SOUTHERN LITHIUM CORP. (FORMERLY KNOWN AS SIGNAL EXPLORATION INC.)
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2016

1.1 Date of Report: May 1, 2017

The following management's discussion and analysis should be read together with the annual financial statements and accompanying notes for the year ended December 31, 2016 and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management's discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

1.2 Overall Performance

Nature of Business and Overall Performance

Southern Lithium Corp. (formerly known as Signal Exploration Inc.) (the "Company") was incorporated in the province of British Columbia on March 9, 2010. The Company is a resource exploration company that is acquiring and exploring mineral properties. On November 2, 2016, the Company commenced trading on the TSX Venture Exchange again under the symbol "SNL". During the period ended September 30, 2015 the Company's listing was moved to the NEX board from the TSX Venture Exchange due to the Company's failure to continue meeting the TSX Venture Exchange's minimum listing requirements. The Company is currently exploring for base metals on its Scotch Creek property in British Columbia. The Company has entered into option agreements to acquire mineral rights to the East Fault property in Clayton Valley, Nevada, and to the Cruz Property in Argentina. It is the Company intent to explore for lithium on these two properties.

Background

Investment in Cruz Property - Argentina

On November 2, 2016, the Company entered into a letter of intent (the "LOI") with Proyecto Pastos Grandes S.A. ("PPG SA"), a wholly owned subsidiary of Millennial Lithium (TSX-V: ML), to be granted an option to acquire an eighty percent (80%) interest in the PPG SA's Cruz property in the Pocitos salar basin in Salta Province, Argentina. The transaction remains subject to certain conditions, including the negotiation and execution of a formal option agreement (a "Definitive Agreement") and the Company obtaining all necessary approvals from the TSX Venture Exchange. The LOI has an effective date of November 2nd, 2016 and required PPG SA and the Company to enter into the Definitive Agreement by November 10, 2016. This was completed as specified.

For the Company to acquire a seventy percent (70%) interest in the Cruz Property, the Company must: a) pay a non-refundable deposit of US$150,000 to PPG SA. This payment has already been completed. b) Pay an additional US$50,000 non-refundable deposit to PPG SA upon the execution of the Definitive Agreement. c) Issue US$100,000 worth of common shares of Southern Lithium to PPG SA or Millennial at the same price as the announced private placement offering, upon closing of the Definitive Agreement. d) On closing of the first tranche of the Private Placement or November 30, 2016 (whichever is earlier) place in a joint exploration account the sum of US$500,000 (the “Exploration Funds”). e) Make US$500,000 of exploration expenditures (the “Exploration Expenditures”) on or before October 1, 2017 f) Pay to PPG SA the sum of US$1,000,000 on or before October 1, 2017; and g) Pay to PPG SA the sum of US$1,000,000 on or before October 1, 2018. ((a)-(g) being, collectively, the “Option Exercise Price”).

To earn the additional 10% interest (for an aggregate total 80% interest) in the Property, the Company must, prior to that date which is 6 months after the third anniversary of the Definitive Agreement, complete a bankable feasibility study on the Property. PPG SA will also grant the Company with a right of first of refusal over any mineral properties it acquires ground contiguous to the Cruz Property, and the Company will agree not to acquire any mineral interests within a 10km radius from the Cruz Property.

The Cruz property spans across 2,500 hectares and lies at the north end of the Pocitos salar basin. The Cruz property is located at the intersection of a large north-south fault system and a regional northwest-trending magmatic-structural corridor along which the Rincon volcano lies. Rincon Volcano is the possible source of the Rincon Salar lithium brine resources in the Rincon salar basin to the north of the Pocitos Salar basin. The 60-kilometer long Pocitos basin has been subject to surface sampling previously; however, it has only been drilled once in the 1970s by a government agency. To date, this is the only confirmed exploration drilling performed and the results of this drilling operation cannot be confirmed under NI 43-101 standards of exploration applicable today. This single shallow drill hole and subsequent surface sampling by various groups has resulted in the identification of lithium at relatively significant concentrations. The more recent sampling campaigns by PPG SA tend to be consistent and even indicate higher levels of lithium. These findings tend to be consistent with the possibility that the faults are conduits for lithium-bearing fluids emitted by the northern volcanic center. The Cruz property is adjacent to a large area of the Pocitos salar basin expected to be put out for tender by Salta Province’s wholly-owned energy and mineral company. Through the potential acquisition of the Cruz property, Southern Lithium hopes to establish its presence in the Pocitos salar basin and further deliver on its mission to secure strategic lithium mining projects.

Investment in East Fault Property, Nevada

On July 8, 2016, the Company entered into a Letter of Intent (the “LOI”) to acquire a 100% undivided interest in the 2,100-acre East Fault Property, located in Esmeralda County, Nevada (the “Property) from with Ty & Sons Exploration (Nevada) Inc. The option of this property is subject to TSX approval. To date the Company has invested US$50,000 (CAD$66,010) as a non-refundable deposit on the property. If approved by the TSX, the Company will have to invest an additional US$125,000 over the next year and issue 3.3 million shares. The Property is subject to a 2.5% NSR. The Company has commissioned a NI51-101 on the Property.

The Property is a 2,100-acre property which adjoins Pure Energy’s eastern border of their Clayton Valley property which has an inferred resource of 816,000 metric tonnes of lithium carbonate equivalent. The property is in the Esmeralda County area of Nevada, USA The Property includes eleven kilometers (7 miles) of the East Fault, 3.5 kilometers (2.2 miles) of the E-2 Fault, and eight kilometers (5 miles) of the (projected) 1,000-meter bedrock depth gravity contour (See Pure Energy NI 43-101 Technical Report, July 17, 2015). According to the 1986 paper titled “Origin of the Lithium-Rich Brine, Clayton Valley, Nevada” by Joseph R. Davis, et al, the “highest lithium concentrations are found in brines produced from the tuff where it abuts the faults and forms a structural trap for the dense brines.” The report goes on to state that the most lithium-enriched brines lie near the bounding fault on the eastern side of the basin. Although gravity surveys have not yet been performed over most of the property area, projection from an available gravity survey covering the adjacent Pure Energy property and part of the Property indicate that the lithium beds may extend to the East Fault.

Investment in Scotch Creek, British Columbia.

The Company's former principal asset and project was its interest in the Scotch Creek Property, comprised of 8 map-staked mineral claims covering a total area of approximately 1,384.12 hectares

(3,418.78 acres) located in the Kamloops Mining Division and in the Kamloops Land District in Shuswap Highland of south-central British Columbia. The current expiry date of these claims is February 19, 2023. During the year ended December 31, 2016, the Company shifted its focus to lithium properties and decided not pursue further exploration on this mineral property. As a result, the Company recorded an impairment loss of $337,666 on the Scotch Creek Propery.

1.3 Selected Annual Information

The following financial data are selected information for the Company for the three most recently completed financial years:

	December 31		
	2016 $	2015 $	2014 $
Net loss for year	(922,722)	(66,066)	(70,677)
Net loss per share, basic and diluted	(0.03)	(0.01)	(0.01)
Total assets	1,181,734	343,853	385,613

1.4 Results of Operations

The Company has not generated revenues to date and has experienced minimal operating cash flow and incurred a net loss of $922,722 for the year ended December 31, 2016 (“YTD-16”) as compared to a net loss of $66,066 for the year ended December 31, 2015 (“YTD-15”).

Comparison of Results of Operations of the years ended December 31, 2016 and 2015

Expense	Year ended December 31, 2016 $	Year ended December 31, 2015 $	Variance $	Explanation
Stock-based compensation	163,561	–	163,561	Impact of issue of 1,200,000 stock options on September 6, 2016
Impairment of exploration property	337,666	–	337,666	Write down of Scotch Creek property.
Consulting	109,642	–	109,642	The Company paid consultants to travel to South America and to Reno, Nevada to meet with geologists to further the Scotch Creek property and to explore further activities.
Foreign Exchange	(7,685)	–	(7,685)	Relates to foreign exchange changes on expenses incurred to foreign expenses
General and administrative	11,879	12,566	(687)	
Management fees	–	48,000	(48,000)	Management fees incurred to former management
Professional Fees	43,042	5,500	50,070	Costs consist of audit and AGM costs, and legal costs related to the option agreements
Rent	12,000	–	12,000	Costs consists of rent for new office

				space
Transfer agent and filing fees	37,186	–	16,158	Impact of 2-1 forward stock split, listing on Frankfurt, and increased activity
Travel and promotion	91,189	–	87,389	Costs related to travel to Europe for financing and to South America and Reno for site investigations.
Marketing Costs	86,947	–	85,105	Market awareness campaigns
Exploration costs	13,295	–	13,295	Exploration costs on properties
Total Expenses	898,722	66,066	832,656	

1.5 Summary of Quarterly Results

The following table sets out selected quarterly information for each of the Company's most recent eight completed quarters.

	Total Revenues $	Net loss $	Net loss per share (basic and diluted) $
March 31, 2015	–	(18,532)	0.00
June 30, 2015	–	(20,087)	0.00
September 30, 2015	–	(12,944)	0.00
December 31, 2015	–	(14,503)	0.00
March 31, 2016	–	(6,205)	0.00
June 30, 2016	–	(60,523)	(0.01)
September 30, 2016	–	(237,070)	(0.01)
December 31, 2016	–	(618,924)	(0.02)

The net loss for the quarter ended December 31, 2016 includes the $337,666 impairment of the Scotch Creek Property.

1.6 Liquidity

The Company has total assets of $1,181,734 consisting of $780,711 in cash, GST receivable of $11,787, prepaid marketing expenses of $52,876; and an investment in Cruz Property of $270,350 and East Fault $66,010. As at December 31, 2016, the Company has working capital of $441,752.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes that the Company will require additional working capital to meet its primary business objectives over the next 12 months.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the funding through future equity issuances and through short term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

As at December 31, 2016, the Company had $340,805 in demand promissory notes payable outstanding. For one promissory note of $184,000, the Company received $160,000 in cash, 15% or $24,000 has been added on the promissory note as a bonus to be repayable by the Company from private placements. The Company received $200,000 cash for the second promissory note, and repaid $100,000 in cash during the year, with the remaining $100,000 outstanding as at year end. For the third promissory note of $56,806, the amount owing was securitized into a promissory note from amounts owed to the previous management of the Company.

During the year ended December 31, 2016, the Company issued an aggregate of 10,170,000 common shares of private placement for gross proceeds of $990,500, of which $22,000 was received subsequently, issued 1,600,000 shares for the exercise of warrants for total proceeds of $56,000, $112,000 proceeds for the exercise of warrants (shares issued subsequently) and the issue of 2,400,000 shares through the exercise of stock options for proceeds of $198,000, of which $45,000 was received subsequent to year end.

1.7 Capital Resources

On July 8, 2016, the Company entered into Letter of Intent to acquire certain mineral rights known as the East Fault Property in the Esmeralda County, Nevada. Under the terms of the LOI, the Company paid US$50,000 (CAD$66,010), and subject to regulatory approval pay an additional US$125,000 and issue 3 million shares. The property is a 2,100-acre property and includes eleven kilometers (7 miles) of the East Fault, 3.5 kilometers (2.2 miles) of the E-2 Fault, and eight kilometers (5 miles) of the (projected) 1,000-meter bedrock depth gravity contour. This property Pure Energy's eastern border of their Clayton Valley property. The Company entered into the definitive agreement for the property outlining the above terms on January 16, 2017.

For the Company to acquire a seventy percent (70%) interest in the Cruz Property, the Company must: a) pay a non-refundable deposit of US$150,000 to PPG SA. This payment has already been completed. b) Pay an additional US$50,000 non-refundable deposit to PPG SA upon the execution of the Definitive Agreement. c) Issue 540,000 common shares of Southern Lithium to PPG SA or Millennial at the same price as the announced private placement offering, upon closing of the Definitive Agreement. d) On closing of the first tranche of the Private Placement or November 30, 2016 (whichever is earlier) place in a joint exploration account the sum of US$500,000 (the "Exploration Funds"). e) Make US$500,000 of exploration expenditures (the "Exploration Expenditures") on or before October 1, 2017 f) Pay to PPG SA the sum of US$1,000,000 on or before October 1, 2017; and g) Pay to PPG SA the sum of US$1,000,000 on or before October 1, 2018. ((a)-(g) being, collectively, the "Option Exercise Price").

To earn the additional 10% interest (for an aggregate total 80% interest) in the Property, the Company must, prior to that date which is 6 months after the third anniversary of the Definitive Agreement, complete a bankable feasibility study on the Property. PPG SA will also grant the Company with a right of first of refusal over any mineral properties it acquires ground contiguous to the Cruz Property, and the Company will agree not to acquire any mineral interests within a 10km radius from the Cruz Property

1.8 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

(a) As at December 31, 2016, the amount of $nil (2015 - $45,880) is owed to companies controlled by former directors of the Company which is unsecured, non-interest bearing, and due on demand.

(b) As at December 31, 2016, the amount of $3,010 (2015 - $nil) is owed to a company controlled by the Chief Financial Officer of the Company, which is unsecured, non-interest bearing, and due on demand. The amount is included in accounts payable and accrued liabilities. During the year ended December 31, 2016, the Company incurred consulting fees of $63,483 (2015 - $nil) to a company controlled by the Chief Financial Officer of the Company.

(c) As at December 31, 2016, the amount of $9,641 (US$7,096) (2015 - $nil) is owed to a company controlled by the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. The amount is included in accounts payable and accrued liabilities. During the year ended December 31, 2016, the Company incurred consulting fees of $1,980 (2015 - $nil) to a company controlled by the Chief Executive Officer of the Company.

(d) During the year ended December 31, 2016, the Company incurred $nil (2015 - $48,000) to companies controlled by former directors of the Company as compensation for management fees.

(e) During the year ended December 31, 2016, the Company granted 1,600,000 stock options with a fair value of $109,040 to directors and officers of the Company.

1.12 Changes in Accounting Policies

Accounting standards issued but not yet applied

The following new standard and interpretation is not yet effective and has not been applied in preparing this financial statement. The Company is currently evaluating the potential impacts of this new standard and does not anticipate any material change to the financial statements upon adoption of this new and revised accounting pronouncement.

(i) IFRS 9, Financial Instruments (New)
(ii) IFRS 2, Share-based Payments (Amended)

The Company has not early adopted these new and revised standards and is currently assessing the impact that these standards will have on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

1.14 Financial Instruments and Other Instruments

Fair values

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Fair value measurements are derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data

The Company’s cash is measured at fair value on a recurring basis using level 1 inputs.

The fair values of other financial instruments, which inlcude GST receivable, accounts payable and accrued liabilities, loans payable, and amounts due to related parties, approximate their carrying values due to the short-term maturities of these instruments.

The Company's financial instruments are exposed to the following risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and GST receivable. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. GST receivable consists of GST refunds due from the Government of Canada.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. A portion of the Company's cash and accounts payable and accrued liabilities is denominated in US dollars (US$). The Company has not entered into foreign exchange rate contracts to mitigate this risk.

As at December 31, 2016, financial instruments were converted at a rate of US$1.00 to Cdn$1.3427.

Balances denominated in foreign currencies as at December 31, 2016 were as follows:

	$	US$
Cash	671,350	500,000
Accounts payable	9,962	7,333

The estimated impact on net loss at December 31, 2016 with a +/- 10% change in foreign exchange rates is approximately $66,000.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The Company intends to meet its current obligations in the following year with funds to be raised through private placements, shares for debt, loans and related party loans.

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

1.15 Other MD&A Requirements

Disclosure by venture issuer without significant revenue

An analysis of the material components of the Company's general and administrative expenses is disclosed in the audited annual financial statements for the year ended December 31, 2016 to which this MD&A relates. An analysis of the material components of the acquisition and deferred exploration costs of the Company's mineral properties is disclosed in Note 3 to the audited annual financial statements for the year ended December 31, 2016 to which this MD&A relates.

Disclosure of outstanding share data

i) Authorized:

Unlimited common shares without par value

ii) Common Shares Issued:

	Number	Amount $
Balance as of December 31, 2016	34,870,000	1,732,712
Date of MD&A	43,410,000	2,838,853

iii) Share Purchase Options Outstanding: Balance as of December 31, 2016 – 1,800,000 exercisable at $0.11. (Balance as of date of MD&A – 1,800,000 with an exercise price of $0.11 and an expiry date of 9/6/2021, and 1,100,000 with an exercise price of $0.28 and an expiry date of 3/6/2017.

iv) Share Purchase Warrants Outstanding: Balance as of December 31, 2016 – 2,000,000 exercisable at $0.035 on or before June 29, 2017; 3,386,000 exercisable at $0.35 on or before June 9, 2018; and 48,000 exercisable at $0.35 on or before June 21, 2018. As at the date of the MD&A, 200,000 exercisable at $0.035 on or before June 29, 2017; 3,386,000 exercisable at $0.35 on or before June 9, 2018; and 48,000 exercisable at $0.35 on or before June 21, 2018.

Subsequent events

(a) On January 4, 2017, the Company issued 3,200,000 common shares pursuant to the exercise of share purchase warrants for proceeds of $112,000 that had been received as at December 31, 2016. Refer to Note 6(f).

(b) On January 10, 2017, the Company issued 300,000 common shares for proceeds of $10,500 pursuant to the exercise share purchase warrants.

(c) On January 10, 2017, the Company received proceeds of $2,000 for the issuance of 8,000 units at $0.25 per unit pursuant to a private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

(d) On January 12, 2017, the Company granted 1,100,000 stock options exercisable at $0.28 per share for a period of one year.

(e) On February 1, 2017, the Company received proceeds of $20,000 for the issuance of 80,000 units at $0.25 per unit pursuant to a private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

(f) On February 6, 2017, the Company issued 3,000,000 common shares pursuant to the terms of the option agreement for the East Fault Property.

(g) On February 23, 2017, the Company issued 400,000 common shares for proceeds of $14,000 pursuant to the exercise of share purchase warrants.

(h) On February 27, 2017, the Company issued 540,000 common shares pursuant to the terms of the option agreement for the Cruz Property.

(i) On March 6, 2017, the Company issued 1,100,000 common shares for proceeds of $38,500 pursuant to the exercise of share purchase warrants.

(j) On April 13, 2017, the Company received proceeds of $45,000 for the issuance common shares to current and former directors of the Company pursuant to the exercise of stock options, which was recorded as share subscriptions receivable as at December 31, 2016.

Approved and authorized by the Directors of the Company on May 1, 2017:

/s/Larry Segerstrom	*/s/Clive Massey*
Larry Segerstrom	Clive Massey