UNITED LITHIUM CORP.

ANNUAL INFORMATION FORM
For the Financial Year Ended July 31, 2021

February 1, 2022

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual information form ("**AIF**") of United Lithium Corp. ("**ULTH**" or the "**Company**") contains forward-looking information and forward-looking statements (collectively, "**forward-looking statements**") relating to the future operations of the Company and other statements that are not historical facts. All statements other than statements of historical fact, included in this AIF, including, without limitation, statements regarding the future plans and objectives of the Company are forward-looking statements. This AIF contains forward-looking statements which reflect management's expectations regarding the Company's future growth, the Company's near, medium and long-term goals and strategies to achieve those objectives and goals, as well as statements with respect to the Company's beliefs, plans, objectives, expectations, anticipations, estimates and intentions. Forward-looking statements are often identified by terms such as "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements. In particular, forward-looking statements in this AIF include, but are not limited to, statements with respect to: future financial or operating performance of the Company and its business, operations, properties and conditions; and condition, resource potential, including the potential quantity and/or grade of minerals, or the potential size of a mineralized zone, potential expansion of mineralization, the timing and results of future resource estimates, the timing of other exploration and development plans; mineral resource estimates, including the assumptions underlying mineral resource estimates; the Company's future plans regarding its properties; next steps and timing regarding exploration activities at the Barbara Lake Project (as defined below) and the Bergby Lithium Project (as defined below); financings and the intended use of proceeds resulting therefrom; impact of, delays and disruptions caused by, the novel coronavirus ("**COVID-19**"); results and developments in the Company's activities in future periods, including results of exploration and development activities; planned exploration and development activities; requirements for additional capital and the adequacy of the Company's financial resources; future operating and capital costs; project timelines, approvals, licence and permit timelines, and the ability to obtain the requisite approvals, licences and permits; technical viability of the Barbara Lake Project and the Bergby Lithium Project; estimates of reclamation obligations; the market and future price of and demand for mineral deposits; the environmental impact of the Barbara Lake Project and the Bergby Lithium Project; completing the acquisition of 83.6% of the issued and outstanding share capital of Litiumlöydös Oy; the ongoing ability to work cooperatively with stakeholders, including the local levels of government; and general business and economic conditions. Statements relating to mineral resources are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral resources described exist in the quantities predicted or estimated or that it will be commercially viable to produce any portion of such resources.

These statements are not historical facts and are not guarantees of future performance and involve assumptions, estimates and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. These statements only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities, commitments and future opportunities, including, without limitation, assumptions regarding currency exchange rates and interest rates; favourable operating conditions; political stability; timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and in market conditions in general; availability of equipment; the accuracy of mineral resource estimates and assumptions underlying mineral resource estimates; the accuracy of metallurgical testing; estimates of costs and expenditures to complete programs and goals; the speculative nature of mineral exploration and development in general; the effect of potential disruptions in activities, including due to the COVID-19 pandemic; the availability of certain consumables and services; labour and materials costs; and assumptions regarding geological interpretation, grades, metal price assumptions, metallurgy, geotechnical assumptions and cost estimates; and general marketing, political, business and economic conditions. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect. Many of these assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies, and other factors that are not within the control of the and could thus cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements.

Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: exploration, development and operating risks, and risks associated with the early stage status of the Company's mineral properties and the nature of exploration; risks associated with the Company having no known reserves and no economic reserves may exist on the Company's properties, which could have a negative effect on the Company's operations and valuation; discrepancies between actual and estimated mineral resources; possible variations of mineral grade or recovery rates; fluctuations in commodity prices and relative currency rates; volatility, changes or disruptions in market conditions; government regulation of mining operations and changes in government legislation and regulation, including pursuant to the *Canadian Extractive Sector Transparency Measures Act* (Canada) and uncertainty of government regulation and politics regarding mining and mineral exploration; foreign operations risks, political instability, hostilities, insurrection or acts of war or terrorism (and the potential consequential capital and financial market reaction); a downturn in general economic conditions; delays in the start of exploration or development activities on our projects; pandemics including the novel COVID-19 (and the potential consequential governmental regulations and capital and financial market reaction); reputational risks; potential dilution of Common Shares (as defined below); voting power or earnings per Common Share as a result of the exercise of common share purchase warrants ("**Warrants**") or stock options ("**Options**"); future financings or future acquisitions financed by the issuance of equity; uncertainties associated with minority interests and joint venture operations; ability to satisfy contractual obligations and additional capital needs generally; reliance on a finite number of properties; contests over title to properties; costs and results derived from community relations activities; availability of adequate infrastructure; the cost, timing and amount of estimated future capital, operating exploration, acquisition, development and reclamation activities; inability to locate and acquire additional property interests; limited operating history and no earnings; limits of insurance coverage and uninsurable risk; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental risks and hazards, pitwall failures, flooding, rock bursts and other acts of God, or natural disasters or unfavourable operating conditions and losses; environmental risks and hazards; limitations on the use of community water sources; risks associated with the Company's indemnified liabilities; competitive conditions in the mineral exploration and mining businesses; the ability of the Company to retain its key management and employees, and the impact of shortages of skilled personnel and contractors; potential acquisitions and their integration with the Company's current business; future sales of Common Shares by existing shareholders; influence of third party stakeholders; successful defence against existing, pending or threatened litigation or other proceedings; conflicts of interest; the adequacy of the Company's system of internal controls; credit and/or liquidity risks; cyber security risks; changes to the Company's dividend policy; the interpretation and actual results of historical production at certain of the Company's exploration property interests, as well as specific historic data associated with, and drill results from, those properties, and the reliance on technical information provided by the Company's joint venture partners or other third parties; changes in labour costs or other costs of exploration and development; failure of equipment or processes to operate as anticipated; the impact of archaeological, cultural or environmental studies within the property area; the designation of all or part of the property area of the Company's projects as a protected wildlife habitat under government legislation and regulation; discretion of management when exercising discretion in their use of proceeds from offerings of securities; those general business, economic, competitive, political, regulatory and social uncertainties, disruptions or changes in the credit or securities markets and market fluctuations in prices for the Company's securities that may occur outside of management's control; the Company's history of net losses and negative operating cash flow; the Company's major shareholder(s) having the ability to influence matters submitted to the Company's shareholders for approval; and the risks involved in the exploration, development, and mining business in general.

Although the Company has attempted to identify important factors that could cause actual performance, achievements, actions, events, results, or conditions to differ materially from those described in forward-looking statements, the foregoing list is not exhaustive and there may be other factors that cause performance, achievements, actions, events, results, or conditions to differ from those anticipated, estimated, or intended. Further details relating to many of these factors is discussed in the section entitled "*Risk Factors*" in this AIF.

Forward-looking statements contained herein are made as of the date of this AIF and the Company does not undertake, and disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-

looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

INTRODUCTION

Date of Information

All information in this AIF is as of February 1, 2022, unless otherwise stated.

Nature of Document

This AIF contains information regarding, among other things, the Company's history, markets in which it operates, exploration projects, regulatory environment, and the risks associated with the Company's business. Information on the Company's website is not part of this AIF, nor is it incorporated by reference herein. The Company's filings on SEDAR are also not a part of this AIF, nor are they incorporated by reference herein.

Currency

Unless otherwise indicated, all references to "$" in this AIF are to Canadian dollars and all references to "US$" or "USD$" in this AIF are to U.S. dollars.

The following table reflects the low and high rates of exchange for one United States dollar, expressed in Canadian dollars, during the periods noted, the rates of exchange at the end of such periods and the average rates of exchange during such periods, based on the Bank of Canada exchange rates.

	Years Ended July 31	
	2021	**2020**
Low for the period	1.2040	1.2970
High for the period	1.3616	1.4496
Rate at the end of the period	1.2462	1.3404
Average	1.2800	1.3462

On January 31, 2022, the Bank of Canada daily exchange rate was US$1.00 equaled $1.2719.

Scientific and Technical Information

Unless otherwise indicated, scientific and technical information in this AIF has been reviewed and approved by Mark Saxon, who is a "Qualified Person" as defined in National Instrument 43- 101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). In addition, certain information contained in this AIF updates information from the Barbara Lake Technical Report (as defined below). Any updates to the scientific or technical information derived from the Barbara Lake Technical Report were reviewed and approved by Martin Ethier. Mr. Ethier has verified the data disclosed under such section, including sampling, analytical, and test data underlying the scientific and technical information. In addition, certain information contained in this AIF updates information from the Bergby Lithium Technical Report (as defined below). Any updates to the scientific or technical information derived from the Bergby Lithium Technical Report were reviewed and approved by Mark Saxon. Mr. Saxon has verified the data disclosed under such section, including sampling, analytical, and test data underlying the scientific and technical information.

In this AIF, the terms Mineral Resources (as defined below) and Inferred Mineral Resources (as defined below) have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**"), as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council, as amended.

Cautionary Statement Regarding Estimates of Mineral Resources

Information regarding Mineral Resource estimates in this AIF has been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States Securities and Exchange Commission ("**SEC**") Industry Guide 7. In October 2018, the SEC approved final rules requiring comprehensive and detailed disclosure requirements for issuers with material mining operations. The provisions in Industry Guide 7 and Item 102 of Regulation S-K have been replaced with a new subpart 1300 of Regulation S-K under the United States Securities Act and will become mandatory for SEC registrants after January 1, 2021. The changes adopted are intended to align the SEC's disclosure requirements more closely with global standards as embodied by the Committee for Mineral Reserves International Reporting Standards (CRIRSCO), including Canada's NI 43-101 and CIM Definition Standards. Under the new SEC rules, SEC registrants will be permitted to disclose "Mineral Resources" even though they reflect a lower level of certainty than Mineral Reserves. Additionally, under the new rules, Mineral Resources must be classified as "measured", "indicated", or "inferred", terms which are defined in and required to be disclosed by NI 43-101 for Canadian issuers and are not recognized under Industry Guide 7. Accordingly, the Mineral Resource estimates and related information may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal laws and the rules and regulations thereunder, including SEC Industry Guide 7.

A "Mineral Resource" is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

An "Inferred Mineral Resource" is that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

An "Indicated Mineral Resource" is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors (as defined below) in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

A "Measured Mineral Resource" is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.

A "Mineral Reserve" is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at the pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a pre-feasibility study or feasibility study.

A “Probable Mineral Reserve” is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

A “Proven Mineral Reserve” is the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

For the purposes of the CIM Definition Standards, “Modifying Factors” are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

CORPORATE STRUCTURE

Name, Address and Incorporation

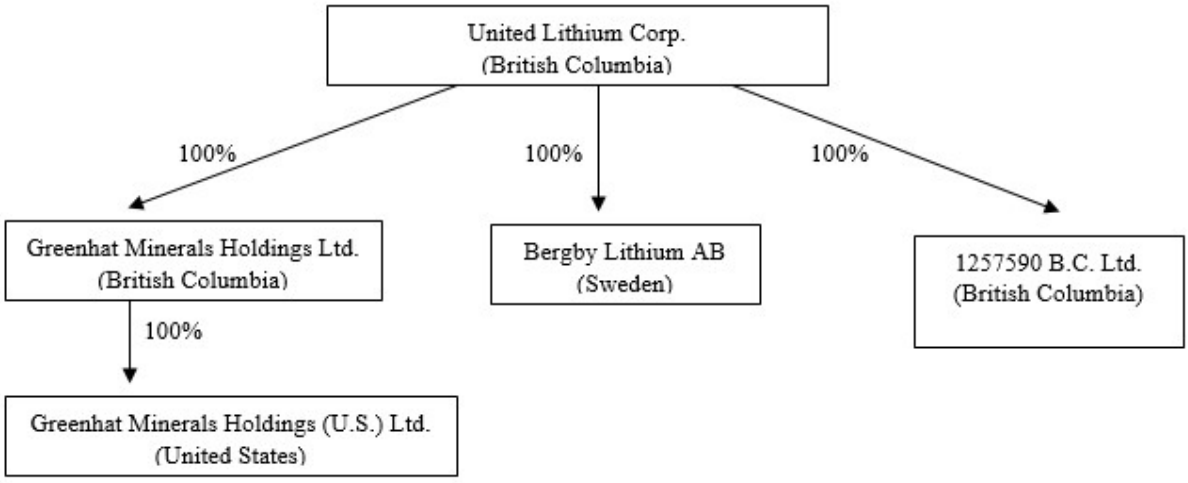
The Company was incorporated under the *Business Corporations Act* (British Columbia) on April 28, 2017 under the name "United Lithium Corp." On August 18, 2018, the Company changed its name to "United Battery Metals Corp." On October 26, 2020, the Company changed its name to "United Lithium Corp." No material amendments have been made to the Company's articles or other constating documents since its incorporation.

The common shares of the Company (the "**Common Shares**") are currently listed and posted for trading on the Canadian Securities Exchange ("**CSE**") under the symbol "ULTH", on the OTC Pink by OTC Markets Group (the "**OTC Pink**") in the United States under the symbol "ULTHF" and on the Börse Frankfurt (Frankfurt Stock Exchange) ("**FRA**") under the symbol "0ULA". The Company is a reporting issuer in all of the provinces and territories of Canada.

The Company's head office is located at 789 West Pender Street, Suite 1080, Vancouver, British Columbia, Canada, V6C 1H2 and its registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Intercorporate Relationships

The Company currently has the following wholly-owned subsidiaries: 1257590 B.C. Ltd. ("**125**"), Bergby Lithium AB, Greenhat Minerals Holdings Ltd. ("**Greenhat**") and Greenhat Minerals Holdings (U.S.) Ltd.



Unless otherwise noted or inconsistent with the context, references to ULTH or the Company in this AIF are references to United Lithium Corp. and its subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

The Company's business is in the acquisition, exploration and evaluation of natural resource properties in Canada and the Nordic countries. The Company currently holds an option to acquire up to 100% of the Barbara Lake Lithium property (the "**Barbara Lake Project**"), which is comprised of 56 mining cell claims covering approximately 2,147 hectares of land in the Barbara Lake Area, Thunder Bay Mining District, Ontario, Canada. The Company owns 100% of the issued and outstanding share capital of Bergby Lithium AB, which holds a 100% interest in and to the mining licenses comprising the Bergby lithium project (the "**Bergby Lithium Project**"), located in central Sweden, 25km north of Gavle. The material properties of the Company are the Barbara Lake Project and the Bergby Lithium Project.

Three Year History of the Company

Financial year ended July 31, 2019

- On August 18, 2018, the Company changed its name from "United Lithium Corp." to "United Battery Metals Corp." to better reflect its current business focus.

- In October 2018, the Company tripled its original land position in the Wray Mesa region from approximately 900 acres to over 3,000 acres and added 62 claims through staking in a contiguous land holding in Colorado and Utah.

- The Company's Common Shares were approved by the Financial Industry Regulatory Authority (FINRA) for quoting on the OTC Pink Market in the United States under the symbol "UBMCF".

- On September 7, 2018, the Company completed a non-brokered private placement, pursuant to which the Company issued a total of 3,762,750 units at a price of $0.40 per unit for gross proceeds of $1,505,100. Each unit consisted of one Common Share and one-half of one Warrant. Each whole Warrant entitled the holder thereof to purchase one Common Share at an exercise price of $0.60 per Common Share until March 7, 2020.

- On November 6, 2018, the Company completed a non-brokered private placement, pursuant to which the Company issued a total of 485,434 units at a price of $1.15 per unit for gross proceeds of $558,249. Each unit consisted of one Common Share and one-half of one Warrant. Each whole Warrant entitled the holder thereof to purchase one Common Share at an exercise price of $1.25 per Common Share until November 6, 2020.

Financial year ended July 31, 2020

- On November 26, 2019, the Company received a loan in the amount of $7,500. During the period ended January 31, 2021, the Company repaid the loan principal plus interest for a total repayment of $8,197.

- On December 16, 2019, the Company received a loan in the amount of $7,500. During the period ended January 31, 2021, the Company repaid the loan principal plus interest for a total repayment of $8,164.

- On February 18, 2020, the Company consolidated its Common Shares on the basis of one new share for every seven old shares (the "**Consolidation**"). Prior to the Consolidation, the Company had 25,372,544 Common Shares issued and outstanding. No fractional shares were issued pursuant to the Consolidation, and subsequent to the Consolidation, the Company had 3,624,632 Common Shares issued and outstanding.

- On March 20, 2020, the Company received a loan in the amount of $6,500. During the period ended January 31, 2021, the Company repaid the loan principal plus interest for a total repayment of $6,940.

- On June 3, 2020, the Company received a loan in the amount of $33,000. During the period ended January 31, 2021, the Company repaid the loan principal plus interest for a total of $34,706.

Financial year ended July 31, 2021

- On August 18, 2020, the Company completed a non-brokered private placement, pursuant to which the Company issued a total of 19,998,858 units at a price of $0.11 per unit for gross proceeds of $2,199,874.34 (the "**August 2020 Financing**"). Each unit consisted of one Common Share and one Warrant. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.25 per Common Share until August 18, 2022.

- On September 9, 2020, the Company completed a non-brokered private placement, pursuant to which the Company issued a total of 6,028,505 Common Shares at a price of $0.35 per Common Share for gross proceeds of $2,109,976.75 (the "**September 2020 Financing**"). The Company paid cash commissions totaling $60,739 to arm's length licensed securities dealers and issued an aggregate of 172,512 finder's warrants (the "**Finder's Warrants**"). Each Finder's Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.35 per Common Share until September 9, 2022.

- On October 14, 2020, the Company's wholly-owned subsidiary, 1263391 B.C. Ltd. completed an Amalgamation (as defined below) with 125, pursuant to which the Company indirectly acquired the option to acquire up to 100% of the Barbara Lake Project. Please see "*Description of the Business – The Amalgamation*".

- On November 2, 2020, the Company entered into an earn-in agreement with Wealth Minerals Limited ("**WML**"), pursuant to which the Company was granted the exclusive option to acquire, in multiple phases, an up to 70% interest in the "Harry Project" and to acquire an up to 100% interest in the "Vapor Project". The Company decided not to proceed forward with the earn-in agreement with WML and the earn-in agreement was terminated.

- On November 27, 2020 the Company granted an aggregate of 2,000,000 Options at a price of $0.64 for a period of five (5) years to certain directors, officers and consultants of the Company.

- On December 6, 2020, the Company signed a non-binding letter of intent with Leading Edge Materials Corp. ("**Leading Edge**") contemplating the potential acquisition by the Company of 100% of the Bergby Lithium Project.

- On February 11, 2021, the Company signed a definitive agreement with Leading Edge, Tasman Metals AB, Tasman Metal Ltd. and Bergby Lithium AB in connection with the acquisition by the Company of 100% of the Bergby Lithium Project.

- On February 19, 2021, the Company granted 300,000 Options at a price of $1.11 for a period of five (5) years to Mark Ireton, a director of the Company.

- On February 19, 2021, the Company granted 250,000 Options at a price of $1.18 for a period of five (5) years to Robert Schafer, a director of the Company.

- On March 8, 2021, the Company completed a brokered private placement, pursuant to which the Company issued a total of 13,939,394 special warrants (the "**Special Warrants**") at a price of $0.66 per Special Warrant for gross proceeds of $9,200,000.04 (the "**Special Warrant Financing**"). Each Special Warrant was exercisable, at the option of the holder for no additional consideration, into one unit of the Company (each, a "**SW Unit**"). Each SW Unit consisted of one Common Share and one-half of one Warrant. Each whole Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.85 per Common Share until March 8, 2023. All unexercised Special Warrants were to be automatically exercised

into SW Units on the date that is the earlier of (i) September 8, 2021, and (ii) the third (3rd) business day after a receipt is issued for a final prospectus qualifying the distribution of the Special Warrants.

- On March 8, 2021, in connection with the Special Warrant Financing, the Company issued an aggregate of 547,445 non-transferable compensation options (the "**Compensation Options**") and an aggregate of 218,978 advisory options (the "**Advisory Options**") to certain brokers. Please see "*Description of Capital Structure – Compensation Securities*" for further details.

- On March 18, 2021, the Company granted 150,000 Options at a price of $1.22 for a period of five (5) years to Mark Saxon, an advisor to the Company providing services as the Company's qualified person as defined by NI 43-101.

- On March 25, 2021, the Company signed a partnership with Process Research Ortech Inc. to develop a leaching and purification protocol for hard rock lithium deposits.

- On April 29, 2021, the Company completed the acquisition of all of the issued and outstanding share capital of Bergy Lithium AB, which holds a 100% interest in and to the mining licenses comprising of the Bergby Lithium Project. Please see "*Description of the Business – Acquisition of Bergby Lithium*".

- On May 4, 2021, the Company announced it has signed a non-binding letter of intent with Sunstone Metals Limited ("**Sunstone**"), Scandian Metal Pty Ltd., Scandian Metals AB, Nortec Minerals Corp. and Litiumlöydös Oy, contemplating the potential acquisition by the Company of 100% of the Kietyönmäki lithium project, located in the Kietyönmäki lithium prospect in Finland (the "**Kietyönmäki Lithium Project**").

Subsequent to financial year ended July 31, 2021

- On September 9, 2021, 13,939,394 Special Warrants issued on March 8, 2021, pursuant to the Special Warrant Financing, were automatically converted at a conversion rate of 1.14, pursuant to and in accordance with the terms of the special warrant indenture dated March 8, 2021 between the Company and Computershare Trust Company of Canada, resulting in the issuance of 15,890,886 Common Shares and 7,945,435 Warrants. Each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of $0.85 per Common Share until March 8, 2023. Further, each Compensation Option and each Advisory Option issued on March 8, 2021, in connection with the Special Warrant Financing, now entitle the holders thereof to purchase one-and-one fourteenth (1.14) of a SW Unit at an exercise price of $0.66 per Compensation Option and Advisory Option, respectively, until March 8, 2023.

- On November 2, 2021, the Company settled an aggregate of $226,000 in debt through the issuance of 684,848 Common Shares at a deemed value of $0.33 per Common Share.

- On December 15, 2021, the Company signed a definitive agreement with Sunstone and its subsidiaries, Scandian Metal Pty Ltd., Scandian Metals AB and Litiumlöydös Oy, pursuant to which the Company has agreed to acquire 83.6% of the issued and outstanding share capital of Litiumlöydös Oy, which holds a 100% interest in and to the mining licenses comprising the Kietyönmäki Lithium Project. It is anticipated this acquisition will be completed in Q1 2022.

- On December 23, 2021, the Company granted an aggregate of 2,550,000 Options at a price of $0.60 for a period of five (5) years to certain directors, officers, employees and consultants of the Company.

Historical Projects

Wray Mesa Project – Montrose County, Colorado, United States

In July 2018, the Company entered into a share purchase agreement to acquire 100% of the outstanding shares of Greenhat. Greenhat holds the rights to the Wray Mesa project, an exploration stage uranium/vanadium property located on the Colorado Plateau, that is situated in westernmost Colorado and eastern Utah and is located within the vanadium-rich Uravan Belt in the Colorado Plateau. Wray Mesa is also situated within the La Sal Creek Mining District, a district well-known for its anomalously-high vanadium to uranium ratios. In consideration for 100% of the outstanding shares of Greenhat, the Company paid $50,000 in cash and issued 2,050,000 Common Shares of the Company with a fair value of $1,025,000, for total consideration of $1,075,000. In October 2018, the Company increased its original land position in the Wray Mesa region from approximately 900 acres to over 3,000 acres.

On July 31, 2019, the Company decided not to proceed with the project and recorded an impairment of $1,238,251 in the consolidated statements of loss and comprehensive loss.

South Big Smoky Valley Project – Esmeralda County, Nevada, United States

On July 14, 2017, the Company entered into an option agreement with Ultra Lithium Corp. to earn an up to 100% interest in the South Big Smoky Valley Project ("**SBS Project**"). The SBS Project is a contiguous set of 100 claims located in Esmeralda County, Nevada, United States.

In order to exercise its option to acquire the 100% interest in the SBS Project, the Company was required to make total payments of $125,000 in cash, issue 1,000,000 Common Shares of the Company and incur qualified exploration expenditures of $465,000 over a three-year period. During the year ended July 31, 2017, the Company issued 300,000 Common Shares with a fair value of $15,000 and incurred exploration expenditures of $35,822 on the SBS Project. During the year ended July 31, 2018, the Company paid $15,000 in cash and incurred exploration expenditures of $67,863 on the SBS Project.

During the year ended July 31, 2018, the Company decided not to proceed with the SBS Project and recorded an impairment of $133,685 in the consolidated statement of loss and comprehensive loss for the year.

DESCRIPTION OF THE BUSINESS

Overview

As described above under "*General Development of the Business*", the Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties.

The Company currently has an option to acquire up to 100% of the Barbara Lake Project, located in the Barbara Lake Area, Thunder Bay Mining District, Ontario, Canada, acquired pursuant to the Amalgamation (see "*Description of the Business – The Amalgamation*"). The Company has not yet determined whether its property interests contain mineral resources or mineral reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof. See "*Risk Factors*".

The Company also owns 100% of the issued and outstanding share capital of Bergby Lithium AB, which holds a 100% interest in and to the mining licenses comprising the Bergby Lithium Project, located in central Sweden, 25km north of Gavle (see "*Description of the Business – Acquisition of Bergby Lithium*"). The recoverability of amounts shown for resource properties and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the

ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof. See "*Risk Factors*".

The Amalgamation

On September 2, 2020, the Company entered into a definitive amalgamation agreement with 125 pursuant to which the Company, through its wholly-owned subsidiary 1263391 B.C. Ltd. ("**126**"), acquired all of the outstanding shares of 125 (the "**Amalgamation**").

On October 13, 2020, the Company completed the Amalgamation and issued to the previous shareholders of 125 an aggregate of 11,500,000 Common Shares. In addition, the Company issued to the owner of the Barbara Lake Project 109,965 Common Shares. No finder's fee was paid in connection with the transaction.

Pursuant to the Amalgamation, the Company obtained the option to acquire up to 100% of the Barbara Lake Project. The Barbara Lake Project is comprised of 56 mining cell claims covering approximately 2,147 hectares of land in the Barbara Lake Area, Thunder Bay Mining District, Ontario, Canada. The option is exercisable as follows:

<u>*Payments*</u>

- Payment of $40,000 in cash to the owner of the Barbara Lake Project by July 30, 2020 (paid – November 10, 2020);
- Payment of $40,000 in cash to the owner of the Barbara Lake Project by July 30, 2021 (paid – November 10, 2021);
- Payment of $50,000 in cash to the owner of the Barbara Lake Project by July 30, 2022;
- Issue to the owner of the Barbara Lake Project such number of Common Shares as equal to $40,000 within 10 business days prior to the date of closing (109,965 Common Shares issued on October 13, 2020)
- Issue to the owner of the Barbara Lake Project such number of the Common Shares as equal to $40,000 by July 31, 2021 (paid – November 15, 2021); and
- Issue to the owner of the Barbara Lake Project such number of Common Shares as equal to $50,000 by July 31, 2022.

<u>*Expenditures*</u>

- Incur $100,000 of expenditures on the Barbara Lake Project by July 31, 2021 (achieved);
- Incur an additional $250,000 of expenditures on the Barbara Lake Project by July 31, 2022; and
- Incur an additional $500,000 of expenditures on the Barbara Lake Project by July 31, 2023.

For further details regarding the Barbara Lake Project, please see "*Mineral Project Disclosure – Barbara Lake Project*".

Acquisition of Bergby Lithium

On February 11, 2021, the Company signed a definitive agreement with Leading Edge and its subsidiaries, Tasman Metals AB, Tasman Metals Ltd. and Bergby Lithium AB, pursuant to which the Company has agreed to acquire 100% of the issued and outstanding share capital of Bergby Lithium AB (the "**Acquisition**").

On April 29, 2021, the Company completed the Acquisition for the following consideration:

(a) paid $250,000 in cash;

(b) issued 1,031,864 Common Shares, subject to the escrow terms described below;

(c) issued 400,000 Warrants, with each Warrant entitling the holder thereof to purchase, until April 29, 2024, one Common Share at an exercise price equal to approximately $0.485;

(d) agreed to pay an additional $250,000 in cash by October 29, 2021 (paid on October 20, 2021); and

(e) granted Leading Edge a 2% net smelter returns royalty on the Bergby Lithium Project, which is subject to a buyback right in favour of the Company for $1,000,000.

The Company also committed to exercise reasonable commercial efforts toward spending $1,000,000 on exploration work on the Bergby Lithium Project within 18 months from the date of closing. Leading Edge also agreed, at its sole cost, to make available to the Company the part-time services of its chief geologist to provide geological support in exploring the Bergby Lithium Project until April 29, 2022.

The Common Shares issued pursuant to the Acquisition are subject to an escrow restriction whereby 20% of such Common Shares shall be released after each subsequent four (4) month period following the date of closing.

For further details regarding the Bergby Lithium Project, please see "*Mineral Project Disclosure – Bergby Lithium Project*".

Principal Products

As the Company is in the mineral exploration business, it does not have any marketable products at this time and is not distributing any products at this time. In addition, the Company does not know when or if its properties will reach the development stage and if so, what the estimated costs would be to reach commercial production.

Specialized Skills

All aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, drilling, logistical planning, geophysics, metallurgy and mineral processing, implementation of exploration programs and accounting. Management is composed of individuals who have extensive expertise in the mineral exploration industry and exploration finance and are complemented by the members of the board of directors of the Company (the "**Board**"). See "*Directors and Officers*".

Competitive Conditions

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

Business Cycles

The mining sector is very volatile and cyclical. It has suffered significant declines since 2011. The financial markets for mining in general, and mineral exploration and development in particular, continued to be very volatile through 2021. In addition to commodity price cycles and recessionary periods, exploration activity may also be affected by seasonal and irregular weather conditions in the areas where the Company operates. See "*Risk Factors*".

Environmental Protection Requirements

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

Environmental legislation is evolving in a manner that means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies including their directors, officers and employees.

Due to the early stage of the Company's activities, environmental protection requirements have had a minimal impact on the Company's capital expenditures and competitive position. If needed, the Company will make and will continue to make expenditures to ensure compliance with applicable laws and regulations. New environmental laws and regulations, amendments to existing laws and regulations, or more stringent implementations of existing laws and regulations, as well as the costs of complying with such laws and regulations, could have a material adverse effect on the Company by potentially increasing capital and/or operating costs and reducing potential for profitability. See "*Risk Factors*".

Employees

As at July 31, 2021, the Company does not have any employees. Field work and drilling services are provided by contractors on a seasonal and as-needed basis. The Company also relies on and engages consultants on a contract basis to assist the Company in carrying on its administrative and exploration activities. The services of Chief Executive Officer and Chief Financial Officer were provided by contractors pursuant to consulting agreements.

Foreign Operations

The Company currently has operations in Sweden pursuant to the Bergby Lithium Project. Upon completion of the acquisition of 83.6% of the issued and outstanding common shares of Litiumlöydös Oy, the Company will conduct mining operations in Finland.

Mineral exploration and mining activities in foreign jurisdictions may be affected in varying degrees by government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on permitting, production, price controls, income taxes, expropriation of property, environmental legislation and mine safety. Future development and operations may be affected in varying degrees by such factors as government regulations or changes thereto. See "*Risk Factors.*"

Reorganizations

The Company has not completed any material reorganization and no reorganization is proposed for the current financial year.

RISK FACTORS

An investment in the Common Shares is highly speculative due to the high-risk nature of the Company's business and the present stage of its development. Shareholders of the Company may lose their entire investment. The risks described below are not the only risks facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected. If any of the Company's properties move to a development stage, the Company would be subject to additional risks respecting any development and production activities.

New diseases and epidemics (such as COVID-19) may adversely impact the Company's business. In March 2020, the World Health Organization declared a global pandemic related to COVID-19. The expected impact and extent of the spread of COVID-19, and the duration and intensity of resulting global business disruption and related financial and social impact, are uncertain, and such adverse effects are likely to be material. The mineral exploration sector is expected to be impacted significantly as many local and regional governments have issued public health orders in

response to COVID-19, including restricting the movement of people, which could impact the Company's ability to access its properties and undertake exploration programs in the anticipated timeframes.

The actual and threatened spread of COVID-19 globally could adversely affect global economies and financial markets resulting in a prolonged economic downturn and a decline in commodity prices and the value of the Company's stock price. The extent to which COVID-19 (or any other disease, epidemic or pandemic) impacts business activity or financial results, and the duration of any such negative impact, will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning COVID-19 and the actions required to contain or treat its impact, among others.

Risks Related to the Company's Business

Limited Operating History.

The Company was incorporated on April 28, 2017 and has a limited operating history and no operating revenues. There is no assurance that the Barbara Lake Project, Bergby Lithium Project or any other property or business that the Company may acquire or undertake will generate earnings, operate profitably or provide a return on investment in the future.

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company faces a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

Exploration Risks.

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

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving an adequate return on invested capital. These

factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to federal, provincial, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on its business.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has either staked property or entered into property option agreements or joint venture agreements on its existing project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

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

Because the Company's property interests may not contain mineral deposits and because it has never made a profit from its operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties, but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this AIF, other than as set out herein. Accordingly, the Company has not generated significant revenues, nor has it realized a profit from its operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on the Company's current properties or mineral deposits on any additional properties that

the Company may acquire. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to its current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline and investors may lose all of their investment in the Company.

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

The Company's operations are subject to human error.

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests and even when those efforts are successful, people are fallible and human error could result in significant uninsured losses to the Company. These could include loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by the Company personnel.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company requires additional financing in order to proceed with the exploration and development of its properties. The Company will also require additional financing for the fees it must pay to maintain its status in relation to the rights to the Company's properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company will also need further financing if it decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

Dependence on management.

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

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

Conflicts of Interest.

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Exploration and Development.

All of the Company's operations are at the exploration stage and there is no guarantee that any such activity will result in commercial production of mineral deposits. The exploration for mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by the Company or any future development programs will result in a profitable commercial mining operation. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial quantities of ore. There is also no assurance that, even if commercial quantities of ore are discovered, a mineral property will be brought into commercial production. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted. The long-term profitability of the Company will be in part directly related to the cost and success of its exploration programs and any subsequent development programs.

Environmental Risks and Other Regulatory Requirements.

The current or future operations of the Company, including future exploration and development activities and commencement of production on its property or properties, will require permits or licences from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the conduct of its operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of such

activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

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

Aboriginal Accommodation Risks.

Aboriginal title claims and rights to consultation and accommodation may affect the Company's existing operations as well as potential development projects. Governments in many jurisdictions must consult with aboriginal peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. Consultation and other rights of aboriginal people may require accommodations, including undertakings regarding employment and other matters in impact and benefit agreements. This may affect the Company's ability to assure within a reasonable time frame effective mineral titles in these jurisdictions, including in some parts of Canada in which aboriginal title is claimed, and may affect the timetable and costs of exploration and, if warranted, development of mineral properties in these jurisdictions. The risk of unforeseen aboriginal title claims could also affect existing exploration activities as well as potential development projects and possible future acquisitions. These legal requirements may affect the Company's ability to expand or transfer existing projects or acquire possible new projects.

No Operating History.

Exploration projects have no operating history upon which to base estimates of future cash flows. Substantial expenditures are required to develop mineral projects. It is possible that actual costs and future economic returns may differ materially from the Company's estimates. There can be no assurance that the underlying assumed levels of expenses for any project will prove to be accurate. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated. There can be no assurance that the Company's projects will move beyond the exploration stage and be put into production, achieve commercial production or that they will produce revenue, operate profitably or provide a return on investment in the future. Mineral exploration involves considerable financial and technical risk. There can be no assurance that the funds required for exploration and future development can be obtained on a timely basis. There can be no assurance that the Company will not suffer significant losses in the near future or that the Company will ever be profitable.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations.

The Company has incurred net losses to date. Its deficit as of October 31, 2021 was $14,813,087. The Company has not yet earned any ongoing revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Commodity Prices.

The price of the Common Shares and the Company's financial results may be significantly adversely affected by a decline in the price of mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of mineral commodities, global and regional consumption patterns, speculative trading activities, the value of the United States dollar and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems, political systems and political and economic developments. The price of mineral commodities has fluctuated widely in recent years and future serious price declines could cause potential commercial production to be uneconomic. A severe decline in the price of minerals would have a material adverse effect on the Company.

Acquisition Strategy.

As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the resource industry. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit the Company.

Dividend Policy.

No dividends on the Common Shares have been paid by the Company to date. The Company anticipates that it will retain any earnings and other cash resources for the foreseeable future for the operation and development of its business. The Company does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the Company's Board after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs.

Permitting.

The Company's mineral property interests are subject to receiving and maintaining permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of existing permits, additional permits for any possible future developments or changes to operations or additional permits associated with new legislation. Prior to any development of any of their properties, the Company must receive permits from appropriate governmental authorities. There can be no assurance that the Company will continue to hold all permits necessary to develop or continue its activities at any particular property. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures or remedial actions. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the Company, resulting in increased capital expenditures and other costs or abandonment or delays in development of properties.

Influence of Third Party Stakeholders.

The mineral properties in which the Company holds an interest, or the exploration equipment and road or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such claims may result in significant financial loss and loss of opportunity for the Company.

Cyber Security Risks.

As the Company continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Company relies on management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm its operations and materially adversely affect its operation results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error. The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. The Company has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. The Company believes these measures and procedures are appropriate. To date, it has not experienced any material impact from cyber security events. However, it may not have

the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

Insurance.

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, ground or slope failures, fires, environmental occurrences and natural phenomena such as prolonged periods of inclement weather conditions, floods and earthquakes. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in exploration, development or mining operations, monetary losses and possible legal liability. The Company expects to maintain insurance within ranges of coverage which it believes to be consistent with industry practice for companies of a similar stage of development. The Company expects to carry liability insurance with respect to its mineral exploration operations, but is not expected to cover any form of political risk insurance or certain forms of environmental liability insurance, since insurance against political risks and environmental risks (including liability for pollution) or other hazards resulting from exploration and development activities is prohibitively expensive. Should such liabilities arise, they could reduce or eliminate future profitability and result in increasing costs and a decline in the value of the securities of the Company. If the Company is unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy. The lack of, or insufficiency of, insurance coverage could adversely affect the Company's future cash flow and overall profitability.

Risks Relating to the Company's Common Shares

A decline in the price of the Common Shares could affect the Company's ability to raise further working capital and adversely impact its ability to continue operations.

The market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company'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 Company operates;
- addition or departure of the Company's executive officers and other key personnel;
- release or expiration of lock-up or other transfer restrictions on outstanding Common Shares;
- sales or perceived sales of additional Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or the Company's competitors;
- operating and share price performance of other companies that investors deem comparable to the Company;
- changes in commodity prices, political events, global financial markets, global economies and general market conditions;

- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry; and

- regulatory changes in the industry.

A prolonged decline in the price of the Common Shares could result in a reduction in the liquidity of the Company's Common Shares and a reduction in its ability to raise capital. Because a significant portion of the Company's operations have been and will be financed through the sale of equity securities, a decline in the price of the Common Shares could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's Common Share price declines, it can offer no assurance that it will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

Market Risks.

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

Dilution.

Issuances of additional securities including, but not limited to, its Common Shares or some form of convertible debentures, will result in a substantial dilution of the equity interests of any shareholders.

MINERAL PROJECT DISCLOSURE

The following is a general description of the Company's mineral projects and is summarized from applicable technical reports. Where appropriate, certain information contained in this AIF updates information derived from such technical reports. Any updates to information contained in each respective technical report referenced herein were prepared by, or under the supervision of Mark Saxon. Mr. Saxon holds a Bachelor of Science (honours) degree in Geology from the University of Melbourne, is a Qualified Person and is a Fellow of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

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

Barbara Lake Project

The following information is condensed and extracted from the amended and restated technical report entitled "Technical Report on the Barbara Lake Project, Thunder Bay Mining District, Northwestern Ontario, Canada", dated effective May 26, 2021 (the "**Barbara Lake Technical Report**"), prepared by Martin Ethier, P. Geo, a "qualified person" as defined under NI 43-101.

Project Description and Location

The Barbara Lake Project is comprised of 56 mining cell claims covering approximately 2,147 hectares of land in the Barbara Lake / Jean Lake Areas, Thunder Bay Mining District, Ontario, Canada (Figure 1 and 2). The Barbara Lake Project is located about 160 kilometres to the northeast of the City of Thunder Bay near the provincial Highways 11 and 17.

Pursuant to a property purchase option agreement (the "**Option Agreement**") between Alex Pleson (the "**Optionor**") and 125, dated July 30, 2020, 125 holds an option to acquire a 100% interest in the claims by making cash payments, common shares issuances and exploration expenditures as follows:

Cash Payments:

DATE	**AMOUNT**
Within 7 business days of execution of the Option Agreement (the "**Effective Date**")	$40,000
On or before the first anniversary of the Effective Date	$40,000
On or before the second anniversary of the Effective Date	$50,000
TOTAL	$130,000

Share Issuances:

DATE	**AMOUNT**
As soon as practicable following completion of an initial public offering ("**IPO**"), and in any event within 10 Business Days of the IPO (subject to the below) Notwithstanding the foregoing, if an IPO is not completed within 180 days of the Effective Date, at 125's sole option, it may elect to satisfy the First Share Issuance by making a cash payment to the Optionor in the amount of $40,000 by no later than the date that is 190 days following the Effective Date	Such number of Common Shares as is equal to: $40,000 / the IPO Price (the "**First Share Issuance**")
On or before the first anniversary of the Effective Date	Such number of Common Shares as is equal to: $40,000 / market price
On or before the second anniversary of the Effective Date	Such number of Common Shares as is equal to: $50,000 / market price

Expenditures:

DATE	**AMOUNT**
On or before the first anniversary of the Effective Date	$100,000
On or before the second anniversary of the Effective Date	$250,000
On or before the third anniversary of the Effective Date	$500,000
TOTAL	$850,000

The Option Agreement also provides for a royalty in the Optionor's favour equal to a 2% Net Smelter Return ("**NSR**") on the Barbara Lake Project. The NSR will be payable to the Optionor for as long as 125 and/or its successors and assigns hold any interest in the claims. 125 will have the right to purchase from the Optionor 1% of the NSR for $1,000,000, thereby reducing the NSR to 1%.

The Barbara Lake Project claims were staked using Ontario's new online, self-service claim staking system introduced in 2018. The new electronic Mining Lands Administration System replaces the province's century-old traditional ground staking methods. All the mining claims in Ontario, which existed prior to the modernization (legacy claims in the new parlance), have been converted to what are now known as cell claims or boundary claims. A cell claim is a mining claim that relates to all the land included in one or more cells on the provincial grid. A boundary claim is a claim that is made up of only a part or parts of one or more cells.

All single cell mining claims are subject to $200 - $400 per unit worth of eligible assessment work to be undertaken before their expiry date. Total work commitment to maintain these claims is $42,400 per year or the other option is to pay cash in lieu.

Mining claims in Ontario do not include surface rights. The surface rights on the Barbara Lake Project are owned by the Crown where a permit is required to carry out intrusive exploration work such as line-cutting, trenching and drilling.

First Nation communities within Greenstone municipal boundaries are Long Lake 58, Lake Nipigon Ojibway, Rocky Bay and Sand Point, while Aroland and Ginoogaming First Nations are situated just outside the municipality, adjacent to the wards of Nakina and Longlac, respectively (Source: http://greenstone.ca/). Any exploration and mining work on the Barbara Lake Project will need to be carried out in consultation with these communities.

There is no past producing mine on the Barbara Lake Project and there were no historical Mineral Resource or Mineral Reserve Estimates documented.

There are no known environmental liabilities. There is one lithium pegmatite showing on the Barbara Lake Project named "Georgia Lake SE Lithium Occurrence" which is documented in Pye's map M2056 (1965) attached to its report on the Georgia Lake pegmatites.

Figure 1: Property Location Map

Figure 2: Claim map with physiography

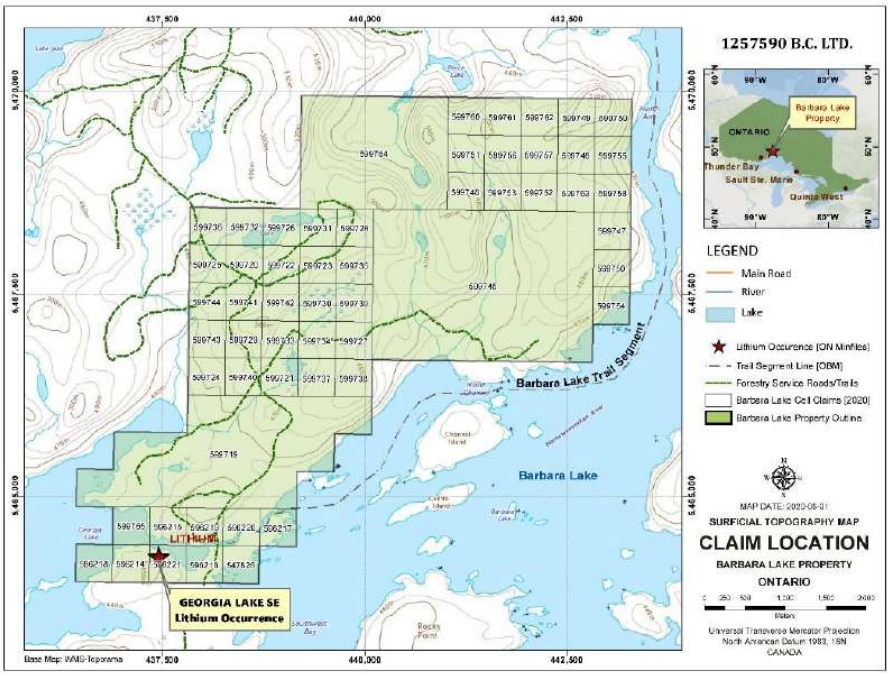
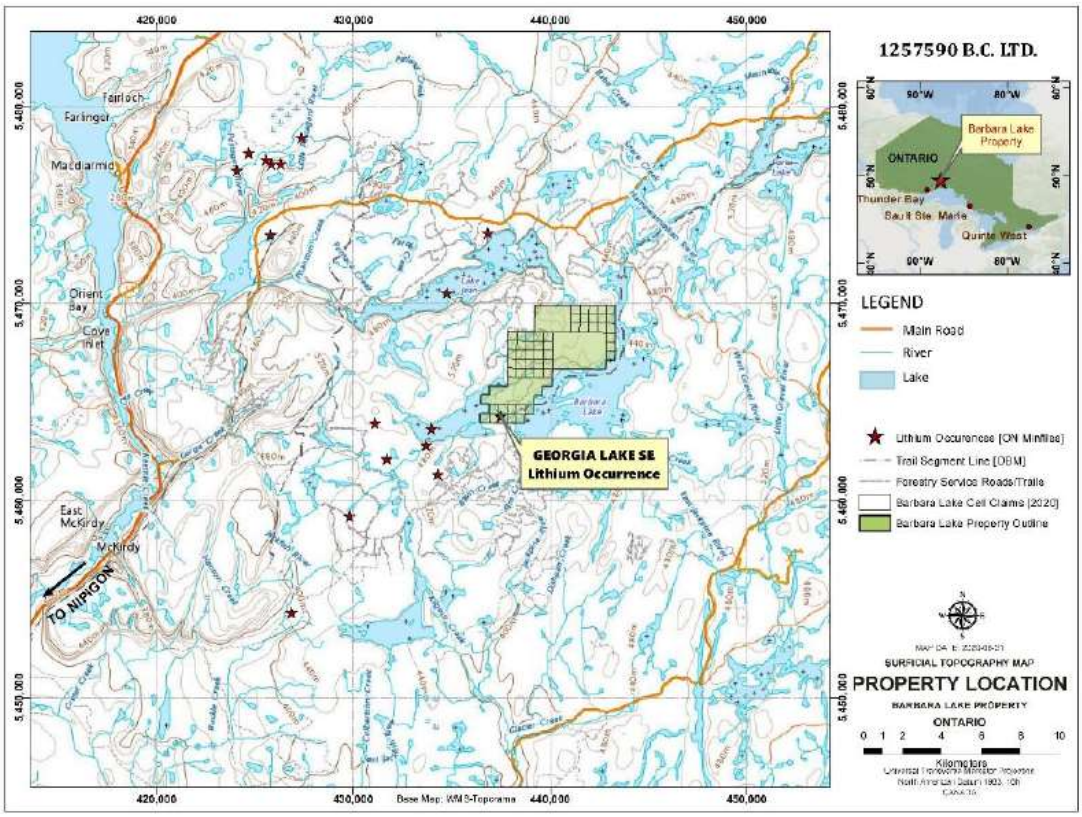


Figure 3: Claim location and access



Access, Climate Physiography, Local Resources and Infrastructure

The Barbara Lake Project is located about 160 kilometres to the northeast of the City of Thunder Bay near the provincial Highways 11 and 17 (Figures 2 and 3). The nearest town to the Barbara Lake Project is Nipigon situated 60 km to the southwest of the Barbara Lake Project. The Barbara Lake Project can be accessed by dirt roads off Highway 11 north of the town of Nipigon by driving 40 km north of the town of Nipigon on Highway 11, then driving approximately 23 km northeast on the Gorge Creek Road (Camp 75 Rd.) towards Jean Lake and continuing south towards Barbara Lake. The claim block can also be accessed continuing east from the Jean Lake road on the Gorge Creek Road to km 32 where a small gravel road leads to the Barbara Lake Landing. The most efficient means of access is 6.8km south by boat down Barbara Lake.

The climate on the Barbara Lake Project mirrors that of Nipigon which lies 202m above sea level. The climate is cold and temperate. The rainfall in Nipigon is significant, with precipitation even during the driest month. The average temperature in Nipigon is 1.8 °C | 35.2 °F. The annual rainfall is 770 mm | 30.3 inch. The warm season lasts for 3.8 months, from May 21 to September 14, with an average daily high temperature above 61°F (16°C). The hottest day of the year is generally July 24, with an average high of 74°F (23°C) and low of 54°F (12°C). The cold season lasts for 3.0 months, from December 1 to March 1, with an average daily high temperature below 23°F(-5°C). The coldest day of the year is generally January 28, with an average low of -9°F (-23°C) and high of 12°F (-11°C).

The rainy period of the year lasts for 7.7 months, from March 29 to November 20, with a sliding 31-day rainfall of at least 0.5 inches (1.27 cm). The most snow falls during the 31 days centered around November 23, with an average total liquid-equivalent accumulation of 0.9 inches. Exploration work such as geological mapping, prospecting, trenching, and sampling can be carried out during summer months, whereas drilling and geophysical surveying can be done throughout the year.

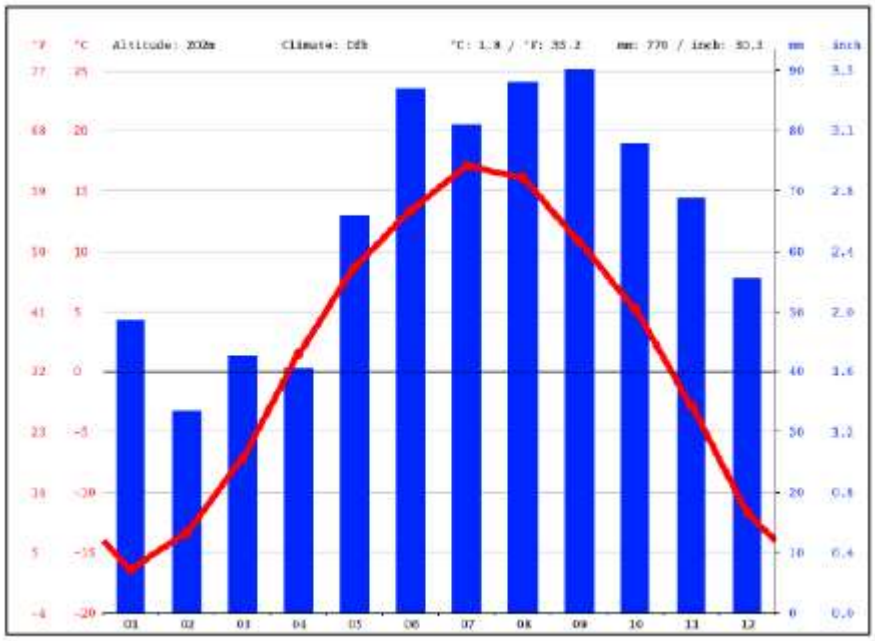


Figure 4: Nipigon Average Temperatures and Precipitation (Source: Climate-Data.Org)

Physiography of the Barbara Lake Project (Figure 2 and 3) is typical of the Canadian Shield, with large competent outcrops surrounded by lakes and swamps. The Barbara Lake Project comprises broadly rolling surfaces of Canadian Shield bedrock that occupies most of northwestern Ontario and which is either exposed at surface or shallowly covered with Quaternary glacial deposits. Late Wisconsinan glacial deposits cover the Barbara Lake Project area, which is defined by glacial activity. The elevation changes are gradual with glacial lakes, muskeg and marshes surrounded by hills, moraines, and ridges of glaciofluvial material and till. Glacial material is typically unsorted sand, silt, and gravel.

The height of the land in the Barbara Lake Project varies between 440 m to 500 m above sea level (Figure 2). Small creeks exist throughout the region and drain into Barbara Lake. Sharp fault valleys and cliffs have been observed in the area and it appears to affect the outcrop exposure and distribution which is a mixture of large expansive outcrops and low-lying swamps. The glacial overburden is typically between one and five metres thick.

Mature coniferous forests cover most of the Barbara Lake Project, with sporadic young regeneration of deciduous trees due to past logging operations. The Barbara Lake Project area is covered by boreal forest with the dominant species being Jack pine and Black Spruce. Willow shrubs and grasses dominate the low marshy areas. The land surface within the area varies somewhat from the region in that there is considerable relief between the lakes in most areas and the ground surface.

The nearest town to the Barbara Lake Project is Nipigon situated 60 km south of the Barbara Lake Project. The town of Nipigon has most of the basic supplies needed, with a grocery stores, a hardware store, restaurants, hotels, a hospital and an OPP station. The population for Nipigon Township was 1,752 people in 2006 (Statistics Canada, www.statcan.gc.ca).

The Barbara Lake Project has good road access, located east of Highway 11. Canadian National Railway (CN Rail) has a corridor connecting Nipigon with Toronto, Thunder Bay and Winnipeg. There are several lakes, rivers, and creeks in and around the Barbara Lake Project area which can be a source of water for exploration work. The Barbara Lake Project size is good enough for future exploration and mining operations. There is a power line that runs along the TransCanada highway #11 about 25 km from the Barbara Lake Project. There are three hydroelectric stations on the Nipigon River, all of which are controlled remotely by the headquarters in Thunder Bay: Alexander Station with 68 MW output (17 km north of the town of Nipigon), Cameron Falls with 87 MW output (17 km north of the town of Nipigon) and Pine Portage with 142 MW (39 km north of the town of Nipigon) (http://www.opg.com/power/hydro/northwest_plant_group/).

The city of Thunder Bay, located about 160 kilometres from the Barbara Lake Project, is the largest city in Northwestern Ontario, serving as a regional commercial center. The city is a major source of workforce, contracting services, and transportation for the forestry, pulp and paper and mining industry. Thunder Bay is a transportation hub for Canada, as the TransCanada Highways 11 and 17 link eastern and western Canada. It is close to the Canada-U.S. border and Highway 61 links Thunder Bay with Minnesota, United States. Thunder Bay has an international airport with daily flights to Toronto, Ontario and Winnipeg, Manitoba, and the United States. There is a large port facility on the St. Lawrence Seaway System which is a principal north-south route from the Upper Midwest to the Gulf of Mexico.

The city of Thunder Bay has most of the required supplies for exploration work including grocery stores, hardware stores, exploration equipment supply stores, restaurants, hotels, and a hospital. Many junior exploration and mining companies are based in Thunder Bay, and thus the city is a source of skilled mining labour.

Geological Setting and Mineralization

The Barbara Lake Project is situated in the Quetico Subprovince of the Superior Geological Province. This Subprovince consists dominantly of clastic metasediments with inter-formational chemical metasediments which deposited between 2.70 and 2.69 Ga. The clastic metasediments represent a strongly metamorphosed turbidite sequence varying from arenaceous to argillaceous with local conglomerates units. Banded iron formations within the metasediments consist of ferruginous chert, oxide (magnetite-chert) and sulphide (sulphide-chert) facies with localized graphite. There are numerous pegmatite and diabase dykes cross-cutting the clastic and chemical metasediments. General younging is to the north, but there are local south overturns. The rocks of the Quetico Subprovince have undergone lower amphibolite metamorphism (Smyk et al., 2005).

The igneous rocks in the Quetico Subprovince include abundant felsic and intermediate intrusions, metamorphosed rare mafic and felsic extrusive rocks and an uncommon suite of gabbroic and ultramafic rocks. The earlier felsic intrusions occurred 5 to 10 million years after the accumulation of sediments and are interpreted to be I-type intrusions. The later felsic intrusions occurred 20 million years after the sedimentation and are designated as S-type (White and Chapell, 1983).

The Quetico Subprovince was subjected to four deformational events between approximately 2700 and 2660 million years (Williams, 1991). The predominant stratigraphic-facing direction is north. Regional schistosity is variably developed and oriented and is interpreted to be the result of regional shortening and dextral shearing.

Four major faults cut through the Quetico Subprovince: the easterly trending Quetico fault, the Rainy Lake-Seine River fault, the northeasterly trending Gravel River fault (Williams, 1989) and the Kapuskasing Structural Zone (Selway 2011). Metamorphism, migmatite formation and granite intrusion occurred between 2.67 and 2.65 Ga (Williams, 1991). The grade of metamorphism ranges from lower greenschist to amphibolite facies and tends to be lower in the marginal rocks of the Subprovince and higher in the core regions.

Widespread economic mineralization within the Quetico Subprovince is generally lower than in the adjacent greenstone dominated terranes (Williams, 1991). Minor gold mineralization is associated with veining along the Quetico Fault (Poulsen, 1983). Molybdenite occurs in biotite leucogranites in the Dickinson Lake area. The only potentially important deposit type consists of the late-stage pegmatites that contain the rare elements lithium, beryllium, tantalum, niobium and tin (Williams, 1991). The rare-element pegmatites have widespread distribution in the Quetico Subprovince covering at least a 540-km strike length from west to east and a large percentage of pegmatites occur in the center of the Subprovince (Breaks, Selway and Tindle, 2006).

The pegmatites in the Quetico Subprovince are hosted by metasediments and by their parent granite (Pye, 1965; Breaks, Selway and Tindle, 2003a, 2003b).

All the bedrock of the Georgia Lake area is of Precambrian age; and because of the presence of a major angular unconformity, can be separated into two principal divisions, the Archean and Proterozoic. The oldest Archean rocks are metasediments. They strike east-northeast and dip steeply, in general to the north. Since they do not appear to be separated from the metavolcanics by a surface of unconformity, they are considered by Peach (1951) to be a part of the same group, customarily referred to by previous workers in the region as Keewatin.

After their formation, the metasediments were invaded by large masses of Algoman granitic rocks, exposed in the southeastern, southern, and extreme western parts of the area, and by numerous sills and dikes of genetically-related porphyry, pegmatite, and aplite. Also cutting the metasediments are small stock-like masses and narrow dikes of basic rocks. Like the metasediments, these too have suffered from regional metamorphism; and because in places they were found to have been intruded by granite and pegmatite, they are considered to be Pre-Algoman in age.

Intrusive into the Proterozoic sedimentary rocks and the older formations are bodies of diabase. The largest occur as flat sheets (Logan sills), up to about 650 feet (198 m) in thickness; others occur as dikes of vertical or near-vertical attitude. Most of the dikes are no doubt related closely to the sheets and are of Keweenawan age. Some, however, are porphyritic in texture (Pye (1965)).

Metasediments

The oldest rocks are the Archean metasediments underlying the Barbara Lake Project area to the southeastern, southern and eastern fringes of the intrusive rocks. The metasediments strike east-northeast and dip steeply, in general, to the north. The dominant metasedimentary rock is biotite-quartz-feldspar schist or gneiss. It is a grey, rather dark coloured rock, having a distinct banded appearance due to compositional variations reflecting an original sedimentary stratification, with individual layers less than an inch to several feet thick. There is a distinct foliation due to parallel alignment of biotite crystals. Microscopic examination of the biotite-quartz-feldspar schist shows that it is made up of: 15-40 vol.% biotite, 20-35 vol.% quartz, 25-45 vol.% plagioclase, 1-3 vol.% magnetite, trace amounts of zircon and rare hornblende. Secondary minerals include chlorite, sericite and epidote. The plagioclase shows myrmekite texture. The most abundant texture in the biotite-quartz-feldspar schist or gneiss is granoblastic, but porphyroblastic rocks are also present with porphyroblasts of garnet, staurolite and cordierite.

Metagabbro

East of Cosgrave Lake and south of Barbara Lake, the metasediments were intruded by metagabbro. Since the metagabbro is not present on the Barbara Lake Project, it is not discussed here, and the reader is referred to Pye (1965) for more information on them.

Granite

The metasediments were also intruded by large masses of granitic rocks and by numerous sills and dykes of genetically-related porphyry, pegmatite and aplite. The granitic rocks are pale-grey or pale-pink in colour and their essential components are: 45-65 vol.% feldspar (microcline and plagioclase), 40 vol.% quartz, and one or both of muscovite and biotite and rarely little hornblende. The plagioclase has a composition of albite. Minor components of the granites include magnetite, zircon, and garnet, and secondary minerals: chlorite, sericite and epidote. For the most part the granites are equigranular, but porphyritic phases with microcline phenocrysts also occur. The contacts between the equigranular granitic rocks and the metasediments are generally abrupt. These rocks cover majority of the Barbara Lake Project area.

Pegmatite

The Georgia Lake rare-element pegmatite field came into prominence in the 1950s following the discovery of a spodumene-bearing pegmatite on Georgia Lake (Pye, 1965). All other known occurrences, mainly of the lithium-bearing type, were located soon after the initial discovery. The Georgia Lake area comprises the largest concentration of known rare-element pegmatites in Ontario (Breaks, 1980). Up to 40 lithium and beryllium pegmatites are exposed in outcrop over an area of approximately 600 square km (Zayachivsky 1985). A regional zoning is apparent, and a genetic association of pegmatites and granite is indicated. The pegmatites occur in two geometries: as irregular-shaped bodies and as thin dykes, sills, and attenuated lenses. The irregular bodies of pegmatite are intimately associated with the granite bodies often within a few hundred feet of the contact zone. They typically are medium- to coarse-grained, up to very coarse-grained and are made up of quartz, microcline, perthite and little muscovite. These would be classified as potassic pegmatites. Accessory minerals include biotite, tourmaline and garnet.

The pegmatite dykes, sills and lenses can be subdivided into rare-element pegmatites and granitic pegmatites. The rare-element pegmatites are of economic significance and they contain microcline or perthite, albite, quartz, muscovite and spodumene and minor amounts of beryl, columbite-tantalite and cassiterite. The granitic pegmatites are similar to the irregular pegmatites described above except that they contain more abundant plagioclase. Some of the pegmatites are parallel to the foliation or bedding of the metasediments, whereas others occur in joints in either the metasediments or granite. Contacts are usually sharp and, except where dykes cut granitic rocks, often found to be marked by a thin border zone of aplite or granitoid composition. A few pegmatites are internally zoned with mica-rich or tourmaline-rich rock along or close to the walls and quartz cores (Pye 1965).

Sedimentary rocks

The Proterozoic is represented by sedimentary rocks (sandstone and shale). Since these are not present on the Barbara Lake Project, they are not discussed here, and the reader is referred to Pye (1965) for more information on them.

Diabase

Intrusive into the Proterozoic sedimentary rocks and the older formations are bodies of diabase. The largest occur as flat sheets (Logan sills), up to about 650 feet (198 m) in thickness, and as dykes of vertical or near-vertical attitude. Most of the dykes are related closely to the sheets and are Keweenawan age. The gently dipping diabase sheets are dark coloured and massive. The diabase sheets are well-jointed and most of the joints are vertical or steeply dipping. In outcrop, the diabase shows poorly-formed columnar structure.

There are two types of diabase dykes: one is equigranular and the other is porphyritic. The equigranular dykes are more abundant. Some of the dykes along or close to the contact zone of the large granite mass strike easterly; most

dykes in other localities strike north or within 20º of north. With few exceptions the dykes are vertical or dip steeply. The porphyritic diabase dykes are massive medium-grained, dark-coloured rock characterized by many pale-greenish yellow phenocrysts of highly altered plagioclase. Porphyritic diabase dykes are found near the Jackpot.

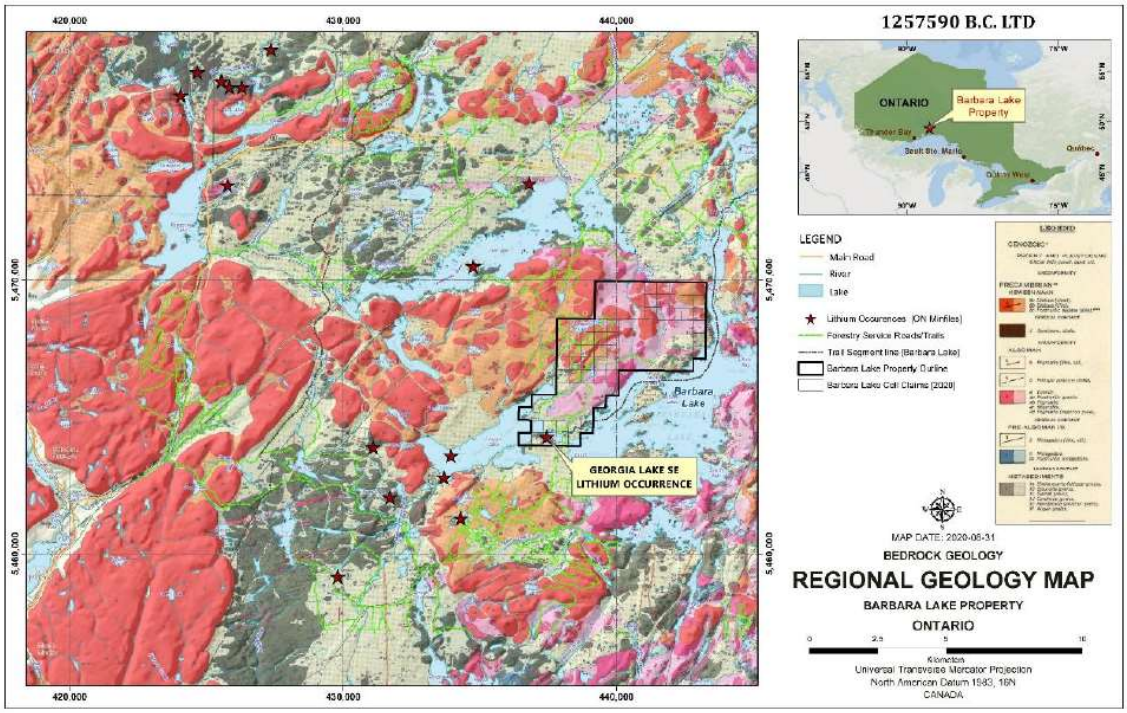
Pleistocene

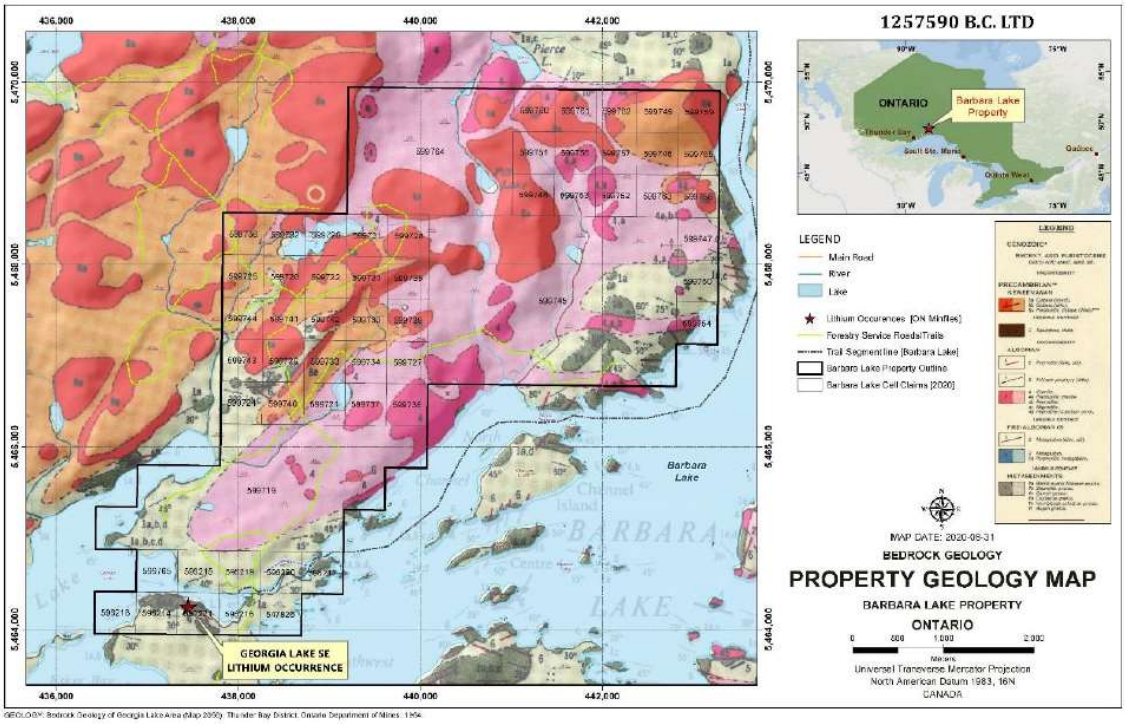
Deposits of unconsolidated sand and gravel form a mantle over large sections of the area. Most of these are distinctly crossbedded and are believed to be glaciofluvial deposits. Others are of glaciolacustrine origin; they form a number of flat terraces representing successive drops in the level of Lake Nipigon upon the retreat of the Pleistocene ice sheet that once covered the region.

Mineralization

As described by Pye (1965), the Georgia Lake area is known principally for its numerous deposits of lithium-bearing pegmatite. Some of these pegmatites are large and have grades comparable with those now being mined in other regions. In several the only lithium mineral, spodumene, has been highly altered. In many, however, this alteration is of little or no significance; and generally, the principal deposits are not of present economic importance owing rather to lack of markets than to any deleterious properties of the pegmatites themselves.

Spodumene, like potash feldspar, occurs in the Georgia Lake pegmatites principally as large isolated crystals in a relatively fine-textured groundmass of other minerals, and to a lesser extent as part of the groundmass itself. In most places it is of prismatic habit, and individual crystals have length: width ratios that range from 3:1 to a maximum of about 10:1. Locally, in some of the deposits it also occurs as irregular-shaped, poikilitic grains, with rounded blebs of quartz and included subhedral and anhedral feldspars. The Georgia Lithium SE pegmatite located on the Barbara Lake Project has observed spodumene content of 20%.





Deposit Types

Lithium does not occur as a free metal in nature because of its high reactivity and is extracted from the following three types of sources:

- Brines
- Pegmatites
- Sedimentary rocks

World-wide lithium resources are estimated to be 39 million metric tons (MT). Continental brines and pegmatites (or hard-rock ore) are the major sources for commercial lithium production. Generally, lithium extraction from brine sources has proven more economical than production from hard-rock ore. While hard-rock lithium production once dominated the market, most of lithium carbonate is now produced from continental brines in Latin America, primarily due to the lower cost of production.

Brine deposits represent about 66% of global lithium resources and are found mainly in the salt flats of Chile, Argentina, China and Tibet. The second half of the 20th century saw a dramatic shift in lithium carbonate (and some lithium chloride) production from the usual pegmatite sources to brines. Today, large quantities of lithium carbonate come from the brines of the Salar de Atacama, Chile, and Clayton Valley, Nevada (United States). Lithium chloride is also produced from the Salar del Hombre Muerto, Argentina. Various other salars and playas such as those of China, Bolivia, Argentina, and Tibet are being evaluated for future lithium chemical production (Kunasz 2004).

Pegmatite is coarse-grained intrusive igneous rock formed from slow cooling of magma below the earth crust and contain large crystals. It can contain extractable amounts of a number of elements, including lithium, tin, cesium, niobium and tantalum. This form of deposit accounts for 26% of known global lithium resources. The Barbara Lake Project falls under pegmatite deposit types. Lithium-cesium-tantalum (LCT) pegmatites are a petrogenetically defined subset of granitic pegmatites that are associated with certain granites. They consist mostly of quartz, potassium feldspar, albite, and muscovite. Common accessory minerals include garnet, tourmaline, and apatite (USGS 2016). Lithium in pegmatites is most found in the mineral spodumene, but also may be present in petalite, lepidolite, amblygonite and eucryptite.

Sedimentary rock deposits represent 8% of known global lithium resources and are found in clay deposits and lacustrine evaporites. In clay deposits, lithium is found in hectorite, which is rich in both magnesium and lithium. The most known form of lithium-containing lacustrine deposit is found in the Jadar Valley in Serbia for which the lithium- and boron-bearing element jadarite is named.

Rare-element pegmatites may host several economic commodities, such as tantalum (Ta-oxide minerals), tin (cassiterite), lithium (ceramic-grade spodumene and petalite), rubidium (lepidolite and K-feldspar), and cesium (pollucite) collectively known as rare elements, and ceramic-grade feldspar and quartz (Selway et al., 2005). Two families of rare-element pegmatites are common in the Superior Province, Canada: Li-Cs-Ta enriched ("**LCT**") and Nb-Y-F enriched ("**NYF**"). LCT pegmatites are associated with S-type, peraluminous (Al-rich), quartz-rich granites. S-type granites crystallize from a magma produced by partial melting of preexisting sedimentary source rock. They are characterized by the presence of biotite and muscovite, and the absence of hornblende. NYF pegmatites are enriched in rare earth elements, U, and Th in addition to Nb, Y, F, and are associated with A-type, subaluminous to metaluminous (Al-poor), quartz-poor granites or syenites (Černý, 1991a).

Rare-element pegmatites derived from a fertile granite intrusion are typically distributed over a 10 to 20 km2 area within 10 km of the fertile granite (Breaks and Tindle, 1997a). A fertile granite is the parental granite to rare-element pegmatite dykes. The granitic melt first crystallizes several different granitic units (e.g., biotite granite to two mica granite to muscovite granite), due to an evolving melt composition, within a single parental fertile granite pluton. The residual melt enriched in incompatible elements (e.g., Rb, Cs, Nb, Ta, Sn) and volatiles (e.g., H2O, Li, F, BO3, and PO4) from such a pluton can then migrate into the host rock and crystallize pegmatite dykes. Volatiles promote the crystallization of a few large crystals from a melt and increase the ability of the melt to travel greater distances. This results in pegmatite dykes with coarse-grained crystals occurring in country rocks considerable distances from their parent granite intrusions.

There are several geological features that are common in rare-element pegmatites of the Superior province of Ontario (Breaks and Tindle, 2001; Breaks et al., 2003) and Manitoba (Černý et al., 1981; Černý et al., 1998) (Selway et al., 2005):

1. *Subprovincia! Boundaries*: The pegmatites tend to occur along subprovincial boundaries.
2. *Metasedimentary-Dominant Subprovince*: Most pegmatites in the Superior province occur along subprovincial boundaries, except for those that occur within the metasedimentary Quetico subprovince.
3. *Greenschist to Amphibolite Metamorphic Grade*: Pegmatites are absent in the granulite terranes.
4. *Fertile Parent Granite*: Most pegmatites in the Superior province are genetically derived from a fertile parent granite.
5. *Host Rocks*: Highly fractionated spodumene- and petalite-subtype pegmatites are commonly hosted by mafic metavolcanic rocks (amphibolite) in contact with a fertile granite intrusion along subprovincial boundaries. Pegmatites within the Quetico subprovince are hosted by metasedimentary rocks or their fertile granitic parents.
6. *Metasomatized Host Rocks*: Biotite and tourmaline are common minerals, and holmquistite is a minor phase in metasomatic aureoles in mafic metavolcanic host rocks to spodumene- and petalite-subtype pegmatites. Tourmaline, muscovite, and biotite are common, and holmquistite is rare in metasomatic aureoles in metasedimentary rocks.
7. *Li Minerals*: Most of the complex-type pegmatites of the Superior province contain spodumene and/or petalite as the dominant Li mineral, except for a few pegmatites which have lepidolite as the dominant Li mineral.
8. *Cs Minerals*: Cesium-rich minerals only occur in the most extremely fractionated pegmatites.
9. *Ta-Sn Minerals*: Most pegmatites in the Superior province contain ferrocolumbite and manganocolumbite as the dominant Nb-Ta-bearing minerals. Some pegmatites contain manganotantalite or wodginite as the dominant Ta-oxide mineral. Tantalum-bearing cassiterite is relatively rare in pegmatites of the Superior province.

10. *Pegmatite Zone Hosting Ta Mineralization*: Fine-grained Ta-oxides (e.g., manganotantalite, wodginite, and microlite) commonly occur in the aplite, albitized K feldspar, mica-rich, and spodumene core zones in pegmatites in the Superior province.

Exploration

125 has not carried out any exploration work on the Barbara Lake Project.

Drilling

No drilling has been done on the Barbara Lake Project by 125.

Sampling, Analysis and Data Verification

The author of the Barbara Lake Technical Report visited the Barbara Lake Project on September 8, 2020 and May 25, 2021. During Ontario Geological Survey ("**OGS**") work in 2008, a total of 237 bulk rock samples and 126 bulk mineral samples of rare element pegmatite indicator minerals were collected regionally in the Georgia Lake area and analyzed at the Geoscience Laboratories of the Ontario Geological Survey. A total of 2331 electron microprobe analyses were undertaken by A.G. Tindle at The Open University and a further 91 analyses of garnet were analyzed at the Geoscience Laboratories of the Ontario Geological Survey.

The geological work performed in order to verify the existing data consisted of visiting approachable outcrops, historically reported pegmatite showings and claim areas, and carrying out a limited search of tenure data on the Ministry of Energy, Northern Development and Mines Ontario ("**MNDM**") website on September 7, 2020 confirms the data supplied by the Company. The author of the Barbara Lake Technical Report conducted another visit to the Barbara Lake Project on May 25, 2021.

Historical grades and assay data are taken from MNDM assessment reports and OGS geological reports which are deemed reliable. Historical geological descriptions taken from different sources were prepared and approved by the professional geologists or engineers and are deemed reliable.

The data collected during the present study is considered reliable because it was collected by the author of the Barbara Lake Technical Report. The data quoted from other sources is also deemed reliable because the author of the Barbara Lake Technical Report verified the information during his visit of the Barbara Lake Property and also during the process of literature and data research in respect of the Barbara Lake Property.

Mineral Processing and Metallurgical Testing

No metallurgical testing has been completed.

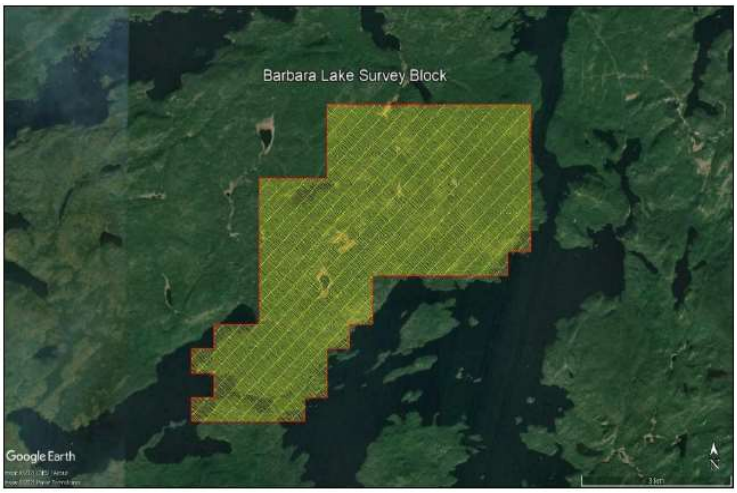
Mineral Resource Estimates

There are no mineral resource estimates for the Barbara Lake Project.

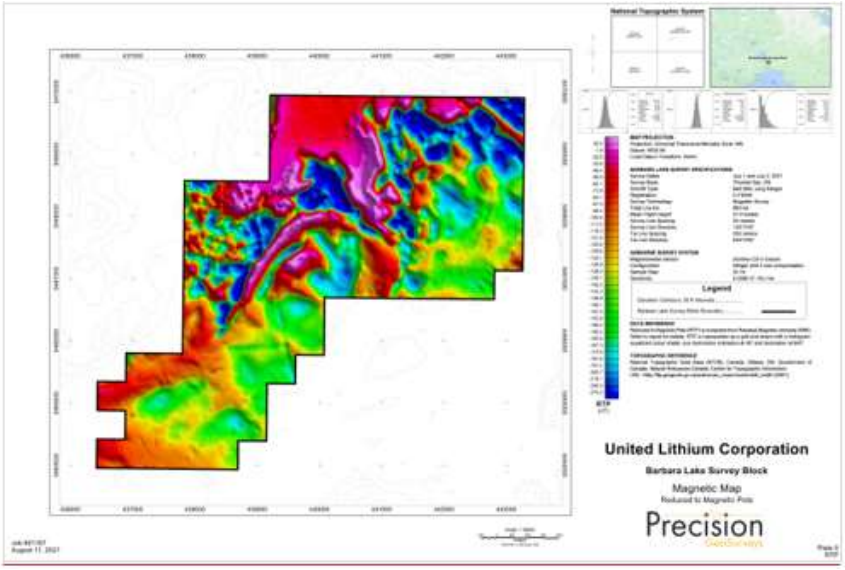
Exploration, Development and Production

Due to COVID-19, forest fires shutting down exploration in Northwestern Ontario for more than a month and geological labour shortages in Ontario, no work on the ground has been completed on the Barbara Lake Property since the date of the Barbara Lake Technical Report.

A high resolution heliborne magnetic geophysical survey was completed on the Barbara Lake Property on July 1 and 2, 2021. The Barbara Lake survey block was flown at 25m line spacing at a heading of 135°/315°; tie lines were flown at 250m spacing at a heading of 045°/225°.



The Company notes that priority targets will be selected from the airborne magnetic data. The below image is a magnetic map of the Barbara Lake Property and shows the different geological lithologies and structures visually from their magnetic characteristics.



Bergby Lithium Project

The following information is condensed and extracted from the technical report entitled "Revised NI 43-101 Technical Report on the Bergby Lithium Project, East-Central Sweden", dated July 29, 2021 (the "**Bergby Lithium Technical Report**"), prepared by Matthieu Gosselin, Eng. of Gosselin Mining AB, Jyri Meriläinen, Eurgeol., M. Sc. of Taiga Geoservices and Mark Saxon, P. Geo.

Project Description and Location

The Bergby Lithium Project is located in east-central Sweden circa 34 km north of Gävle city in the Gävle municipality, Gävleborg region county in the Kingdom of Sweden as illustrated in Figure 1. Gävleborg county is on the shores of the Gulf of Bothnia and is mainly composed of low and level landscape along the coast, it rises inland towards a wooded highland. Hydroelectricity is produced on the following rivers: Ljusnan, Voxnan, Jädraån, Gävleån, and Dalälven.

Figure 1: Bergby Project Location

The different municipalities in Gävleborg are: Bollnäs, Gävle, Hofors, Hudiksvall, Ljusdal, Nordanstig, Ockelbo, Ovanåker, Sandivken and Söderhamn. The average number of inhabitants in Gävleborg over the past five years is 285,000.

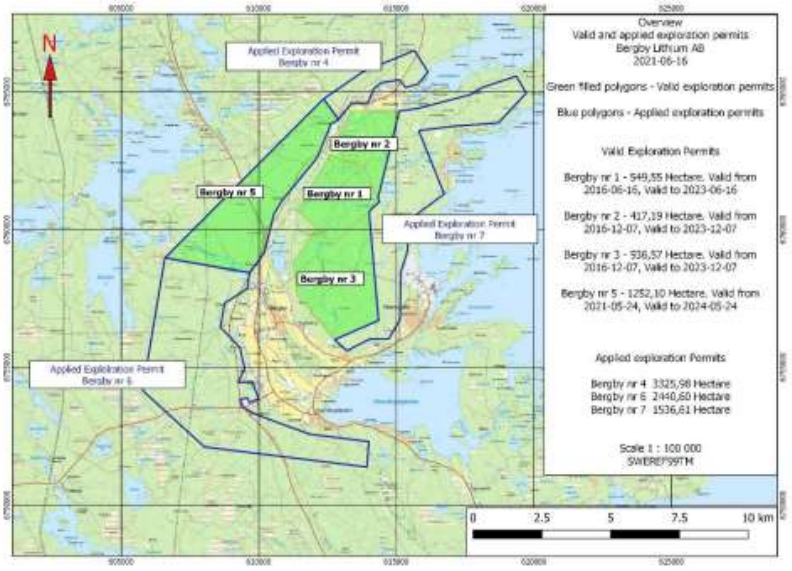


Figure 2: Bergby Project Granted (Green) and Applied (Transparent) Exploration Permits

Location

The name Bergby was given to a railway station on the East Coast Line when it was pulled through the village in 1925. The station was located on the estates of the villages Vij and Berg. The latter is located west of Hamrånge church and Hamrångeån. Vij (current spelling is Vi) is located in the north part of the community Bergby. The villages eventually grew together and got the name of the railway station. Bergby is now a central town with a health center, bank, cash machine, grocery store, café, restaurant, delicatesse and flower shop.

Ownership and Title

The Bergby Lithium Project is currently comprised of eight valid exploration licenses covering an aggregate area of approximately 7,828.60 hectares.

In Sweden, there are four different types of licenses necessary to start a mine from early-stage exploration to mine production: (1) exploration permits; (2) mining concessions; (3) environmental permits; and (4) building permits.

Forest Holding

During the site visit on June 15, 2021, the authors of the Bergby Lithium Technical Report noticed yellow tape around the trees with the name Stora Enso on it. Stora Enso owns forest lands located within Bergby no 1, 2 and 3. The Bergby Lithium Project is located on productive forest land and some areas will be harvested in the short-term.

Environment

Before commencing any exploration drilling during the summer 2021 campaign, the Company was required to submit a workplan to the Gävleborg county and other stakeholders. An exploration permit does not, in itself, confer a right to perform investigations that cause harm to, or intrude on, the rights of landowners and other right holders (stakeholders). Before any such investigations can begin, the Company, as the holder of an exploration permit was required to draw up a work plan. The plan includes an account of the exploration work planned, a timetable for the work, and an assessment of the extent to which the work may be assumed to affect public interests and individual rights. Before the work begins, stakeholders who are directly affected must receive a copy of the work plan. They then have three weeks to raise objections. If objections are raised, the party wishing to carry out the exploration must try to reach an agreement with the stakeholder or request that the Chief Mining Inspector affirm the work plan.

An exploration permit does not confer exemption from other laws and regulations. The application procedures required depend on the type and location of work to be carried out. The permit holder must ascertain the formal requirements and ensure they are all met before work is begun. The Chief Mining Inspector's exploration permit decision includes information about the most common requirements. The work must be carried out so that harm and intrusion are avoided as far as possible. The permit holder must pay compensation if this nonetheless occurs. Before prospecting begins, the Company provided a financial security for any compensation payable for damage or intrusion that may be caused by the work. It is widely recognized that in recent years in Sweden that the inability to advance projects has been related to surface and community issues rather than geological or technical issues. License to operate a mine has become the top business risks facing the mining industry in recent years. It is therefore important to include a preliminary discussion of any potential social or community related requirements and plans for the project and the status of any negotiations or agreements with local communities and a discussion of mine closure (remediation and reclamation) requirements and costs in technical reports. The Gävleborg County Administrative Board is usually responsible for managing and preserving protected nature, such as national reserves and national parks.

Nature reserves are created to preserve biological diversity, manage and preserve valuable nature environments or to meet the need for recreation areas. The County Administrative Board has developed conservation plans for the nature areas included in Natura 2000. Among other things, the plans describe the value of the area and what may pose a threat to the area as well as the conservation objectives for the various species and habitats within the area. The conservation plan is revised as new knowledge is added, or if the conditions in the area change. In the conservation plan you can also find proposals for change, new Natura 2000 areas and current referrals. The Hådells old forest Natura 2000 area site is an old coniferous forest on moraine ground situated adjacent to the W to Bergby no 1 and no 3 exploration licenses. The site is an old forest with spruce and pine. The trees are about 200-250 years old. There are also a lot of dead trees, both fallen and still standing, which contribute to the succession and diversity of species. Hådell's gammelskog forest is 35 ha in size and is one of the few older forest areas in the municipality that can be developed freely.

Figure 3: Hådells gammelskogm nature reserve and Natura 2000 protected areas

A forest surrounded by old pines with gnarled crowns, spruces with lichens hanging from trees branches and green mosses that cover stones. A narrow path, which is 1.7 km, goes around the small reserve and is marked in orange on the trees. There are many animals that thrive in the nature reserve. In addition to three-toed woodpeckers, crows and capercaillies, moose, bears, deer, badgers and lynx have been observed in the area.

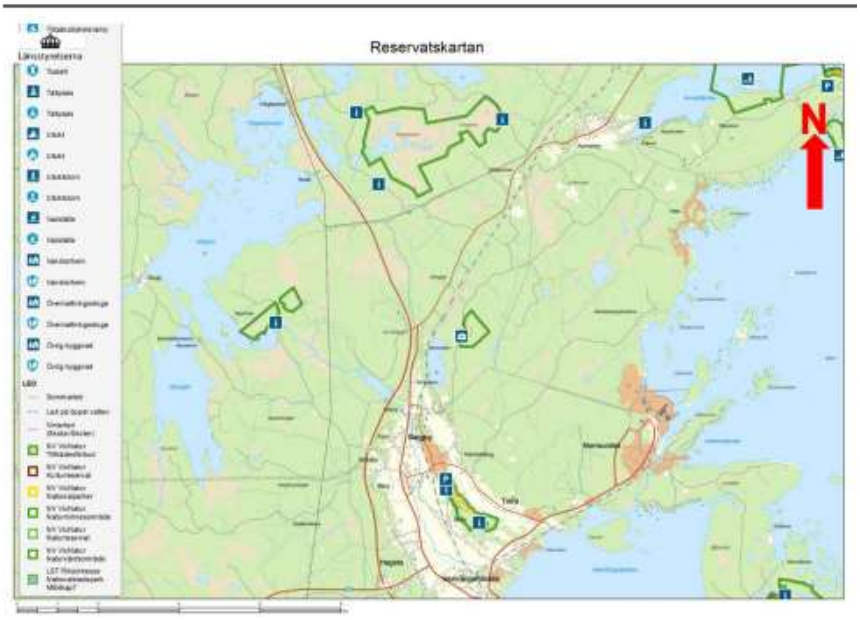


Figure 4: Different types of protected nature areas in Bergby project surroundings (The Swedish Environmental Protection Agency, 2021)

Water Protection Area

A land or water area may be declared a water protection area in order to protect a ground water or surface water supply that is being used, or is presumed to be used, as a water source. Information about the water protection areas are available on the Swedish Environmental Protection Agency's (Naturvårdsverket) website. Figure 5 illustrates the different water protection areas in the surrounding area.

Figure 5: Water protection areas in the surroundings area of Bergby project (The Swedish Environmental Protection Agency, 2021)

Environmental Studies

In order to continue to advance the Bergby Lithium Project, it will require an understanding of the surrounding baseline environment influence and shared interest in the project land tenure. A summary of the results of any environmental studies and a discussion of any known environmental issues that could materially impact the issuer's ability to extract the mineralization in the future are also required.

Desktop review of existing available data and identification of potential issues were undertaken. In the environmental impact statement overview plan by the Gävle municipality forecasting the year 2030 with a view to the year 2050, which was adopted by the City Council on December 11, 2017, such plan noted the following highlights about mining as follows:

- Land has both a value for different types of land use (agriculture and forestry) and for extraction of materials (gravel, crushed rock, ore, peat, topsoil and so on). One important natural resource is also water (both groundwater and surface water in the form of seas, lakes and streams). Water bodies have established environmental quality standards.

- Mining operations may be possible between Storsjön and Gävle airport and south of Furuvik. Establishment of mines require large areas of land, creating large amounts of polluted water, heavy transport and noise. Ore mining causes major negatives consequences from both a health and environmental perspective.

- Within the municipality, there are currently about ten quarries for energy peat, one for peat for material purposes and about fifteen quarries for material extraction. There are currently no active mines within the Gävle municipality. An application for a mining concession, rights to a mineral resource, have been granted for the area at Brunnsvik south of Forsbacka. Eventual mining operations must be located so that it does not interfere.

- Any mining activities should not be located at inappropriate places from a disturbance point of view and conducted and post-treated in such a way as to impact on the environment is minimized.

- Particularly protected natural resources:
    - Groundwater and surface water;
    - Natural gravel;
    - Cultivation and grazing land; and
    - Fishing waters.

- The following guidelines are given for natural resources:
    - Expansion of mining in the vicinity of existing gravel pits and new establishment of peat extraction at Dressmyran.
    - Minerals at Västerbruksgruvan (lead and zinc) shall be protected against measures that may significantly impede future mining.
    - Ongoing land use in agricultural areas shall remain essentially unchanged.

In Miljökonsekvensbeskrivning Gävleborgs Län, förlängning av koncession för svenska kraftnäts 400 kV ledning Hjälta – Hamra from December 2012 some highlights about mining are as follow:

- Several wind areas and areas that have been designated in the county administrative board's gravel inventory is affected by the power line.

- East of Gävle - Sandviken Airport is also located a gravel pit.

- No known areas with exploration interests or mineral resources are found along the power line route.
- As illustrated in Figure 6, the power line affects the western part of the municipality on a distance of about 73 km. On the northernmost section, the line runs in parallel and west of the 400 kV line CL3. The power line enters the municipality at a point about 12 km northwest about Bergby.

In a consultation report for the double railway track Ostkustbanan Gävle – Kringlan from 2017- 03-24 the following was reported:

- The Mining Inspectorate of Sweden: Between Kringlan-Sunnäsbruk (17 km) is an exploration permit called "Bergbyn nr 1" in connection with the existing railway, which is owned by Tasman Metals AB and is valid until 2019-06-19.

- The Swedish Transport Administration's comment: The exploration permit is outside the corridor and within the boundaries of the stage Kringlan-Ljusne.

Figure 6: The power line route in Gävle Municipality

A distance of circa 20 kilometers, between Kringlan in Gävle municipality (Axmartavlan) and Ljusne in Söderhamn municipality, Swedish Transport Administration (Trafikverket) will choose a corridor, a geographical area suitable for a future double track railway.

Trafikverket is investigating two alternatives, an eastern corridor and a western corridor as illustrated in Figure 7. The eastern corridor can be combined with the western corridor at the height of Sunnäs, which means that there are three alternative routes from Kringlan to Ljusne. The western alternative goes through unpaved terrain while the eastern corridor follows along the existing railway.

New versions of the consultation document and railway plan have been produced after the consultation in the spring of 2017. The documents form the basis for the Swedish Transport Administration to obtain the combined assessment of the municipalities concerned and the County Administrative Board on the choice of location before the Swedish Transport Administration chooses a corridor.

In summary, two different power lines routes running north to south and northeast to southwest respectively are crossing the Bergby Lithium Project granted or applied exploration licenses.

Figure 7: Swedish Transport Administration double track railway alternatives between Kringlan and Ljusne

No cost considerations have been considered for any future completion of baseline studies and effects assessment in order to support any future Preliminary Economic Assessment study for the Bergby Lithium Project. Environmental studies and effects assessment, and the permitting process, will most probably proceed on a schedule that may be different from that of the engineering (PEA, PFS and FS) studies. There are a few items that could have an influence or require specific project designs, controls, and mitigation measures in the future as identified in the aforementioned

environmental reports. It is vital for the Company to establish a good dialogue, engage and stay updated with other local, regional and national stakeholders since protected nature areas, planned double track railway and powerline could have a material effect on project economics, schedule, ability to receive permits and social acceptance.

Permitting

Before commencing any exploration drilling during the summer 2021 campaign, the Company was required to submit a workplan to the Gävleborg county and other stakeholders. An exploration permit does not confer a right to perform investigations that cause harm to, or intrude on, the rights of landowners and other right holders (stakeholders). Before any such investigations can begin, the Company, as the holder of an exploration permit was required to draw up a work plan. The plan includes an account of the exploration work planned, a timetable for the work, and an assessment of the extent to which the work may be assumed to affect public interests and individual rights. Before the work begins, stakeholders who are directly affected must receive a copy of the work plan. They then have three weeks to raise objections. If objections are raised, the party wishing to carry out the exploration must try to reach an agreement with the stakeholder or request that the Chief Mining Inspector affirm the work plan.

An exploration permit does not confer exemption from other laws and regulations. The application procedures required depend on the type and location of work to be carried out. The permit holder must ascertain the formal requirements and ensure they are all met before work is begun. The Chief Mining Inspector's exploration permit decision includes information about the most common requirements. The work must be carried out so that harm and intrusion are avoided as far as possible. The permit holder must pay compensation if this nonetheless occurs. Before prospecting begins, the Company provided a financial security for any compensation payable for damage or intrusion that may be caused by the work.

Potential Social or Community Requirements

Any potential social or community related requirements and plans for the project have been previously discussed such as the nature protected areas. Negotiations or agreements with local communities have not been taking place except for the work plan and financial security as aforementioned. The previously identified surrounding communities (local and regional) are as follow:

- Protected nature areas such as Hådells gammelskog;
- Land uses (economic, cultural and traditional activities): productive forest, hunting leisure and tourism industry;
- Social infrastructure: double track railroad, electricity power lines, train station, etc.;
- Community health, safety and wellbeing: water protection areas; and
- Heritage resources (physical and intangible cultural heritage): Kyrksstigen and natural protected nature areas.

Stakeholder Engagement Mechanism

Based aforementioned desktop study of previous environmental impact assessment (the "**EIA**") reports, identification, description and mapping of key stakeholders are as follow:

- Sandviken local group of the Swedish Outdoor Association (Friluftfrämjandet);
- County Administrative Board of Gävleborg County;
- Bergby community;
- Stora Enso;
- Local wildlife hunters group associations;
- Visit Gästrikland, JD Natur & Kultur HB; and
- The Swedish Transport Administration.

In the near future it is recommended to carry out a social risk analysis in regard to the different stakeholders and to present a short description of the following aspects:

- Engagement process;
- Status of relationship between the company and the stakeholders (historical and current); and
- Grievance management process.

Culture

Between Axmarby and Bergby is a circa 10 km long protected forest path that runs through the exploration licenses Bergby no 1, 2 and 3 on the east side of the E4 highway road. The path from Bergby to Axmar Bruk is in some places with wooden planks and is considered an ancient monument.

Figure 8: The Kyrkstigen patch between Bergby and Axmar Bruk

Figure 9: The Kyrkstigen path with signs and wooden planks on Bergby Exploration Licenses

Royalties, Back-In Rights, Payments or Other Encumbrances

Mineral compensation costs are those incurred when minerals are mined. For each calendar year mining exploitation is undertaken, the licence holder shall pay mineral compensation to the Swedish state. This compensation shall be equal to two-thousandths (0.2 %) of the calculated value of the minerals covered by the concession and are extracted

and brought to the surface within the concession area during the year. The calculation shall be based on the quantity of ore brought to the surface, its concession mineral content and the average price of the mineral during the year or a corresponding value.

On April 29, 2021, the Company completed the acquisition of 100% of the issued and outstanding share capital of Bergby Lithium AB. In consideration, the Company:

(a) paid $250,000 in cash;

(b) issued 1,031,864 Common Shares, subject to the escrow terms described above;

(c) issued 400,000 Warrants, with each Warrant entitling the holder thereof to purchase, until April 29, 2024, one Common Share at an exercise price equal to approximately $0.485;

(d) agreed to pay an additional $250,000 in cash by October 29, 2021 (paid on October 20, 2021); and

(e) granted Leading Edge a 2% net smelter returns royalty on the Bergby Lithium Project, which is subject to a buyback right in favour of the Company for $1,000,000.

Access, Climate Physiography, Local Resources, Infrastructure and Physiography

Accessibility

Stockholm Arlanda Airport has several scheduled daily flights to and from major European capitals and other Nordic countries as well as domestic flights within Sweden. Internationally, the airport is a hub for traffic to and from Scandinavia and the Baltic Sea region. By road the distance from Arlanda to Bergby is circa 165 km and it takes 90 minutes to drive northbound via highway E4 by car. It also possible to travel by train from Stockholm Arlanda Airport to Gävle Central Station and then continue by buss or car to Bergby and it takes roughly two hours.

Climate

The climate information presented in this section was referenced from the Weather Spark website. In Bergby, the summers are comfortable and partly cloudy and the winters are long, freezing, dry, and mostly cloudy. Over the course of the year, the temperature typically varies from -8°C to 21°C and is rarely below -18°C or above 25°C. Exploration work can be conducted during the winter by taking advantage of the frozen bogs for access. If the project goes into operation, it should be able to operate throughout the entire year.

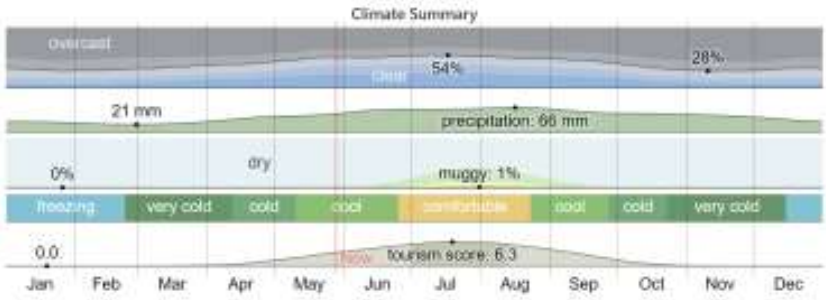


Figure 10: Climate Summary

The warm season lasts for 3.1 months, from June 3 to September 7, with an average daily high temperature above 16°C. The hottest day of the year is July 22, with an average high of 21°C and low of 11°C. The cold season lasts for 4.0 months, from November 17 to March 17, with an average daily high temperature below 3°C. The coldest day of the year is February 9, with an average low of -8°C and high of -1°C.

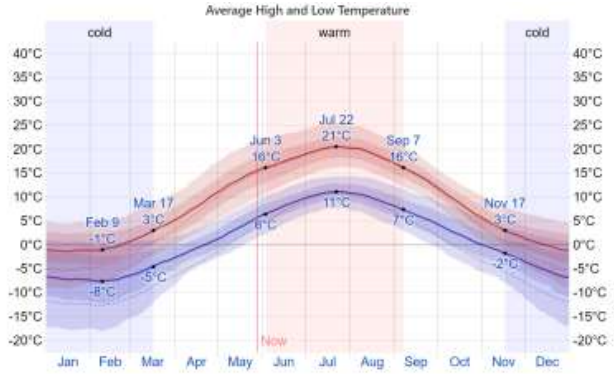


Figure 11: The daily average high (red line) and low (blue line) temperature, with 25th to 75th and 10th to 90th percentile bands. The thin dotted lines are the corresponding average perceived temperatures.

The figure below shows you a compact characterization of the entire year of hourly average temperatures. The horizontal axis is the day of the year, the vertical axis is the hour of the day, and the color is the average temperature for that hour and day.

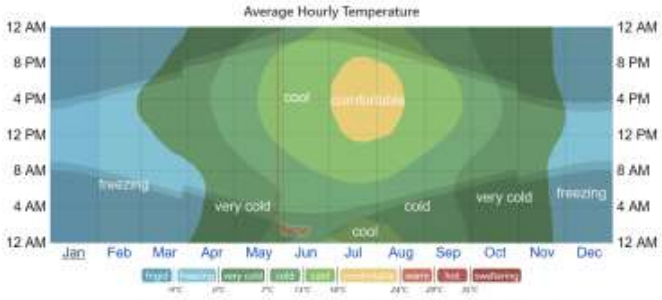


Figure 12: The average hourly temperature, color coded into bands. The shaded overlays indicate night and civil twilight.

A wet day is one with at least 1 millimeter of liquid or liquid-equivalent precipitation. The chance of wet days in Bergby varies throughout the year. The wetter season lasts 6.8 months, from May 28 to December 21, with a greater than 25% chance of a given day being a wet day. The chance of a wet day peaks at 34% on August 24. The drier season lasts 5.2 months, from December 21 to May 28. The smallest chance of a wet day is 16% on February 28. Among wet days, we distinguish between those that experience rain alone, snow alone, or a mixture of the two. Based on this categorization, the most common form of precipitation in Bergby changes throughout the year. Rain alone is the most common for 9.7 months, from February 28 to December 19. The highest chance of a day with rain alone is 34% on August 24. Snow alone is the most common for 2.3 months, from December 19 to February 28. The highest chance of a day with snow alone is 10% on December 25.

Figure 13: The percentage of days in which various types of precipitation are observed, excluding trace quantities: rain alone, snow alone, and mixed (both rain and snow fell in the same day).

The authors of the Bergby Lithium Technical Report reported snowfall in liquid-equivalent terms. The actual depth of new snowfall is typically between 5 and 10 times the liquid-equivalent amount, assuming the ground is frozen. Colder, drier snow tends to be on the higher end of that range and warmer, wetter snow on the lower end. As with rainfall, we consider the snowfall accumulated over a sliding 31-day period centered around each day of the year. Bergby experiences some seasonal variation in monthly liquid-equivalent snowfall. The snowy period of the year lasts for 6.0 months, from October 25 to April 27, with a sliding 31-day liquid-equivalent snowfall of at least 3 millimeters. The most snow falls during the 31 days centered around January 23, with an average total liquid-equivalent accumulation of 16 millimeters. The snowless period of the year lasts for 6.0 months, from April 27 to October 25. The least snow falls around July 26, with an average total liquid-equivalent accumulation of 0 millimeters.

Figure 14: The average liquid-equivalent snowfall (solid line) accumulated over the course of a sliding 31-day period centered on the day in question, with 25th to 75th and 10th to 90th percentile bands. The thin dotted line is the corresponding average rainfall.

The topography within 3 kilometers of Bergby contains only modest variations in elevation, with a maximum elevation change of 68 meters and an average elevation above sea level of 25 meters. Within 16 kilometers contains only modest variations in elevation (163 meters). Within 80 kilometers contains significant variations in elevation (501 meters). The area within 3 kilometers of Bergby is covered by trees (70%) and cropland (22%), within 16 kilometers by trees (73%) and water (23%), and within 80 kilometers by trees (54%) and water (40%).

Local Resources

The region of Gävelborg with circa 6,500 employees is the largest employer in Gävleborg and an important part in the development of the community. Agriculture is not predominant in Gävleborg county but farming of grain and potatoes are still taking place as well as stock raising.

Infrastructure

The county of Gävleborg is strategically located, and offers great diversity in business, culture, education and international contacts. The region is also situated just one and a half hour by train north of Stockholm. Along the coast, particularly around Gävle, the capital, there is extensive industrial development; paper and textiles are produced and

lumbering and sawmilling are important industrial activities. Sandviken, which has had a steel industry since 1860, is renowned for its saws.

The Bergby Lithium Project is located near the port of Norrsundet (norrsundetshamn.com) which offers good conditions for excellent establishment opportunities and a hub for climate smart coastal shipping. The port is approved for international shipping (fairway has 16m wide, 6.2m deep and a length 140m) and connected to a railway line with newly equipped embankment that extends through the entire area. The Company has recently moved into new offices at the port of Norrsundet and moved as well the project drillcores for storage within the same building as shown in Figure 16.

Figure 16: Bergby Project Office and Drillcores Storage at the Port of Norrsundet

During the site visit, a high voltage powerline was observed on Bergby no 1 and no 3 exploration licences. Two different power line routes running north to south and northeast to southwest respectively are crossing the Bergby Lithium Project granted or applied exploration licenses.

Physiography

The postglacial land uplift in Sweden affects the geodetic reference frames and is an important component when reducing coordinates to a certain epoch. The postglacial land uplift refers to the return of the earth crust to its state of equilibrium after having been heavily loaded by the kilometers-thick ice during the last ice age. When the ice started to melt approximate 20,000 years ago, the pressure on the earth's crust was relieved and the land started to rise. In Sweden, land uplift varies; it is largest in the north along the coast of the Baltic Bay (around 10 mm/year) and smallest in the south (around 1 mm/year). As illustrated in Figure 17, the annual land uplift in Bergby area is circa 8 mm.

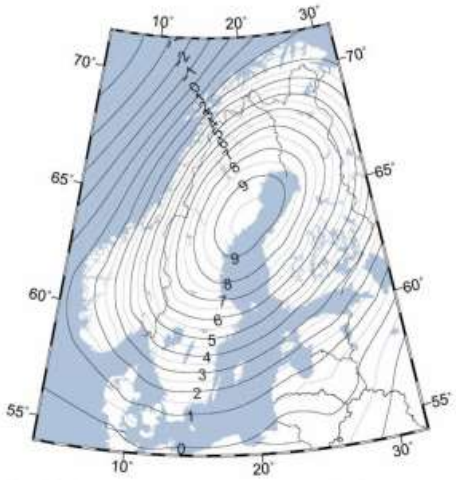


Figure 17: Levelled land uplift in mm per year according to the NKG2016LU land uplift model (Lantmäteriet, 2021)

Figure 17 shows levelled land uplift according to the NKG2016LU land uplift model. By levelled land uplift it refers to the land uplift relative to the of climate effects undisturbed sea level (the geoid).

Since 1969, Geological Survey of Sweden (SGU) is responsible to measure and documents how the Earth's magnetic field varies in time and space and makes forecasts about changes in the field. In Figure 18 is shown the deviation between compass and true North. The curves (isogons) in the map unites localities with the same declination. Positive declination is counted towards the east. Observe that local variations may occur.

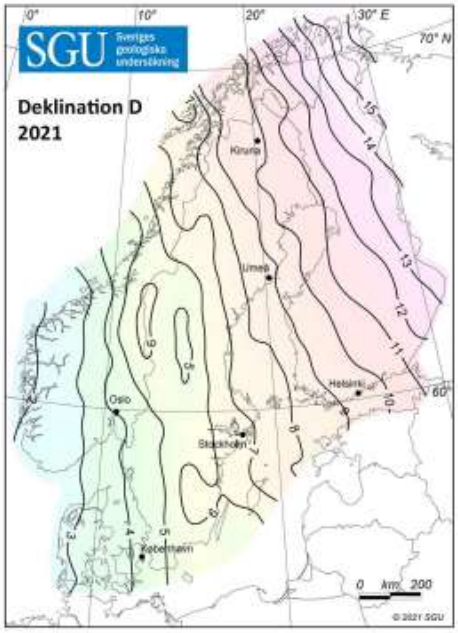


Figure 18: Magnetic declination 2021 (in degrees, positive to E) (SGU, 2021)

History

The area under exploration by the Company lies east of the village of Bergby which is located 35 km north of the town of Gävle. In the 1980's, the Bergby surrounding area was explored for gold by Sveriges Geologiska AB, the former state consulting company for ore and mineral exploration in Sweden.

In 2006, during a field mapping course, university students discovered some "green minerals" in pegmatitic boulders later identified as Spodumene.

The discovery was registered to the annual Norrland Mineral Hunt contest (Norrlands Mineraljakt) and sample no 07359 was analyzed in a laboratory as described and shown in Figure 19. The discovery was awarded a shared third prize in the Gävleborg region, i.e. monetary prize of 5 000 SEK. The Geological Survey of Sweden subsequently verified the discovery.

Figure 19: In 2007 Norrland Mineral Hunt, the Lithium discovery was awarded a shared third price in Gävleborg region and sample 07359 was analyzed in a laboratory.

It is stated in the Norrland Mineraljakt 2017 report: "a find of the lithium mineral the spodumene has been made in the northern part of Gävle municipality. Three new exploration permits have been applied for by mineral hunters in the county because of this year mineral hunting".

The motivation for the shared third prize was motivated as follow: "discovery of a small block with the lithium-pyroxene spodumene together with muscovite and apatite etc. in light granite pegmatite. A very interesting finding as Li mineralization are not known from this region before. Sample 07359. Map sheet 14H, 2d. RT 90-coord. 6761318 / 1569392".

In 2015 and 2016, the Leading Edge team conducted a few field visits during which numerous tourmaline-muscovite rich pegmatite boulders were observed. Most of the samples analyzed were clearly anomalous lithium and tantalum. From the sampling of the boulders the discovery of a mineralized outcrop was made.

Geological Setting and Mineralization

Regional Geology

The Fennoscandian (or Baltic) shield includes the bedrock of Sweden, Norway, Finland and the north-western part of Russia. The oldest rocks are the Archaean circa 3.2-2.5 Ga gneisses and greenstones found in the north-east, that are partly covered by Paleoproterozoic rocks emplaced during rifting and basin formation at circa 2.5-2.0 Ga. The central Fennoscandian Shield, incl. most of the northern and central Sweden as well as southwestern Finland, is dominated by the Paleoproterozoic circa 1.95-1.75 Ga Svecofennian Domain, that amalgamated by accretionary and collisional orogens. The area to the south and west of the Svecofennian Domain is referred to as the Trans-Scandinavian Igneous Belt (TIB), which mainly consists of circa 1.85-1.65 Ga relatively undeformed granitoids formed during subduction beneath the Svecofennian continental margin. In the southwest Scandinavian domain, the bedrock is dominated by circa 1.7-1.5 Ga rocks, that were deformed and metamorphosed during the Sveconorwegian orogeny at circa 1.2-0.9 Ga. The western part of the Fennoscandian Shield consists of circa 700-400 Ma allochthonous rocks that were thrusted eastwards onto of the older rocks during the Caledonian orogeny at circa 400. More or less undeformed Phanerozoic sedimentary rocks, circa 550 Ma old and younger, are found in e.g., southern Sweden and in the Oslo graben in Norway.

The Hamrånge area (Figure 20) is located in the southeastern part of the Ljusdal Domain, dominated by circa 1.86-1.84 Ga Ljusdal Batholith, in the southern part of the central Svecofennian province. The Ljusdal Domain predominantly consists of coarse microcline porphyritic granitoids, and includes supracrustal, mainly

metasedimentary rocks. The granitoids are referred to as juvenile alkali-calcic and they formed in a continental margin setting.

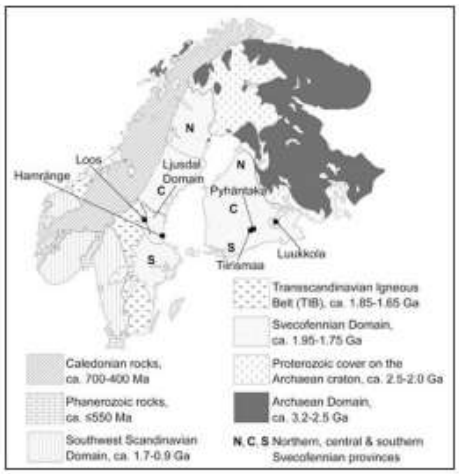


Figure 20: The Fenno-Scandian shield and Hamrånge area

Local Geology

The geology of the Hamrånge area (Figure 21) in the west-central part of the Fennoscandian Shield represents a summary of the Svecofennian evolution from the formation of volcanic rocks at 1.9 Ga and to the 1.82-1.80 Ga fragmentation of the Fennoscandian Shield by crustalscale shear zones. Unlike many areas in the shield, where the overprint of recrystallisation and migmatisation typical of "hot" orogens obscure or erase early structures, distinct primary and tectonic structures exist in the Hamrånge area and make it suitable for a high-resolution study of the structural evolution. The stratigraphy consists of mica schist (metagreywacke) overlain by 1.88 Ga felsic and mafic metvolcanic rocks and, in turn, a <1.86 Ga metaquartzite; the latter assumed to have formed during an 1.86-1.83 Ga intra-orogenic phase. Geochemical and isotopic data, respectively, suggest that the metavolcanic rocks have an oceanic island arc signature and that the surrounding/"underlying" 1.86 Ga granitoids of the Ljusdal Batholith formed in an active continental margin setting. Hence, these data contradict the interpretation that the granitoids have intruded the supracrustal rocks, the traditional view of the relationship between the "earlyorogenic" granitoids and the supracrustal sequences in the west-central Fennoscandian Shield. Tectonic accretion of the Hamrånge Group to the continental margin granitoids is verified by frequent internal mylonites in the supracrustal rocks, a thick mylonite zone between the metavolcanic rocks and the granitoids, as well as imbrication and mylonites within the latter. Several of these mylonites show top-to-the west or top-to-the NW kinematics. The mylonites are overprinted by recrystallisation showing that metamorphism outlasted the stacking of the tectonic units. The metavolcanic rocks have been affected by at least three deformation episodes (D1 through D3) while the quartzite is probably only affected by D2 and D3. The significance of D1 is poorly understood but D2 resulted in tight to isoclinal recumbent folding, thrusting and the development of a pronounced stretching lineation. The maximum age of D2 is constrained by the youngest detrital zircon age (1855±10 Ma) in the quartzite. During D3, N-S shortening refolded the D2-pattern by regional, upright, moderately east plunging folds. The minimum age of D3 is constrained by the 1.81 Ga age of the oblique, dextral north-side-down Hagsta Gneiss Zone (HGZ). The Lindön Shear Zone (LSZ) in the SE part of the area defines the northern margin of a 5x15 km tectonic lens of granitoid rocks. The LSZ had a composite evolution with early, pervasive sinistral shear overprinted by localized later dextral shear and related intrusion of pegmatites in a tension gash orientation. The LSZ is related to the HGZ and merge with that zone in the W. The regional F3-folds matured to mostly steep, dominantly dextral 1.82-1.80 Ga shear zones that are typical of this part of the shield. In the Hamrånge area, the HGZ truncates the supracrustal rocks in the southern part and separates these lower grade rocks from migmatites to the south. Thermobarometry results indicate peak metamorphism in the Hamrånge Group at 570-630°C/3- 7 kbar, while the peak in the migmatites was 650-700°C at c. 3 kbar. The age of the metamorphism in the migmatites is probably close to 1.84 Ga. The variable but higher pressures in the Hamrånge group compared to the migmatites strongly suggest that these units were formed in different tectonothermal regimes and were juxtaposed along the HGZ at 1.81 Ga, possibly due to convergence and collision of the Sarmatian continent in the south. In

addition, the thermobarometry results support previous interpretations suggesting that the HGZ is a major tectonic boundary or even a terrane boundary.

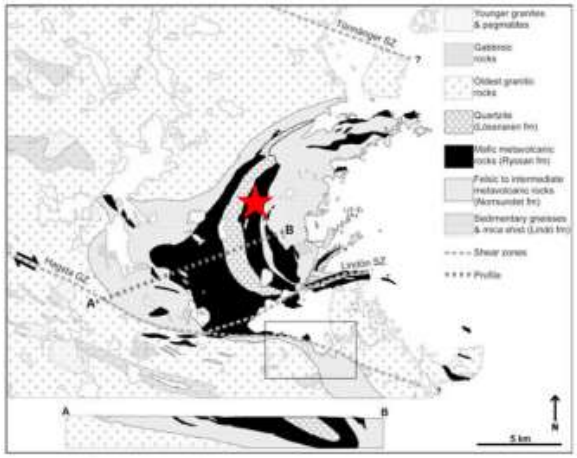


Figure 21: Hamränge area and the Bergby project area marked with a star

Mineralization

Drilling has confirmed the presence of a shallowly dipping 10-25 m thick lithium mineralized pegmatite body, which can be followed for about 800 m along strike. The depth extension is unknown, but on section 650N the pegmatite body has been intersected approximately 90 m down dip. The mafic metavolcanic host rocks strike approximately NNE-SSW and dip 50-60 degrees to the ESE. The strike of the pegmatite lens follows the general trend of the host rock, but drilling has shown it dips shallowly to the WNW and thus cuts the dip of the metavolcanic rocks at close to 90-degree angle.

The three mineralized LCT pegmatite types are identified:

- coarse grained spodumene and petalite crystals in a pegmatitic matrix;
- a mixture of fine grained white spodumene and quartz crystals (SQI) where lithiumoxide grades of 4.5% have been analyzed; and
- homogenous and medium-grained aplite-leucogranite type, which is relative low-grade (1-2% lithiumoxide), but Ta2O5-rich mineralization type, which forms few meters wide veins inside the coarse-grained pegmatite.

The coarse-grained type is present in the metavolcanite contact zones and the fine grained podumene and quartz crystals as irregular meter-wide zones.

Deposit Types

A pegmatite has been defined as: “an essentially igneous rock, commonly of granitic composition, that is distinguished from other igneous rocks by its extremely coarse but variable grainsize, or by an abundance of crystals with skeletal, graphic, or other strongly directional growth-habits.” Lithium-cesium-tantalum pegmatites are a petrogenetically defined subset of granitic pegmatites that are associated with certain granites. They consist mostly of quartz, potassium feldspar, albite, and muscovite. Common accessory minerals include garnet, tourmaline, and apatite. The major lithium ore minerals are spodumene, petalite, and lepidolite; cesium mainly comes from pollucite; and tantalum mostly comes from columbite-tantalite.

It has been suggested that most lithium-cesium-tantalum pegmatites are late syntectonic to early post-tectonic with respect to enclosing rocks. Most lithium-cesium-tantalum pegmatites intruded metasedimentary rocks, typically at low-pressure amphibolite to upper greenschist facies (Ĉerný, 1992). This metamorphic grade setting is a guideline

rather than a requirement. A few lithium-cesium-tantalum pegmatites are in granite, gabbro, or other igneous rocks. Unmetamorphosed sedimentary or volcanic successions are not prospective.

Individual pegmatites have various forms including tabular dikes, tabular sills, lenticular bodies, and irregular masses. Even the biggest lithium-cesium-tantalum pegmatite bodies are much smaller than typical granitic plutons. One of the largest and richest pegmatites, Greenbushes, is only 3-km long and a few hundred meters across. Most lithium-cesium-tantalum pegmatites are much smaller than this. Most lithium-cesium-tantalum pegmatite bodies show some sort of structural control; the specifics are a function of depth of emplacement and vary from district to district. At shallower crustal depths, pegmatites tend to be intruded along anisotropies such as faults, fractures, foliation, and bedding. In higher-grade metamorphic host rocks, pegmatites are typically concordant with the regional foliation, and form lenticular, ellipsoidal, or "turnipshaped" bodies. Most lithium-cesium-tantalum pegmatite bodies are concentrically, but irregularly, zoned, which is both mineralogical and textural.

Pegmatite hosted lithium deposits, similar to the Bergby Lithium Project, are the principal source of hard rock lithium mined globally. One such deposit is the Keliber Oy's advanced property in central Finland, which hosts six ore grade LCT pegmatite veins. Other examples within Europe include Wolfsberg in Austria, San Jose in Spain and Sepeda in Portugal.

Exploration

The Bergby Lithium Project was discovered by Leading Edge's geological team utilizing geological data maintained by the Geological Survey of Sweden. The Geological Survey of Sweden holds a very extensive database of mineralized boulders previously discovered across Sweden, including many that have never had significant follow-up. Leading Edge's geologists identified lithium prospective boulders within this dataset, and subsequent field prospecting discovered the presence of an extensive lithium and tantalum mineralized boulder field and bedrock outcrops at the Bergby Lithium Project.

A small soil sampling survey was conducted in 2016, to test if partial leaching soil geochemistry could pick up trace elements from the lithium-cesium-tantalum-type pegmatite at the Bergby Lithium Project. Partial leach geochemistry has been demonstrated to work an effective exploration tool for detecting covered lithium-cesium-tantalum pegmatites in Ontario. The study at Bergby was conducted before drilling was performed and pegmatite was only known in a few outcrops and boulders. The study comprised of 42 samples in a 100m x 100m pattern, covering about 0.3 sq km in the southern part of the mineralized pegmatite. In 2020, another study of 133 samples was completed covering a much larger area.

Using trace elements it appeared the method may work as an exploration tool to discover overburden covered, lithium bearing pegmatites. The elements utilized are all enriched in the Bergby Lithium Project pegmatite and though these elements show a less obvious anomalous pattern in the study they appear to indicate the presence of the now known mineralization.

In 2017, a small ground magnetic survey program was completed to provide indication of the structural setting of the deposit area, and to assist with the drill hole targeting. The survey covered approximately 2,000m along the assumed strike of the lithium prospective sequence with a varying width of 400m-750m. The survey consisted of approximately 25,000 line meters containing 42,657 survey points, thus resulting in approximately 50m line and 0.6m survey point spacings. The survey was conducted by Magnus Leijd from Tasman Metals and the survey was conducted with a GEM GSM 19-GW Overhauser magnetometer and GEM GSM-19-T proton magnetometer. The survey defined a discrete magnetic low, as are often associated with lithium-cesium-tantalum pegmatites.

Drilling

Core drilling at the Bergby Lithium Project consisted of a two-phase drilling program in 2017 totaling 1,525m of core drilling in 33 drill holes. The average drill hole depth was 46.2 m along an interpreted mineralized trend of 1,500m in strike length. Drilling density varies from 25m to 200m spacing, being denser in the central and southern parts of the

project area. Drilling was completed in 3m runs and the core quality was excellent with only negligible core losses. The estimated mineralization's true thickness is approximately 90% of the intersection widths.

The Bergby Lithium Project area was explored for gold in the 1980's by Sveriges Geologiska AB, the Swedish state exploration company, and a core drilling program was conducted approximately 2 km south of the current drilling area. There are no historical lithium analyses available.

No results of drilling have been conducted by or on behalf of the Company.

Sampling, Analysis and Data Verification

Sampling Preparation, Analyses and Security

For the 2017 drill programs, the drill core material was handled with adequate security measures throughout the handling process. The drill core boxes were transported from the drilling rig to the Woxna core archive by the project geologist or a geotechnician. Inspection of the core meterage and core quality were followed by RQD and lithological core logging by the project geologist. Focus in core logging and sample sectioning was on pegmatite contacts, due to the Li-Ta mineralization association in pegmatites. Sample intervals were marked on the core boxes and photographed before sending the drill cores to ALS Öjeby for sample preparation and assaying. Mark Saxon, FAusIMM and QP as defined by CIM oversaw the original sampling and logging work.

Samples submitted by Leading Edge were prepared and analyzed by the ICP-MS ME-MS89L technique by ALS Ltd's laboratories in either Piteå, Sweden, Loughrea, Ireland or Vancouver, Canada, where duplicates, repeats, blanks and known standards were inserted by ALS according to standard industry practice. ALS uses internal QC samples to control their process, and Leading Edge inserted own standard and field duplicate samples into the sample stream.

Following a review of assay values for lithium reference standard samples within the batch of analytical results for drillholes BBY17001 to BBY17005, as reported 25th April 2017, assay contractor ALS Ltd were requested to complete a re-assay of all samples using a technique better suited to high lithium grades. Grades increased significantly for three holes (24-34 %), and decreased slightly for two holes (3%). Thereafter all core samples were analyzed by the new method.

Leading Edge inserted QC-samples in the drill core sample batches sent to ALS for preparation and analysis at a rate of: Field duplicates 1:20, pulp duplicates 1:20, CRMs 1:20 and Blanks 1:33. Pulp duplicates were prepared by ALS and re-assayed and blanks were ALS's own material. Field duplicates were quarter cores and CRMs commercial samples.

The authors of the Bergby Lithium Technical Report are of opinion that the chosen QC sample proportion, insertion methodology and sample types are adequate for the technical reporting of the exploration results. Issues arising from the reported QC assays are: possibly high nugget effect in Li2O duplicates, preparation error in Ta2O5 duplicates, descending trend in CRM assays and sharp change to better (the new method) and possible contamination in sample preparation observed in blank sample grades. The authors of the Bergby Lithium Technical Report recommend that the Company would use own blank and field duplicates in future drilling campaigns and send small percentage of the pulp duplicates to another laboratory. Also, bulk density measurements should be conducted in future drilling campaigns for Mineral Resource Estimation purposes.

Data Verification

The short hole lengths have not required down-hole surveys and the holes are assumed to be linear. The drill hole collar, geology and assay files were provided in Microsoft Excel format, which were imported in Microsoft Access for database validation in Geovia Surpac version 6.9. The created drill hole database functioned well in and the only issues found were two missing core logging sections and one overlapping core logging section, which are probably typos in the original Excel file. No other drill hole database related issues were identified. There is no indication that grade is related to core recovery

The authors of the Bergby Lithium Technical Report have compared two drill cores against the drill core database for lithological logging and sample sectioning, with no observed issues. No independent verification samples were collected by the qualified persons, since the spodumene crystals which contain the bulk of the mineralization's Li2O content were clearly visible in all examined sample types (drill cores, outcrops and boulders) and the QPs are of opinion, that only very minimal added value could possibly be achieved by sampling such material in the current development stage of the Bergby Lithium Project. The authors of the Bergby Lithium Technical Report have reviewed the QA/QC information and found the data to be adequate for technical reporting.

Mineral Processing and Metallurgical Testing

After the successful drilling campaign in 2017, Leading Edge commissioned a chemical and mineralogical characterization with liberation measurements of a representative 177 kg bulk sample from the Bergby Lithium Project. Test work was done by Outotec Oy Pori Research Centre in Finland and funded by EIT Raw Materials under the LiRef project.

Bulk sample grades were 1.21 % Li2O, 115 ppm Ta2O5 and 90 % of lithium was contained in spodumene and petalite. Sn, Nb, Ta, Be, Rb, and Cs grades were 81ppm, 54 ppm, 94 ppm, 180ppm, 476 ppm, and 965 ppm, respectively. The bulk sample composed mainly of albite, quartz, spodumene, K-feldspar and muscovite, and minor minerals included petalite, epidote, tourmaline, amphiboles, chlorite, and apatite.

71.2 % of the total lithium was within spodumene and 18.5 % of within petalite. The other Libearing minerals included minor LiMnFe-phosphates, cookeite, eucryptite, and amblygonite. The spodumene liberation degree increases to a good level when the particle size is below 212 µm and the main locking mineral is quartz. The grind size recommended for high lithium recovery was P80 of 150 µm.

Mineral Resource Estimates

There are no mineral resource estimates for the Bergby Lithium Project.

Exploration, Development and Production

The Company anticipates continuing its drilling programs at the Bergby Lithium Project until the end of 2022. Additional metallurgical testwork will also be undertaken, including continuous testing of the successful spodumene concentrate production at a pilot plant scale.

DIVIDENDS

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

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The Company's authorized share capital consists of an unlimited number of Common Shares without par value, of which 70,055,082 Common Shares are issued and outstanding as of the date of this AIF. All of the issued Common Shares rank equally as to voting rights, participation and a distribution of the Company's assets on liquidation, dissolution or winding-up and the entitlement to dividends. Holders of Common Shares are entitled to receive notice of, attend and vote at all meetings of shareholders of the Company. Each Common Share carries one vote at such meetings. Holders of Common Shares are entitled to dividends if and when declared by the Board and, upon

liquidation, to receive such portion of the assets of the Company as may be distributable to such holders. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Preferred Shares

The Company's authorized share capital consists of an unlimited number of preferred shares without par value (the "**Preferred Shares**"), of which nil Preferred Shares are issued and outstanding as of the date of this AIF. Holders of Preferred Shares are entitled to dividends if and when declared by the Board and, upon liquidation, to receive such portion of the assets of the Company as may be distributable to such holders, in priority to holders of Common Shares.

Warrants

August 18, 2020 – Private Placement of Units

On August 18, 2020, the Company issued 19,998,858 Warrants in connection with the August 2020 Financing. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.25 per Common Share until August 18, 2022.

September 9, 2020 – Finder's Warrants

On September 9, 2020, the Company issued an aggregate of 172,512 Finder's Warrants in connection with the September 2020 Financing. Each Finder's Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.55 per Common Share until September 9, 2022.

April 29, 2021 – Bergby Lithium AB Acquisition

On April 29, 2021, the Company issued 400,000 Warrants to Tasman Metals AB as partial consideration for the Acquisition. Each Warrant entitles Tasman Metals AB to purchase one Common Share at an exercise price of approximately $0.485 per Common Share until April 29, 2024.

September 9, 2021 – Special Warrants Conversion

On September 9, 2021, the 13,939,394 Special Warrants issued in connection with the Special Warrant Financing were automatically converted at a conversion rate of 1.14, pursuant to and in accordance with the terms of the special warrant indenture dated March 8, 2021 between the Company and Computershare Trust Company of Canada, resulting in the issuance of 15,890,886 Common Shares and 7,945,435 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.85 per Common Share until March 8, 2023.

As at the date of this AIF, 19,788,921 Warrants are currently outstanding.

Compensation Securities

As at the date of this AIF, the Company has an aggregate of 547,445 Compensation Options outstanding, such Compensation Options issued in connection with the Special Warrant Financing. Each Compensation Option entitles the holder thereof to purchase one-and-one fourteenth (1.14) of a Unit (a "**Compensation Option Unit**") at an exercise price of $0.66 per Compensation Option Unit until March 8, 2023.

As at the date of this AIF, the Company has an aggregate of 218,978 Advisory Options outstanding, such Advisory Options issued in connection with the Special Warrant Financing. Each Advisory Option entitles the holder thereof to purchase one-and-one fourteenth (1.14) of a Unit (an "**Advisory Unit**") at an exercise price of $0.66 per Advisory Unit until March 8, 2023.

Principal Shareholders

As at the date of this AIF, no person or company beneficially owns, directly or indirectly, or exercises control or direction over Common Shares carrying more than 10% of the outstanding voting rights attached to the Common Shares.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following table sets out, as of the date of this AIF, the number of securities of each class of securities of the Company held, to the knowledge of the directors and executive officers of the Company, in escrow and the percentage that number represents of the outstanding securities of that class.

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Common Shares issued pursuant to the Acquisition	619,119[(1)]	0.88%

Notes:

(1) The 1,031,864 Common Shares issued pursuant to the Acquisition are subject to escrow restrictions noting two-fifths (2/5) or 412,745 Common Shares have been released from escrow as of December 29, 2021. The remaining 619,119 Common Shares subject to escrow will be released as follows: one-third (1/3) of the remaining Common Shares on April 29, 2022; one-half (1/2) of the remaining Common Shares on August 29, 2022; and the remaining Common Shares on December 29, 2022.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the CSE under the symbol "ULTH", on the OTC Pink under the symbol "ULTHF" and FRA under the symbol "0ULA". The following table sets forth trading information for the Common Shares on the CSE since August 1, 2021, the commencement of the Company's most recently completed financial year ended July 31, 2021.

	Price Range		
Month	**High ($)**	**Low ($)**	**Monthly Trading Volume**
August 2021	$0.69	$0.58	1,155,231
September 2021	$0.63	$0.40	4,518,540
October 2021	$0.92	$0.495	10,343,697
November 2021	$0.78	$0.55	3,082,525
December 2021	$0.65	$0.475	2,622,430
January 2022	$0.65	$0.51	2,720,266

The closing price of the Common Shares on the CSE on July 31, 2021 was $0.69.

Prior Sales

Non-Trading Securities – Warrants

During the twelve months ended July 31, 2021, the Company issued a total of 20,571,370 Warrants.

During the period subsequent to July 31, 2021 to the date of this AIF, the Company issued 7,945,435 Warrants pursuant to the automatic conversion of 13,939,394 Special Warrants on September 9, 2021 at a rate of 1.14. Each Warrant entitles the holder to acquire one Common Share at a price of $0.85 per Common Share at any time prior to March 8, 2023.

As at the date of this AIF, there were 19,788,921 Common Shares issuable upon the exercise of outstanding Warrants at a weighted average exercise price of $0.516 per Common Share. Please see "*Description of Capital Structure – Warrants*".

Non-Trading Securities – Options

During the twelve months ended July 31, 2021, the Company issued a total 4,200,000 Options.

During the period subsequent to July 31, 2021 to the date of this AIF, the Company issued the following Options:

Date of Grant	Number of Options Granted	Exercise Price (C$)	Expiry Date
December 23, 2021	2,550,000	$0.60	December 23, 2026

As at the date of this AIF, there were 6,228,568 Common Shares issuable upon the exercise of outstanding Options at a weighted average exercise price of $0.7448 to per Common Share.

Non-Trading Securities – Special Warrants

In the twelve months ended July 31, 2021, the Company issued 12,939,394 Special Warrants.

As at the date of this AIF, there were nil Special Warrants outstanding.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the names, province or state and country of residence of each of the directors and executive officers of the Company, their present position(s) and office(s) within the Company, their principal occupations during the last five years and, for the directors, their date of appointment.

All directors of the Company have been elected to serve until the next annual meeting of shareholders of the Company, subject to earlier resignation.

As at the date of this AIF, the Company's directors and executive officers beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 2,285,053 Common Shares, representing approximately 3.26% of the issued and outstanding Common Shares.

Name and Place of Residence	Current Office(s) with ULTH	Principal Occupation During the Preceding Five Years[(2)]	Date of Appointment as Director
Michael Dehn[(1)] Erin, Ontario	Director, President and Chief Executive Officer	President and Director, Avanti Management & Consulting Limited (a mining management services company) (May 2007–present)	October 19, 2018
Faizaan Lalani Surrey, British Columbia	Director and Chief Financial Officer	Director, Archer Exploration Corp. (March 2020–September 2021); Chief Financial Officer and Director (March 2021–present) and President (August 2021-present), Medaro Mining Corp.; Chief Financial Officer and Director, AmmPower Corp. (Sept 2020–present); Director. Chemesis International Inc. (December 2020–August 2021); Director, Interra Copper Corp. (formerly IMC International Mining) (November 2019–May 2021); Chief Financial Officer and Director, Infuzed Brands, Inc. (2019–2020); Director, Lobe Sciences Ltd. (2019–2020); Senior Project Accountant, PortLiving, (2016–2019)	October 29, 2019

Name and Place of Residence	Current Office(s) with ULTH	Principal Occupation During the Preceding Five Years[2]	Date of Appointment as Director
Aman Parmar[1] Vancouver, British Columbia	Director	Businessman; General Manager of Haraman Development Inc.; President, Chemesis International Inc., July 2018 – April 2020; Director, Chemesis International Inc., July 2018 – present; Director, Savannah Minerals Corp., Feb 2017 – August 2018.	September 9, 2020
Mark Ireton[1] New Westminster, British Columbia	Director	President, Chief Executive Officer and Director, Victory Resources Corp. (March 2021–present); Director, Medaro Mining Corp. (October 2020–present); Director, Global Wellness Strategies Inc. (November 2017–present); President and Chief Executive Officer, Noram Ventures Inc. (November 2015–January 2019); CEO, President and Director, AmmPower Corp. (December 2019-October 2020)'	February 19, 2021
Robert Shafer Salt Lake City, Utah, United States	Director	Geological Consultant; President, John Read Consulting Geologist Inc. (2004–present); Director, Trillium Gold Mines Inc. (July 2020–present); Director, Electric Royalties Ltd. (October 2019–present); Director, Volcanic Gold Mines Inc. (March 2017–present); Director, Renaissance Gold Inc. (March–September 2020); Director, Orosur Mining Inc. (June 2018–March 2020); Director, Cardinal Resources Ltd. (July 2017–January 2019); Director, Trigon Metals Inc. (April 2017–November 2019)	February 19, 2021

(1) Member of the Audit Committee.
(2) The information as to principal occupation, business or employment may not be within the knowledge of the management of the Company and has been furnished by the respective nominees.

Director and Executive Officer Biographies

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

Michael Dehn, President, Chief Executive Officer and Director

With over 25 years of experience in the mining industry, Mr. Dehn has been a director of publicly traded and private junior mining companies, with listings on the TSX, TSX-V, FRA, Berlin, OTCBB and Pink Sheets. His expertise lies in grassroots to advanced minerals exploration, mineral processing technology, innovation in exploration and extraction technologies, marketing and financing junior companies. Michael has worked in diamond, base metals, precious metals, industrial minerals, oil and natural gas, as well as sand, gravel and peat deposits, primarily in the Americas on private, public company and government projects. Mr. Dehn also serves as President and CEO of Temas Resources Corp, and is on the board of directors of Spruce Ridge Resources, West Red Lake Gold Mines, and Mega View Digital Entertainment Corp.

Faizaan Lalani, Chief Financial Officer and Director

Mr. Lalani is an accounting and finance professional with over 10 years of experience covering audit, financial reporting, corporate finance, and operations management. Mr. Lalani previously worked in the audit and assurance group at PricewaterhouseCoopers LLP, Canada, where he obtained his CPA, CA designation, gaining vast experience in accounting practices in both the public and private sectors during his tenure. Mr. Lalani has also served as a Senior Accountant for PortLiving, a Vancouver based real estate development company, since 2016 and, from 2014 to 2016, Mr. Lalani served as a Senior Accountant with Century Group, a Vancouver real estate development company. Mr.

Lalani served as a director of GreenStar Biosciences Corp. from May 2019 to April 2020 and as a director and Chief Financial Officer of a private beverage company from January 2019 to December 2020, helping them raise over $10 million. Mr. Lalani also serves as a director and Chief Financial Officer of AmmPower Corp. and Medaro Mining Corp.

Aman Parmar, Director

Mr. Parmar's corporate experience includes over 12 years working with both public and private companies in the resources, health care, manufacturing, cannabis, and real estate sectors. Mr. Parmar has extensive experience in the capital markets and has been involved in corporate restricting and financing for both public and private companies. Mr. Parmar obtained a Chartered Accountant designation in 2012 and holds a Bachelor of Technology in Accounting from the British Columbia Institute of Technology.

Mark Ireton, Director

Mr. Ireton has over 30 years of experience in the financial service industry, being well versed in both public and private transactions, reorganizations, acquisitions and divestitures in a variety of sectors that include, but are not limited to, manufacturing, aviation, transportation, construction, excavation, post-production and oil service.

Robert Schafer, Director

Mr. Schafer has over 30 years of international experience as a geologist exploring for mineral deposits in more than 70 countries. As an executive, manager and field geologist with companies including BHP, Kinross and Hunter Dickinson, Mr. Schafer led teams to the discovery of several deposits in the western United States, as well as developing strategies that led to brownfields discoveries in western Canada, southern Africa and far east Russia. Additionally, Mr. Schafer is the 2020-21 President of the Society for Mining, Metallurgy and Exploration (SME) in the United States. He is also past President of the Prospectors and Developers Association of Canada (PDAC) as well as past President of the Canadian Institute for Mining, Metallurgy and Petroleum (CIM) and the Mining and Metallurgical Society of America (MMSA). Mr. Schafer also served as a member of the Board of Directors for both the Canadian Mining Hall of Fame and National Mining Hall of Fame in the United States. Mr. Schafer has earned graduate degrees in both geology and mineral economics, is a Registered Professional Geologist, a Certified Corporate Director, and is a Fellow of the SME, CIM and SEG.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

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

On January 11, 2022, the British Columbia Securities Commission issued a cease trade order to Chemesis International Inc., a company that Aman Parmar is a director of and that Faizaan Lalani was a former director of, for failing to file audited financial statements for the year ended June 30, 2021, along with the accompanying management's discussion and analysis as well as the interim financial statements for the period ended September 30, 2021, along with the accompanying management's discussion and analysis, within the required time period. The cease trade order remains in effect as of the date of this AIF.

On July 23, 2021, the British Columbia Securities Commission issued a cease trade order in respect of the Company for failing to file a compliant material change report in respect of the amalgamation of the Company's wholly-owned subsidiary, 1263391 B.C. Ltd., with 125. The cease trade order was revoked on August 25, 2021.

On July 3, 2015, the Ontario Securities Commission issued a cease trade order to Jourdan Resources Inc., a company that Michael Dehn was a former director of, for failing to file financial statements for the year ended December 31, 2015, within the required time period. The cease trade order has been revoked and Jourdan Resources Inc. securities are now trading.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, as of the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while the person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is, as of the date of this AIF, or has been within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of management, no director or executive officer of the Company, or shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, information and belief, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company and its directors, officers or other members of management as a result of their outside business interests except that certain of the Company's directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. As required by law, each of the directors of the Company is required to act honestly, in good faith and in the best interests of the Company. In the event of a conflict of interest, the Company will follow the requirements and procedures of applicable corporate and securities legislation and applicable exchange policies, including the relevant provisions of the *Business Corporations Act* (British Columbia).

AUDIT COMMITTEE

The primary function of the audit committee of the Board (the "**Audit Committee**") is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of the Company. In accordance with National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), information with respect to the Audit Committee is contained below. The full text of the Audit Committee Charter, as passed unanimously by the Board, is attached to this AIF as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is currently comprised of three directors, namely Aman Parmar (Chair), Mark Ireton and Michael Dehn. NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. Michael Dehn, who also serves as President and Chief Executive Officer of the Company is not considered to be independent, as defined in NI 52-110, as he is an executive officer of the Company. Aman Parmar and Mark Ireton are considered to be independent. As the Company is a venture issuer, the Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. Further, in compliance with NI 52-110, a majority of the members of the Audit Committee of the Company are not executive officers, employees or control persons of the Company or of an affiliate of the Company.

All of the Audit Committee members are financially literate, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as an understanding of internal controls and procedures necessary for financial reporting. NI 52-110 provides that an individual 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 Company's financial statements.

The Audit Committee is responsible for review of interim and annual financial statements of the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

For details regarding the relevant education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee, see "*Directors and Officers – Director and Executive Officer Biographies*".

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on:

(a) the exemption in section 2.4 (*De Minimis Non-audit Services*);
(b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
(c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*);
(d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*); or
(e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures for Non-Audit Services

The Audit Committee pre-approves fees for non-audit services.

External Auditor Service Fees (By Category)

The following table sets out, by category, the fees billed by Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, the Company's current external auditor, for the financial years ended July, 2021 and 2020.

Financial Year Ended	Audit Fees [(1)]	Audit Related Fees [(2)]	Tax Fees [(3)]	All Other Fees [(4)]
July 31, 2021	$30,366	$19,000	$1,750	Nil
July 31, 2020	$10,122	$0	$1,750	$0

(1) The aggregate fees billed by the Company's auditor for audit fees.
(2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
(3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.
(4) The aggregate fees billed for professional services other than those listed in the other three columns.

Exemption

The Company is a "venture issuer" as defined in NI 52-110 and is relying upon the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

PROMOTERS

During the previous three fiscal years, no person or company has been a promoter of the Company or any subsidiary of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since the beginning of the most recently completed financial year ended July 31, 2021, there have been no legal proceedings to which the Company is or was a party or of which any of its projects is or was the subject of, nor are any such proceedings known by the Company to be contemplated.

Since the beginning of the most recently completed financial year ended July 31, 2021, the Company has not had any penalties or sanctions imposed on it by, or entered into any settlement agreements with, a court or a securities regulatory authority relating to securities laws, nor has the Company been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No (a) director or executive officer, (b) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Common Shares, or (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) has, or has had within the three most recently completed financial years ended July 31, 2021, any material interest, direct or indirect, in any transaction that has materially affected or is reasonably expected to materially affect the Company.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc. acts as the transfer agent and registrar for the Common Shares at its offices in Vancouver located at 3rd Floor 510 Burrard Street, Vancouver, BC, V6C 3B9.

MATERIAL CONTRACTS

Other than contracts entered into in the ordinary course of business, and except as described elsewhere in this AIF, the Company has not entered into any material contracts within the most recently completed financial year or previous to the most recently completed financial year, that are still in effect as of the date of this AIF.

INTERESTS OF EXPERTS

Information of a scientific or technical nature included or incorporated by reference in this AIF has been reviewed and approved by Mark Saxon, P. Geo. who is a "qualified person" under NI 43-101. As of the date hereof, Mr. Saxon and his firm beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

In this AIF, scientific and technical information relating to the Bergby Lithium Project is based upon the Bergby Lithium Technical Report, prepared by Matthieu Gosselin, Eng., Jyri Meriläinen, Eurgeol., M. Sc. and Mark Saxon, P. Geo. Information of a scientific or technical nature included or incorporated by reference in this AIF has been reviewed and approved by Messrs. Gosselin, Meriläinen and Saxon, each who is a "qualified person" under NI 43-101. As of the date hereof, Messrs. Gosselin, Meriläinen and Saxon and each of their respective firms beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

In this AIF, scientific and technical information relating to the Barbara Lake Project is based upon the Barbara Lake Technical Report, prepared by Martin Ethier, P. Geo. Information of a scientific or technical nature included or incorporated by reference in this AIF has been reviewed and approved by Mr. Ethier, who is a "qualified person" under NI 43-101. As of the date hereof, Mr. Ethier and his firm beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

The auditor of the Company is Dale Matheson Carr-Hilton LaBonte LLP. Dale Matheson Carr-Hilton LaBonte LLP has informed the Company that it is independent with respect to the Company within the meaning of the *Code of Professional Conduct* of the Chartered Professional Accountants of British Columbia.

ADDITIONAL INFORMATION

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

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the management information circular for the annual general and special meeting of the Company held on August 19, 2021, which is available on SEDAR at www.sedar.com. Additional financial information about the Company can be found in the Company's financial statements and management's discussion and analysis for the financial year ended July 31, 2021.

The foregoing additional information is available on SEDAR at www.sedar.com the Company's profile

SCHEDULE A

UNITED LITHIUM CORP.

AUDIT COMMITTEE CHARTER

See attached.

UNITED LITHIUM CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. **Composition**

(a) *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company.

(b) *Chair*. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

(c) *Financial Literacy*. All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. **Meetings**

(a) *Quorum*. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.

(b) *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

(c) *Notice to Auditors*. The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.

(d) *Minutes*. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. **Roles and Responsibilities**

The roles and responsibilities of the Audit Committee include the following:

<u>External Auditor</u>

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Responsibility for Oversight*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

(a) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(b) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.

(d) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

(a) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(b) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(c) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(d) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(e) *Other*. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

(a) *Accounting, Auditing and Internal Control Complaints*. The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(b) *Employee Complaints*. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. **Authority**

(a) *Auditor*. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *Independent Advisors*. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. **Reporting**

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and all other material matters dealt with by the Audit Committee.