LI-METAL CORP.

CSE LISTING STATEMENT - FORM 2A

IN CONNECTION WITH THE LISTING OF THE SHARES OF LI-METAL CORP., THE ENTITY FORMERLY KNOWN AS EUROTIN INC., AFTER THE REVERSE TAKEOVER BY 2555663 ONTARIO LIMITED

NOVEMBER 2, 2021

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Cautionary Note Regarding Forward-Looking Statements

The information provided in this Listing Statement (as defined below), including information incorporated by reference, may contain "forward-looking statements" about Li-Metal (as defined herein), Eurotin (as defined herein) and the Resulting Issuer (as defined herein). In addition, the Resulting Issuer or its Affiliates (as defined herein) may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Resulting Issuer or its Affiliates that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by Eurotin, the Resulting Issuer or its Affiliates that address activities, events or developments that the Resulting Issuer or its Affiliates expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

(a) the funds available to the Resulting Issuer and the use of, investment and reinvestment of such funds;

(b) the ability of the Resulting Issuer to secure additional financing for current and future operations and capital projects;

(c) the Resulting Issuer's ability to maintain and enhance trade secret protection over intellectual property;

(d) the Resulting Issuer's ability to successfully commercialize its products;

(e) the Resulting Issuer's ability to pay dividends;

(f) the dependence on management and the establishment of future boards and committees;

(g) general economic, market and business conditions and early stage industry growth rates and the risk associated with competition from other companies directly or indirectly engaged in the industry;

(h) the risks associated with being a publicly traded company, the market demand for the Resulting Issuer Common Shares, and the liquidity of the Resulting Issuer Common Shares; and

(i) other risks described in this Listing Statement and described from time to time in documents filed by the Resulting Issuer with Canadian securities regulatory authorities.

The forward-looking statements contained herein are based on certain key expectations and assumptions, including, but not limited to, with respect to expectations and assumptions concerning: (i) receipt of required shareholder and regulatory approvals in a timely manner or at all; and (ii) the success of the operations of the Resulting Issuer.

Although the Resulting Issuer believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: the availability of sources of income to generate cash flow and revenue; the dependence on management and directors; risks relating to additional funding requirements; due diligence risks; exchange rate risks; potential transaction and legal risks; and other factors beyond the Resulting Issuer's control, as more particularly described under the heading "*Risk Factors*" in this Listing Statement.

Consequently, all forward-looking statements made in this Listing Statement and other documents of the Resulting Issuer are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Resulting Issuer. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Resulting Issuer and/or persons acting on their behalf may issue. The Resulting Issuer does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third-party sources, including industry publications. The Resulting Issuer believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Resulting Issuer has not independently verified any of the data from third-party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

Currency

Unless otherwise indicated, all references to "US$" in this Listing Statement refer to United States dollars and all references to "C$" in this Listing Statement refer to Canadian dollars.

Information Concerning Eurotin

The information contained or referred to herein relating to Eurotin has been furnished by Eurotin, without independent verification by the Resulting Issuer. In preparing this Listing Statement, the Resulting Issuer has relied upon Eurotin to ensure that this Listing Statement contains full, true and plain disclosure of all material facts relating to Eurotin and its subsidiary.

1. GLOSSARY OF TERMS

The following is a glossary of certain general terms used in this Listing Statement including in the summary hereof. Terms and abbreviations used in the financial statements appended to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Affiliate**" has the meaning set forth in Section 12.3 – *"Associates and Affiliates"*;

"**Amalco**" means Li-Metal North America Inc., the entity formed as a result of the amalgamation between Eurotin Subco and Li-Metal;

"**Amalgamation**" means the amalgamation of Li-Metal and Eurotin Subco, pursuant to the terms of the Amalgamation Agreement;

"**Amalgamation Agreement**" means the amalgamation agreement entered into among Eurotin, Li-Metal and Eurotin Subco dated July 13, 2021 as amended October 8, 2021;

"**Associate**" has the meaning set forth in Section 12.3 – *"Associates and Affiliates"*;

"**Business Day**" means any day other than a Saturday or Sunday or a day when banks in the city of Toronto, Ontario are not generally open for business;

"**CSE**" means the Canadian Securities Exchange;

"**Debenture Offering**" has the meaning set forth in Section 3.1 – *"General Development of the Business – The Proposed Transaction"*;

"**Elementos**" has meaning set forth in Section 2.2 – *"Jurisdiction of Incorporation – Eurotin";*

"**Equity Financing**" means the non-brokered private placement by Li-Metal of Li-Metal Subscription Receipts for gross proceeds of up to US$7,500,000;

"**Eurotin**" means Eurotin Inc., a company existing under the laws of the Province of Ontario;

"**Eurotin Common Shares**" means the common shares in the capital of Eurotin;

"**Eurotin Consolidation**" means a consolidation of the outstanding Eurotin Common Shares on the basis of one post-consolidation Eurotin Common Share for such number of pre-consolidation Eurotin Common Shares so that there are 2,000,000 post-consolidation Eurotin Common Shares outstanding immediately prior to the completion of the Amalgamation;

"**Eurotin Debt Conversion**" means the repayment of outstanding debt and loan payables of Eurotin in the aggregate amount of approximately $1,985,000 (or such lesser or greater amount as determined by Eurotin and agreed to by Li-Metal, acting reasonably) through the issuance to the holders of the debt and loan payables of approximately 133,333,333 (or such lesser or greater amount as determined by Eurotin and agreed to by Li-Metal, acting reasonably) pre-consolidation Eurotin Common Shares at a price of C$0.015 per pre-consolidation Eurotin Common Share;

"**Eurotin Subco**" means 2848302 Ontario Inc., a newly incorporated, wholly owned subsidiary of Eurotin;

"**IFRS**" means the International Financial Reporting Standards;

"**Li-Metal**" means 2555663 Ontario Limited, a company existing under the laws of the Province of Ontario;

"**Li-Metal Class A Common Shares**" means the Class A common shares in the capital of Li-Metal;

"**Li-Metal Class B Common Shares**" means the Class B common shares in the capital of Li-Metal;

"**Li-Metal Debentures**" means the debentures of Li-Metal issued under the Debenture Offering (as further described in Section 3.1 – *"General Development of the Business – The Proposed Transaction"*);

"**Li-Metal Options**" means the issued and outstanding options to purchase Li-Metal Class B Common Shares held by management, employees, advisors and consultants of Li-Metal;

"**Li-Metal Shares**" means collectively, the Li-Metal Class A Common Shares and the Li-Metal Class B Common Shares;

"**Li-Metal Subscription Receipts**" means the subscription receipts of Li-Metal issued in connection with the Equity Financing. Each Li-Metal Subscription Receipt will entitle the holder thereof to receive, without payment of additional consideration or further action on the part of the holder, one unit of Li-Metal, each unit consisting of 0.2123 Li-Metal Class B Common Shares and 0.2123 Li-Metal Warrants, subject to adjustment. Each 0.2123 Li-Metal Class B Common Shares will be exchanged for one Resulting Issuer Common Share and each 0.2123 Li-Metal Warrants will be adjusted pursuant to the terms of the Warrant Indenture so that each holder thereof will be entitled to acquire one Resulting Issuer Warrant for each 0.2123 Li-Metal Warrants previously held;

"**Li-Metal Warrant**" means the Li-Metal Class B Common Share purchase warrants of Li-Metal that will be adjusted pursuant to the terms of the Warrant Indenture so that each holder thereof will be entitled to acquire Resulting Issuer Warrants, upon completion of the Amalgamation;

"**Listing Statement**" means this listing statement;

"**MESEX**" has meaning set forth in Section 3.1 – *"General Development of the Business – Background Regarding the Business of Eurotin"*;

"**MESPA**" has the meaning set forth in Section 3.1 – *"General Development of the Business – Background Regarding the Business of Eurotin"*;

"**NEO**" has the meaning set forth in Section 15 – *"Executive Compensation – Termination and Change of Control Benefits";*

"**OBCA**" means the *Business Corporations Act* (Ontario), as from time to time amended or re-enacted and includes any regulations heretofore or hereafter made pursuant thereto;

"**OEMs**" has the meaning set forth in Section 4 – *"Narrative Description of the Business – Business Objectives of the Resulting Issuer"*;

"**Person**" shall be broadly interpreted and shall include any individual, corporation, firm, sole proprietorship, syndicate, unincorporated organization, trustee, partnership, joint venture, association, trust or other legal entity;

"**Proposed Transaction**" means the reverse takeover of Eurotin by Li-Metal, by way of a three-cornered amalgamation, pursuant to the terms of the Amalgamation Agreement;

"**Related Person**" has the meaning set forth in CSE Policy 1 – *Interpretation and General Provisions*;

"**Resulting Issuer**" means Eurotin as it will exist upon completion of the Proposed Transaction to be known as "Li-Metal Corp.";

"**Resulting Issuer Common Shares**" means the common shares in the capital of the Resulting Issuer;

"**Resulting Issuer Options**" means options to purchase Resulting Issuer Common Shares that will issued in exchanged for Li-Metal Options upon completion of the Amalgamation;

"**Resulting Issuer Warrants**" means the common share purchase warrants of the Resulting Issuer, each Resulting Issuer Warrant being exercisable for a Resulting Issuer Common Share at the Canadian dollar equivalent price of US$1.50 per Resulting Issuer Common Share that shall expire after two years following the Closing Date (as defined in the Amalgamation Agreement), and having an expiry date acceleration feature that is triggered once the Resulting Issuer Common Shares trade at or above the Canadian dollar equivalent price of US$3.50 for five consecutive Business Days. For greater certainty, the exercise price of the warrants and the price at which the acceleration feature is triggered shall be denominated in Canadian dollars according to the U.S./Canadian exchange rate as reported by the Bank of Canada on the close of business the day before the Closing Date;

"**Stock Option Plan**" has the meaning set forth in Section 9 – *"Options to Purchase Securities – Summary of Equity Incentive Plan"*;

"**Subscription Receipt Agreement**" means the subscription receipt agreement among Li-Metal, Eurotin and TSX Trust Company entered into in connection with the Equity Financing;

"**TSXV**" means the TSX Venture Exchange Inc.; and

"**Warrant Indenture**" means warrant indenture among Li-Metal, Eurotin and TSX Trust Company entered into in connection with the Equity Financing.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

This Listing Statement has been prepared in connection with the Proposed Transaction and proposed listing on the CSE of the Resulting Issuer Common Shares.

The full legal name of the Resulting Issuer will be Li-Metal Corp. Upon completion of the Proposed Transaction, the head office of the Resulting Issuer will be located at 90 Riviera Drive, Markham, Ontario, L3R 5M1. The registered office of the Resulting Issuer will be located at 333 Bay Street, Suite 2400, Toronto, Ontario, M5H 2T6.

2.2 Jurisdiction of Incorporation

Eurotin

Eurotin was incorporated under the OBCA as "Natex Mineral Corp" on July 31, 2008. On August 22, 2008, Eurotin filed articles of amendment changing its name to "Eurotin Inc.", and on November 4, 2008, Eurotin filed articles of amendment to remove the transfer and shareholder restrictions. On December 28, 2018, Eurotin amalgamated with its subsidiary, Stannico Resources Inc. On January 3, 2019, in connection with its plan of arrangement with Elementos Limited ("**Elementos**"), Eurotin filed articles of arrangement.

Li-Metal

Li-Metal was incorporated under the OBCA on January 11, 2017. On May 7, 2019, Li-Metal filed articles of amendment under the OBCA to change the classes and maximum number of shares that Li-Metal is authorized to issue. The head office of Li-Metal is located at 90 Riviera Drive, Markham, Ontario, L3R 5M1. The registered office of Li-Metal is located at 333 Bay Street, Suite 2400, Toronto, Ontario, M5H 2T6.

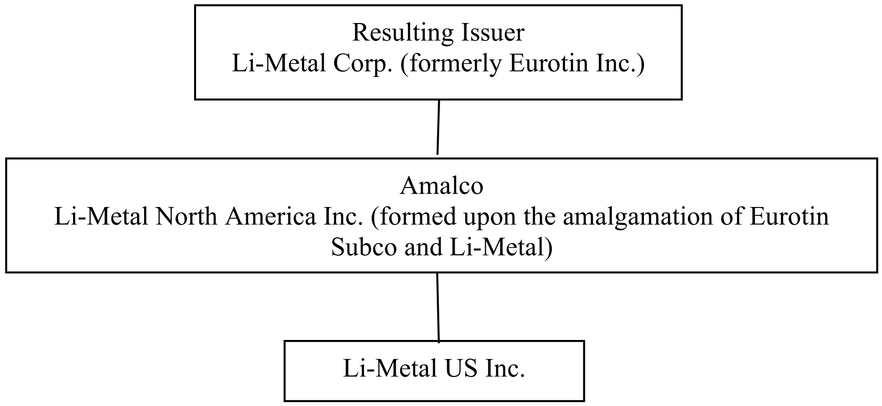
2.3 Inter-corporate Relationships

Other than Eurotin Subco, which was incorporated in connection with the Proposed Transaction, Eurotin does not have any subsidiaries.

Li-Metal has one wholly owned subsidiary, Li-Metal US Inc., which was incorporated on March 31, 2021 as a C Corporation under the laws of the state of New York, with its registered head office at 333 Bay Street, Suite 2400, Toronto, Ontario, M5H 2T6.

The organization chart of the Resulting Issuer setting out the material subsidiaries following the closing of the Proposed Transaction is set forth below. Unless otherwise noted (i) all information presented on the Resulting Issuer assumes the closing of the Proposed Transaction, and (ii) all lines represent 100% ownership of outstanding securities of the applicable subsidiary.

Corporate Structure



Entity Name	Governing Law	Function
Li-Metal Corp.	Ontario	Resulting Issuer, Development and commercialization of anode material and anode component production technologies for next-generation batteries
Li-Metal North America Inc.	Ontario	Amalco
Li-Metal US Inc.	New York	Operation of US-based pilot equipment and distribution of anode materials for R&D purposes

2.4 <u>Fundamental Change</u>

This section is not applicable.

2.5 <u>Non-corporate Issuers and Issuers incorporated outside of Canada</u>

This section is not applicable. The Resulting Issuer is not a non-corporate issuer or an issuer incorporated outside of Canada.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 <u>General Development of the Business</u>

<u>Background Regarding the Business of Li-Metal</u>

Li-Metal was incorporated under the OBCA on January 11, 2017. On May 7, 2019, Li-Metal filed articles of amendment under the OBCA to change the classes of shares that Li-Metal is authorized to issue. Li-Metal subsequently filed articles of amendment on July 7, 2021 to change, with effect as of May 7, 2019, the 1,000,000 issued and outstanding Common Shares in the capital of Li-Metal into 1,000,000 Li-Metal Class A common shares and 1,000,000 Li-Metal Class B common shares.

Li-Metal leverages its innovative lithium metal and anode technologies to provide a low-cost, technically superior and environmentally friendly solution for next generation batteries. Next generation batteries provide increased energy density and safety characteristics allowing for longer range electric vehicles, electric flight and other new applications.

In order to facilitate these next generation batteries, the battery industry needs improved technology to provide thinner, lower cost lithium metal anodes and the ability to produce lithium metal in an economic, safe and environmentally-friendly manner.

Background Regarding the Business of Eurotin

Eurotin was incorporated under the OBCA as "Natex Mineral Corp" on July 31, 2008. On August 22, 2008, Eurotin filed articles of amendment changing its name to "Eurotin Inc.", and on November 4, 2008, Eurotin filed articles of amendment to remove the transfer and shareholder restrictions. On December 28, 2018, Eurotin amalgamated with its subsidiary, Stannico Resources Inc.

Eurotin was engaged in the exploration of mineral resources on properties in Spain through its subsidiaries until Eurotin sold its interests in the subsidiaries in 2019 and 2020 (as discussed below).

On December 6, 2019, Eurotin sold its 60% ownership in Minas De Estaño De Extremadura ("**MESEX**") to Northern Gold Mines, SL. MESEX was a private Spanish limited liability partnership company that held the Santa Maria Investigation permit property in Spain.

On January 14, 2020, Eurotin completed a plan of arrangement with Elementos, pursuant to which it sold 100% of the shares of its Spanish subsidiary, Minas De Estaño De España S.L.U. ("**MESPA**"), to Elementos in exchange for one billion convertible redeemable preference shares in the capital of Elementos, valued at approximately C$5,000,000. MESPA was a wholly owned subsidiary of Eurotin and held the Oropesa investigation permit property in Spain. Since the completion of this transaction with Elementos, Eurotin has had no mineral activities or operations, and has been analyzing ways to enhance shareholder value.

Financing Activities

Eurotin has not issued any shares in the 12 months prior to the date of this Listing Statement.

On March 6, 2019, Li-Metal closed a private placement offering of 280,971 Class B Common Shares, at a price of C$1.50 per share for aggregate gross proceeds of approximately C$420,000.

On July 10, 2019, Li-Metal closed a private placement offering of 513,667 Class B Common Shares, at a price of C$1.50 per share for aggregate gross proceeds of approximately C$770,000.

On September 1, 2020, Li-Metal closed a private placement offering of 965,302 Li-Metal Class B Common Shares, at a price of US$3.44 per share for aggregate gross proceeds of approximately US$3,300,000. Concurrently with this offering, a convertible loan was converted for 42,857 Li-Metal Class B Common Shares, with gross proceeds from the loan of C$150,000.

In connection with the Proposed Transaction, on May 6, 2021, Li-Metal completed a private placement of US$3,000,000 senior secured convertible debentures (the "**Debenture Offering**"), with each security consisting of one Li-Metal Class B Common Share that converts to one Resulting Issuer Common Share with an implied price of US$1.00 and one Resulting Issuer Warrant.

In connection with the Proposed Transaction, on September 7, 2021, Li-Metal completed a private placement of 7,500,000 Li-Metal Subscription Receipts.

The Proposed Transaction

Upon completion of the Proposed Transaction, Li-Metal's business will become the business of the Resulting Issuer.

The directors of the Resulting Issuer are expected to be Mark Wellings, Tim Johnston, Maciej Jastrzebski, Anthony Tse and Ernie Ortiz. The Resulting Issuer's authorized share capital will consist of an unlimited number of Resulting Issuer Common Shares. Prior to the completion of the Proposed Transaction, including the Eurotin Consolidation, outstanding capital of Eurotin consisted of 106,741,332 Eurotin Common Shares and the outstanding share capital of Li-Metal consisted of 1,000,000 Li-Metal Class A Common Shares and 3,296,059 Li-Metal Class B Common Shares.

Pursuant to the terms of the Amalgamation Agreement, Eurotin Subco and Li-Metal will amalgamate to form Amalco, which will be a wholly-owned subsidiary of the Eurotin. In connection with the Proposed Transaction, Li-Metal completed the Equity Financing.

Upon the terms and subject to the conditions set forth in the Amalgamation Agreement, at the time of the Amalgamation:

a) each 100,000 outstanding Li-Metal Class A Common Shares shall be exchanged for one (rounded down to the nearest whole number) fully paid and non-assessable Resulting Issuer Common Share;

b) each outstanding Li-Metal Class B Common Share shall be exchanged for 4.71 (rounded down to the nearest whole number) fully paid and non-assessable Resulting Issuer Common Shares;

c) each Li-Metal Option outstanding immediately prior to the Effective Time (as defined in the Amalgamation Agreement) shall be deemed to be disposed of in exchange for Resulting Issuer Options that are 4.71 times the number of Li-Metal Class B Common Shares under the Li-Metal Option held (rounded down to the nearest whole number). The exercise price per share of the Resulting Issuer Options will be equal to the exercise price to acquire a Li-Metal Class B Common Share pursuant to the Li-Metal Option divided by 4.71 (rounded up to the nearest whole number). Such options will be governed by the Stock Option Plan, provided however that the Resulting Issuer's board of directors or a committee thereof shall have authority and responsibility with respect to such Resulting Issuer Options. Notwithstanding the foregoing, the exchange of options described above is intended to occur on a tax-deferred basis under subsection 7(1.4) of the *Income Tax Act* (Canada) and the Resulting Issuer and the former holders of Li-Metal Options shall make such adjustment to the foregoing if required to qualify for such treatment;

d) each outstanding Li-Metal Warrant shall be exchanged for 4.71 fully paid and non-assessable Resulting Issuer Warrants;

e) each outstanding Li-Metal Subscription Receipt shall be automatically exchanged, in accordance with the terms of the Subscription Receipt Agreement, for one unit of Li-Metal consisting of: (i) 0.2123 fully paid and non-assessable Li-Metal Class B Common Shares, which shall be further exchanged for one Resulting Issuer Common Share; and (ii) 0.2123 Li-Metal Warrants which shall be immediately adjusted pursuant to the terms of the Warrant Indenture so that each holder thereof will be entitled to acquire one Resulting Issuer Common Share for each 0.2123 Li-Metal Warrants previously held; and

f) each outstanding share of Eurotin Subco shall be exchanged for one fully paid and non-assessable common share of Amalco.

The completion of the Proposed Transaction is subject to a number of conditions including, but not limited to, receipt of shareholder approval of both Li-Metal and Eurotin; completion of the Eurotin Consolidation and Eurotin Debt Conversion; and completion of the Equity Financing. The Proposed Transaction is also subject to all regulatory and third party approvals and other customary closing conditions.

Following the Proposed Transaction, on October 25, 2021, the Resulting Issuer and Amalco amalgamated by way of a short-form amalgamation under the OBCA, with the Resulting Issuer surviving the amalgamation.

3.2 Significant Acquisitions and Dispositions

Aside from the Proposed Transaction, no other significant acquisition or disposition was completed in the most recently completed financial year or the current financial year.

3.3 Trends, Commitments, Events or Uncertainties

North American Demonstration Anode Production

Li-Metal is currently in the process of establishing a demonstration anode production facility in Rochester, New York. The major equipment for the installation is expected in late 2021 and the facility is expected to be operational in late 2021 or early 2022.

Lithium Metal Development Facility Relocation

Li-Metal is in the early stages of planning for relocating its metal production development centre from its current location in Mississauga, Ontario to a larger facility with expanded capabilities. The new facility will be equipped to allow faster turn-around between campaigns, increase the available workspaces to enable parallel workflows and provide expanded office space for the growing engineering team. It is intended that the facility will have sufficient space and flexibility to allow for future anode or metal production development activities, and potentially small-scale lithium metal production. A suitable facility has been leased, and the relocation will be executed so as to minimize impact on development activities. Planned piloting timelines, particularly towards the end of 2021 may be affected by the relocation.

COVID-19 Pandemic

The COVID-19 pandemic is expected to continue to be a source of adverse effects. To date, there has been minimal impact on Li-Metal's operations, aside from minor delays in the supply of materials and equipment, shipping delays and slower than usual customs clearance. It is expected that as vaccine roll-out continues in Canada and elsewhere through 2021, the potential for unexpected impacts will decrease. Conversely, the expansion of Li-Metal's operations, and in particular the build-out of Li-Metal's new facility in Rochester, New York, could potentially be affected by any new travel restrictions which limit the ability of Li-Metal or equipment vendor installation and commissioning personnel to travel.

Lithium Metal Anode Batteries

Automakers and battery manufacturers continue to announce aggressive plans to commercialize lithium metal-containing batteries. Management believes that continued partnering and consolidation activity indicates increasing maturity in this space, which is a positive signal that robust demand for metallic lithium anodes will likely develop within the next 5-10 years, with lead-in demand from product qualification trials anticipating this within the next 2-3 years.

Alternate Anode Technologies

Management also believes that continued developments in silicon anode technologies, and so-called "anodeless" metallic cell types suggest that a variety of anode technologies will possibly co-exist in the future battery landscape. While this is likely to create competition with Li-Metal's metallic lithium anodes, management believes that a number of factors weigh in Li-Metal's favor.

Firstly, silicon anodes, while theoretically comparable on energy density (Wh / L) are at a significant disadvantage compared to lithium metal anodes on specific energy (Wh / kg); something that is an inherent physical property of the materials.

Secondly, while compelling claims have been made recently about "anodeless" cell types, these are significantly more technically challenging to develop and scale up, often requiring more costly or exotic materials, denser separator materials, or other design compromises that negatively impact their feasibility, performance and cost-effectiveness. Li-Metal's lightly-lithiated starter anodes offer a solution to the former problems, by providing a low-cost material that is "nearly anodeless", thereby achieving most of the benefits without many of the drawbacks.

Lastly, the emergence of a variety of anode materials presents an opportunity to expand the addressable market. Li-Metal's anode production technology platform has significant flexibility and Li-Metal is actively exploring the possibility of developing specialty products to address some of the challenges associated with silicon anodes and "anodeless" cell technologies.

Supply Chain Localization

It is expected that increasing competition will put pressure on the lithium metal and battery component supply chains as these develop. Given the strategic importance of industries associated with electrification, it is expected that there will be a greater likelihood of state intervention or other geopolitical disruption in these supply chains. This is expected to create incentive for downstream business to localize their supply chains within states or regional trading blocks, and create bias in favor of locally based suppliers and locally sourced materials. Management expects that this will be favourable to the Resulting Issuer, particularly in the North American market, where a strong next-generation battery technology ecosystem is developing.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

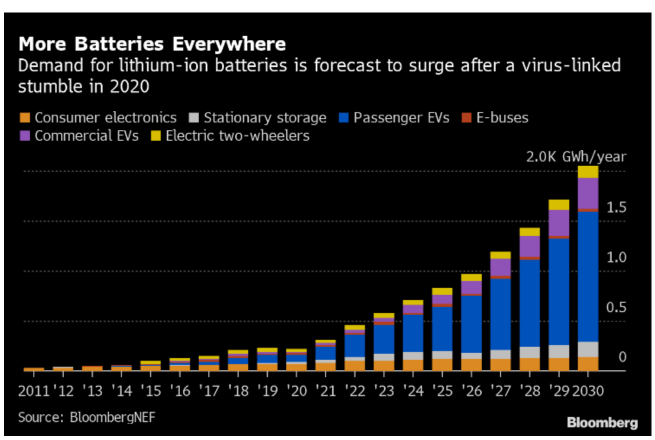
4.1

(1) Narrative Description of the Business

Corporate Summary

Li-Metal is developing innovative lithium-ion battery technologies for the next generation of batteries expected to power electric vehicles, electric aircraft, handheld devices, and many other applications starting in the mid-2020s. More specifically, Li-Metal is developing and scaling up innovative, patent-pending technology for production of lithium metal and metallic lithium battery anodes. The products and processes are engineered to provide a low-cost, technically-superior and environmentally friendly solution to one of the key hurdles facing next generation lithium batteries, including solid state batteries, advanced liquid electrolyte lithium-ion batteries, and lithium sulfur batteries.

Next generation batteries promise improved energy storage and safety characteristics allowing for longer range electric vehicles, practical electric flight, extended run times on portable devices, and new applications not possible with today's bulky and heavy batteries. In order to facilitate commercialization of next generation batteries, improved technology is needed to provide thinner, lower cost lithium metal anodes and the ability to produce lithium metal in an economic, safe and environmentally friendly manner. The present industry is structured to supply materials for the current generation of lithium-ion batteries, including graphite, lithium carbonate and lithium hydroxide, and various cathode metal oxides. The next generation of lithium batteries requires, a dramatic reshaping of the anode supply chain, including several-fold expansion of lithium metal supply and the build-out of lithium metal-based anode production capacity. It is expected that this will take place alongside the 8-10-fold expansion of overall battery production capacity predicted to happen throughout the 2020s.

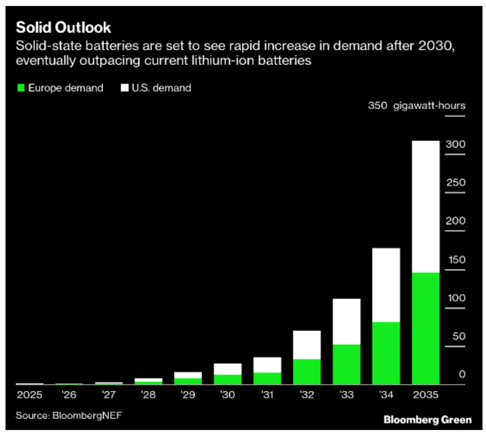


1 Forecast of Total Battery Demand

Li-Metal is ideally positioned to take advantage of this critical growth area, because it is not dependent on the commercialization of any specific next-generation battery technology. Its anodes will be suitable for most lithium-metal containing next-generation cells, regardless of which technologies become dominant. Additionally, the company's vertically-integrated approach to anode production will ensure unfettered access to its most important input, lithium metal – a key strategic material whose supply is expected to be contested and highly constrained once lithium metal-based batteries are widely adopted. This technology strategy allows Li-Metal to capitalize on the growth of material and component demand created by the adoption of any of a wide range of battery technologies, while simultaneously minimizing exposure to a major risk to critical raw material supply.

Addressable Markets

Li-Metal's primary addressable market is anode materials for next generation lithium rechargeable batteries for electric vehicles, energy storage systems, and consumer electronics. There is growing demand in the lithium-ion battery market for more cost effective, higher performance, and environmentally sustainable energy storage solutions. Li-Metal anticipates growth potential for lithium metal in many other materials markets including pharmaceuticals, aerospace alloys, speciality chemicals and primary lithium metal batteries.



2 Forecast of Solid State battery demand in US & Europe

The need for advanced batteries in the electric vehicle industry is being driven by customer demands for longer range vehicles which require higher energy density lithium-ion batteries that are safe, reliable and cost-effective with increasing demand for environmentally sustainable raw materials, and production processes. These factors have increased the investment in, and accelerated the development of, next generation batteries such as solid-state batteries and advanced liquid electrolyte batteries.

Commercialisation of solid-state and other next generation lithium batteries requires a low-cost, sustainable anode technology. To date, these batteries have relied on the use of extruded and rolled lithium foil. This process is expensive and utilizes excess lithium metal. Li-Metal's anode materials are manufactured using a process that utilizes less lithium and cheaper materials of construction.

To ensure a sustainable and secure supply of lithium metal, Li-Metal has developed a process for producing bulk lithium metal that provides both economic and environmental sustainability advantages to the traditional lithium metal production process. Current industrial methods require the use of lithium chloride to produce lithium metal. This process results in higher feed material costs and results in the production of large amounts of chlorine gas. The flexibility of the Company's process enables the use of lithium carbonate feedstock for the production of high-grade lithium metal which could reduce constraints on the supply of battery grade lithium metal by enabling new sources.

To date, Li-Metal has demonstrated the production of lithium metal from lithium carbonate using its process with high current efficiency and with no significant chlorine gas production. This demonstration underlines the opportunity of Li-Metal's technology to enable a wider range of lithium sources to be used to produce metallic lithium with reduced environmental impact and cost.

<u>Business Objectives of the Resulting Issuer</u>

<u>Battery Anode Segment</u>

For the period spanning from late 2021 to late 2022, the Resulting Issuer will be focused on product development and validation by continuing to work with its customers and research partners. To facilitate and expand this, the Resulting Issuer will devote considerable resources to increasing its ability to meet demand for sample anode products from battery developers and automotive original equipment manufacturers ("**OEMs**"), accelerating product and process development capacity, and advancing the development of commercial-scale production. This will be accomplished by:

1. Establishing in-house pilot-scale sample production capacity
    - Milestones:
        - Delivery of equipment to site
        - Installation of equipment
        - Hiring and training operating staff
        - Commissioning of facility – first anode production
2. Establishing in-house anode research and development capability
    - Milestones:
        - Procurement of equipment
        - Hiring of testing personnel
        - Commissioning of testing lab – first cycling results
3. Advance development of prototype commercial scale anode production equipment
    - Milestones:
        - Approval of design criteria
        - Completion of conceptual design
        - Completion of fabrication drawings and specifications
        - First fabrication progress payments
4. Advance first commercial scale production facility
    - Milestones:
        - Completion of feasibility studies
        - Development of permitting roadmap

<u>Lithium Metal Segment</u>

For the period spanning late 2021 to late 2022, the Resulting Issuer will be focused on completing development of its metal production technology, and demonstrating independence from external lithium metal sources for its products. This will be accomplished by:

1. Piloting the metal production process at an industrially relevant scale
    - Milestones:
        - Relocation of test facility
        - Reconfiguration and installation of piloting equipment
        - Successful completion of test campaign
2. Validating use of in-house produced lithium in anode production process
    - Milestones:
        - Production of first anode using in-house lithium
        - Successful comparative cycling testing

Total Funds Available

Prior to the Proposed Transaction and as at September 30, 2021, and excluding the Debenture Offering or the Equity Financing, Li-Metal had approximately US-$729,000 (C-$874,800) cash available in working capital. After the Eurotin Debt Conversion, Eurotin did not have any working capital.

The Financing

After the completion of the Proposed Transaction, and including the Debenture Offering (from which Li-Metal received US$3,000,000 (C$3,600,000) in net proceeds) and the Equity Financing (from which Li-Metal received US$7,500,000 (C$9,000,000) in net proceeds), it is estimated that the Resulting Issuer will have approximately US$9,771,000 (C$11,725,200) to pursue the objectives set out above.

Purpose of Funds & Forecast 12 Month Budget

The funds will be used to advance the development of the Resulting Issuer's battery anode and lithium metal production technologies. This will include capital expenditures on test and prototype equipment, facility development, expansion of the team, and general operating expenses.

Table 1: Forecast Budget Q4 2021 – Q4 2022

Battery Anode Segment	**Budget (C$ '000)**
Sample-Scale Production Facility	200
In-House Anode R&D Capability	220
Advance Prototype Commercial Scale Equipment	3,835
Advance Commercial Scale Plant	600
Lithium Metal Segment	
Lithium Metal Production Piloting	550
Product Validation	100
G&A Expenses	
Management Salaries and Directors Fees / Costs	1,075
Share Based Compensation	1,220
Rent and Utilities	370
Insurance	50
Legal Fees, excluding Closing Costs	180
Professional and Accounting Fees	60
Travel	60
Administrative Costs	25
All other Employees Salaries and Benefits	1,365
Intellectual Property Counsel and Filing Costs	216
Marketing and Business Development Costs	500
Interest	100
RTO Closing Costs	1,000
Total	**11,725**

(2) Principal Products

Next-Generation Anode Products

Li-Metal is principally engaged in the development of two distinct battery anode products, namely copper substrate lithium anodes and aluminum substrate lithium anodes. These, along with their potential applications, are described below.

Copper Substrate Lithium Anodes

Li-Metal demonstrated production of single-sided copper substrate anodes in 2020, and double-sided copper anodes in 2021. Both fully-lithiated and “quasi-anodless” lightly-lithiated starter anodes have been successfully produced on 150mm wide substrates as thin as six microns. Tests of fully- and lightly-lithiated anodes carried out by a number of battery development companies have shown cycling performance that is comparable to or better than lithium foils in several electrolyte systems. These promising developments suggest that the cost and performance benefits anticipated for this type of anode can be realized in a commercial product. Copper substrate anodes are expected to be compatible with most liquid and solid electrolyte systems used by next-generation batteries.

Aluminum Substrate Lithium Anodes

Aluminum substrates offer significant cost and specific energy advantages over copper. In 2020, Li-Metal first demonstrated production of a single-sided version of its patent-pending aluminum substrate anode. Initial limited testing conducted with an external partner revealed cycling performance comparable to pure lithium foil anodes, although production of material of consistent quality has not yet been demonstrated. Development work is continuing in 2021, with the goal of producing double-sided sample material for testing by battery developers. Aluminum substrate anodes are expected to be compatible with solid-state batteries.

Stage of Development

Li-Metal conducts its research and development via a combination of in-house and third-party work, and its technologies and materials are currently in a pre-commercial stage.

- Anode production process technologies are in the final stages of scale-up (internal pilot) and prototyping phases (engineering). Anode product development is on-going (spanning R&D to demonstration samples for different products). Third-party validation and first commercial plant are targeted for 2021-22.
- Lithium metal (crude and refined metal) are in scale-up (internal pilot) ahead of commercial validation (demonstration of commercial interest). Scale-up, prototyping, validation, and commercial plant are targeted for 2021-23.

(3) Production and Sales

Process & Equipment Development

Li-Metal is developing a vertically-integrated process for producing metallic lithium anodes and related products. The process exploits proprietary equipment and process technologies that allow the use of abundant, low-cost input materials for producing key materials and components required for next generation batteries. Broadly, the process comprises two groups of technologies; the first aimed at production of lithium metal and the second at the production of anode materials for next generation batteries.

Metal Production

Many next generation battery designs rely on the use of a lithium metal anodes to provide improvements in energy density, specific energy and charging rate. Because its existing uses represent a narrow niche, lithium metal remains a scarce commodity with limited global production capacity, whose expansion capacity is limited by the availability of high-purity lithium chloride feedstock. Li-Metal’s unique membrane-based molten salt electrowinning process and electrolysis equipment allow production of high-quality lithium metal from lithium carbonate. Lithium carbonate is the predominant lithium chemical used in lithium-ion batteries and is today the most produced of all lithium chemicals.

Use of lithium carbonate as a feedstock in Li-Metal's process eliminates chlorine gas—a toxic by-product of conventional lithium production. This reduces the environmental impact of lithium metal production and allows costly gas capture and cleaning equipment to be eliminated from the process plant, thereby avoiding significant capital and operating costs compared to the conventional process route. Together, these capabilities are expected to afford Li-Metal unique flexibility in sourcing feedstock from global and domestic sources and converting these economically into high-value metal.

To date, Li-Metal has made significant progress in the scale-up of its metal electrowinning production process, demonstrating key process steps and equipment at bench and pilot scales. The development program is currently focused on finalizing the design and testing of individual pieces of equipment, with an integrated pilot campaign representing a single complete production cell train planned for late 2021. Bench scale development on Li-Metal's proprietary refining process is also continuing in parallel, with a target to demonstrate the refining process on material produced by the electrowinning pilot.

Anode Production

Lithium metal anodes are typically implemented in next generation battery designs as a lithium foil between 20-40 microns thick. Lithium foil production has significant limitations in the widths and thicknesses that can be reliably and cost-effectively produced. The use of rolling lubricant, which is necessary in foil production, can introduce unwanted surface properties that can potentially negatively affect battery performance.

Li-Metal's anode production process is capable of precisely depositing layers of ultra-thin lithium metal and other materials on metallic foil substrates, using a roll-to-roll process. The process is expected to allow anode materials to be produced economically at scale and in a variety of formats, and substrate and thickness combinations tailored to suit the performance and cost requirements of different next generation battery designs. It is expected that it will be possible for anode formats several times wider and thinner than those possible with state-of-the-art lithium foil to be economically produced using the process. This flexibility is anticipated to allow Li-Metal to supply materials to a broad base of potential customers in this emerging space.

To date, Li-Metal has demonstrated production of high-quality sample anode products using a multi-step process on a test-bed operated by a contract manufacturer. Li-Metal is presently expecting delivery of its first in-house sample-scale production equipment in late 2021. The equipment will be sited in North America, and will be capable of carrying out multiple deposition operations in a single step, thereby more faithfully reproducing the commercial process. The sample-scale production equipment will satisfy demand for sample anode material needed for testing and early-stage product qualification by battery developers through 2022. The equipment will also partially fulfill the immediate internal product development needs. Engineering development work has been commenced on the first commercial-scale PVD production equipment, whose delivery is provisionally scheduled for late 2022. Li-Metal continues to refine the production process to accommodate an expanding portfolio of potential products in its development roadmap.

Specialized Skills and Knowledge

Li-Metal requires the specialized skills and knowledge of public market specialists, operations managers, material scientists, electrochemists, equipment engineers, process engineers, technicians, business development, government liaison and regional marketing expertise. Many of these skills are already in place and where gaps develop, Li-Metal is readily able to identify individuals and companies as employees, consultants and/or advisors.

Patents and Proprietary Technology

Li-Metal believes that it must remain commercially flexible as the next generation battery supply chain takes shape and scale. A key element for successful monetization in this environment is protecting its proprietary position with patents and trade secrets, because this allows Li-Metal to engage more closely with its downstream partners as they mature their battery technologies, while retaining the option to pursue any number of future commercial models (supply, joint venture partnership, technology licensing, etc.).

Country / Region	Serial Number	Title	Filing Date
US Provisional Application	62/878,444	MOLTEN SALT MEMBRANE ELECTROLYZER & ELECTROLYSIS PROCESS	July 25, 2019
PCT	PCT/CA2020/05 1021	MOLTEN SALT MEMBRANE ELECTROLYZER & ELECTROLYSIS PROCESS	July 24, 2020
US Provisional Application	62/835,141	LOW-COST LITHIUM METAL ANODE ASSEMBLY	April 17, 2019
PCT	PCT/CA2020/05 0513	LOW-COST LITHIUM METAL ANODE ASSEMBLY	April 17, 2020
US Provisional Application	63/092,849	LITHIUM METAL ANODE ASSEMBLIES AND AN APPARATUS AND METHOD OF MAKING SAME	October 16, 2020
US Provisional Application	63/140,127	ELECTROREFINING CELL FOR LITHIUM METAL	January 21, 2021
US Provisional Application	63/140,119	PROCESS FOR PRODUCTION REFINED LITHIUM METAL	January 21, 2021
US Provisional Application	63/140,149	ELECTROWINNING CELL FOR THE PRODUCTION OF LITHIUM AND METHOD OF USING SAME	January 21, 2021
US Provisional Application	TBD	LITHIUM METAL ANODE ASSEMBLIES AND AN APPARATUS AND METHOD OF MAKING SAME	May 19, 2021
US Provisional Application	TBD	LITHIUM METAL ANODE ASSEMBLIES AND AN APPARATUS AND METHOD OF MAKING SAME	July 20, 2021

The intellectual property was developed and is wholly-owned by Li-Metal. Li-Metal has filed other patent applications and may file additional patents at a later date to further strengthen its intellectual property and technology going forward, although no assurances can be given that it will be successful in such endeavours. Li-Metal seeks to limit disclosure of its intellectual property by requiring employees, consultants, and partners with access to the technology to execute confidentiality agreements, non-competition agreements, and by restricting access to intellectual property and technology.

Economic Dependence

Though Li-Metal is currently dependent on a third-party for the production of its sample materials, its dependence will lessen significantly with the construction of its pilot-scale production facility later in 2021.

The adoption of Li-Metal's technology for the commercial production of anode materials depends on third party validation of its technology through materials testing, cost modelling, engineering planning, and potentially joint development as precursors to commercial traction through licensing, joint venture, or direct supply. Li-Metal deals with a number of potential customers on a commercial basis, is working to add more, and as such, is not dependant on the success of any single arrangement to further its business objectives in 2021 and 2022. All such programs are advancing, and all parties are discussing next steps to further the relationships.

Environmental Matters

An obligation to incur environmental costs may arise from the future requirement to decommission its plant and dispose of related infrastructure and chemical materials. Li-Metal has no known obligations of any significance to incur environmental costs, related to its research and development activities, as at December 31, 2020 and the date hereof.

Employees

As at December 31, 2020, Li-Metal had five employees, and three long-term contractors, inclusive of members of key management personnel, of which five are either partially or fully dedicated to Li-Metal's research activities. Li-Metal considers its employee and contractor relations to be amicable. In addition, Li-Metal engages short-term contractors and consultants from time to time for administrative, legal and other services as required. As at the date hereof, Li-Metal has five employees, and five long-term contractors.

(4) Competitive Conditions and Position

The lithium-ion battery market is competitive, with significant barriers to entry, long paths to commercialization, complex supply chains and many technical and market uncertainties. In response to these challenges, Li-Metal is developing industrial process technology and materials for next generation battery anode manufacturing, and more broadly, the lithium metal supply chain.

The next generation battery market and the anode production part of the supply chain are expected to experience rapid multi-year growth through this decade and beyond, driven largely by the global transition to electric mobility and industrial energy storage, and the culmination of decades of investment in new battery technologies. Li-Metal is developing innovative lithium metal production technology, metallic lithium anode products and anode production technology. The anode production technology is a highly flexible platform capable of making a wide range of anode components and enabling Li-Metal to shift with evolving technological trends.

Li-Metal has very few direct competitors as this is an emerging area of development and most next generation battery manufacturing companies have relied upon conventional lithium foil technology and are more focused on electrolyte development, rather than disruptive metallic lithium anode development.

Li-Metal has been developing its lithium metal and alternate anode production technologies, human resources and know-how since April 2019 and has invested over C$3,500,000 in technology development. Li-Metal has a growing portfolio of strategically relevant intellectual property to protect its intellectual property from competitors, which includes eight patents pending, as well as trade secrets, know how and engineering plans for full scale production equipment.

China, Korea, Japan and Taiwan have dominated battery and anode manufacturing over the last decade, but as the Americas and Europe ramp up the adoption of electric vehicles and grid storage for renewable energy, Li-Metal expects to see opportunities to develop its business in these geographic areas. Post-COVID infrastructure spending, environmental, social and governance investment strategy and re-patriation of critical supply chains are all expected to accelerate the adoption of next generation lithium batteries and the required manufacturing base, to create a wider range of business opportunities for Li-Metal. Further to this, Li-Metal is positioning itself for opportunities in supply chain consolidation to further improve cost competitiveness and environmental sustainability.

Li-Metal has developed significant interest from various industry segments looking for lower cost, lower supply chain risk, improved environmental sustainability, and improved performance. Li-Metal is working to create demand for its technologies through collaboration with OEMs (automotive, industrial) on the design of next generation batteries. This leverages Li-Metal's strengths in process innovation and partners it with the supply chain management, production and sales channels of established OEMs, and materials producers.

(5) Lending and Investment Policies and Restrictions

This section in not applicable.

(6) Bankruptcy and Receivership

Neither Eurotin or Li-Metal, or any of their subsidiaries, have been the subject of any bankruptcy or any receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings, within any of the three most recently completed financial years or the current financial year.

(7) Material Restructuring

See Section 3.1 – *General Development of the Business – The Proposed Transaction*.

(8) Fundamental Social and Environmental Policies

Neither Eurotin or Li-Metal has implemented social or environmental policies that are fundamental to the Resulting Issuer's operations.

4.2 Asset Backed Securities

This section is not applicable.

4.3 Mineral Projects

This section is not applicable.

4.4 Oil and Gas Operations

This section is not applicable.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Consolidated Financial Information – Annual Information

Li-Metal Annual Information

The following table sets forth selected financial information for Li-Metal for the years ended December 31, 2020 and 2019. Such information is derived from the financial statements of Li-Metal and should be read in conjunction with such financial statements.

	As at and for the year ended December 31, 2019 (audited) (C$)	**As at and for the year ended December 31, 2020 (audited) (C$)**
Statement of operations		
Total revenue	Nil	Nil
Total loss and comprehensive loss	$634,737	$2,961,397
Net loss per share (continuing operations)	$0.67	$1.32
Statement of financial position		
Total assets	$576,326	$3,666,640
Total liabilities	$30,798	$153,824
Cash dividends declared per share	Nil	Nil

See Schedule "A" – *Annual Financial Statements of Li-Metal.*

Eurotin's Annual Information

The following table sets forth selected financial information for Eurotin as at and for the years ended March 31, 2021 and 2020. Such information is derived from the financial statements of Eurotin and should be read in conjunction with such financial statements.

	Eurotin as at and for the year ended March 31, 2020 (audited) (C$)	**Eurotin as at and for the year ended March 31, 2021 (audited) (C$)**
Statement of operations		
Total revenue	Nil	Nil
Total loss and comprehensive loss	(3,202,769)	(358,622)
Net loss per share (continuing operations)	0.01	(0.00)
Statement of financial position		
Total assets	38,026	13,506
Total liabilities	1,376,682	1,710,794
Cash dividends declared per share	Nil	(1,697,288)

See Schedule "E" – *Annual Financial Statements of Eurotin*.

5.2 Interim Financial Information and Resulting Issuer Pro Forma Financial Information

The following table sets forth selected financial information for Li-Metal for the three and six months ended June 30, 2021 and 2020, selected financial information for Eurotin for the three months ended June 30, 2021 and pro-forma financial information of the Resulting Issuer for the year ended June 30, 2021. Such information is derived from the financial statements of Li-Metal and Eurotin and should be read in conjunction with such financial statements.

	Li-Metal as of June 30, 2021 (unaudited) (C$)	**Eurotin as of June 30, 2021 (unaudited) (C$)**	**Resulting Issuer Pro Forma as at June 30, 2021 (unaudited) (C$)**
Statement of operations			
Net revenue	Nil	Nil	Nil
Operating Expenses	1,909,852	105,337	6,000,853
Gross profit (loss)	(1,909,852)	(105,337)	(6,000,853)
Statement of financial position			
Total assets	$6,069,434	$11,789	$14,453,723
Total liabilities	$4,068,365	$1,814,414	$254,899
Shareholder's equity	$2,001,069	($1,802,625)	$14,198,824

See Schedule "C" – *Interim Financial Statements of Li-Metal,* Schedule "G" – *Interim Financial Statements of Eurotin* and Schedule "I" – *Consolidated Proforma Financial Statements of the Resulting Issuer*.

5.3 Dividends

The Resulting Issuer currently intends to reinvest all future earnings to finance the development and growth of its business. As a result, the Resulting Issuer does not intend to pay dividends on the Resulting Issuer Common Shares in the foreseeable future. Any future determination to pay dividends will be at the discretion of the board of directors of the Resulting Issuer and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restrictions on the payment of distributions and any other factors that the board of directors of the Resulting Issuer deems relevant. The Resulting Issuer is not bound or limited in any way to pay dividends in the event that the board of directors of the Resulting Issuer determined that a dividend was in the best interest of its shareholders.

5.4 IFRS

The financial statements included in this Listing Statement have been, and the future financial statements of the Resulting Issuer shall be, prepared in accordance with IFRS.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Li-Metal's MD&A for the year ended December 31, 2020 is attached to this Listing Statement as Schedule "B" – *Annual MD&A of Li-Metal* and for the three and six months ended June 30, 2021 and 2020 is attached to this Listing Statement as Schedule "D" – *Interim MD&A of Li-Metal.*

Eurotin's MD&A for the years ended March 31, 2021 and 2020 is attached to this Listing Statement as Schedule "F" – *Annual MD&A of Eurotin* and for the three months ended June 30, 2021 is attached to this Listing Statement as Schedule "H" – *Interim MD&A of Eurotin*.

7. MARKET FOR SECURITIES

Prior to the closing of the Proposed Transaction, Eurotin had been listed on the TSXV under the symbol "LIM.H". The Resulting Issuer intends to be traded on the CSE under the symbol "LIM".

8. CONSOLIDATED CAPITALIZATION

The following table summarizes the Resulting Issuer's consolidated capitalization of the share and loan capital of the Resulting Issuer as of the date hereof before and after giving effect to the Proposed Transaction as though it had occurred on such date. The table should be read in conjunction with the financial statements of Eurotin and Li-Metal, including the notes thereto, included elsewhere in this Listing Statement.

Designation of Security	Amount Authorized or to be Authorized	Li-Metal	Eurotin	Resulting Issuer
Common Shares	Unlimited	1,000,000 Class A common shares and 3,296,059 Class B common shares	106,741,332	28,024,422
Stock Options	10% of the issued and outstanding Resulting Issuer Common Shares	236,150	Nil	2,597,266[(1)]
Warrants	Up to 7,500,000 Resulting Issuer	Nil	Nil	10,500,000

	Warrants convertible into 7,500,000 Resulting Issuer Common Shares pursuant to the Equity Financing, and up to 3,000,000 Resulting Issuer Warrants convertible into 3,000,000 Resulting Issuer Common Shares pursuant to the Debenture Offering			
Convertible Debenture	For aggregate gross proceeds of US$3,000,000	632,911	Nil	Nil
Li-Metal Subscription Receipts	For aggregate gross proceeds of up to US$7,500,000	7,500,000	Nil	Nil
Fully Diluted Common Shares	N/A	1,000,000 Class A common shares and 3,532,209 Class B common shares	106,741,332	41,121,688
Total Debt (C$)	N/A	$3,614,455	$1,850,000	$40,000
Share Capital (C$)	Unlimited	$6,511,149	$31,495,696	18,132,806

Notes:
(1) Number of stock options includes 1,485,000 Resulting Issuer Options anticipated to be granted on closing of the Proposed Transaction.

9. OPTIONS TO PURCHASE SECURITIES

Upon the completion of the Proposed Transaction, and other than those listed below, there will be no options to purchase securities of the Resulting Issuer held by:

(a) all executive officers and past executive officers of the Resulting Issuer as a group and all directors and past directors of the Resulting Issuer who are not also executive officers as a group;

(b) all executive officers and past executive officers of all subsidiaries of the Resulting Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, excluding individuals referred to in subsection (a) above;

(c) all other employees and past employees of the Resulting Issuer as a group;

(d) all other employees and past employees of subsidiaries of the Resulting Issuer as a group;

(e) all consultants of the Resulting Issuer as a group; and

(f) any other person or company, including an underwriter.

Category	Type of Securities Reserved under Option	Number of Securities Reserved under Option	Exercise Price per Security[1]	Expiry Date(s)
All present and past executive officers and directors of the Resulting Issuer	Resulting Issuer Common Shares	336,445	C$0.32	2025-10-15
	Resulting Issuer Common Shares	395,329	C$0.89	2025-12-17
	Resulting Issuer Common Shares	113,040	C$0.89	2025-04-01
	Resulting Issuer Common Shares	900,000(1)	C$1.20	2026-10-01
All present and past executive officers and directors of the Resulting Issuer's subsidiaries	N/A	N/A	N/A	N/A
All other employees and past employees of the Resulting Issuer	Resulting Issuer Common Shares	66,819	C$0.89	2025-12-17
	Resulting Issuer Common Shares	75,000(1)	C$1.20	2026-10-01
All other employees and past employees of the Resulting Issuer's subsidiaries	N/A	N/A	N/A	N/A
All consultants of the Resulting Issuer	Resulting Issuer Common Shares	123,930	C$0.89	2025-12-17
	Resulting Issuer Common Shares	76,706	C$0.89	2025-12-17
	Resulting Issuer Common Shares	510,000(1)	C$1.20	2026-10-01
Any other person or company, including underwriters	N/A	N/A	N/A	N/A

Notes:
(1) It is anticipated that 1,485,000 Resulting Issuer Options will be granted on closing of the Proposed Transaction.

Summary of Equity Incentive Plan

On June 3, 2021, the shareholders of Eurotin approved the stock option plan of the Resulting Issuer (the "**Stock Option Plan**"), the principal terms of which are described below.

The purposes of the Stock Option Plan are to enable the Resulting Issuer and its affiliates to attract and retain the types of employees, consultants and directors who will contribute to its long term success, to provide incentives that align the interests of employees, consultants and directors with those of securityholders of the Resulting Issuer, and to promote the success of the Resulting Issuer's business.

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1 United States dollar-denominated exercise prices subject to fluctuation with exchange rate. Approximate price based on Canadian dollar to United States dollar conversion rate of 0.8.

Participation is limited to employees, consultants and directors providing services to the Resulting Issuer.

The number of Resulting Issuer Common Shares, the exercise price per Resulting Issuer Common Share, the vesting period and other terms and conditions of options granted pursuant to the Stock Option Plan, from time to time, are determined by the board of directors of the Resulting Issuer at the time of the grant, subject to the defined parameters of the Stock Option Plan and compliance with applicable laws, including the CSE policies.

Subject to regulatory approvals, the maximum number of Resulting Issuer Common Shares which may be reserved and set aside for issue under the Stock Option Plan after is equal to an unallocated pool of 10% of the issued and outstanding Resulting Issuer Common Shares.

The Stock Option Plan is administered by the board of directors of the Resulting Issuer, which has the authority thereunder to delegate its administration and operation to a committee of directors appointed from time to time by the board of directors. The number of Resulting Issuer Common Shares which can be issued under the Stock Option Plan in any one-year period: (a) to any one director or officer shall not exceed 5% of the issued and outstanding Resulting Issuer Common Shares; (b) to any one consultant shall not exceed 2% of the issued and outstanding Resulting Issuer Common Shares; and (c) to all participants, in the aggregate, as compensation for providing Investor Relations Activities (as defined in CSE Policy 1 – *Interpretation and General Provisions*) shall not exceed 1% of the issued and outstanding Resulting Issuer Common Shares.

If the Resulting Issuer Common Shares are listed on the CSE, the exercise price of any option cannot be less than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.

The exercise period cannot exceed 10 years. Options will terminate on either the date of expiration specified or on such earlier date as set out in the Stock Option Plan, including:

- in the case of termination of continuous service of the grantee for any reason other than for cause, 30 days after the termination;
- in the case of termination for cause, immediately upon notification of such termination to the grantee;
- in the case of death of the grantee, one year after the death of the grantee;
- in the case of retirement of the grantee, three years after the retirement of the grantee; and
- in the case of voluntary resignation, the unvested options will terminate immediately upon the resignation, and the vested options shall terminate 30 days after the resignation.

10. DESCRIPTION OF THE SECURITIES

10.1 Description of the Resulting Issuer's Securities

The Resulting Issuer will be authorized to issue an unlimited number of Resulting Issuer Common Shares. There will be 28,024,422 Resulting Issuer Common Shares issued and outstanding immediately following the completion of the Proposed Transaction.

The following is a summary of the rights, privileges, restrictions and conditions attached to the Resulting Issuer Common Shares.

Attribute	Description
Dividend Rights	There will be no restrictions in the Resulting Issuer's articles or elsewhere, other than customary general solvency requirements, which would prevent the Resulting Issuer from paying dividends following the completion of the Proposed Transaction.

Voting Rights	The holders of Resulting Issuer Common Shares are entitled to one vote per Resulting Issuer Common Share at meetings of the shareholders of the Resulting Issuer.
Rights upon Dissolution or Winding-up	Upon dissolution or winding-up of the Resulting Issuer, the holders of Resulting Issuer Common Shares are entitled to share equally in such assets of the Resulting Issuer as are distributable to the holders of Resulting Issuer Common Shares.
Pre-emptive Rights	N/A
Conversion or Exchange Rights	N/A
Redemption, Retraction, Purchase for Cancellation or Surrender Provisions	N/A
Sinking or Purchase Fund Provisions	N/A
Provisions Permitting or Restricting the Issuance of Additional Securities and Other Material Restrictions	N/A
Provisions Requiring a Securityholder to Contribute Additional Capital	N/A

10.2 Debt Securities

This section is not applicable.

10.3 Other Securities

This section is not applicable.

10.4 Modification of Terms

This section is not applicable.

10.5 Other Attributes

This section is not applicable.

10.6 Prior Sales of Shares

Eurotin

Eurotin has not issued any shares within the last 12 months before the date of this Listing Statement, excluding securities issued upon closing of the Proposed Transaction.

Li-Metal

Immediately prior to the Proposed Transaction, there were 1,000,000 Li-Metal Class A Common Shares and 3,296,059 Li-Metal Class B Common Shares issued and outstanding. Li-Metal issued the following securities within the 12 months before the date hereof, excluding securities issued upon closing of the Proposed Transaction:

Date of Issue	Description	Number of Securities Sold	Price Per Share
December 17, 2020	Li-Metal Class B Common Shares	22,238	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	8,280	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	20,000	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	14,535	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	72,674	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	5,058	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	5,651	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	1,395	US$3.44
December 17, 2020	Li-Metal Class B Common Shares	628	US$3.44
January 1, 2021	Li-Metal Class B Common Shares	4,292	US$3.44
January 1, 2021	Li-Metal Class B Common Shares	2,529	US$3.44
January 1, 2021	Li-Metal Class B Common Shares	20,000	US$3.44
April 1, 2021	Li-Metal Class B Common Shares	1,835	US$4.74
April 1, 2021	Li-Metal Class B Common Shares	3,164	US$4.74
April 1, 2021	Li-Metal Class B Common Shares	20,000	US$3.44
May 27, 2021	Li-Metal Class B Common Shares	13,156	US$3.44
June 1, 2021	Li-Metal Class B Common Shares	17,858	US$3.44
June 1, 2021	Li-Metal Class B Common Shares	13,156	US$3.44
August 24, 2021	Li-Metal Class B Common Shares	20,000	US$4.71
August 24, 2021	Li-Metal Class B Common Shares	1,874	US$4.71
August 24, 2021	Li-Metal Class B Common Shares	3,184	US$4.71
August 24, 2021	Li-Metal Class B Common Shares	40,000	US$4.71

10.7 Stock Exchange Price

Prior to the listing of the Resulting Issuer Commons Shares on the CSE, Eurotin Common Shares were listed and posted for trading on the NEX Board of the TSXV under the symbol LIM.H. The following table sets forth the high and low sale prices and trading volumes of the Eurotin Common Shares for each of the periods indicated. Trading of the Eurotin Common Shares was halted on March 24, 2021 in connection with the Proposed Transaction.

Date	High (C$)	Low (C$)	Volume
September 2021	N/A	N/A	N/A
August 2021	N/A	N/A	N/A
July 2021	N/A	N/A	N/A
June 2021	N/A	N/A	N/A
May 2021	N/A	N/A	N/A
April 2021	N/A	N/A	N/A
March 2021	0.04	0.015	11,922,000
February 2021	0.06	0.02	19,061,600
January 2021	0.06	0.015	2,023,800
October-December 2020	0.03	0.01	2,521,500
July-September 2020	0.02	0.015	651,600
April-June 2020	0.03	0.01	537,000
January-March 2020	0.03	0.005	3,528,400
October-December 2019	0.01	0.005	733,200
July-September 2019	0.01	0.005	4,240,600
April-June 2019	0.02	0.01	935,100

11. ESCROWED SECURITIES

The table below includes the details of escrowed securities that will be held by current and new principals of the Resulting Issuer upon the completion of the Proposed Transaction.

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Resulting Issuer Common Shares	7,085,208	25.3%
Resulting Issuer Warrants	701,527	6.7%
Resulting Issuer Options	844,811	32.5%

As the Resulting Issuer anticipates being an "emerging issuer" as defined in National Policy 46-201 – *Escrow for Initial Public Offerings*, the following automatic time releases will apply to the securities held by principals who are subject to escrow: 10% of the escrowed securities will be released on the date that the Resulting Issuer Common Shares commence trading on the CSE followed by six subsequent releases of 15% each every six months thereafter.

12. PRINCIPAL SHAREHOLDERS

12.1 Principal Shareholders

To the knowledge of the directors and officers of each of Eurotin and Li-Metal, following the Proposed Transaction, the following Persons will beneficially own, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Resulting Issuer:

PRINCIPAL SHAREHOLDERS

Name	Number of Shares	Class of Shares	Type of Ownership	Percentage of Class
Tim Johnston (1)	3,132,965	Resulting Issuer Common Shares	Beneficial and of record	11.2% (2)

Note:
(1) Mr. Johnston holds: (i) 0.3% in his own name; and (ii) 10.9% through Keperra Holdings Limited, an entity in which Mr. Johnston is the sole shareholder.
(2) Based on a total of 28,024,422 Resulting Issuer Common Shares being issued and outstanding immediately after the closing of the Proposed Transaction.

12.2 Voting Trusts

To the knowledge of the Resulting Issuer, no voting trust exists such that more than 10% of any class of voting securities of the Resulting Issuer are held, or are to be held, subject to any voting trust or other similar agreement.

12.3 Associates and Affiliates

To the knowledge of the Resulting Issuer none of the principal shareholders is an Associate or Affiliate of any other principal shareholder.

- "Associate" when used to indicate a relationship with a Person, means: (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the Person; (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or (d) in the case of a Person who is an individual: (i) that Person's spouse or child, or (ii) any relative of the Person or of his spouse who has the same residence as that Person.

- "Affiliate" or "affiliate" means, with respect to any two Persons, one Person is a subsidiary of the other or each of the two Persons is controlled by the same or related Person.

13. DIRECTORS AND OFFICERS

13.1 Directors and Officers

The following table lists the names, municipalities of residence of the proposed directors and officers of the Resulting Issuer, their positions and offices to be held with the Resulting Issuer, and their principal occupations during the past five years, and, if such person was an existing director or officer of Eurotin or Li-Metal prior to the Proposed Transaction, the date on which such person became a director or officer, as applicable.

Name, Municipality of Residence and Position Held with the Resulting Issuer	Principal Occupation for Past Five Years	Director of Eurotin or Li-Metal Since
Mark Wellings, Director Toronto, Ontario, Canada (1) (2)	President and Chief Executive Officer of Eurotin	January, 2015
Maciej Jastrzebski, Chief Executive Officer and Director Toronto, Ontario, Canada (1)	Co-founder and the Chief Executive Officer of Li-Metal; prior thereto Senior Manager, Barrick Gold Corporation; prior thereto; Technology Development Lead, Hatch Ltd.	December 31, 2017
Anthony Tse, Director Tai Po, New Territories, Hong Kong (1)	Executive Director of Li-Metal; prior thereto, the former Managing Director and Chief Executive Officer of Galaxy Resources, a global leading lithium producer listed on the Australian Securities Exchange	July 20, 2019
Tim Johnston, Director Toronto, Ontario, Canada	Co-founder and Executive Chairman of Li-Metal, Co-founder and Non-Executive Chairman of Li-Cycle Corp., Co-founder and Director of Lacero Solutions	January 11, 2017
Ernie Ortiz, Director New York, New York, United States (2)	President and Managing Director of Lithium Royalty Corp., a position he has held since 2018. Prior to joining Lithium Royalty Corp. in 2018 he was an investment analyst at a US based equity fund where he specialized in lithium, battery materials and specialty chemicals	July 20, 2019
Dean Frankel, Chief Commercial Officer Louisville, Colorado, United States	Chief Commercial Officer of Li-Metal	N/A
Carlos Pinglo, Chief Financial Officer and Secretary Oakville, Ontario, Canada	Chief Financial Officer of Eurotin	N/A

Notes:
(1) Member of the audit committee.
(2) Member of the compensation committee.

13.2 Director Terms

All of the directors of the Resulting Issuer will be appointed to hold office until the next annual general meeting of shareholders or until their successors are duly elected or appointed, unless their office is earlier vacated.

13.3 Securities Owned by Directors

Upon completion of the Proposed Transaction, all directors, officers, as a group, will beneficially own, directly or indirectly, the following Resulting Issuer Common Shares 7,085,208 (25.3%).

13.4 Board Committees

Eurotin currently has an audit committee and compensation committee. Following the completion of the Proposed Transaction, the directors of the Resulting Issuer intend to establish such committees of the board of directors as determined to be appropriate, in addition to the audit committee and compensation committee. A brief description of the role of the audit committee and the compensation committee is set out below.

Audit Committee

The audit committee will assist the board of directors of the Resulting Issuer in fulfilling its responsibilities for oversight of financial and accounting matters. The audit committee will review the financial reports and other financial information provided by the Resulting Issuer to regulatory authorities and its shareholder and review the Resulting Issuer's system of internal controls regarding finance and accounting including auditing, accounting and financial reporting processes.

The Resulting Issuer's proposed members of the audit committee after completion of the Proposed Transaction will include the directors set out in the table below. Also indicated is whether they are "independent" and "financially literate" within the meaning of National Instrument 52-110 – *Audit Committees*.

Name of Member	Independent(1)	Financially Literate(2)
Anthony Tse	Yes	Yes
Mark Wellings	Yes	Yes
Maciej Jastrzebski	No	Yes

Notes:
(1) A member of the audit committee is independent if he or she has no direct or indirect 'material relationship' with the Resulting Issuer. A material relationship is a relationship which could, in the view of the board of directors of the Resulting Issuer, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Resulting Issuer, such as the President or Secretary, is deemed to have a material relationship with the Resulting Issuer.
(2) A member of the audit committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Resulting Issuer's financial statements.

Compensation Committee

The compensation committee will assist the board of directors of the Resulting Issuer in fulfilling its responsibilities for compensation philosophy and guidelines, and fixing compensation levels for the Resulting Issuer's executive officers. In addition, the compensation committee is charged with reviewing the employee stock option plan and proposing changes thereto, approving any awards of options under the employee stock option plan and recommending any other employee benefit plans, incentive awards and perquisites with respect to the Resulting Issuer's executive officers. the compensation committee is also responsible for reviewing, approving and reporting to the board of directors of the Resulting Issuer annually (or more frequently as required) on the Resulting Issuer's succession plans for its executive officers.

The proposed members of the compensation committee after completion of the Proposed Transaction will include the following two directors: Mark Wellings and Ernie Ortiz.

13.5 Principal Occupations

Please see Section 13.1 – *"Directors and Officers"* above.

13.6 Corporate Cease Trade Orders or Bankruptcies; Penalties or Sanctions; Personal Bankruptcies

Other than as set forth below, no proposed director or officer of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is, or within 10 years before the date of this Listing Statement has been, a director or officer of any other company that, while the person was acting in that capacity:

- was the subject of a cease trade or similar order, or an order that denied the other company access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

- was the subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- 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; or

- within a year of that person ceasing to act in that capacity, because 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.

Tim Johnston was a director at Bolt Metals Corp. (formerly known as Pacific Rim Cobalt Corp.), a reporting issuer listed on the CSE, when on May 1, 2019, the British Columbia Securities Commission issued a temporary management cease trade order against the Chief Executive Officer and the Chief Financial Officer of the company due to the failure to file annual audited financial statements and management's discussion and analysis. The cease trade order was lifted on July 2, 2019, following the filing of the required continuous disclosure documents.

No proposed director or officer of the Resulting Issuer, or a shareholder holding sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to: (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

13.7 Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Resulting Issuer also holding positions as directors or officers of other companies. Some of the individuals that are directors and officers of the Resulting Issuer have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Resulting Issuer will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies provided under the OBCA.

13.8 Management

Brief descriptions of the biographies for all of the officers and directors of the Resulting Issuer are set out below. The independent directors will have no other role with the Resulting Issuer other than sitting on the board of directors and acting as committee members. Such independent directors are expected to devote sufficient time to the Resulting Issuer's business in order to carry out their duties as directors of the Resulting Issuer; however, being a director of the Resulting Issuer will not be the primary occupation of any of the independent directors.

Mark Wellings, Director, Age 58

Mr. Wellings is a mining professional with over 25 years international experience in both the mining industry and mining finance sector. From 1988-2004, Mr. Wellings worked in the industry with a variety of companies and roles including Derry, Michener, Booth & Wahl, Arimco N.L., Inco Ltd. and Watts Griffis McOuat acquiring valuable hands-on experience in exploration, development and production. Following completion of his MBA in 1996, Mr. Wellings joined the investment dealer GMP Securities L.P. where he co-founded the firm's corporate finance mining practice. In his 18 years at GMP, Mr. Wellings was responsible for, and advising on, some of the Canadian mining industry's largest transactions, both in equity financing and M&A. On November 30, 2015, Mr. Wellings was appointed President and CEO of Eurotin.

Mr. Wellings will be a the Chairman of the Resulting Issuer, and will be responsible for providing input on strategy, governance, compliance, capital markets and general oversight of the management team. He will also chair the compensation committee and serve on the audit committee He will devote approximately 10% of his time to the Resulting Issuer. Mr. Wellings will be an independent contractor of the Resulting Issuer. He has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer.

Maciej Jastrzebski, Chief Executive Officer and Director, Age 39

Mr. Jastrzebski is a founder and the Chief Executive Officer of Li-Metal. He has 15 years of experience in technology development, project engineering, intellectual property protection, and technology commercialization with Hatch Ltd., Barrick Gold Corporation and Li-Metal. A natural innovator, Mr. Jastrzebski is a named inventor on 15 patent families in a variety of fields, and the author of a number of technical publications. He is a licensed professional engineer.

Mr. Jastrzebski will be a Director and the Chief Executive Officer or of the Resulting Issuer, and will be responsible for driving the overall development of the company, including executing the strategy agreed with the board of directors, building all necessary capabilities, developing the intellectual property portfolio and providing technical direction and oversight to the team. He will devote 100% of his time to the Resulting Issuer. Mr. Jastrzebski will be an employee of the Resulting Issuer. He has not entered into a non-competition agreement, but has entered into a non-disclosure agreement with the Resulting Issuer.

Tim Johnston, Director, Age 35

Mr. Johnston is a founder and Director of Li-Metal. With more than 15 years of experience, Mr. Johnston has overseen the development and operation of batteries, metals, industrial minerals, and large infrastructure assets. As the Co-Founder and Chairman of Li-Cycle Corp. and the Co-Founder and Director of Lacero Solutions, Mr. Johnston brings a wealth of knowledge to Li-Metal. Prior to Li-Metal, Mr. Johnston worked as a Senior Consultant for Hatch Ltd., specializing in project management and transactional analysis for their global lithium business. While there, Mr. Johnston managed the development of projects across the lithium-ion battery value chain for companies such as SQM, Rockwood Lithium (Albemarle), Bacanora Minerals, AMG-NV, Rio Tinto, Galaxy Resources, and other key developers.

Mr. Johnston will be a Director of the Resulting Issuer, and will be responsible for providing input on strategy, technical and market aspects and general oversight of the management team. He will devote approximately 10% of his time to the Resulting Issuer. Mr. Johnston will be an independent contractor of the Resulting Issuer. He has not entered into a non-competition agreement, but has entered into a non-disclosure agreement with the Resulting Issuer.

Anthony Tse, Director, Age 50

Mr. Tse is a Non-Executive Director of Li-Metal. He has over 25 years of corporate private and public company experience in numerous high-growth industries such as technology, media and telecoms, as well as resource and commodities. This has predominantly been in senior management, corporate finance and M&A roles across Greater China, Asia Pacific, North and South American markets. He is an Executive Director, as well as the former Managing Director and Chief Executive Officer, of Galaxy Resources, a global leading lithium producer listed on the Australian Securities Exchange, with hard rock and brine lithium assets across three continents in Australia, Argentina and Canada, serving the lithium battery sector customers in China, Japan and Korea. He is also a Non-Executive Director of Li-Cycle Corp., which is the largest lithium battery recycler in North America, with growth initiatives planned to expand into Europe and across Asia - the company recently announced a go-public transaction to list on the New York Stock Exchange by way of a business combination with Peridot Acquisition Corp.

Mr. Tse will be a Director of the Resulting Issuer, and will be responsible for providing input on strategy and market dynamics, and general oversight of the management team. He will also serve on the compensation committee. He will devote approximately 10% of his time to the Resulting Issuer. Mr. Tse will be an independent contractor of the Resulting Issuer. He has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer.

Ernie Ortiz, Director, Age 32

Mr. Ortiz is a Non-Executive Director at Li-Metal. He is also the President and Managing Director of Lithium Royalty Corp., a position he has held since 2018. Prior to joining Lithium Royalty Corp. in 2018, Mr. Ortiz was an investment analyst at a United States based equity fund where he specialized in lithium, battery materials and specialty chemicals. He was previously at Credit Suisse where he was the lead associate in the Basic Materials group based in New York. In that role, he led the research and due diligence on lithium, which called for the imbalance between supply and demand the market faced in 2016/2017. Mr. Ortiz sits on the London Metal Exchange Lithium Advisory Committee and has been quoted in Reuters and the Wall Street Journal for comments on the lithium market. Mr. Ortiz holds a Bachelor of Arts degree in Economics from the University of Chicago and holds the Chartered Financial Analyst designation.

Mr. Ortiz will be a Director of the Resulting Issuer, and will be responsible for providing input on strategy and market dynamics, and general oversight of the management team.. He will also serve on the compensation committee . He will devote approximately 10-12.5% of his time to the Resulting Issuer. Mr. Ortiz will be an independent contractor of the Resulting Issuer. He has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer.

Dean Frankel, Chief Commercial Officer, Age 31

Mr. Frankel is the Chief Commercial Officer at Li-Metal. He has nine years of experience in the advanced battery industry as a business leader, consultant, and market analyst. Mr. Frankel previously led Business Development at Solid Power, the Energy Storage research practice at Lux Research, and Sales & Marketing at Voltaiq. He has supported due diligence for over C$7 billion in energy storage acquisitions & investments, and is a value-chain expert from raw materials to end-product applications.

Mr. Frankel will be the Chief Commercial Officer of the Resulting Issuer, and will be responsible for marketing, supply chain development, strategic partnerships and sales. He will devote approximately 90-100% of his time to the Resulting Issuer. Mr. Frankel will be an independent contractor of the Resulting Issuer. He has not entered into a non-competition agreement, but has entered into a non-disclosure agreement with the Resulting Issuer.

Carlos Pinglo, Chief Financial Officer, Age 62

Mr. Pinglo is the Chief Financial Officer at Eurotin. He is an Economist with over 25 years senior management experience, and has worked with both private and public companies in corporate finance, strategic planning, financial reporting, turnarounds, and mergers and acquisitions. Mr. Pinglo's extensive background includes acting as the Chief Financial Officer and Corporate Secretary at AbraSilver Resource Corp., the Chief Financial Officer at Adriana Resources Corporation, Carpathian Gold Inc., First Bauxite Corporation and Medoro Resources Ltd., the Controller of both Silver Eagle Mines Inc. and Excellon Resources Inc., and as a member of the board of directors at Mineros Nacionales S.A.

Mr. Pinglo will be the Chief Financial Officer and Secretary of the Resulting Issuer, and will be responsible for accounting systems and policies, financial reporting, compliance, budgeting and financial forecasting. He will devote 55-70% of his time to the Resulting Issuer. Mr. Pinglo will be an independent contractor of the Resulting Issuer. He has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer.

14. CAPITALIZATION

14.1 <u>Issued Capital</u>

To the best knowledge of the Resulting Issuer, the following table sets out the number of Resulting Issuer Common Shares available in the Resulting Issuer's Public Float and Freely-Tradeable Float on a diluted and non-diluted basis, assuming completion of the Eurotin Debt Conversion, the Eurotin Consolidation and the Proposed Transaction:

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	28,024,422	41,121,688	100%	100%
Held by Related Persons or employees of the Resulting Issuer or Related Persons of the Resulting Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer upon exercise or conversion of other securities held) (B)	18,292,871	28,152,731	65.2%	68.5%
Total Public Float (A-B)	9,731,551	12,968,957	34.7%	31.5%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	6,943,422	9,153,171	24.8%	22.3%
Total Tradeable Float (A-C)	21,081,000	31,968,517	75.2%	77.7%

Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	1	5
1,000 – 1,999 securities	3	44
2,000 – 2,999 securities	2	48
3,000 – 3,999 securities	1	35
4,000 – 4,999 securities	6	8,582
5,000 or more securities	76	8,381,611
Total	89	8,390,325

Public Securityholders (Beneficial)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	117	2,913
100 – 499 securities	92	17,188
500 – 999 securities	38	23,182
1,000 – 1,999 securities	54	68,208
2,000 – 2,999 securities	18	54,311
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	10	55,636
5,000 or more securities	11	694,410
Unable to determine	-	487,481
Total	340	1,403,329

Non-Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	15	18,292,871
Total	15	18,292,871

14.2 Convertible/Exchangeable Securities

The Resulting Issuer has the following convertible securities outstanding that are convertible into Resulting Issuer Common Shares (see also Section 8 – *Consolidated Capitalization*):

Description of securities (conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Li-Metal Debentures(1)	3,000,000	3,000,000 Resulting Issuer Common Shares 3,000,000 Resulting Issuer Warrants

Li-Metal Subscription Receipts[(2)]	7,500,000	7,500,000 Resulting Issuer Common Shares 7,500,000 Resulting Issuer Warrants
Li-Metal Options[(3)]	1,112,268	1,112,266 Resulting Issuer Common Shares
Resulting Issuer Options[(4)]	1,485,000	1,485,000 Resulting Issuer Common Shares

Notes:

(1) On May 6, 2021, in connection with the Debenture Offering, the Li-Metal Debentures were issued to certain purchasers in the aggregate principal amount of US$3,000,000.

(2) In connection with the Equity Financing, Li-Metal issued up to 7,500,000 Li-Metal Subscription Receipts.

(3) Upon the completion of the Proposed Transaction, the outstanding Li-Metal Options will be disposed of in exchange for Resulting Issuer Options.

(4) It is anticipated that 1,485,000 Resulting Issuer Options will be granted on closing of the Proposed Transaction.

14.3 Other Listed Securities

The Resulting Issuer does not have any other listed securities reserved for issuance that are not included in Section 14.2 – *Convertible/Exchangeable Securities*.

15. EXECUTIVE COMPENSATION

The following table sets forth the anticipated compensation to be paid or awarded to the directors and the following executive officers of the Resulting Issuer: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; and (iii) the three most highly compensated individuals whose total compensation will be more than C$150,000.

Table of Compensation Excluding Compensation Securities							
Name & position	**Year**	**Salary, Consulting Fee, Retainer or Commission (C$)**	**Bonus (C$)**	**Committee or meeting fees (C$)**	**Value of Perquisites (C$)**	**Value of all other compensation (C$)**	**Total compensation (C$)**
Maciej Jastrzebski (Chief Executive Officer and Director)	2021	$200,000	$100,000	$5,000	N/A	Nil	$305,000
Carlos Pinglo (Chief Financial Officer)	2021	$150,000	$50,000	Nil	N/A	Nil	$200,000

Table of Compensation Excluding Compensation Securities							
Name & position	**Year**	**Salary, Consulting Fee, Retainer or Commission (C$)**	**Bonus (C$)**	**Committee or meeting fees (C$)**	**Value of Perquisites (C$)**	**Value of all other compensation (C$)**	**Total compensation (C$)**
Dean Frankel (Chief Commercial Officer)	2021	$175,000	$75,000	Nil	N/A	Nil	$250,000
Mark Wellings (Chairman)	2021	$37,500	$12,500	Nil	N/A	Nil	$50,000
Tim Johnston (Director)	2021	$37,500	Nil	Nil	N/A	Nil	$37,500
Anthony Tse (Director)	2021	$37,500	$5,000	Nil	N/A	Nil	$42,500
Ernie Ortiz (Director)	2021	$37,500	$5,000	Nil	N/A	Nil	$42,500

Stock Option Plans and Other Incentive Plans

See Section 9 – "*Options to Purchase Securities – Summary of Equity Incentive Plan*".

Termination and Change of Control Benefits

Other than as disclosed herein, the Resulting Issuer will not have any contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer ("**NEO**") at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Resulting Issuer or a change in an NEO's responsibilities.

- Tim Johnston:
    - Termination without cause: 1 year base fees (US$6,400 per month) and bonus (the latter calculated on the basis of past three years' bonus). Just cause is defined in the agreement to include, but is not limited to the following: dishonesty or fraud; theft; breach of fiduciary duties; negligence; being guilty of bribery or attempted bribery; or gross mismanagement.
    - Change of Control: 36 months base fees and bonus from past 36 months. All options vest. "Change of Control" is defined in the agreement as: (1) the acquisition by any person or group of persons of: (A) shares or rights to acquire shares of Li-Metal such that after the completion of such acquisition such person would be entitled to exercise 25% or more of the votes entitled to be cast at a meeting of the shareholders of Li-Metal (or of the material subsidiary); (B) shares or rights of any material subsidiary of Li-Metal such that after the completion of such acquisition such person would be

entitled to exercise 25% or more of the votes entitled to be cast a meeting of the shareholders of the material subsidiary; or (C) more than 25% of the material assets of Li-Metal (or of a material subsidiary); or (2) as a result of or in connection with: (A) a contested election of directors; or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving Li-Metal or any of its affiliates and another corporation or other entity, the nominees named in the most recent management information circular of Li-Metal for election to Li-Metal's board of directors do not constitute a majority of Li-Metal's board of directors.

- Maciej Jastrzebski
  - Termination without cause: 3 months base salary (C$16,750 per month). Just cause is defined in the agreement to include, but is not limited to the following: dishonesty or fraud; theft; breach of fiduciary duties; negligence; being guilty of bribery or attempted bribery; or gross mismanagement.
  - Change of Control: 36 months base fees and bonus from past 36 months. All options vest. "Change of Control" is defined in the agreement as: (1) the acquisition by any person or group of persons of: (A) shares or rights to acquire shares of Li-Metal such that after the completion of such acquisition such person would be entitled to exercise 25% or more of the votes entitled to be cast at a meeting of the shareholders of Li-Metal (or of the material subsidiary); (B) shares or rights of any material subsidiary of Li-Metal such that after the completion of such acquisition such person would be entitled to exercise 25% or more of the votes entitled to be cast a meeting of the shareholders of the material subsidiary; or (C) more than 25% of the material assets of Li-Metal (or of a material subsidiary); or (2) as a result of or in connection with: (A) a contested election of directors; or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving Li-Metal or any of its affiliates and another corporation or other entity, the nominees named in the most recent management information circular of Li-Metal for election to Li-Metal's board of directors do not constitute a majority of Li-Metal's board of directors.
- Dean Frankel
  - Termination without cause: 3 months of fees (US$10,420 per month). Just cause is defined in the agreement to include, but is not limited to the following: dishonesty or fraud; theft; breach of fiduciary duties; negligence; being guilty of bribery or attempted bribery; gross mismanagement; or Dean Frankel ceasing to be the directing mind of Electrification of Everything LLC.

Oversight and Description of Director and Named Executive Officer Compensation

The board of directors of the Resulting Issuer will review the compensation of its executives following completion of the Proposed Transaction and make such changes as it deems appropriate.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Upon completion of the Proposed Transaction, none of the directors or officers of the Resulting Issuer, nor any of their Associates, will be indebted to the Resulting Issuer, and neither will any indebtedness of any of these individuals or Associates to another entity be the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Resulting Issuer.

17. RISK FACTORS

An investment in the Resulting Issuer Common Shares involves risks, certain of which are described in the risk factors set forth below. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment of the Resulting Issuer and the financial condition or operating results of the Resulting Issuer. Additional risks and uncertainties not presently known to the Resulting Issuer or that the Resulting Issuer currently deems immaterial may also impair the Resulting Issuer's business operations. The Resulting Issuer will face numerous challenges in the development of its business. Due to the nature of the Resulting Issuer and its business and present stage of the business, readers should carefully consider all such risks, including those set out in the discussion below.

Business and Operational Risks

Global Pandemic (COVID-19)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Resulting Issuer to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Resulting Issuer's business or results of operations or on the Resulting Issuer's industry partners who provide in-kind and/or financial contributions to the Resulting Issuer**.**

There are travel restrictions and health and safety concerns that may delay the Resulting Issuer's research activities and planned anode production capacity build-out. Operations depend on safeguarding all personnel during the outbreak, which may be prohibitive in certain aspects. Nonetheless, the Resulting Issuer has implemented prevention measures at its office and laboratory facilities including the facilitation of remote work programs.

Intellectual Property Protection

The Resulting Issuer cannot provide any assurance that any intellectual property applications will be approved. Even if they are approved, such patents, trademarks or other intellectual property registrations may be successfully challenged by others or invalidated. The success of the Resulting Issuer and its ability to compete are substantially dependent on its internally developed technologies and processes which the Resulting Issuer will need to protect through a combination of patent, copyright, trade secret and trademark law.

The trademark, copyright, and trade secret positions of the Resulting Issuer's business are uncertain and involve complex and evolving legal and factual questions. In addition, there can be no assurance that competitors will not seek to apply for and obtain trademarks and trade names that will prevent, limit or interfere with the Resulting Issuer's processes. There can be no assurance that the Resulting Issuer will have the financial resources to defend its patents, trademarks, and copyrights from infringement or claims of invalidity. Litigation may be necessary in the future to enforce the Resulting Issuer's intellectual property rights, to protect the Resulting Issuer's trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement.

Any such litigation could result in substantial costs and diversion of resources, and could have a material adverse effect on the Resulting Issuer's business, operating results, and financial condition. There can be no assurance that the Resulting Issuer's means of protecting its proprietary rights will be adequate or that competitors will not independently develop similar services or products. Any failure by the Resulting Issuer to adequately protect its intellectual property could have a material adverse effect on its business, operating results and financial condition.

The patent positions of emerging companies can be highly uncertain and involve complex legal and factual questions. Thus, there can be no assurance that any patent applications made by or on behalf of the Resulting Issuer will result in the issuance of patents, that the Resulting Issuer will develop additional proprietary products that are patentable, that any patents issued or licensed to the Resulting Issuer will provide the Resulting Issuer with any competitive advantages or will not be challenged by any third parties, that the patents of others will not impede the ability of the Resulting Issuer to do business or that third parties will not be able to circumvent the patents assigned or licensed to the Resulting Issuer. Furthermore, there can be no assurance that others will not independently develop similar products, duplicate any of the Resulting Issuer's products or, if patents are issued and licensed to the Resulting Issuer, design around the patented product developed for the benefit of the Resulting Issuer.

Since patent applications are maintained in secrecy for a period of time after filing, and since publication of discoveries in the scientific or patent literature often lags behind actual discoveries, the Resulting Issuer cannot be certain that the inventors of the patents were the first creators of inventions covered by pending applications, or that it was the first to file patent applications for such inventions. There can be no assurance that the Resulting Issuer's patents, if issued, would be valid or enforceable by a court or that a competitor's technology or product would be found to infringe such patents.

The Resulting Issuer is not currently aware of any claims asserted by third parties that the Resulting Issuer's intellectual property infringes on their intellectual property. However, in the future, a third party may assert a claim that the Resulting Issuer infringes on their intellectual property. If the Resulting Issuer is forced to defend against these claims, which may be with or without any merit or whether they are resolved in favour or against the Resulting Issuer, the Resulting Issuer may face costly litigation and diversion of management's attention and resources. As a result of such a dispute, the Resulting Issuer may have to develop costly non-infringement technology or enter into license agreements which may not be available at favourable terms.

Performance and Scalability

To be successful, the Resulting Issuer will have to successfully scale its internally developed technology while maintaining high product quality and reliability. If the Resulting Issuer cannot maintain high product quality on a large scale, it will be adversely affected. Even if the Resulting Issuer is successful in developing its technologies, it does not know whether it will do so in time to satisfy the requirements of the electric vehicle industry or other industries. The Resulting Issuer's current facility hosts a pilot plant and laboratory with limited production capacity for lithium metal only.

Any interruption in operations at the current facility could result in the inability to successfully execute the business plan. A number of factors could cause interruptions, including, but not limited to, equipment malfunctions or failures, work stoppages or slow-downs, damage to or destruction of the facility, regional power shortages, or insolvency of the owner of the property from which laboratory and plant space is licensed. The success of the Resulting Issuer and its ability to compete are substantially dependent on its internally developed technologies.

Management of Growth

The Resulting Issuer could experience growth that could put a significant strain on each of the Resulting Issuer's managerial, operational and financial resources. The Resulting Issuer must implement and constantly improve its operational and financial systems and expand, train, and manage its employee base to manage growth. In addition, the Resulting Issuer expects that its operational and management systems will face increased strain as a result of the expansion of the Resulting Issuer's technologies. The Resulting Issuer might not be able to effectively manage the expansion of its operations and systems, and its procedures and controls might not be adequate to support its operations. In addition, management might not be able to make and execute decisions rapidly enough to exploit market opportunities for the expansion of the Resulting Issuer's technologies. If the Resulting Issuer is unable to manage its growth effectively, its business, results of operations, and financial condition will suffer. Failure to effectively manage growth could also result in difficulty in launching new processing technology or enhancing existing processing technology, declines in quality or end-user satisfaction, increases in costs or other operational difficulties, and any of these difficulties could have a material adverse effect on its business, prospects, financial condition, results of operations, and cash flows.

Competition

Despite efforts by the Resulting Issuer to protect its proprietary rights on which the Resulting Issuer's business is dependent, competitive products may be developed in the future. Competition could adversely affect the Resulting Issuer's ability to acquire market share.

Additionally, the Resulting Issuer's business is predicated on the future existence of a robust metallic lithium anode market, which in turn depends on the successful development, scaling and adoption of next generation battery technologies. Any failure of these technologies to be developed, or to compete successfully with existing lithium ion batteries, or other next generation battery technologies that do not require metallic lithium anodes could have material adverse effect on its future business, prospects, financial condition, results of operations, and cash flows.

Execution of Business Plan

The execution of the Resulting Issuer's business plan poses many challenges and is based on a number of assumptions. The Resulting Issuer may not be able to successfully execute its business plan. If the Resulting Issuer experiences significant cost overruns on its programs, or if its business plan is more costly than it anticipates, certain research and development activities may be delayed or eliminated, resulting in changes or delays to its commercialization plans, or the Resulting Issuer may be compelled to secure additional funding (which may or may not be available) to execute its business plan. The Resulting Issuer cannot predict with certainty its future revenues or results from its operations. If the assumptions on which its revenues or expenditures forecasts are based change, the benefits of the Resulting Issuer's business plan may change as well. In addition, the Resulting Issuer may consider expanding its business beyond what is currently contemplated in its business plan.

Depending on the financing requirements of a potential acquisition or new product opportunity, the Resulting Issuer may be required to raise additional capital through the issuance of equity or debt. If the Resulting Issuer is unable to raise additional capital on acceptable terms, it may be unable to pursue a potential acquisition or new product opportunity.

Currently, the Resulting Issuer has no history of profitable operations or material revenue. As such, the Resulting Issuer is subject to many risks including under-capitalization, cash shortages, and limitations with respect to personnel, financial, and other resources.

Access to Proprietary Information

The Resulting Issuer generally controls access to and distribution of its technologies, documentation, and other proprietary information. Despite efforts by the Resulting Issuer to protect its proprietary rights from unauthorized use or disclosure, parties may attempt to disclose, obtain, or use its solutions or technologies. There can be no assurance that the steps the Resulting Issuer has taken or will be taking will prevent misappropriation of its solutions or technologies, particularly in foreign jurisdictions where laws or law enforcement practices may not protect proprietary rights as fully as in Canada or the United States.

Information Technology Interruptions or Breaches

The Resulting Issuer's business operations are managed through a variety of information technology systems. These systems govern all aspects of its operations. While the Resulting Issuer has implemented a number of measures to keep its technology systems fully operational and to mitigate the risks associated with a failure of its systems, the Resulting Issuer's systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, cyber-attacks, security breaches, catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes, acts of war or terrorism, and usage errors by its employees. If the Resulting Issuer's information technology systems are damaged or cease to function properly, the Resulting Issuer may have to make a significant investment to fix or replace them and the Resulting Issuer may suffer loss of critical data and interruptions or delays in its operations in the interim. Any material interruption in its information technology systems could have a material adverse effect on the Resulting Issuer's business, prospects, financial condition, results of operations, and cash flows.

Environmental Regulation

The Resulting Issuer's business and operations are subject to environmental regulation in the areas in which it operates. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Resulting Issuer's business and operations. Additionally, applicable regulations may change, and additional government regulations may be enacted that could impact the Resulting Issuer. The Resulting Issuer cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, and if the Resulting Issuer is not able to maintain regulatory compliance, is slow or unable to adopt new requirements or policies, or effect changes to existing requirements, it may be adversely affected.

Commodity Price, Raw Materials

Industrial chemicals and other input materials used in the Resulting Issuer's technologies are subject to market price fluctuations. Market price fluctuations could have a material adverse effect on the Resulting Issuer's business plan execution. There can be no assurance that the price of the raw materials will not increase in the future.

Dependence on Management and Key Personnel

The Resulting Issuer's success depends largely upon the continued services of its executive officers and other key employees. From time to time, there may be changes in the Resulting Issuer's executive management team resulting from the hiring or departure of executives, which could disrupt its business. If the Resulting Issuer is unable to attract and retain top talent, its ability to compete may be harmed. The Resulting Issuer's success is also highly dependent on its continuing ability to identify, hire, train, retain and motivate highly qualified personnel. Competition for highly skilled technical, research and development, management, sales, and other employees is high, and the Resulting Issuer may not be successful in attracting and retaining such personnel. Failure to attract and retain qualified executive officers and other key employees could have a material adverse effect on its business, prospects, financial condition, results of operations, and cash flows.

Conflicts of Interest

The Resulting Issuer may be subject to various potential conflicts of interest because some of its officers and directors may be engaged in a range of business activities. In addition, the Resulting Issuer's executive officers and directors may devote time to their outside business interests as long as such activities do not materially or adversely interfere with their duties to the Resulting Issuer. In some cases, the Resulting Issuer's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Resulting Issuer's business and affairs and that could adversely affect the Resulting Issuer's operations. These business interests could require significant time and attention of the Resulting Issuer's executive officers and directors.

In addition, the Resulting Issuer may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time to time deal with persons, firms, institutions or companies with which the Resulting Issuer may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Resulting Issuer. In addition, from time to time, these persons may be competing with the Resulting Issuer for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of the Resulting Issuer's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Resulting Issuer are required to act honestly, in good faith and in the best interests of the Resulting Issuer.

Uninsurable Risks

The Resulting Issuer's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability. Although the Resulting Issuer intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Resulting Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of the Resulting Issuer is not generally available on acceptable terms. The Resulting Issuer might also become subject to liability for pollution or other hazards which may not be insured against or which the Resulting Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Resulting Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Emerging Market

Alternative battery technology is an emerging market. In such emerging markets, demand and market acceptance for recently introduced products and services are subject to a high level of uncertainty and risk. The development of a mass market for the Resulting Issuer's products may be affected by many factors, some of which are beyond it's control, including the emergence of newer, more competitive technologies and products, the cost of materials used by the Resulting Issuer's products and regulatory requirements. If a mass market fails to develop, or develops more slowly than the Resulting Issuer anticipates, it may never achieve profitability. In addition, the Resulting Issuer cannot guarantee that its products will continue to be developed, manufactured or marketed if sales levels do not support the continuation of the product.

Difficulty to Forecast

The Resulting Issuer must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

Supplier Risk

The ability of the Resulting Issuer to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to equipment, parts and components. No assurances can be given that the Resulting Issuer will be successful in maintaining its required supply of equipment, parts and components. This could have an adverse effect on the financial results of the Resulting Issuer.

Effective Marketing

The Resulting Issuer's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures, including its ability to (i) create greater awareness of its products; (ii) determine the appropriate creative message and media mix for future advertising expenditures; and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of the Resulting Issuer's products or services. In addition, no assurance can be given that the Resulting Issuer will be able to manage its advertising and promotional expenditures on a cost-effective basis.

Future Acquisitions

The Resulting Issuer may acquire other companies in the future and there are risks inherent in any such acquisition. Specifically, there could be unknown or undisclosed risks or liabilities of such companies for which the Resulting Issuer is not sufficiently indemnified. Any such unknown or undisclosed risks or liabilities could materially and adversely affect the Resulting Issuer's financial performance and results of operations. The Resulting Issuer could encounter additional transaction and integration related costs or other factors such as the failure to realize all of the benefits from such acquisitions. All of these factors could cause dilution to the Resulting Issuer's earnings per share or decrease or delay the anticipated accretive effect of the acquisition and cause a decrease in the market price of the Resulting Issuer's securities. The Resulting Issuer may not be able to successfully integrate and combine the operations, personnel and technology infrastructure of any such acquired company with its existing operations. If integration is not managed successfully by the Resulting Issuer's management, the Resulting Issuer may experience interruptions in its business activities, deterioration in its employee and customer relationships, increased costs of integration and harm to its reputation, all of which could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations. The Resulting Issuer may experience difficulties in combining corporate cultures, maintaining employee morale and retaining key employees. The integration of any such acquired companies may also impose substantial demands on the management. There is no assurance that these acquisitions will be successfully integrated in a timely manner.

The Resulting Issuer is a Holding Company

The Resulting Issuer is a holding company and essentially all of its assets are the capital stock of its operating subsidiary. As a result, investors in the Resulting Issuer are subject to the risks attributable to its operating subsidiary. As a holding company, the Resulting Issuer conducts substantially all of its business through its operating subsidiary, which generates substantially all of its revenues. Consequently, the Resulting Issuer's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its operating subsidiary and the distribution of those earnings to the Resulting Issuer. The ability of this entity to pay dividends and other distributions will depend on its operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such entity and contractual restrictions contained in the instruments governing its debt. In the event of a bankruptcy, liquidation or reorganization of the Resulting Issuer's operating subsidiary, holders of indebtedness and trade creditors may be entitled to payment of their claims from the assets of the operating subsidiary before the Resulting Issuer.

Key Person Insurance

The Resulting Issuer does not maintain key person insurance on any of its directors or officers, and as result the Resulting Issuer would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Resulting Issuer from such loss of any director or officer.

Inability to Sustain Pricing Models

Significant price fluctuations or shortages in the cost of materials may increase the Resulting Issuer's cost of goods sold and cause its results of operations and financial condition to suffer. If the Resulting Issuer is unable to secure materials at a reasonable price, it may have to alter or discontinue selling some of its products or attempt to pass along the cost to its customers, any of which could adversely affect its results of operations and financial condition. Additionally, increasing costs of labour, freight and energy could increase its and its suppliers' cost of goods. If its suppliers are affected by increases in their costs of labour, freight and energy, they may attempt to pass these cost increases on to the Resulting Issuer. If the Resulting Issuer pays such increases, it may not be able to offset them through increases in its pricing, which could adversely affect its results of operations and financial condition.

Internal controls

Effective internal controls are necessary for the Resulting Issuer to provide reliable financial reports and to help prevent fraud. Although the Resulting Issuer will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Resulting Issuer under Canadian securities law, the Resulting Issuer cannot be certain that such measures will ensure that the Resulting Issuer will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Resulting Issuer's results of operations or cause it to fail to meet its reporting obligations. If the Resulting Issuer or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Resulting Issuer's consolidated financial statements and materially adversely affect the trading price of the Resulting Issuer Common Shares.

Research and Market Development

Although the Resulting Issuer, itself and through its investments, is committed to researching and developing new markets and products and improving existing products, there can be no assurances that such research and market development activities will prove profitable or that the resulting markets and/or products, if any, will be commercially viable or successfully produced and marketed. A failure in the demand for products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the companies in which the Resulting Issuer has or will invest in, and consequently, the Resulting Issuer.

The Resulting Issuer's actual financial position and results of operations may differ materially from the expectations of the Resulting Issuer's management

The Resulting Issuer's actual financial position and results of operations may differ materially from management's expectations. As a result, the Resulting Issuer's revenue, net income and cash flow may differ materially from the Resulting Issuer's projected revenue, net income and cash flow. The process for estimating the Resulting Issuer's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Resulting Issuer's financial condition or results of operations.

No guarantee on the use of available funds by the Resulting Issuer

The Resulting Issuer cannot specify with certainty the particular uses of its available funds. Management has broad discretion in the application of its available funds. Accordingly, shareholders of Resulting Issuer Common Shares will have to rely upon the judgment of management with respect to the use of available funds, with only limited information concerning management's specific intentions. The Resulting Issuer's management may spend a portion or all of the available funds in ways that the Issuer's shareholders might not desire, that might not yield a favourable return and that might not increase the value of a shareholder's investment. The failure by management to apply these funds effectively could harm the Resulting Issuer's business. Pending use of such funds, the Resulting Issuer might invest available funds in a manner that does not produce income or that loses value.

Results of Early Testing

Lithium battery product development has inherent risk. The Resulting Issuer, or any of its future development partners, will be required to demonstrate through adequate and well-controlled testing that its products are effective, with favorable cost, safety and performance characteristics, for their intended use before the Resulting Issuer can expect their acceptance for commercial sale. Lithium battery product development is a long, expensive and uncertain process, and delay or failure can occur at any stage of development, including after commencement of any testing. In addition, success in early testing does not mean that later testing will be successful because product candidates in later-stage testing may fail to demonstrate sufficient safety or efficacy despite having progressed through initial testing. Accordingly, the Resulting Issuer cannot guarantee that it will be able to develop commercially viable products on the timetable that it anticipates, or at all.

Market Acceptance

Market acceptance of the Resulting Issuer's products is a significant factor in achieving its strategic goals. A key risk in the minds of customers is the Resulting Issuer's financial stability and its continued ability to support its product offerings over a long period of time. The Resulting Issuer's success will also depend on its ability to enhance its existing technology and products, and its ability to introduce new products and features that meet customer requirements. There can be no assurance that the Resulting Issuer will successfully market its technology to earn sufficient revenue to permit the level of research and development spending required to maintain a stream of new technological advances and product development. Further, there can be no assurance that the Resulting Issuer will be successful in developing, manufacturing, marketing or enhancing its technology and products. The Resulting Issuer's business would be adversely affected if it incurs delays in developing its technology, products or enhancements, or if such technology, products or enhancements do not gain market acceptance.

Negative Operating Cash Flow

Li-Metal has negative operating cash flow. The failure of the Resulting Issuer to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. To the extent that the Resulting Issuer has negative cash flow in future periods, it may need to deploy a portion of its cash reserves to fund such negative cash flow. The Resulting Issuer expects to continue to sustain operating losses in the future until it generates revenue from the commercial production of its products. There is no guarantee that the Resulting Issuer will ever be profitable.

Limited Operating History

Li-Metal has a limited operating history, which can make it difficult for investors to evaluate the Resulting Issuer's operations and prospects and may increase the risks associated with investment into the Resulting Issuer.

The Resulting Issuer is expected to be subject to many of the risks common to early-stage enterprises for the foreseeable future, including challenges related to laws, regulations, licensing, integrating and retaining qualified employees, making effective use of limited resources, achieving market acceptance of existing and future products, competing against companies with greater financial and technical resources, acquiring and retaining customers, and developing new solutions.

Market, Securities and Other Risks

Economic Conditions

Current and future unfavourable economic conditions could negatively impact the Resulting Issuer's financial viability. Unfavourable economic conditions could also increase the Resulting Issuer's financing costs, decrease net income or increase net loss, limit access to capital markets, and negatively impact any of the availability of credit facilities to the Resulting Issuer. See *"Global Pandemic (COVID-19)"* above.

Additional Capital Requirements

The Resulting Issuer plans on continuing to make significant expenditures to support its business growth and may require additional funds to respond to business challenges, including the need to expand sales and marketing activities, develop new processing technologies to enhance its existing technology, enhance its operating infrastructure, and acquire complementary businesses and technologies. Accordingly, the Resulting Issuer may need to engage in equity or debt financings to secure additional funds. If the Resulting Issuer raises additional funds through further issuances of equity or convertible debt securities, the Resulting Issuer's existing shareholders could suffer significant dilution, and any new equity securities the Resulting Issuer issues could have rights, preferences and privileges superior to those of holders of the Resulting Issuer Common Shares. Any debt financing secured by the Resulting Issuer in the future could involve restrictive covenants relating to its capital raising activities and other financial and operational matters, which might make it more difficult for it to obtain additional capital and to pursue business opportunities.

The Resulting Issuer can provide no assurance that sufficient debt or equity financing will be available on reasonable terms or at all to support its business growth and to respond to business challenges and failure to obtain sufficient debt or equity financing when required could have a material adverse effect on its business, prospects, financial condition, results of operations, and cash flows.

Resale of Resulting Issuer Common Shares

The continued operation of the Resulting Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Resulting Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Resulting Issuer may be lost. In such event, the probability of resale of the Resulting Issuer Common Shares would be diminished.

Price Volatility of Publicly Traded Securities

The market price for the Resulting Issuer Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which will be beyond the Resulting Issuer's control, including, but not limited to the following:

- actual or anticipated fluctuations in the Resulting Issuer's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Resulting Issuer will operate;
- addition or departure of the Resulting Issuer's executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding Resulting Issuer Common Shares;

- sales or perceived sales of Resulting Issuer Common Shares;
- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Resulting Issuer's industry generally and its business and operations both domestically and abroad;
- announcements of developments and other material events by the Resulting Issuer or its competitors;
- fluctuations to the costs of vital production materials and services;
- changes in global financial markets and global economies and general market conditions, such as interest rates and raw material price volatility;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Resulting Issuer or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Resulting Issuer or from a lack of market comparable companies;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Resulting Issuer's industry or target markets.

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in price of the Resulting Issuer Common Shares will not occur. The market price of the Resulting Issuer Common Shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the results of any public announcements the Resulting Issuer makes, general economic conditions, and other factors. Increased levels of volatility and resulting market turmoil may adversely impact the price of the Resulting Issuer Common Shares.

Liquidity

The Resulting Issuer cannot predict at what prices the Resulting Issuer Common Shares will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Resulting Issuer.

Future Sales of Resulting Issuer Common Shares

Subject to compliance with applicable securities laws and the terms of the escrow agreements described in *Section 11 "Escrowed Securities"*, the Resulting Issuer's, insiders, officers, directors, and their affiliates may sell some or all of their Resulting Issuer Common Shares in the future. No prediction can be made as to the effect, if any, such future sales of the Resulting Issuer Common Shares will have on the market price of the Resulting Issuer Common Shares prevailing from time to time. However, the future sale of a substantial number of the Resulting Issuer Common Shares by its insiders, officers, directors and their affiliates, or the perception that such sales could occur, could materially adversely affect prevailing market prices for the Resulting Issuer Common Shares.

Additional Resulting Issuer Common Shares issuable upon the exercise of stock options or the conversion of warrants may also be available for sale in the public market after the date of the listing of the Resulting Issuer Common Shares, which may also cause the market price of the Resulting Issuer Common Shares to fall. Accordingly, if substantial amounts of the Resulting Issuer Common Shares are sold in the public market, the market price could fall.

Shareholders will have little or no rights to participate in the Resulting Issuer's affairs

With the exception of the limited rights of shareholders under applicable laws, the day-to-day decisions regarding the management of the Resulting Issuer's affairs will be made exclusively by the board of directors of the Resulting Issuer and its officers. Shareholders will have little or no control over the Resulting Issuer's future business and investment decisions, its business, and its affairs. The Resulting Issuer may also retain other officers and agents to provide various services to the Resulting Issuer, over which the shareholders will have no control. There can be no assurance that the anticipated Resulting Issuer's board of directors, officers or its other agents will effectively manage and direct the affairs of the Resulting Issuer.

Dividends

Holders of the Resulting Issuer Common Shares will not have a right to dividends on such shares unless declared by the board of directors of the Resulting Issuer. It is not anticipated that the Resulting Issuer will pay any dividends in the foreseeable future. Dividends paid by the Resulting Issuer would be subject to tax and, potentially, withholdings. The declaration of dividends is at the discretion of the board of directors of the Resulting Issuer, even if the Resulting Issuer has sufficient funds, net of its liabilities, to pay such dividends, and the declaration of any dividend will depend on the Resulting Issuer's financial results, cash requirements, future prospects and other factors deemed relevant by the board of directors of the Resulting Issuer.

Costs of maintaining a public listing

As a public company, there are costs associated with legal, accounting and other expenses related to regulatory compliance. Securities legislation and the rules and policies of the CSE require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which add to a company's legal and financial compliance costs. The Resulting Issuer may also elect to devote greater resources than it otherwise would have on communication and other activities typically considered important by publicly traded companies.

Litigation and Arbitration

Eurotin, through operating subsidiaries, was previously engaged in the exploration of mineral resources on properties in Spain until it sold its interests in the subsidiaries in 2019 and 2020. Despite this sale, and as is the case with any operating business, there is a continuing risk that claims may arise which relate to those historical operations and which claims may be made against Eurotin notwithstanding that it was at all times solely a holding company which financed the operations of its subsidiaries. If any such claims are made, the defense and settlement costs of arbitration or legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and arbitration process, the process of defending such claims (or any other claims that may be brought against the Resulting Issuer), could take away from management time and effort and the resolution of any particular legal proceeding to which Eurotin may become subject could have a material effect on the Resulting Issuer's financial position and results of operations.

Currency Fluctuations

Fluctuations in the value of Canadian and US currencies in which the Resulting Issuer may generate revenues or incur costs may be difficult to predict and could cause the Resulting Issuer to incur currency exchange losses. Receivables and liabilities in currencies other than the functional currency could also move adversely to the Resulting Issuer from the date of accrual by the Resulting Issuer to the date of actual settlement of receivables or liabilities in a currency other than the functional currency. A disparity between the accrual and settlement amounts due to currency exchange costs could have a material adverse effect on the Resulting Issuer's business. The Resulting Issuer cannot predict the effect of exchange rate fluctuations on future operating results. Future fluctuations in currency exchange rates could materially and adversely affect the Resulting Issuer's business. The Resulting Issuer does not hedge and does not plan to hedge against the foreign currency exposure.

Tax Issues

Income tax consequences in relation to the Resulting Issuer Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Resulting Issuer Common Shares.

Forward Looking Statements and Information may Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements and information. By its nature, forward-looking statements and information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements and information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Enforcement of Civil Liabilities

Certain of the directors and officers of the Resulting Issuer are resident outside of Canada. As a result, it may be difficult or impossible to bring an action in Canada against directors, officers or experts who are not residents of Canada. It may also not be possible for an investor to enforce judgments granted by a court in Canada against the directors and officers of the Resulting Issuer residing outside of Canada.

18. PROMOTERS

18.1 Promoters

No person or company has been within the two years immediately preceding the date of this Listing Statement, a promoter of the Resulting Issuer.

19. LEGAL PROCEEDINGS

19.1 Legal Proceedings

There are no actual or contemplated legal proceedings material to the Resulting Issuer or a subsidiary of the Resulting Issuer.

There have been no penalties or sanctions imposed against the Resulting Issuer by a court or regulatory authority, and the Resulting Issuer has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, in the three years prior to the date of this Listing Statement.

19.2 Regulatory Actions

The Resulting Issuer is not subject to: (i) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within three years immediately preceding the date of this Listing Statement; (ii) any other penalties or sanctions imposed by a court or regulatory body against the Resulting Issuer that are necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed. The Resulting Issuer has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Listing Statement.

As of the date hereof, neither Li-Metal nor Eurotin has been subject to any penalties or sanctions imposed by any court or regulatory authority relating to provincial and territorial securities legislation or by a securities regulatory authority, within the three years immediately preceding the date hereof, nor has any party entered into a settlement agreement with a securities regulatory authority within the three years immediately preceding the date hereof, or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Resulting Issuer's securities or would be likely to be considered important to a reasonable investor making an investment decision.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out elsewhere in this Listing Statement, no director or executive officer of Resulting Issuer or person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the outstanding voting securities of the Resulting Issuer, or any Associate or Affiliate of any of the foregoing has or had any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction, which has materially affected or will materially affect Resulting Issuer or any of its subsidiaries.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditors

The auditors of the Resulting Issuer will be Grant Thornton located at 11th Floor, 200 King Street West, Toronto, Ontario, M5H 3T4.

21.2 Transfer Agent and Registrar

The transfer agent and registrar of the Resulting Issuer Common Shares will be TSX Trust Company, at its offices located at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 1S3.

22. MATERIAL CONTRACTS

During the course of the two years prior to the date of the Listing Statement, other than contracts entered into in the ordinary course of business, the only material contracts that the Resulting Issuer or its subsidiaries have entered into are the Amalgamation Agreement, the Subscription Receipt Agreement and the Warrant Indenture.

22.1 Special Agreements

This section is not applicable.

23. INTEREST OF EXPERTS

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Resulting Issuer or of an Associate or Affiliate of the Resulting Issuer and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Resulting Issuer or of an Associate or Affiliate of the Resulting Issuer and no such person is a promoter of the Resulting Issuer or an Associate or Affiliate of the Resulting Issuer. Grant Thornton is independent of the Resulting Issuer, and has performed its services in accordance with the rules of professional conduct of International Auditing Standards.

24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Resulting Issuer or its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Resulting Issuer and its securities.

25. FINANCIAL STATEMENTS

Please refer to Schedule “A” for Li-Metals annual audited financial statements for the years ended December 31, 2020 and 2019 and Schedule “C” for Li-Metal’s interim financial statements for the three and six months ended June 30, 2021 and 2020.

Please refer to Schedule “E” for Eurotin’s annual audited financial statements for the years ended March 31, 2021 and 2020 and Schedule “G” for Eurotin’s interim financial statements for the three months ended June 30, 2021. Please refer to Schedule “I” for pro forma financial statements of the Resulting Issuer.

CERTIFICATE OF THE RESULTING ISSUER

Pursuant to a resolution duly passed by its board of directors, Li-Metal Corp. hereby applies for the listing of the above mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Li-Metal Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario this 2nd day of November, 2021.

"Maciej Jastrzebski"	*"Carlos Pinglo"*
Maciej Jastrzebski Chief Executive Officer	Carlos Pinglo Chief Financial Officer
"Tim Johnston"	*"Mark Wellings"*
Tim Johnston Director	Mark Wellings Director

SCHEDULE "A"
ANNUAL FINANCIAL STATEMENTS OF LI-METAL

(See attached)

2555663 Ontario Limited
(operating as “Li-Metal Corp.)

Financial Statements
December 31, 2020 and 2019

Grant Thornton

Independent Auditor's Report

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To the Shareholders of
2555663 Ontario Limited (operating as "Li-Metal Corp.")

Opinion

We have audited the financial statements of 2555663 Ontario Limited (operating as "Li-Metal Corp.") ("the Company"), which comprise the statements of financial position as at December 31, 2020, December 31, 2019 and January 1, 2019, and the statements of loss and comprehensive loss, changes in equity and cash flows for the years ended December 31, 2020 and December 31, 2019, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of 2555663 Ontario Limited (operating as "Li-Metal Corp.") as at December 31, 2020, December 31, 2019 and January 1, 2019, and its financial performance for the years ended December 31, 2020 and December 31, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which states that 2555663 Ontario Limited (operating as "Li-Metal Corp.") incurred a loss from operations of $3,126,070 and had negative cash flows from operating activities during the year ended December 31, 2020, and, as of that date, the Company had a working capital deficiency of $3,268,414 and an accumulated deficit of $3,798,212. As stated in Note 2, these events and conditions, along with other matters as described in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards., and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Grant Thornton LLP

Toronto, Canada
July 12, 2021

Chartered Professional Accountants
Licensed Public Accountants

2555663 Ontario Limited (operating as "Li-Metal Corp.")
Statement of Financial Position

(Expressed in Canadian dollars)

As at December 31, 2020, 2019 and January 1, 2019

	December 31, 2020 $	December 31, 2019 $	January 1, 2019 $
Assets			
Current assets			
Cash and cash equivalents	**3,047,978**	453,050	13,856
Sales tax receivables	**74,796**	13,671	-
Subscriptions receivable (Note 9)	**192,843**	1,863	-
Prepaid expenses	**66,621**	52,965	-
Total current assets	**3,382,238**	521,549	13,856
Non-current assets			
Property and equipment (Note 7)	**284,402**	54,777	-
Total Assets	**3,666,640**	576,326	13,856
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	**113,824**	30,798	49,234
Long-Term liabilities			
Shareholder advances	**-**	-	1,927
Government assistance (Note 8)	**40,000**	-	-
Total Liabilities	**153,824**	30,798	51,161
Shareholders' Equity			
Share capital (Note 11)	**6,393,604**	1,217,670	100
Contributed surplus	**752,751**	-	-
Retained deficit	**(3,633,539)**	(672,142)	(37,405)
Total Shareholders' Equity	**3,512,816**	545,528	(37,305)
Total Liabilities and Shareholders' Equity	**3,666,640**	576,326	13,856

Going concern (Note 2)

Subsequent events (Note 16)

The accompanying notes are an integral part of these financial statements.

2555663 Ontario Limited (operating as "Li-Metal Corp.")
Statement of Loss and Other Comprehensive Loss

(Expressed in Canadian dollars)
For the years ended December 31, 2020 and 2019

	2020 $	2019 $
Expenses		
Research and development	**860,379**	225,509
Salaries and wages	**309,420**	189,762
Share-based payments compensation (Note 11)	**752,751**	-
Professional fees	**906,941**	180,486
Office and general	**43,322**	12,584
Insurance	**6,972**	1,013
Travel	**3,347**	17,083
Interest and bank charges	**2,511**	874
Meals and entertainment	**1,473**	4,584
Interest and other income	**(1,424)**	-
Foreign exchange losses	**39,263**	-
Amortization of property and equipment	**36,442**	2,842
	2,961,397	634,737
Loss before income taxes	**(2,961,397)**	(634,737)
Income tax expense	**-**	-
Net loss and comprehensive loss for the year	**(2,961,397)**	(634,737)
Weighted average number of common shares	**2,243,498**	953,757
Basic and diluted loss per share	**(1.32)**	(0.67)

The accompanying notes are an integral part of these financial statements

2555663 Ontario Limited (operating as "Li-Metal Corp.")
Statement of Changes in Equity

(Expressed in Canadian dollars)
For the years ended December 31, 2020 and 2019

	Share Capital $	Contributed Surplus $	Retained Deficits $	Total Shareholders' Equity $
Balance- January 1, 2019	100	-	(37,405)	(37,305)
Private placements	1,217,570	-	-	1,217,570
Net loss and comprehensive loss	-	-	(634,737)	(634,737)
Balance – December 31, 2019	1,217,670	-	(672,142)	545,528
Private placements	5,175,934	-	-	5,175,934
Issuance of stock options	-	752,751	-	752,751
Net loss and comprehensive loss	-		(2,961,397)	(2,961,397)
Balance – December 31, 2020	**6,393,604**	**752,751**	**(3,633,539)**	**3,512,816**

The accompanying notes are an integral part of these financial statements.

2555663 Ontario Limited (operating as “Li-Metal Corp.”)
Statement of Cash Flows

(Expressed in Canadian dollars)
For the years ended December 31, 2020 and 2019

	2020	2019
	$	**$**
OPERATING ACTIVITIES		
Net loss	**(2,961,397)**	(634,737)
Items not affecting cash and cash equivalents		
Share-based payments compensation	**752,751**	-
Amortization of property and equipment	**36,442**	2,842
Net changes in non-cash working capital		
Other receivables	**(61,125)**	(15,534)
Prepaid expenses	**(13,656)**	(52,965)
Accounts payable and accrued liabilities	**83,026**	(18,436)
Net cash used in operating activities	**(2,163,959)**	**(718,830)**
INVESTING ACTIVITIES		
Purchase of property and equipment	**(266,067)**	(57,619)
Net cash used in investing activities	**(266,067)**	**(57,619)**
FINANCING ACTIVITIES		
Government assistance	**40,000**	-
Shareholders advances	**-**	(1,927)
Issuance of share capital	**4,984,954**	1,217,570
Net cash generated from financing activities	**5,024,954**	**1,215,643**
Net cash increase for year	**2,594,928**	**439,194**
Cash and cash equivalents – Beginning of year	**453,050**	**13,856**
Cash and cash equivalents – End of year	**3,047,978**	**453,050**

The accompanying notes are an integral part of these financial statements.

1. Nature of business

2555663 Ontario Limited was incorporated under the Business Corporations Act (Ontario) on January 17, 2017 and is operating as Li-Metal Corp. (Li-Metal or the Company). Li-Metal is a company that leverages its innovative lithium metal and anode technologies to provide a low-cost, technically superior and environmentally friendly solution for next generation solid state lithium batteries.

The financial statements of the Company for the year ended December 31, 2020 were approved by the Board of Directors on July 12, 2021.

2. Going concern

The Company is in the early stages of operation and at present, its operations do not generate cash flow. The Company incurred a net loss of $2,961,397 during the year ended December 31, 2020 (2019 - $634,737) and, as of that date, its accumulated deficit was $3,633,539 (2019 - $672,142). The Company is pursuing additional equity financing as well as a public listing on a recognized Canadian stock exchange.

The Company's ability to continue as a going concern is dependent on its capacity to obtain adequate financing on reasonable terms from lenders, shareholders and other investors in order to develop its assets; and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to successfully complete the current offering otherwise it may be unable to meet its obligations. These factors indicate the existence of material uncertainty which may cast significant doubt on its ability to continue as a going concern. After reviewing the current cash position and having considered the Company's ability to raise funds in the short term, the directors have adopted the going concern basis in preparing its financial statements.

The accompanying financial statements do not include any adjustments relating to the recoverability of assets and to the reclassification of asset and liability amounts that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

3. Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the international Accounting Standards Board ("IASB").

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates and any adjustments that may be necessary would be reflected in the results of the year in which actual amounts are known.

4. Summary of significant accounting policies

Basis of measurement

The financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial assets and financial liabilities to fair value.

Foreign currency translation

The financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items using year-end exchange rate are recognized in the income statement. Non-monetary items, if any, measured at historical cost are translated using the exchange rates at the date of the transaction. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

Property and equipment

Property and equipment are initially recorded at cost. Property and equipment are amortized on a declining basis with the following rates per annum:

Furniture and fixtures	20%
Equipment	20%
Computer hardware	30%

Property and equipment acquired during the period are amortized at 50% of the annual rate. Gains and losses on disposals of property and equipment are included as part of other income on the statement of comprehensive income.

Repairs and maintenance costs are expensed as incurred. However, expenditures on major maintenance rebuilds or overhauls are capitalized when it is probable that the expenditures will extend the productive capacity or useful life of an asset. Any remaining costs of previous overhauls relating to the same asset are derecognized. All other expenditures are expensed as incurred.

4. Summary of significant accounting policies (continued)

Impairment of long-lived assets

Long-lived assets, which comprise furniture and fixtures, equipment and computer hardware, are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is measured as the amount by which the carrying value of the long-lived asset exceeds its fair value. Fair value is determined as the higher of fair value less costs to sell and value in use for each item of property and equipment.

Financial instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. The following summarizes the Company's classifications and measurements of financial instruments:

Measurement	Classification
Financial assets	
Cash and cash equivalents	Assets at amortized cost
Sales tax receivables	Assets at amortized cost
Financial liabilities	
Accounts payable	Other liabilities

Financial assets at amortized cost
A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and is not designated as FVTPL. Financial assets classified as amortized cost are measured subsequent to initial recognition at amortized cost using the effective interest method. Cash and certain other assets are classified as and measured at amortized cost.

Financial liabilities
Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in net earnings when the liabilities are derecognized as well as through the amortization process. Borrowing liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. Accounts payable and accrued liabilities are classified as and measured at amortized cost either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

4. Summary of significant accounting policies (continued)

Financial instruments (continued)

Impairment of financial assets
A loss allowance for expected credit losses is recognized in OCI for financial assets measured at amortized cost. At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The impairment model does not apply to investments in equity instruments.

The expected credit losses are required to be measured through a loss allowance at an amount equal to the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for full lifetime expected credit losses is required for a financial instrument if the credit risk of that financial instrument has increased significantly since initial recognition.

Derecognition of financial assets and liabilities
A financial asset is derecognized when either the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party. If neither the rights to receive cash flows from the asset have expired nor the Company has transferred its rights to receive cash flows from the asset, the Company will assess whether it has relinquished control of the asset or not. If the Company does not control the asset then derecognition is appropriate.

A financial liability is derecognized when the associated obligation is discharged or canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in net earnings.

Research and Development expenditures

Costs directly related to research and development expenditures are recognized as incurred. These direct expenditures include such costs as material used. Once the technical feasibility and commercial viability is determined, the project under development is to be capitalized in the Statement of Financial Position.

4. Summary of significant accounting policies (continued)

Income taxes

The Company does not have taxable profits and no current income tax is due.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of the related asset or liability in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and increased or reduced to the extent that it is probable, or no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realized based on tax rates that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognized as an expense or income in the profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity, or where they arise from the initial accounting in a business combination.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Share-based payments

Share-based payments are equity settled awards that are measured at fair value at the date of grant and recognized, over the vesting period based on the Company's estimate of awards that are expected to vest, along with a corresponding increase in equity. Compensation costs are presented separately in the statement of loss and comprehensive loss. The Company has three share-based compensation plans: The Share option plan, Deferred share unit plan and Restricted share unit plan, as noted below.

4. Summary of significant accounting policies (continued)

Share-based payments (continued)

Stock options are equity-settled share-based compensation awards. The fair value of stock options at the grant date is estimated using the Black-Scholes option pricing model. Compensation expense is recognized over the stock option vesting period based on the number of units estimated to vest. Vesting periods range from immediate to five years. This expense is recognized as share-based compensation expense with a corresponding increase in contributed surplus. When options are exercised, the proceeds received by the Company, together with the amount in contributed surplus, are credited to common shares.

Government assistance

Repayable government assistance arrangements are recognized as a financial liability. The obligation to repay amounts under these agreements is recorded when the contribution is receivable and is estimated based on future projections. The initial measurement of the obligation to repay the government assistance is discounted using the prevailing market rates of interest at the time, for a similar instrument (similar as to currency, term, type of interest, guarantees or other factors) with a similar credit rating. The difference between government contributions and the discounted value of repayable government assistance is recognized as a reduction of expenses or as a reduction of capitalized expenditures. Subsequent re-measurement of these obligations is recognized in financial expenses (income) for the change in interest rate and as an additional loan if the terms are changed such that they are favourable to the Company.

Where the government debt arrangements are at a low or zero interest, the difference between the fair value of the loan on initial recognition measured using a market rate of interest and the proceeds is recognized as a government grant. The government grant is recognized into income or assets as the related expenditures are recognized.

Leases

The Company leases certain property and equipment. Leases, in which substantially all of the risks and rewards of ownership are retained by the lessor, are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statements of loss and comprehensive loss on a straight-line basis over the period of the lease. The Company has evaluated all contracts which could be classified as leases as a result of adoption of *IFRS 16 Leases* and determined that recognition exemption was met as the leases are of low value.

Interest income

Interest income is earned from bank deposits and recorded on an accrual basis.

5. Significant Judgements and Sources of Estimation Uncertainty

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

5. Significant Judgements and Sources of Estimation Uncertainty (continued)

Critical Judgement in Applying Accounting Policies

Judgement is required in determining whether the respective costs are eligible for capitalization where applicable which may be based on assumptions about future events and circumstances. Estimates and assumptions made may change if new information becomes available.

Key Sources of Estimation Uncertainty

1) Stock-based compensation

   The determination of the fair value of stock-based compensation is not based on historical cost but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate and is estimated based on historical forfeitures and expectations of future forfeitures and is adjusted if the actual forfeiture rate differs from the expected rate.

   The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options, and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

2) Income taxes and deferred taxes

   The Company is subject to income tax laws in Canada. Tax laws are complex and potentially subject to different interpretations by the taxpayer and the relevant tax authority. The provision for income taxes and deferred tax represents management's interpretation of the relevant tax laws and its estimate of current and future income tax implications of the transactions and events during the period. The Company may be required to change its provision for income taxes or deferred tax balances when the ultimate deductibility of certain items is successfully challenged by taxing authorities or if estimates used in determining the amount of deferred tax asset to be recognized changes significantly, or when receipt of new information indicates the need for adjustment in the amount of deferred tax to be recognized. Additionally, future events, such as changes in tax laws, tax regulations, or interpretations of such laws or regulations, could have an impact on the provision for income tax, deferred tax balances and the effective tax rate. Any such changes could materially affect the amounts reported in the financial statements in the year these changes occur.

   Judgement is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

5. Significant Judgements and Sources of Estimation Uncertainty (continued)

Key Sources of Estimation Uncertainty (continued)

3) Provisions and contingent liabilities

   Judgements are made as to whether a past event has led to a liability that should be recognized in the financial statements or disclosed as a contingent liability. Quantifying any such liability often involves judgements and estimations. These judgements are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, past experience and the probability of a loss being realized. Several of these factors are sources of estimation uncertainty.

6. Initial Adoption and Upcoming Changes in Accounting Standards

Adoption of new accounting standards

New standards, amendments and interpretations adopted in the current year have not been disclosed as they did not have a material impact to the Company’s financial statements.

New standards and interpretations not yet adopted

At the date of the authorization of these financial statements, several new, but not effective Standards and amendments to existing Standards, and Interpretations have been published by the IASB. None of these Standards or amendments to existing Standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact to the Company’s financial statements.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact to the Company’s financial statements.

(Expressed in Canadian dollars)

7. Property and equipment

	Computer Hardware $	Equipment $	Furniture & Fixtures $	Total $
Year ended December 31, 2020:				
Opening net book value	-	53,777	-	53,777
Additions	4,846	252,991	8,230	266,067
Amortization for the year	(181)	(36,055)	(206)	(36,442)
Closing net book value	**4,665**	**270,713**	**8,024**	**284,402**
At December 31, 2020:				
Cost	4,846	307,768	8,230	320,844
Accumulated amortization	(181)	(36,055)	(206)	(36,442)
Net book value	**4,665**	**270,713**	**8,024**	**284,402**

	Computer Hardware $	Equipment $	Furniture & Fixtures $	Total $
Year ended December 31, 2019:				
Opening net book value	-	-	-	-
Additions	-	57,619	-	57,619
Amortization for the year	-	(2,842)	-	(2,842)
Closing net book value	-	54,777	-	54,777
At December 31, 2019:				
Cost	-	57,619	-	57,619
Accumulated amortization	-	(2,842)	-	(2,842)
Net book value	-	54,777	-	54,777

(Expressed in Canadian dollars)

8. Government assistance

On April 16, 2020, the Company received the Canadian Emergency Business Account (CEBA) in the amount of $40,000. CEBA is a government program providing interest-free loans to small businesses. No principal repayments will be required before December 31, 2022. If the loan remains outstanding after December 31, 2020, only interest payments will be required until full principal is due on December 31, 2025. If the outstanding principal, other than the amount of potential debt forgiveness at 25% of the principal balance of the loan, is repaid by December 31, 2022, the remaining principal will be forgiven.

9. Share subscriptions

Share subscriptions of $192,483 (December 31, 2019 - $1,863) are related to private placements that were not paid in cash at year-end and therefore remained as a subscription receivable.

10. Related party

Key management of the Company are its Board of Directors and members of executive management. Key management personnel remuneration includes the following:

	2020 **$**	**2019** **$**
Salaries and short-term employment benefits	**96,500**	73,500
Consulting fees	**25,483**	26,038
Share-based compensation	**752,751**	-
Share capital issued	**327,911**	170,400
	1,202,645	269,938

The Company is related to Li-Cycle Corp. through some shareholders having common ownership. During the year ended December 31, 2020 the two companies have no shared services or personnel costs (December 31, 2019 - Nil).

11. Share capital

Common Shares
The Company is authorized to issue an unlimited number of common shares.

Class A Common Shares
The Company is authorized to issue an unlimited number of class A common shares. As at December 31, 2020, there were 1,000,000 (2019 - 1,000,000) class A common shares outstanding with Nil value assigned to the shares. The holders of class A common shares are entitled to one vote per share.

Class B Common Shares
The Company is authorized to issue an unlimited number of class B common shares. As at December 31, 2020, there were 3,135,038 (2019 – 1,623,800) class B common shares outstanding. The holders of class B common shares are not entitled to vote.

(Expressed in Canadian dollars)

11. Share capital (continued)

A summary of the Class B common shares as at December 31, 2020 and 2019 are as follows:

	Number of Shares	Amount
Balance, December 31, 2018	200	$ 100
Private placement-common shares (i)	1,623,600	1,217,570
Balance, December 31, 2019	**1,623,800**	**$ 1,217,670**
Private placement-common shares (ii)	1,511,238	5,175,934
Balance, December 31, 2020	**3,135,038**	**$ 6,393,604**

(i) During the year ended December 31, 2019 at various dates, 1,623,800 class B common shares were issued for proceeds of $1,127,570.

(ii) During the year ended December 31, 2020 at various dates, 1,511,238 class B common shares were issued for proceeds of $5,175,934.

Stock options

The Company's stock option plan is available to its directors, officers, employees and service providers. All issuances, including the vesting and exercise periods, are approved by the Board.

	Number of options	Weighted average exercise price
Balance January 1, 2019	-	-
Balance December 31, 2019	-	-
Granted	280,320	$3.27
Balance December 31, 2020	280,320	$3.27

As at December 31, 2020, the following stock options were outstanding:

Exercise price (CAD)	Options vested	Options unvested	Total outstanding	Remaining contractual life (years)	Expiry date
$1.50	89,290	-	89,290	4.79	October 15, 2025
$4.37	136,558	54,472	191,030	4.96	December 17, 2025
	225,848	54,472	280,320	4.86	

On October 15, 2020, the Company granted 89,290 options to directors, officers, and employees with an exercise price of $1.50 and an expiry date of October 15, 2025 and an immediate vesting date. The fair value of these options on grant date was estimated to be $339,937 based on Black-Scholes valuation model based on the assumptions below.

(Expressed in Canadian dollars)

11. Share capital (continued)

On December 17, 2020, the Company granted 191,030 options to consultants, directors, officers, and employees with an exercise price of USD 3.44 and an expiry date of December 17, 2025 and an immediate vesting date, with the exception of 54,472 options. The fair value of the vested options on grant date was estimated to be $412,824 based on Black-Scholes valuation model based on the assumptions below.

The following summarizes the assumptions used in the valuation of the instruments.

	2020	2019
Risk-free interest rate	**0.34%**	-
Volatility based on comparable companies	**90.48%**	-
Expected option life	**5 years**	-
Expected dividend	**0%**	-
Forfeiture	**0%**	-

During the year ended December 31, 2020, the Company recognized a share-based payments expense of $752,751 (2019 – Nil).

12. Income tax

A reconciliation of income taxes at the rates expected to apply when the asset is realized of approximately 26.5% (2019 - 26.5%) with the reported taxes is as follows:

	2020	2019
	$	$
Loss before income taxes	**(2,961,397)**	(634,737)
Expected income tax recovery	**(784,770)**	(168,205)
Non-deductible expenses	**195**	608
Stock-based compensation	**199,478**	**-**
Adjustment to prior year filing	**(9,275)**	9,275
Benefit of tax assets not recognized	**594,372**	158,322
Provision for current income taxes	**-**	-

As at December 31, 2020 the Company has non-capital losses of $2,904,014 (December 31, 2019 - $605,923), the benefit of which has not been fully recognized. Non-capital losses may be carried forward and applied against taxable income of future years. Losses begin to expire as follows:

2039	605,923
2040	2,298,091
	$ 2,904,014

13. Financial Instruments

Fair Value

The fair value of cash and cash equivalents, receivables and payables approximate their carrying amounts due to their short-term nature.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company estimates its maximum exposure to be the carrying value of cash and cash equivalents and receivables.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment certificates. The Company's cash is not subject to any external limitations.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due.

The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in Note 14. As at December 31, 2020, the Company's current liabilities which comprise accounts payable and accrued liabilities. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

COVID-19

Since December 31, 2019, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide.

It is not possible to reliably estimate the duration and severity of the consequences of COVID-19, as well as the impact on the financial position and results of the Company for future periods. The impact of COVID-19 did not have a material impact on operations of the Company.

Capital Risk Management

The Company's capital management objectives are intended to safeguard its ability to support normal operating requirements on an ongoing objectives basis.

(Expressed in Canadian dollars)

14. Financial Instruments

Capital Risk Management (continued)

The capital of the Company consists of items included in equity net of cash and cash equivalents:

	2020 $	2019 $
Total equity	**3,512,816**	545,528
Cash and cash equivalents	**(3,047,978)**	(453,050)
	464,838	92,478

15. Transition to IFRS

The adoption of IFRS required the application of IFRS 1, which provides guidance for a Company's initial (and subsequent) adoption of IFRS on the first date at which IFRS was applied, which was January 1, 2019 ("Transition Date"). IFRS 1 generally requires retrospective application of IFRS as effective at the end of its first annual IFRS reporting period. However, IFRS 1 also provides certain option exceptions and mandatory exceptions to this retrospective treatment.

IFRS 1 does not permit changes to estimates previously made. Accordingly, estimates used in the preparation of the Company's opening IFRS statement of financial position as at the Transition Date are consistent with those that were made under previous GAAP.

16. Subsequent events

On April 1st, 2021, the Company issued 24,999 Class B shares in fulfillment of its obligations under consulting and employment agreements.

Between May 27th and June 1st, 2021 existing shareholders exercised Class B share options, resulting in the issuance of 44,170 Class B shares.

The Company is contemplating a proposed takeover transaction with Eurotin Inc. (TSXV: LIM.H) whereby the Company will amalgamate with a newly created, wholly-owned subsidiary of Eurotin and in consideration for their securities of Li-Metal, at closing the security holders of Li-Metal will receive securities of Eurotin. At closing, it is expected that approximately 15 million post-consolidation common shares of the Resulting Issuer will be issued to the Li-Metal shareholders at a deemed issue price of US$1.00 per share.

In connection with the transaction, the Company intends to complete two private placement financings (the "Financings") to raise approximate gross proceeds of a minimum of US$7.5 million.

On May 7th, 2021, the Company completed a private placement of US$3 million senior secured convertible debentures (the "Debentures"), which Debentures if converted pursuant to the transaction, will convert into Units at a conversion price of US $1.00 per Unit.

SCHEDULE "B"
ANNUAL MD&A OF LI-METAL

(See attached)

2555663 Ontario Limited
(doing business as “Li-Metal”)

Management’s Discussion & Analysis.
December 31, 2020 and 2019

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") of 2555663 Ontario Limited doing business as "Li-Metal" (the "Company" or "Li-Metal") should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020 and the notes thereto. The Company's audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of June 30, 2021 and all information is current as of such date.

Management's Discussion and Analysis for Li-Metal is the responsibility of management and the Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the MD&A.

This report was reviewed and approved by the Company's Board of Directors on July 21, 2021 and should be read in conjunction with the audited financial statements for the fiscal years ended December 31, 2020 and December 31, 2019.

The information contained in this management discussion and analysis may contain some forward-looking statements. Forward-looking information may include, but is not limited to information with respect to our future financial and operating performance, future development activities and adequacy of financial resources.

Cautionary statement on forward looking statements

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience. Our forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this management analysis.

Although we have attempted to identify important factors that could cause actual results to differ from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information.

OVERVIEW

This management's discussion and analysis provides an overview of the Company's operations, performance and financial condition for the period April 1, 2019, to December 31, 2020.

Li-Metal is a Canadian based technology company, specializing in the development of technologies for the next generation battery supply chain, focused on metallic lithium anode materials and their production. The current financial statements reflect operating costs resulting from in-house and third-party research and development activities. Developing production processes and advanced products is inherently expensive and raising sufficient capital to continue research and development is a major focus of the management team.

Summary of Quarterly Results

January 2019 - December 2020								
Li-Metal Corp.								
No. of shares outstanding	1,000,000	1,347,001	1,441,301	1,623,800	1,904,771	2,034,417	2,962,167	3,135,038
	Q1 2019	Q2 2019	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020
Losses from operations	$ -	-$ 93,026	-$ 143,567	-$ 398,143	-$ 166,714	-$ 111,756	-$329,794	-$2,353,134
Losses from operations, per-share	$ -	-$ 0.07	-$ 0.10	-$ 0.25	-$ 0.09	-$ 0.05	-$ 0.11	-$ 0.75

The Company has experienced considerable fluctuation in its results over the preceding eight quarters. Such fluctuations are to be expected for a development stage company undertaking a technology development program as its sole focus as the nature, scope and scale of activities and associated expenses vary considerably between different development stages.

Research activities were commenced in Q2 2019, with expenditures for third-party research and personnel making up the bulk of expenditures for the Q2 and Q3. The significant increases in Q4 represents purchases of consulting services for engineering drawing production required for development of metal production piloting equipment, purchase of equipment and reagents for the Metal Pilot Facility (as defined herein), and increased staffing levels.

Throughout Q1 2020 – Q2 2020, the Company was engaged primarily in the assembly and construction of pilot plant equipment at the Metal Pilot Facility in Mississauga, and third-party production of prototype anode materials. The increase in expenditures noted between Q2 and Q3 2020 is associated with pilot plant operation and increased staffing levels and consumables costs.

The bulk of the large increase in losses recorded for Q4 2020 results from issuance of equity compensation in the form of stock options to employees, directors, contractors and consultants, recognition of equity compensation paid in 2019 and 2020, increased research & development expenditures associated with expansion of the Metal Pilot Facility and on-going development work, increased personnel costs associated with four new employees, IP filing costs and foreign exchange losses. Additionally, Q4 results also include accruals related to the November 2019 financing, which was not formally closed until 2020.

Fourth Quarter

There is a substantial increase in losses in Q4 2021, relative to Q4 2019 which is primarily due to the fundamental changes in the scale and scope of the business. In Q3 2019, the Company had one full-time employee, and was reliant largely on third-party development service providers. By Q4 2020, the Company had expanded its personnel to six full-time employees or contractors, built its own facilities for metal production process development, and significantly expanded its third-party development program for anode products. Additionally, equity compensation, in the form of share options, increased for employees, directors, officers and consultants.

The increase in outstanding shares is attributable to the closing of two financings in 2020, and to direct share-issuances to contractors and employees in lieu of cash.

	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Total
Contributors to 2020 losses by Quarter.					
Salaries and wages	$ 23,884	$ 43,447	$ 52,217	$ 189,872	$ 309,420
Research and development	$ 130,295	$ 54,473	$ 229,773	$ 445,837	$ 860,379
Consulting fees*	$ 3,300	$ -	$ 11,773	$ 790,455	$ 805,528
Share based compensation expense	$ -	$ -	$ -	$ 752,751	$ 917,424
Exchange (Gain) or Loss	$ -	$ -	$ -	$ 39,263	$ 39,263
TOTAL	$ 157,479	$ 97,920	$ 293,763	$ 2,382,851	$2,932,014

*Includes equity and cash compensation

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements for Li-Metal.

Changes in Accounting Policies including Initial Adoption

New standards, amendments and interpretations adopted in the current year have not been disclosed as they did not have a material impact to the Company's financial statements.

New standards and interpretations not yet adopted

At the date of the authorization of the Company's financial statements, several new, but not effective standards and amendments to existing standards and interpretations have been published by the IASB. None of these standards or amendments to existing standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact to the Company's financial statements.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact to the Company's consolidated financial statements.

Financial Instruments and Other Instruments

Fair Value

The fair value of cash and cash equivalents, receivables and payables approximate their carrying amounts due to their short-term nature.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company estimates its maximum exposure to be the carrying value of cash and cash equivalents and receivables.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment certificates. The Company's cash is not subject to any external limitations.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due.

The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in Note 14. As at December 31, 2020, the Company's current liabilities which comprise accounts payable and accrued liabilities. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

COVID-19

Since December 31, 2019, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

It is not possible to reliably estimate the duration and severity of the consequences of COVID-19, as well as the impact on the financial position and results of the Company for future periods. The impact of COVID-19 did not have a material impact on operations of the company.

Outstanding Share Data (December 31st, 2020)

	Shares	Options	Fully Diluted
Class A	1,000,000		1,000,000
Class B	3,135,038	251,320	3,386,358

Outstanding Share Data (December 31st, 2019)

	Shares	Options	Fully Diluted
Class A	1,000,000		1,000,000
Class B	1,623,800	0	1,623,800

Outstanding Share Data (July 12th, 2021)

	Shares	Options	Fully Diluted
Class A	1,000,000		1,000,000
Class B	3,231,028	236,150	1,623,800

SELECTED FINANCIAL DATA

The following table sets forth financial information relating to the Company and should be read in conjunction with the audited financial statements.

	December 31, 2020 $	December 31, 2019 $	January 1, 2019 $
Assets			
Current assets			
Cash and cash equivalents	3,047,978	453,050	13,856
Sales tax receivables	74,796	13,671	-
Subscriptions receivable (Note 9)	192,843	1,863	-
Prepaid expenses	66,621	52,965	-
Total current assets	3,382,238	521,549	13,856
Non-current assets			
Property and equipment (Note 7)	284,402	54,777	-
Total Assets	3,666,640	576,326	13,856
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	113,824	30,798	49,234
Long-Term liabilities			
Shareholder advances	-	-	1,927
Government assistance (Note 8)	40,000	-	-
Total Liabilities	153,824	30,798	51,161
Shareholders' Equity			
Share capital (Note 11)	6,393,604	1,217,670	100
Contributed surplus	752,751	-	-
Retained deficit	(3,633,539)	(672,142)	(37,405)
Total Shareholders' Equity	3,512,816	545,528	(37,305)
Total Liabilities and Shareholders' Equity	3,666,640	576,326	13,856

The Company's activities consist of research and development in the area of lithium metal production and metallic lithium anode production. The Company currently produces small volumes of sample products for distribution to battery developers for research and development purposes. It consequently has minimal revenue and do not foresee substantial revenue in the near term. All costs related to ongoing research and development activities have been presented as research expenses.

The Company intends to generate revenue based on the sale of products currently under development. The Company is therefore focused on completing product development, production process development and IP protection. As with any product in development phases, value will be created by (a) proving acceptable performance with battery developers; (b) ensuring commercial viability of such products in specific markets through development of manufacturing capability that can give appropriate gross and net margins; and (c) securing reliable supply of key input materials. The Company has sufficient expertise to manage the research and development process for each of the products. The value ascribed to each product will increase significantly as it moves through the development phase and will reach maximal value at the point where it has completed product qualification trials with major automakers and enters use in a mass-produced vehicle. Management currently anticipate the first products to obtain this status within 3-4 years.

Operating Expenses

	2020 $	2019 $
Expenses		
Research and development	860,379	225,509
Salaries and wages	309,420	189,762
Share-based payments compensation (Note 11)	752,751	-
Professional fees	906,941	180,486
Office and general	43,322	12,584
Insurance	6,972	1,013
Travel	3,347	17,083
Interest and bank charges	2,511	874
Meals and entertainment	1,473	4,584
Interest and other income	(1,424)	-
Foreign exchange losses	39,263	-
Amortization of property and equipment	36,442	2,842
	2,961,397	634,737
Loss before income taxes	(2,961,397)	(634,737)
Income tax expense	-	-
Net loss and comprehensive loss for the year	(2,961,397)	(634,737)

Total business expense have increased from $634,737 to $2,961,397 from 2019 to 2020. This represents substantially greater investment in research and development activities, following the successful completion of bench-scale development of the lithium metal production process and proof-of-concept studies on anode products towards the end of 2019. The bulk of development costs incurred in 2019 were associated with contract research carried out at Kingston Process Metallurgy. In 2020, the majority of the costs were related to the development and operation of a pilot-scale molten-salt process development facility (the “Metal Pilot Facility”), and include lab space occupancy charges, contract trades and labour, piloting equipment, materials and reagents. This includes $152,360 in facility license costs, $252,991 in new equipment purchases, $47,928 in reagents, and $8,666 in energy costs. There is also notable increase in professional fees from $180,486 to $906,941, and a concurrent increase in salaries and wages from $189,762 to $309,420. This coincides with expansion of the technical team and increased reliance on in-house development.

Throughout both 2020 and 2019, anode development was carried out as in-house conceptual development and third-party research, with direct expenditures totalling $185,335 and $14,791 respectively. This represents an increase from 21% to 7% of total direct R&D funds going to anode development, reflecting the increasing focus on anode product development, both in terms of third-party research activities and in-house facility development, and the increasing maturity of the lithium metal production process.

General and administrative expenses have remained low throughout both 2019 ($12,584) and 2020 ($43,322), as the Company has relied primarily on remote working, and pilot facility office space included in the cost of licensing the Metal Pilot Facility. It is expected that with the expanded scope of activities and enlarged team, office and general expenses will be substantially larger in 2021. Likewise, insurance costs have increased with increasing scope of activity and size.

Capital Equipment

The Metal Pilot Facility developed in 2019 and 2020 is used for continued development of the metal production process. The facility is equipped with a number of flexible process vessels, heating equipment and rectification equipment to allow for a broad range of material and equipment testing, and process development activities. Development activities are supported by an in-house wet lab and outsourced analytical capabilities. It implicitly has many temporary or short-lived components associated with particular experiments; however, certain equipment is expected to be applicable to multiple piloting campaigns and continuing development activities. This includes process vessels, electrical conversion equipment, control systems and fixtures. The Metal Pilot Facility will continue to be used to test proposed lithium metal production and refining methods, conduct research to optimize production, collect/analyze key process indicator data and use the results to improve commercial scale production. The piloting equipment have been recorded as capital assets with values of $54,777 in 2019 and $284,402 in 2020. With the planned relocation and investment in expansion of the Metal Pilot Facility, and the build-out and commissioning of anode production capacity in North America, capital assets are expected to increase significantly in 2021.

Income Taxes

The Company has accumulated non-capital losses of approximately $2,875,354 for income tax purposes for Federal and Ontario governments, which are available to be applied against future taxable income and expire in 2030 ($2,242,909) and 2028 ($632,445). The Company has not recognized the tax benefit of the losses; they will be recognized when future profits are probable.

Cash Flows, Liquidity and Capital Resources Cash Flows

	2020 $	2019 $
OPERATING ACTIVITIES		
Net loss	(2,961,397)	(634,737)
Items not affecting cash and cash equivalents		
Share-based payments compensation	752,751	-
Amortization of property and equipment	36,442	2,842
Net changes in non-cash working capital		
Other receivables	(61,125)	(15,534)
Prepaid expenses	(13,656)	(52,965)
Accounts payable and accrued liabilities	83,026	(18,436)
Net cash used in operating activities	(2,163,959)	(718,830)
INVESTING ACTIVITIES		
Purchase of property and equipment	(266,067)	(57,619)
Net cash used in investing activities	(266,067)	(57,619)
FINANCING ACTIVITIES		
Government assistance	40,000	-
Shareholders advances	-	(1,927)
Issuance of share capital	4,984,954	1,217,570
Net cash generated from financing activities	5,024,954	1,215,643
Net cash increase for year	2,594,928	439,194
Cash and cash equivalents – Beginning of year	453,050	13,856
Cash and cash equivalents – End of year	3,047,978	453,050

(a) Operating activities

The Company incurred costs of $2,163,959 for the year ended December 31, 2020 compared to $718,830 for the year ended December 31, 2019. Expansion of the Li-Metal technical team, development and operation of the Metal Pilot Facility, expansion of anode product development activities and increased use of raw materials resulted an increase in operating cost.

(b) Investing activities

The Company incurred costs of $266,067 for the year ended December 31 2020, compared to $57,619 for the year ended December 31, 2019. The increase is due to higher investment required for equipment and build-out of the Metal Pilot Facility in Mississauga, Ontario.

(c) Financing activities

During 2020, the Company received $5,451,497 from the issuance of 1,511,238 non-voting Class B common shares. During 2019, the Company received $869,725 from the issuance of 623,800 non-voting Class B common shares. The Company also received $40,000 from the Canada Emergency Business Account (CEBA) loan program as bridge funding, which is repayable without interest until 2022.

January 2019 - December 2020								
2555663 Ontario Limited (d/b/a Li-Metal)								
No. of shares outstanding	Jan - Mar, 2019	Apr - Jun, 2019	Jul - Sep, 2019	Oct - Dec, 2019	Jan - Mar, 2020	Apr - Jun, 2020	Jul - Sep, 2020	Oct - Dec, 2020
Class A - Voting	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Class B - Non-voting	1,000,000	1,347,001	1,441,301	1,623,800	1,904,771	2,034,417	2,962,167	3,135,038

The Company's stock option plan is available to its directors, officers, employees and service providers. All issuances, including the vesting and exercise periods, are approved by the Board.

As at December 31, 2020, the following stock options were outstanding:

Exercise price (CAD)	Options vested	Options unvested	Total outstanding	Remaining contractual life (years)	Expiry date
$1.50	89,290	-	89,290	4.79	October 15, 2025
$4.37	136,558	54,472	191,030	4.96	December 17, 2025
	225,848	54,472	280,320	4.86	

Liquidity and Capital Resources

	At Dec 31, 2020		At Dec 31, 2019	
	Carrying Amount	Fair value	Carrying Amount	Fair value
Financial assets				
Cash and cash equivalents	$ 3,047,978	$ 3,047,978	$ 453,050	$ 453,050
Receivables	$ 192,843	$ 192,843	$ 1,863	$ 1,863
Financial liabilities				
Payables and accruals	$ 113,824	$ 113,824	$ 196,199	$ 196,199
Borrowings	$ 40,000	$ 40,000		

The Company's primary objective with respect to its capital management is to ensure that it has sufficient financial resources to meet its financial obligations. At the December 2020 quarterly meeting, it was decided to increase the Company's focus on, and accelerate the development of anode technologies. This decision was made based on management's estimate of the likely commercial development timelines and milestones of next generation batteries, taking into account announcements made by automakers about their roll-out plans on the one hand, and likely technology development and equipment lead time timelines on the other.

To secure the additional capital necessary to fund the development projects, including build-out of piloting and development facilities, the Company is actively attempting to raise funds through the issuance of equity or by securing strategic partners.

The Company is in the early stages of operation and at present, its operations do not generate cash flow. The Company incurred a net loss of $2,961,397 during the year ended December 31, 2020 (2019 - $634,737) and, as of that date, its accumulated deficit was $3,633,539 (2019 - $672,142)The Company is pursuing additional equity financing as well as a public listing on a recognized Canadian stock exchange.

The Company's ability to continue as a going concern is dependent on its capacity to obtain adequate financing on reasonable terms from lenders, shareholders and other investors in order to develop its assets; and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to successfully complete the current offering otherwise it may be unable to meet its obligations. These factors indicate the existence of material uncertainty which may cast significant doubt on its ability to continue as a going concern. After reviewing the current cash position and having considered the Company's ability to raise funds in the short term, the directors have adopted the going concern basis in preparing its financial statements.

Discussion of Operation Cash Requirements

All technologies in the Company's portfolio will require significant investment to increase their value and reach commercial readiness. We currently estimate that an investment of US$15-20 million will be required over time to complete the research and development, including validation at scale.

The anode products and production technologies should be considered a technology platform capable of satisfying the needs of a number of different next generation battery technologies. While the underlying technology is at a high level of maturity, considerable investment is required to complete development and demonstration of full-scale production equipment. Pilot scale production will be established by Q4 2021. Completion of equipment fabrication, installation and commissioning is expected to require a further $500,000.

Engineering and design of the commercial scale prototype equipment is continuing in parallel, and represents an expenditure of $440,000-$550,000. Once built, which could be as early as Q3 2022, the demonstration plant will serve to satisfy initial production volumes needed for customers' product qualification sample runs. The equipment will also serve as a development platform for further products, thereby fulfilling a key role in the early commercialization of the Company's technology. This is the largest expenditure anticipated over the next 24 months, and total associated costs are expected to be in the range of US$10-$12 million. Ongoing third-party development and anode sample production costs are expected to total approximately $275,000-$350,000 per quarter for the next 12 months.

Direct development costs for the metal production process are expected to stabilize at approximately $30,000-$50,000 per month for the next 12 months. A one-time expenditure of $300,000 is expected to be required to cover relocation costs to a larger molten salt electrolysis development facility.

Transactions with Related Parties

Key management of the Company are its Board of Directors and members of executive management. Key management personnel remuneration includes the following payments:

	2020 $	2019 $
Salaries and short-term employment benefits	96,500	73,500
Consulting fees	25,483	26,038
Share-based compensation	752,751	-
Share capital issued	327,911	170,400
	1,202,645	269,938

Financial Risk Management

The Company's activities expose it to financial risks: market risk specifically to cash flow and fair value interest rate risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of the financial market and seeks to minimize potential adverse effects on the Company's financial performance. The Company does not use derivative financial instruments to hedge these risks.

Commitments

a) On September 18, 2020, the Company entered into a service agreement with an undisclosed advisory firm to provide market research, off-take and general strategy consulting. The agreement carries a minimum commitment to issue 120,000 Class B common shares which were subsequently issue on April 1, 2021.

Significant Judgements and Sources of Estimation Uncertainty

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Critical Judgement in Applying Accounting Policies

Judgement is required in determining whether the respective costs are eligible for capitalization where applicable which may be based on assumptions about future events and circumstances. Estimates and assumptions made may change if new information becomes available.

Key Sources of Estimation Uncertainty

1) Stock-based compensation

The determination of the fair value of stock-based compensation is not based on historical cost but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate and is estimated

based on historical forfeitures and expectations of future forfeitures and is adjusted if the actual forfeiture rate differs from the expected rate.
The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options, and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

2) Income taxes and deferred taxes

The Company is subject to income tax laws in various jurisdictions. Tax laws are complex and potentially subject to different interpretations by the taxpayer and the relevant tax authority. The provision for income taxes and deferred tax represents management's interpretation of the relevant tax laws and its estimate of current and future income tax implications of the transactions and events during the period.

The Company may be required to change its provision for income taxes or deferred tax balances when the ultimate deductibility of certain items is successfully challenged by taxing authorities or if estimates used in determining the amount of deferred tax asset to be recognized changes significantly, or when receipt of new information indicates the need for adjustment in the amount of deferred tax to be recognized. Additionally, future events, such as changes in tax laws, tax regulations, or interpretations of such laws or regulations, could have an impact on the provision for income tax, deferred tax balances and the effective tax rate. Any such changes could materially affect the amounts reported in the financial statements in the year these changes occur.

Judgement is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

3) Provisions and contingent liabilities

Judgements are made as to whether a past event has led to a liability that should be recognized in the financial statements or disclosed as a contingent liability. Quantifying any such liability often involves judgements and estimations. These judgements are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, past experience and the probability of a loss being realized. Several of these factors are sources of estimation uncertainty.

Subsequent Events

On April 1, 2021, the Company issued 24,999 Class B common shares in fulfillment of its obligations under consulting and employment agreements

Between May 27 and June 1, 2021 existing shareholders exercised Class B common share options, resulting in the issuance of 44,170 Class B common shares.

The Company is contemplating a proposed reverse take-over transaction (the "Transaction") with Eurotin Inc. (TSXV: LIM.H)("Eurotin") whereby the Company will amalgamate with a newly created, wholly-owned subsidiary of Eurotin and in consideration for their securities of Li-Metal, at closing the securityholders of Li-Metal will receive securities of Eurotin (following the Transaction, the “Resulting Issuer”). At closing, it is expected that approximately 15 million post-consolidation common shares of the Resulting Issuer (the “Resulting Issuer Shares”) will be issued to the Li-Metal shareholders at a deemed issue price of US$1.00 per Resulting Issuer Share.

In connection with the transaction, the Company intends to complete two private placement financings (the "Financings") to raise approximate gross proceeds of a minimum of US$7.5 million.

On May 7th, 2021, the Company completed a private placement of US$3 million senior secured convertible debentures (the "Debentures"), which Debentures if converted pursuant to the transaction, will convert into Units at a conversion price of US $1.00 per Unit.

SCHEDULE “C”
INTERIM FINANCIAL STATEMENTS OF LI-METAL

(See attached)

2555663 Ontario Limited
(operating as “Li-Metal”)

Condensed Interim Financial Statements
For the three and six months ended June 30, 2021 and 2020

2555663 Ontario Limited (operating as "Li-Metal")
Condensed Interim Statement of Financial Position

(Unaudited, expressed in Canadian dollars)
For the three and six months ended June 30, 2021 and 2020

	June 30, 2021 $	December 31, 2020 $
Assets		
Current assets		
Cash and cash equivalents	**4,115,004**	3,047,978
Sales tax receivables	**124,303**	74,796
Subscriptions receivable	**-**	192,843
Prepaid expenses	**143,469**	66,621
Total current assets	**4,382,776**	3,382,238
Non-current assets		
Property and equipment (Note 7)	**1,686,658**	284,402
Total Assets	**6,069,434**	3,666,640
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**103,819**	113,824
Shareholder advances	**2,014**	-
Convertible debentures (Note 9)	**3,904,880**	-
Total current liabilities	**4,010,713**	113,824
Long-Term liabilities		
Customer deposits	**17,652**	-
Government assistance	**40,000**	40,000
Total Liabilities	**4,068,365**	153,824
Shareholders' Equity		
Share capital (Note 10)	**6,791,710**	6,393,604
Contributed surplus	**752,751**	752,751
Retained deficit	**(5,543,392)**	(3,633,539)
Total Shareholders' Equity	**2,001,069**	3,512,816
Total Liabilities and Shareholders' Equity	**6,069,434**	3,666,640

Going concern (Note 2)
Subsequent events (Note 13)

The accompanying notes are an integral part of these condensed interim financial statements.

2555663 Ontario Limited (operating as “Li-Metal”)
Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited, expressed in Canadian dollars)
For the three and six months ended June 30, 2021 and 2020

	Three months ended June 30,		Six months ended June 30,	
	2021 $	2020 $	2021 $	2020 $
Expenses				
Research and development	**203,028**	54,473	**564,871**	184,768
Salaries and wages	**147,280**	43,447	**312,045**	67,332
Professional fees	**375,885**	11,622	**602,925**	15,185
Office and general	**15,623**	1,469	**27,443**	5,859
Shipping and delivery	**27,943**	636	**31,700**	5,037
Interest and bank charges	**1,685**	108	**2,899**	288
Interest and other income	**(1,204)**	-	**(2,557)**	-
Foreign exchange losses	**(16,923)**	-	**18,024**	-
Amortization of property and equipment	**72,649**	-	**109,897**	-
Change in fair value of convertible debenture (Note 9)	**242,605**		**242,605**	
	1,068,571	111,755	**1,909,852**	278,469
Loss before income taxes	**(1,068,571)**	(111,755)	**(1,909,852)**	(278,469)
Income tax expense	**-**	-	**-**	-
Net loss and comprehensive loss for the period	**(1,068,571)**	(111,755)	**(1,909,852)**	(278,469)
Weighted average number of common shares	**3,178,281**	1,715,610	**3,178,281**	1,715,610
Basic and diluted loss per share	**(0.34)**	(0.07)	**(0.60)**	(0.16)

The accompanying notes are an integral part of these condensed interim financial statements.

2555663 Ontario Limited (operating as "Li-Metal")
Condensed Interim Statement of Changes in Equity

(Unaudited, expressed in Canadian dollars)

For the three and six months ended June 30, 2021 and 2020

	Share Capital $	Contributed Surplus $	Retained Deficit $	Total Shareholders' Equity $
Balance - January 1, 2020	1,217,670	-	(672,142)	545,528
Private placements (Note 10)	615,936	-	-	615,926
Net loss and comprehensive loss	-	-	(278,469)	(278,469)
Balance – June 30, 2020	**1,833,606**	**-**	**(950,611)**	**882,995**
Balance - January 1, 2021	6,393,604	752,751	(3,633,540)	3,512,815
Private placements (Note 10)	398,106	-	-	398,106
Net loss and comprehensive loss	-	-	(1,909,852)	(1,909,852)
Balance – June 30, 2021	**6,791,710**	**752,751**	**(5,543,392)**	**2,001,069**

The accompanying notes are an integral part of these condensed interim financial statements.

2555663 Ontario Limited (operating as "Li-Metal")
Condensed Interim Statements of Cash Flows

(Unaudited, expressed in Canadian dollars)

For the three and six months ended June 30, 2021 and 2020

	June 30, 2021 $	June 30, 2020 $
OPERATING ACTIVITIES		
Net loss	**(1,909,852)**	(278,469)
Items not affecting cash and cash equivalents		
Amortization of property and equipment	**109,897**	-
Change in fair value of convertible debenture	**242,605**	-
Net changes in non-cash working capital		
Other receivables	**143,336**	(26,188)
Prepaid expenses	**(76,848)**	-
Customer deposits	**17,652**	-
Accounts payable and accrued liabilities	**(10,006)**	27,171
Net cash used in operating activities	**(1,483,216)**	(277,486)
INVESTING ACTIVITIES		
Purchase of property and equipment	**(1,512,152)**	(45,419)
Net cash used in investing activities	**(1,512,152)**	(45,419)
FINANCING ACTIVITIES		
Proceeds from convertible debentures	**3,662,275**	-
Shareholder advances	**2,014**	-
Government assistance	**-**	40,000
Issuance of share capital	**398,105**	163,664
Net cash generated from financing activities	**4,062,394**	203,664
Net cash increase for the period	**1,067,026**	(119,241)
Cash and cash equivalents – Beginning of period	**3,047,978**	453,050
Cash and cash equivalents – End of period	**4,115,004**	333,809

The accompanying notes are an integral part of these condensed interim financial statements.

1. Nature of business

2555663 Ontario Limited was incorporated under the *Business Corporations Act* (Ontario) on January 17, 2017 and is operating as Li-Metal (“**Li-Metal**” or the “**Company**”). Li-Metal is a company that leverages its innovative lithium metal and anode technologies to provide a low-cost, technically superior and environmentally friendly solution for next generation solid state lithium batteries.

COVID-19

Since December 31, 2019, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide.

It is not possible to reliably estimate the duration and severity of the consequences of COVID-19, as well as the impact on the financial position and results of the Company for future periods. The impact of COVID-19 did not have a material impact on operations of the Company. Despite not being adversely affected, the Company was eligible to receive government assistance for the CEBA loans in the amount of $40,000.

2. Going concern

The Company is in the early stages of operation and at present, its operations do not generate cash flow. For the three and six months ended June 30, 2021, the Company incurred a net loss of $1,068,571 and $1,909,852 (three and six months ended June 30, 2020 - $111,755 and $278,469) and accumulated deficit was $5,543,393 (December 31, 2020 - $3,633,539). The Company is pursuing additional equity financing as well as a public listing on a recognized Canadian stock exchange.

The Company’s ability to continue as a going concern is dependent on its capacity to obtain adequate financing on reasonable terms from lenders, shareholders and other investors in order to develop its assets; and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to successfully complete the current offering otherwise it may be unable to meet its obligations. These factors indicate the existence of material uncertainty which may cast significant doubt on its ability to continue as a going concern. After reviewing the current cash position and having considered the Company's ability to raise funds in the short term, the directors have adopted the going concern basis in preparing its financial statements.

The accompanying condensed interim financial statements do not include any adjustments relating to the recoverability of assets and to the reclassification of asset and liability amounts that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

3. Basis of presentation

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 – “Interim Financial Reporting” (“**IAS 34**”) using accounting policies consistent with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”). Accordingly, certain disclosures included in annual financial statements prepared in accordance with IFRS have been condensed or omitted and these unaudited condensed interim financial statements for the three and six months ended June 30, 2021 and 2020 should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2020.

The preparation of condensed interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The interim results are not necessarily indicative of results for a full year. The critical judgments and estimates applied in the preparation of the Company’s condensed interim financial statements are consistent with those applied to the Company’s financial statements for the year ended December 31, 2020.

These condensed interim financial statements are presented in Canadian dollars (“**$**”), which is also the functional currency of the Company. These condensed interim financial statements were authorized for issuance by the Board of Directors of the Company on September 27, 2021.

4. Summary of significant accounting policies

Except as noted below, these condensed interim financial statements follow the same accounting policies as the Company’s annual audited financial statements for the year ended December 31, 2020. For a complete list of accounting policies applied by the Company, see note 4 of the Company’s annual audited financial statements for the year ended December 31, 2020.

Convertible debentures

Convertible debentures are a financial instrument which may contain multiple components which require consideration of whether they are liability or equity components. During the quarter, the Company entered into convertible debentures which contain a host debt instrument and an embedded derivative liability representing the variability associated with an equity conversion feature in US dollars which is not the functional currency of the Company. The Company has designated the whole instruments to be measured at fair value through profit and loss. At initial recognition, the value of the convertible debenture is equal to the amount of proceeds. Subsequent to initial recognition, the convertible debenture including the host debt instrument and derivative features are measured at fair value through profit and loss using valuation techniques.

5. Significant judgements and sources of estimation uncertainty

1) Convertible debentures

The Company incorporates various estimates in the calculation of the fair value of the Convertible Debentures (as defined herein) using a valuation model where the inputs include the equity value of the Company, market rate of interest, terms of instrument and volatility. The estimates are based on the Company's own experience as well as similar companies operating in the same or similar industry. Judgement is involved in determining the equity value of the Company's shares as the Company is privately held. Management has estimated the Company's share price by reference to recent share transactions.

2) Stock-based compensation

The determination of the fair value of stock-based compensation is not based on historical cost but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate and is estimated based on historical forfeitures and expectations of future forfeitures and is adjusted if the actual forfeiture rate differs from the expected rate.

The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options, and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

3) Income taxes and deferred taxes

The Company is subject to income tax laws in various jurisdictions. Tax laws are complex and potentially subject to different interpretations by the taxpayer and the relevant tax authority. The provision for income taxes and deferred tax represents management's interpretation of the relevant tax laws and its estimate of current and future income tax implications of the transactions and events during the period. The Company may be required to change its provision for income taxes or deferred tax balances when the ultimate deductibility of certain items is successfully challenged by taxing authorities or if estimates used in determining the amount of deferred tax asset to be recognized changes significantly, or when receipt of new information indicates the need for adjustment in the amount of deferred tax to be recognized. Additionally, future events, such as changes in tax laws, tax regulations, or interpretations of such laws or regulations, could have an impact on the provision for income tax, deferred tax balances and the effective tax rate. Any such changes could materially affect the amounts reported in the financial statements in the year these changes occur.

Judgement is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

5. Significant judgements and sources of estimation uncertainty (continued)

4) Provisions and contingent liabilities

Judgements are made as to whether a past event has led to a liability that should be recognized in the financial statements or disclosed as a contingent liability. Quantifying any such liability often involves judgements and estimations. These judgements are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, past experience and the probability of a loss being realized. Several of these factors are sources of estimation uncertainty.

6. Initial adoption and upcoming changes in accounting standards

Adoption of new accounting standards

New standards, amendments and interpretations adopted in the current year have not been disclosed as they did not have a material impact to the Company’s financial statements.

New standards and interpretations not yet adopted

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

a. clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
b. clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
c. make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

These amendments are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of these amendments has not yet been determined.

(Unaudited, expressed in Canadian dollars)

7. Property and equipment

Cost	**Computer Hardware $**	**Equipment $**	**Furniture & Fixtures $**	**Total $**
At January 1, 2020:				
Opening Balance	-	57,618	-	57,618
Additions	4,846	252,991	8,230	266,067
At December 31, 2020	4,846	310,609	8,230	323,685
Additions	-	1,512,154	-	1,512,154
At June 30, 2021	4,846	1,822,763	8,230	1,835,839

Additions during the period ended June 30, 2021 at $683,815 are related to execution, installation, commission and delivery of the R&D PVD Li roll-to-roll vacuum coater equipment.

Accumulated amortization	**Computer Hardware $**	**Equipment $**	**Furniture & Fixtures $**	**Total $**
At January 1, 2020:				
Opening Balance	-	(2,842)	-	(2,842)
Amortization	(181)	(36,055)	(206)	(36,442)
At December 31, 2020	(181)	(38,897)	(206)	(39,284)
Amortization	(2,379)	(104,629)	(2,889)	(109,897)
At June 30, 2021	(2,561)	(143,526)	(3,095)	(149,181)

Net book value	**Computer Hardware $**	**Equipment $**	**Furniture & Fixtures $**	**Total $**
At December 31, 2020	4,665	271,712	8,024	284,402
At June 30, 2021	2,286	1,679,237	5,135	1,686,658

(Unaudited, expressed in Canadian dollars)

8. Related party information

Key management of the Company are its Board of Directors and members of executive management. Key management personnel remuneration includes the following payments:

	Three Months Ended June 30,		Six Months Ended March 31,	
	2021	2020	2021	2020
	$	$	$	$
Salaries and short-term employment benefits	**37,500**	-	**37,500**	-
Consulting fees	**105,908**	-	**138,727**	-
Share capital issued	**-**	-	**127,989**	-
	143,408	-	**304,216**	-

The Company is related to Li-Cycle Corp. through some shareholders having common ownership. During the year ended December 31, 2020 the two companies have no shared services or personnel costs (December 31, 2019 - Nil).

9. Convertible debenture

In May 2021, the Company issued US$3,000,000 of convertible debentures with a 10% coupon rate that mature in May 2022 (the "**Convertible Debentures**"). In connection with the Transaction (as defined herein), the principal of each Convertible Debenture is automatically convertible (the "**Automatic Conversion Feature**") into common shares ("**Resulting Issuer Shares**") of the Resulting Issuer (as defined herein) and warrants to purchase Resulting Issuer Shares ("**Resulting Issuer Warrants**"). The conversion would occur on a fixed US dollar share price of $4.74 and a two-year warrant at US$1.50, convertible when the share price of the Resulting Issuer Shares trade at or above US$3.50 for a period of five consecutive business days. If the Transaction does not occur, the accrued interest on the Convertible Debenture is payable in cash.

The instrument is a compound instrument consisting of a host debt instrument and all the embedded derivatives including the foreign exchange variability associated with a conversion feature in a currency other than the Company's functional currency and the fair value associated with the warrant option. The financial instrument is classified and measured at fair value through profit and loss.

A summary of movement in the Convertible Debentures is as follows:

	As at June 30	As at December 31
	2021	2020
	$	$
Opening balance	**-**	-
Issuance of convertible debentures	**3,662,136**	-
Change in fair value of convertible debenture	**242,605**	

(Unaudited, expressed in Canadian dollars)

Foreign exchange	**139**	
	3,904,880	**-**

10. Share capital

A summary of the Class B common shares as at June 30, 2021 is as follows:

	Number of Shares	Amount
Balance, January 1, 2020	1,623,800	$ 1,217,670
Private placement-common shares (i)	1,511,238	5,175,934
Balance, December 31, 2020	**3,135,038**	**$ 6,393,604**
Private placement-common shares (ii)	51,820	$258,971
Exercise of share options (iii)	44,170	$139,135
Balance, June 30, 2021	**3,231,028**	**$ 6,791,710**

(i) During the year ended December 31, 2020 at various dates, 1,511,238 class B common shares were issued for proceeds of $5,175,934.

(ii) During the period ended June 30, 2021 51,820 class B common shares were issued for proceeds of $258,971.

(iii) During the period ended June 30, 2021 44,170 class B shares were issued in connection with the exercise of options for net proceeds of $139,135.

Stock options

The Company's stock option plan is available to its directors, officers, employees and service providers. All issuances, including the vesting and exercise periods, are approved by the Board.

	Number of options	Weighted average exercise price
Balance January 1, 2019	-	-
Balance December 31, 2019	-	-
Granted	280,320	$3.27
Balance December, 31, 2020	280,320	$3.27
Exercised	44,170	$3.15
Balance June 30, 2021	236,150	$3.50

As at June 30, 2021, the following stock options were outstanding:

Exercise price (CAD)	Options vested	Options unvested	Total outstanding	Remaining contractual life (years)	Expiry date
$1.50	71,432	-	89,290	4.79	October 15, 2025

(Unaudited, expressed in Canadian dollars)

$4.37	110,246	54,472	191,030	4.96	December 17, 2025
	181,678	54,472	236,150	4.86	

During the three and six month periods ended June 30, 2021, the Company recognized a share-based payments expense of $Nil (June 30, 2020 – $Nil).

11. Financial instruments

Fair Value

The fair value of cash and cash equivalents, receivables, payables and convertible debenture liability approximate their carrying amounts due to their short-term nature. The Convertible Debentures are measured at fair value through profit and loss.

The Convertible Debentures, including the Automatic Conversion Feature, are measured at fair value through profit and loss at each reporting period and are a Level 3 measurement as the inputs in its valuation are not based on observable market data.

The Convertible Debenture was measured using a partial differential equation where inputs included the following:

	As at June 30, 2021
Class B share price	$4.71
Risk free rate	0.23% - 0.28%
Credit spread	CCC+, CCC, CC-
Discount for lack of marketability	22%
Volatility	90% - 91%
Probability of transaction	95%

Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company estimates its maximum exposure to be the carrying value of cash and cash equivalents and receivables.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment certificates. The Company's cash is not subject to any external limitations.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The

Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage. As at June 30, 2021, the Company's current liabilities which comprise accounts payable and accrued liabilities. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

(Unaudited, expressed in Canadian dollars)

12. Capital Risk Management

The Company's capital management objectives are intended to safeguard its ability to support normal operating requirements on an ongoing objectives basis and continue research and development activities.

The capital of the Company consists of items included in equity net of cash and cash equivalents:

	As at June 30 2021 $	As at December 31 2020 $
Total equity	**(2,001,069)**	(3,512,816)
Cash and cash equivalents	**4,115,004**	3,047,978
	2,113,935	(464,838)

13. Subsequent events

On September 7th, 2021, the Company completed a private placement of US$7.5 million subscription-receipts (the "**Sub-receipts**"), which Sub-receipts if converted pursuant to the Transaction, will convert into units of the Resulting Issuer (the "**Units**") each Unit comprising one Resulting Issuer Share and one Resulting Issuer Warrant, each Resulting Issuer Warrant allowing its holder to acquire one Resulting Issuer Share.

On August 24th, 2021, the Company issued 65,031 Class B common shares in fulfillment of its obligations under consulting and employment agreements, valued at US$306,296.

The Company is contemplating a proposed reverse take-over transaction (the "**Transaction**") with Eurotin Inc. (TSXV: LIM.H) ("**Eurotin**") whereby the Company will amalgamate with a newly created, wholly-owned subsidiary of Eurotin and in consideration for their securities of Li-Metal, at closing the security holders of Li-Metal will receive securities of Eurotin (following the Transaction, the "**Resulting Issuer**"). At closing, it is expected that approximately 15.5 million Resulting Issuer Shares will be issued to the Li-Metal shareholders at a deemed issue price of US$1.00 per Resulting Issuer Share, and approximately 10.5 million Units will be issued to holders of Convertible Debentures and Sub-receipts at a deemed issue price of US$1.00 per Unit.

Conditional on the closing of the Transaction, it is anticipated that the Resulting Issuer will grant options to purchase 1,485,000 Resulting Issuer Shares with a strike price of US$1.00 to certain officers, directors, employees and consultants of the Resulting Issuer in accordance with the Resulting Issuer's stock option plan.

SCHEDULE "D"
INTERIM MD&A OF LI-METAL

(See attached)

2555663 Ontario Limited
(operating as “Li-Metal”)

Management’s Discussion & Analysis.
For the three and six months ended June 30, 2021 and 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") of 2555663 Ontario Limited operating as "Li-Metal" (the "Company" or "Li-Metal") should be read in conjunction with the unaudited condensed interim financial statements for the three and six months ended June 30, 2021 and 2020 and the notes thereto. The Company's unaudited condensed interim financial statements for the three and six months ended June 30, 2021 and 2020 have been prepared in accordance with IAS 34, Interim Financial Statements, a standard within International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of September 27, 2021, and all information is current as of such date.

Management's Discussion and Analysis for Li-Metal is the responsibility of management and the Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the MD&A.

This report was reviewed and approved by the Company's Board of Directors on October 3rd, 2021 and should be read in conjunction with the unaudited condensed interim financial statements for the three and six months ended June 30, 2021 and 2020.

The information contained in this management discussion and analysis may contain some forward-looking statements. Forward-looking information may include, but is not limited to information with respect to our future financial and operating performance, future development activities and adequacy of financial resources.

Cautionary statement on forward looking statements

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience. Our forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this management analysis.

Although we have attempted to identify important factors that could cause actual results to differ from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information.

OVERVIEW

This management's discussion and analysis provides an overview of the Company's operations, performance and financial condition for the period January 1, 2021 – June 30, 2021.

Li-Metal is a Canadian based technology company, specializing in the development of technologies for the next generation battery supply chain, focused on metallic lithium anode materials and their production. The current financial statements reflect operating costs resulting from in-house and third-party research and development activities. Developing production processes and advanced products is inherently expensive and raising sufficient capital to continue research and development is a major focus of the management team.

Summary of Quarterly Results

Q3 2019 – Q2 2021								
2555663 Ontario Limited (o/a Li-Metal)								
No. of shares outstanding	1,441,301	1,623,800	1,904,771	2,034,417	2,962,167	3,135,038	3,161,859	3,231,028
	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021	Q2 2021
Losses from continuing operations attributable t o owners of the parent, in total.	-$143,567	-$398,144	-$166,714	-$111,756	-$329,794	-$2,353,134	-$841,280	-$1,068,571
Losses from continuing operations attributable t o owners of the parent, per-share	-$0.10	-$0.25	-$0.09	-$0.05	-$0.11	-$0.75	-$0.27	-$0.34

The Company has experienced considerable fluctuation in its results over the preceding eight quarters. Such fluctuations are to be expected for a development stage company undertaking a technology development program as its sole focus, as the nature, scope and scale of activities and associated expenses vary considerably between different development stages.

Research activities commenced in Q2 2019, with expenditures for third-party research and personnel making up the bulk of expenditures for Q2 and Q3. The significant increase in Q4 represents purchases of consulting services for engineering drawing production required for development of metal production piloting equipment, purchase of equipment and reagents for the pilot-scale molten-salt process development facility (the “Metal Pilot Facility”), and increased staffing levels.

Throughout Q1 2020 – Q2 2020, the Company was engaged primarily in the assembly and construction of pilot plant equipment at the Metal Pilot Facility in Mississauga, and third-party production of prototype anode materials. The increase in expenditures noted between Q2 and Q3 2020 is associated with pilot plant operation and increased staffing levels and consumables costs.

The bulk of the large increase in losses recorded for Q4 2020 results from issuance of equity compensation in the form of stock options to employees, directors, contractors and consultants, recognition of equity compensation paid in 2019, increased research & development expenditures associated with expansion of the Metal Pilot Facility and on-going development work, increased personnel costs associated with four new employees, IP filing costs and foreign exchange losses. Additionally, Q4 results also include accruals related to the November 2019 financing, which was not formally closed until 2020.

Increased losses in Q1 – Q2 2021 vs. Q1-Q2 2020 reflect higher expenses from expanded research and development activities for lithium metal, sample anode production and capital equipment purchases for the upcoming lithium anode pilot production facility.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements for Li-Metal.

Changes in Accounting Policies including Initial Adoption

New standards, amendments and interpretations adopted in the current year have not been disclosed as they did not have a material impact to the Company's financial statements.

New standards and interpretations not yet adopted

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

a. clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
b. clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
c. make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

These amendments are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Financial Instruments and Other Instruments

Fair Value

The fair value of cash and cash equivalents, receivables, payables and convertible debenture liability approximate their carrying amounts due to their short-term nature. The Convertible Debentures (as defined herein) are measured at fair value through profit and loss.

The Convertible Debentures, including the Automatic Conversion Feature (as defined herein), are measured at fair value through profit and loss at each reporting period and are a Level 3 measurement as the inputs in its valuation are not based on observable market data.

The Convertible Debenture was measured using a partial differential equation where inputs included the following:

	As At June 30, 2021
Class B share price	$4.71
Risk free rate	0.23 – 0.28%
Credit spread	CCC+, CCC, CCC-
Discount for lack of marketability	22%
Volatility	90-91%
Probability of Transaction	95%

Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company estimates its maximum exposure to be the carrying value of cash and cash equivalents and receivables.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment certificates. The Company's cash is not subject to any external limitations.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage. As at June 30, 2021, the Company's current liabilities which comprise accounts payable and accrued liabilities. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

COVID-19

Since December 31, 2019, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide.

It is not possible to reliably estimate the duration and severity of the consequences of COVID-19, as well as the impact on the financial position and results of the Company for future periods. The impact of COVID-19 did not have a material impact on operations of the Company. Despite not being adversely affected, the Company was eligible to receive government assistance for the CEBA loans in the amount of $40,000.

Outstanding Share Data (June 30th, 2021)

	Shares	Options	Fully Diluted
Class A	1,000,000		1,000,000
Class B	3,231,028	236,150	3,467,178

Outstanding Share Data (September 27th, 2021)

	Shares	Options	Fully Diluted
Class A	1,000,000		1,000,000
Class B	3,296,059	236,150	3,532,209

SELECTED FINANCIAL DATA

The following table sets forth financial information relating to the Company as at June 30th, 2021 and should be read in conjunction with the unaudited condensed interim financial statements for the three and six months ended June 30, 2021 and 2020.

	June 30, 2021 $	December 31, 2020 $
Assets		
Current assets		
Cash and cash equivalents	4,115,004	3,047,978
Sales tax receivables	124,303	74,796
Subscriptions receivable	-	192,843
Prepaid expenses	143,469	66,621
Total current assets	4,382,776	3,382,238
Non-current assets		
Property and equipment (Note 7)	1,686,658	284,402
Total Assets	6,069,434	3,666,640
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	103,819	113,824
Shareholder advances	2,014	-
Convertible debentures (Note 9)	3,904,880	-
Total current liabilities	4,010,713	113,824
Long-Term liabilities		
Customer deposits	17,652	-
Government assistance	40,000	40,000
Total Liabilities	4,068,365	153,824
Shareholders' Equity		
Share capital (Note 10)	6,791,710	6,393,604
Contributed surplus	752,751	752,751
Retained deficit	(5,543,392)	(3,633,539)
Total Shareholders' Equity	2,001,069	3,512,816
Total Liabilities and Shareholders' Equity	6,069,434	3,666,640

The Company's activities consist of research and development in the area of lithium metal production and metallic lithium anode production. The Company currently produces small volumes of sample products for distribution to battery developers for research and development purposes. It consequently has minimal revenue and it does not foresee substantial revenue in the near term. All costs related to ongoing research and development activities have been presented as research expenses.
The Company intends to generate revenue based on the sale of products currently under development.

The Company is therefore focused on completing product development, production process development and IP protection. As with any product in development phases, value will be created by (a) proving acceptable performance with battery developers; (b) ensuring commercial viability of such products in specific markets through development of manufacturing capability that can give appropriate gross and net margins; and (c) securing reliable supply of key input materials.

The Company currently has sufficient expertise to manage the research and development process for each of the products. The value ascribed to each product will increase significantly as it moves through the development phase and will reach maximal value at the point where it has completed product qualification trials with major automakers and enters use in a mass-produced vehicle. Management currently anticipates the first products to obtain this status within 2-3 years.

Operating Expenses

	Three months ended June 30, 2021 $	2020 $	Six months ended June 30, 2021 $	2020 $
Expenses				
Research and development	203,028	54,473	564,871	184,768
Salaries and wages	147,280	43,447	312,045	67,332
Professional fees	375,885	11,622	602,925	15,185
Office and general	15,623	1,469	27,443	5,859
Shipping and delivery	27,943	636	31,700	5,037
Interest and bank charges	1,685	108	2,899	288
Interest and other income	(1,204)	-	(2,557)	-
Foreign exchange losses	(16,923)	-	18,024	-
Amortization of property and equipment	72,649	-	109,897	-
Change in fair value of convertible debenture (Note 9)	242,605		242,605	
	1,068,571	111,755	1,909,852	278,469
Loss before income taxes	(1,068,571)	(111,755)	(1,909,852)	(278,469)
Income tax expense	-	-	-	-
Net loss and comprehensive loss for the period	(1,068,571)	(111,755)	(1,909,852)	(278,469)

Total business expenses for six months ended on June 30, 2021 is $1,909,852 vs $278,469 for the period ended June 30, 2020. This represents expanded development activities, particularly increased investment in development of anode products and associated production processes. The additional expenses include a several-fold increase in contract production of sample anode materials, expansion of in-house development and bench-scale and small-scale piloting activities, expansion of the technical &

management team, deposit on leasing of new R&D facility and head office in Toronto, Ontario (the "R&D Facility") commencing on July 14th, 2021, and the start of two anode testing and research programs with external institutions. Expenses associated with metal production activities have also increased, due to a greater breadth of equipment development and testing activities at the molten salt development facility. This includes $68,952 in facility license costs and $6,003 in energy costs. There is also a notable increase in professional fees from $15,185 to $602,925, and a concurrent increase in salaries and wages from $67,332 to $312,045. This coincides with expansion of the technical & management team to accelerate in-house development, legal/accounting costs for the Transaction (as defined herein) process and contract work with various third party institutions.

In Q2 2021, anode development continued to be carried out as in-house conceptual development and third-party research, with direct expenditures totaling approximately $119,697. This represents an increase from 31% to 59% of total direct R&D funds going to anode development, reflecting the increasing focus on anode product development, both in terms of third-party research activities and in-house facility development; this continues the strategy of accelerating anode product development.

General and administrative expenses have remained low throughout both Q1-Q2 2020 ($5,859) and Q1-Q2 2021 ($27,443), as the Company has relied primarily on remote working, and pilot facility office space included in the cost of licensing the Metal Pilot Facility. It is expected that with the expanded scope of activities, expansion of the R&D Facility and enlarged team, office and general expenses will increase in the future.

Capital Equipment

The Metal Pilot Facility developed in 2019 and 2020 is used for continued development of the metal production process. The facility is equipped with a number of flexible process vessels, heating equipment and rectification equipment to allow for a broad range of material and equipment testing, and process development activities. Development activities are supported by an in-house wet lab and outsourced analytical capabilities. It implicitly has many temporary or short-lived components associated with particular experiments, however, certain equipment is expected to be applicable to multiple piloting campaigns and continuing development activities. This includes process vessels, electrical conversion equipment, control systems and fixtures. In Q2 2021, Li-Metal signed an agreement to lease a larger space to expand its R&D Facility. The buildout for the facility is expected to be completed in Q4 2021. The R&D Facility will be used to test proposed lithium metal production and refining methods, test proposed lithium anode foil samples, conduct research to optimize production, collect/analyze key process indicator data and use the results to improve commercial scale production. With the planned build-out and commissioning of anode production capacity in North America, a contract for the supply and installation of anode production equipment was executed in Q1 2021. Once completed and installed in Q4 2021, this will enable Li-Metal to make metallic lithium anode samples in-house in North America with reduced turnaround time, thereby accelerating the development cycle and allowing closer collaboration with battery developers and OEMs. As a result of progress payments on the manufacture of the equipment, capital assets increased to $1,686,658 by June 30, 2021 from $284,402 as of December 31, 2020.

Income Taxes

The Company has accumulated non-capital losses of approximately $2,875,354 for income tax purposes for Federal and Ontario governments, which are available to be applied against future taxable income and expire in 2030 ($2,242,909) and 2028 ($632,445). It is expected that further non-capital losses will be accumulated in 2021. The Company has not recognized the tax benefit of the losses; they will be recognized when future profits are probable.

CASH Flows, Liquidity AND Capital Resources Flow

	June 30, 2021 $	June 30, 2020 $
OPERATING ACTIVITIES		
Net loss	(1,909,852)	(278,469)
Items not affecting cash and cash equivalents		
Amortization of property and equipment	109,897	-
Change in fair value of convertible debenture	242,605	-
Net changes in non-cash working capital		
Other receivables	143,336	(26,188)
Prepaid expenses	(76,848)	-
Customer deposits	17,652	-
Accounts payable and accrued liabilities	(10,006)	27,171
Net cash used in operating activities	(1,483,216)	(277,486)
INVESTING ACTIVITIES		
Purchase of property and equipment	(1,512,152)	(45,419)
Net cash used in investing activities	(1,512,152)	(45,419)
FINANCING ACTIVITIES		
Proceeds from convertible debentures	3,662,275	-
Shareholder advances	2,014	-
Government assistance	-	40,000
Issuance of share capital	398,105	163,664
Net cash generated from financing activities	4,062,394	203,664
Net cash increase for the period	1,067,026	(119,241)

Cash and cash equivalents – Beginning of period	3,047,978	453,050
Cash and cash equivalents – End of period	4,115,004	333,809

Operating activities

Net cash used in operating activities totalled $1,483,216 in Q1-Q2 2021 compared to $277,486 in Q1-Q2 2020. Increased net losses reflect a significant increase in research and development activities. Net-changes in non-cash working capital include residual proceeds from 2020 financing activities received in early 2021, advance payments on research agreements signed in the quarter, deposits on anode production for customer orders, deposit paid for the new facility and additions to accounts payable.

Investment activities

The Company incurred costs of $1,512,152 in Q1-Q2 2021 compared to $45,419 in Q1 2020. The increase is due to higher investment required to progress engineering design and purchase anode production equipment to accelerate product development process and have the capability to produce a variety of anode material samples in-house.

Financing activities

On April 1st, 2021, the Company issued 24,999 Class B common shares in fulfillment of contractual obligations.

On May 7th, 2021, the Company and issued 632,911 Convertible Debentures resulting in net proceeds of $3,662,275.

Between May 27th and June 1st, 2021 the Company issued 44,150 Class B common shares for exercised options, resulting in net proceeds of $281,389.

Liquidity and Capital Resource

	At December 31, 2020		At March 31, 2021		At June 30, 2021	
	Carrying Amount	Fair value	Carrying Amount	Fair value	Carrying Amount	Fair value
Financial assets						

Cash and cash equivalents	3,047,978	3,047,978	1,817,166	1,817,166	4,115,004	4,115,004
Receivables	192,843	192,843	0	0	0	0

Financial liabilities

Payables and accruals	113,824	113,824	156,792	156,792	103,819	103,819
Convertible debentures	-	-	-	-	3,904,880	3,904,880

The Company's primary objective with respect to its capital management is to ensure that it has sufficient financial resources to meet its financial obligations. At the December 2020 quarterly meeting, it was decided to increase the Company's focus on, and accelerate the development of anode technologies. This decision was made based on management's estimate of the likely commercial development timelines and milestones of next generation batteries, taking into account announcements made by automakers about their roll-out plans on the one hand, and likely technology development and equipment lead time timelines on the other.

In May 2021, the Company issued US$3,000,000 of convertible debentures with a 10% coupon rate that mature in May 2022 (the "Convertible Debentures"). In connection with the Transaction, the principal of each Convertible Debenture is automatically convertible (the "Automatic Conversion Feature") into common shares ("Resulting Issuer Shares") of the Resulting Issuer (as defined herein) and warrants to purchase Resulting Issuer Shares ("Resulting Issuer Warrants"). The conversion would occur on a fixed US dollar share price of $4.74 and a two-year warrant at US$1.50, convertible when the share price of the Resulting Issuer Shares trade at or above US$3.50 for a period of five consecutive business days. If the Transaction does not occur, the accrued interest on the Convertible Debenture is payable in cash. The instrument is a compound instrument consisting of a host debt instrument and all the embedded derivatives including the foreign exchange variability associated with a conversion feature in a currency other than the Company's functional currency and the fair value associated with the warrant option.

To secure the additional capital necessary to fund the development projects, including build-out of piloting and development facilities, the Company is actively attempting to raise funds through the issuance of equity or by securing strategic partners.

The Company is in the early stages of operation and at present, its operations do not generate cash flow. For the six months ended June 30, 2021, the Company incurred a net loss of $1,909,852 (six months ended June 30, 2020 - $278,469) and accumulated deficit was $5,543,391 (December 31, 2020 - $3,633,539). The Company is pursuing additional equity financing as well as a public listing on a recognized Canadian stock exchange.

The Company’s ability to continue as a going concern is dependent on its capacity to obtain adequate financing on reasonable terms from lenders, shareholders and other investors in order to develop its assets; and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to successfully complete the current offering otherwise it may be unable to meet its obligations. These factors indicate the existence of material uncertainty which may cast significant doubt on its ability to continue as a going concern. After reviewing the current cash position and having considered the Company's ability to raise funds in the short term, the directors have adopted the going concern basis in preparing its financial statements.

Discussion of Operation Cash Requirements

All technologies in the Company’s portfolio will require significant investment to increase their value and reach commercial readiness. We currently estimate that an investment of US$15-20 million will be required over time to complete the research and development, including validation at scale.

The anode products and production technologies should be considered a technology platform capable of satisfying the needs of a number of different next generation battery technologies. While the underlying technology is at a high level of maturity, considerable investment is required to complete development and demonstration of full-scale production equipment. Pilot scale production will be established by Q4 2021. Completion of equipment fabrication, installation and commissioning is expected to require a further $400,000.

Engineering and design of the commercial scale prototype equipment is continuing in parallel, and represents an expenditure of $440,000 - $550,000. Once built, which could be as early as Q3 2022, the demonstration plant will serve to satisfy initial production volumes needed for customers’ product qualification sample runs. The equipment will also serve as a development platform for further products, thereby fulfilling a key role in the early commercialization of the Company’s technology. This is the largest expenditure anticipated over the next 21 months, and total associated costs are expected to be in the range of US$10 - $12 million. Ongoing third-party development and anode sample production costs are expected to total approximately $275,000 - $350,000 per quarter for the next 12 months.

Direct development costs for the metal production process are expected to stabilize at approximately $30,000 - $50,000 per month for the next 12 months. A one-time expenditure of $600,000 is expected to be required to cover relocation costs to a larger development facility.

Transactions with Related Parties

Key management of the Company are its Board of Directors and members of executive management. Key management personnel remuneration includes the following payments:

	Three Months Ended June 30,		Six Months Ended March 31,	
	2021	2020	2021	2020
	$	$	$	$
Salaries and short-term employment benefits	37,500	-	37,500	-
Consulting fees	105,908	-	138,727	-
Share capital issued	-	-	127,989	-
	143,408	-	304,216	-

Financial Risk Management

The Company's activities expose it to financial risks: market risk specifically to cash flow and fair value interest rate risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of the financial market and seeks to minimize potential adverse effects on the Company's financial performance. The Company does not use derivative financial instruments to hedge these risks.

Commitments

a) On September 18, 2020, the Company entered into a service agreement with an undisclosed advisory firm to provide market research, off-take and general strategy consulting. The agreement carries a minimum commitment to issue 120,000 Class B common shares out of which 60,000 have been issued.

Significant Judgements and Sources of Estimation Uncertainty

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Critical Judgement in Applying Accounting Policies

Judgement is required in determining whether the respective costs are eligible for capitalization where applicable which may be based on assumptions about future events and circumstances. Estimates and assumptions made may change if new information becomes available.

Key Sources of Estimation Uncertainty

1) Convertible debentures

   The Company incorporates various estimates in the calculation of the fair value of the Convertible Debentures using a valuation model where the inputs include the equity value of the Company, market rate of interest, terms of instrument and volatility. The estimates are based on the Company's own experience as well as similar companies operating in the same or similar industry. Judgement is involved in determining the equity value of the Company's shares as the Company is privately held. Management has estimated the Company's share price by reference to recent share transactions.

2) Stock-based compensation

   The determination of the fair value of stock-based compensation is not based on historical cost but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate and is estimated based on historical forfeitures and expectations of future forfeitures and is adjusted if the actual forfeiture rate differs from the expected rate.

   The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options, and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

3) Income taxes and deferred taxes

   The Company is subject to income tax laws in various jurisdictions. Tax laws are complex and potentially subject to different interpretations by the taxpayer and the relevant tax authority. The provision for income taxes and deferred tax represents management's interpretation of the relevant tax laws and its estimate of current and future income tax implications of the transactions and events during the period. The Company may be required to change its provision for income taxes or deferred tax balances when the ultimate deductibility of certain items is successfully challenged by taxing authorities or if estimates used in determining the amount of deferred tax asset to be recognized changes significantly, or when receipt of new information indicates the need for adjustment in the amount of deferred tax to be recognized. Additionally, future events, such as changes in tax laws, tax regulations, or interpretations of such laws or regulations, could have an impact on the provision for income tax, deferred tax balances and the effective tax rate. Any such changes could materially affect the amounts reported in the financial statements in the year these changes occur.

Judgement is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

4) Provisions and contingent liabilities

Judgements are made as to whether a past event has led to a liability that should be recognized in the financial statements or disclosed as a contingent liability. Quantifying any such liability often involves judgements and estimations. These judgements are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, past experience and the probability of a loss being realized. Several of these factors are sources of estimation uncertainty.

Subsequent Events

On September 7th, 2021, the Company completed a private placement of US$7.5 million subscription-receipts (the "Sub-receipts"), which Sub-receipts if converted pursuant to the Transaction, will convert into units of the Resulting Issuer (the "Units") each Unit comprising one Resulting Issuer Share and one Resulting Issuer Warrant, each Resulting Issuer Warrant allowing its holder to acquire one Resulting Issuer Share.

On August 24th, 2021, the Company issued 65,031 Class B common shares in fulfillment of its obligations under consulting and employment agreements, valued at US$306,296.

The Company is contemplating a proposed reverse take-over transaction (the "Transaction") with Eurotin Inc. (TSXV: LIM.H) ("Eurotin") whereby the Company will amalgamate with a newly created, wholly-owned subsidiary of Eurotin and in consideration for their securities of Li-Metal, at closing the security holders of Li-Metal will receive securities of Eurotin (following the Transaction, the "Resulting Issuer"). At closing, it is expected that approximately 15.5 million Resulting Issuer Shares will be issued to the Li-Metal shareholders at a deemed issue price of US$1.00 per Resulting Issuer Share, and approximately 10.5 million Units will be issued to holders of Convertible Debentures and Sub-receipts at a deemed issue price of US$1.00 per Unit.

Conditional on the closing of the Transaction, it is anticipated that the Resulting Issuer will grant options to purchase 1,485,000 Resulting Issuer Shares with a strike price of US$1.00 to certain officers, directors, employees and consultants of the Resulting Issuer in accordance with the Resulting Issuer's stock option plan.

SCHEDULE “E”
ANNUAL FINANCIAL STATEMENTS OF EUROTIN

(See attached)

EUROTIN INC.
CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2021 AND 2020
(EXPRESSED IN CANADIAN DOLLARS)

Independent Auditor's Report

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To the Shareholders of
Eurotin Inc.

Opinion

We have audited the consolidated financial statements of Eurotin Inc. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly in all material respects, the financial position of Eurotin Inc. as at March 31, 2021 and 2020, and the results of its operations and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to Note 1 to the financial statements which indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Ingrid Holbik.

Grant Thornton LLP

Toronto, Canada
July 29, 2021

Chartered Professional Accountants
Licensed Public Accountants

Management's Responsibility for Consolidated Financial Statements

The accompanying consolidated financial statements of Eurotin Inc. (the "Corporation") are the responsibility of management and the Board of Directors.

The consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the consolidated financial statements have been prepared within acceptable limits of materiality and are in compliance with all applicable International Financial Reporting Standards.

Management has established processes, which are in place to provide it with sufficient knowledge to support management representations that it has exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) "Mark Wellings "	(signed) "Carlos Pinglo"
Chief Executive Officer	Chief Financial Officer

Toronto, Canada
July 29, 2021

Eurotin Inc.

Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	As at March 31, 2021	As at March 31, 2020
ASSETS		
Current assets		
Cash	**$ 3,734**	$ 2,700
Amounts receivable and other assets (note 8)	**9,772**	35,326
Total assets	**$ 13,506**	$ 38,026
EQUITY AND LIABILITIES		
Current liabilities		
Amounts payable and other liabilities	**$ 1,710,794**	$ 1,376,692
Total liabilities	**1,710,794**	1,376,692
Equity		
Share capital (note 9)	**31,495,696**	31,495,696
Contributed surplus	**3,768,236**	3,768,236
Deficit	**(36,961,220)**	(36,602,598)
Total equity	**(1,697,288)**	(1,338,666)
Total equity and liabilities	**$ 13,506**	$ 38,026

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Subsequent events (note 14)

Approved on behalf of the Board:

(Signed) "David Danziger", Director

(Signed) "John Hick", Director

Eurotin Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

Years ended March 31,		2021		2020
Operating expenses				
General and administrative (note 11)	**$**	**360,989**	$	876,415
Operating loss before the following items		**(360,989)**		(876,415)
Interest and other income		**2,367**		-
Loss on disposition of MESEX		**-**		(377,177)
Total loss and comprehensive loss from continuing operations		**(358,622)**		(1,253,592)
Total loss and comprehensive loss from discontinued operations (note 7)		**-**		(1,949,177)
Total loss and comprehensive loss for the year	**$**	**(358,622)**	$	(3,202,769)
Total loss and comprehensive loss attributable to				
Parent company	**$**	**(358,622)**	$	(3,122,258)
Non-controlling interest	**$**	**-**	$	(80,511)
Basic and diluted loss per share - continuing operations (note 10)	**$**	**(0.00)**	$	(0.01)
Basic and diluted loss per share - discontinued operation (note 10)	**$**	**(0.00)**	$	(0.02)
Weighted average number of common shares outstanding		**106,741,332**		106,741,332

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Eurotin Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

Years ended March 31,		**2021**		**2020**
Operating activities				
Net loss from continuing operations for the year	**$**	**(358,622)**	$	(1,253,592)
Adjustments for:				
Loss on disposition of MESEX		**-**		377,177
Unrealized foreign exchange (gain)		**-**		90,147
		(358,622)		(786,268)
Non-cash working capital items:				
Amounts receivable and other assets		**25,554**		59,227
Amounts payable and other liabilities		**17,831**		157,215
Net cash used in operating activities		**(315,237)**		(569,826)
Financing activities				
Advance from related party for shares to be issued		**316,271**		379,047
Net cash provided by financing activities		**316,271**		379,047
Net change in cash for continuing operations		**1,034**		(190,779)
Cash, beginning of the year for continuing operations		**2,700**		193,479
Cash, end of the year for continuing operations	**$**	**3,734**	$	2,700
Cash provided by operating activities for discontinued operations	**$**	**-**	$	369,071
Cash used in investing activities for discontinued operations		**-**		(603,537)
Net change in cash for discontinued operation		**-**		(234,466)
Cash, beginning of the year for discontinued operation		**-**		234,466
Cash, end of the year for discontinued operation	**$**	**-**	$	-

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Eurotin Inc.
Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)

	Number of shares	Share capital	Contributed surplus	Deficit	Non-controlling interest	Total
Balance, March 31, 2019	**106,741,332**	**$ 34,200,496**	**$ 3,768,236**	**$ (33,480,340)**	**$ (299,290)**	**$ 4,189,102**
Return of capital	-	(2,704,800)	-	-	-	(2,704,800)
Net loss and comprehensive loss for the year	-	-	-	(3,122,258)	(80,511)	(3,202,769)
Disposition of MESEX	-	-	-	-	379,801	379,801
Balance, March 31, 2020	**106,741,332**	**$ 31,495,696**	**$ 3,768,236**	**$ (36,602,598)**	**$ -**	**$ (1,338,666)**
Net loss and comprehensive loss for the year	-	-	-	(358,622)	-	(358,622)
Balance, March 31, 2021	**106,741,332**	**$ 31,495,696**	**$ 3,768,236**	**$ (36,961,220)**	**$ -**	**$ (1,697,288)**

The accompanying notes to the consolidated financial statements are an integral part of these statements.

1. Nature of operations and going concern

Nature of operations

Eurotin Inc. (“the "Company" or “Eurotin”) was incorporated under the Ontario Business Corporations Act on July 31, 2008 as a "Capital Pool Corporation" ("CPC"), as this term is defined in the policies of the TSX Venture Exchange (the "Exchange"). On April 18, 2011, Stannico Resources Inc. ("Stannico") completed a reverse takeover ("RTO") of Eurotin. Eurotin had no significant assets other than cash with no commercial operations at the time. On April 18, 2011, Eurotin changed its year end to March 31.

Stannico Resources Inc. was incorporated on October 9, 2008 under the laws of the province of Ontario. The Company controlled 100% of the issued common shares of Minas De Estano De Espana, S.L.U. ("MESPA" or "MEE"), a private corporation incorporated on November 29, 2006 in Spain whose business is exploration, research, exploitation and utilization of mineral deposits, resources and substances, as well as the establishment of industries related to them, to obtain mining, industrial and chemical products and processed products in general.

On December 28, 2018, Eurotin Inc. and Stannico Resources Inc. amalgamated.

The Company operates from its headquarters in Ontario, Canada. The address of the registered office is 77 King Street West, TD North Tower, Suite 700, Toronto ON M5K 1G6.

On January 4, 2019, the Company completed its plan of arrangement with Elementos Limited ("Elementos"). The plan provided for the transfer by Eurotin to Elementos of 100% of the issued and outstanding securities in MESPA, a wholly owned subsidiary of Eurotin and holder of Eurotin's Oropesa tin project in Spain. In consideration for the acquisition of Oropesa, Elementos issued one billion convertible redeemable preference shares (the "CRPS") which were distributed pro-rata to Eurotin's shareholders. Holders of common shares of Eurotin (the "TIN Shareholders") as of December 31, 2018 (the "Record Date") received their pro-rata portion of the CRPS resulting in the issuance of 9.37 CRPS for every-common share of Eurotin (the "Common Shares") held by a TIN Shareholder. On the Record Date the shares of Elementos were trading on the Australian Stock Exchange at AUD$0.005 per share, therefore the fair value of the consideration at that date was AUD$5,000,000 which was equivalent to $4,741,500.

In addition, Elementos assumed a shareholder loan (the “Wellings Loan”) owing by the Company to the Company’s CEO and major shareholder, Mark Wellings. The Wellings Loan is in respect of capital advanced by Mr. Wellings to fund operations of the Company and is for a principal amount of $1 million.

On December 20, 2018, the Company received final approval from the Ontario Superior Court of Justice for the Arrangement.

On December 6, 2019, the Company and Elementos waived the Regional Mining Approval requirement.

On January 14, 2020, the Company announced that it had completed the final step in its transaction with Elementos and consequently the one billion convertible redeemable preference shares of Elementos previously issued to Eurotin's shareholders have now been converted into common shares of Elementos.

1. Nature of operations and going concern (continued)

Since January 1, 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, organizations and businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to organizations worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. Management believes COVID-19 has had no material impact on the Company.

Going concern

These consolidated financial statements have been prepared based upon accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

As at March 31, 2021, the Company had working capital deficiency of $1,697,288 (March 31, 2020 - working capital deficiency of $1,338,666), had not yet achieved profitable operations, had accumulated losses of $36,961,220 (March 31, 2020 - $36,602,598) and expects to incur further losses in the development of its business.

On July 13,2021, the Company and 2555663 Ontario Limited, doing business as Li-Metal (“Li-Metal”) entered into an amalgamation agreement by way of a reverse take-over (the “RTO”). Upon completion of the RTO, the combined entity will continue to carry on the business of Li-Metal and will have its shares listed on the Canadian Securities Exchange.

In addition, Li-Metal intends to complete financings to raise aggregate gross proceeds of a minimum of US$10,500,000 and Eurotin also intends to complete a debt conversion of approximately $1,850,000 of outstanding debt or debt expected to be owed to certain insiders and service providers.

There is no assurance that the amalgamation agreement the financing and the debt conversion described above will be completed as intended, therefore the Company may need further financing to operate over the next 12 months.

Management acknowledges that uncertainty remains over the ability of the Company to meet its funding requirements but believes that financing will be available and continues to explore debt and equity financing options that would provide the Company with sufficient cash to continue with its exploration activities. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. These circumstances indicate the existence of material uncertainties that may cast significant doubt as to the Company’s ability to continue as a going concern.

There is, however, no assurance that the sources of funding described above will be available to the Company, or that they will be available on terms and a timely basis that are acceptable to the Company. Accordingly, these consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

2. Basis of presentation and statement of compliance

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the year ended March 31, 2021.

The consolidated financial statements of the Company for the year ended March 31, 2021 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 29, 2021.

Basis of measurement

These consolidated financial statements are stated in Canadian dollars and were prepared on a historical cost basis except for certain items which may be accounted for at fair value as further discussed in subsequent notes, using the significant accounting policies and measurement basis summarized below.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the consolidated financial statements are disclosed in Note 4.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars which is the Company’s functional currency. The functional currencies of Eurotin is the Canadian dollar and the functional currency of Minas De Estano De Espana and Minas De Estano De Extremadura are the Canadian dollar.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(a) Basis of consolidation

Subsidiaries are entities controlled by Eurotin. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive loss from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the group.

Intra-group balances and transactions, and any unrealized gains and losses or income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with subsidiaries are eliminated to the extent of the Company’s interest in the entity. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

3. Summary of significant accounting policies (continued)

(b) Cash

Cash in the consolidated statements of financial position comprise cash at banks. The Company's cash is invested with major financial institutions in business accounts that are available on demand by the Company for its programs.

(c) Foreign currency translation

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the statement of loss and comprehensive loss.

Foreign exchange gains and losses on intercompany loans receivable from foreign operations, for which settlement is neither planned nor likely to occur in the foreseeable future are recognized in other comprehensive loss and accumulated in a separate component of equity, irrespective of the currency the intercompany loan is denominated in. In substance, such an item forms part of the Company's net investment in the foreign operation. Such items are reclassified from equity to profit or loss on disposal of the net investment in foreign operations. Additionally, foreign exchange gains and losses related to certain intercompany amounts are recorded in profit and loss.

(d) Property, plant and equipment ("PPE")

Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is charged on a straight line basis so as to write off the cost of these assets less estimated residual value over their estimated useful economic lives, which is expected to be 2 to 5 years.

(e) Financial instruments

Classification and measurement

IFRS 9 requires financial assets and liabilities to be classified into three measurement categories on initial recognition: those measured at fair value through profit and loss ("FVTPL"), those measured at fair value through other comprehensive loss ("FVOCI") and those measured at amortized cost. Measurement and classification of financial assets and financial liabilities is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset and liabilities.

The Company classified cash and cash equivalents, amounts receivable and amounts payable and other liabilities at amortized cost.

Financial assets and liabilities at amortized costs are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. Investments in equity instruments are required to be measured by default at fair value through profit or loss, unless the Company makes an irrevocable election to present subsequent changes in the fair value of its equity investments in other comprehensive (income) loss.

De-recognition

The Company derecognizes financial assets when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risk and rewards of ownership to another entity. A financial liability is derecognized when the obligation under the liability is discharged, canceled or expired. Gains and losses on de-recognition of financial assets and liabilities are generally recognized in the consolidated statements of income (loss).

3. Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

Impairment

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. Significant financial difficulties of a debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the financial asset is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in the consolidated statement of comprehensive loss. When a financial asset is uncollectible, it is written off against the allowance account for receivables.

A loss allowance for expected credit losses in recognized in net income (loss) for financial assets measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair value at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income. At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The impairment model does not apply to investment in equity instruments.

The expected credit losses are required to be measured through a loss allowance at an amount equal to the 12- month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for full lifetime expected credit losses is required for a financial instrument if the credit risk of that financial instrument has increased significantly since initial recognition.

(f) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its long lived assets which includes PPE and exploration and evaluation assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the cash flows expected to be derived from the asset or CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss. Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of an impairment loss is recognized immediately in profit or loss.

3. Summary of significant accounting policies (continued)

(g) Share-based payments

The Company operates an equity-settled compensation plan under which it receives services from employees, directors and consultants as consideration for equity instruments of the Company.

The fair value of share options granted is recognized as an expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value of share-based payments to employees is measured at the grant date and recognized over the period during which the options vest. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services received cannot be reliably measured, and are measured and recorded at the date the goods or services are received.

The Company uses the Black-Scholes pricing model to estimate the fair value of equity-settled awards to employees at the grant date. The expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are satisfied. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period.

When recognizing the fair value of each tranche over its respective vesting period, the Company incorporates an estimate of the number of options expected to vest and revises that estimate when subsequent information indicates that the number of options expected to vest differs from previous estimates.

No expense is recognized for awards that do not ultimately vest, except for equity-settled awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

(h) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of the provision to be reimbursed, the expense relating to any provision is presented in the consolidated statement of comprehensive loss net of the reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the consolidated statement of loss and comprehensive loss.

(i) Taxes

Tax expense comprises current and deferred tax. Tax is recognized in the consolidated statement of income (loss) and comprehensive income (loss) except to the extent it relates to items recognized in other comprehensive loss or income or directly in equity.

Current income tax
Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

3. Summary of significant accounting policies (continued)

(i) Taxes (continued)

Deferred tax
Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the consolidated statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and liabilities and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities:
- are generally recognized for all taxable temporary differences;
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future; and
- are not recognized on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets:
- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the reporting period and adjusted to the extent that it is now probable or no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are not recognized in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination.

(j) Finance expenses

Finance expenses comprise interest expense on borrowings, accretion of provisions and any impairment losses recognized on financial assets.

Borrowing costs incurred for the construction of qualifying assets are capitalized during the period of time that is required to complete and prepare the assets for their intended use or sale. All other borrowing costs are recognized in the consolidated statement of loss and comprehensive loss using the effective interest rate method. Interest has been capitalized at the rate of interest applicable to the specific borrowings financing the asset, or where financed through general borrowings, at a capitalization rate representing the average interest rate on such borrowings.

(k) Earnings per share ("EPS")

Basic EPS is calculated by dividing profit or loss attributable to owners of the Company (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period. The denominator (number of units) is calculated by adjusting the shares in issue at the beginning of the period by the number of shares bought back or issued during the period, multiplied by a time-weighting factor.

Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential units. The effects of anti-dilutive potential units are ignored in calculating diluted EPS. All options are considered anti-dilutive when the Company is in a loss position.

3. Summary of significant accounting policies (continued)

(l) Change in accounting policies

Definition of a Business (Amendments to IFRS 3)

The IASB has issued Definition of a Business (Amendments to IFRS 3) to clarify the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs
- narrow the definition of a business and the definition of outputs
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business

The Company adopted the amendment to IFRS 3 effective April 1, 2020 which did not have a material impact on the Company's unaudited condensed interim consolidated financial statements.

(m) Accounting standards and interpretations issued by not yet effective

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined. There is currently a proposal outstanding that would defer the effective date until January 1, 2023.

4. Critical judgments and accounting estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

4. Critical judgments and accounting estimates (continued)

The most significant critical judgments that members of management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements are the policies on exploration and evaluation assets and functional currency.

Functional currency
The functional currency for the Company and each of the Companys' subsidiaries is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of the parent company and its material subsidiaries is the Canadian dollar. Determination of functional currency may involve certain judgments about indicators like the currency that mainly influences costs and the currency in which those costs will be settled, and the currency in which funds from financial activities are generated. The Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are:

Fair value of financial instruments
The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Taxes
Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

5. Capital risk management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, contributed surplus, non-controlling interest, and deficit, which at March 31, 2021, totaled negative $1,697,288 (March 31, 2020 - $1,338,666).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its exploration and evaluation assets. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended March 31, 2021.

6. Financial risk management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with select major European and Canadian chartered banks, from which management believes the risk of loss to be minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. The Company prepares annual capital expenditure budgets, which are monitored and updated as required. In addition, the Company requires authorization for expenditures on projects to assist with the management of capital. The Company's financial liabilities comprise accounts payable and other liabilities, which are due within normal trade terms, generally 30 days.

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(a) Interest rate risk

The Company currently does not have any interest bearing debt and, as such, the Company's current exposure to interest rate risk is minimal as at March 31, 2021.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and the Company holds cash balances in Euro which could give rise to exposure to foreign exchange risk. It is not the Company's policy to hedge its foreign currency.

(Expressed in Canadian dollars)

7. Discontinued operation

On January 4, 2019, the Company completed its plan of arrangement with Elementos Limited ("Elementos"). The plan provides for the transfer by Eurotin to Elementos of 100% of the issued and outstanding securities in MESPA, a wholly owned subsidiary of Eurotin and holder of Eurotin's Oropesa tin project in Spain.

Pursuant to IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations, the consolidated financial statements of the Company have been reclassified to reflect discontinued operation of the MESPA. Accordingly, assets, liabilities, net loss and cash flows of discontinued operation have been segregated in the consolidated statements of financial positions, the consolidated statements of (income) loss and comprehensive (income) loss and the consolidated statements of cash flows.

On December 6, 2019, the Company sold its 60% ownership in Minas De Estano De Extremadura (MESEX) to an external third party for €1,800. During the year ended March 31, 2020, the Company recorded a loss on disposition of MESEX of $377,177. As at December 31, 2020, the consideration of $2,809 (€1,800) was included in amounts receivable and other assets.

On January 14, 2020, the Company announced that it had completed the final step in its transaction with Elementos and consequently the one billion convertible redeemable preference shares of Elementos previously issued to Eurotin's shareholders have now been converted into common shares of Elementos.

The following tables present summarized financial information related to discontinued operation in MESPA:

There were no activities for discontinued operation for the year ended March 31, 2021.

Consolidated statements of loss and comprehensive loss for the discontinued operation for the year ended March 31, 2021:

	2021	2020
Salaries and benefits	$ -	$ 49,707
Professional fees	-	97,076
Administrative	-	23,422
Foreign exchange loss	-	(481)
Impairment of exploration and evaluation assets	-	1,779,413
	$ -	$ 1,949,137

The impairment of $1,779,413 during the year ended March 31, 2020 was determined on the basis of the fair value of the consideration of AUD3,000,000 which was equivalent to $2,704,800 for the sale to Elementos of 100% of the issued and outstanding securities in MESPA. As the consideration is based on the number of Elementos shares rather than a certain amount, fair value of the consideration decreased from AUD5,000,000 to AUD3,000,000 due to the change of Elementos share price on the Australian Stock Exchange.

(Expressed in Canadian dollars)

7. Discontinued operation (continued)

Statements of cash flows of the discontinued operation for the years ended March 31, 2021 and 2020:

Years Ended March 31,	**2021**	**2020**
Cash used in operating activities for discontinued operations	$ -	$ 369,071
Cash used in investing activities for discontinued operations	-	(603,537)
Net change in cash and cash equivalents for discontinued operations	-	(234,466)
Cash and cash equivalents, beginning of the year for discontinued operations	-	234,466
Cash and cash equivalents, end of the year for discontinued operations	$ -	$ -

8. Amounts receivable and other assets

	As at March 31, 2021	**As at March 31, 2020**
Amounts receivable	**$ 2,809**	$ 2,624
Value-added taxes receivable	**2,711**	22,264
Prepaid expenses	**4,252**	10,438
	$ 9,772	$ 35,326

9. Share capital

a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

At March 31, 2021, the issued share capital amounted to $31,495,696. The changes in issued share capital for the periods were as follows:

	Number of common shares	**Amount**
Balance, March 31, 2019	106,741,332	$ 34,200,496
Return of capital (i)	-	(2,704,800)
Balance, March 31, 2020 and March 31, 2021	106,741,332	$ 31,495,696

(Expressed in Canadian dollars)

9. Share capital (continued)

(i) On January 14, 2020, the Company announced that it had completed the final step in its transaction with Elementos and consequently the one billion convertible redeemable preference shares of Elementos previously issued to Eurotin's shareholders have now been converted into common shares of Elementos with a fair value of $2,704,800 (note 7).

10. Net loss per common share

The calculation of basic and diluted loss per share for the year ended March 31, 2021 was based on the loss related to continuing operations of $358,622 (2020 - loss of $1,253,592) and the loss related to discontinued operations of $nil (2020 - $1,949,177) and the weighted average number of common shares outstanding of 106,741,332 (2020 - 106,741,332).

11. General and administrative

Year Ended March 31,	2021	2020
Salaries and benefits	**$ 169,178**	$ 168,991
Directors fees	**40,000**	40,000
Professional fees	**102,957**	383,859
Administrative	**24,819**	21,726
Investor relations	**21,475**	9,250
Travel	**-**	6,431
Foreign exchange (gain) loss	**2,560**	246,158
	$ 360,989	$ 876,415

12. Related party balances and transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties) and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

(a) The Company entered into the following transactions with related parties:

During the year ended March 31, 2021, Mark Wellings director and officer of the Company advanced $316,271, (2020 - $379,047) to the Company for shares to be issued in the future. As at March 31, 2021, $1,239,500 (March 31, 2020 - $923,229) was outstanding for shares to be issued and this amount was included in the accounts payable and accrued liabilities on the consolidated statements of financial position.

(Expressed in Canadian dollars)

12. Related party balances and transactions (continued)

(b) Remuneration of Directors and key management personnel of the Corporation was as follows:

Years Ended March 31,	2021	2020
Salaries, benefits and director fees [1]	**$ 209,178**	$ 205,000

[1] Other than the Chief Financial Officer, the board of directors and select officers do not have employment or service contracts with the Company. Directors are entitled to directors fees and stock options for their services and officers are also entitled to stock options for their services. During the year ended March 31, 2021, the director fees have been accrued and included in the Company's current liabilities and since his appointment on November 2015 Mark Wellings , Director and CEO does not receive any compensation.

(c) To the knowledge of the directors and senior officers of the Company, as at March 31, 2021, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all of the common shares of the Company other than Mark Wellings, the President, CEO and a director of the Company.

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

The Company is not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company. To the knowledge of the directors and senior officers, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

13. Income taxes

(a) Major items causing the Company's income tax rate to differ from the federal statutory rate of approximately 26.5% (2018 - 26.5%) are as follows:

Years ended March 31,	2021	2020
Loss before income taxes	$ (358,622)	$ (3,202,769)
Combined statutory income tax rate	26.5%	26.5%
Income tax expenses/(recovery) at statutory rates	(95,035)	(848,734)
Adjustments to benefit resulting from:		
Non-deductible expenses/(non-taxable income)	678	113,593
Unrecognized/(recognized) temporary differences	(14,624)	735,141
Adjustment to prior year filings	108,981	-
Income tax recovery	$ -	$ -

The enacted tax rate in Canada of 26.5% in 2021 (26.5% in 2020) was applied in the tax provision calculation.

The Company has operating losses expiring in 2030 to 2040 of approximately $6,178,726 (2020 - $6,234,000), the benefits of which are not recognized in these financial statements, as management does not consider their utilization in the foreseeable future to be probable.

14. Subsequent events

Subsequent to March 31, 2020, the Company received advances totaling $98,000 from Mark Wellings a current shareholder, director and officer of the Company.

On July 14,2021, the Company and 2555663 Ontario Limited, doing business as Li-Metal (“Li-Metal”) announced that they have entered into an amalgamation agreement dated July 13, 2021 (the “Amalgamation Agreement”) between the Company, Li-Metal and 2848302 Ontario Inc. (“Subco”), a wholly-owned subsidiary of the Company, which sets forth the terms and conditions upon which Eurotin will acquire Li-Metal by way of a reverse take-over (the “RTO”). Upon completion of the RTO, the combined entity (the “Resulting Issuer”) will continue to carry on the business of Li-Metal and will have its shares listed on the Canadian Securities Exchange (the “CSE”).

SCHEDULE "F"
ANNUAL MD&A OF EUROTIN

(See attached)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years Ended March 31, 2021 and 2020

Introduction

The following Management Discussion & Analysis ("**MD&A**") of the financial condition and results of the operations of Eurotin Inc. (the "**Company**" or "**Eurotin**") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended March 31, 2021 and 2020.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51- 102F1, in accordance with National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended March 31, 2021 ("**FY 2021**") and March 31, 2020 ("**FY 2020**") together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended March 31, 2021 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as of July 29, 2021 unless otherwise indicated.

The audited consolidated financial statements for FY 2021 and FY 2020, have been prepared using International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Eurotin's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at www.sedar.com.

Caution Regarding Forward-Looking Statements

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Dollar amounts in this MD&A are in Canadian Dollars unless otherwise indicated.

Forward-looking statements	Assumptions	Risk factors
For fiscal year ending March 31, 2022 ("**FY 2022**"), the Company is looking to complete the Reverse Takeover transaction with Li-Metal described in the Corporate Development Highlights section below and will continue to pursue strategic alternatives.	The Company has anticipated all material costs; the operating activities of the Company for FY 2022, and the costs associated therewith, will be consistent with Eurotin's current expectations.	Unforeseen costs to the Company will arise; any particular operating and evaluating costs may increase or decrease from the date of the estimation; changes in economic conditions.
The Company will be required to raise additional funds in order to meet its ongoing operating expenses, complete its the Reverse Takeover transaction with Li-Metal and to evaluate strategic alternatives for FY 2022.	The operating and evaluating activities of the Company for FY 2022 and the costs associated therewith, will be consistent with Eurotin's current expectations; debt and equity markets and exchange rates and other applicable economic conditions are favourable to Eurotin.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.
Sensitivity analysis of financial instruments.	Based on management's knowledge and experience of the financial markets, the Company believes that there would be no material changes to its results for FY 2022 as a result of a change in the foreign currency exchange rates or interest rates.	Changes in debt and equity markets; interest rate and exchange rate fluctuations

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Eurotin's ability to predict or control. Please also make reference to those risk factors referenced in the "**Risks and Uncertainties**" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Eurotin's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Eurotin became a shell Corporation after the completion of the sale of Minas De Estaño De España S.L.U its wholly owned subsidiary and is currently pursuing and analyzing strategic alternatives for merger or acquisition.

The Company's head office and principal address in Canada is 77 King Street West, TD North Tower Suite 700, Toronto, Ontario M5K 1G8. The Company's common shares are listed on the NEX board of TSX Venture Exchange ("**TSX-V**", or the "**Exchange**") under the symbol "**LIM.H**".

Trends

Management regularly monitors economic conditions and estimates their impact on the Company and incorporates these estimates in both short-term and longer-term strategic decisions. During the current period, equity markets in Canada continued its signs of improvement, with a number of financings being completed as well as mergers and acquisitions activities. Apart from these factors and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. See "Risks and Uncertainties" below.

Corporate Development Highlights

Further to its announcement on July 31, 2018 of the signing of a Binding Heads of Agreement with Elementos Limited (ASX: ELT) ("**Elementos**"), the Company announced on October 22, 2018 that it entered into the arrangement agreement (the "**Arrangement Agreement**") with Elementos providing for the purchase by Elementos of the Oropesa tin deposit in Spain ("**Oropesa**").

The Arrangement Agreement provided for the transfer of Oropesa to take place by way of a plan of arrangement under Canadian laws (the "**Arrangement**") and pursuant thereto Eurotin shall transfer to Elementos 100% of the issued and outstanding securities in Minas De Estaño De España S.L.U. ("**MESPA**"), a wholly owned subsidiary of Eurotin and the holder of Oropesa.

In consideration for the acquisition of Oropesa, Elementos issued one billion convertible redeemable preference shares (the "**CRP Shares**"), which were distributed pro-rata to Eurotin's shareholders. Each CRP Share will automatically convert into one ordinary share of Elementos on the Final Completion Date (as defined below). In addition, Elementos assumed a shareholder loan (the "**Wellings Loan**") owing by the Company to the Company's CEO and major shareholder, Mark Wellings. The Wellings Loan is in respect of capital advanced by Mr. Wellings to fund operations of the Company and is for a principal amount of $1 million.

On January 14, 2020, the Company completed the final portion of the Arrangement being the transfer of the shares of MESPA to Elementos. On that Date the CRP Shares were automatically converted into ordinary shares of Elementos trading on the Australian Securities Exchange under the symbol "ELT." Upon closing the Arrangement, the fair market value attributable to the shareholders of the Company was $2,704,800. The Shares of Eurotin resumed trading on the NEX board of the TSX Venture Exchange on January 15, 2019.

On March 3, 2021, the Company changed its trading symbol from TIN.H to LIM.H in anticipation of the foregoing transaction.

On March 24, 2021, the Company announced that it has entered into a non-binding letter of intent (the "**LO**I") dated March 23, 2021 with 2555663 Ontario Limited dba as Li-Metal ("**Li-Metal**") that outlines the proposed terms and conditions pursuant to which the Company and Li-Metal will complete a transaction that will result in a reverse takeover of the Company by Li-Metal (the "**Proposed Transaction**"). The resulting issuer from the Proposed Transaction (the "**Resulting Issuer**") will carry on the current business of Li-Metal. The Proposed Transaction will be an arm's length transaction.

In addition, and in connection with the Proposed Transaction, Li-Metal intends to complete private placement financing to raise aggregate gross proceeds of a minimum of US$6,000,000 (the "**Financings**").

Eurotin also intends to complete: (i) a debt conversion of approximately $1,850,000 of outstanding debt or debt expected to be owed to certain insiders and service providers (the "**Eurotin Debt Settlement**"); and (ii) a consolidation of its outstanding common shares (the "**Consolidation**").

On July 14,2021, the Company and 2555663 Ontario Limited, doing business as Li-Metal ("**Li-Metal**") announced that they have entered into an amalgamation agreement dated July 13, 2021 (the "**Amalgamation Agreement**") between the Company, Li-Metal and 2848302 Ontario Inc. ("**Subco**"), a wholly-owned subsidiary of the Company, which sets forth the terms and conditions upon which Eurotin will acquire Li-Metal by way of a reverse take-over (the "**RTO**"). Upon completion of the RTO, the combined entity (the "**Resulting Issuer**") will continue to carry on the business of Li-Metal and will have its shares listed on the Canadian Securities Exchange (the "**CSE**").

Amalgamation Agreement

Under the terms of the Amalgamation Agreement, the RTO will be completed by way of a three -cornered amalgamation under the laws of the province of Ontario, whereby Subco will merge with and into Li-Metal, with Li-Metal surviving as a wholly-owned subsidiary of the Company. Immediately prior to or concurrently with closing of the RTO, Eurotin is expected to change its name to "**Li-Metal Corp**." Following completion of the RTO, the Resulting Issuer will hold all of Li-Metal's assets and conduct the business of Li-Metal under the Li-Metal name

As a condition to the completion of the RTO the parties intend to complete a financing of subscription receipts (the "**Subscription Receipts**") at an issuance price of US$1.00 per Subscription Receipt, for aggregate gross proceeds of up to US$7.5 million (the "**Financing**"). Each Subscription Receipt will entitle the holder thereof to receive, without payment of additional consideration or further action on the part of the holder, one unit of Li-Metal, with each unit consisting of 0.2123 Li-Metal Class B common shares (the "**Li-Metal Shares**") and 0.2123 warrants to purchase Li-Metal Shares (the "**Li-Metal Warrants**"). Upon the completion of the RTO, each 0.2123 Li-Metal Shares will automatically be exchanged for one common share of the Resulting Issuer (the "**Resulting Issuer Shares**") and each 0.2123 Li-Metal Warrants will be adjusted pursuant to the terms of the warrant indenture governing the terms thereof so that each holder will be entitled to acquire one warrant to purchase Resulting Issuer Shares at an exercise price of $1.50 for each 0.2123 Li-Metal Warrants previously held.

Completion of the RTO will also be subject to a number of other conditions including, but not limited to, closing conditions customary to transactions of the nature of the RTO, requisite Li-Metal shareholder approvals, approvals of all regulatory bodies having jurisdiction in connection with the RTO, including the delisting of Eurotin from the TSX Venture Exchange (the "**TSXV**") and the conditional approval of the CSE to list the Resulting Issuer Shares. There can be no assurance that the RTO will be completed as proposed or at all.

Outlook

As of March 31, 2021, the Company had a net working capital deficiency of $1,697,288 which decreased as compared to a net working capital of $1,338,666 as of March 31, 2020.

The Company is looking to complete the Amalgamation Agreement with 2555663 Ontario Limited described above, otherwise will continue to pursue and evaluate strategic alternatives. The Company is looking to acquire further financing through a right offering or private placement and continues to operate as prudently as possible with an emphasis on cost containment.

Recent accounting pronouncements

Change in accounting policies

Definition of a Business (Amendments to IFRS 3)

The IASB has issued Definition of a Business (Amendments to IFRS 3) to clarify the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs
- narrow the definition of a business and the definition of outputs
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business

The Company adopted the amendment to IFRS 3 effective April 1, 2020 which did not have a material impact on the Company's unaudited condensed interim consolidated financial statements.

Accounting standards and interpretations issued by not yet effective been determined.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined. There is currently a proposal outstanding that would defer the effective date until January 1, 2023.

Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are:

Fair value of financial instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Functional currency

The functional currency for the Company and each of the Company's subsidiaries is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of the parent company and its material subsidiaries is the Canadian dollar. Determination of functional currency may involve certain judgments about indicators like the currency that mainly influences costs and the currency in which those costs will be settled, and the currency in which funds from financial activities are generated. The Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Financial assets

Financial assets not measured at fair value through profit or loss or fair value through other comprehensive income are measured at amortized cost using the effective interest method, less any impairment losses, with interest expense recognized on an effective yield basis. Assets in this category include cash and cash equivalents and amounts receivable and other assets. As of March 31, 2021, the Company's financial assets were $3,734 compared with $2,700 as of March 31, 2020.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. Any gains or losses arising from the realization of other financial liabilities are included in the statement of loss and comprehensive loss. Liabilities in this category include amounts payable and other liabilities. As of March 31, 2021, the Company's financial liabilities were $1,710,794 compared with $1,376,692 as of March 31, 2020.

Commitments and contingencies

The Company's activities are subject to various laws and regulations, including foreign tax laws including tax laws on value added tax and laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

As of March 31, 2020, the Company has $Nil commitments and contingencies.

Discussion of Operations

Three months ended March 31, 2021 (“**Q4 2021**”) and twelve months ended March 31, 2021 (“**FY 2021”**) compared with the three months ended March 31, 2020 (“**Q4 2020**”) and twelve months ended March 31, 2020 (“**FY 2020**”).

Eurotin’s total loss for Q4 2021 was $95,866 (FY 2020 – $358,622) with basic and diluted loss per share of $0.00 in Q4 2020 (FY 2020 – $0.00) for its continuing operations. This compares with a net loss for Q4 2020 of $2,054,222 (FY 2020 – $3,202,769) with basic and diluted loss per share of $0.02 in Q4 2020 (FY 2020 - $0.03).

Eurotin’s total loss from continuing operations for Q4 2021 was $95,866 (FY 2020 – $358,622) with basic and diluted loss per share of $0.00 in Q4 2021 (FY 2020 – $0.00) for its continuing operations. This compares with a net loss for Q4 2020 of $2,184,358 (FY 2020 – $1,253,592) with basic and diluted loss per share of $0.02 in Q4 2020 (FY 2020 - $0.01).

The net loss in the continuing operations during Q4 2021 decreased by $2,088,492 compared with the net loss during Q4 2020, the decrease was principally because:

- In Q4 2020 the Company disposed of its 60% participation in MESEX resulting in a loss of $1,593,254 in Q4 2020 which was non-recurring in Q4 2021.

- During Q4 2021, Professional Fees expenses in the continuing operations decreased to $34,043 from $269,638. The $235,595 decrease was mainly due to the reduction in Legal Fees expenses in Q4 2021 compared with the Legal Expenses in Q4 2020 in connection with the Arrangement Agreement with Elementos**.**

- The Foreign Exchange loss decreased by $ 292,549 from a loss of $291,814 In Q4 2020 to a gain of $984 in Q1 2021 the Foreign Exchange Loss is mainly due to the change between the Canadian Dollar and the Euro.

- The reductions in Professional Fees and Foreign Exchange losses were partially offset by the increase of 23,708 in Administrative Expenses and $10,946 In Investor Relations Expenses in Q4 2021 compared with Q4 2020.

The net loss in the continuing operations during FY 2021 decreased by $894,970 compared with the net loss during FY 2020, the decrease was principally because:

- The Exchange Rate change between the Canadian Dollar and the Euro creating a gain of $2,560 in FY 2021 compared to a loss of $246,158 $2,560 in FY 2020.

- The decrease by $280,902 in Legal and Professional fees from $383,859 in Q4 2020 to $102,957 on Q4 2021 after the completion of the Plan of Arrangement described in the Corporate Development Highlights section above.

- During FY 2020 the Company disposed of its 60% participation in MESEX resulting in a loss of $377,177. The loss was non-recurring in FY 2021.

Those decreases were partially offset by an increase of $12,225 in Investor Relations expenses.

Additional Disclosure for Venture Issuers without Significant Revenue

Continuing Operations	Three Months Ended March 31,		Twelve Months Ended March 31,	
	2021 ($)	2020 ($)	2021 ($)	2020 ($)
Salaries and Benefits	44,363	44,283	169,178	168,991
Director Fees	10,000	10,000	40,000	40,000
Professional Fees	34,043	269,638	102,957	383,859
Administrative Expenses	933	(22,775)	24,819	21,726
Investor Relations	7,511	(3,435)	21,475	9,250
Travel Expenses	-	1,828	-	6,431
Foreign Exchange (gain) loss	(984)	291,565	2,560	246,158
General and Administrative	**95,866**	**591,104**	**360,989**	**876,415**
Loss (Gain) on disposition of MESEX		1,593,254		377,177
Loss (Gain) Mineral Property Sale Continuing Operations	-		-	
Total Loss (Gain) Continuing Operations	**95,866**	**2,184,358**	**360,989**	**1,253,592**
Loss Per Share	0.00	0.02	0.00	0.01

Discontinued Operations	Three Months Ended March 31,		Twelve Months Ended March 31,	
	2021 ($)	2020 ($)	2021 ($)	2020 ($)
Salaries and Benefits	-	40	-	49,747
Professional Fees	-	23,056	-	97,076
Administrative Expenses	-	(79)	-	23,422
Foreign Exchange (gain) loss	-	304	-	(481)
Impairment of Mineral Properties	-	(153,457)	-	1,779,413
Total Discontinuing Operations	-	**(130,136)**	-	**1,949,177**
Loss Per Share	0.00	0.00	0.00	0.00

Grand Total Loss	**95,866**	**2,054,222**	**360,989**	**3,202,769**
Loss Per share	0.00	0.02	0.00	0.03

Selected Financial Information

The following table sets forth selected financial information of the Company for the past eight quarters.

	Twelve Months ended March 31, 2021 (audited)	Quarter ended March 31, 2021	Quarter ended December 31, 2020	Quarter ended September 30, 2020	Quarter ended June 30, 2020
Revenue	Nil	Nil	Nil	Nil	Nil
Income from Operations	Nil	Nil	Nil	Nil	Nil
Net Gain (Loss) for the period	$(358.622)	$(95,866)	$(91,466)	$(87,201)	$(84,094)
Diluted Gain (Loss) per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.00)
Total Assets	$13,506	$13,506	$10,627	$14,470	$73,410
Accounts Payable and Accrued Liabilities	$1,710,794	$1,710,794	$1,612,049	$1,524,431	$1,496,170
Cash	$3,734	$3,734	$1,369	$591	$56,145
Mineral Properties and Deferred Expenditure	Nil	Nil	Nil	Nil	Nil
Total equity	$(1,697,288)	$(1,697,288)	$(1,601,422)	$(1,509,961)	$(1,422,760)

	Twelve Months ended March 31, 2020 (audited)	Quarter ended March 31, 2020	Quarter ended December 31, 2019	Quarter ended September 30, 2019	Quarter ended June 30, 2019
Revenue	Nil	Nil	Nil	Nil	Nil
Income from Operations	Nil	Nil	Nil	Nil	Nil
Net Gain (Loss) for the period	$(3,202,769)	$(2,054,222)	$299,294	$(1,240,084)	$(207,757)
Diluted Gain (Loss) per share	$(0.02)	$(0.01)	$(0.01)	$(0.01)	$(0.00)
Total Assets	$38,026	$38,026	$4,609,193	$5,301,611	$6,330,574
Accounts Payable and Accrued Liabilities	$1,376,692	$1,376,692	$2,721,953	$2,560,350	$2,349,229
Cash	$2,700	$2,700	$6,633	$28,752	$53,326
Mineral Properties and Deferred Expenditure	Nil	Nil	Nil	Nil	Nil
Total equity	$(1,338,666)	$(1,338,666)	$1,887,240	$2,741,261	$3,981,345

During the last eight quarters the Company did not have any Revenue or Income from Operations and has accumulated losses of $3,561.391

Liquidity and Financial Position

Cash used in operating activities was $315,237 for FY 2021 compared to $569,826 in FY 2020. Operating activities were affected largely by a reduction in the Company operations.

As of March 31, 2021, Eurotin had $3,734 in cash (March 31, 2020 - $2,700).

Cash provided for financing activities during FY 2021 was $316,271 from advances from a related party for shares to be issued compared with $379,047 in FY 2020 from advances from a related party for shares to be issued. The Company has no operating revenues and therefore must utilize its funds obtained from the equity financing and other financing transactions to maintain its capacity to meet ongoing exploration and operating activities.

The Company's audited consolidated financial statements for the year ended March 31, 2021 have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of the business.

As of March 31, 2021, the Company had 106,741,332 common shares issued and outstanding. There were no warrants or stock options outstanding.

As of March 31, 2021, the Company maintains $1,239,500 in advances from a related party. Those advances are included in amounts payable and other liabilities. The Company’s credit and interest rate risk remains minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company’s current and future uses of cash are principally in two areas; namely, funding of its general and administrative expenditures and funding of its evaluating activities. Management assesses its planned expenditures based on the Company’s working capital resources, and the overall condition of the financial markets.

The Company’s working capital is in a deficit of $1,697,288 on March 31, 2021, this includes the related party advance of $1,239,500 from a major shareholder of the Company committed to the long-term financial health of the Company, therefore, in reality the working capital position is in a deficit of $457,788. The Company will be required to raise additional capital in order to meet its ongoing evaluation activities.

Related Party Transactions

(a) Compensation of key management personnel of the Company

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Board of Directors and corporate officers, including the Chief Executive Officer and Chief Financial Officer.

	Three Months Ended March 31,		Twelve Months Ended March 31,	
	2020 ($)	2021 ($)	2020 ($)	2021 ($)
Salaries and benefits and Director Fees(1)	51,250	55,428	205,000	209,178

(1) Other than the Chief Financial Officer, the Board of Directors and select officers do not have employment or service contracts with the Company. Directors are entitled to directors’ fees and stock options for their services and officers are also entitled to stock options for their services. During FY 2021, the director fees have been accrued and included in the Company’s current liabilities. Since his appointment on November 2015, Mark Wellings, Director and CEO has not, and currently does not receive any compensation.

(b) Transactions with related parties

During Q4 2021, the Company received \$90,000 (FY 2021 - \$316,271) and \$279,046 during Q4 2020 (FY 2020 - \$ 379,047) in advances from Mark Wellings, a Director, Officer and Shareholder of the Company, which have been included in the amount payable and other liabilities and Liabilities Related to other assets held for sale. This amount is unsecured, non-interest bearing and due on demand.

Share Capital

As of the date of this MD&A, the Company had 106,741,332 issued and outstanding common shares.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that **(i)** the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by consolidated financial statements; and **(ii)** the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI-52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risks Factors Relating to the Company's Business and Industry

Due to the nature of the Company's business, the Company may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below.

The Company's actual evaluation and operating results may be very different from those expected as of the date of this MD&A.

The following is a description of the principal risk factors that will affect Eurotin.

COVID-19 Pandemic.

Since January 1, 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, organizations and businesses are being forced to cease or limit operations for long or indefinite periods of time. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. Management believes COVID-19 has had no material impact on the Company.

Financial and Operating History

Limited Business History

The Company has no history of operating earnings and must be considered a start-up. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complication and delays frequently encountered in connection with the establishment of any business. As such, the Company is subject to many risks common to such enterprises, including cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Cash Flow and Liquidity

Additional Funding Requirements

The Company has limited financial resources, has earned nominal revenue since commencing operations, and has no source of operating cash flow. The Company will require additional financing to continue its operations. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favorable for further evaluation and development of its projects. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development and the property interests of the Company with the possible dilution or loss of such interests. Further, revenues, financings and profits, if any, will depend upon various factors, including the general market.

Potential Joint Ventures

Due to the cost of establishing and operating new operations, the Company may enter into joint ventures. Any failure of such joint venture partners to meet their obligations to the Company or to third parties could have a material adverse effect on the joint ventures and the Company as a result. In addition, the Company may be unable to exert influence over strategic decisions made in respect of such operations.

General Risks Inherent in the Business

Operational Risks

The Company will be subject to a number of operational risks and may not be adequately insured for certain risks, including: environmental pollution, accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labour disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena such as inclement weather conditions, floods, earthquakes, ground movements, cave-ins, and encountering unusual or unexpected geological conditions and technological failure of exploration methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the properties of the Company, personal injury or death, environmental damage or, regarding the exploration or development activities of the Company, increased costs, monetary losses and potential legal liability and adverse governmental action, all of which could have an adverse impact on the Company’s future cash flows, earnings, results of operations and financial condition.

Additionally, the Company may be subject to liability or sustain loss for certain risks and hazards against which the Company cannot insure or which the Company may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company’s future cash flows, earnings, results of operations and financial condition.

Economic or Political Conditions

The Company’s future operations may also be adversely affected by laws and policies of Canada affecting foreign trade, taxation and investment.

The Company may in the future acquire operations outside Canada, which expansion may present challenges and risks that the Company has not faced in the past, any of which could adversely affect the results of operations and/or financial condition of the Company.

Currency Fluctuations and Foreign Exchange

The Company raises its equity in Canadian dollars and maintains the majority of its accounts in Canadian dollars. The operations of the Company are located in Canada. There are risks associated with the Canadian dollar and other currencies exchange rates if the Company embraces new operations abroad.

Reliance on Key Personnel

The senior officers of the Company are critical to its success. In the event of the departure of a senior officer, the Company believes that it will be successful in attracting and retaining qualified successors but there can be no assurance of such success. Recruiting qualified personnel as the Company grows is critical to its success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative and mining personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Company.

Experience of Management

Conflicts of Interest

Directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which one or more directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Market Risks

Resale of Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Company Shares would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Company Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Company Shares will be affected by such volatility. An active public market for the Company Shares might not develop or be sustained after completion of the proposed Transaction. If an active public market for the Company Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Subsequent events

Subsequent to March 31, 2020, the Company received advances totaling $98,000 from Mark Wellings a current shareholder, director and officer of the Company.

On May 26, 2021, the Company held an annual general and special meeting of its shareholders.

Other information

Additional information about the Company is available on www.sedar.com

SCHEDULE "G"
INTERIM FINANCIAL STATEMENTS OF EUROTIN

(See attached)

EUROTIN INC.
CONDENSED INTERIM
CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2021
(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

The accompanying unaudited condensed interim consolidated financial statements of the Corporation have been prepared by and are the responsibility of management. These unaudited condensed interim consolidated financial statements as of and for the three months ended June 30, 2021 are unchanged from the original financial statements previously filed on August 23,2021. Other than:

1. They have now been reviewed by the Corporation's auditors;
2. The date of approval in Note 2 has changed to September 20,2021;
3. Note 1, Going Concern has been changed to increase the Corporation’s debt conversion estimated up to the date of release, as more fully described in the note; and
4. Note 10, Subsequent Events has been changed to include events up to the date of release.

Management's Responsibility for Consolidated Financial Statements

The accompanying unaudited condesed interim consolidated financial statements of Eurotin Inc. (the "Corporation") are the responsibility of management and the Board of Directors.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in compliance with all applicable International Financial Reporting Standards.

Management has established processes, which are in place to provide it with sufficient knowledge to support management representations that it has exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) "Mark Wellings "

Chief Executive Officer

(signed) "Carlos Pinglo"

Chief Financial Officer

Toronto, Canada
September 20, 2021

Eurotin Inc.

Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	As at June 30, 2021	As at March 31, 2021
ASSETS		
Current assets		
Cash	$ 891	$ 3,734
Amounts receivable and other assets (note 5)	10,898	9,772
Total assets	$ 11,789	$ 13,506
EQUITY AND LIABILITIES		
Current liabilities		
Amounts payable and other liabilities	$ 1,814,414	$ 1,710,794
Total liabilities	1,814,414	1,710,794
Equity		
Share capital (note 6)	31,495,696	31,495,696
Contributed surplus	3,768,236	3,768,236
Deficit	(37,066,557)	(36,961,220)
Total equity	(1,802,625)	(1,697,288)
Total equity and liabilities	$ 11,789	$ 13,506

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Subsequent events (note 10)

Approved on behalf of the Board:

(Signed) "David Danziger", Director

(Signed) "John Hick", Director

Eurotin Inc.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited)

Three Months Ended June 30,	2021	2020
Operating expenses		
General and administrative (note 8)	**$ 105,337**	$ 84,094
Total loss and comprehensive loss for the period	**$ (105,337)**	$ (84,094)
Basic and diluted loss per share (note 7)	**$ (0.00)**	$ (0.00)
Weighted average number of common shares outstanding	**106,741,332**	106,741,332

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

Eurotin Inc.

Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

Three Months Ended June 30,	2021	2020
Operating activities		
Net loss for the period	**$ (105,337)**	$ (84,094)
Non-cash working capital items:		
Amounts receivable and other assets	**(1,126)**	18,061
Amounts payable and other liabilities	**33,620**	39,478
Net cash used in operating activities	**(72,843)**	(26,555)
Financing activities		
Advance from related party for shares to be issued (note 9)	**70,000**	80,000
Net cash provided by financing activities	**70,000**	80,000
Net change in cash	**(2,843)**	53,445
Cash, beginning of the period	**3,734**	2,700
Cash, end of the period	**$ 891**	$ 56,145

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

Eurotin Inc.
Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)
(Unaudited)

	Number of shares	Share capital	Contributed surplus	Deficit	Total
Balance, March 31, 2020	**106,741,332**	**$ 31,495,696**	**$ 3,768,236**	**$ (36,602,598)**	**$ (1,338,666)**
Net loss and comprehensive loss for the period	-	-	-	(84,094)	(84,094)
Balance, June 30, 2020	**106,741,332**	**$ 31,495,696**	**$ 3,768,236**	**$ (36,686,692)**	**$ (1,422,760)**
Balance, March 31, 2021	**106,741,332**	**$ 31,495,696**	**$ 3,768,236**	**$ (36,961,220)**	**$ (1,697,288)**
Net loss and comprehensive loss for the period	-	-	-	(105,337)	(105,337)
Balance, June 30, 2021	**106,741,332**	**$ 31,495,696**	**$ 3,768,236**	**$ (37,066,557)**	**$ (1,802,625)**

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

1. Nature of operations and going concern

Nature of operations

Eurotin Inc. (“the "Company" or “Eurotin”) was incorporated under the Ontario Business Corporations Act on July 31, 2008 as a "Capital Pool Corporation" ("CPC"), as this term is defined in the policies of the TSX Venture Exchange (the "Exchange"). On April 18, 2011, Stannico Resources Inc. ("Stannico") completed a reverse takeover ("RTO") of Eurotin. Eurotin had no significant assets other than cash with no commercial operations at the time. On April 18, 2011, Eurotin changed its year end to March 31.

Stannico Resources Inc. was incorporated on October 9, 2008 under the laws of the province of Ontario. The Company controlled 100% of the issued common shares of Minas De Estano De Espana, S.L.U. ("MESPA" or "MEE"), a private corporation incorporated on November 29, 2006 in Spain whose business is exploration, research, exploitation and utilization of mineral deposits, resources and substances, as well as the establishment of industries related to them, to obtain mining, industrial and chemical products and processed products in general.

On December 28, 2018, Eurotin Inc. and Stannico Resources Inc. amalgamated.

The Company operates from its headquarters in Ontario, Canada. The address of the registered office is 77 King Street West, TD North Tower, Suite 700, Toronto ON M5K 1G6.

On January 4, 2019, the Company completed its plan of arrangement with Elementos Limited ("Elementos"). The plan provided for the transfer by Eurotin to Elementos of 100% of the issued and outstanding securities in MESPA, a wholly owned subsidiary of Eurotin and holder of Eurotin's Oropesa tin project in Spain. In consideration for the acquisition of Oropesa, Elementos issued one billion convertible redeemable preference shares (the "CRPS") which were distributed pro-rata to Eurotin's shareholders. Holders of common shares of Eurotin (the "TIN Shareholders") as of December 31, 2018 (the "Record Date") received their pro-rata portion of the CRPS resulting in the issuance of 9.37 CRPS for every common share of Eurotin (the "Common Shares") held by a TIN Shareholder. On the Record Date the shares of Elementos were trading on the Australian Stock Exchange at AUD$0.005 per share, therefore the fair value of the consideration at that date was AUD$5,000,000 which was equivalent to $4,741,500.

In addition, Elementos assumed a shareholder loan (the “Wellings Loan”) owing by the Company to the Company’s CEO and major shareholder, Mark Wellings. The Wellings Loan is in respect of capital advanced by Mr. Wellings to fund operations of the Company and is for a principal amount of $1 million.

On December 20, 2018, the Company received final approval from the Ontario Superior Court of Justice for the Arrangement.

On December 6, 2019, the Company and Elementos waived the Regional Mining Approval requirement.

On January 14, 2020, the Company announced that it had completed the final step in its transaction with Elementos and consequently the one billion convertible redeemable preference shares of Elementos previously issued to Eurotin's shareholders have now been converted into common shares of Elementos.

1. Nature of operations and going concern (continued)

Going concern

These unaudited condensed interim consolidated financial statements have been prepared based upon accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

As at June 30, 2021, the Company had working capital deficiency of $1,802,625 (March 31, 2021 - $1,697,288), had not yet achieved profitable operations, had accumulated losses of $37,066,557 (March 31, 2021 - $36,961,220) and expects to incur further losses in the development of its business.

On July 13, 2021, the Company and 2555663 Ontario Limited, doing business as Li-Metal ("Li-Metal") entered into an amalgamation agreement by way of a reverse take-over (the "RTO"). Upon completion of the RTO, the combined entity will continue to carry on the business of Li-Metal and will have its shares listed on the Canadian Securities Exchange.

In addition, Li-Metal intends to complete financings to raise aggregate gross proceeds of a minimum of US$10,500,000 and Eurotin also intends to complete a debt conversion of approximately $1,950,000 of outstanding debt or debt expected to be owed to certain insiders and service providers.

There is no assurance that the amalgamation agreement the financing and the debt conversion described above will be completed as intended, therefore the Company may need further financing to operate over the next 12 months.

Management acknowledges that uncertainty remains over the ability of the Company to meet its funding requirements but believes that financing will be available and continues to explore debt and equity financing options that would provide the Company with sufficient cash to continue with its exploration activities. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. These circumstances indicate the existence of material uncertainties that may cast significant doubt as to the Company's ability to continue as a going concern.

Accordingly, these unaudited condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

2. Basis of presentation and statement of compliance

Statement of compliance

The Corporation applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of September 20, 2021, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual financial statements as at and for the year ended March 31, 2021, except as noted below.

3. Capital risk management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, contributed surplus, and deficit, which at June 30, 2021, totaled negative $1,802,625 (March 31, 2021 - $1,697,288).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its exploration and evaluation assets. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the period ended June 30, 2021.

4. Financial risk management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with select major Canadian chartered banks and the the amount receivable that are related to value-added taxes receivable and prepaid expenses from which management believes the risk of loss to be minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. The Company prepares annual capital expenditure budgets, which are monitored and updated as required. In addition, the Company requires authorization for expenditures on projects to assist with the management of capital. The Company's financial liabilities comprise accounts payable and other liabilities, which are due within normal trade terms, generally 30 days.

(Expressed in Canadian dollars)

4. Financial risk management (continued)

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(a) Interest rate risk

The Company currently does not have any interest bearing debt and, as such, the Company's current exposure to interest rate risk is minimal as at June 30, 2021.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and the Company holds cash balances in Euro which could give rise to exposure to foreign exchange risk. It is not the Company's policy to hedge its foreign currency.

5. Amounts receivable and other assets

	As at June 30, 2021	As at March 31, 2021
Amounts receivable	**$ 2,809**	$ 2,809
Value-added taxes receivable	**3,837**	2,711
Prepaid expenses	**4,252**	4,252
	$ 10,898	$ 9,772

6. Share capital

a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	Amount
Balance, March 31, 2020, March 31, 2021 and June 30, 2021	106,741,332	$ 31,495,696

(Expressed in Canadian dollars)

7. Net loss per common share

The calculation of basic and diluted loss per share for the three months ended June 30, 2021 was based on the loss attributable to common shares of $105,337 (three months ended June 30, 2020 - $84,094) and the weighted average number of common shares outstanding of 106,741,332 (three months ended June 30, 2020 - 106,741,332).

8. General and administrative

Three Months Ended June 30,		2021		2020
Salaries and benefits	**$**	**55,241**	$	41,250
Directors fees		**10,000**		10,000
Professional fees		**27,977**		9,499
Administrative		**1,302**		19,756
Investor relations		**10,821**		3,764
Foreign exchange gain		**(4)**		(175)
	$	**105,337**	$	84,094

9. Related party balances and transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties) and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

(a) The Company entered into the following transactions with related parties:

During the three months ended June 30, 2021, Mark Wellings, director and officer of the Company advanced $70,000, (three months ended June 30, 2020 - $80,000) to the Company for shares to be issued in the future. As at June 30, 2021, $1,309,500 (March 31, 2021 - $1,239,500) was outstanding for shares to be issued and this amount was included in the accounts payable and accrued liabilities on the unaudited condensed interim consolidated statements of financial position.

(b) Remuneration of Directors and key management personnel of the Corporation was as follows:

Three Months Ended June 30,		2021		2020
Salaries, benefits and director fees (1)	**$**	**51,250**	$	51,250

(1) Other than the Chief Financial Officer, the board of directors and select officers do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are also entitled to stock options for their services. During the three months ended June 30, 2021, the director fees have been accrued and included in the Company’s current liabilities and since his appointment on November 2015, Mark Wellings, Director and CEO does not receive any compensation.

9. Related party balances and transactions (continued)

(c) To the knowledge of the directors and senior officers of the Company, as at June 30, 2021, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all of the common shares of the Company other than Mark Wellings, the President, CEO and a director of the Company.

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

The Company is not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company. To the knowledge of the directors and senior officers, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

10. Subsequent events

Subsequent to June 30, 2021, the Company received advances totaling $77,000 from Mark Wellings, a current shareholder, director and officer of the Company.

On July 14, 2021, the Company and 2555663 Ontario Limited, doing business as Li-Metal (“Li-Metal”) announced that they have entered into an amalgamation agreement dated July 13, 2021 (the “Amalgamation Agreement”) between the Company, Li-Metal and 2848302 Ontario Inc. (“Subco”), a wholly-owned subsidiary of the Company, which sets forth the terms and conditions upon which Eurotin will acquire Li-Metal by way of a reverse take-over (the “RTO”). Upon completion of the RTO, the combined entity (the “Resulting Issuer”) will continue to carry on the business of Li-Metal and will have its shares listed on the Canadian Securities Exchange (the “CSE”).

SCHEDULE "H"
INTERIM MD&A OF EUROTIN

(See attached)

Eurotin Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Three Months Ended June 30, 2021

The Management's Discussion & Analysis ("MD&A") of Eurotin Inc relating to the Company's interim financial statements for the three months ended June 30, 2021 is being refiled solely to indicate the following changes in its financials:

The accompanying unaudited condensed interim consolidated financial statements of the Corporation have been prepared by and are the responsibility of management. These unaudited condensed interim consolidated financial statements as of and for the three months ended June 30, 2021 are unchanged from the original financial statements previously filed on August 23,2021. Other than:

1. **They have now been reviewed by the Corporation's auditors;**
2. **The date of approval in Note 2 has changed to September 20,2021.**
3. **Note 1, Going Concern has been changed to increase the Corporation's debt conversion estimated up to the date of release, as more fully described in the note; and**
4. **Note 10, Subsequent Events has been changed to include events up to the date of release, as more fully described in the note**

Introduction

The following interim Management Discussion & Analysis ("interim **MD&A**") of the financial condition and results of the operations of Eurotin Inc. (the "**Company**" or "**Eurotin**") has been prepared to provide material updates to the business operations, liquidity and capital resources of the Corporation since its last management discussion & analysis, being the Management Discussion & Analysis ("**Annual MD&A**") for the fiscal year ended March 31, 2021. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, the audited annual consolidated financial statements of the Company for the years ended March 31, 2021 and March 31, 2020 ("**FY 2021"** and **"FY 2020**', respectively) and the unaudited condensed interim consolidated financial statements for the three months ended June 30, 2021 ("**Q1 2022**"), together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three months ended June 30, 2021 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as of September 20, 2021 unless otherwise

The unaudited condensed interim consolidated financial statements for Q1 2022, have been prepared using International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Eurotin's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at www.sedar.com.

Caution Regarding Forward-Looking Statements

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Dollar amounts in this MD&A are in Canadian Dollars unless otherwise indicated.

Forward-looking statements	Assumptions	Risk factors
For fiscal year ending March 31, 2022 (“**FY 2022**”), the Company is looking to complete the Reverse Takeover transaction with Li-Metal described in the Corporate Development Highlights section below and will continue to pursue strategic alternatives.	The Company has anticipated all material costs; the operating activities of the Company for FY 2022, and the costs associated therewith, will be consistent with Eurotin's current expectations.	Unforeseen costs to the Company will arise; any particular operating and evaluating costs may increase or decrease from the date of the estimation; changes in economic conditions.
The Company will be required to raise additional funds in order to meet its ongoing operating expenses, complete its the Reverse Takeover transaction with Li-Metal and to evaluate strategic alternatives for FY 2022.	The operating and evaluating activities of the Company for FY 2022 and the costs associated therewith, will be consistent with Eurotin's current expectations; debt and equity markets and exchange rates and other applicable economic conditions are favourable to Eurotin.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.

Sensitivity analysis of financial instruments.	Based on management's knowledge and experience of the financial markets, the Company believes that there would be no material changes to its results for FY 2022 as a result of a change in the foreign currency exchange rates or interest rates.	Changes in debt and equity markets; interest rate and exchange rate fluctuations

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Eurotin's ability to predict or control. Please also make reference to those risk factors referenced in the "**Risks and Uncertainties**" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Eurotin's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Eurotin became a shell Corporation after the completion of the sale of Minas De Estaño De España S.L.U its wholly owned subsidiary and is currently pursuing and analyzing strategic alternatives for merger or acquisition.

The Company's head office and principal address in Canada is 77 King Street West, TD North Tower Suite 700, Toronto, Ontario M5K 1G8. The Company's common shares are listed on the NEX board of TSX Venture Exchange ("**TSX-V**", or the "**Exchange**") under the symbol "**LIM.H**".

Trends

Management regularly monitors economic conditions and estimates their impact on the Company and incorporates these estimates in both short-term and longer-term strategic decisions. During the current period, equity markets in Canada continued its signs of improvement, with a number of financings being completed as well as mergers and acquisitions activities. Apart from these factors and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. See "Risks and Uncertainties" below.

Corporate Development Highlights

On March 24, 2021, the Company announced that it has entered into a non-binding letter of intent (the "**LOI**") dated March 23, 2021 with 2555663 Ontario Limited dba as Li-Metal ("**Li-Metal**") that outlines the proposed terms and conditions pursuant to which the Company and Li-Metal will complete a transaction that will result in a reverse takeover of the Company by Li-Metal (the "**Proposed Transaction**"). The Proposed Transaction will be an arm's length transaction.

In addition, and in connection with the Proposed Transaction, Li-Metal intends to complete private placement financing to raise aggregate gross proceeds of a minimum of US$6,000,000 (the "**Financings**").

Eurotin also intends to complete: (i) a debt conversion of approximately $1,985,000 of outstanding debt or debt expected to be owed to certain insiders and service providers (the "**Eurotin Debt Settlement**"); and (ii) a consolidation of its outstanding common shares (the "**Consolidation**").

On July 14,2021, the Company and 2555663 Ontario Limited, announced that they have entered into an amalgamation agreement dated July 13, 2021 (the "**Amalgamation Agreement**") between the Company, Li-Metal and 2848302 Ontario Inc. ("**Subco**"), a wholly-owned subsidiary of the Company, which sets forth the terms and conditions upon which Eurotin will acquire Li-Metal by way of a reverse take-over (the "**RTO**"). Upon completion of the RTO, the combined entity (the "**Resulting Issuer**") will continue to carry on the business of Li-Metal and will have its shares listed on the Canadian Securities Exchange (the "**CSE**").

Amalgamation Agreement

Under the terms of the Amalgamation Agreement, the RTO will be completed by way of a three -cornered amalgamation under the laws of the province of Ontario, whereby Subco will merge with and into Li-Metal, with Li-Metal surviving as a wholly-owned subsidiary of the Company. Immediately prior to or concurrently with closing of the RTO, Eurotin is expected to change its name to "Li-Metal Corp." Following completion of the RTO, the Resulting Issuer will hold all of Li-Metal's assets and conduct the business of Li-Metal under the Li-Metal name.

As a condition to the completion of the RTO the parties intend to complete a financing of subscription receipts (the "**Subscription Receipts**") at an issuance price of US$1.00 per Subscription Receipt, for aggregate gross proceeds of up to US$7.5 million (the "**Financing**"). Each Subscription Receipt will entitle the holder thereof to receive, without payment of additional consideration or further action on the part of the holder, one unit of Li-Metal, with each unit consisting of 0.2123 Li-Metal Class B common shares (the "**Li-Metal Shares**") and 0.2123 warrants to purchase Li-Metal Shares (the "**Li-Metal Warrants**"). Upon the completion of the RTO, each 0.2123 Li-Metal Shares will automatically be exchanged for one common share of the Resulting Issuer (the "**Resulting Issuer Shares**") and each 0.2123 Li-Metal Warrants will be adjusted pursuant to the terms of the warrant indenture governing the terms thereof so that each holder will be entitled to acquire one warrant to purchase Resulting Issuer Shares at an exercise price of $1.50 for each 0.2123 Li-Metal Warrants previously held.

Completion of the RTO will also be subject to a number of other conditions including, but not limited to, closing conditions customary to transactions of the nature of the RTO, requisite Li-Metal shareholder approvals, approvals of all regulatory bodies having jurisdiction in connection with the RTO, including the delisting of Eurotin from the TSX Venture Exchange ("**TSXV**") and the conditional approval of the CSE to list the Resulting Issuer Shares. There can be no assurance that the RTO will be completed as proposed or at all.

Outlook

As of June 30, 2021, the Company had a net working capital deficiency of $1,802,625 which decreased as compared to a net working capital of $1,697,288 as of March 31, 2021.

The Company is looking to complete the Amalgamation Agreement with 2555663 Ontario Limited described above, otherwise will continue to pursue and evaluate strategic alternatives. The Company is looking to acquire further financing through a right offering or private placement and continues to operate as prudently as possible with an emphasis on cost containment.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Financial assets

Financial assets not measured at fair value through profit or loss or fair value through other comprehensive income are measured at amortized cost using the effective interest method, less any impairment losses, with interest expense recognized on an effective yield basis. Assets in this category include cash and cash equivalents and amounts receivable and other assets. As of June 30, 2021, the Company's financial assets were $891 compared with $3,734 as of March 31, 2021.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. Any gains or losses arising from the realization of other financial liabilities are included in the statement of loss and comprehensive loss. Liabilities in this category include amounts payable and other liabilities. As of June 30, 2021, the Company's financial liabilities were $1,814,414 compared with $1,710,794 as of March 31, 2021.

Commitments and contingencies

The Company's activities are subject to various laws and regulations, including foreign tax laws including tax laws on value added tax and laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

As of June 30, 2021, the Company has $Nil commitments and contingencies.

Discussion of Operations

Three months ended June 30, 2021 ("**Q1 2022**") compared with the three months ended June 30, 2020 ("**Q1 2021**").

Eurotin's total loss for Q1 2022 was $105,337 with basic and diluted loss per share of $0.00. This compares with a net loss for Q1 2021 of $84,094 with basic and diluted loss per share of $0.02.

The total loss in during Q1 2022 increased by $21,243 compared with the net loss during Q1 2021, the increase was principally because:

- During Q1 2022, Professional Fees expenses increased to $27,977 from $9,499. The $18,478 increase was mainly due to the growth in Legal Fees expenses.

- During Q1 2022 Salaries and Benefits increased to $55,241 from $41,250 the $13,991 increase was mainly due to $12,692 Liability adjustment from last fiscal year.

- During Q1 2022, Investor Relations expenses increased to $10,821 from $3,764. The $7,057 increase was mainly due to the promotion of the Amalgamation Agreement described above.

- The increases in Salaries and Benefits, Professional Fees and Investor Relations were partially offset by a reduction of 18,454 in Administrative Expenses due to the decrease in the Company activities.

Additional Disclosure for Venture Issuers without Significant Revenue

Operating Activities	Three Months Ended June 30,	
	2021 ($)	2020 ($)
Salaries and Benefits	55,241	41,250
Director Fees	10,000	10,000
Professional Fees	27,977	9,499
Administrative Expenses	1,302	19,756
Investor Relations	10,821	3,764
Foreign Exchange (gain) loss	(4)	(175)
General and Administrative	**105,337**	**84,094**
Loss Per Share	0.00	0.00

Liquidity and Financial Position

Cash used in operating activities was $72,843 for Q1 2022 compared to $26,555 in Q1 2021. Operating activities were affected largely by the increase in the Company's Amounts payable.

As of June 30, 2021, Eurotin had $891 in cash (March 31, 2021 - $3,734).

Cash provided for financing activities during Q1 2022 was $70,000 from advances from a related party for shares to be issued compared with $80,000 in Q1 2021 from advances from a related party for shares to be issued.

The Company has no operating revenues and therefore must utilize its funds obtained from the equity financing and other financing transactions to maintain its capacity to meet ongoing its operating activities.

The Company's interim unaudited consolidated financial statements for the three months ended June 30, 2021 have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of the business.

As of June 30, 2021, the Company had 106,741,332 common shares issued and outstanding. There were no warrants or stock options outstanding.

As of June 30, 2021, the Company maintains $1,309,500 in advances from a related party. Those advances are included in amounts payable and other liabilities. The Company's credit and interest rate risk remains minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company's current and future uses of cash are principally in two areas; namely, funding of its general and administrative expenditures and funding of its evaluating activities. Management assesses its planned expenditures based on the Company's working capital resources, and the overall condition of the financial markets.

The Company's working capital is in a deficit of $1,802,625 on March 31, 2021, this includes the related party advance of $1,309,500 from a major shareholder of the Company committed to the long-term financial health of the Company, therefore, in reality the working capital position is in a deficit of $493,125. The Company will be required to raise additional capital in order to meet its ongoing evaluation activities.

Related Party Transactions

(a) Compensation of key management personnel of the Company

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Board of Directors and corporate officers, including the Chief Executive Officer and Chief Financial Officer.

	Three Months Ended June 30,	
	2021 ($)	**2020 ($)**
Salaries and benefits and Director Fees(1)	51,250	51,250

(1) Other than the Chief Financial Officer, the Board of Directors and select officers do not have employment or service contracts with the Company. Directors are entitled to directors' fees and stock options for their services and officers are also entitled to stock options for their services. During Q1 2022, the director fees have been accrued and included in the Company's current liabilities. Since his appointment on November 2015, Mark Wellings, Director and CEO has not, and currently does not receive any compensation.

(b) Transactions with related parties

During Q1 2022, the Company received $70,000 in advances from Mark Wellings, a Director, Officer and Shareholder of the Company compared with $80,000 received during Q1 2021, which have been included in the amount payable and other liabilities and Liabilities Related to other assets held for sale. This amount is unsecured, non-interest bearing and due on demand.

Share Capital

As of the date of this MD&A, the Company had 106,741,332 issued and outstanding common shares.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that **(i)** the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by consolidated financial statements; and **(ii)** the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI-52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risks Factors Relating to the Company's Business and Industry

Due to the nature of the Company's business, the Company may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below.

The Company's actual evaluation and operating results may be very different from those expected as of the date of this MD&A.

The following is a description of the principal risk factors that will affect Eurotin.

COVID-19 Pandemic.

Since January 1, 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, organizations and businesses are being forced to cease or limit operations for long or indefinite periods of time. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. Management believes COVID-19 has had no material impact on the Company.

Subsequent events

Subsequent to June 30, 2021, the Company received advances totaling $77,000 from Mark Wellings a current shareholder, director and officer of the Company.

Other information

Additional information about the Company is available on www.sedar.com

SCHEDULE "I"
CONSOLIDATED PROFORMA BALANCE SHEET OF THE RESULTING ISSUER

(See attached)

Li-Metal Corp.

Unaudited Pro Forma Consolidated Financial Statements

(Expressed in Canadian Dollars)

June 30, 2021

Li-Metal Corp.

Pro Forma Consolidated Statement of Financial Position

As at June 30, 2021

(Unaudited - Expressed in Canadian Dollars)

	2555663 Ontario Limited	Eurotin Inc.	Note Ref.	Pro Forma Adjustments	Pro Forma Consolidated
	$	$		$	$
Assets					
Current assets					
Cash and cash equivalents	4,115,004	891		-	12,488,395
			3(h)	9,295,500	
			3(h)	(1,000,000)	
			3(b)	77,000	
Sales tax receivable	124,303	10,898			135,201
Prepaid expenses	143,469	-			143,469
	4,382,776	11,789		8,372,500	12,767,065
Non-current assets					
		-			-
Property and equipment	1,686,658	-			
					1,686,658
Total assets	6,069,434	11,789		8,372,500	14,453,723
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	103,819	1,814,414	3(e)	(1,985,000)	195,233
			3(b)	77,000	
			3(c)	175,000	
			3(d)	10,000	
Shareholder advances	2,014				2,014
Convertible debentures	3,904,880		3(h)	(3,904,880)	-
Long-term liabilities					
Customer deposits	17,652				17,652
Government assistance	40,000				40,000
Total liabilities	4,068,365	1,814,414		(5,627,880)	254,899
Shareholders' Equity					
Share capital	6,791,710	31,495,696			18,179,607
			3(a)	379,623	
			3(e)	1,985,000	
			3(g)	(33,480,696)	
			3(g)	2,478,800	
			3(h)	13,013,700	
			3(h)	(1,000,000)	
			3(h)	(3,484,227)	
Contributed surplus	752,751	3,768,236	3(g)	(3,768,236)	5,210,550
			3(h)	3,484,227	
			3(i)	973,573	
Deficit	(5,543,392)	(37,066,557)	3(g)	37,251,557	(9,191,333)
			3(g)	(2,481,425)	
			3(a)	(379,623)	
			3(c)	(175,000)	
			3(d)	(10,000)	
			3(h)	186,680	
			3(i)	(973,573)	
Total shareholders' equity	2,001,069	(1,802,625)		14,000,380	14,198,824
Total shareholders' equity and liabilitie	6,069,434	11,789		8,372,500	14,453,723

See accompanying notes to the unaudited pro-forma consolidated financial statements.

Li-Metal Corp.

Pro Forma Consolidated Statement of Loss and Comprehensive Loss

For the Six Months Ended June 30, 2021
(Unaudited - Expressed in Canadian Dollars)

	2555663 Ontario Limited	**Eurotin Inc.**	**Note Ref.**	**Pro Forma Adjustments**	**Pro Forma Consolidated**
	$	**$**		**$**	**$**
Administrative expenses					
Research and development	564,871			-	564,871
Salaries and wages	312,045	119,604	3(a)	379,623	821,272
			3(d)	10,000	
Professional fees	602,925	62,020	3 (c)	175,000	839,945
Investor relations		18,332			18,332
Office and general	27,443	2,235		-	29,678
Shippng and delivery	31,700			-	31,700
Interest and bank charges	2,899			-	2,899
Interest and other income	(2,557)				
Foreign exchange loss (gain)	18,024	(988)		-	17,036
Amortization of property and equipment	109,897			-	109,897
Stoc-based compensation			3(i)	973,573	973,573
Change in fair value of convertible debenture	242,605		3(h)	(132,380)	110,225
Listing expense			3(g)	2,481,425	2,481,425
Loss before income taxes	1,909,852	201,203		3,887,241	6,000,853
Income tax expense	-	-		-	-
		-		-	-
Net loss and comprehensive loss for the period	1,909,852	201,203		3,887,241	6,000,853
Weighted average number of common shares outstanding					
- basic and diluted (note 4)	3,178,281	106,741,332	3(e)(f)(g)(h)	(82,148,614)	27,770,999
Basic income (loss) per share	0.60	0.00			0.22

See accompanying notes to the unaudited pro-forma consolidated financial statements.

1. Basis of presentation

The accompanying unaudited pro forma consolidated statement of financial position and statements of loss and comprehensive loss of Li-Metal Corp. (the "**Resulting Issuer**") have been prepared by management to reflect the amalgamation of 2555663 Ontario Limited with 2848302 Ontario Inc. ("**Eurotin Subco**"), a newly created, wholly-owned subsidiary of Eurotin Inc. ("**Eurotin**"), after giving effect to the proposed reverse take-over transaction (the "**Transaction**") as described in Note 2.

The unaudited pro forma consolidated statement of financial position and statements of loss and comprehensive loss have been prepared in using accounting policies and practices consistent with those used in the preparation of 2555663 Ontario Limited and Eurotin's recent financial statements, both of which are prepared under International Financial Reporting Standards ("**IFRS**"). In the opinion of management, the unaudited pro forma consolidated financial statements include all adjustments necessary for fair presentation.

Certain significant estimates have been made by management in the preparation of these pro forma consolidated financial statements, in particular, the determination of the fair value of Eurotin's assets and liabilities acquired and the fair value of the consideration given by 2555663 Ontario Limited.

The unaudited pro forma consolidated statement of financial position and statements of loss and comprehensive loss have been compiled from and include:

The unaudited pro forma consolidated statement of financial position as at June 30, 2021 has been compiled from:

- The statement of financial position of Eurotin as at June 30, 2021, obtained from the unaudited condensed interim consolidated financial statements of Eurotin for the three months ended June 30, 2021; and

- The statement of financial position of 2555663 Ontario Limited as at June 30, 2021, obtained from the unaudited condensed interim financial statements of 2555663 Ontario Limited for the three and six months ended June 30, 2021 and 2020.

The unaudited pro forma consolidated statement of loss and comprehensive loss for the three and six months ended June 30, 2021 has been compiled from:

- The statement of loss and comprehensive loss of Eurotin for the three months ended June 30, 2021, obtained from the unaudited condensed interim consolidated financial statements of Eurotin for the three months ended June 30, 2021; and

- The statement of loss and comprehensive loss of 2555663 Ontario Limited for the three and six months ended June 30, 2021, obtained from the unaudited condensed interim financial statements of 2555663 Ontario Limited for the three and six months ended June 30, 2021 and 2020.

1. Basis of presentation (continued)

The unaudited pro forma consolidated statement of financial position and pro forma consolidated statements of loss and comprehensive loss have been prepared as if the Transaction had occurred as of June 30, 2021 for the purposes of the pro forma consolidated statement of financial position, January 1, 2021 for purposes of the pro forma consolidated statements of loss and comprehensive loss for the six months ended June 30, 2021.

The unaudited pro forma consolidated statement of financial position and statements of loss and comprehensive loss have been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date indicated.

Prior to the Transaction, Eurotin will settle indebtedness (the "**Eurotin Debt Conversion**") in the aggregate amount of approximately $1,985,000 by issuing to Eurotin's creditors common shares at a deemed price of $0.015 per pre-Consolidation share.

Prior to the Transaction and after the Eurotin Debt Conversion, Eurotin will complete a consolidation of its outstanding common shares (the "**Consolidation**") on the basis of one post-consolidation common share for every 119.53 pre-consolidation common share.

2. Definitive Amalgamation Agreement

Pursuant to the amalgamation agreement relating to the Transaction dated July 13, 2021 between 2555663 Ontario Limited, Eurotin and Eurotin Subco:

(a) 2555663 Ontario Limited will amalgamate with Eurotin Subco and security holders of 2555663 Ontario Limited will receive securities of Eurotin, in consideration for their securities in 2555663 Ontario Limited;

(b) Eurotin will also change its name to "Li-Metal Corp." upon completion of this amalgamation (following the Transaction, the "**Resulting Issuer**");

(c) At closing of the Transaction, it is expected that approximately 15.5 million post-consolidation common shares of the Resulting Issuer (each a "**Resulting Issuer Share**") will be issued to the 2555663 Ontario Limited shareholders at a deemed issue price of US$1.00 per share, excluding any common shares issuable in exchange for securities issued by 2555663 Ontario Limited pursuant to the Financings (as defined below);

(d) In connection with the Transaction, 2555663 Ontario Limited has completed two private placement financings (the "**Financings**") to raise gross proceeds of up to US$10.5 million. On May 6th 2021, 2555663 Ontario Limited completed a private placement of US$3 million senior secured convertible debentures (the "**Debentures**"), which Debentures if converted pursuant to the Transaction at a conversion price of US$1.00, will convert into Resulting Issuer Shares (as defined below) and Resulting Issuer Warrants (as defined below). On September 7th 2021, 2555663 Ontario Limited also completed a private placement of US$7.5 million of subscription receipts of 2555663 Ontario Limited (the "**Equity Financing**") at a price of US$1.00 per Subscription Receipt, each Subscription Receipt exchangeable for one Resulting Issuer Share and one warrant to purchase one Resulting Issuer Share (each a "**Resulting Issuer Warrant**"). Each Resulting Issuer Warrant will be exercisable at the Canadian dollar equivalent price of US$1.50 for a period of two years following closing of the Transaction and the exercise of which warrants can be accelerated by the Resulting Issuer once the common shares of the Resulting Issuer trade at or above the Canadian dollar equivalent price of US$3.50 for five consecutive business days. It is estimated that 2555663 Ontario Limited would incur transaction costs of $1,000,000 for the Financings and the completion of the Transaction.

(e) As a result of the Transaction described above, the former shareholders of 2555663 Ontario Limited will acquire control of Eurotin. Accordingly, the acquisition is accounted for as a reverse takeover of Eurotin, Eurotin does not constitute a business as defined under IFRS 3 Business Combination. The Transaction is accounted for under IFRS 2 Share-Based Compensation. As 2555663 Ontario Limited is deemed to be the accounting acquirer for accounting purposes, its assets, liabilities and operations are included in the financial statements at their historical carrying value.

3. Pro forma assumptions and adjustments

The pro forma consolidated financial statements adjust for the following:

(a) On August 24, 2021, 2555663 Ontario Limited issued 65,031 Class B common shares according to a compensation agreement with a value of $379,623.

The pro forma consolidated financial statements assumes the following will occur:

(a) Eurotin received $77,000 from one of its shareholders for shares to be issued which was settled for common shares before the Transaction with 2555663 Ontario Limited.

(b) Eurotin incurred $175,000 in legal fees for the Transaction with 2555663 Ontario Limited before being settled for common shares.

(c) Eurotin incurred $10,000 in director fees which were settled for common shares before the Transaction with 2555663 Ontario Limited.

(d) Eurotin settled a total of $1,985,000 accounts payable and accrued liabilities by issuing to Eurotin's creditors 133,333,333 common shares at a deemed price of $0.015 per pre-Consolidation share.

(e) Eurotin completed the Consolidation on the basis of one post-consolidation common share for every 119.53 pre-consolidation common share.

(Expressed in Canadian dollars)

3. Pro forma assumptions and adjustments (continued)

(g) Acquisition of Eurotin

Issuance of common shares	$	2,478,800
Total consideration paid	$	2,478,800
Cash	$	77,891
Sales tax receivable and other assets		10,898
Accounts payable and accrued liabilities		(91,414)
Eurotin net assets received	$	(2,625)
Listing expense	$	2,481,425

The fair value of 2,000,000 post-consolidation common shares of Eurotin was estimated using US$1.00 per share as per the price per share in Equity Financing. The fair value was converted to Canadian dollar amount using an exchange rate of 1.2394 as of June 30, 2021 as per Bank of Canada.

Book values of Eurotin's share capital, contributed surplus and deficit are eliminated on closing after adjustments in 3(c)(d)(e).

(h) 2555663 Ontario Limited has completed the Financings to raise gross proceeds of US$10.5 million. On May 6th 2021, 2555663 Ontario Limited completed a private placement of Debentures, which Debentures if converted pursuant to the Transaction, will convert into Units (as defined below) at a conversion price of US$1.00 per Unit. On September 7th 2021, 2555663 Ontario Limited also completed a private placement of US$7.5 million of subscription receipts of 2555663 Ontario Limited at a price of US$1.00 per Subscription Receipt, each Subscription Receipt exchangeable for a unit (a "**Unit**") of the Resulting Issuer, and each Unit consisting of one Resulting Issuer Share and one Resulting Issuer Warrant. Each Resulting Issuer Warrant will be exercisable at the Canadian dollar equivalent price of US$1.50 for a period of two years following closing of the Transaction and the exercise of which warrants can be accelerated by the Resulting Issuer once the common shares of the Resulting Issuer trade at or above US$3.50 (or Canadian dollar equivalent) for five consecutive business days. With respect to the Equity Financing, the issuance costs were estimated to be $200,000. The Resulting Issuer Warrants were assigned a grant date value of $3,484,227 as estimated by using the Black-Scholes valuation model with the following assumptions: exercise price of $1.89 (US$1.50), share price of $1.26 (US$1.00), expected dividend yield of 0%, expected volatility of 100%, risk-free rate of return of 0.22%, and an expected maturity of two years.

(Expressed in Canadian dollars)

3. Pro forma assumptions and adjustments (continued)

(i) Subsequent to the Transaction, it is anticipated that the Resulting Issuer will grant 1,485,000 stock options to certain officers, directors, employees and consultants of the Resulting Issuer with an exercise price of the Canadian dollar equivalent of US$1.00 per share and expiring in five years from the date of grant. 900,000 of the options vested immediately upon grant and the remaining 585,000 options vest as to 50% at 12 months from the date of grant and 40% at 24 months from the date of grant.

4. Pro forma share capital

(a) The following table summarizes the pro-forma share capital:

Common shares

	Note	Number	Amount
Li-Metal Shares issued and outstanding June 30, 2021		3,231,028	6,791,710
Eurotin Shares issued and outstanding June 30, 2021		106,741,332	31,495,696
Shares issued according to compensation agreements	3(a)	65,031	379,623
Settlement of Eurotin accounts payable and accrued liabilities with shares	3(e)	132,333,333	1,985,000
Consolidation of Eurotin shares	3(f)	(237,074,665)	
Elimination of Eurotin Shares pursuant to the Transaction	3(g)	(2,000,000)	(33,480,696)
Elimination of Li-Metal shares pursuant to the Transaction	3(g)	(3,296,059)	
Issuance of Eurotin post-consolidation shares to Li-Metal pursuant to the Transaction	3(g)	15,524,438	
Shares issued for acquisition of Eurotin	3(g)	2,000,000	2,478,800
Shares issued in private placement and conversion of convertible debenture	3(h)	10,500,000	13,013,700
Issuance costs of private placement	3(h)		(1,000,000)
Fair value of warrants issued in the private placement	3(h)		(3,484,227)
			-
		28,024,438	18,179,607

(b) The following table summarizes the pro-forma warrants

	Note	Number		Amount
Li-Metal warrants outstanding June 30, 2021		-		-
Warrants issued in private placement	3(h)	10,500,000		3,484,227
		10,500,000	$	3,484,227

(c) Pro forma weighted average number of shares outstanding:

		Six Months Ended June 30, 2021
Li-Metal weighted average number of shares issued and outstanding		14,969,703
Shares issued for acquisition of Eurotin	3(g)	2,000,000
Issuance of shares in private placement	3(h)	10,500,000
		27,469,703

(Expressed in Canadian dollars)

4. Pro forma share capital (continued)

(d) The following table summarizes the pro-forma stock options

	Note	Number		Amount
Li-Metal options outstanding June 30, 2021		236,150		752,751
Conversion of Li-Metal options to Eurotin options at 4.71		876,117		-
Grant of stock options	3(j)	1,485,000		973,573
		2,597,267	$	1,726,324