

**CLEAR SKY LITHIUM CORP.  
(formerly PW1 Ventures Corp.)**

**MANAGEMENT'S DISCUSSION & ANALYSIS**

**FOR THE THREE AND NINE MONTHS ENDED**

**MAY 31, 2022 AND 2021**

(Expressed in Canadian dollars)

## **MANAGEMENT DISCUSSION & ANALYSIS**

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The following Management's Discussion & Analysis ("MD&A") has been prepared by management, in accordance with the requirements of NI 51-102 as of July 15, 2022. This MD&A provides analysis of the Company's financial results for the three and nine months ended May 31, 2022 and 2021, and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements "interim financial statements" for the three and nine months ended May 31, 2022 and 2021, as well as the audited financial statements for the years ended August 31, 2021 and 2020 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. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

In this MD&A, "Clear Sky", the "Company", or the words "we", "us", or "our", collectively refer to Clear Sky Lithium Corp. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively.

Management is responsible for the preparation and integrity of the Company's interim financial statements, including the maintenance of appropriate information systems, procedures, and internal controls. Management is also responsible for ensuring that information disclosed externally, including the information contained within the Company's interim financial statements and MD&A, is complete and reliable.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties, and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. For additional information on forward-looking statements and material risks associated with them, please see the "Cautionary Note Regarding Forward-Looking Statements" section of this document.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

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Certain statements in this document constitute forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "estimate", "will", "expect", "plan", "intend", or similar words suggesting future outcomes or an outlook. Forward-looking information in this document includes, but is not limited to:

- our business plan and investment strategy; and
- general business strategies and objectives.

Such forward-looking information is based on a number of assumptions which may prove to be incorrect. Assumptions have been made with respect to the following matters, in addition to any other assumptions identified in this document which includes, but is not limited to:

- taxes and capital, operating, general & administrative and other costs;
- general business, economic and market conditions;
- the ability of the Company to obtain the required capital to finance its investment strategy and meet its commitments and financial obligations;
- the ability of the Company to obtain services and personnel in a timely manner and at an acceptable cost to carry out activities; and
- the timely receipt of required regulatory approvals.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on them as there can be no assurance that such expectations will prove to be correct. Forward-looking information is based on expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially to those described in the forward-looking information. The material risks and uncertainties include, but are not limited to:

- meeting current and future commitments and obligations;
- general business, economic and market conditions;
- the uncertainty of estimates and projections relating to future costs and expenses;
- changes in, or in the interpretation of, laws, regulations or policies;
- the ability to obtain required regulatory approvals in a timely manner;

- the outcome of existing and potential lawsuits, regulatory actions, audits and assessments; and
- other risks and uncertainties described elsewhere in this document.

The foregoing list of risks is not exhaustive. For more information relating to risks, see the section titled "Risk Factors" herein. The forward-looking information contained in this document is made as of the date hereof and, except as required by applicable securities law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

## **BUSINESS OVERVIEW**

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Clear Sky Lithium Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on June 25, 2018. On May 18, 2021, the Company changed its name from PW1 Ventures Corp. to Clear Sky Lithium Corp. The Company's principal business activities are in the exploration and evaluation of mineral properties. The address of the Company's registered and records office is 1021 West Hastings Street, 9th floor, Vancouver, BC, V6E0C3.

The Company is considered to be in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

## **HIGHLIGHTS SUBSEQUENT TO PERIOD END**

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On June 13, 2022, the Company's common shares commenced trading on the Canadian Securities Exchange (the "CSE") under the ticker symbol "POWER".

On June 13, 2022, the Company granted 1,400,000 irrevocable options to officers, directors and consultants of the Company. Each option entitles the holder to purchase one common share at an exercise price of \$0.25. All the options were vested and exercisable upon issuance. The options expire on June 13, 2024.

On June 30, 2022, the Company granted 190,000 irrevocable options to consultants of the Company. Each option entitles the holder to purchase one common share at an exercise price of \$0.25. All the options were vested and exercisable upon issuance. The options expire on June 30, 2024.

## **MINERAL EXPLORATION PROJECTS**

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On December 23, 2021, the Company closed the acquisition of 1291455 B.C. LTD. ("1291455BC"), a Canada and US based mining and exploration company.

Pursuant to the terms of the share purchase agreement (the "SPA transaction"), the Company has acquired all of the issued and outstanding common shares of 1291455BC for consideration of \$1,037,412 which was satisfied by the issuance of 3,468,736 units; each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable to acquire one common share at a price of \$0.10 for 36 months after the closing date. The Company estimated the fair value of the shares to be \$0.164 based on the implied price from a subsequent financing. The fair value of warrants was determined using the Black-Scholes Option Pricing Model with the following assumptions: share price on date of grant of \$0.164, exercise price of \$0.10, estimated weighted average life of three years, volatility of 114%, and risk-free interest rate of 0.94%. Pursuant to the terms of the SPA transaction, the Company also assumed to the obligation to issue shares with the total fair value of \$38,951.

The acquisition is considered a purchase of 1291455BC's net assets by the Company as 1291455BC did not qualify as a business according to the definition in IFRS 3 - *Business Combinations*. The transaction was therefore accounted for in accordance with guidance provided in IFRS 2 - *Share-Based Payment*. As the fair value of the consideration is \$1,037,412, which is greater than the fair value of the net assets acquired and because the Company cannot specifically identify any goods or services that relate to this excess, the excess consideration of \$1,044,609 was recognized as an acquisition expense.

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As a result of the SPA transaction, the Company, through its acquired subsidiary, acquired 100% interest in 26 unpatented mining claims situated in Eureka County and Nye County, Nevada, (the "Eli property") for purchase consideration comprising US\$50,000 cash and 100,000 common shares of the Company with a contractual value of US\$50,000 (the "share contractual value") or US\$0.50 per share. In the event that the initial public sale or offering price (the "future share price") of the Company's shares is less than USD\$0.50 per share, then the number of shares to be delivered to the seller shall be equal to the share contractual value divided by the future share price. An obligation to issue shares of \$38,951 is recognized in connection with this requirement. The Company will also provide the seller with a gross returns mineral production royalty of two percent (2.0%) from the production of minerals from the Eli property and any unpatented mining claims that the Company locates in an identified area of interest.

The Eli property sediment-hosted lithium deposit is located in Central Nevada and about one hour south of Eureka, a regional mining center. Access to the property is good and both exploration and exploitation could be conducted year-round. Minimal work has been conducted on the project, but initial surface samples returned average lithium values of 664 ppm (max 970 ppm, min 388 ppm) and are contained within a sedimentary sequence of Miocene mudstone and claystone.

The origin of this lithium deposit is suspected to be similar to the Clayton Valley deposit (Cypress Development Corp.) located about 200 km to the south. Both projects are reasonably well represented by the USGS preliminary deposit model, which describes the primary characteristics as light-colored, ash-rich, lacustrine (lake) rocks containing swelling clays, occurring within hydrologically closed basins in an arid climate with some abundance of proximal silicic volcanic rocks (in the hanging wall at Eli property).

A first phase of work program consists of geological mapping and sampling, permitting, land expansion and reverse circulation (RC) drilling with corresponding sampling and geochemical lab work. The cost for this work is estimated to be \$250,000.

The disclosure of technical information in this MD&A has been approved by Anna Hicken, P. Geo, a consultant for the Company and a Qualified Person ("QP") for the purposes of National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101").

**OVERALL PERFORMANCE AND RESULTS OF OPERATIONS**

The following tables summarizes the results of operations and selected information from the Company's interim financial statements for the three and nine months ended May 31, 2022 and 2021.

	For the three months ended		For the nine months ended	
	2022	May 31, 2021	2022	May 31, 2021
	\$	\$	\$	\$
Acquisition expense	-	-	1,044,609	-
Advertising	25,350	21,000	37,850	21,000
Bank charges	112	27	227	63
General and administrative	33,122	-	80,815	-
Legal and professional fees	83,371	4,333	319,353	4,501
Listing fees	-	5,400	-	5,400
Salaries and wages	40,369	-	117,958	-
Share-based compensation	-	-	3,931	-
<b>Total operating expenses</b>	<b>182,324</b>	<b>30,760</b>	<b>1,604,743</b>	<b>30,964</b>
Foreign exchange loss	1,166	-	930	-
<b>Net loss and comprehensive loss</b>	<b>183,490</b>	<b>30,760</b>	<b>1,605,673</b>	<b>30,964</b>
Weighted average number of common shares outstanding - basic and diluted	21,043,041	1	15,247,889	1
Loss per common share - basic and diluted	0.01	30,760	0.11	30,964

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	As at May 31, 2022	As at August 31, 2021
	\$	\$
Total assets	1,376,955	158,968
Current liabilities	299,944	253,749
Total liabilities	299,944	253,749
Working capital surplus (deficit)	949,511	(94,781)

Analysis of operating results:

During the three months ended May 31, 2022, the Company incurred a net loss and comprehensive loss of \$183,490 compared to \$30,760 in the three months ended May 31, 2021. Highlights of the financial results for Q3 F2022 include:

- General and administrative costs increased to \$33,122 from \$nil in the comparative period due to increased bookkeeping and administration costs required to complete the public listing and site visit.
- Legal and professional fees increased to \$83,371 from \$4,333 in the comparative period due to the increase in legal fees associated with completing the share purchase acquisition of 1291445 B.C. Ltd. as well as the audit costs required to pursue the public listing.
- Salaries and wages increased to \$40,369 from \$nil in the comparative period due to the hiring of the CEO in May 2021.

During the nine months ended May 31, 2022, the Company incurred net loss and comprehensive loss of \$1,605,673, compared to \$30,964 in the nine months ended May 31, 2021. Highlights of the financial results for the nine months ended May 31, 2022 include:

- Acquisition expense increased to \$1,044,609 from \$nil in the comparative period due to completing the share purchase acquisition of 1291445 B.C. Ltd.
- Advertising increased to \$37,850 from \$21,000 in the comparative period due to fees incurred to create new branding and the website.
- General and administrative costs increased to \$80,815 from \$nil in the comparative period due to increased bookkeeping and administration costs required to raise equity financing and complete the public listing.
- Legal and professional fees increased to \$319,353 from \$4,501 in the comparative period due to the increase in legal fees associated with raising equity financing and completing the share purchase acquisition of 1291445 B.C. Ltd. as well as the audit costs required to complete the public listing.
- Salaries and wages increased to \$117,958 from \$nil in the comparative period due to the hiring of the CEO in May 2021.

**Share Capital Highlights**

On December 22, 2021, the Company consolidated its common shares on a 2:1 basis. Shares outstanding of 22,732,200 were consolidated into 11,366,104 shares. As a result, all information relating to basic and diluted loss per share, issued and outstanding common shares, and per share amounts in these interim financial statements have been adjusted retroactively to reflect the share consolidation.

**During the nine months ended May 31, 2022, the Company completed the following transactions:**

On February 16, 2022, the Company issued 275,000 common shares pursuant to the exercise of 275,000 special warrants.

On January 17, 2022, the Company issued 5,933,200 units at a price of \$0.25 for gross proceeds of \$1,483,300. Each unit consists of one post-consolidation common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one post-consolidation common share of the Company at a price of \$0.40 per share for a period of thirty-six months from the issuance date. The warrants were valued using a Black-Scholes option pricing model with the following assumptions: share price on date of grant of \$0.25, exercise price of \$0.40, estimated weighted average life of three years, volatility of 114%, and a risk-free interest rate of 0.94%. Applying the relative fair value approach, each common share has a \$0.164 fair value, and each warrant has a \$0.086 fair value. As a result, the fair value of share capital on the date of issuance was \$972,097 and the fair value allocated to the warrant reserve was \$511,203.

On December 23, 2021, the Company completed the SPA transaction with the shareholders of 1291455BC, whereby the Company purchased all the outstanding shares of 1291455BC in exchange for the issuance of 3,468,736 units, each unit comprised of one post-consolidation common share and one common share purchase warrant.

On October 15, 2021, the Company issued 275,000 special warrants at the price of \$0.10 per special warrant. The proceeds of \$27,500 were received during the year ended August 31, 2021. Each special warrant, upon exercise, entitles the holder to receive one common share of the Company for no additional consideration. The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of (i) the fifth business day after the date on which the Company obtains a receipt from the applicable securities commission in Canada for the final prospectus qualifying the distribution of the Company's shares to be issued upon the exercise or deemed exercise of the special warrants, and (ii) February 16, 2022. The warrants were exercised and converted to 275,000 common shares on February 16, 2022.

On September 28, 2021, the Company granted 500,000 irrevocable common share purchase options to a service provider and a former officer from the Company. Each Option entitles the holder to purchase one common share at an exercise price of \$0.10. All the Options were vested and exercisable upon issuance. The Options expire on September 28, 2024. The fair value of the Options was determined to be \$3,931 using the Black-Scholes option pricing model with the following assumptions: expected life of 3 years, risk-free interest rate of 0.6% based on the bond rate of the Bank of Canada, expected volatility of 114% and 0% expected dividend yield.

On September 28, 2021, the Company issued 11,266,104 units at a price of \$0.02 for gross proceeds of \$225,322. Each unit consists of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.10 per share for a period of thirty-six months from the issuance date. Applying the relative fair value method, each common share has a \$0.015 fair value and each warrant has a \$0.005 fair value, using the Black-Scholes option pricing model with the following assumptions for the warrants: expected life of three years, risk-free interest rate of 0.64%, expected volatility of 114% and 0% expected dividend yield. As a result, the fair value of share capital on the date of issuance was \$167,894 and the fair value allocated to the warrant reserve was \$57,428.

**During the year ended August 31, 2021, the Company completed the following transactions:**

As of August 31, 2021, the Company collected subscription proceeds of \$27,500 (2020 - \$18,500) for a non-brokered private placement of 550,000 special warrants at the price of \$0.05 per special warrant. These warrants were issued on October 15, 2021 and converted to common shares on February 16, 2022.

During the year ended August 31, 2021, the Company received total proceeds of \$45,958 (2020 - \$nil) in connection with non-brokered private placements that closed in the period ended February 28, 2022.

During the year ended August 31, 2021, the Company received deposits of \$119,001 (2020 - \$nil) for a financing that did not close. The deposits were returned to the subscribers in the period ended February 28, 2022.

On August 12, 2021, the Company issued 100,000 units at a price of \$0.02 for gross proceeds of \$2,000. Each unit consists of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.05 per share for a period of thirty-six months from the issuance date. The warrants were valued using a Black-Scholes Option Pricing Model with the following assumptions: share price on date of grant of \$0.02, exercise price of \$0.10, estimated weighted average life of three years, volatility of 114%, and risk-free interest rate of 0.58%. Applying the relative fair value approach, the fair value of share capital on the date of issuance was \$1,436 and fair value allocated to the warrant reserve was \$564. As at August 31, 2021, the proceeds from the placement of these units were not received and as such \$2,000 was recorded as unit subscription receivable, this amount was subsequently received during the period ended February 28, 2022.

## **SUMMARY OF QUARTERLY RESULTS**

The following table summarizes selected quarterly financial information.

	<b>Q3 F2022</b>	<b>Q2 F2022</b>	<b>Q1 F2022</b>	<b>Q4 F2021</b>
Total revenues	-	-	-	-
Loss and comprehensive loss	<b>183,490</b>	1,268,598	153,585	60,667
Total assets	<b>1,376,955</b>	1,540,720	447,971	158,968
Working capital surplus (deficiency)	<b>949,511</b>	1,133,001	(50,716)	(94,781)
Long-term liabilities	-	-	-	-
Loss per share - basic and diluted	<b>0.01</b>	0.08	0.02	7.67

	<b>Q3 F2021</b>	<b>Q2 F2021</b>	<b>Q1 F2021</b>	<b>Q4 F2020</b>
Total revenues	-	-	-	-
Loss and comprehensive loss	30,760	186	18	406
Total assets	47,977	18,313	18,332	18,350
Working capital (deficiency)	(4,856)	(5,354)	(5,168)	(5,150)
Long-term liabilities	-	-	-	-
Loss per share - basic and diluted	30,760	186	18	406

## **LIQUIDITY AND CAPITAL RESOURCES**

The net working capital of the Company at May 31, 2022 was \$949,511 compared to a working capital deficiency of \$94,781 at August 31, 2021. The Company's cash flows from operations are negative as it is an exploration stage company. The Company's net cash used in operating activities for the three and nine months ended May 31, 2022 was \$165,223 and \$417,477, respectively (2021 - \$10,845 and \$10,882, respectively).

For the three months ended May 31, 2022, the Company had net cash provided by investing activities of \$nil (2021 - \$nil). For the nine months ended May 31, 2022, the Company had net cash used in investing activities of \$47,303 (2021 - \$nil) due to the acquired cash from the SPA Transaction and the payment on behalf of 1291455BC prior to the SPA transaction.

For the three and nine months ended May 31, 2022, the Company had net cash provided by financing activities of \$nil and \$1,545,663, respectively (2021 - \$40,259 and \$40,259, respectively). During the nine months ended May 31, 2022, the Company received the total deposit of \$1,664,664 for private placements on September 28, 2021 and January 17, 2022 and refunded \$119,001 for the subscription deposit that was received but cancelled.

The Company's current assets are sufficient to support the company's general administrative and corporate operating requirements for the foreseeable future.

### **Liquidity Outlook**

The Company's cash position is highly dependent on its ability to raise cash through financings.

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, from the exercise of convertible securities, debt, deferral of payments to related parties, or other forms of raising capital. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term but recognizes that there will be risks involved which may be beyond its control.

## **GOING CONCERN**

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The Company's financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which might differ significantly from their carrying values. This MD&A does not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

The coronavirus pandemic continues to have global impacts on workforces, economies, and financial markets. It is not possible for the Company to predict the duration or magnitude of any adverse effects that the pandemic may have on the Company's business or ability to raise funds. As of the date of these financial statements, COVID-19 has had no impact on the Company's ability to access capital but there is no certainty as to how future developments may impact the Company's ability to raise funding or conduct exploration and evaluation activities should travel restrictions related to COVID-19 be extended or expanded in scope.

## **SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES**

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The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters which are inherently uncertain. Details of the Company's significant accounting policies can be found the audited annual financial statements for year ended August 31, 2021.

During the three and nine months ended May 31, 2022, the Company adopted the new policies below as a result of the acquisition of 1291455 B.C. LTD.

### ***Estimates and critical judgments by management***

#### ***Foreign currency translation***

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing at the dates of the transactions. At each consolidated statement of financial position date, monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical exchange rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical exchange rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

*Business combination versus asset acquisition*

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. The assessment required management to assess the inputs, processes and outputs of the company acquired at the time of acquisition. Pursuant to the assessment, the SPA Transaction was considered to be an asset acquisition and an estimate of the fair value of the acquired assets and liabilities were used in asset allocation. The excess of the consideration paid over the acquisition-date fair values of the net assets acquired, was recognized as acquisition expense as of the acquisition date.

**INTERNATIONAL FINANCIAL REPORTING STANDARDS**

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The Company's interim financial statements for the three and nine months ended May 31, 2022 and 2021 have been prepared in accordance with IFRS as issued by the IASB and IFRIC, effective as of May 31, 2022. The Company's significant accounting policies are described in note 3 of the Company's audited financial statements for the years ended August 31, 2021 and 2020 with any new accounting policies not required at August 31, 2021 described above.

**RELATED PARTY TRANSACTIONS**

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Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Amounts paid to key management personnel and/or entities over which they have control are as follows:

	<b>Three months ended May 31, 2022</b>	<b>Nine months ended May 31, 2022</b>
	<b>\$</b>	<b>\$</b>
Key management compensation	37,500	112,500
Professional services provided by a company owned by a shareholder	-	5,000
Professional services provided by a company owned by an officer	21,412	83,630
Share-based compensation	-	1,965
<b>Total</b>	<b>58,912</b>	<b>203,095</b>

There was no related party transactions for the three and nine months ended May 31, 2021.

Balances due to related parties as at May 31, 2022 and August 31, 2021, were as follows:

	<b>May 31, 2022</b>	August 31, 2021
	<b>\$</b>	<b>\$</b>
Accounts payable and accrued liabilities	<b>7,534</b>	16,394

**OFF BALANCE SHEET ARRANGEMENTS**

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The Company has no off-balance sheet arrangements as at May 31, 2022 or at the date of this MD&A.

**PROPOSED TRANSACTIONS**

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The Company has no proposed transactions as at May 31, 2022 or at the date of this MD&A.

## **FINANCIAL INSTRUMENTS**

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The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, accounts payables and accrued liabilities, deposit paid for shares and warrants, subscription liabilities and promissory note. The carrying values of these financial instruments approximate their respective fair values due to the term of these instruments.

As at May 31, 2022, the Company did not have any financial instruments measured at fair value.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

### 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. As at May 31, 2022, the Company had cash of \$1,237,291 (August 31, 2021 - \$91,449) with a large Canadian bank and \$nil (August 31, 2021 - \$64,959) in a lawyer's trust account. The Company assessed credit risk 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. As at May 31, 2022, the Company has current liabilities totaling \$299,944 (August 31, 2021 - \$253,749) and is not exposed to significant liquidity risk at this time. However, since the Company is in the exploration stage, it will periodically have to raise funds to continue operations and intends to raise further financing through private placements.

### Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not significantly exposed to market risk.

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk as at May 31, 2022.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies (US\$). The carrying amounts of the Company's foreign currency denominated monetary assets are as follows:

	<b>May 31, 2022</b>	August 31, 2021
	<b>\$</b>	<b>\$</b>
Promissory note	<b>25,296</b>	-

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As at May 31, 2022, the Company had exposure to foreign currency risk, as a promissory note of \$25,296 was denominated in US dollars. A 1% change in the foreign exchange rates would result in an impact of approximately \$336 to the Company's net loss. The Company assessed its financial currency risk as low as at May 31, 2022.

Price risk

This risk relates to fluctuations in commodity and equity prices. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken. Fluctuations in pricing may be significant. The Company does not currently use financial instruments designed to hedge these market risks.

**OUTSTANDING SHARE DATA**

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The authorized capital of the Company consists of an unlimited number of common shares without par value. As of the date of this MD&A, the Company had the following outstanding:

Common shares	21,043,041
Warrants	20,768,040
Stock options	2,090,000

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**RISK FACTORS**

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**Project Risks**

Dependence on the property

The Company is an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be focused on the exploration and development of the property, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests any adverse developments affecting the property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that property will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

*Exploration, development and production risks*

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in The Company's resource base.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing precious metals and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which Clear Sky has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which The Company's properties will be located, often in poor climate conditions.

The long-term commercial success of Clear Sky will depend on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. Moreover, if such acquisitions or participations are identified, Clear Sky may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral resources and reserves

Because Clear Sky has not defined or delineated any resource or reserve on any of its properties, mineralization estimates for its properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this MD&A are based upon estimates made by Clear Sky, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable.

There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient resources or reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

No assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Company's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that The Company's exploration efforts at the property will be successful.

Volatility of commodity prices

The development of the Eli property and any other project Clear Sky acquires is dependent on the future prices of minerals and metals. The viability of developing the property depends heavily on the price of lithium.

Precious metals prices are subject to volatile price movements that are beyond the Company's control, which can be material and occur over short periods of time. Factors affecting such volatility include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of precious metals production, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. dollar (the currency in which the prices of precious metals are generally quoted), and political developments.

The effect of these factors on the prices of precious metals, and therefore the economic viability of the property and any project Clear Sky may acquire in the future, cannot be accurately determined. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) the property to be impracticable or uneconomical. As such, Clear Sky may determine that it is not economically feasible to commence commercial production, which could have a material adverse impact on the Company's financial performance and results of operations. In such a circumstance, Clear Sky may also curtail or suspend some or all of its exploration activities.

*Title matters, surface sights and access rights*

The property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the property or the size of the area to which such claims and interests pertain. Clear Sky cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

*Insurance and uninsured risks*

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, pandemics, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to The Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although Clear Sky will maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. Clear Sky may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to Clear Sky or to other companies in the mining industry on acceptable terms. Clear Sky might also become subject to liability for pollution or other hazards that may not be insured against or that Clear Sky may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Clear Sky to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

*Environmental risks and hazards*

All phases of The Company's operations are subject to environmental regulation. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition 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 manner that will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations.

*Permitting risks*

Government environmental approvals and permits are currently, or may in the future be, required in connection with the Company's operation. To the extent such approvals are required and not obtained, Clear Sky will be curtailed or prohibited from proceeding with planned exploration, development or operation of mineral properties.

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, including Clear Sky, may be required to compensate those suffering loss or damage by reason of the mining 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 companies in the mining industry, or more stringent implementation thereof, could have a material adverse impact on Clear Sky and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties.

#### Infrastructure

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's business, financial condition and results of operations.

#### Competition for exploration, development and operation rights

The mining industry is intensely competitive in all of its phases and Clear Sky competes with many companies possessing greater financial and technical resources. Competition in the precious metals mining industry is primarily for: mineral rich properties that can be developed and produced economically; the technical expertise to find, develop and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals but conduct refining and marketing operations on a global basis. Such competition may result in Clear Sky being unable to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop the property as contemplated. Existing or future competition in the mining industry could materially adversely affect prospects for mineral exploration and success in the future.

Increased demand for services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, or at all, and increase potential scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays or both.

#### Governmental regulation

The mineral exploration and development activities of Clear Sky are subject to various laws governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters in local areas of operation. Although the Company's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Amendments to current laws and regulations governing The Company's operations, or more stringent implementation thereof, could have an adverse impact on the Company's business and financial condition.

#### Operational labour and employment matters

While Clear Sky has good relations with its employees and consultants, exploration and development at its mining properties is dependent upon the efforts of the Company's employees. In addition, relations between Clear Sky and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant federal and provincial governmental authorities. Changes in such legislation or in the relationship between Clear Sky and its employees may have a material adverse effect on the Company's business, results of operations and financial condition.

Acquiring additional properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, Clear Sky may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Community relationships

Relationships with the communities in which Clear Sky it operates are critical to ensure the future success of its existing operations and the construction and development of its projects.

The property may be subject to the rights or the asserted rights of various community stakeholders, including First Nations. The presence of community stakeholders may impact The Company's ability to develop or operate the property or to conduct exploration activities. Accordingly, Clear Sky is subject to the risk that one or more groups may oppose the continued operation, further development or new development or exploration of the Company's current or future mining properties and projects. Such opposition may be directed through legal or administrative proceedings, or through protests or other campaigns against the Company's activities. Governments in many jurisdictions must consult with, or require Clear Sky to consult with, indigenous peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. The risk of unforeseen title claims by First Nations peoples also could affect existing operations as well as development projects. These legal requirements may also affect the Company's ability to expand or transfer existing operations or to develop new projects.

Impact of pandemic disease on global economic conditions and economic performance

The Company's operations are subject to the risk of emerging infectious diseases or the threat of outbreaks of viruses or other contagions or epidemic diseases, such as the novel coronavirus ("COVID-19") outbreak which began at the beginning of 2020. These infectious disease risks may not be adequately responded to locally, nationally or internationally due to lack of preparedness to detect and respond to outbreaks or respond to significant pandemic threats. As such, there are potentially significant economic and social impacts of infectious disease risks, including the inability of the Company's mining and exploration operations to operate as intended due to a shortage of skilled employees, shortages or disruptions in supply chains, inability of employees to access sufficient healthcare, significant social upheavals, government or regulatory actions or inactions, decreased demand or the inability to sell precious metals or declines in the price of precious metals, capital market volatility, or other unknown but potentially significant impacts.

There are potentially significant economic losses from infectious disease outbreaks that can extend far beyond the initial location of an infectious disease outbreak. As such, both catastrophic outbreaks as well as regional and local outbreaks can have a significant impact on the Company's operations, future cash flows, earnings, results of operations and financial condition. Clear Sky may not be able to accurately predict the quantum of such risks. In addition, the Company's own operations are exposed to infectious disease risks noted above and, as such, The Company's operations may be adversely affected by such infectious disease risks. Accordingly, any outbreak or threat of an outbreak of a virus, such as COVID-19 or other contagions or epidemic disease could have a material adverse effect on Clear Sky, its business, results from operations and financial condition. The COVID-19 outbreak at the beginning of 2020 has resulted in extended shutdowns of numerous business activities and supply chain disruptions. These shutdowns and disruptions have impacted the global economy and may have an adverse impact on the Company's business. As new developments continue to arise, the full impact that COVID-19 may have on lithium prices, commodity prices, costs and availability of supplies, availability of personnel and the global economy are not fully ascertainable. The direct and indirect effects of COVID-19 could have a material adverse effect on the Company's future cash flows, earnings, results of operations and financial condition. In addition, health concerns could result in social, economic and labour instability.

## **Corporate Risks**

### *Additional funding requirements*

The exploration and development of the property will require substantial additional capital. When such additional capital is required, Clear Sky will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to Clear Sky and might involve substantial dilution to existing shareholders. Clear Sky may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on Clear Sky's business, financial condition and results of operations.

Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. Clear Sky may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the precious metals industries in particular), Clear Sky's status as a new enterprise with a limited history, the location of the property, the price of commodities and/or the loss of key management personnel. Further, if the price of precious metals on the commodities markets decreases, then potential revenues from the property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the property.

### *Limited operating history and early stage property*

Clear Sky is an early-stage company and the property is an exploration stage property. As such, Clear Sky will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the property requires significant additional expenditures before any cash flow may be generated. There is no assurance that Clear Sky will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

The property is in the early exploration stage and is without resources or reserves. The proposed programs on the property are an exploratory search for a mineral deposit. Development of the property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that Clear Sky's exploration and development activities will result in any discoveries of commercial bodies of ore.

The long-term success of Clear Sky's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

### *Lack of operating cash flow*

Clear Sky will initially have no source of operating cash flow and is not expected to continue to do so for the foreseeable future. Clear Sky's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If Clear Sky sustains losses over an extended period of time, it may be unable to continue its business. Further exploration and development of the property will require the commitment of substantial financial resources. It may be several years before Clear Sky will generate any revenues from operations, if at all. There can be no assurance that Clear Sky will realize revenue or achieve profitability.

### *Adverse general economic conditions*

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions.

Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect Clear Sky's operations.

Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact Clear Sky's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on Clear Sky's financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends and conditions generally, notwithstanding any potential success of Clear Sky in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the common shares might not develop or be sustained. If an active public market for the common shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the common shares may decline.

#### Claims and legal proceedings

Clear Sky may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. Clear Sky may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from Clear Sky's operations. In addition, Clear Sky may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact Clear Sky's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

#### Force majeure

Clear Sky's projects now or in the future may be adversely affected by risks outside the control of Clear Sky, including the price of precious metals on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

#### Litigation

Clear Sky and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, Clear Sky may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause Clear Sky to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on Clear Sky's business, operating results or financial condition.

#### No earnings and history of losses

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in identifying further profitable operations. Clear Sky has not determined whether the property contains economically recoverable reserves of mineralized material and currently has

not earned any revenue from its projects; therefore, Clear Sky does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. Clear Sky's operating expenses and capital expenditures may increase in future years with advancing exploration, development and/or production from Clear Sky's properties. Clear Sky expects to incur losses until such time as the property or any future property it acquires enters into commercial production and generates sufficient revenue to fund continuing operations. There is no assurance that any of Clear Sky's properties will eventually enter commercial operation. There is also no assurance that new capital will become available and, if it does not, Clear Sky may be forced to substantially curtail or cease operations.

*Attracting and retaining talented personnel*

Clear Sky's success will depend in large measure on the abilities, expertise, judgment, discretion, integrity and good faith of management and other personnel in conducting the business of Clear Sky. Clear Sky will initially have a small management team and the loss of any of these individuals or the inability to attract suitably qualified staff could materially adversely impact the business. Clear Sky's ability to manage its operating, development, exploration and financing activities will depend in large part on the efforts of these individuals.

Clear Sky's success will depend on the ability of management and employees to interpret market and technical data successfully and to interpret and respond to economic, market and other business conditions in order to locate and adopt appropriate investment opportunities, monitor such investments and ultimately, if required, successfully divest such investments. Further, key personnel may not continue their association or employment with Clear Sky which may not be able to find replacement personnel with comparable skills. Clear Sky has sought to and will continue to ensure that management and any key employees are appropriately compensated; however, their services cannot be guaranteed. If Clear Sky is unable to attract and retain key personnel, business may be adversely affected. Clear Sky faces market competition for qualified personnel and there can be no assurance that Clear Sky will be able to attract and retain such personnel.

*Dividends*

Clear Sky does not intend to declare dividends for the foreseeable future as Clear Sky anticipates that any future earnings will be re-invested in the development and growth of the business. Therefore, investors will not receive any funds unless they sell their shares, and shareholders may be unable to sell shares on favorable terms or at all. Investors cannot be assured of a positive return on investment or that they will not lose the entire amount of their investment.

*Volatility of market for shares*

The market price of Clear Sky Shares may be highly volatile and could be subject to wide fluctuations in response to a number of factors, including: (i) dilution caused by issuance of shares or other forms of equity securities, which Clear Sky expects to make in connection with future financings to fund operations and growth, to attract and retain qualified personnel and in connection with future strategic partnerships with other companies, (ii) announcements of new acquisitions, reserve discoveries or other business initiatives by competitors, (iii) fluctuations in revenue from operations as new reserves come to market, (iv) changes in the market for lithium and/or in the capital markets generally, (v) changes in the demand for minerals and metals; and (vi) changes in the social, political and/or legal climate in the regions in which Clear Sky operates. In addition, the market price of Clear Sky Shares could be subject to wide fluctuations in response to: (a) quarterly variations in operating expenses, (b) changes in the valuation of similarly situated companies, both in the mining industry and in other industries, (c) changes in analysts' estimates affecting Clear Sky, competitors and/or the industry, (d) changes in the accounting methods used in or otherwise affecting the industry, (e) additions and departures of key personnel, (f) fluctuations in interest rates, exchange rates and the availability of capital in the capital markets, and (g) significant sales of Clear Sky shares, including sales by future investors in future offerings which may be made to raise additional capital. These and other factors will be largely beyond Clear Sky's control, and the impact of these risks, singularly or in the aggregate, may result in material adverse changes to the market price of Clear Sky shares and/or Clear Sky's results of operations and financial condition.