



SPOD LITHIUM CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For Year Ended July 31, 2023 and 2022

This Management Discussion and Analysis ("MD&A") of Spod Lithium Corp. (formerly EEE Exploration Corp. ("Spod" or the "Company")) has been prepared by management as at November 28, 2023 and should be read together with the annual audited financial statements for the period ended July 31, 2023 and related notes for the year ended July 31, 2023 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company can be found on SEDAR at www.sedar.com. The following amounts are expressed in Canadian dollars unless otherwise stated.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance, and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Company Overview

Spod Lithium Corp. (the "Company") was incorporated as a wholly owned subsidiary of reporting issuer Pharmalogix Investments Corp. (Formerly UWO Consulting Ltd.) ("UWO") on November 11, 2014 under the laws of British Columbia, Canada. On April 15, 2021, the Company changed its name to EEE Exploration Corp. and on September 21, 2022, the Company name was changed to Spod Lithium Corp. On September 21, 2021, the Company commenced trading on the Canadian Securities Exchange ("CSE" or "Exchange") and is currently trading under the symbol "SPOD". The Company is engaged in the business of mineral exploration focusing on the acquisition and development of mineral properties containing battery, base and precious metals. Pursuant to a plan of arrangement between the Company and UWO, the Company's shares were distributed to the shareholders of UWO during the year ended July 31, 2018.

The Company's exploration and evaluation assets are located in Canada in the provinces of Quebec and Ontario.

The Company's most recent activities include the following:

In August 2022, the Company entered into a mineral option agreement for the MegaLi Exploration Property in the Province of Quebec to acquire a 50% interest in the property by: making aggregate cash payments of \$325,000, issuing an aggregate of 3,000,000 common shares to the optionor and at least \$1,850,000 in exploration expenditures on the property within three years. \$25,000 was paid and 500,000 shares were issued on execution of the agreement.

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In September 2022, the Company closed a non-brokered private placement financing for gross proceeds of \$2,700,000. Issuance of 15,000,000 Class A common shares at a price of \$0.10 per Share and 10,000,000 flow-through shares at a price of \$0.12 per share.

In October 2022, the Company entered into an option agreement with GIA Resources Inc. ("GIA"), a related party through officer in common, pursuant to which the Company has granted GIA an option to earn a 100% interest in the Golden Moon Property. GIA is required to make aggregate exploration expenditures of \$450,000 on the property and issue 1,700,000 common shares to the Company before October 31, 2025.

In November 2022, the Company closed a property purchase agreement with Jadeite Capital Ltd. and Generic Geo Inc. to purchase the North Nipigon exploration property comprising 401 mineral claims located north of the town of Nipigon, Ontario. The Company acquired 100% interest in the property by making an aggregate cash payment of \$65,000 and by issuing an aggregate 4,000,000 Class A common shares to the sellers on the closing of the agreement. The property is subject to a 2% net smelter return royalty in favour of Jadeite Capital Ltd.

In May 2023, the Company's Class A common shares, previously trading on the OTCQB under the symbol EEEXF, are now trading on the OTCQB under the symbol SPODF.

In May 2023, the Company announced its initial exploration plan for its 100% wholly owned North Nipigon / Niemi Lithium project in Ontario. The North Nipigon – Niemi Lithium Project.

In June 2023, the Company announced its further exploration plan for the Company's Megali and Lithium Grande 4 properties in the James Bay region in the province of Quebec.

In June 2023, the Company provided an exploration update on its Phase I exploration program for its 100% owned North Nipigon / Niemi Lithium project in the Georgia Lake Pegmatite Field, Ontario. DCX Geological Consulting has successfully completed the Phase I program on the 8,679-hectare project, in which they identified numerous high priority target areas by overlaying historical data with geophysical and LiDAR data collected from the Company's February 2023 Mag/VLF airborne survey.

In July 2023, the Company issued 700,000 Class A common shares with a fair value of \$70,000 pursuant to the property option agreement to acquire up to 100% of the Lithium Grande 4 Property. The agreement was also amended to extend the requirement for \$350,000 in exploration expenditures from July 6, 2023 to August 13, 2023 which has been met.

In August 2023, the option agreement for the Megali property was amended to extend the requirement to incur \$350,000 to September 18, 2023. The Company fulfilled this commitment after July 31, 2023. Subsequent to July 31, 2023, the Company paid \$50,000 and issued 700,000 Class A common shares pursuant to the Megali option agreement.

In August of 2023, the Company announced due to improving conditions surrounding the Company's properties in the James Bay region of Quebec, the company's long awaited 2023 exploration program scheduled on the Company's Megali and Lithium Grande 4 properties will commence immediately.

In October 2023, the Company provided the following exploration update on its MegaLi project.

- Several pegmatite outcrops have been identified and sampled. Observations show the potential to identify large pegmatites on Block C. Pegmatites are concentrated in 500 metres wide swarms recognized over a kilometric strike length.
- Mineralogical and textural characteristics observed allow to link Block C pegmatites to the LCT type (Lithium-Cesium-Tantalum).
- The MegaLi project shares its border with Patriot Battery Metals Inc's Corvette property and is located about 3 km south from CV5 pegmatite system. The CV5 pegmatite contains 109.2 Mt of inferred resources at 1.74% LiO2 contains in spodumene.

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- 111 prioritised rock-chip samples are on their way to ALS Laboratories for alkaline fusion assaying.
- Fieldwork remains ongoing with only 18 of the forecasted 25 ground campaign days completed to date.

In October 2023, the Company announced the closing of a non-brokered private placement for gross proceeds of \$303,170 through the issuance of 4,330,999 units at a price of \$0.07 per unit, each unit consisting of one Class A common share and one-half of one transferable Class A common share purchase warrant. Each whole warrant is exercisable for an additional common share at \$0.12 for 24 months from the date of issuance.

In October 2023, the Company and GIA amended the option agreement for the Golden Moon Property to extend to extend each annual requirement by one year.

Selected Annual Information

The following table provides a summary of the Company's financial operations in the past three years. For more detailed information, refer to the Financial Statements.

	Year Ended July 31, 2023	Year Ended July 31, 2022	Year Ended July 31, 2021
	\$	\$	\$
Total revenue	Nil	Nil	Nil
General and administrative expenses	1,364,097	301,969	317,899
Loss and comprehensive loss for the year	1,252,919	302,594	282,097
Loss per share – basic and diluted	0.03	0.02	0.02
Total assets	3,138,483	710,582	639,335
Total liabilities	191,543	143,299	94,958

Summary of Quarterly Results

	July 31, 2023	April 30, 2023	January 31, 2023	October 31, 2022
	\$	\$	\$	\$
Net Loss for the Period	841,981	158,981	136,642	115,315
Loss per Share	0.02	0.01	0.00	0.00

	July 31, 2022	April 30, 2022	January 31, 2022	October 31, 2021
	\$	\$	\$	\$
Net Loss for the Period	141,043	16,814	109,161	35,576
Loss per Share	0.01	0.00	0.01	0.00

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Results of Operations***Year Ended July 31, 2023***

The Company had no revenue from operations for the year ended July 31, 2023, and 2022.

During the year ended July 31, 2023, the Company incurred a net and comprehensive loss of \$1,252,919 (2022 - \$302,594) consisting of administrative expenses of \$1,364,097 (2022 - \$301,969) and other income of \$111,178 (2022 – loss of \$625).

Administrative expenses of \$1,364,097 (2022 - \$301,969) consisted of general and administrative expenses of \$122,415 (2022 - \$90,049), consulting fees of \$239,988 (2022 - \$39,035), transfer agent and filing fees expenses of \$64,557 (2022 - \$40,861), management fees of \$162,881 (2022 – \$59,000), marketing expenses of \$661,500 (2022 - \$nil), legal and accounting expenses of \$100,419 (2022 - \$73,024) and share based compensation of \$12,337 (2022 - \$nil).

Other income (expenses) was for the reversal of flow-through share liability of \$111,178 (2022 - \$39,375) and \$nil (2022 - \$40,000) in write-down of exploration and evaluation assets.

Three Months Ended July 31, 2023

A summary of results for the fourth quarter is summarized below:

	Three Months Ended July 31, 2023	Three Months Ended July 31, 2022
	\$	\$
General and administrative	24,935	57,455
Consulting	147,174	11,899
Transfer agent and filing fees	2,276	23,781
Management fees	42,000	24,000
Marketing	661,500	-
Legal and accounting	30,847	24,455
Share based payment	12,337	-
Reversal of flow-through share liability	(79,088)	(547)
	841,981	141,043

Exploration and Evaluation Assets

At July 31, 2023, the Company incurred total costs of \$2,595,702 (2022 - \$650,234).

For the year ended July 31, 2023, acquisition costs were \$1,384,538 (2022 - \$397,700) and exploration costs of \$573,430 (2022 - \$115,494) which includes geological costs of \$573,430 (2022 - \$4,361), consulting fees of \$nil (2022 - \$27,572), drilling costs of \$nil (July 31, 2022 - \$83,561).

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Liquidity and Capital Resources

At July 31, 2023, the Company reported working capital of \$351,238 (2022 – working capital deficit of \$82,951). At July 31, 2023 the Company had a cash balance of \$369,675 (2022 - \$36,629) to settle current liabilities of \$191,543 (2022 - \$143,299). The Company expects to fund the liabilities with cash on hand and if necessary, through the issuance of capital stock over the coming year.

As at July 31, 2023, the Company's cash increased by \$333,046 to \$369,675 from \$36,629. For the year ended July 31, 2023, cash used in operating activities of \$1,537,444 (2022 - \$245,344), cash provided by financing activities of \$2,627,739 (2022 - \$nil), and cash used in investing activities of \$757,249 (2022 - \$162,694).

During the year ended July 31, 2023, cash used in operating activities of \$1,537,444 (2022 - \$245,344). Cash used during the year consists primarily of general and administrative expenditures of \$1,252,919 (2022- \$302,594) net of the reversal of flow-through share liability of \$111,178 (2022 - \$39,375), write-down of exploration and evaluation assets of \$nil (2022- \$40,000), share based compensation of \$12,337 (2022 - \$nil) and non-cash working capital items of \$185,684 (2022 - \$56,625).

During the year ended July 31, 2023, cash provided by financing activities of \$2,627,739 (2022 - \$nil) from the proceeds from issuance of common shares net of cost of \$2,626,839 (2022 - \$nil) and from proceeds from warrant exercise \$900 (2022 - \$nil).

During the year ended July 31, 2023, cash used in investing activities of \$757,249 (2022 - \$162,694) for exploration and evaluation assets.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

New standards, Amendments, and Interpretations

The Company has reviewed the impact of new and amended standards that are effective for annual periods beginning on or after August 1, 2023. It does not expect the impact on the financial statements to be material, although additional disclosure may be required.

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Related party Transactions

As at July 31, 2023, due to related party includes \$3,588 (July 31, 2022 – \$6,275) to directors or a company controlled by a director. The amounts are unsecured, non-interest bearing and has no fixed terms of repayment. At July 31, 2023 management fees of \$16,400 (2022 - \$nil) were prepaid.

The Company considers officers and members of the Board of Directors as related parties. Key management costs for the period ended July 31, 2023, is \$176,881 (2022 - \$65,700). Remuneration was made to the following officers and directors, or to companies controlled by these officers and directors:

	July 31, 2023 \$	July 31, 2022 \$
Fees paid or accrued to a company controlled by the CEO	143,881	50,000
Fees paid or accrued to the CFO	19,000	9,000
Fees paid or accrued to a director	7,000	-
Fees paid or accrued to a company controlled by a director	7,000	-
Rent paid to a company controlled by the CEO	-	6,700
	176,881	65,700

Financial Instruments

	<i>Ref.</i>	<i>July 31, 2023</i> \$	<i>July 31, 2022</i> \$
Other financial assets	a	398,575	36,629
Other financial liabilities	b	(8,120)	(70,443)

a. Comprised of cash, short term investments and prepaid to related party.

b. Comprised of accounts payable and due to related parties.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

Management of Industry and Financial Risk

The Company is in the business of consulting on capital markets, deal structuring, venture capital and corporate advisory.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash and other receivables. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. Other receivables comprise sales tax refunds from the Canadian federal government. Credit risk has been assessed as low.

Liquidity risk

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Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash. The Company's cash are held in corporate bank accounts available on demand. Liquidity risk has been assessed as high.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

Currency Risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rate. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Company does not have any assets or liabilities denominated in foreign currencies and engages in very few transactions denominated in a foreign currency; therefore, its exposure to currency risk is low.

Interest Rate Risk

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

Proposed Transactions

None

Critical Accounting Estimates

Not applicable for Venture Issuers.

Other Requirements

Summary of Outstanding Securities as at July 31, 2023

Class A Common Shares

Authorized: Unlimited number of Class A Common Shares without par value.

Issued and outstanding as at July 31, 2023, there were 51,168,715 shares issued and outstanding and as at November 28, 2023 (date of this report) there were 56,199,714 shares issued and outstanding.

Shares in Escrow

On June 21, 2021, the Company's common shares have been approved for listing on the Canadian Securities Exchange. In accordance with the policies of the Exchange, certain officers and directors have entered into an agreement with the Company and a Trustee, whereby they have agreed to deposit 5,325,000 Common Shares in escrow. 10% was released to the Escrow Shareholders on June 21, 2021 and an additional 15% will be released to the Escrow Shareholders on each of the dates that are 6, 12, 18, 24, 30 and 36 months after the First Release. At November 28, 2023 (date of this report), there were 1,597,500 shares in escrow.

Class B Preferred Shares

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Authorized: Unlimited number of Class B Preferred Shares without par value. Issued and outstanding: None

Stock options

Issued and exercisable as at July 31, 2023 and November 28, 2023 (date of this report) are 1,150,000 options.

Warrants

As at July 31, 2023, there were 3,154,300 share purchase warrants. As at November 28, 2023 (date of this report) there were no share purchase warrants.

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.