INTERNATIONAL BATTERY METALS LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended October 31, 2021

Dated December 22, 2021

INTERNATIONAL BATTERY METALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Introduction

The preparation and presentation of the accompanying condensed consolidated interim financial statements, Management Discussion and Analysis ("MD&A") and all financial information in the Quarterly Report are the responsibility of management and have been approved by the Board of Directors.

The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). Financial statements, by nature, are not precise since they include certain amounts based upon estimates and judgements. When alternative methods exist, management has chosen those it deems to be the most appropriate in the circumstances.

Management, under the supervision of and the participation of the Chief Executive Office and Chief Financial Officer, have a process in place to evaluate disclosure controls and procedures and internal control over financial reporting as required by Canadian securities regulations. We, as Chief Executive Officer and Chief Financial Officer, will certify our annual filings with the CSA as required in Canada by National Instrument 52-109.

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 condensed consolidated interim financial statements. The Board carries out this responsibility principally through its Audit Committee which is independent from management.

The Audit Committee is appointed by the Board of Directors and reviews the condensed consolidated interim financial statements and MD&A; considers the report of the external auditors; examines the fees and expense for audit services; and recommends to the Board the independent auditors for appointment by the shareholders. The independent auditors have full and free access to the Audit Committee and meet with the Audit Committee to discuss their audit work, the Company's internal control over financial reporting and financial reporting matters. The Audit Committee reports its findings to the Board for consideration when approving the condensed consolidated interim financial statements for issuance to the shareholders.

This Management's Discussion and Analysis ("**MD&A**") of the financial position and results of operations of International Battery Metals Ltd., (the "**Company**" or "**IBAT**") should be read in conjunction with the annual audited consolidated financial statements of the Company for the year ended January 31, 2021, the condensed consolidated interim financial statements for the three and nine months ended October 31, 2021, and the related notes contained therein. All dollar figures included therein and in the following MD&A are quoted in Canadian dollars unless indicated otherwise. Additional information relevant to the Company and its activities can be found on SEDAR at www.sedar.com.

This MD&A is current as of December 22, 2021.

Forward Looking Statements and Forward-Looking Information

The information provided in this MD&A may contain forward-looking statements and forward-looking information about IBAT within the meaning of applicable securities laws. In addition, IBAT may make or approve certain statements or information in future filings with Canadian securities regulatory authorities, in news releases, or in oral or written presentations by representatives of IBAT that are not statements of historical fact and may also constitute forward-looking statements or forward-looking information. All statements and information, other than statements of historical fact, made by IBAT that address activities, events, or developments that IBAT expect or anticipate will or may occur in the future are forward-looking statements and information, including, but not limited to, statements and information preceded by, followed by, or that include words such as “may”, “would”, “could”, “will”, “likely”, “expect”, “anticipate”, “believe”, “intends”, “plan”, “forecast”, “budget”, “schedule”, “project”, “estimate”, “outlook”, or the negative of those words or other similar or comparable words.

Forward-looking statements and information involve significant risks, assumptions, uncertainties and other factors that may cause actual future performance, achievement or other realities to differ materially from those expressed or implied in any forward-looking statements or information and, accordingly, should not be read as guarantees of future performance, achievement or realities.

Actual performance, achievement or other realities could differ materially from those expressed in, or implied by, any forward-looking statements or information in this MD&A and, accordingly, investors should not place undue reliance on any such forward-looking statements or information. Further, any forward-looking statement or information speaks only as of the date on which such statement is made,
and IBAT does not undertake any obligation to update any forward-looking statements or information to reflect information, events, results, circumstances, realities or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws. All forward-looking statements and information contained in this MD&A and other documents of IBAT are qualified by such cautionary statements. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on IBAT’s business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statements.

In addition, forward-looking statements and information herein, including financial information, is based on certain assumptions relating to the business and operations of IBAT. Although IBAT has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements and forward-looking information in this MD&A, and the documents incorporated by reference herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements and information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information contained in this MD&A.

The Company

International Battery Metals Ltd. is an advanced technology company that is developing technologies for the extraction and processing of lithium from various sources. The objective of management is to maximize shareholder value by developing lithium extraction technologies as well as lithium resource properties and attempting to produce lithium in a cost-effective and ecologically sound manner. The Company's head office is located at Suite 1140, 625 Howe Street Vancouver BC V6C 2T6 and the Company's registered office is located at Suite 704, 595 Howe Street, Vancouver BC, V6C 2T5.

The Company was incorporated under the Business Corporations Act (British Columbia) on July 29, 2010. The fiscal year end of the Company is January 31. The Company changed its name from Rheingold Exploration Corp. to International Battery Metals Ltd. on August 23, 2017.

On February 25, 2015, the Company voluntarily delisted its common shares from the TSX Venture Exchange and commenced trading on the Canadian Securities Exchange under the symbol "RGE".

On August 23, 2017, the Company changed its name to International Battery Metals Ltd. and commenced trading on the Canadian Securities Exchange under the symbol "IBAT".

On April 12, 2018, the Company closed an asset purchase agreement with North American Lithium Inc. ("NAL") and Selective Adsorption Lithium ("SAL") a company controlled by shareholders of NAL pursuant to which the Company acquired NAL's data, analysis and reports related to lithium extraction from oil field brines for petro-lithium extraction projects.

On June 11, 2018, the Company filed for patent protection at the U.S. Patent and Trademark Office (USPTO) for a novel process to produce high purity lithium products that do not rely on electrolysis. This patent application, along with previous applications will protect directly IBAT's extraction and production process in the United States as the Company also prepares to file the application internationally. On December 20, 2021, the Company announced that it has received a notice of allowance for its mobile lithium extraction patent application from the United States Patent Office.

On August 20, 2018, the Company retained IMPACT Technology Development ("IMPACT") to help facilitate the engineering, design, and construction of its first proprietary mobile lithium extraction unit. By November 6, 2018, IMPACT had completed its Phase 2 of engineering study, design, and cost analysis, and on December 5, 2018, a successful live demonstration of the Company's lithium extraction technology was performed.

On November 8, 2018, the Company entered into a licensing agreement (the "Licensing Agreement") with Ensorcia Metals Corporation ("Ensorcia") and its wholly-owned subsidiary, Sorcia Minerals LLC ("Sorcia"), whereby the Company will license its novel lithium extraction technology to Sorcia for use in extracting Lithium Carbonate from lithium bearing brine sources in the country of Chile.

On November 20, 2018, the Company entered into a second licensing agreement with Ensorcia and its wholly-owned subsidiary, Ensorcia Argentina LLC ("EAL"), whereby the Company will license its lithium extraction technology to EAL for use in the extraction of lithium chloride from lithium bearing brine sources in the country of Argentina.

During the nine months ended October 31, 2021, the Company was actively working to finalize the engineering, sourcing equipment, and building the initial mobile lithium extraction unit. The unit is nearing completion and preliminary testing in the United States will commence early 2022 prior to its deployment to South America. The Company continues to be engaged in patent applications for its lithium extraction intellectual property and has received a notice of allowance for one of the key applications. The Company expects the patent to be issued in 2022.

Overall Performance

The key factors pertaining to the Company's overall performance for the nine months ended October 31, 2021 are as follows:

The Company had a working capital deficit of $6,329,369 as at October 31, 2021, as compared to a working capital deficit of $4,504,681 as at January 31, 2021. This increase in working capital deficit is due to an increase in the trade payables and other liabilities balance from $589,619 to $2,861,344 which is partially offset by a decrease in the balance of the derivative liability from $4,239,699 to $3,623,146 which resulted from the derecognition upon warrants exercised during the nine months ended October 31, 2021 partially offset by the change in fair value of the outstanding warrants as of October 31, 2021.

The Company had a comprehensive loss of $1,471,828 for the nine months ended October 31, 2021, as compared to comprehensive loss of $1,436,138 for the nine months ended October 31, 2020. The primary reason for the decrease in comprehensive loss was due to a gain on derecognition of derivative liability of $3,962,612 for the nine months ended October 31, 2021 compared to $nil for the nine months ended October 31, 2020 which is partially offset by a loss on the change in fair value of derivative liability of $3,346,059 for the nine months ended October 31, 2021 compared to a gain on the change in fair value of derivative liability of $406,337 for the nine months ended October 31, 2020.

The Company has negative cash flow from operations and its level of operations has been determined by the availability of capital resources. Cash used in operating activities for the nine months ended October 31, 2021 was $369,735 compared to cash provided by operating activities for nine months ended October 31, 2020 of $1,156,625.

Going Concern

As at October 31, 2021, the Company had net working capital deficit of $6,329,369. The accompanying financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for the accompanying financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material. There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative, and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Should the Company be unable to complete these plans to obtain additional financing and be unable to continue as a going concern, the Company may be forced to cease operations.

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus ("COVID-19"). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations, cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its operations.

Acquisition

On April 12, 2018, the Company closed an asset purchase agreement with North American Lithium Inc. ("NAL") and Selective Adsorption Lithium ("SAL"), a company controlled by shareholders of NAL, pursuant to which the Company acquired (i) NAL's data, analysis and reports related to lithium extraction from oilfield brines for petro-lithium extraction projects for consideration of US$875,000 cash and (ii) 100% of the outstanding shares of SAL, which holds intellectual property for consideration of up to 25,309,488 common shares of the Company (the "Acquisition"). As part of the exchange, the Company granted a 5% gross profits royalty to NAL. The Acquisition is subject to approval by the Canadian Securities Exchange, all necessary regulatory approvals and approvals of the shareholders.

NAL is a California corporation that has developed unique technology that allows direct extraction of lithium from complex brines such as those found in oil fields and salars.

The technology involves processes that are highly selective for lithium and an extraction system that allows lithium extraction from complex brines with only minimal pretreatment. There is no need to pretreat the brine to remove divalent cations such as calcium or magnesium. The process also inherently rejects troublesome anions such as sulphate and borate. Rather, brine flows into the process. Lithium chloride is removed, and the brine is injected back into the ground through an environmentally permitted well.

The output of these patent pending processes is a clean lithium salt solution that is suitable for further processing to desired products. Additionally, the patent pending process and equipment are specifically designed to be compatible with the demands of remote oilfield operations.

NAL's technology provides significant advantages including significant cost savings due to minimal brine pre-treatment and exceedingly low chemical consumption. The unique equipment design also allows rapid implementation, minimizing traditional lag time for bringing resources on line.

NAL was led by Dr. John Burba who has 40 years' experience with Dow Chemical, FMC, and Simbol Minerals in the lithium extraction industry.

The 25,309,488 in share-based consideration for the acquisition is in the form of performance shares will be issued upon SAL achieving certain milestones (the "Milestones") as follows:

Milestone	**Number of Performance Shares to be issued**
Shares on closing date (issued on April 12, 2018)	4,700,000
Shares on SAL and the Company filing three US or foreign patent applications with respect to intellectual property	4,000,000
Shares on SAL the Company filling three additional patents with respect to intellectual property	5,536,496
Shares on SAL the Company filling three additional patents with respect to intellectual property	5,536,496
Shares upon the Company completing either of the following: one or more private placements financing(s) resulting in the issuance of an aggregate of no less than 5,000,000 common shares in the Company; or completing a laboratory – scale pilot plant for the processing of lithium or lithium concentrates (issued on November 7, 2018)	5,536,496

During the year ended January 31, 2019, the company applied deferred acquisition costs of $703,277, inclusive of an initial cash payment of US$575,000, to the asset purchase and the balance of the US$875,000 consideration for the Acquisition being $459,025 (US $350,000) was paid. The Company issued 4,700,000 common shares with a fair value of $2,256,000 on the date of closing the acquisition.

The remaining shares are contingently issuable, and their fair value was estimated using a probability-weighted analysis based on the probability of achieving the Milestones. The resulting valuation was recorded as obligation to issue shares of $3,201,185. On November 7, 2018, the Company issued 5,536,496 Milestone shares and transferred $2,657,734 from obligation to issue shares to share capital.

The Company incurred an additional $50,000 in costs associated with the closing of the Acquisition and is required to issue a finder's fee of 100,000 common shares, valued at $48,000. During the year ended January 31, 2021, the Company issued these shares and transferred $48,000 from obligation to issue shares to share capital.

On April 12, 2018, upon completion of the Acquisition, the Company acquired certain intellectual property (the "Intellectual Property"), from the shareholders of SAL. The acquisition of SAL was considered an acquisition of assets for accounting purposes and the Intellectual Property acquired was recorded at $6,717,487. The total cost capitalized for the intellectual property asset acquisition is as follows:

		Total
Purchase price:		
Performance shares	$	2,256,000
Shares contingently issuable on achieving milestones		3,201,185
Finder's fee		98,000
Transaction costs		1,162,302
Total cost capitalized to intangible assets	$	6,717,487

During the nine months ended October 31, 2021, the Company recorded amortization of $500,590 (2020 - $504,272) based on an estimated useful life of 10 years. As at October 31, 2021, the Intellectual Property had a net book value of $4,330,418 (January 31, 2021 - $4,831,008).

Lithium Extraction Technology Development

Licensing Agreement with Ensorcia Metals Corporation

On November 8, 2018, the Company entered into a licensing agreement with Ensorcia Metals Corporation ("Ensorcia") and its wholly-owned subsidiary, Sorcia Minerals LLC ("Sorcia"), whereby the Company will license its novel lithium extraction technology to Sorcia for use in extracting Lithium Carbonate from lithium bearing brine sources in the country of Chile (the "Territory").

In addition, the Licensing Agreement appoints the Company as the exclusive provider to Sortie and its Affiliates of technology, systems and equipment for the extraction of lithium salts from brine within the Territory as well as all design, installation, operation and maintenance services within the Territory with respect to systems and equipment for the extraction of lithium salts from brine. The economic viability and technical feasibility regarding any of the Chilean projects has not been established at this time. The counterparties of the license agreement are not related parties.

As consideration for entering into the Licensing Agreement the Company will receive a six percent royalty (6%) on the netback sales price of all products produced and sold using the Licensed Technology and has been granted a ten percent (10%) common membership interest in Sorcia. The Company issued to Ensorcia

1,000,000 common share purchase warrants (the "Warrants") exercisable for two years from January 1, 2019 at an exercise price of $0.163 per Warrant share.

On November 20, 2018, the Company entered into its second licensing agreement (the "Licensing Agreement") with Ensorcia Metals Corporation ("Ensorcia") and its wholly-owned subsidiary, Ensorcia Argentina LLC ("EAL"), whereby the Company will license its lithium extraction technology to EAL for use in the extraction of lithium chloride from lithium bearing brine sources in the country of Argentina (the "Territory"). The resulting lithium chloride will be converted to lithium carbonate and or lithium hydroxide. It may also be exported as a feed stock.

In addition, the Licensing Agreement appoints the Company as the exclusive provider to EAL and its Affiliates of technology, systems and equipment for the extraction of lithium salts from brine within the Territory as well as all design, installation, operation and maintenance services within the Territory with respect to systems and equipment for the extraction of lithium salts from brine.

The economic viability and technical feasibility regarding any of the Argentinian projects has not been established at this time. As consideration for entering into the Licensing Agreement the Company will receive a six percent royalty (6%) on the netback sales price of all products produced and sold using the Licensed technology and has also been granted a ten percent (10%) common membership interest in EAL.

Chile has some of the world's richest lithium bearing salars, and this alliance with Sorcia in the heart of the "Lithium Triangle" is a huge advantage. One of the Company’s goals is to produce commercially viable technology with the smallest environmental footprint possible. That technology is designed to extract lithium without the use of traditional evaporation ponds and our process does not add anything to the source brine, so it can be returned to the salar aquifer after the extraction of the lithium. This feature is believed to be essential in order to sustain delicate salar environments, to have minimal impact on both salar ecology and local indigenous people.

The Company’s approach to lithium extraction will utilize portable extraction units designed to be deployed faster, cheaper and with far fewer environmental impacts than more traditional techniques for lithium production.

The Company has been delayed in finalizing the engineering and the sourcing of equipment and fabricators to build the initial mobile extraction unit for deployment in South America. As a result, the current proposed build of the first field unit is expected to be delayed. These delays resulted in the Company agreeing to extend the Ensorcia Licensing agreement until December 31, 2021 with Sorcia and by June 30, 2022 with EAL due to the various issues, delays, and problems created by the coronavirus.

Mobile Lithium Extraction Unit

On August 20, 2018, the Company retained IMPACT Technology Development ("IMPACT") to help facilitate the engineering, design, and construction of its first proprietary mobile lithium extraction unit.

IMPACT has a qualified team of chemical engineers and chemists who specialize in developing, scaling-up, and commercializing chemical process technologies. Their services range from research and lab pilot testing in their R&D facility in Devens, MA through to a full commercial scale engineering design package ready for engineering procurement and construction implementation. Their unique "one-stop-shop" of process development & engineering services has helped over 250 clients in the last 20 years launch their new process technologies worldwide.

On November 6, 2018, IMPACT had completed its Phase 2 Engineering Report covering engineering study, design, and cost analysis, and on December 5, 2018, a successful live demonstration of the Company's lithium extraction technology was performed.

This system will provide enough capacity to produce commercial quantities of high purity 40% LiCl and provides significant environmental advantages:

1. Unlike evaporative processes that can damage sensitive salars, such as those found in South America, IBAT's process does not evaporate water from the brine. Instead, it extracts lithium from the brine and returns it back to the resource. This maintains the resource water balance and protects delicate ecosystems.

2. IBAT's process does not utilize any solvents or foreign chemicals that will alter the brine chemistry. This feature is important to the protection of resource ecology. Returning brine to the resource could be questionable if the return brine is contaminated with organic solvents or other chemicals that are not native to the ecosystem.

3. IBAT's process is designed to recycle approximately 95% of its process water. IBAT's water recovery system will be particularly important in desert areas such as South American Salars, and areas where potable ground water is in short supply.

Management is very pleased with the Engineering Report that IMPACT has provided. The work was timely and thorough, and the engineering refinements to the Company's design will create additional value to the Company and the industry.

Live Demonstration of Lithium Extraction Technology

On December 5, 2018, in conjunction with its South American partner, Ensorcia Metals Corporation, the Company performed successful live demonstration of its lithium extraction technology to Chilean and Argentinean stake holders. The demonstration was conducted at the labs of Impact Technology Development in Devens, Massachusetts and livestreamed to South American partners.

The results of the test demonstrated greater than 90% extraction of lithium from a generic brine that is typical of commercial South American resources. The lithium chloride ("LiCl") produced during the demonstration showed greater than 90% rejection of all brine impurities, including sodium, magnesium, and potassium. The test also demonstrated that the post extraction composition of the source brine was essentially unchanged, except for the removal of the lithium.

During the Company's extraction process, trace impurities are removed from the intermediate solution and the lithium is concentrated to 40% LiCl. No chemicals are utilized in this process and greater than 95% of the process water is recycled. The water recovery system will be particularly useful in desert areas such as South American Salars, and areas where potable ground water is in short supply. Unlike conventional processes that are employed in Chile and Argentina, this process does not evaporate water from the brine. Instead, it extracts the lithium from the brine which is returned to the resource. This feature helps to maintain the resource water balance and help protects solar ecosystems.

Construction of Mobile Lithium Extraction Unit

During the year ended January 31, 2021, the Company, working in concert with Ensorcia Metals Corporation, began construction of its first commercially viable mobile lithium extraction unit (the "unit").

The unit will be used by the Company as a demonstration unit but is a commercial unit and will be easily scalable to generate higher outputs if needed. The final design and blueprints are being developed for this unit by Practical Engineering Solutions LLC and all future units will be based off this design.

Results of Operations for the three months ended October 31, 2021 and 2020

Expenses

Three months ended		**October 31, 2021**		**October 31, 2020**	**Change $**	**Change %**
General and administrative:						
Advertising and promotion	$	64,323	$	570	63,753	11,185%
Bank charges and interest		7,824		2,285	5,539	242%
Consulting fees		145,016		189,088	(44,072)	(23%)
Depreciation		121		-	121	100%
Filing fees		3,439		5,272	(1,833)	(35%)
Foreign exchange loss (gain)		20,704		10,675	10,029	94%
Management fees, salaries and benefits		173,043		137,188	35,855	26%
Meals and entertainment and travel		-		(118)	118	(100%)
Office and miscellaneous		16,412		4,811	11,601	241%
Professional fees		253,913		17,649	236,264	1,339%
Rent		6,000		5,972	28	0%
Total general and administrative expense		(690,795)		(373,392)	(317,403)	85%
Amortization of intangible asset		(169,317)		(169,318)	1	0%
Change in fair value of derivative liability		762,027		(185,054)	947,081	(512%)
Loss on settlement of debt		-		(490,271)	490,271	(100%)
Net loss	$	(98,085)	$	(1,218,035)	1,119,950	(92%)

The net loss for the three months ended October 31, 2021 was $98,085 as compared to the net loss of $1,218,035 for the three months ended October 31, 2020. The primary reasons for the decrease in net loss was due to an increase in the change in fair value of derivative liability and there being no loss on settlement of debt during the three months ended October 31, 2021. This was partially offset by an increase in professional fees and an increase in advertising and promotion.

Changes from period to period can be explained primarily by the following factors:

- The Company's derivative liability arises from warrants with an exercise price in USD. The change in the fair value of the derivative liability was a gain of $762,027 during the three months ended October 31, 2021, compared to a loss of $185,054 during the three months ended October 31, 2020. The change in the value of the derivative liability was due to the increase in Company's stock price.

- Professional fees increased by $236,264 during the three months ended October 31, 2021, as compared to the three months ended October 31, 2020, due to more patent work being completed during the three months ended October 31, 2021.

- Advertising and promotion increased by $63,753 during the three months ended October 31, 2021, as compared to the three months ended October 31, 2020, due to increased activity in advertising and promotion of the company.

Results of Operations for the nine months ended October 31, 2021 and 2020

Expenses

Nine months ended		**October 31, 2021**		**October 31, 2020**	**Change $**	**Change %**
General and administrative:						
Advertising and promotion	$	131,225	$	1,007	130,218	12,931%
Bank charges and interest		11,470		2,957	8,513	288%
Consulting fees		373,613		300,599	73,014	24%
Depreciation		363		5,303	(4,940)	(93%)
Filing fees		26,720		15,643	11,077	71%
Foreign exchange loss (gain)		29,380		(16,414)	45,794	(279%)
Management fees, salaries and benefits		386,175		391,224	(5,049)	(1%)
Meals and entertainment and travel		-		9,649	(9,649)	(100%)
Office and miscellaneous		45,340		16,451	28,889	176%
Professional fees		420,964		88,199	332,765	377%
Rent		15,000		15,159	(159)	(1%)
Share-based compensation		203,395		-	203,395	100%
Total general and administrative expense		(1,643,645)		(829,777)	(813,868)	98%
Amortization of intangible asset		(500,590)		(504,272)	3,682	(1%)
Gain on derecognition of derivative liability		3,962,612		-	3,962,612	100%
Change in fair value of derivative liability		(3,346,059)		406,337	(3,752,396)	(923%)
Other income		-		2,700	(2,700)	(100%)
Finance costs		-		(46)	46	(100%)
Loss on settlement of debt		-		(490,271)	490,271	(100%)
Net loss	$	(1,527,682)	$	(1,415,329)	(112,353)	8%

The net loss for the nine months ended October 31, 2021 was $1,527,682 as compared to the net loss of $1,415,329 for the nine months ended October 31, 2020. The primary reasons for the increase in net loss was due to an increase in professional fees, an increase in share-based compensation and an increase in advertising and promotion which was partially offset by a gain on derecognition of derivative liability less a decrease in the change in fair value liability of derivative liability. During the nine months ended October 31, 2021, there was no loss on settlement of debt.

Changes from period to period can be explained primarily by the following factors:

- Professional fees increased by $332,765 during the nine months ended October 31, 2021, as compared to the nine months ended October 31, 2020, due to more patent work being completed during the nine months ended October 31, 2021.

- Share-based compensation increased by $203,395 during the nine months ended October 31, 2021, as compared to the nine months ended October 31, 2020, due to 400,000 stock options being issued to directors and advisory board members during the nine months ended October 31, 2021. There were no stock options granted during the nine months ended October 31, 2020.

- Advertising and promotion increased by $130,218 during the nine months ended October 31, 2021, as compared to the nine months ended October 31, 2020, due to increased activity in advertising and promotion of the company.

- The Company's derivative liability arises from warrants with an exercise price in USD. The gain on derecognition of derivative liability was recorded upon 6,666,666 warrants exercised. The gain of $3,962,612 was recorded which was the fair value of the derivative liability for the 6,666,666 warrants as at the date the warrants were exercised, and the common shares were issued. The change in the fair value of the derivative liability was a loss of $3,346,059 during the nine months ended October 31, 2021, compared to a gain of $406,337 during the nine months ended October 31, 2020. The change in the value of the derivative liability was due to the increase in Company's stock price.

Summary of Quarterly Results

The following financial data was derived from the Company's condensed consolidated interim financial statements for each of the eight most recently completed financial quarters:

	October 31, 2021	**July 31, 2021**	**April 30, 2021**	**January 31, 2021**
Revenue	-	-	-	-
(Loss) Income for the period	($98,085)	($1,519,919)	$90,322	($12,962,171)
(Loss) Income per share - basic and diluted	($0.00)	($0.01)	$0.00	($0.18)
Weighted average number of shares outstanding	126,401,332	125,850,399	121,784,201	73,829,248

	October 31, 2020	**July 31, 2020**	**April 30, 2020**	**January 31, 2020**
Revenue	-	-	-	-
(Loss) income for the period	($1,218,035)	($229,238)	$31,944	($612,014)
(Loss) income per share - basic and diluted	($0.02)	($0.00)	$0.00	($0.01)
Weighted average number of shares outstanding	63,971,166	63,514,644	63,371,166	59,338,914

The Company earned no revenue due to the nature of current operations.

The factors that have caused variations in results over the quarters are:

- The Company incurred a net loss of $98,085 for the quarter ended October 31, 2021, as compared to a net loss of $1,519,919 for the previous quarter. The decrease in net loss is primarily due to a $1,581,915 increase in the fair value of the Company's derivative liability arising from warrants with an exercise price in USD and a decrease in share-based compensation of $203,395 due to 400,000 stock options being granted in the prior quarter to directors and advisory board members. This is partially offset by a $167,910 increase in professional fees as more patent work was completed during the quarter and a $80,368 increase in consulting fees due to the Company's increased efforts for engineering work done on lithium extraction.

- The Company incurred a net loss of $1,519,919 for the quarter ended July 31, 2021, as compared to net income of $90,322 for the previous quarter. The increase in net loss is primarily due to a $3,962,612 gain on derecognition of derivative liability recorded in the prior quarter upon the exercise of 6,666,666 warrants in USD and an increase in share-based compensation of $203,395 due to 400,000 stock options being granted to directors and advisory board members. This is partially offset by a $2,468,310 decrease in the fair value of the Company's derivative liability.

- The Company incurred net income of $90,322 for the quarter ended April 30, 2021, as compared to a net loss of $12,962,171 for the previous quarter. The increase in net income is primarily due to a $3,962,612 gain on derecognition of derivative liability upon the exercise of 6,666,666 warrants in USD, $4,526,778 of share-based compensation recorded during the prior quarter due to the grant of 8,148,500 stock options to directors and consultants of the Company, a loss on settlement of debt of $4,188,708 being recorded in the prior quarter and a $269,983 increase in fair value of the Company's derivative liability.

- The Company incurred a net loss of $12,962,171 for the quarter ended January 31, 2021, as compared to a net loss of $1,218,035 for the previous quarter. The increase in net loss is primarily due $4,526,778 of share-based compensation recorded due to the granting of 8,148,500 stock options to directors and consultants of the Company, an increase in the loss on settlement of debt of $3,698,437 and a decrease in the fair value of the Company's derivative liability of $3,373,127.

- The Company incurred a net loss of $1,218,035 for the quarter ended October 31, 2020, as compared to a net loss of $299,238 for the previous quarter. The increase in net loss is primarily due to an increase of $86,957 in consulting expenses as the Company focused its efforts on the engineering work done on lithium extraction, a loss on settlement of debt of $490,271, and an increase of $38,553 in foreign exchange loss due to fluctuations in exchange rates. This is partially offset by a decrease of $36,113 to professional fees due to increased legal fees incurred in the prior period relating to work on the Company's patent. In addition, the fair value of the Company's derivative liability decreased by $398,262.

- The Company incurred a net loss of $229,238 for the quarter ended July 31, 2020, as compared to net income of $31,944 for the previous quarter. The increase in net loss is primarily due to a $92,751 increase in consulting fees as the Company focused its efforts on the engineering work done on lithium extraction and a decrease in the fair value of the Company's derivative liability of $164,975.

- The Company incurred net income of $31,944 for the quarter ended April 30, 2020, as compared to a net loss of $612,014 for the previous quarter. The increase in net income is primarily due to a $371,535 increase in the fair value of the Company's derivative liability and a $341,737 decrease in consulting fees as the Company incurred minimal expenditures on the engineering work done on lithium extraction in the quarter.

- The Company incurred a loss of $612,014 for the quarter ended January 31, 2020, as compared to a net loss of $722,158 for previous quarter. The decrease in net loss was primarily due to a $184,513 decrease in professional fees due to a decrease in legal fees, a $163,433 decrease in management fees, salaries and benefits due to the resignation of former members of management, which is partially offset by a $173,732 increase in consulting fees as the company focused its efforts on the engineering work done on lithium extraction.

Transactions between Related Parties

The Company has identified its directors and certain officers as its key management personnel. Current directors and officers of the Company are as follows:

John Burba, Chief Executive Officer and Director
Logan Anderson, Chief Financial Officer and Director
David Ryan, Director
Rodger Cree, Director
Tony Colletti, Director (appointed on May 19, 2021)

The remuneration of directors and other members of key management for the nine months ended October 31, 2021 and 2020 are as follows:

For nine months ended October 31,		2021		2020
Management fees, salaries and benefits (1)	$	322,213	$	339,840
Directors' fees (1)		41,500		36,000
Share-based compensation (1)		101,697		-
	$	465,410	$	375,840

(1) Included in management fees, salaries and benefits and share-based compensation under general and administrative expense.

The Company entered into the following related party transactions during the nine months ended October 31, 2021:

a) The Company paid or accrued management fees of $135,000 (2020 - $135,000) to Amteck Financial Corp., a company controlled by Logan Anderson, the Chief Financial Officer ("CFO") and Director of the Company and directors' fees of $9,000 (2020 - $9,000) to Logan Anderson;
b) The Company paid or accrued salaries of $187,213 (2020 - $204,840) and directors' fees of $9,000 (2020 - $9,000) to John Burba, the Chief Executive Officer ("CEO") and Director of the Company;
c) The Company paid or accrued directors' fees of $9,000 (2020 - $9,000) to Rodger Cree, a director of the Company; and
d) The Company paid or accrued directors' fees of $9,000 (2020 - $9,000) to David Ryan, a director of the Company.
e) The Company paid or accrued directors' fees of $5,500 (2020 - $Nil) and share-based compensation valued at $101,697 (2020 - $Nil) to Tony Coletti, a director of the Company.

During the nine months ended October 31, 2021, other related party transactions consisted of the following:

a) Included in general and administrative expenses is $27,000 (2020 - $27,000) in consulting fees paid or accrued to a Company, Wynten Management Corp., controlled by the wife of the Company's CFO and Director, Logan Anderson.
b) Included in general and administrative expenses is $18,000 (2020 - $20,500) in rent paid to a Company, Westbrook Management Inc., a company with Logan Anderson and David Ryan as common directors.

Related Party Balances

At October 31, 2021, $39,000 (January 31, 2021 - $30,000) was due to Logan Anderson, CFO and Director and $63,250 (January 31, 2021 - $16,000) was due to Amteck Financial Corp. and is included in trade payables and accrued liabilities for unpaid directors' and management fees. The amounts were unsecured, non-interest bearing and due on demand.

At October 31, 2021, $134,291 (January 31, 2021 - $39,354) was due to John Burba, CEO and Director and is included in trade payables and accrued liabilities for unpaid directors' fees and expense reimbursements. The amounts were unsecured, non-interest bearing and due on demand.

At October 31, 2021, $15,000 (January 31, 2021 - $6,000) was due to David Ryan, Director, and is included in trade payables and accrued liabilities for unpaid directors' fees. The amounts were unsecured, non-interest bearing and due on demand.

At October 31, 2021, $29,000 (January 31, 2021 - $20,000) was due to Rodger Cree, Director, and is included in trade payables and accrued liabilities for unpaid directors' fees. The amounts were unsecured, non-interest bearing and due on demand.

At October 31, 2021, $5,500 (January 31, 2021 - $Nil) was due to Tony Coletti, Director, and is included in trade payables and accrued liabilities for unpaid directors' fees. The amounts were unsecured, non-interest bearing and due on demand.

At October 31, 2021, $9,000 (January 31, 2021 - $11,025) was due to Wynten Management Corp., a company controlled by the wife of the Company's CFO and Director, Logan Anderson.

At October 31, 2021, $2,100 (January 31, 2021 - $2,100) was due to Westbrook Management Inc., a company with Logan Anderson and David Ryan as common directors.

During fiscal 2021, Ensorcia Metals Corporation, Sorcia Minerals LLC, and EVL Holdings LLC became significant shareholders of the Company.

At October 31, 2021, $1,633,588 (January 31, 2021 - $Nil) was due to Ensorcia Metals Corporation. The amounts were unsecured, non-interest bearing and due on demand.

Liquidity and Capital Resources

At October 31, 2021, the Company had cash of $85,034 (January 31, 2021 - $212,213) and net working capital deficiency of $6,329,369 (January 31, 2021 – $4,504,681). The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants. Management has evaluated the Company's alternatives to enable it to pay its liabilities as they become due and payable in the next twelve-month period. The Company believes it will raise additional equity to provide liquidity for it to continue as a going concern during fiscal 2022.

The Company's cash is highly liquid and held at major financial institutions.

Increase (decrease) in cash for periods ended		October 31, 2021		October 31, 2020
Operating activities	$	(369,735)	$	1,156,625
Investing activities		(1,228,798)		(2,041,402)
Financing activities		1,410,540		811,927
Total change in cash		(187,993)		(72,850)
Effect of foreign exchange rate changes on cash		60,814		(20,809)
Cash, beginning of the period		212,313		393,224
Cash, end of the period	$	85,034	$	299,565

Operating Activities

Cash used in operating activities primarily consist of general and administrative expenditures. The $1,526,360 increase in the use of cash for operating activities is mainly attributable to the reduction in the increase in trade payables and other liabilities during the nine months ended October 31, 2021 which was $1,042,986 compared to $2,103,679 for the nine months ended October 31, 2020.

Investing Activities

Cash used in investing activities for the nine months ended October 31, 2021 was $1,228,798 for construction of its first lithium extraction unit. Cash used in investing activities during the nine months ended October 31, 2020 consisted of $1,384,014 for construction of the first lithium extraction unit and $657,388 for engineering consulting for the final design and blueprints of the machine.

Financing Activities

Cash of $1,410,540 was provided from financing activities for the nine months ended October 31, 2021 which included $711,307 from a private placement, $581,358 from warrants exercised, and $117,875 from options exercised. Financing activities during the nine months ended October 31, 2020, consisted of proceeds received of $47,000 in connection with a private placement of 470,000 units, $783,177 cash received in connection with a private placement of 25,000,000 common shares, $12,678 paid in share issuance costs and $5,572 paid for monthly lease payments against the Company's lease liability which expired in February 2020.

Additional Disclosure for Venture Issuers without Significant Revenue

During the nine months ended October 31, 2021 and 2020, the Company incurred the following expenditures:

		2021		2020
Capitalized acquisition costs	$	896,008	$	-
Capitalized development costs		3,409,021		-
Operating loss		2,144,235		1,334,049
	$	6,449,264	$	1,334,049

The capitalized acquisition costs of $896,008 (US$704,067) relates to the purchase of a reserve osmosis desalination system. Please refer to Note 11 of the condensed consolidated interim financial statements for the three and nine months ended October 31, 2021 for more details.

The development costs of $3,409,021 relates to the construction of the lithium extraction unit. Please refer to Note 7 of the condensed consolidated interim financial statement for the three and nine months ended October 31, 2021 for more details.

Please refer to Notes 8 and 9 of the condensed consolidated interim financial statements for three and nine months ended October 31, 2021 for a detailed description of the Company's previously capitalized acquisition costs.

Use of Judgments, Estimates and Assumptions

Preparing financial statements requires management to make estimates and assumptions that affect the reported results. The estimates are based on historical experience and other assumptions believed to be reasonable under the circumstances. Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for decommissioning liabilities, the recoverability and measurement of deferred tax assets and liabilities and ability to continue as a going concern. Actual results may differ from those estimates and judgments. New estimates in the period relate to determining the Company's estimated incremental borrowing rate in recognizing lease assets and liabilities. Differences in the estimated incremental borrowing rate could result in materially different lease assets and liabilities.

Critical accounting policies are disclosed in the Company's annual audited consolidated financial statements for the year ended January 31, 2021.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements and does not contemplate having them in the foreseeable future.

Financial Instruments and Other Instruments

The carrying values of cash, amounts receivable, derivative liability, trade payables and other liabilities, and lease liability approximate their fair values because of the short-term maturity of these financial instruments. The Company has no exposure to asset backed commercial paper.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist of cash and amounts receivable. The Company manages its credit risk relating to cash by dealing only with high-rated financial institutions as determined by rating agencies. As at October 31, 2021, amounts receivable of $7,118 (January 31, 2021 - $5,830) are due from a government agency. As a result, credit risk is considered nominal. The Company does not consider any of its financial assets to be impaired.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The Company addresses its liquidity by raising capital through the issuance of equity. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. The Company is exposed to liquidity risk.

As at October 31, 2021 the Company had working capital deficiency of $6,329,369 (January 31, 2021 – $4,504,681).

Foreign currency risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and the U.S. dollar will affect the Company's operations and financial results. The operating results and financial position of the Company are reported in Canadian dollars.

As at October 31, 2021, if the value of the Canadian dollar had strengthened or weakened by 5% against the U.S. dollar, with all other variables held constant, comprehensive income would have been approximately $113,000 lower or higher respectively.

Other risks

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate risk and commodity price risk arising from financial instruments.

Risks

The material risk factors involved with the Company include, but are not limited to, the following:

Dependence on Key Personnel and Consultants

The success of the Company will be largely dependent upon the performance of its management and key employees. Failure by the Company to retain or to attract and retain additional key employees with necessary skills could have a materially adverse impact upon the Company's growth and profitability. These individuals, and the contributions they will make, are important to the future operations and success of the Company. The unexpected loss or departure of any of the key officers, employees or consultants of the Company could be detrimental to the Company's future operations. The Company's success will depend in part on its ability to attract and retain qualified personnel, as they are needed. The competition for highly skilled technical, management, sales and other employees is high in the Company's industry and the cost of hiring and retaining such personnel has been increasing. There can be no assurance that the Company will be able to engage the services of such personnel or retain the Company's current personnel.

Changes in Industry Standards or Technology

The industry in which the Company will operate is subject to constant changes in industry standards and technology, frequent new product introductions, and evolving technical standards. Technological developments, or a substantial change in industry standards, may reduce the competitiveness of the Company's technology and require unbudgeted expenditures that could be expensive. The Company may be unable to develop and introduce new technology that satisfies requirements and achieves market acceptance in a timely manner or at all, the technologies where it has focused its research and development expenditures may not become commercially successful, and it may be unable to anticipate new industry standards and technological changes. The Company also may not be able to respond successfully to new product and service announcements and introductions by competitors. If it fails to adapt successfully to technological changes or fails to obtain access to important new technologies, the Company may be unable to retain customers, attract new customers or sell new products to its existing customers.

Limited Operating History

The Company has had a limited history of operations and is in the early stage of development and must be considered a start-up. As such, the Company will be subject to many risks common to such enterprises, including start-up losses, lack and uncertainty of revenues, markets and profitability, under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources. The Company has a limited history of earnings and its limited operating history makes it difficult to predict how its business will develop and its future operating results. There is no assurance that any future products will generate earnings, operate profitably or provide a return on investment in the future and the likelihood of success and any potential return on a shareholder's investment must be considered in light of the Company's early stage of operations. The Company has no intention of paying any dividends in the foreseeable future.

Disruption of Services

The Company’s engineering is done at third party facilities. It does not control the operations at the third-party facilities. All of these facilities are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, terrorist attacks, power losses, telecommunications failures and similar events. They also could be subject to break-ins, computer viruses, denial of service attacks, sabotage, intentional acts of vandalism and other misconduct. The occurrence of a natural disaster or an act of terrorism, a decision to close the third-party facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in the Company's services. Interruptions in the Company's ability to build the mobile Extraction System might harm its reputation, cause it to incur financial penalties, and subject it to potential liability.

Protection of Intellectual Property Rights

The industry in which the Company operates is characterized by vigorous protection and pursuit of intellectual property rights and positions, which may result in protracted and expensive litigation for many companies. The Company's commercial success depends, in part, upon the Company not infringing intellectual property rights owned by others. Some of the Company's competitors and other third parties may have been issued patents or filed patent applications or may obtain additional patents and proprietary rights for technologies similar to those used by the Company in its products. Some of these patents may grant very broad protection to the owners of such patents. The Company cannot determine with certainty whether any existing third party patents, or the issuance of any third party patents, would require the Company to alter its technology, obtain licenses or cease certain activities.

Regardless of their merit, any lawsuits resulting from such allegations could subject the Company to significant liability for damages and invalidate the Company's proprietary rights; and any potential intellectual property litigation also could force it to do one or more of the following:

- stop selling products or using technologies that contain the allegedly infringing intellectual property;
- lose the opportunity to license the Company's technology to others or to collect royalty payments based upon successful protection and assertion of its intellectual property against others;

- incur significant legal expenses and spend time evaluating and defending any claims;
- divert management's attention and focus away from the business;
- pay substantial damages to the party whose intellectual property rights the Company may be found to be infringing;
- expend significant resources to modify and redesign those products that contain the allegedly infringing intellectual property;
- cross-license the Company's technology to a competitor to resolve an infringement claim, which could weaken the Company's ability to compete with that competitor; or

Any significant impairment of the Company's intellectual property rights from any litigation the Company faces could harm the Company's business and its ability to compete. The Company may be prohibited from developing or commercializing certain technologies and products unless it obtains a license from a third party or pays costly royalties. There can be no assurance that the Company will be able to obtain any such license on commercially favourable terms, or at all. If the Company does not obtain such a license, its business, results of operations and financial condition could be materially adversely affected and the Company could be required to cease related business operations in some markets and to restructure its business to focus on operations in other markets.

Disclosure of Outstanding Securities Data

As at the date of this MD&A, the Company had 132,339,759 common shares and 10,048,500 options outstanding.

As at October 31, 2021, the Company had 126,427,138 common shares, 10,048,500 options, and 5,912,621 warrants outstanding.

Events After the Reporting Period

On December 6, 2021, the Company issued 5,912,621 common shares for 5,912,621 warrants exercised at US$0.103 per share per share for gross proceeds of $779,337 (US $609,000).

Proposed Transactions

Other than normal course review of monthly submittals, there are no other new acquisitions are proposed transactions contemplated as at the date of this report.

Outlook

For the coming year, the Company's priorities are to raise the capital necessary to meet its short-term operating requirements, and to continue to develop the lithium extraction unit and its acquired intellectual property, and to generate revenue through licensing agreements for its intellectual property.

There are significant risks that might affect the Company's further development. These include but are not limited to negative cash flow from operations; the Company's ability to raise financing in the future for ongoing operations; market fluctuations in metal prices; government regulations; and other conditions that may be out of the Company's control.

Accounting Policies

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the audited consolidated financial statements for the year ended January 31, 2021 and have been consistently followed in the preparation of the condensed consolidated interim financial statements for the three and nine months ended October 31, 2021.

Accounting Standards and Amendments Issued but Not Yet Effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.