

United Lithium Corp.

Management Discussion and Analysis

For the Three Months Ended

October 31, 2022 and 2021

## INTRODUCTORY COMMENT

United Lithium Corp. (the “Company”) was incorporated on April 28, 2017, under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in the United States.

The head office and principal address of the Company is located at 750 West Pender Street, Suite 401, Vancouver, British Columbia, Canada, V6C 2T7. The Company’s registered and records office address is 750 West Pender Street, Suite 401, Vancouver, British Columbia, Canada, V6C 2T7.

This MD&A supplements but does not form part of the condensed consolidated interim financial statements of the Company and notes thereto for the three months ended October 31, 2022, and consequently should be read in conjunction with the audited consolidated financial statements for the year ended July 31, 2022, which are presented in accordance with International Financial Reporting Standards (“IFRS”). Information in this MD&A is current as of December 23, 2022.

***We recommend that readers consult the “Cautionary Statement” on the last page of this report.***

## PROJECT SUMMARY

### BARBARA LAKE LITHIUM PROPERTY

On August 28, 2020, the Company obtained 100% control over 1263391 B.C. Ltd. (“126 B.C.”) and acquired all issued and outstanding common shares.

On October 13, 2020, the Company, closed an amalgamation between the Company’s wholly- owned subsidiary 126 B.C. and 1257590 B.C. Ltd. (“125 B.C”) by issuing 11,500,000 common shares of the Company with a fair value of \$7,820,000. No finder’s fee was paid in connection with the transaction.

Pursuant to the amalgamation, the Company obtained 125 B.C.’s option (“Option”) to acquire up to 100% of the Barbara Lake Lithium Property, which comprised of 56 mining cell claims covering approximately 2,147 hectares land in the Barbara Lake Area, Thunder Bay Mining District, Ontario, Canada.

The Company also issued 109,965 common shares of the Company to the property owner of the Barbara Lake Lithium Property with a fair value of \$74,776.

The Company issued

The Option will be exercisable as follows:

#### Payments

- Payment of \$40,000 in cash to the property owner by July 30, 2020 (paid – November 10, 2020)
- Payment of \$40,000 in cash to the property owner by July 30, 2021 (paid – November 15, 2021); and
- Payment of \$50,000 in cash to the property owner by July 30, 2022 (paid – October 27, 2022)
- Issue to the property owner such number of the Company’s shares within 10 business days at the date of closing (109,965 common shares issued on October 13, 2020)
- Issue to the property owner such number of the Company’s shares as equal to \$40,000, by July 31, 2021 (57,971 common shares issued November 15, 2021), and
- Issue to the property owner such number of Company’s shares as equal to \$50,000, by July 31, 2022. (208,333 common shares with a fair value of \$51,041 issued on October 27, 2022).

Expenditures

- Incurring \$100,000 of expenditures on the Property by July 31, 2021; (achieved)
- Incurring an additional \$250,000 of expenditures on the Property by July 31, 2022; (optionor has agreed that expenses will be incurred) and
- Incurring an additional \$500,000 of expenditures on the Property by July 31, 2023.

Hindered by the COVID-19 pandemic for the past 2 years and forest fires in 2021, staffing to progress the Barbara Lake was difficult to secure until early this summer. A project manager has designed an exploration program with the expectation of completing a surface rock chip sampling and reconnaissance mapping program this year, followed by a diamond drilling program in 2023.

**BERGBY LITHIUM PROJECT**

On April 29, 2021 the Company acquired from Leading Edge Materials (“Leading Edge”) and its subsidiaries Tasman Metals AB (“Tasman”) and Tasman Metals Ltd., all of the issued and outstanding share capital of Bergby Lithium AB (“Bergby”). Bergby holds a 100% interest in and to the mining licenses comprising of the Bergby Lithium project (“Bergby Lithium Project”), located in central Sweden. Total consideration as follows:

- Cash of \$250,000 paid at the closing date;
- 1,031,864 common shares issued by the Company at the closing date with a fair value of \$1,031,864. The common shares are subject to an escrow restriction whereby 20% of such shares shall be released after each subsequent four-month period following the closing date;
- 400,000 common share purchase warrants issued by the Company at the closing date with a fair value of \$358,980. Each share purchase warrant entitling the holder thereof to acquire one common share of the Company at an exercise price of \$0.485 for a period of 36 months; and
- Payment of an additional \$250,000 in cash on the date that is six months following the closing date; (Paid - October 20, 2021).

The Company will also commit to Leading Edge Materials to exercise reasonable commercial efforts toward spending \$1,000,000 on exploration work on the Project within 18 months from the Closing Date.

**Project Details**

Bergby was discovered by the Leading Edge Materials team early in 2016 and has already thrown up both high grades and a high hit rate of potentially mineralized pegmatite.

Bergby lies in central Sweden, 25km north of the town of Gavle. The site is close to infrastructure, with major roads, rail and power supply passing immediately adjacent to the Bergby project.

The Bergby project is secured by eight exploration licenses that cover a total of 10,828 Ha.

Bergby is optimally positioned to benefit from access to the EU/UK market and the demands for alternative energy vehicle manufacturing, high tech devices and grid storage systems, proximity to next generation Lithium-Ion battery manufacturing plants, educational institutions and the development of Li-Ion research and development as well as an abundant water and low power costs for processing hard rock lithium bearing minerals cost effectively.

Since acquiring the Bergby property in 2021, and adding additional exploration claims, 86 diamond drill holes have been completed for a total of 8090m. This brings the total number of holes drilled on the project since 2017 to 118 diamond drill holes for a total of 9560m.

Multiple strike extensive pegmatites have been intersected in drilling, frequently carrying spodumene mineralization. Drilling is anticipated to continue until year end. Assay results from most recent drilling are awaited, expected to be available for reporting during Q4 2022.

A 2005 line-kilometer heliborne magnetic and radiometric survey to map lithium bearing pegmatites was completed on the Bergby property in August 2022. A final report with maps is pending, which shall be released as they become available.

### **ACQUISITION OF LITIUMLÖYDÖS OY**

On December 15, 2021, the Company entered into a definitive agreement (the “Agreement”) with Sunstone Metals Limited (“Sunstone”), Scandian Metal Pty Ltd., Scandian Metals AB and Litiumlöydös Oy (“Litiumlöydös”) to acquire (the “Acquisition”) 83.6% of the issued and outstanding share capital of Litiumlöydös, a Finland company which holds a 100% interest in and to the mining licenses comprising the Kietyönmäki Lithium project (the “Project”) located in the Kietyönmäki lithium prospect.

On February 14, 2022, the Company completed the acquisition of 83.6% of the issued and outstanding share capital of Litiumlöydös. The Consideration for the Acquisition is comprised of an aggregate of \$420,000 in cash and 871,803 common shares in the capital of ULTH (the “ULTH Shares”). The ULTH Shares will be issued at a deemed price of \$0.48 per share and subject to an escrow restriction whereby 70% of such ULTH Shares shall be released four (4) months (June 11, 2022) following the closing date of the Acquisition (the “Closing Date”), and the remaining 30% ULTH Shares shall be released eight (8) months (October 14, 2022) following the Closing Date

### **Project Details**

The Kietyönmäki lithium project was discovered by the Finnish Geological Survey (“GTK”) in the mid-1980’s. GTK drilled 17 shallow diamond drill holes to test down to 70 meters below surface across three traverses, including one traverse of very shallow holes to locate bedrock. In 2016, six holes were drilled by Sunstone which intersected lithium mineralization hosted within a spodumene-bearing pegmatite dyke swarm.

Historical drilling results from GTK include 24.25 meters grading 1.31% Li<sub>2</sub>O in drill hole R310 from 58.75 meters; 13 meters grading 1.66% Li<sub>2</sub>O in drill hole R316 from 86.00 meters; and 23 meters grading 1.53% Li<sub>2</sub>O in drill hole R307 from 14.10 meters.

Historical results from Sunstone include 42 meters grading 1.10% Li<sub>2</sub>O in drill hole KMDD001 from 17.88 meters; 6 meters grading 0.90% Li<sub>2</sub>O in drill hole KMDD002 from 115.14 meters; and 9 meters grading 0.80% Li<sub>2</sub>O in drill hole KMDD006 from 167.00 meters.

Surface channel sampling by GTK included 16.25 meters at 1.72% Li<sub>2</sub>O, 115.6 ppm Nb<sub>2</sub>O<sub>5</sub> and 130.2 ppm Ta<sub>2</sub>O<sub>5</sub>; 7.70 meters at 1.21% Li<sub>2</sub>O, 100.2 ppm Nb<sub>2</sub>O<sub>5</sub> and 111.3 ppm Ta<sub>2</sub>O<sub>5</sub> and 2.25 meters at 1.10% Li<sub>2</sub>O, 105.4 ppm Nb<sub>2</sub>O<sub>5</sub> and 163.5 ppm Ta<sub>2</sub>O<sub>5</sub>.

The Company also has added an additional 535 hectares to the Kietyönmäki lithium project. This brings the total land area to 900 hectares for the project.

Field work commenced early this summer at the Kietyönmäki project. Several previously unrecognized pegmatites were identified on the property and sampled, results pending.

Drilling commenced at Kietyönmäki during Q3 2022, with results expected in Q1 2023.

### **STAKING AND SAMPLING NEAR CUSTER, SOUTH DAKOTA**

On May 3, 2022, the Company announced that it has established a large land position in an historic lithium-beryllium producing area near Custer, South Dakota. The Company has staked over 500 unpatented lode claims covering more than 15 square miles (nearly 40 square kilometers) in the west and southwest parts of the Black Hills. The “Liberty Lithium Project” hosts numerous pegmatite bodies, many of which were mined for Li-Be during World War II. United Lithium’s claims include or are immediately adjacent all of the Li-Be producing properties (if the property is privately owned) from this era. A reconnaissance rock chip sampling program was carried out in conjunction with the staking

program to identify new areas for detailed field work. Samples have been submitted to the laboratory and assays are awaited.

Additional claims have recently been added to the Liberty Lithium Project in western South Dakota. Over 500 claims were initially staked on US Bureau of Land Management ("BLM") and US Forest Service administered lands, with the second phase of staking adding another 223 claims. Assuming all claims are validated by the BLM, United Lithium will control more than 723 BLM unpatented lode claims in the southern and western Black Hills of South Dakota, with abundant pegmatites throughout the claim package. Many pegmatites can be recognized on satellite imagery, highlighting their width and strike extent.

During the first phase of staking, 225 rock chip samples were collected and sent to ALS Laboratories for analysis. In the second phase of staking, an additional 117 samples were collected and sent to ALS for analysis. Results are pending.

## RESULTS OF OPERATIONS

	Three months ended October 31,	
	2022	2021
<b>Expenses</b>		
Depreciation	\$ 2,188	\$ 438
General and administration	32,914	43,949
Investor relations	26,375	11,000
Management and consulting fees	69,000	61,255
Marketing	36,000	977,959
Professional fees	80,489	143,677
Project generation	19,125	74,025
Public company costs and director fees	16,362	17,791
Regulatory and transfer agent fees	19,931	13,190
Share-based payments	819,852	137,847
Foreign exchange loss	13,325	4,474
Total expenses	(1,135,561)	(1,485,605)
<b>Net loss</b>	<b>\$ (1,135,561)</b>	<b>\$ (1,485,605)</b>
<b>Loss attributable to:</b>		
Shareholders of the parent company	(1,135,561)	(1,485,605)
	<b>\$ (1,135,561)</b>	<b>\$ (1,485,605)</b>

## THREE MONTHS ENDED OCTOBER 31, 2022 AND 2021

### EXPENSES AND NET LOSS

The net loss for the period ended October 31, 2022 was \$1,135,561 compared to \$1,485,605 for the period ended October 31, 2021. Material variances are as follows:

- A decrease in general and administration of \$11,035 is mainly related to decrease of rent expense (\$5,487) and general admin expenses (\$5,842) related to decreased activities in Bergby.

- An increase in investor relations of \$15,375 is mainly related to increased number of news releases dissemination channels and investor relations consulting services to update shareholders on the Company's recent activities.
- An increase in management and consulting fees of \$7,745 due to increased salary awarded to executives during the period ended October 31, 2021 compared to the prior period.
- A decrease in marketing costs of \$941,959 due to various marketing online campaigns and programs that have been completed and not renewed in the current period.
- A decrease in professional fees of \$63,188 mostly related to a decrease in legal cost of \$69,382 related to decreased services provided for the Company's corporate actions during the period ended October 31, 2022, and \$4,794 related to increase in accounting cost.
- A decrease in project generation of \$54,900 mainly due to the completion of geological services provided for technical evaluation of new potential project business opportunities during last period ended October 31, 2021.
- An increase in regulatory and transfer agent fees of \$6,741 is mainly due to the increased cost of the FY 2022 SEDAR filing.
- An increase in share-based payments of \$682,005 is mainly due to granting of 4,050,000 Restricted share rights ("RSR") to officers and directors of the Company.

#### SUMMARY OF QUARTERLY FINANCIAL INFORMATION

Fiscal quarter ended	Revenues	Loss from continuing operations – per share		Net comprehensive loss – total
		Net loss – total		
		\$	\$	\$
October 31, 2022	Nil	(1,135,561)	(0.02)	(1,160,141)
July 31, 2022	Nil	(182,296)	(0.01)	(175,319)
April 30, 2022	Nil	(1,181,340)	(0.02)	(1,193,747)
January 31, 2022	Nil	(3,021,875)	(0.04)	(3,034,661)
October 31, 2021	Nil	(1,485,605)	(0.02)	(1,489,886)
July 31, 2021	Nil	(2,040,989)	(0.04)	(2,045,152)
April 30, 2021	Nil	(3,821,258)	(0.08)	(3,821,167)
January 31, 2021	Nil	(2,283,933)	(0.05)	(2,283,933)

#### DISCUSSION

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period. Other than the factors leading to certain costs discussed above in the section "Results of Operations", management does not believe that meaningful information about the Company's operations can be derived from an analysis of quarterly fluctuations in any more detail than presented there.

#### LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2022, the Company had current assets of \$1,511,144 and current liabilities of \$475,241 compared to current assets of \$2,574,952 and current liabilities of \$580,757 at July 31, 2022. As at October 31, 2022 the Company had a working capital of \$1,035,903 compared to working capital of \$1,994,195 at July 31, 2022.

On October 27, 2022, the Company paid cash of \$50,000 and issued 208,333 common shares valued at \$51,041 in relation to the Barbara Lake acquisition.

During the period ended October 31, 2022, 1,007,000 warrants were exercised for gross proceeds of \$251,750.

The Company intends to use the proceeds of the Private Placement for working capital and general corporate purposes, including with respect to its search for suitable lithium and other battery materials related mineral properties to add to its portfolio.

#### **OFF BALANCE SHEET ARRANGEMENTS**

There are no material off- balance sheet arrangements.

#### **TRANSACTIONS WITH RELATED PARTIES**

##### ***Related party balances***

As at October 31, 2022, \$26,587 (July 31, 2022 - \$55,675) is due to related parties and is included in trade payables and accrued liabilities. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

##### ***Transactions***

During the period ended October 31, 2022 and 2021, the following amounts were incurred with directors and officers of the Company:

	<b>October 31, 2022</b>	<b>October 31, 2021</b>
Director fees	\$ 12,000	\$ 12,000
Management fees to the CEO	30,000	24,000
Management fees to the CFO	30,000	21,000
Share-based payments	814,530	121,882
	<b>\$ 886,530</b>	<b>\$ 178,882</b>

#### **PROPOSED TRANSACTIONS**

The Company is continuously evaluating new opportunities that could include a joint venture, a disposal of the project or a sale of the Company. While various negotiations may be ongoing at any given time, these may or may not be successful. The Company considers opportunities where there is expected to be significant value to the shareholders.

#### **PLAN OF ARRANGEMENT**

On December 5, 2022, United Lithium Corp (“United Lithium”) and European Triphane Corp. (“SpinCo”) agreed to proceed with a reorganization transaction by way of a plan or arrangement (“Arrangement”) whereby, United Lithium will undertake a reorganization and spin-out of various assets (Spin-out Assets) in mineral properties located in Finland and Sweden, to SpinCo, commencing at the Date of Execution, each of the events set out below shall occur and shall be deemed to occur in the following sequence or as otherwise provided below or herein, without any further act or formality:

- a) Each Common Share in respect of which a Shareholder has exercised Dissent Rights and for which the Shareholder is ultimately entitled to be paid fair value (each a “Dissent Share”) shall be deemed to have been repurchased by United Lithium for cancellation in consideration for a debt-claim against United Lithium to be paid the fair value of such Dissent Share in accordance with Article 3 of the Plan of Arrangement, net of any applicable withholding tax, and such Dissent Share shall thereupon be cancelled.

- b) United Lithium will transfer to Spin-out Assets to SpinCo for consideration of 8,000,000 SpinCo Common Shares, with fair market value equal to the fair market value of the Spin-out Assets, to the Shareholders and United Lithium.
- c) Notwithstanding the terms of the United Lithium Stock Option Plan, including any agreement made thereunder:
  - a. each United Lithium Option (whether vested or not) exercisable for a Common Share that is outstanding as at the Distribution Record Date (defined below) which has not been duly exercised or cancelled will be and will be deemed to be exchanged for:
    - i. one fully-vested Replacement United Lithium Option and will be governed by the terms of the United Lithium Stock Option Plan and will have: (1) an exercise price per Common Share equal to the exercise price of each United Lithium Option exchanged; and (2) the same expiry date as the expiry date of the United Lithium Option; and
    - ii. one-eleventh of one fully vested SpinCo Option to purchase from the SpinCo one SpinCo and will be governed by the terms of the SpinCo's Plan and will have: (1) an exercise price per SpinCo Common Share equal to the exercise price of each such United Lithium Option; and (2) the same expiry date as the expiry date of the United Lithium Option, provided that the exercise prices of each Replacement United Lithium Option and each SpinCo Option issued pursuant to the step above shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof immediately after the steps above does not exceed the In the Money Amount of the exchanged United Lithium Option determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange.
- d) Notwithstanding the terms of any certificates representing the United Lithium Warrants, including any agreement made thereunder:
  - a. each United Lithium Warrant (whether vested or not) exercisable for a Common Share that is outstanding as at the Distribution Record Date which has not been duly exercised or cancelled will be and will be deemed to be exchanged for:
    - i. one fully-vested Replacement United Lithium Warrant to purchase from United Lithium one Common Share for every Common Share that could be purchased under the United Lithium Warrant. Each Replacement United Lithium Warrant will have: (1) an exercise price per Common Share equal to the exercise price of each United Lithium Warrant; and (2) the same expiry date as the expiry date of the United Lithium; and
    - ii. one-eleventh of one fully-vested SpinCo Warrant to purchase from the SpinCo one SpinCo Common Share for every Common Share that could be purchased under the United Lithium Warrant. Each SpinCo Warrant will have: (1) an exercise price per SpinCo Common Share equal to the exercise price of each such United Lithium Warrant; and (2) the same expiry date as the expiry date of the United Lithium Warrant for which such SpinCo, provided that the exercise prices of each Replacement United Lithium Warrant and each SpinCo Warrant issued pursuant to the step above shall be and be deemed to be automatically adjusted such that the aggregate In-the-Money Amounts thereof immediately after the steps above does not exceed the In the Money Amount of the exchanged United Lithium Warrant determined immediately before the exchange, with the intention that subsection 7(1.4) of the Tax Act will apply to each exchange.



After completion of the arrangement, the SpinCo will own a 100% ownership in the Bergby Lithium Property and 100% ownership in the Kietyönmäki Property. SpinCo intends to operate as a lithium mineral exploration and development company and will continue to advance its properties and seek to acquire other mining assets.

#### **NEW ACCOUNTING STANDARD AND INTERPRETATION**

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's consolidated financial statements.

#### **FINANCIAL RISK AND CAPITAL MANAGEMENT**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

##### ***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts at a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. Credit risk is assessed as low.

##### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to necessary levels of equity funding. Liquidity risk is assessed as high.

##### ***Foreign exchange risk***

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as it has sales and contracts denominated in currencies other than the functional currency of the Company and its subsidiaries.

Since the Company's reporting currency is Canadian dollars and the Company has significant Swedish Krona ("SEK") and Euro (EUR) operations. The Company is exposed to foreign currency fluctuations on its reported amounts of US, Euro, and SEK assets and liabilities.

As at October 31, 2022, the Company had the following US dollar, Euros, and Swedish Krona denominated assets and liabilities:

	October 31, 2022			July 31, 2022		
	Euros	US Dollars	Swedish Krona	Euros	US Dollars	Swedish Krona
Cash	\$ 13,502	\$ 17,697	\$ 117,598	\$ 13,072	\$ 17,544	\$ 119,594
Receivables	44,205	-	106,542	7,237	-	166,104
Accounts payable and accrued liabilities	(9,729)	(24,866)	(229,096)	112,614	46,551	(199,275)
<b>Total</b>	<b>\$ 47,978</b>	<b>\$ (7,168)</b>	<b>\$ (4,956)</b>	<b>\$132,923</b>	<b>\$ 64,095</b>	<b>\$ 86,423</b>

As at October 31, 2022, a 10% change in exchange rates between Euro, US dollars, SEK and Canadian dollar would impact the Company's net income (loss) by \$3,585 (July 31, 2022 – \$28,344).

#### **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risks.

#### **Capital Management**

The Company's policy is, if permitted by market conditions, to maintain a strong capital base so as to support investor and creditor confidence and support future development of the business. The capital structure of the Company consists of equity, comprising share capital and reserves net of accumulated deficit. The Company is not subject to any externally imposed capital requirements. There has been no change in the Company's management of capital during the period ended October 31, 2022.

#### **Fair value**

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and loans payable. The fair value of these financial instruments approximates their carrying values due to the short-term nature of the instruments. Cash, accounts payable and accrued liabilities and loans payable are measured at fair value using Level 1 inputs.

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

### **RISKS RELATED TO THE COMPANY'S BUSINESS**

#### **Overview**

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in the exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial.

The following sets out the principal risks to be faced by the Company:

**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.

**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. See "Share Price Volatility and Price Fluctuations" below.

**Commodity Price Risks.** The Company's exploration project seeks vanadium and uranium. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

**Aboriginal Accommodation Risks.** Aboriginal title claims and rights to consultation and accommodation may affect our 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 our 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 also could affect existing exploration activities as well as potential development projects and possible future acquisitions. These legal requirements may affect our ability to expand or transfer existing projects or acquire possible new projects.

**Financing Risks.** Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon either selling equity in the capital markets or obtaining funding partnerships with third parties to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will support providing the financing needed to continue its exploration programs on favorable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

**Share Price Volatility and Price Fluctuations.** In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

**Competition.** Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

**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, 2022, was \$20,332,942. 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.

**Environmental and Other Regulatory Requirements.** The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

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 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 or extraction operations may be required to compensate those suffering loss or damage by the reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, 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 abandonment or delays in development of new mineral exploration properties.

To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

**Uninsured Risks.** The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. A finding of liability against the Company in such circumstances would have material effect on the Company's financial position.

**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.

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

## **OTHER MD&A DISCLOSURE REQUIREMENTS**

### **Information Available on SEDAR**

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website <http://www.sedar.com/>.

### **Disclosure by Venture Issuer Without Significant Revenue**

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates. An analysis of the material components of the exploration and evaluation assets of the Company's mineral properties is disclosed in Note 4 to the financial statements.

## **OUTSTANDING SHARE DATA**

At the date of this report there are 73,223,127 common shares issued and outstanding, 8,358,389 warrants, 6,228,568 stock options, 953,030 Special broker warrants, and 4,050,000 RSRs.

Vancouver, British Columbia

December 23, 2022

We recommend that users of this report read the below Cautionary Statements.

### **Cautionary Statements**

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans, future possible exercise of warrants and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation (a) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are advised not to place undue reliance on forward-looking statements.