Introduction

This Management Discussion and Analysis (this "MD&A") of Ameriwest Lithium Inc. (the "Company" or "Ameriwest") (formerly Oakley Ventures Inc.) has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of April 3, 2023 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the period ended January 31, 2023, the audited consolidated financial statements for the year ended April 30, 2022, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management believes that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These events and conditions create a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. Such adjustments could be material.

Overview

The Company was incorporated under the Business Corporations Act (British Columbia) (the "BCBCA") on May 17, 2017. The Company's head office and principal address is located at Suite 306, 1110 Hamilton Street, Vancouver, BC, Canada, V6B 2S2. The Company is in the business of the exploration and development of natural resource properties in Canada and the USA.

Significant Events During the Nine Months ended January 31, 2023

On June 7, 2022, the Company announced it has received approval from the Arizona State Land Department to commence its Geological exploration plan on its Thompson Valley Property, Arizona (the "TV Property"). Work will include extensive soil, and outcrop sampling carried out by its experienced geological team.

On June 7, 2022, the Company announced it has staked 104 mineral claims totaling about 2,080 acres (840 ha) in Little Smoky Valley, Nevada (the "LSV Property"). Ameriwest's claims cover a sequence of volcanic sedimentary rocks of lower Miocene to Oligocene age including tuffs, mudstones, claystones, and siltstones that management believes has the potential to host lithium mineralization. The claims, located about 30 miles south of Eureka Nevada.

On July 19, 2022, the Company announced it had acquired additional claims more than doubling the size of its LSV Property. Ameriwest acquired the 178 unpatented lode mineral claims from Port Mercantile Holdings Ltd. The acquisition increased the Company's position at the LSV Property to 282 unpatented lode mineral claims encompassing about 5,640 acres (2,280 ha). As part of the purchase agreement Ameriwest issued 2.3M shares and paid US$150,000 to Port Mercantile, in exchange for 100% ownership of the claims.

On August 10, 2022, the Company announced it had made a discovery of significant lithium concentrations at its TV Property in Arizona. The discovery was made as a result of surface a geologic mapping and initial surface sampling program initiated in June, as approved by the Arizona State Land Department ("ASLD") through a first Geologic Field Operations Plan ("GFOP"). Assay results from 44 surface grab samples, analyzed by Paragon Geochemical ("Paragon") in Sparks, Nevada, showed lithium contents ranging from 15 to 1,670 ppm Li. From the 44 samples submitted for assaying, 27% had lithium contents greater than 500 ppm, and 9% were greater than 1,000 ppm with a mean of 353 ppm Li and standard deviation of 406 ppm Li.

On September 7, 2022, Ameriwest announced it had doubled the size of its TV Property in Arizona. The Company was awarded six additional mineral exploration permits by the ASLD, increasing the total number of mineral exploration permits to 13. The size of the TV Property increases to 6,890 acres (2,790 ha) including the exploration permits and land controlled through Federal mining claims. The State also approved a second GFOP allowing expanded surface sampling on the property.

On October 6, 2022, the Company announced completion of a magnetotelluric geophysical survey "MT Survey") on its Edwards Creek Property, Nevada (the "ECV Property"). The survey showed potential for the property to host both shallow and deep lithium brine targets. A shallow brine target, estimated to be 8 square miles (20 sq. km) in size and approximately 300-600 feet (100-200 m) thick was identified. Several deeper zones ranging from 1,600-3,000 feet (500-900 m) and in some instances as deep as 4,600 feet (1,400 m) were identified. MT surveys show resistivity of the subsurface. Low resistivity represents high conductivity, which indicated potential for brine. The brine may contain lithium. Drilling is required to test the brine and determine the lithium content. There is no assurance that there are significant lithium concentration in the brine and no mineral resources or reserves have yet been delineated on the property.

On December 13, 2022, Ameriwest announced the definition of an exploration drill target at the TV Property, Arizona. The target, defined by surface sampling, is approximately 1,003 acres (406 ac) in size. Surface samples assayed within the exploration target area have lithium contents ranging from 11 to 1,295 ppm Li. From the 121 samples within this target area, 47% had lithium contents greater than 200 ppm, 19% had lithium contents greater than 500 ppm, and 4% were greater than 1,000 ppm, with a mean of 285 ppm Li and standard deviation of 290 ppm Li. Most of the lithium-bearing samples are high in carbonate and reactive to acid. Ameriwest plans to design a drill plan and is proceeding to obtain the necessary permits for this work, including a Right-of-Way permit for drill rig access to the lands, with the goal of conducting a drilling program in 2023. Timing of the drilling will be subject to permit approvals and completion of archaeological and native plant surveys required by the State. The ultimate goal is to define lithium resources on the TV Property. Note that no lithium mineral resources or reserves have currently been delineated on the property.

On January 31, 2023, the Company entered into the Option Agreement with Nova Lithium Corp. on the ECY Property. Nova's wholly owned Nevada subsidiary has acquired the exclusive right and option to purchase a 51% undivided interest in and to the Edwards Creek Valley project by completing C$500,000 in exploration expenditures over a period of 24 months including not less than C$200,000 in exploration expenditures in the first 12 months. Nova is also required to keep the claim in good standing by paying claim maintenance fees to the BLM and County.

<u>Spin-out of ISM Resources Corp.</u>

On March 31, 2022, the Company entered into an arrangement agreement with its 100% owned subsidiary, ISM, whereby the Company agreed to spin off its existing non-lithium assets, being the Koster Dam, ESN and Quet & Fire gold prospects into ISM.

On September 23, 2022, the Company completed the arrangement agreement and spun-off its wholly owned subsidiary ISM. Ameriwest continues to be traded on the CSE, while ISM's common shares were listed for trading on the CSE on September 29, 2022.

The transaction was carried out by way of statutory plan of arrangement (the "Spin-Out") pursuant to the Business Corporations Act (British Columbia). Through the Spin-Out, shareholders of the Company exchanged all of the existing issued and outstanding Ameriwest common shares (the "Old Ameriwest Shares") for one new common share of the Company (each, a "New Ameriwest Share") (having identical terms as the existing common shares) and one-quarter of one common share in the capital of ISM ("ISM Shares") for each Old Ameriwest Share. There was no change in Ameriwest shareholders' holdings in the Company as a result of the Spin-Out.

Holders of options to purchase Ameriwest Shares ("Ameriwest Options") received for each Ameriwest Option held one option to purchase from Ameriwest one New Ameriwest Share and one-quarter of one option of ISM (an "ISM Option"), with each whole ISM Option entitling the holder thereof to purchase from ISM one ISM Share.

Holders of warrants to purchase Ameriwest Shares ("Ameriwest Warrants") received for each Ameriwest Warrant held one warrant to purchase from Ameriwest one New Ameriwest Share and one-quarter of one warrant of ISM (an "ISM Warrant"), with each whole ISM Warrant entitling the holder thereof to purchase from ISM one ISM Share.

In connection with the Spin-Out, ISM completed a non-brokered private placement of 10,550,000 units of ISM at a price of $0.10 per unit for gross proceeds of $1,055,000. Each unit comprised of one ISM Share and one common share purchase warrant of ISM. Each warrant entitles the holder thereof to purchase one ISM Share at an exercise price of $0.20 for a period of 24 months from the date of issuance.

Exploration Activities

Deer Musk East Property, Nevada

On January 28, 2021, the Company acquired a highly promising early-stage lithium property located in Nevada's Clayton Valley, known as the Deer Musk East (the "DME Property"). The property encompassed 283 placer claims spanning a total of approximately 5,600 acres (2,270 ha) and is located approximately five miles (8 km) from Albemarle's Silver Peak lithium project. The claims were staked on behalf of the company's wholly owned Nevada subsidiary, Oakley Ventures USA Corp., which was established for the purpose of holding title to the claims. The property is a lithium brine exploration property.

On August 3, 2021, the Company announced it had engaged Raymond Spanjers to prepare a NI 43-101 report for Ameriwest Lithium's DME Property. On August 24, 2021, the Company filed a technical report in compliance with National Instrument NI 43-101 Standards of Disclosure for Mineral Project ("NI 43-101") on the Property. The report, entitled "NI 43-101 Technical Report for the Deer Musk East Lithium Property, Clayton Valley, Esmeralda County, Nevada, USA", prepared on behalf of Ameriwest Lithium Inc. by Raymond P. Spanjers, MS., PG., with report date of August 23, 2021, can be found under the Company's corporate filings at www.sedar.com. The report recommended that a Phase 1 Exploration Program consisting of soil sampling, rock chip sampling, and geophysics be completed to initially evaluate the lithium potential on the DME Property.

On September 9, 2021, the Company announced soil and rock chip sampling has been completed by Advanced Geologic Exploration Inc. Concurrently, field work for geophysical studies, including seismic reflection for definition of subsurface strata and fault definition was accomplished. Additionally, gravity studies were undertaken for investigation of depth to bedrock and structures, as well as transient electromagnetics ("TEM") were studied to evaluate the extend of conductors that may represent lithium brine hosting units. The geophysics were conducted and completed by Advanced Geoscience Inc., an international geoscience field services and consulting firm.

On September 15, 2021, Ameriwest announced it has received a report, titled "Geophysical Exploration for Deer Musk East Claim Area" prepared by Advanced Geoscience Inc. The report concluded that the results from the geophysics program "…demonstrate a strong likelihood for the occurrence of lithium brine deposits beneath the claim area." The report recommended additional geophysics studies to further improve the definition of the brine targets. It also recommended drilling to assess the lithium content of the brine targets with the goal of ultimately generating mineral resources.

The geophysics program at the DME Property consisted of a three-tiered geophysical program that included 30,200-feet (9.05 km) of seismic surveys in four lines that contained 2,210 stations, a detailed gravity survey with 85 station readings, and a selective seven-station transient electromagnetic ("TEM") resistivity survey. The work was initiated to identify the subsurface sedimentary composition, locate, and identify possible tectonic structures, to ascertain the potential depth to groundwater, and to determine if the groundwater is brine rich. Brine rich groundwater has potential to host concentrated lithium. The data clearly showed the "seismic stratigraphy" as a complex fault zone that both lifts up as well as down drops vast sections of the property (horst and graben fault blocks) which have created potentially favorable traps for lithium-rich brines and brings potentially lithium-rich sediments to the near-surface.

A central core uplift area in the middle of the claim block was clearly apparent from both the seismic and gravity surveys. There is a substantial gravity low on the east-central part of the claim block indicating a large down-dropped section. This suggests potential for a massive fault-blocked groundwater pool is evident. The geophysicist identified three distinct fault zones, although other faults are likely present.

The 2D Subsurface TEM Resistivity Profile produced by the geophysicist revealed a strong near-surface, low conductivity groundwater horizon (the current recharge aquifer) that overlies a very conductive saline-rich aquifer. It, in turn, overlies another low conductivity aquifer. If these groundwater horizons are lithium-rich brines, they would be between 300 – 800 feet (90 – 240 m) below the surface.

On January 7, 2022, Ameriwest announced that it was advised of a complaint by Authium LLC ("Authium") related to a claim dispute at the DME Property. Authium stated that certain placer claims that make up part of the DME Property were staked over Authium's existing lode claims. Ameriwest's position is that the deposit where it staked the claims is clearly a placer deposit, not a lode deposit, and therefore Authium's lode claims are invalid. Ameriwest indicated it planned to defend the validity of its placer claims through litigation. Ameriwest has retained a litigation attorney from Robison, Sharp, Sullivan, and Brust in Reno, NV.

Authium initially served the complaint and related documents to Ameriwest's counsel on January 10, 2022. On February 2, the Authium filed a Notice of Dismissal of the initial complaint and subsequently served a revised complaint with lis pendens and related documents to Ameriwest's counsel on February 4, 2022. There was no change to the complaint, only the addition of the lis pendens. Ameriwest filed a counterclaim against Authium on February 15, 2022.

In February 2022, Ameriwest staked an additional 88 placer claims further overlapping Authium's lode claims increasing the size of the DME property to 371 unpatented placer claims totaling about 7,600 acres (3,080 ha). Ameriwest retained Zonge International Inc. ("Zonge") to conduct an magnetotelluric ("MT") geophysics study over the eastern area of the DME Property claim block, including the area of the new 88 mineral claims. The report, completed by Zonge in March 2022, confirmed the potential for the DME Property to potentially host a lithium brine exploration targets.

Ameriwest amended its counterclaim against Authium, to include these additional 88 claims, on May 10, 2022. Ameriwest and Authium are currently going through a discovery process which is expected to take several months to complete. Ameriwest is in the process of updating the Technical Report on the property.

Railroad Valley Property, Nevada

In April 2021, the Company announced it had acquired (through staking) 6,200 acres (2,510 ha) consisting of 312 placer claims in the Railroad Valley, Nevada which management believes shares similar geological characteristics as the Clayton Valley. The property is called Railroad Valley (the "RRV Property") and is a lithium brine exploration property.

On August 31, 2021, the Company announced the initiation of a Phase 1 magnetotelluric ("MT") geophysical survey to be undertaken by Zonge International Inc., ("Zonge") a respected geophysical services and equipment provider for exploration, research, geotechnical and environmental engineering worldwide. MT is a natural-source electromagnetic geophysical technique that measures the resistivity of the subsurface. MT is uniquely suited for either very deep exploration purposes or for exploration in extremely conductive terrains. Lithium brines are, by their nature, very conductive and are a good target for MT applications. The survey consisted of two MT profiles across the property of approximately 7.5 line-miles (12.0 line-km) in length.

On October 27, 2021, Ameriwest announced positive preliminary results from the Phase 1 MT survey and that, based on the survey, the Company staked an additional 150 placer claims at the property. The property now consisted of 462 placer claims totaling approximately 9,100 acres (3,680 ha).

On November 3, 2021, Ameriwest announced it had purchased seismic data for the RRV Property. In total, 26.7 line-miles (43.0 line-km) of existing seismic data was obtained from Seismic Exchange Inc. ("SEI") from historic oil & gas industry data. Ameriwest retained Castillo Geophysical Limited and Legg Geophysical, Inc. to reprocessing and analyze the seismic data using modern processing techniques. The analysis was used to characterize the geometry of the basin.

On January 7, 2022. Ameriwest announced that it had retained Tom Carpenter, consulting geophysicist, to conduce a gravity study of the RRV Property claims. Results indicated a gravity low on Ameriwest's claims extending to the north. On February 16, 2022, the Company announced the results of the gravity survey and the acquisition of 224 claims from American Battery Technology Company ("ABTC"). The acquisition increased the size of the property to 686 contiguous claims totaling 13,580 acres (5,500 ha).

On March 10, 2022, the Company announced that Zonge had completed a Phase 2 MT geophysical survey on the property totaling 9.4 line-miles (15.2 line-km). The results of the Phase 1 and Phase 2 MT surveys demonstrate the potential for Ameriwest's RRV Property to host a large lithium brine deposit, subject to exploration success.

On March 28, 2022, the Company announced a further expansion of the RRV Property to 15,300 acres (6,190 ha) in size by staking an additional 94 claims and the acquisition of a further 57.0 line-miles (91.7 line-km) of high-quality seismic data from SEI. The acquisition brings the total line-miles of data purchased to date from SEI to 83.7 line-miles (134.7 line-km). The additional data was acquired to cover the Company's recently expanded property. The Company also announced it planned to have Zonge complete two additional MT lines to the north of the four lines completed in the Phase 1 and Phase 2 MT surveys.

Railroad Valley was the second lithium exploration property staked by the Company, initially with 312 placer claims, as announced on April 19, 2021. The Company completed an MT survey over the initial claim block, as announced on August 31, 2021. Based on these results, the company increased the size of the property by staking 462 additional placer claims, as announced on October 27, 2021. The Company subsequently conducted additional MT and gravity geophysical surveys on the expanded property. Based on the geophysical surveys, the Company acquired an additional 224 placer claims from American Battery Technology Company, as announced February 16, 2022. The Company then further expanded the MT geophysical survey to cover this new claim area. The Company also acquired historic seismic data available from the oil and gas industry during this period. The Company then added an additional 94 placer claims to perfect its land position over the geophysical exploration target,, as announced on March 28, 2022, bringing the total property size to 686 contiguous placer claims totaling 15,300 acres (5,500 ha). On March 28, 2022, Ameriwest announced it had retained Castillo Geophysical Limited and Legg Geophysical Inc. to complete an analysis of the combined gravity, MT, and seismic geophysical data with the goal of defining one or more drill targets on the property. This work was completed in September 2022 and the several potential targets were identified for drilling. The report is being analyzed by the Company's technical team and plans are more forward with permitting one or more drill holes, subject to financing. The Company considers Railroad Valley to be an early-stage exploration property, with no mineral resources or reserves yet defined, and the presence of a lithium brine has yet to be substantiated by drilling.

Edwards Creek Valley Property, Nevada

On September 20, 2021, the Company announced it has it had staked 847 placer mineral claims covering an area of about 17,000 acres (6,860 ha) in the Edward's Creek Valley, Nevada (the "ECV Property"). The ECV Property is a playa in a hydrologically closed basin in north central Nevada. Previous work by the United States Geological Survey found anomalous concentrations of lithium in the playa. The property has been characterized to contain saline alkaline fluids at depth and there is direct geothermal fluid input into the basin with geothermal energy production potential. Ameriwest's technical team has recognized the potential of the valley and the property as a likely host for a lithium brine deposits.

On November 16, 2021, Ameriwest provided an update to the Company's news release dated September 20, 2021, which announced the staking of a now-amended 829 placer mineral claims covering an area of 15,735 acres (6,370 ha) in the Edward's Creek Valley. Ameriwest also announced it had initiated a two-phase geophysical program at the ECV Property. Phase 1 was to consist of a gravity geophysics survey to be completed by Tom Carpenter and Phase 2 was to consist of a magnetotelluric ("MT") geophysics survey to be conducted by Zonge International Inc. ("Zonge").

On February 7, 2022, Ameriwest announced the Phase 1 gravity survey field work was completed over the period of November 11th to 19th, 2021. Subsequent analysis was completed by Tom Carpenter, consulting geophysicist. The Phase 2 MT survey was to consist of four profiles lines, for a total of 13.9 line-miles (22.4 line-km). However, due to inclement weather and associated flooding of the playa, Zonge was able to only complete one of the four profiles in 2021. The single MT line completed showed a resistivity low at a depth of about 1310-3,280 feet (400-1,000 m) below surface. The resistivity low indicated the potential for the valley to host a brine deposit.

Based on the large gravity low identified in the northeast section of the claim block in Phase 1 gravity survey and the preliminary results from the single MT line in Phase 2 MT survey, Ameriwest decided to expand its claim position in the valley and to expand the Phase 2 MT study to include two additional MT lines to the northeast of the four initially planned lines. On March 2, 2022, the Company announced it has staked an additional 414 claims and increased the size of the ECV Property to 1,243 contiguous claims totaling 22,200 acres (8,980 ha).

On October 5, 2022, the Company announced that results from the MT survey completed by Zonge at Edwards Creek. Six MT lines showed potential for the property to host both shallow and deep brine targets. The shallow conductivity zone occurs at surface and is estimated to have an area on the order of 8 square miles (20 sq. km) and is approximately 300-600 feet (90-180 m) thick. The shallow conductivity zone appears to be fully located within the Ameriwest claim block and is more or less parallel with the basin axis. Several deeper conductivity zones were also apparent from the MT 2D inversions, and these seem to be zones of conductivity with trends similar in orientation (northwest to southeast) to the shallow zone. Depths of the deeper zones range from 1,600-3,000 feet (490 to 910 m) deep and in some instances as deep as 4,600 feet (1,400 m). It is not yet known whether the shallow or deep low-resistivities are related to the presence of geothermal resources (hot springs) in the area. Note that the presence of low resistivity zones, meaning high conductivity intervals, is likely an indication of highly saline aquifers. However, there is no assurance that there are significant lithium concentrations within the brine or that a commercial resource has been discovered. Only drilling and sampling of the water can prove the existence of a lithium resource.

On January 31, 2023, the Company entered into the Option Agreement with Nova Lithium Corp.. Nova's wholly owned Nevada subsidiary has acquired the exclusive right and option to purchase a 51% undivided interest in and to the Edwards Creek Valley project by completing C$500,000 in exploration expenditures over a period of 24 months including not less than C$200,000 in exploration expenditures in the first 12 months. Nova is also required to keep the claim in good standing by paying claim maintenance fees to the BLM and County.

Thompson Valley Property

On September 28, 2021, the Company announced it had it has been awarded seven exploration permits by the Arizona State Land Department to allow the Company to explore for prospective lithium-bearing clays located on lands in west-central Arizona. The Thompson Valley (the "TV Property") property totaled approximately 2,900 acres (1,170 ha) and is located in Yavapai County. This deposit represents prospective lithium sedimentary mineralization with surface or near-surface exposure of lithium-bearing clays, with historic grades reported as comparable to those found in similar sedimentary deposits found in Clayton Valley, NV.

On June 7, 2022, Ameriwest announced it had received approval from the Arizona State Land Department ("ASLD") to commence geological exploration at the TV Property under a Geological Field Plan of Operations ("GFOP"). This exploration plan included extensive soil and outcrop sampling of the property.

On August 10, 2022, Ameriwest announced it had completed a Phase 1 exploration program at the TV Property consisting of geological mapping and surface grab sampling. A total of 44 initial samples were sent to Paragon Geochemical ("Paragon") in Sparks, NV. Results showed lithium contents ranging from 15 to 1,670 ppm Li, with 27% having lithium contents greater than 500 ppm, 9% greater than 1,000 ppm, and a mean of 353 ppm Li and standard deviation of 406 ppm Li. The Phase 1 exploration program was successful in proving the presence of lithium on the property and indicates there is potential to host a significant near surface lithium clay deposit, subject to exploration success. The sampling results also confirmed lithium values similar to historic lithium sampling results from the area taken in the 1960's by the USGS.

On September 7, 2022, Ameriwest announced it has increased the size of its TV Property after being awarded six additional mineral exploration permits. The additional permits increased the size of the property to 6,890 acres (2,785 ha). A second GFOP was approved by the ASLD allowing additional surface exploration on the property.

On December 13, 2022, the Company received results for an expanded set of surface sample assays from its TV Property in Arizona. The results of surface sampling confirmed the widespread presence of significant (>200 ppm) lithium concentrations in surface lithologies. As a result, an exploration target area totaling 1,003 acres (406 ha) has been identified for follow up with drilling within the mineral rights controlled by the Company. Sampling results also confirmed lithium values similar to historic lithium surface sampling results from the 1960's, where the USGS noted Li2O contents ranging from 0.3% to 0.5% (1,400 to 2,300 ppm Li) and showed increasing lithium content with depth. These historic samples were taken before the implementation of NI 43-101, have not been verified by a qualified person, and are being treated as historic information for use as a guide for exploration purposes.

Ameriwest is designing a drill plan and is proceeding to obtain the necessary permits for this work, including a Right-of-Way permit for drill rig access to the lands, with the goal of conducting a drilling program in 2023. Timing of the drilling will be subject to permit approvals and completion of archaeological and native plant surveys required by the State. The ultimate goal is to define lithium resources on the TV Property. Note that no lithium resources or reserves have currently been delineated on the property. Ameriwest is in the process of completing a Technical Report on the property.

Little Smoky Valley Property

On June 7, 2022, Ameriwest announced it had staked 104 mineral claims in Little Smoky Valley, about 30 miles (48 km) from Eureka, Nevada. The Little Smoky Valley Property ("LSV Property") claims are adjacent to Clear Sky Lithium Corp.'s ("Clear Sky") ELi Lithium Property. Ameriwest's claims cover a sequence of volcanic sedimentary rocks of lower Miocene to Oligocene age including tuffs, mudstones, claystones, and siltstones that management believes has the potential to host lithium mineralization. A recent NI 43-101 Technical Report entitled "The ELi Sediment-Hosted Lithium Deposit, Eureka and Nye Counties, Nevada: Technical Report" was prepared by Robert J. Johansing, BSc Geology, MSc Economic Geology, QP MMSA, effective date January 4, 2022, is available under Clear Sky's corporate filings at www.sedar.com. The Technical Report summarizes soil sampling results from 133 soil samples on the ELi Property, consisting of 26 mineral claims, with results ranging from 44.5 to 801.7 ppm lithium. Ameriwest's geologists have not verified the results reported by Clear Sky but believe the surrounding area, where the Company staked its claims, has potential for lithium mineralization, subject to exploration success, based on nearby results. Ameriwest initially plans to conduct surface soil and rock chip sampling on the property to confirm the presence of lithium. If successful, the company will conduct further exploration activities such as geophysics and drilling. Note that exploration results from an adjacent property do not guarantee similar exploration results will be obtained on the LSV Property.

(Expressed in Canadian Dollars)

On July 19, 2022, Ameriwest announced it has acquired 178 unpatented lode mineral claims from Port Mercantile Holdings Ltd. ("Port Mercantile").This increased the size of the LSV property to 282 unpatented mineral claims totaling about 5,600 acres (2,270 ha). Ameriwest issued 2,300,000 shares and paid US$150,000 to Port Mercantile in exchange for ownership of the 178 claims.

New Pass Property

During the period ended January 31, 2023, the Company acquired (through staking) 40 mineral claims in New Pass Property, Nevada. This is a lithium clay exploration target.

Results of Operations

Quarterly Results

The following table summarizes the results of operations for the last eight quarters:

	January 31, 2023	October 31, 2022	July 31, 2022	April 30, 2022
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the period	(372,172)	(1,027,532)	(2,346,282)	(4,090,006)
Exploration and evaluation assets	7,250,448	7,122,296	5,678,464	3,206,568
Total assets	7,577,571	7,655,642	11,711,613	12,048,141
Loss per share	(0.01)	(0.02)	(0.04)	(0.11)

	January 31, 2022	October 31, 2021	July 31, 2021	April 30, 2021
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the period	(2,124,540)	(2,638,166)	(749,990)	(428,965)
Exploration and evaluation assets	2,547,505	2,245,124	1,543,834	1,051,321
Total assets	11,386,222	6,486,865	6,307,564	1,582,578
Loss per share	(0.04)	(0.05)	(0.02)	(0.03)

For the quarter ended January 31, 2023, loss and comprehensive loss for the quarter decreased to $372,172 compared to $1,027,532 for the quarter ended October 31, 2022. The decrease was primarily due to lower promotion, legal and accounting fees.

For the quarter ended October 31, 2022, loss and comprehensive loss for the quarter increased to $1,027,532 compared to $2,346,282 for the quarter ended July 31, 2022. The decrease was due to primarily to an effort by the Company to raise public awareness and incurred shareholder information and promotion costs in comparative quarter. The Company also incurred higher legal fees pursuant to the completion of the spin-out transaction with ISM.

For the quarter ended July 31, 2022, loss and comprehensive loss for the quarter increased to $2,346,282 compared to $4,090,006 for the quarter ended April 30, 2022. The decrease was due to primarily to an effort by the Company to raise public awareness after the Initial Public Offering ("IPO") which resulted in shareholder information and promotion costs.

For the quarter ended April 30, 2022, loss and comprehensive loss for the quarter increased to $4,090,006 compared to $2,124,540 for the quarter ended January 31, 2022. The increase was due to primarily to an effort by the Company to raise public awareness after the Initial Public Offering ("IPO") which resulted in shareholder information and promotion costs. The Company also incurred share-based compensation costs of $1,372,797 relating to incentive stock-options issued in the quarter to consultants, officers and directors of the Company.

For the quarter ended January 31, 2022, loss and comprehensive loss for the quarter decreased to $2,124,540 compared to $2,638,166 for the quarter ended October 31, 2021. The decrease was due to
primarily to an effort by the Company to raise public awareness after the Initial Public Offering ("IPO") which resulted in shareholder information and promotion costs of $1,721,582.

For the quarter ended October 31, 2021, loss and comprehensive loss for the quarter increased to $2,638,166 compared to $749,990 for the quarter ended July 31, 2021. The increase was due to primarily to an effort by the Company to raise public awareness after the Initial Public Offering ("IPO") which resulted in shareholder information and promotion costs of $2,258,914.

For the quarter ended July 31, 2021, loss and comprehensive loss for the quarter increased to $749,990 compared to $428,695 for the quarter ended April 30, 2021. The increase was primarily due to an effort by the Company to raise public awareness after the Initial Public Offering ("IPO") which resulted in shareholder information and promotion costs of $278,934 and legal fees of $115,086.

For the quarter ended April 30, 2021, loss and comprehensive loss for the quarter increased to $428,965 compared to $42,539 for the quarter ended January 31, 2021. The increase was primarily due to share-based compensation related to options granted to officers and directors of the Company.

Results for the nine months ended January 31, 2023

The Company had a net loss of $3,745,986 for the nine months ended January 31, 2023, compared to a net loss of $5,512,695 for the nine months ended January 31, 2022.

Expense details are as follows:

- Amortization of $36,936 (2022 - $599) – the difference is mainly due to depreciation of right-of-use asset that was contracted during current period.
- Consulting fees of $322,755 (2022 - $286,459) – the difference is due to increased contracting in the current period.
- Management fees of $226,624 (2022 - $208,029) – the difference is due to an officer paid or accrued a lower monthly fee at the start of the comparative period.
- Share-based compensation of $Nil (2022 - $206,219) – the difference is due to the no issuance of stock options in the current period.
- Unrealized loss on marketable securities of $109,036 (2022 - $Nil) – the difference is due to fluctuation of fair value on the common shares of ISM Resources Corp. that are held by the Company in the current period.
- Legal fees of $240,796 (2022 - $295,287) - the difference is due to lower services required after completion of the spin-out transaction.
- Shareholder information and promotion of $2,487,981 (2022 - $4,259,045) – the difference is due to decreased promotional activities in comparative quarters to raise the Company's profile in Canada, the USA and Europe.

Results for the three months ended January 31, 2023

The Company had a net loss of $372,172 for the three months ended January 31, 2023, compared to a net loss of $2,124,540 for the three months ended January 31, 2022.

Expense details are as follows:

- Amortization of $11,161 (2022 - $518) – the difference is mainly due to depreciation of right-of-use asset that was contracted during current period.
- Shareholder information and promotion of $7,309 (2022 - $1,721,582) – the difference is due to the termination of a number of promotion contracts in the current period.
- Legal fees of $38,951 (2022 - $100,120) - the difference is due to lower services required after completion of the spin-out transaction in the prior quarter.
- Unrealized loss on marketable securities of $122,774 (2022 - $Nil) – the difference is due to the fluctuation of fair value on the common shares of ISM Resources Corp. that are held by the Company in the current period.

Cash Flow

The Company had cash of $61,764 (April 30, 2022 - $4,430,681). The decrease in cash during the nine months ended January 31, 2023, was primarily due to cash used in operating activities of $3,417,005 and exploration expenditures of $1,920,949.

Cash used in operating activities was $3,417,005 for the nine months ended January 31, 2023. Operating activities were affected by a net loss of $3,745,986 and significant adjustments of $36,936 for amortization on right of use assets and change in non-cash working capital items of $128,966.

Cash used in investing activities for the nine months ended January 31, 2023, was $1,965,824 due to amounts paid for $1,920,949 for exploration expenditures and $44,875 for the office lease payments made during the period. For the nine months ended January 31, 2022, cash used in investing activities exploration expenditures of $1,507,332, equipment purchase of $10,453 and payment of reclamation bond of $18,889.

Cash provided by financing activities for the nine months ended January 31, 2023, was $1,013,912 for proceeds from exercise of warrants of $740,125, proceeds from loan of $250,000 and proceeds from sales of marketable securities of $23,787. For the nine months ended January 31, 2022, the cash provided financing activities was $5,730,000 for proceeds from private placements, $1,050,000 from subscription received, $8,478,454 from exercise of warrants, $120,000 from exercise of options and share issuance costs of $250,725.

Liquidity and Capital Resources

The Company will continue to require funds for exploration work, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities to acquire interests in mineral properties.

During the period from May 1, 2022, to April 3, 2023, the Company:

a) issued 2,300,000 common shares to acquire a 100% interest in certain mining claims known as the Smoky Valley Property in Nevada. These common shares had a fair value of $1,909,000 and were capitalized to exploration and evaluation assets.

b) issued 1,113,500 common shares from the exercise of warrants for total proceeds of $740,125.

c) issued 107,857 common shares to a consultant as part of the consulting agreement.

(Expressed in Canadian Dollars)

Share Capital

As at the date of this MD&A, the Company had the following:

- 59,927,146 common shares outstanding

- Options

Exercise price ($)	Number of options	Expiry Date
0.87	200,000	June 21, 2023
0.70	850,000	April 30, 2026
0.82	200,000	August 16, 2026
0.96	1,300,000	February 9, 2027
0.325	1,000,000	February 2, 2028
0.315	100,000	February 3, 2028
	3,650,000	

- Warrants

Exercise price ($)	Number of warrants	Expiry Date
0.75	85,712	May 28, 2023
0.75	2,779,500	May 28, 2023
	2,865,212	

Off Balance Sheet Arrangements

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

Transactions with Related Parties

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

As at January 31, 2023, the amount due to the related parties is comprised of the following:

- $45,000 (April 30, 2022 - $Nil) due to Glenn Collick, an officer of the Company.
- $83,716 (April 30, 2022 - $15,263) due to David Watkinson, an officer of the Company.
- $30,455 (April 30, 2022 - $7,537) due to James Gheyle, a director of the Company.
- $10,500 (April 30, 2022 - $3,009) due to Sam Eskandari, a director of the Company.
- $2,004 (April 30, 2022 - $Nil) due to Graeme Wright, an officer of the Company.
- $5,250 (April 30, 2022 - $Nil) due to a company owned by Zig Hancyk, a director of the Company.

These amounts are non-interest bearing with no stated terms of payment.

During the period ended January 31, 2023, the Company had the following transactions with related parties:

- $81,000 (2022 - $72,000) to Glenn Collick for management services.
- $146,624 (2022 - $136,029) to David Watkinson for management services.
- $22,500 (2022 - $25,000) to Sam Eskandari, a director of the Company, for consulting services.
- $27,000 (2022 - $28,000) to Graeme Wright, an officer of the Company, for accounting services.
- $63,000 (2022 - $56,162) to James Gheyle for geological consulting.
- $22,500 (2022 - $13,750) to Zig Hancyk, director of the Company.

- $Nil (2022 - $103,109) in share-based compensation to officers and directors of the Company.

Contracts with related parties

On January 1, 2021, the Company entered into a Master Services Agreement (the "MSA") with Glenn Collick, whereby Mr. Collick will provide services typical of those for an executive officer in the position of Director and Chief Operating Officer ("COO"). Pursuant to the MSA, the consultant will receive a monthly fee of $6,000 as compensation for providing these services. During the year ended April 30, 2022, the monthly fee was increased to $9,000.

On April 1, 2021, the Company entered into a Geological Consulting Services Agreement (the "GCSA") with James Gheyle a Director of the Company, whereby the Mr. Gheyle will be generally responsible for assisting the geological team for any matters typical of those of a geological consultant. Pursuant to the GCSA, the consultant will receive a monthly fee of $5,000 as compensation for providing these services.

On April 8, 2021, the Company entered into a Management Services Agreement (the "MSA2") with David Watkinson, whereby Mr. Watkinson was appointed to the roles of President and CEO of the Company. Pursuant to the MSA2, the consultant will receive a monthly fee of US$12,000 as compensation for providing these services.
Pursuant to the agreements:

- Each agreement is for an initial term of 12 months and may be renewed for further 12-month increments thereafter, subject to mutual agreement. The agreements can be terminated by either party giving the other 30 days written notice.
- The consultants are eligible for participation in the Company's stock option plan, with the grant of options being subject to recommendation by the Compensation Committee and approval by the Board of Directors.
- For the MSA and MSA2, the Company will review the consultant's remuneration on an annual basis and may adjust the monthly remuneration upon mutual agreement. The Company may also elect to provide performance incentives or bonuses as determined from time to time by the Board of Directors based on performance.
- If the MSA and the GCSA are terminated by the consultants, they are entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to three times the monthly fee. If the MSA2 is terminated by the consultant, he is entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to the remaining months of the current 12-month term but not less than three months; and
- If there is a change of control (as defined) and the MSA and the GCSA are terminated within the current 12-month term, the Company will pay the consultants a lump sum payment equal to three times the monthly fee. If there is a change of control and the MSA2 is terminated, the Company will pay the consultant a lump sum payment equal to three times the monthly fee plus the remaining monthly fee of the current term.

On May 1, 2021, the Company entered into a Management Services Agreement (the "MSA") with Sam Eskandari, whereby Mr. Eskandari will be generally responsible for all matters typical of those for an executive officer in the position of Director and Chief Financial Officer ("CFO"). Pursuant to the MSA, the consultant will receive a monthly fee of $2,000 as compensation for providing these services. The consultant is eligible for participation in the Company's stock option plan, with the grant of options being subject to recommendation by the Compensation Committee and approval by the Board of Directors. The Company will review the consultant's remuneration on an annual basis and may adjust the monthly remuneration upon mutual agreement. The Company may also elect to provide performance incentives or bonuses as determined from time to time by the Board of Directors based on performance. The MSA is for an initial term of 12 months and may be renewed for further 12-month increments thereafter, subject to mutual agreement. The MSA can be terminated by either party giving the other 30 days written notice. If the MSA is terminated by the consultant, he is entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to three times the monthly fee. If there is a change of control (as defined) and the MSA is terminated, the Company will pay the consultant a lump sum payment equal to three times the monthly fee. On June 25, 2021, the consultant resigned as CFO and was appointed to the role of Corporate Secretary.

On June 21, 2021, the Company entered into a Financial Consulting Services Agreement (the "FCSA") with Graeme Wright, whereby Mr. Wright will provide consulting services and was appointed to the role of CFO of the Company. Pursuant to the FCSA, the consultant will receive a monthly fee of $3,000 as compensation for providing these services. The Company will review the consultant's fee from time to time and may, in its sole and absolute discretion, increase the fee depending on the consultant's performance and the Company's financial circumstances. The Board of Directors may consider payment of reasonable industry standard annual bonuses based upon the performance of the Company and upon the achievement by the consultant and/or the Company of reasonable financial and subjective management objectives to be reasonably established by the Board of Directors. The consultant was also granted an initial and fully vested stock option to purchase an aggregate of up to 100,000 common shares of the Company at an exercise price of $0.87 for a period of two years. The FCSA is for an initial term of 12 months and will automatically renew if not specifically terminated. The consultant can either voluntarily or for any change in control (as defined) terminate the FCSA by giving the Company 30 days written notice. If the Company terminates the FCSA without just cause, the consultant is entitled to an amount equal to six times the monthly fee and the prorated portion of any then declared and/or earned bonus. If the FCSA is terminated as a result of a change of control the consultant is entitled to an amount equal to three times the monthly fee and the prorated portion of any then declared and/or earned bonus. During the year ended April 30, 2022, the monthly fee was increased to $5,000. As of January 31, 2023, the FCSA was terminated. During the period ended January 31, 2023, the monthly fee was reduced to $2,000.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Adoption of new and amended accounting standards

Please refer to the January 31, 2023 unaudited condensed interim consolidated financial statements on www.sedar.com.

Financial Instruments

Please refer to the January 31, 2023 unaudited condensed interim consolidated financial statements on www.sedar.com.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Contingencies

There are no contingent liabilities.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.
The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the January 31, 2023 condensed interim consolidated financial statements on www.sedar.com for details of the Company's exploration and evaluation assets.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed consolidated interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Forward-looking information

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A, the Company's assumptions may include among other things: (i) assumptions about the price of base metals; (ii) that there are no material delays in the optimisation of operations at the properties; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information (see "Risks and Uncertainties"). Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

Risks and Uncertainties

On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. The potential economic effects within the Company's environment and in the global markets, possible disruption in supply chains, and measures being introduced at various levels of government to curtail the spread of the virus (such as travel restrictions, closures of non-essential municipal and private operations, imposition of quarantines and social distancing) could have a material impact on the Company's operations. The extent of the impact of this outbreak and related containment measures on the Company's operations cannot be reliably estimated at the date of this MD&A.

Early stage – Need for additional funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing though the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to the exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. 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, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

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 mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

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 productions costs, a reduction in the level of production at producing properties, or require abandonment or delays in the development of new mining properties.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and it may have its interest in properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market trends generally and the value of the Company's securities may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.