zonation of the Big Mack pegmatite. The diamond drilling and associated sampling will help understand the relationship of the identified pegmatites within the immediate area and to those adjacent to the Big Mack property, such as the Big Whopper pegmatite.

The estimated budget for Phase two work is $1,754,324 and it will take about six months' time to complete this work.

Program	**Units**	**Rate ($)**	**Unit**	**Total Costs**
Phase 1				
Prospecting		**50m line-spacing**	**40 line kms**	
Staff	2 Staff	$600/day 1 km/day	40 days	$24,000
Assaying		$110/sample 15/day	600	$66,000
Supplies				$1,000
Travel	$0.95/km	$150/day	40 days	$6,000
Report	1 Staff	$600/day	5 days	$3,000
Stripping			**15 new sites**	
Upgrade access trail	contractor			$400,000
Equipment includes mod/demob	Operator	$2200/day	15 days	$33,000
Washing	2 Staff	$600/day	20 days	$12,000
Channel-Cutting	2 Staff	$600/day 20m/day	15 days	$9,000
Assaying		$110/sample	300	$33,000
Supplies	Blades, bags			$2,000
Travel	$0.95/km	$150/day	35 days	$5,250
Report	1 Staff	$600/day	7 days	$4,200
Sub Total				**$598,450**
Contingency			**15%**	**$89,768**
Total Phase 1 Budget				**$688,218**

Table 9: Phase One Budget

Program	Units	Rate ($)	Unit	Total Costs
Phase 2				
Drilling			**5,000 m**	
Metreage	All costs	$160 / meter	5,000 m	$800,000
Mob/Demob	80km from Ken			$50,000
Geologist	1 Staff	$600/day 50m/day	100 days	$60,000
Core cutting machine				$10,000
Core Cutting Assistant	3 Staff	$300/day 15% core	100 days	$90,000
Supplies	Blades, bags			$2,000
Assays	15% of 5000m	$110/sample	750	$75,000
Travel	$0.95/km	$150/day	100 days	$15,000
Report	1 Staff	$600/day	10 days	$6,000
Project Manager	1 staff	$600/day	120	$72,000
Room and Board	14 staff	$200/person	120	$336,000
Final Report	1 Staff	$600/day	7 days	$4,200
Ta Assay Method Study	Geologist	$600/day	4 day	$2,400
Assay		$110/sample	10 sample	$1,100
Travel	$0.95/km	$150/day	4 day	$600
Report		$600/day	2 Days	$1,200
Subtotal				**$1,525,500.00**
Contingency			15%	$228,825.00
Total Budget				**$1,754,325.00**

Table 10: Phase Two Budget

The Company intends to proceed with the phase one exploration work on the Big Mack Property recommended by the Big Mack Author. Following the completion of this work, and depending on the results of this work, the Company may proceed with the phase two exploration work on the Big Mack Property recommended by the Big Mack Author, or may undertake additional or different exploration work in response to the results of the phase one exploration work.

DIVIDENDS AND DISTRIBUTIONS

The Company has not paid any dividends on its Common Shares since incorporation and currently intends to retain future earnings, if any, to finance further business development. The declaration of dividends on Common Shares will depend on the Company's earnings, capital requirements, operating and financial condition and a number of other factors that the Board may deem to be appropriate. There are no restrictions on the ability of the Company to pay dividends in the future.

DESCRIPTION OF CAPITAL STRUCTURE

The Company's authorized capital stock consists of an unlimited number of Common Shares, of which 43,389,780 Common Shares are issued and outstanding as of the date of this AIF.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company (other than meetings at which only holders of another class or series of shares are entitled to vote) and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company (other than meetings at which only holders of another class or series of shares are entitled to vote). The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

As at the date of this AIF, the Company has 35,292,122 Warrants issued and outstanding, consisting of: (i) 10,000,000 Warrants, each exercisable into one (1) Common Share for $0.10 per Common Share until October 25, 2023, (ii) 10,000,000 Warrants, each exercisable into one (1) Common Share for $0.12 per Common Share until December 8, 2023, (iii) 10,674,100 Warrants each exercisable into one (1) Common Share for $0.75 per Common Share until October 11, 2024 and (iv) 4,618,022 Warrants each exercisable into one (1) Common Share for $0.85 per Common Share until October 11, 2024.

Options

As at the date of this AIF, the Company has 1,850,000 Options issued and outstanding. Each vested Option entitles the holder to receive one Common Share upon payment of the exercise price of the Option, subject to adjustment pursuant to the Company's Share-Based Compensation Plan.

Restricted Share Units

As at the date of this AIF, the Company has 4,450,008 RSUs issued and outstanding. Each vested RSU entitles the holder to receive one Common Share, subject to adjustment pursuant to the Company's Share-Based Compensation Plan.

Deferred Share Units

The Company's Share-Based Compensation Plan also provides for the grant to eligible directors of deferred share units ("**DSUs**") which the directors are entitled to redeem for 20 business days following the date of their separation from the Board (subject to certain exceptions for U.S. taxpayers). Each vested DSU entitles the holder to receive one Common Share.

As at the date of this AIF, the Company has no DSUs issued and outstanding.

MARKET FOR SECURITIES

Trading Price and Volume

The Company's Common Shares were listed on the CSE on May 24, 2022 under the symbol "GSU". On July 14, 2022, the Company changed its name to "Pan American Energy Corp." and began trading on the CSE under the symbol "PNRG". On July 15, 2022, the Company began trading on the OTC Pink Market under the stock symbol "PAANF". On October 11, 2022, the Company began trading on the Frankfurt Stock Exchange under the stock symbol "SS6". The following table sets forth trading information for the Common Shares on the CSE on a monthly basis since May 24, 2022.

	Price Range		CSE
Month	**High $**	**Low $**	**Monthly Trading Volume**
May 2022	$--	$--	278
June 2022	$0.42	$0.13	34,377
July 2022	$0.95	$0.15	15,456
August 2022	$1.60	$0.40	85.375
September 2022	$1.50	$0.70	88,938
October 2022	$0.88	$0.71	28,283
November 2022	$0.80	$0.58	726.359
December 1 - 13, 2022	$0.82	$0.79	404,039

The closing price of our Common Shares on the CSE on December 13, 2022, the last trading day before the date hereof, was $0.81.

PRIOR SALES

During the Company's most recently completed financial year, the Company has issued the following securities which are not listed or quoted on a marketplace:

Security	Date of Issue	Aggregate Number Issued	Issue / Exercise Price
Options[(1)]	April 22, 2021	100,000	$0.50
Options[(2)]	April 22, 2021	100,000	$0.50
Options[(3)]	April 22, 2021	100,000	$0.50
RSUs[(4)]	May 1, 2021	1,000,000	N/A
Options[(5)]	May 19, 2022	1,300,000	$0.35
RSUs [(6)]	September 1, 2022	2,350,000	N/A
Warrants[(7)]	October 11, 2022	10,674,100	$0.75
Warrants[(7)]	October 11, 2022	4,618,022	$0.85
Options[(8)]	November 10, 2022	200,000	$0.71
RSUs[(9)]	November 10, 2022	1,100,008	N/A
Options[(10)]	December 1, 2022	50,000	$0.80

Notes:

(1) 100,000 Options were granted to Brian Thurston at an exercise price of $0.50 per Option pursuant to the terms of Brian Thurston's Option agreement with the Company dated April 22, 2021.

(2) 100,000 Options were granted to Dave McMillan at an exercise price of $0.50 per Option pursuant to the terms of Dave McMillan's Option agreement with the Company dated April 22, 2021.
(3) 100,000 Options were granted to Jamie Lewin at an exercise price of $0.50 per Option pursuant to the terms of Jamie Lewin's Option agreement with the Company dated April 22,.
(4) 1,000,000 RSUs were granted to Jason Latkowcer upon completion of the listing of the Company on the CSE pursuant to the terms of Jason Latkowcer's RSU agreement with the Company dated May 1, 2021
(5) 1,300,000 Options were issued to employees, directors, officers, and consultants of the Company on May 19, 2022. Each Option is exercisable at $0.35 in accordance with the Option agreements with such persons.
(6) The Company granted an aggregate of 2,350,000 RSUs to certain directors, officers and consultants of the Company pursuant to RSU agreements with such persons.
(7) Warrants exercisable for one (1) Common Share until October 11, 2024.
(8) 200,000 Options were granted to Will Gibbs at an exercise price of $0.71 per Option pursuant to the terms of Will Gibbs' Option agreement with the Company dated November 10, 2022.
(9) 1,100,008 RSUs were granted to Will Gibbs and certain consultants of the Company on November 10, 2022 pursuant to RSU agreements with such persons..
(10) 50,000 Options were granted to Emilio Bunel at an exercise price of $0.80 per Option pursuant to the terms of Emilio Bunel's Option agreement with the Company dated December 1, 2022.

For detailed information about our equity compensation arrangements, specifically, our Share-Based Compensation Plan, please see "*Executive Compensation – Stock Options and Other Compensation Securities*".

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As of the date of this AIF, the following securities of the Company are held in escrow or are subject to a contractual restriction on transfer.

Designation of class held in escrow	Number of securities held in escrow	Percentage of class[5]
Common Shares issued to shareholders of the Company pursuant to $0.05 Financing	150,000 Common Shares[1]	0.34%
Securities issued to former securityholders of 1328012 B.C. Ltd. in connection with the Share Purchase Agreement	300,075 Common Shares[2] 300,000 Warrants[2]	0.69% 0.85%
Common Shares issued to Horizon pursuant to the Horizon Option Agreement	3,012,174 Common Shares[3]	6.94%

Notes:
(1) These Common Shares are held by a company controlled by Jason Latkowcer, CEO and President of the Company, and are subject to a thirty-six (36) month escrow period pursuant to the Escrow Agreement (as defined below). The securities subject to the Escrow Agreement will be released as follows: (i) 10% were released on the May 24, 2022 (the "**Listing Date**"); (ii) 15% will be released on the date that is six (6) months following the Listing Date; (iii) 15% will be released on the date that is twelve (12) months following the Listing Date; (iv) 15% will be released on the date that is eighteen (18) months following the Listing Date; (v) 15% will be released on the date that is twenty-four (24) months following the Listing Date; (vi) 15% will be released on the date that is 30 months following the Listing Date; and (vii) 15% will be released on the date that is thirty-six (36) months following the Listing Date.
(2) These securities are held by a company controlled by Paul More, CFO of the Company, as well as in his personal capacity, and are subject to a thirty-six (36) month escrow period pursuant to the Escrow Agreement. The securities subject to the Escrow Agreement will be released as follows: (i) 10% were released on the Listing Date; (ii) 15% will be released on the date that is six (6) months following the Listing Date; (iii) 15% will be released on the date that is twelve (12) months following the Listing Date; (iv) 15% will be released on the date that is eighteen (18) months following the Listing Date; (v) 15% will be released on the date that is twenty-four (24) months following the Listing Date; (vi) 15% will be released on the date that is thirty (30) months following the Listing Date; and (vii) 15% will be released on the date that is thirty-six (36) months following the Listing Date.
(3) Subject to contractual restrictions on resale pursuant to the Horizon Property Option Agreement. 753,044 of these Common Shares will be released from such restrictions on January 17, 2023, 753,043 of these Common Shares will be released from such restrictions on April 17, 2023, 753,044 of these Common Shares will be released from such restrictions on July 17, 2023 and 753,043 of these Common Shares will be released from such restrictions on October 17, 2023.

(4) On an undiluted basis, based on 43,389,780 Common Shares and 35,292,122 Warrants issued and outstanding of the Company.

Escrow Agreement

The securities beneficially owned by Jason Latkowcer and Paul More are held in escrow pursuant to an escrow agreement entered into between the Company, Odyssey Trust Company and Mr. Latkowcer, Mr. More and certain of their related parties (the "**Escrow Agreement**"), as required by and in compliance with National Policy 46-201 - *Escrow for Initial Public Offerings* ("**NP 46-201**") and CSE policy. The securities are subject to the release schedule specified in NP 46-201 for emerging issuers and as set out in the form of escrow required by Policy 2 – *Qualifications for Listing of the CSE*. The release schedule for these securities is set forth above and may be accelerated if the Company establishes itself as an "established issuer" as described in NP 46-201.

Pursuant to the terms of the Escrow Agreement, the securities subject to the Escrow Agreement will not be able to be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within escrow are:

- transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or a material operating subsidiary, with the approval of the Board;

- transfers to a person or company that, before the proposed transfer, holds more than 20% of the Company's outstanding Common Shares, or to a person or company that, after the proposed transfer, will hold more than 10% of the Company's outstanding Common Shares and has the right to elect or appointment one or more directors or senior officers of the Company or any material operating subsidiary;

- transfers to a registered retirement savings plan, registered retirement income fund or other similar registered plan or trustee fund, provided that the annuitant or the beneficiaries are the transferor or the transferor's spouse, children or parents;

- transfers upon bankruptcy to the trustee in bankruptcy or another person or company entitled to escrow securities on bankruptcy; and

- pledges, mortgages or charges to a financial institution as collateral for a loan, provided that, upon a realization, the securities remain subject to escrow.

Tenders of securities subject to the Escrow Agreement to a take-over bid or business combination are permitted, provided that, if the tenderer is a principal (as that term is defined in the Escrow Agreement) of the successor corporation, upon completion of the take-over bid or business combination, securities received in exchange for tendered securities subject to the Escrow Agreement are substituted in escrow on the basis of the successor corporation's escrow classification.

If Jason Latkowcer and Paul More beneficially acquire any additional securities of the Company of the types listed above, those securities will be added to the securities already in escrow, to increase the number of remaining securities subject to the Escrow Agreement. Such increased number of remaining securities will be released in accordance with the release schedule noted above.

Common Shares Subject to Horizon Option Agreement

All Common Shares issued to Horizon pursuant to the Horizon Option Agreement are subject to a twelve-month restricted period, during which time, Horizon may not, directly or indirectly, offer, sell, contract to offer or sell, transfer, assign, grant or sell any option or warrant to purchase, lend, hypothecate, secure, pledge or otherwise transfer or dispose of any such Common Shares, whether through the facilities of a stock exchange, by private placement, or otherwise, or agree to do any of the foregoing, without the prior approval of the Company. The Common Shares issuable pursuant to the

Horizon Option Agreement will be released from the restriction above in four equal tranches: (i) 25% will be released after three (3) months, (ii) a further 25% after six (6) months, (iii) a further 25% after nine (9) months, and (iv) the remaining 25% balance after twelve months. Notwithstanding the restrictions above, Horizon may transfer, sell or otherwise dispose of Common Shares issued pursuant to the terms of the Horizon Option Agreement pursuant to a third-party take-over bid made to all holders of Common Shares, or in connection with a merger, business combination, arrangement, consolidation, reorganization, restructuring or similar transaction of all the Common Shares outstanding at any time, provided, however, that in the event that such take-over bid or similar acquisition or transaction is not completed, Horizon's Common Shares shall remain subject to the restrictions set out above.

Horizon has also agreed, pursuant to the Horizon Option Agreement, to customary "orderly sale" provisions with respect to sales by Horizon of the Common Shares issued under the Horizon Option Agreement, pursuant to which Horizon will give five (5) business days' prior notice of any proposed sale of Common Shares issued pursuant to the Horizon Option Agreement to the Company, and, provided that the Company wishes to arrange for a purchaser of the Common Shares, allow the Company thirty (30) days to organize a buyer for such Common Shares. If the Company obtains a commitment to purchase the Common Shares proposed to be sold by Horizon within the allowable time period, Horizon is required to sell such Common Shares to such purchaser(s) organized by the Company within twenty (20) days thereafter.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table sets forth the name of all directors and executive officers of the Company, their municipalities of residence, their current positions with the Company, their principal occupations during the past five years, the date they first become a director or officer of the Company and the number and percentage of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised as at the date of this Annual Information Form.

All directors of the Company have been elected or appointed to serve until the next annual meeting of shareholders of the Company, or until such director's earlier death, resignation or removal. As at the date of this AIF, the Company's directors and executive officers beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 600,100 Common Shares, representing approximately 1.38% of the issued and outstanding Common Shares.

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Director / Officer of the Resulting Company Since	Number and Percentage of Common Shares Beneficially Owned or Controlled [(1)(2)]
Jason Latkowcer[(3)] Calgary, Alberta CEO, President and Director	Chief Executive Officer of the Company (since April 23, 2021); Corporate Account Manager, Univar Solutions (from March 2014 to May 2021).	April 23, 2021	200,000 Common Shares; 0.46%
Paul More Vancouver, British Columbia CFO and Corporate Secretary	Financial consultant to various private and public companies.	December 13, 2021	400,100 Common Shares; 0.92%

Sean Kingsley[(3)] Vancouver, British Columbia Director	Strategy and communications consultant to various private and public companies.	December 8, 2021	Nil 0.0%
Will Gibbs[(3)] Calgary Alberta Director	Senior executive and business development consultant for various companies.	November 10, 2022	Nil 0.0%
Total Securities			600,100 Common Shares; 1.38 %

Notes:
(1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective directors and executive officers.
(2) On an undiluted basis, based on 43,389,780 Common Shares issued and outstanding of the Company.
(3) Member of the Audit Committee.

In addition, Anna Hicken served as a director of the Company until her resignation from the Board on December 7, 2021 and Eli Dusenbury served as a director until his resignation from the Board on November 10, 2022.

Director and Management Biographies

The following are brief biographies of the executive officers and directors of the Company:

Jason Latkowcer (Age: 34) – Chief Executive Officer, President and Director

Jason Latkowcer has over 10 years of experience in chemical and technology business development. He has worked directly with energy, mining, industrial, water treatment and chemical manufacturing businesses across North and South America. While working with Univar Solutions, he oversaw and grew some of the largest oil and gas and engineering accounts in Canada and the USA, managing over $50 million per year in sales.

Over the past year, Mr. Latkowcer has been actively consulting in the capital markets as a Director of Corporate Development for Mara Advisory Corp., focusing on mining and renewable energy opportunities globally. He has experience in due diligence, mergers and acquisitions, finance and venture capital. He focuses on asset value creation, managing partnerships and driving strategic process innovation to advance ESG initiatives. He graduated from the University of Ottawa in 2011 and engages in on-going executive level learning.

Paul More (Age: 36) – Chief Financial Officer and Corporate Secretary

Paul More, CPA, CA is a finance and accounting professional with over 10 years of combined experience in both public and private sectors. Prior to joining the Company, Mr. More provided CFO consulting and accounting services to clients in the health, pharmaceutical, technology, mining and real estate sectors. Mr. More obtained his Chartered Professional Accountant designation in 2011 and holds a Bachelor of Commerce with a double major in Accounting and Finance from the University of Northern British Columbia.

Sean Kingsley (Age: 39) – Director

Mr. Kingsley is a mining investor, communicator, educator and entrepreneur. He has 16 years experience specializing in corporate development, corporate strategy, strategic marketing, investor relations and corporate communications, advising and raising capital globally. He has a firm

understanding of the financial markets and broad experience in utilizing diverse methods for public communications and raising capital. His education includes completing the Mining Company Disclosure 101 program hosted by the TSX-V and IIROC, Mining Essentials program at the British Columbia Institute of Technology and also the Public Companies' Financing, Governance and Compliance Course at Simon Fraser University.

Mr. Kingsley is director of Corporate Communications for Enduro Metals and is President & CEO pf his own consulting firm Mango Research and Management Inc., Strategic Advisor to Stuhini Exploration Ltd. and director of Alpha Copper Corp. He served as Chair of the Association for Mineral Exploration BC's Communications and Marketing committee from 2014-2018 and remains a committee member. He has sat on the Executive and Advisory Council for the Centre of Training Excellence in Mining since 2016.

Will Gibbs (Age: 43) – Director

William Gibbs is an executive strategy consultant with almost 20 years of experience in commodity and specialty chemical distribution. Mr. Gibbs spent 13 years with Univar Solutions, managing strategic energy accounts in North America and abroad. For the past 5 years Mr. Gibbs has been president of Griffina Abner Consulting LLC. He is currently consulting in the sustainable technology space creating plans for development and commercialization of sustainable green chemical alternatives in the energy, water treatment and mining industries. Mr. Gibbs is a graduate of the University of Calgary with a BSc in Chemistry/Math and graduated in 2005.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed herein, no director or executive officer of the Company is, as at the date of this AIF, or was, within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that (a) was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (a "**Cease Trade Order**"), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to a Cease Trade Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

On July 8, 2022, the British Columbia Securities Commission issued a cease trade order to Telecure Technologies Inc., a company that Mr. Paul More serves as director of, for failing to file audited financial statements for the year ended December 31, 2021, along with the accompanying management's discussion and analysis, failing to file interim financial report for the period ended March 31, 2022, along with the accompanying management's discussion and analysis, and failing to file certification of annual and interim filings for the periods ended December 31, 2021 and March 31, 2022, within the required time period. The cease trade order currently remains in effect as of the date of this Annual Information Form.

On May 3, 2022, the British Columbia Securities Commission issued a cease trade order to Mr. Josh Rosenberg, Mr. Eli Dusenbury and Telecure Technologies Inc., a company that Mr. Paul More serves as director of, for failing to file audited financial statements for the year ended December 31, 2021, along with the accompanying management's discussion and analysis, within the required time period. The cease trade order currently remains in effect as of the date of this Annual Information Form.

On July 10, 2019, the British Columbia Securities Commission issued a cease trade order to StartMonday Technology Corp., a company that Sean Kingsley was a former interim CEO and former director of, for failing to file audited financial statements for the year ended December 31, 2018, along with the accompanying management's discussion and analysis, as well as the interim financial statements for the period ended March 31, 2019, along with the accompanying management's discussion and analysis, within the required time period. The cease trade order remains in effect as of the date of this Annual Information Form.

No director or executive officer of the Company, nor, to our knowledge, any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, as of the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while the person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No director or executive officer of the Company, nor, to our knowledge, any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of the Company, nor, to our knowledge, any shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or (b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, information and belief, there are no known existing or potential conflicts of interest between the Company and any of its directors or officers as a result of their outside business interests at the date hereof. However, certain of the Company's directors and officers are, or may become, directors or officers of other companies with business that may conflict with our business, and therefore it is possible that a conflict of interest may arise between their duties to the Company and their duties as a director or officer of such other companies. Pursuant to the BCBCA, each of the directors of the Company is required to act honestly and in good faith with a view to the best interests of the Company. As required under the BCBCA:

> A director or executive officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or executive officer of the Company, must promptly disclose the nature and extent of that conflict.
>
> A director who holds a disclosable interest (as that term is used in the BCBCA) in a contract or transaction into which the Company has entered or proposes to enter may generally not vote on any directors' resolution to approve the contract or transaction.

Generally, as a matter of practice, directors or executive officers who have disclosed a material interest in any transaction or agreement that our Board is considering, will not take part in any Board discussion respecting that contract or transaction. If, on occasion, such directors do participate in the discussions, they will abstain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, we will establish a special committee of independent directors to review a matter in which directors, or management, may have a conflict.

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* requires us to disclose certain information regarding the Audit Committee of the Board. The required information has been disclosed in our management information circular, dated May 24, 2022 (the "**Circular**"), under the heading "*Audit Committee Disclosure*" and in Schedule "C" to the Circular. Our Circular is available under our profile on SEDAR at www.sedar.com.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* requires us to disclose certain information regarding our corporate governance practices. The required information has been disclosed in the Circular, under the heading "*Corporate Governance Disclosure*" and in Schedule "D" to the Circular. Our Circular is available under our profile on SEDAR at www.sedar.com.

EXECUTIVE COMPENSATION

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation - Venture Issuers* and sets forth compensation for each of the named executive officers and directors of the Company.

Compensation of Named Executive Officers

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer of the Company. "Named Executive Officer" is defined by securities legislation to mean: (i) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO; (ii) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO; (iii) the most highly compensated executive officer of the Company, including any of its subsidiaries, other than the CEO and CFO, or an individual performing similar functions, at the end of the most recently completed financial year whose total compensation was , more than $150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in similar capacity, at the end of the most recently completed financial year. As of the date of the AIF, the Company has the following Named Executive Officers (collectively, the "**Named Executive Officers**" or "**NEOs**"):

- Jason Latkowcer, Chief Executive Officer, President and a director of the Company;
- Paul More, Chief Financial Officer of the Company; and
- Eli Dusenbury, Former Chief Financial Officer and director of the Company.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth information with respect to the compensation of each Named Executive Officer or director of the Company during the two most recently completed financial years:

Table of Compensation Excluding Compensation Securities							
Name and position	**Year [1]**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Jason Latkowcer[2] CEO and Director	2022	144,000	Nil	Nil	Nil	48,791[8]	192,791
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Paul More[3] CFO	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Eli Dusenbury[4] Former CFO and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Will Gibbs[5] Director	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Sean Kingsley[6] Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Anna Hicken[7] Former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Information provided in this table is for the years ended April 30, 2022 and 2021.

(2) Mr. Latkowcer was appointed as CEO and director on April 23, 2021. Mr. Latkowcer does not receive any compensation for serving as a director of the Company. Mr. Latkowcer provides services through JMLevate Consulting Inc. For additional details, please see "*Executive Compensation – Employment Consulting and Management Agreements*".

(3) Mr. More was appointed as CFO on December 13, 2021. Mr. More began being compensated as CFO of the Company following the listing of the Common Shares on the CSE. Mr. More receives a fee of $7,500 for serving as the CFO of the Company, along with the opportunity to participate in the Share-Based Compensation Plan. For additional details, please see "*Executive Compensation – Employment Consulting and Management Agreements*".

(4) Mr. Dusenbury was appointed as CFO on August 14, 2020 and director on April 23, 2021, and resigned as CFO on December 13, 2021 and as a director on November 10, 2022.

(5) Mr. Gibbs was appointed as a director on November 10, 2022.

(6) Mr. Kingsley was appointed as a director on December 7, 2021.

(7) Ms. Hicken was appointed as a director on April 23, 2021, and resigned on December 7, 2021.

(8) Fair market value of equity compensation vested during financial year.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities the Company has granted or issued to each Named Executive Officer or director of the Company during its most recently completed financial year:

Compensation Securities							
Name and position	**Type of Compensation Security**	**Number of Compensation Securities, number of underlying securities, and percentage of class**	**Date of issue or Grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Jason Latkowcer CEO and Director[2]	RSUs	1,000,000[8] 22.47%	May 1, 2021	N/A	N/A[9]	N/A[9]	N/A
Paul More[3] CFO	Nil	Nil	N/A	N/A	N/A	N/A	N/A

Compensation Securities							
Name and position	**Type of Compensation Security**	**Number of Compensation Securities, number of underlying securities, and percentage of class**	**Date of issue or Grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Eli Dusenbury[4] Former Director and CFO	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Will Gibbs[5] Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Sean Kingsley[6] Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Anna Hicken[7] Former Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

(1) Information provided in this table is for the year ended April 30, 2022.
(2) Mr. Latkowcer was appointed as CEO and director on April 23, 2021
(3) Mr. More was appointed as CFO on December 13, 2021.
(4) Mr. Dusenbury was appointed as CFO on August 14, 2020 and director on April 23, 2021, and resigned as CFO on December 13, 2021 and as a director on November 10, 2022.
(5) Mr. Gibbs was appointed as a director on November 10, 2022. As of April 30, 2022, Mr. Gibbs did not hold any compensation securities of the Company.
(6) Mr. Kingsley was appointed as a director on December 7, 2021.
(7) Ms. Hicken was appointed as a director on April 23, 2021, and resigned on December 7, 2021.
(8) 500,000 of the RSUs vest in three equal tranches based on the successful completion of the following: (i) the successful launch of the Company's pilot project (being the delivery of a brine sample to the Company's technology partner); (ii) the Company's successful fundraise of $5,000,000 in a single financing or in a series of financings; and (iii) the Company completing an acquisition or series of acquisitions in total value over $2,000,000. The remaining 500,000 RSUs vest quarterly in four equal tranches beginning September 24, 2022.
(9) The Common Shares did not begin trading on the CSE until May 24, 2022.

Exercise of Compensation Securities by Directors and NEOs

No NEO or director of the Company exercised compensation securities in the most recently completed financial year ended April 30, 2022.

Stock Option Plans and Other Incentive Plans

The following is a summary of certain provisions of the Share-Based Compensation Plan and does not purport to be complete summary and is subject in its entirety to the detailed provisions of the Share-Based Compensation Plan, a copy of which is available without charge from the Company. The Share-Based Compensation Plan was approved by the shareholders of the Company at the Company's annual general meeting on June 29, 2022.

Eligible Persons

Awards may be granted to eligible employees, directors, officers or service providers of the Company or any of its subsidiaries (an "**Eligible Person**"). A participant ("**Participant**") is an Eligible Person to whom an Award has been granted. An "**Award**" means any Option, DSU or RSU granted under the Share-Based Compensation Plan.

Number of Shares available for Awards

The aggregate number of Common Shares issuable pursuant to Awards granted under the Share-Based Compensation Plan must not exceed 20.0% of the issued and outstanding Common Shares at the time of the grant. We currently have 43,389,780 Common Shares issued and outstanding and, as

such, we can issue up to a total of 8,677,956 Common Shares under the Share-Based Compensation Plan.

Options

During the year ended April 30, 2022, 200,000 Options were granted.

As of the date of this AIF, there are 1,850,000 Options outstanding.

DSUs

The Company's Share-Based Compensation Plan provides for the grant of DSUs to eligible directors, which the directors are entitled to redeem for 20 business days following the date of their separation from the Board (subject to certain exceptions for U.S. taxpayers). Each vested DSU entitles the holder to receive one Common Share. As of the date of this AIF, there were no DSUs outstanding. No DSUs were granted during the year ended April 30, 2022.

RSUs

During the year ended April 30, 2022, 1,250,008 RSUs were granted.

As of the date of this AIF, there are 4,450,008 RSUs outstanding.

Total

As of the date of this AIF, there are 6,300,008 Common Shares subject to outstanding Options, DSUs and RSUs in total, representing approximately 14.5% of the total number of issued and outstanding Common Shares on the date hereof.

Number of Shares under Award Grant

Subject to complying with all requirements of the CSE and the provisions of the Share-Based Compensation Plan, the number of Common Shares that may be purchased or received under any Award will be determined and fixed by the Board at the date of grant.

Administration

Unless otherwise determined by the Board, the Share-Based Compensation Plan shall be administered by the Board or a committee designated by the Board. The Board (or a committee of the Board, as the case may be) shall have the power, where consistent with the general purpose and intent of the Share-Based Compensation Plan, and subject to the specific provisions of the Plan to (a) adopt and amend rules and regulations relating to the administration of the Share-Based Compensation Plan, (b) to correct any defect or supply any omission or reconcile any inconsistency in the Share-Based Compensation Plan or in any related agreement in the manner and to the extent it shall deem expedient to carry the Share-Based Compensation Plan into effect, (c) to determine and designate from time to time the individuals to whom Awards shall be made, the amounts of Awards and other terms and conditions of the Awards and (d) delegate any of its responsibilities or powers under the Share-Based Compensation Plan to a Board committee.

Options

Exercise price of Options

The exercise price per Common Share under each Option will be determined by the Board in its sole discretion, provided that such price may not be less than the greater of the trading price at which the

Common Shares traded on the CSE as of the close of market on (a) the trading day immediately prior to the date such Option is granted and (b) the date such Option is granted.

Vesting Terms and Restrictions

Vesting terms and restrictions of the Options shall be determined by the Board on a case by case basis, provided that, unless otherwise determined by the Board, Options shall vest as to 25% of the Options subject to a grant, on the date of grant, and as to an additional 25% of the Options subject to a grant, on each six-month anniversary of the date of grant, such that, following the 18-month anniversary of the date of grant, all of the Options subject to the grant shall be fully vested.

Cashless Exercise Right

Participants have the right (the "**Cashless Exercise Right**"), in lieu of the right to exercise an Option, to terminate such Option and receive the number of Common Shares which is equal to the quotient obtained by (a) subtracting the applicable exercise price from the trading price at which the Common Shares traded on the CSE as of the close of market on the business day immediately prior to the exercise of the Cashless Exercise Right, and multiplying the remainder by the number of Common Shares subject to the Option(s) being terminated and (b) dividing the product obtained in (a) by the trading price at which the Common Shares traded on the CSE as of the close of market on the business day immediately prior to the exercise of the Cashless Exercise Right. The Cashless Exercise Right is only available to a Participant to the extent and on the same conditions that such Participant's Options are exercisable pursuant to the terms of the Share Based Compensation Plan and such Options.

Term of Options and Causes of Cessation

Subject to the requirements of the CSE, of upon earlier termination in accordance with the Share-Based Compensation Plan, as described below, each Option will expire on the date determined by the Board and specified in the Option agreement pursuant to which such Option is granted, provided that such date may not be later the 10th anniversary of the date on which such Option is granted, provided that at any time the expiry date of an Option occurs either during a blackout period imposed by the Company or within ten business days following the expiry of a blackout period imposed by the Company, the expiry date of such Option will be deemed to be the date that is the tenth (10^{th}) business day following the expiry of such blackout period.

In the event the Participant ceases to be an Eligible Person for any reason, other than the death of the Participant or the termination of the Participant for cause, , unless otherwise determined by the Board, any Option held by such Participant on the date the Participant ceases to be an Eligible Person shall become exercisable for a period of up to 12 months thereafter, or prior to the original expiration of the Option, whichever is sooner;

In the event of the termination of the Participant for cause, no Option held by such Participant will, unless otherwise determined by the Board be exercisable following the date on which such Participant is terminated.

In the event a Participant ceases to be an Eligible Person as a result of the death of the Participant, any Option held by such Participant at the date of death shall become exercisable, to the extent that the Participant was entitled to exercise such Options at the date of death, for 12 months after the date of death or prior to the original expiration of such Options, whichever is sooner, unless otherwise determined by the Board but only by the person or persons to whom the Participant's rights under the Option shall pass by the Optionee's will or applicable laws of descent and distribution.

Notwithstanding the foregoing, the Board may, subject to the Share-Based Compensation Plan and to regulatory approval, at any time prior to expiry of an Option, extend the period of time within which an Option may be exercised by a Participant, but such an extension must not be granted beyond the earlier

to occur of (i) the date that is ten years from the date of grant of an Option (subject to extension in the event that the expiry date of the Option occurs during a blackout period).

Change of Control, Amalgamation or Merger

In the event of a Change of Control (as that term is defined in the Share Based Compensation Plan, unless otherwise determined by the Board (i) all Options outstanding shall immediately vest and be exercisable and (ii) all Options that are not otherwise exercised contemporaneously with the completion of the Change of Control will terminate and expire immediately thereafter.

Subject to the provisions governing the treatment of Options in connection with a Change of Control, if the Company amalgamates or otherwise completes a plan of arrangement or merges with or into another corporation, any Common Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Participant would have received upon such amalgamation, arrangement or merger if the Participant had exercised his or her Option immediately prior to the record date applicable to such amalgamation, arrangement or merger, and the Option price shall be adjusted appropriately by the Board.

Deferred Share Units

Grant of DSUs

The Share-Based Compensation Plan allows for the grant of DSUs to any eligible director with the specific terms and conditions thereof to be as provided in the Share-Based Compensation Plan and determined by the Board and reflected in the DSU agreement entered into in respect of such grant. Each DSU will entitle the holder to receive one (1) Common Share. The number of DSUs granted at any particular time will be calculated to the nearest DSU, and be determined by dividing (a) the dollar amount of compensation payable in DSUs by (b) the greater of the closing market price of the Common Shares on (i) the trading day prior to the date of grant of the DSUs and (ii) the date of grant of the DSUs.

Redemption of DSUs

The DSUs held by an eligible director who is not a U.S. taxpayer shall be redeemed automatically and with no further action by the eligible director on the 20th business day following such director's Separation Date (as that term is defined in the Share-Based Compensation Plan). For U.S. taxpayers, DSUs held by an eligible director who is a Specified Employee (as that term is defined in the Share-Based Compensation Plan) will be automatically redeemed with no further action by the eligible director on the date that is six months following such director's Separation Date, or earlier upon the death of such eligible director.

On the date of redemption, the Participant will be entitled to receive, and the Company will issue a number of Common Shares issued from treasury equal to the number of DSUs in the Participant's account on the Separation Date, subject to any applicable deductions and withholdings. In the event that a Separation Date occurs during a year and DSUs have been granted to an eligible director for that entire year, the eligible director will only be entitled to a pro-rated DSU payment in respect of such DSUs based on the number of days that he or she was an eligible director in such year.

Dividends

Subject to the absolute discretion of the Board, in the event that a dividend (other than a stock dividend) is declared and paid by the Company on the Common Shares, an eligible director may be credited with additional DSUs. The number of such additional DSUs, if any, will be calculated by dividing (a) the total amount of the dividends that would have been paid to the eligible director if the DSUs in the eligible director's account on the dividend record date had been outstanding Common Shares (and the Participant held no other Common Shares), by (b) the greater of the closing market price of the

Common Shares on (i) the trading day prior to the date the dividends were paid and (ii) the date the dividends were paid.

Restricted Share Units

Grant and Redemption of RSUs

The Board has the authority, to grant RSUs of the Company to any Eligible Person as a discretionary payment in consideration of service to the Company, subject to the Share-Based Compensation Plan and with the specific terms and conditions thereof to be determined by the Board in accordance with the Share-Based Compensation Plan as reflected in the RSU agreement entered into in respect of such grant. At the end of the vesting period applicable to a RSU (the "**Restricted Period**"), or upon the achievement of performance conditions to be achieved by the Company and/or a Participant applicable to a RSU, and, subject to any applicable deductions and withholding, without the payment of additional consideration or any other further action on the part of the Participant, the Company will issue to the Participant one Common Share for each RSU held by the Participant for which the Restricted Period has expired or the performance conditions have been achieved. Participants who are residents of Canada may elect to defer to receive all or any part of the Common Shares underlying RSUs until one or more deferred payment dates.

Term of RSUs and Causes of Cessation

In the event of the retirement or termination of a Participant during the Restricted Period or prior to the achievement of any applicable performance conditions (as the case may be), any RSUs held by the Participant will immediately terminate and be of no further force or effect; provided, however, that the Board will have the absolute discretion to modify the grant of the RSUs to provide that the Restricted Period will terminate, or the performance conditions will be deemed to have been met, immediately prior to a Participant's termination or retirement.

In the event of the retirement or termination of a Participant following the Restricted Period, or the achievement of any applicable performance conditions (as the case may be), but prior to the settlement of any vested RSUs, the Participant shall be entitled to receive Common Shares in satisfaction of the RSUs then held by the Participant.

In the event of the death or total disability of a Participant, any RSUs held by the Participant shall immediately vest and the Common Shares underlying such RSUs shall be immediately issued by the Company to the Participant or the legal representative of the Participant.

In the event of a Change of Control (as that term is defined in the Share-Based Compensation Plan), all RSUs outstanding shall vest immediately and be settled by the issuance of Common Shares.

Dividends

The Board, in its sole discretion, may determine that if and when dividends (other than stock dividends) are paid on any Common Shares, additional RSUs will be credited to the Participant as of the payment date of any such dividend. The number of additional RSUs to be credited to the Participant will be determined by dividing the dollar amount of the distribution that would have been payable in respect of the RSUs in the Participant's account on the dividend record date has they been outstanding Common Shares by the greater of the closing market price of the Common Shares on (i) the trading day prior to the date the dividends were paid and (ii) the date the dividends were paid.

Procedure for Amending

Subject to the provisions of the Share-Based Compensation Plan and the requirements of the CSE, the Board has the right at any time to suspend, amend or terminate the Share-Based Compensation

Plan or any Award granted under the Share Based Compensation Plan, without shareholder approval, including, but not limited to: (i) amendments of a clerical nature; (ii) amendments regarding the persons eligible to participate in the Share-Based Compensation Plan, (iii) amendments to the exercise price, vesting, term and termination provisions of an Award, (iv) changes to the Cashless Exercise Right provisions, (v) amendments regarding the authority and role of the Board under the Share-Based Compensation Plan; provided that: (A) any such amendment, suspension or termination is in accordance with applicable laws and the rules of the CSE, (B) no amendment to the Share-Based Compensation Plan or an Award granted hereunder will have the effect of impairing, derogating from or otherwise adversely affecting the terms of an Award which is outstanding at the time of such amendment without the written consent of the holder of such Award, (C) the terms of an Option will not be amended once issued and (D) the expiry date of an Option shall not be more than ten years from the date of grant of an Option (except in the case that such expiry date falls during a black out period.

Transferability

Except pursuant to a will or by the laws of descent and distribution, no Awards are transferable or assignable.

Adjustment in Shares Subject to the Share-Based Compensation Plan

If there is any change in the Common Shares through the declaration of stock dividends of Common Shares, through any consolidations, subdivisions or reclassifications of Common Shares, or otherwise, the number of Common Shares available under the Share-Based Compensation Plan, the shares subject to any Award and the exercise price of any Option shall be adjusted as determined to be appropriate by the Board.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company. There are no agreements or arrangements that provide for compensation to NEOs or directors of the Company, or that provide for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Company or a change in the NEO or director's responsibilities, other than the following consulting agreements; (i) the consulting agreement between the Company and JMLevate Consulting Inc. dated May 1, 2021 (the "**Latkowcer Agreement**"); and (ii) the consulting agreement between the Company and Blackstone Consulting Inc. dated December 13, 2021 (the "**More Agreement**").

The Latkowcer Agreement

The Latkowcer Agreement is a standard form executive consulting agreement whereby Mr. Latkowcer (through JMLevate Consulting Inc.) agrees to provide the Company with the services associated with serving as the Chief Executive Officer of the Company, and as compensation receives $12,000 per month of services rendered (plus applicable taxes). Mr. Latkowcer is also eligible for annual cash or Common Share bonuses, at the discretion of the Board, based on Mr. Latkowcer and the Company's annual performance, and for the reimbursement of expenses associated with Mr. Latkowcer's performance of his duties. Pursuant to the Latkowcer Agreement, Mr. Latkowcer was entitled to a cash bonus of $6,000 upon the listing of the Common Shares on the CSE and received an inducement grant of 1,000,000 RSUs. For further details on this RSU grant, please see, "*Executive Compensation – Stock Options and Other Compensation Securities*".

The Latkowcer Agreement has a term of 24 months, which may be extended by mutual agreement, and may be terminated by mutual agreement, on one months' notice by Mr. Latkowcer or the Company to the other or a material breach of the Latkowcer Agreement, defined as (i) a breach by Mr. Latkowcer of any provision of the Latkowcer Agreement, (ii) Mr. Latkowcer being charged with committing a criminal offence or (iii) Mr. Latkowcer engages in, or is accused of engaging in, conduct which materially

impairs (or, if publicized, is likely to materially impair) the reputation of the Company. In the event that the Company terminates the Latkowcer Agreement by notice to Mr. Latkowcer, the Company would be required to pay Mr. Latkowcer $72,000 (six months of service fees), provided that Mr. Latkowcer executes a full waiver and release of claims in a form acceptable to the Company. No amount shall be payable to Mr. Latkowcer in the event of a termination for material breach. In the event of a termination of the Latkowcer Agreement by Mr. Latkowcer, Mr. Latkowcer will not be entitled to any payment on account of such termination, except amounts accrued under the Latkowcer Agreement up to, and unpaid at, the date of termination.

The Latkowcer Agreement contains a standard term with respect to the non-disclosure of the Company's confidential information. The Latkowcer Agreement also contains a non-solicitation and non-competition provision which prohibits the solicitation by Mr. Latkowcer of any officer, employee or agent of the Company or its related and affiliated entities to terminate their relationship with the Company or any of its related or affiliated entities and Mr. Latkowcer directly or indirectly competing with the Company for the term of the Latkowcer Agreement and for twelve (12) months following the termination of the Latkowcer Agreement.

The More Agreement

The More Agreement is a standard form executive consulting agreement whereby Mr. More (through Blackstone Consulting Inc.) agrees to provide the Company with the services associated with serving as the Chief Financial Officer of the Company, and as compensation receives $7,500 per month of services rendered (plus applicable taxes). Mr. More may be reimbursed for his expenses associated with Mr. More's performance of his duties with the prior agreement of the Company.

The More Agreement has an indefinite term, and may be terminated by mutual agreement, on thirty (30) days' notice by Mr. More or the Company to the other or a material breach of the More Agreement, defined as (i) Mr. More being charged with committing a criminal offence or (ii) Mr. More engaging in, or being accused of engaging in, conduct which materially impairs (or, if publicized, is likely to materially impair) the reputation of the Company. In the event that the Company terminates the More Agreement by notice to Mr. More, the Company would be required to pay Mr. More $180,000 (twenty-four months of service fees). In the event of a termination for material breach, the Company shall pay Mr. More for any services provided up to and including the effective date of such termination.

The More Agreement contains a standard term with respect to the non-disclosure of the Company's confidential information. The More Agreement also contains a non-solicitation provision which prohibits the solicitation by Mr. More, directly or indirectly, of (a) any customer or prospective customer of the Company for the purpose of offering products or services that are the same as, substantially similar to or competitive with the business of the Company or (b) any supplier or person who is an employee of the Company to terminate their supplier contract or contract of employment with the Company, in each case for the term of the More Agreement and for twelve (12) months following the termination of the More Agreement. Mr. More may provide his services to other business and organizations during the term of the More Agreement provided there is no conflict of interest or potential conflict of interest and provided that the provision of such services to third parties does not interfere with Mr. More's performance of his obligations under the More Agreement.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

Compensation of directors of the Company is reviewed periodically by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature and the availability of financial resources.

Currently, the directors of the Company are not compensated, other than through participation in the Share-Based Compensation program, at the discretion of the Board.

In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors to date. While the Board considers equity incentive grants to directors under the Share-Based Compensation Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of equity incentives. Other than the Share-Based Compensation Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

Compensation of NEOs

Subject to the contractual requirements of the Latkowcer Agreement and the More Agreement, compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature and the availability of financial resources, subject to the contractual requirements of the Latkowcer Agreement and the More Agreement.

Elements of NEO Compensation

Other than the payment of cash for the services of NEOs, as discussed above, the Company provides a Share-Based Compensation Plan to motivate NEOs by providing them with the opportunity, through grants of Awards, to acquire an interest in the Company and benefit from the Company's growth. In determining the amount of cash compensation payable to a NEO, the Board considers various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature and the availability of financial resources, subject to the contractual requirements of the Latkowcer Agreement and the More Agreement. The Board does not employ a prescribed methodology when determining the grant or allocation of equity incentives or cash bonuses to NEOs. While the Board does not formally identify a "peer group" in its determination of NEO compensation, the Board does consider the compensation paid to executives by other issuers of comparable size and nature in its determination of the level of compensation to be paid to the Company's NEOs. Other than the Share-Based Compensation Plan, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

Pursuant to the Latkowcer Agreement, certain performance incentives were included in Mr. Latkowcer's compensation package to incentivize Mr. Latkowcer to accomplish certain corporate objectives, as follows:

- a $6,000 cash bonus was paid to Mr. Latkowcer upon the listing of the Common Shares on the CSE; and
- 500,000 RSUs were granted to Mr. Latkowcer which vested in three equal tranches following the Company's completion of: (i) the launch of its pilot project (being the delivery of a brine sample to the Company's technology partner); (ii) a private placement raising $5,000,000; and (iii) acquisitions in total value over $2,000,000.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

AUDITOR

Baker Tilly WM LLP, Chartered Professional Accountants, is the Company's auditor and was appointed as the Company's auditor on September 18, 2020.

PROMOTERS

Jason Latkowcer can be characterized as a promoter of the Company in that he took the initiative in founding and organizing the business of the Company prior to the Share Purchase Agreement and its listing on the CSE. Mr. Latkowcer holds 200,000 Common Shares (representing approximately 0.46% of the issued and outstanding Common Shares, on a non-diluted basis, on the date hereof), 250,000 Options (representing approximately 13.5% of the issued and outstanding Options on the date hereof) and 1,000,000 RSUs (representing approximately 22.5% of the issued and outstanding RSUs on the date hereof). For additional information about Mr. Latkowcer and his relationship with the Company, please see "*Directors and Officers*" and "*Executive Compensation*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since the beginning of the most recently completed financial year ended April 30, 2022, there have been no legal proceedings to which the Company is or was a party or of which any of its projects is or was the subject of, nor are any such proceedings known by the Company to be contemplated.

Since the beginning of the most recently completed financial year ended April 30, 2022, the Company has not had any penalties or sanctions imposed on it by, or entered into any settlement agreements with, a court or a securities regulatory authority relating to securities laws, nor has the Company been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this AIF, no (a) director or executive officer, (b) person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the Common Shares, or (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) has, or has had any material interest, direct or indirect, in any transaction within the three most recent financial years preceding the date of this AIF or during the current financial year that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent of the Common Shares is Computershare Trust Company of Canada, located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

As at the date of this AIF, except for contracts entered into in the ordinary course of business, the following agreements and contracts are reasonably regarded as being material to the Company:

- the Share Purchase Agreement (see *Description of the Business – The Share Purchase Agreement* for the particulars of this contract*)*;
- the Escrow Agreement (see *Escrowed Securities and Securities Subject to Contractual Restriction on Transfer – The Escrow Agreement* for the particulars of this contract); and
- the Asset Purchase Agreement (see *Description of the Business – The Asset Purchase Agreement* for the particulars of this contract*)*.

A copy of each of the aforementioned agreements are available under the Company's profile on the SEDAR website at www.sedar.com

INTERESTS OF EXPERTS

Technical information regarding the Green Energy Property included in this AIF is based on the Green Energy Technical Report prepared by Bradley C. Peek, MSc., CPG, who is a "Qualified Person" as such term is defined in NI 43-101. Mr. Peek is independent of the Company within the meaning of NI 43-101 and has taken responsibility for all sections of the Green Energy Technical Report. To the best of our knowledge, as of the date hereof, Mr. Peek and his firm beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

Technical information regarding the Big Mack Property included in this AIF is based on the Big Mack Technical Report prepared by Craig Ravnaas, P.Geo., who is a "Qualified Person" as such term is defined in NI 43-101. Mr. Ravnaas is independent of the Company within the meaning of NI 43-101 and has taken responsibility for all sections of the Big Mack Technical Report. To the best of our knowledge, as of the date hereof, Mr. Ravnaas and his firm beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

The independent auditors of the Company are Baker Tilly WM LLP, who have issued an independent auditor's report dated August 29, 2022 in respect of our consolidated financial statements for the years ended April 30, 2022 and 2021. Baker Tilly WM LLP has informed the Company that it is independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

ADDITIONAL INFORMATION

Additional information, including with respect to directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the management information circular for the annual general and special meeting of the Company held on June 29, 2022, which is available on SEDAR at www.sedar.com. Additional financial information about the Company can be found in the Company's financial statements and management's discussion and analysis for the financial year ended April 30, 2022, also available on SEDAR at www.sedar.com.

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