American Lithium Corp.

Management's Discussion and Analysis

For the three-month period ended May 31, 2025

Dated: July 28, 2025

Introduction

American Lithium Corp. (the "Company" or "American Lithium") is incorporated in British Columbia under the *Business Corporations Act* (British Columbia) and is engaged in the acquisition, exploration, and development of resource properties, with a current focus on development of its lithium and uranium projects. The Company's common shares are listed for trading on Tier 2 of the TSX Venture Exchange (the "Exchange") under the symbol "LI", the OTCQX Best Market under the symbol "AMLIF" and the Frankfurt Stock Exchange under the symbol "5LA1".

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of the Company for the three-month period ended May 31, 2025, and is prepared as of July 28, 2025. The MD&A should be read in conjunction with the unaudited Condensed Interim Consolidated Financial Statements for the three-month period ended May 31, 2025, and May 31, 2024, and the notes thereto. The reader should also refer to the audited financial statements for the years ended February 28, 2025, and February 29, 2024 which were prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

Cautionary Note Regarding Forward-Looking Information

This document may contain "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation ("forward-looking statements"). All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements regarding the business, operations, outlook and financial performance and condition of the Company; plans, objectives and advancement of the TLC Project, the Falchani Lithium Project and the Macusani Uranium Project (each as defined below, and collectively, the "Projects"); exploration drilling plans, in-fill and expansion drilling plans and other work plans, results of exploration, development and operations; expansion of resources and testing of new deposits; environmental and social community and other permitting; timing, type and amount of capital and operating and exploration expenditures, as well as future production costs; estimation of mineral resources; preliminary economic assessments, including the assumptions and parameters upon which they are based, and the timing and amount of future estimated production; development and advancement of the Projects; success of mining operations; treatment under regulatory regimes; ability to realize value from the Company's assets; adequacy of the Company's financial resources; environmental matters, including reclamation expenses; insurance coverage; title disputes or claims, including the outcome of the judicial process, and any and all future remedies pursued by the Company and its subsidiary Macusani Yellowcake S.A.C. to resolve the title for 32 of its concessions; the anticipated new uranium regulations affecting Peru; and limitations on insurance coverage and any other statements regarding the business plans, expectations and objectives of the Company; and any other information contained herein that is not a statement of historical fact. In certain cases, forward-looking statements can be identified by the use of 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" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates".

Forward-looking statements are based on management's reasonable estimates, expectations, analyses, and opinions at the date the information is provided and are based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

Description of Business

American Lithium is an exploration and development stage company engaged in the acquisition, exploration, and development of resource properties in North and South America. The Company's primary focus consists of the following projects: the Tonopah Lithium Claims project in Nevada (the "TLC Project"); the Falchani lithium concessions in Peru (the "Falchani Lithium Project" or "Falchani"); and the uranium concessions in Peru (the "Macusani Uranium Project" or "Macusani").

The Company is pursuing development of its two lithium projects, the TLC Project and the Falchani Lithium Project, with Prefeasibility Study ("PFS") work initiated on both projects. For the Macusani Uranium Project, the Company has engaged in work to update the existing Preliminary Economic Assessment ("PEA") (which was published in February of 2016) and then move to a PFS. The Company believes that each of these projects has the potential for continued development and future commercialization.

Company highlights for the three-month period ended May 31, 2025, and subsequent

- **Non-brokered private placement:** On July 14, 2025, the Company announced a $8,100,000 non-brokered private placement, which was then increased to $9,400,000 on July 23, 2025, resulting in the Company offering up to 34,814,815 units ("Units") of the Company at a price of $0.27 per Unit for aggregate gross proceeds of up to $9,400,000 ("Private Placement"). Each Unit issued will consist of one common share ("Common Share") in the capital of the Company and one Common Share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.50 for 36 months from the closing date of the Private Placement. The Company received conditional approval from the TSX Venture Exchange on July 23, 2025.

Other developments

- **Successful Resource Conversion with Significant Increase in Measured Resources at the TLC Project:** On February 27, 2025, the Company announced an updated Mineral Resource Estimate ("MRE") for the TLC Project. The updated MRE has successfully converted Indicated Resources to the Measured category, increasing Measured Resources 47% from the previous 2023 MRE at TLC. The new Measured Resource is 6.17 million tonnes ("Mt") Lithium Carbonate Equivalent ("LCE") (1,365 Mt at 849 ppm Li) with Indicated resources now of 2.39 Mt LCE (553 Mt at 808 ppm Li) and Inferred Resources of 1.44 Mt LCE (345 Mt at 780 ppm Li). The resource block model has been further refined, increasing the confidence of the TLC resource. The vast majority of resources used in the 2024 PEA Mine Plan are now within the more reliable Measured Resource footprint. The updated MRE was completed by Stantec Consulting Services Inc. ("Stantec") of Salt Lake City, UT and is based on an additional 44 drill holes drilled since the previously filed January 2023 MRE. The technical report entitled: "Technical Report TLC Property Nye County, Nevada, USA" dated March 31, 2025 and prepared by Stantec Consulting Services Inc. was filed on SEDAR+ on April 16, 2025.

Environmental, Social and Governance

The Company places a large emphasis on ESG matters, enhancing its protocols through the engagement of Onyen Corporation to assist with implementation of ESG best practices and systems to measure and monitor performance in the following areas:

- **Environmental Stewardship**: Zero instances of non-compliance with environmental regulations.
- **Ethics & Integrity**: Anti-corruption training has been implemented for the Board of Directors and senior management.
- **Human Rights and Diversity Policy**: Commitments reference the Universal Declaration of Human Rights, the United Nations Guiding Principles, and international humanitarian law.
- **Social Risk Management:** Mechanisms in place through which early alerts are launched on risks identified for the continuity of operations, and to address concerns, requests, and claims.

The Company continues to focus on environmental best practices and to prioritize community relations. ESG initiatives have included annual community Christmas food and gift package distributions, facilitating mobile medical and dental clinics in the local Andean communities near the Company's Peruvian projects and a solar electrification program in conjunction with the Peruvian army to fund and install up to 1,400 solar / battery systems into homes in its communities to supply lighting and charging capabilities enabling radio, Wi-Fi, and mobile connectivity. The Company also assists the community with continuous support for local education (teachers' salaries and supplies) and health care (medical and health care support for workers).

In Nevada, the Company maintains cultural liaison with representatives of all three tribal groups who are based around the Tonopah region. A cultural monitoring agreement is in place for pre-disturbance cultural surveys with one tribe, and the Company has engaged in early project consultation with two other nearby tribes. The Company continued to maintain sponsorship and staffing of a booth at the American Exploration & Mining Association conference in Reno in early December 2024, and membership and Board representation on the Nevada Battery Coalition through 2026. The Company continues an environmental reclamation and remediation study with researchers at the University of Nevada, Reno, on seed coatings to promote faster and more efficient floral remediation of disturbed lands in Nevada.

Qualified Person and Technical Reports

The scientific and technical information contained in this MD&A has been reviewed and approved by Ted O'Connor, Executive Vice President of American Lithium, who is a Qualified Person as defined by National Instrument 43-101.

Certain scientific and technical information contained in this MD&A with respect to the following projects has been taken from their related technical reports as indicated below:

- **TLC Project:** "Technical Report TLC Property Nye County, Nevada, USA" dated March 31, 2025 and prepared by Joan Kester and Maria Kartick of Stantec Consulting Services Inc. and "Tonopah Lithium Claims Project NI 43-101 Technical Report – Preliminary Economic Assessment" with an effective date of January 31, 2023 and prepared by John Joseph Riordan, Valentine Eugene Coetzee, of DRA Pacific and Derek J. Loveday, Satjeet Pandher, Joan C. Kester and Sean Ennis of Stantec Consulting Inc.

- **Falchani Lithium Project:** "Falchani Lithium Project NI 43-101 Technical Report Preliminary Economic Assessment – Update" dated February 22, 2024, with an effective date of January 10, 2024, prepared by John Joseph Riordan, Aveshan Naidoo, David Alan Thompson of DRA Pacific and Derek J. Loveday and Mariea Kartick of Stantec Consulting Inc.; "Technical Report and Mineral Resource Estimate - Falchani Property, Carabaya Province, Department of Puno, South-Eastern Peru" dated December 14, 2023, with an effective date of October 31, 2023, prepared by Derek Loveday, P. Geo. and Mariea Kartick, P.Geo. of Stantec Consulting Services Inc.

- **Macusani Uranium Project:** "Macusani Project, Macusani, Peru, NI 43-101 Report – Preliminary Economic Assessment" with an effective date of January 12, 2016 and prepared by Michael Short and Thomas Apelt of GBM Minerals Engineering Consultants Limited, David Young of The Mineral Corporation and Mark Mounde of Wardell Armstrong International Limited.

The most recent technical reports for the TLC Project and the Falchani Lithium Project can be viewed on the Company's SEDAR+ profile at www.sedarplus.ca. The Macusani Uranium Project's technical report can be found under the SEDAR+ profile of the Company's subsidiary, Plateau Energy Metals Inc.

Certain technical information in this MD&A refers to the results of PEA's prepared for the Projects. PEAs are preliminary in nature and include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty the results of the PEA's will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Additional work is required to upgrade the mineral resources to mineral reserves. In addition, the mineral resource estimates could be materially affected by environmental, geotechnical, permitting, legal, title, taxation, socio-political, marketing, or other relevant factors.

Project development updates

The Company's plans are to continue to develop and de-risk the following projects:

TLC Project: Targeting the initiation of a PFS pending appropriate market conditions

Bulk sample and exploration / expansion drilling has been completed at the TLC Project to provide additional metallurgical samples and evaluate / add additional higher grade target areas at the TLC Project. The new information was incorporated into the updated MRE, which was announced on February 27, 2025. 10-15 tonnes of high-grade lithium claystone mineralization have been prepared from the bulk sample drilling and will be used as material for the detailed preconcentration and metallurgical testing required to further refine and enhance the TLC Flowsheet for its PFS and ahead of launching pilot operations.

Environmental and cultural work is ongoing ahead of the full mine permitting process which will be formally launched at the TLC Project following the finalization of the PFS. To this end, SRK Consulting (U.S.) Inc. of Elko, Nevada has been engaged to coordinate the preparation of a mine plan of operations with the United States Bureau of Land Management and Nexus Environmental Consultants Inc. of Reno, Nevada, has been engaged to continue biological baseline studies in support of the Mine Plan of Operations application. Water well monitoring with quarterly water sampling continues by Broadbent and Associates Inc. of Henderson, NV.

Falchani Lithium Project: Targeting the initiation of a PFS pending appropriate market conditions

Environmental Impact Assessment ("EIA") drilling has been completed with an updated MRE completed in October 2023 and filed on December 15, 2023. Following this filing, an updated PEA was completed (filed on February 23, 2024) incorporating the updated MRE, adding potential cesium and potassium by-products, with updated project economics including the latest lithium pricing. Both reports are key steps in the finalization of the Falchani Lithium Project PFS. The Company also continues to optimize its flow sheet ahead of finalizing the PFS. The Company has acquired equipment necessary for Falchani pilot test work and is currently testing it ahead of future pilot operation in Peru.

Environmental work required for pre-feasibility, feasibility studies and ultimately mine permitting on the Falchani Lithium Project commenced in the fall of 2022 with the initiation of an EIA which includes detailed hydrological / hydrogeological studies focusing on the upper 150m below surface to investigate water table parameters. This program also enabled the recovery of core for resource expansion and reclassification and reclassification and formed part of the updated MRE completed by Stantec Consulting Inc. in November 2023. The EIA drilling confirmed no water table issues at Falchani, and 4 piezometers were installed to monitor seasonal water flows. The Semi-Detailed Environmental Impact Assessment Study ("EIA-sd") for the Falchani Lithium Project has been submitted to the Ministry of Energy and Mines ("MINEM"). The EIA-sd provides a framework for approval of all major phases required to finalize the development of Falchani from mining reserve definition to completion of mine construction and when approved, provides authority to drill up to 420 drill platforms across the Falchani Lithium Project, with no additional permits required. The authorities are reviewing the EIA-sd, with approvals expected in 2025. It is anticipated that the full EIA will be completed following the completion of the PFS at Falchani.

In addition to the in-fill, expansion, and resource reclassification drilling undertaken at the Falchani Lithium Project, the Company also launched initial exploration / discovery drilling at two new lithium target areas at Quelcaya, approximately 6 -11 km west of the Falchani Lithium Project. The initial exploration discovery at Quelcaya was announced September 26, 2023, with thick, large-scale lithium mineralization averaging 1,560 ppm Li over 222.5 m and up to 2,668 ppm. Follow up exploration and metallurgical work is recommended.

Macusani Uranium Project: Targeting the completion of an updated PEA in 2025

With the significant improvement noted in the uranium business environment and future outlook fostered by demand for clean energy, the Company will continuously monitor and determine its activities in the light of favourable developments.

The flowsheet is at an advanced stage, and it is currently anticipated that piloting will commence in respect of the Macusani Uranium Project in 2025. In addition, with numerous in-fill and expansion targets identified, further drilling is planned at Macusani to upgrade resource categories and expand the existing resource, pending the finalization of the necessary exploration permits. The Company plans to update the historic MRE and PEA on the Macusani Project, which will use the existing drill hole and outcrop data to update the mineral resource model, establish an updated mine schedule incorporating results of the latest pre-concentration, metallurgical and process improvements and update commodity pricing from the original US$50 per lb used in the historic PEA to reflect current more robust pricing. This uranium project has the potential to be a large scale, low-cost uranium operation due to the low mining costs for primarily open pit mining and low processing costs due to very fast leaching and low acid consumption.

In parallel with preparations for planned, upcoming work on the Macusani project, the Company continues to explore various opportunities and structures to monetize the Peruvian uranium project for the immediate, and future benefit of the Company and all stakeholders.

Properties – Background and Technical Reports

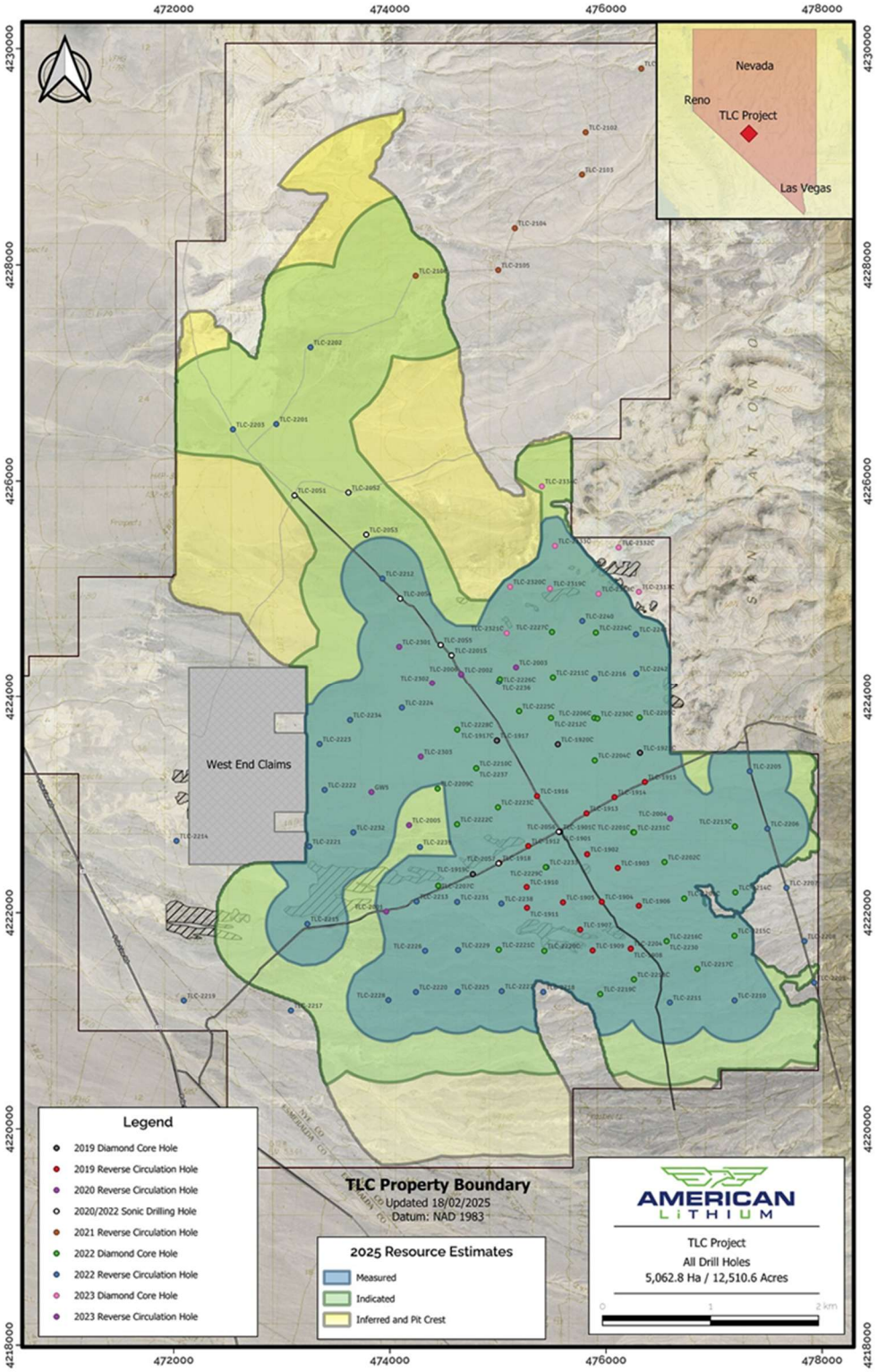
TLC Project – Nevada, USA

Since 2016, the Company has acquired, through a series of transactions, the control of unpatented lode mining claims in Nevada's Nye and Esmeralda counties and now controls a total of approximately 12,494 acres of contiguous land highly prospective for lithium and which comprise the TLC Project. The TLC Project has been under exploration and development by the Company since 2019. Lithium claystone mineralization is found consistently in near surface drilling and sampling across a >20 km^2 area and is open to expansion primarily to the south and west sides of the project.

In addition, the Company has acquired agricultural lands with accompanying water rights to secure water for the project for the long term. The outright ownership of the subject properties will provide close to 2,500 acre-feet of combined water rights which should provide sufficient water for at least the initial phases of any future production at the TLC Project and a strong base for any future expansion phases. The water can be transported by buried pipeline to the project utilizing existing public access routes and also with the potential to be transferred throughout the basin, including to the TLC site, via intra-basin transfer.

A total of 26 diamond core holes and 16 Reverse Circulation ("RC") holes drilled in 2022 and 2023 have been added to complete the updated mineral resource block model and incorporated into the updated MRE, completed by Stantec geoscientists in February 2025. Thick, high grade lithium intersections in drill holes outside of the previous Measured Resource footprint converted much of the Indicated Resource to the Measured category (see: TLC Claim map with Drill Collar Locations, 2025 Mineral Resource Outline, below).

TLC Claim map with Drill Collar Locations, 2025 Mineral Resource Outline



TLC Project MRE

The current MRE was prepared by Stantec Consulting Ltd., filed April 16, 2025, utilizing a total of 126 drill holes comprising 57,291' (17,462 m) of combined RC, Sonic and diamond drilling from 2019 to 2024 drill campaigns.

TLC Project Updated Lithium Mineral Resource Estimates (February 27, 2025)

Cutoff Li (ppm)	Volume (Mm^3)	Tonnes (Mt)	Li (ppm)	Million Tonnes (Mt)		
				Li	Li_2CO_3	$LiOH.H_2O$
Measured						
500	**803**	**1,365**	**849**	**1.16**	**6.17**	**7.02**
600	645	1,097	923	1.01	5.37	6.11
800	396	673	1,065	0.72	3.83	4.36
1,000	217	369	1,208	0.45	2.39	2.72
1,200	100	170	1,345	0.23	1.22	1.39
Indicated						
500	**325**	**553**	**808**	**0.45**	**2.39**	**2.72**
600	238	405	903	0.37	1.97	2.24
800	141	240	1,050	0.25	1.33	1.51
1,000	70	119	1,212	0.14	0.74	0.85
1,200	32	54	1,365	0.07	0.37	0.42
Measured plus Indicated						
500	**1,128**	**1,918**	**839**	**1.61**	**8.56**	**9.74**
600	883	1,502	919	1.38	7.34	8.35
800	537	913	1,062	0.97	5.16	5.87
1,000	287	488	1,209	0.59	3.13	3.57
1,200	132	224	1,339	0.30	1.59	1.81
Inferred						
500	**203**	**345**	**780**	**0.27**	**1.44**	**1.63**
600	139	236	887	0.21	1.12	1.27
800	83	141	1,022	0.14	0.74	0.85
1,000	39	66	1,169	0.08	0.43	0.48
1,200	13	22	1,326	0.03	0.16	0.18

- CIM definitions are followed for classification of Mineral Resource.
- Mineral Resource surface pit extent has been estimated using a lithium carbonate price of US20,000 US$/tonne and mining cost of US$3.00 per tonne, a lithium recovery of 90%, fixed density of 1.70 g/cm^3 (1.43 tons/yd^3)
- Conversions: 1 metric tonne = 1.102 short tons, metric m^3 = 1.308 yd^3, Li_2CO_3:Li ratio = 5.32, $LiOH.H_2O$:Li ratio =6.05
- Totals may not represent the sum of the parts due to rounding.
- The Mineral Resource estimate has been prepared by Joan Kester, PG of Stantec Consulting Services Inc. in conformity with CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and are reported in accordance with the Canadian Securities Administrators NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that any mineral resource will be converted into mineral reserve.

TLC Project PEA

On February 1, 2023, the Company announced the results of a maiden PEA for the TLC Project. The PEA demonstrates that the TLC project has the potential to become a substantial, long-life producer of low-cost lithium carbonate with the potential to produce either battery grade LCE or lithium hydroxide ("LiOH"). The PEA base case envisions an initial 4.4 Million tonnes per annum ("Mtpa") processing throughput expanding to 8.8Mtpa. The PEA alternative case is identical, but with added production of high purity magnesium sulfate as a by-product over life of operations. Unless otherwise stated, all dollar figures are in US currency.

TLC Project PEA: Highlights (Base Case – Ramp-up Production Li only production)

- **Pre-tax net present value ("NPV")$_{8\%}$**: $3.64 billion at $20,000/t LCE; **After-tax NPV$_{8\%}$**: $3.26 billion at $20,000/t LCE
- **Pre-tax internal rate of return ("IRR")**: 28.8%; **After-tax IRR**: 27.5%
- **PEA mine plan produces**: 1.46 Mt LCE Life-of-Mine ("LOM") over 40 years
- **Pre-tax initial capital payback period**: 3.6 years**; after-tax payback**: 3.7 years**
- **Average LOM annual pre-tax cash flow**: $435 million; **annual after-tax cash flow**: $396 million
- **Initial Capital Costs ("Capex")**: $819 million
- **Total Capex**: $1,431 million; **Sustaining Capital:** $792 million
- **Operating costs ("Opex"):** $7,443/t LCE inclusive of power credits

** Payback is based on Phase 1 capital alone, with undiscounted cashflows

TLC Project PEA: Highlights (Alternate Case – Ramp-Up Production Li + Magnesium Sulfate production)

- **Pre-tax NPV$_{8\%}$**: $6.06 billion at $20,000/t LCE & $150/t $MgSO_4$; **After-tax NPV$_{8\%}$**: $5.16 billion at $20,000/t LCE & $150/t $MgSO_4$
- **Pre-tax IRR**: 38.6%; **After-tax IRR**: 36.0%
- **PEA mine plan produces**:1.46 Mt LCE and 64.9 Mt $MgSO_4$ LOM over 40 years
- **Pre-tax initial capital payback period**: 2.6 years; **after-tax payback**: 2.8 years
- **Average LOM pre-tax annual cash flow**: $684 million; **annual after-tax cash flow**: $591 million
- **Initial Capex**: $827 million
- **Total Capex**: $1,439 million; **Sustaining Capital**: $763 million
- **Opex**: at $7,443/t LCE inclusive of power credits
- **Opex**: $817/t LCE, inclusive of power & $MgSO_4$ credits

Refer to section "Qualified Person and Technical Reports" above in this MD&A for risks associated with PEAs.

TLC Project PEA: Mine Life & Production

- Simple truck and shovel open pit mining of the shallow resource underpins the scalable, long-life, lithium project producing approximately 24,000 tpa LCE over Years 1-6 once steady state production is achieved and expanding to 48,000 tpa LCE production for Years 7-19 when mining ceases. Rehandling of the >1,000 parts per million ("ppm") stockpile allows production to continue for Years 20-40.
- Average LOM Production of approximately 38,000 tpa LCE for 40 years.
- 1,400 ppm feed material beneficiation increases the head grade to leaching to 2,000 ppm Li.
- LOM Strip Ratio (Waste:Ore) of 0.93:1 with a maximum final pit depth of ~325-350', well above the water table depth.
- Where possible, progressive reclamation of mining areas is planned along with in-pit back-filling of waste rock and filtered tailings.
- Sulfuric acid leaching using industry standard techniques and flowsheet produces high purity lithium carbonate to enable the production of battery grade LCE or LiOH.
  - PEA study estimates that for an additional $100M (Installed) Capex, and $406/t LCE Opex, a final conversion and refining processing step will enable the production of battery grade LiOH; or
  - End users have the flexibility of acquiring high purity LCE from TLC and converting it themselves to whichever product is required.
- Magnesium sulphate (monohydrate) is an increasingly important fertilizer add-on product with a large and growing global market. High-purity hydrated products (heptahydrate & Epsom salts) are used in the food, personal care, and water quality industries.

TLC Project PEA: Key Highlights

Description	Units	Base Case	Alternate Case
LCE Selling Price	$/tonne	$20,000	$20,000
Life of Mine	years	40	40
Processing Rate P1 / P2[1]	ROM Mtpa	4.4 / 8.8	4.4 / 8.8
Average Throughput (LOM)	tpa	8,112,415	8,112,415
LCE Produced (average LOM)[1]	tpa	38,157	38,157
P1 LCE Production (steady state)	tpa	24,000	24,000
P2 LCE Production (steady state)	tpa	48,000	48,000
LCE Produced (total LOM)[1]	tonnes	1,462,913	1,462,913
Unit Operating Cost (OPEX) LOM[2]	$/LCE tonne	7,443	817
$MgSO_4$ Produced (average LOM)[1]	tpa	n/a	1,663,213
$MgSO_4$ Selling Price	$/tonne	n/a	150
Gross Revenue incl. Power & $MgSO_4$ Credits	$ B	29.7	39.4
CAPEX[3] P1	$ M	819	827
CAPEX[3] LOM	$ M	1,431	1,439
Sustaining Capital Costs (undiscounted)	$ M	792	763
Project Economics			
Pre-tax:			
NPV (8%)	U$ M	3,642	6,056
IRR	%	28.8	38.6
Initial Payback Period (undiscounted)	years	3.6	2.6
Average Annual Cash Flow (LOM)	$ M	435	684
Cumulative Cash Flow (undiscounted)	$ M	16,147	25,860
After-tax:[4]			
NPV (8%) Post-Tax	$ M	3,261	5,157
IRR Post-Tax	%	27.5	36.0
Payback Period (undiscounted)	years	3.7	2.8
Average Annual Cash Flow (LOM)	$ M	396	591
Cumulative Cash Flow (undiscounted)	$ M	14,617	22,219

Notes:

1. Production: base case is 2 phases, 4.4 Mtpa and 8.8 Mtpa throughput; alternative case is identical, but with production of magnesium sulphate co-product over life of operations.
2. Includes all operating expenditures with credit for excess power and revenue from MgSO4 production as offset to Unit LCE Opex, the estimate is expected to fall within an accuracy level of ±30%.
3. Includes 10% contingency on process plant capital costs, 10% contingency is included in the tailings and infrastructure costs, and closure costs (LOM).
4. Tax calculation estimates were completed by Mining Tax Plan LLP, and include Federal Taxes, all Nevada State taxes and royalties and Nye County Property tax estimates, and available producer tax credits.

TLC Project PEA: Sensitivities

The project is most sensitive to LCE price and process costs, but relatively far less sensitive to capital costs and mining costs, in descending order of affect (see Table 2, and Figures 1 and 2, below).

Sensitivity ($)/t	-30%	-20%	-10%	Base Case $20,000/t	10%	20%	30%
Pre-tax $NPV_{8\%}$ (millions)	$1,243	$2,042	$2,842	$3,641	$4,441	$5,240	$6,040
Pre-tax IRR (%)	16.3	20.7	24.9	28.8	32.5	36.0	39.4

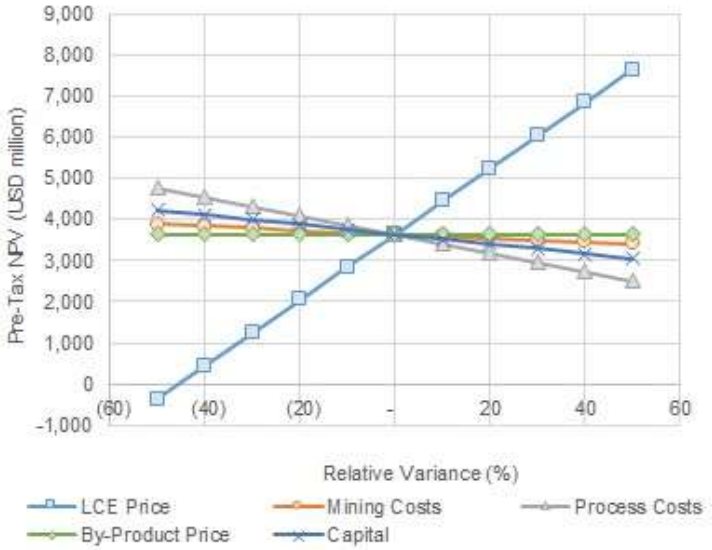


Figure 1 - Base Case Pre-Tax NPV8 Sensitivity Graph

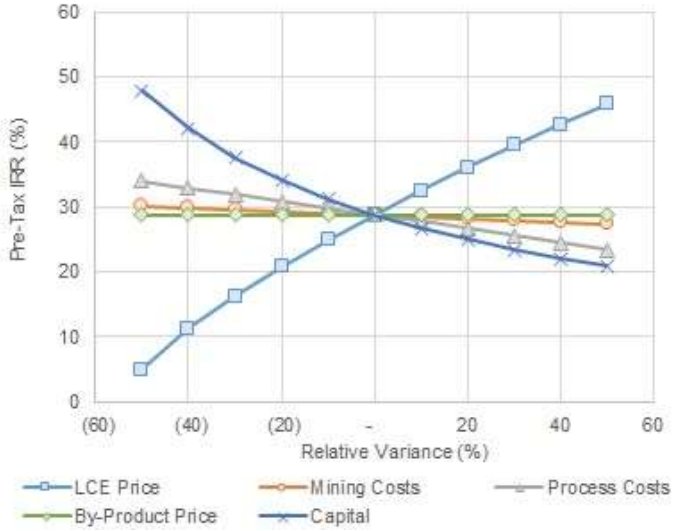


Figure 2 - Base Case Pre-Tax IRR Sensitivity Graph

TLC Project PEA: Detailed Capital Cost Estimates

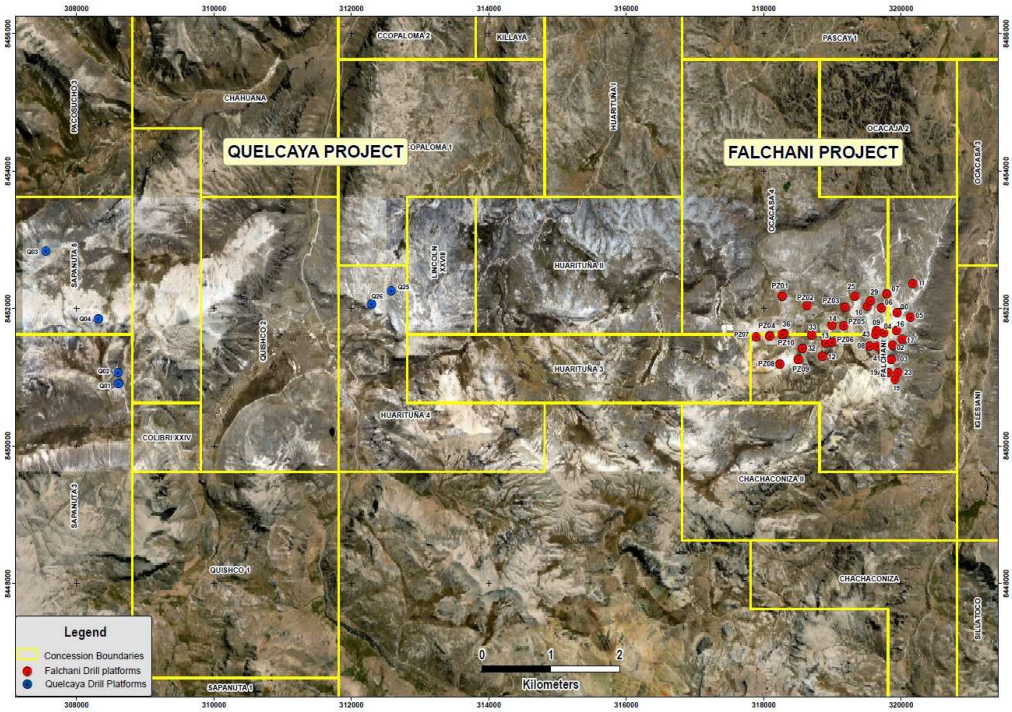
Capital Costs ***($ millions)***	**Phase 1**	**Phase 2**	**LOM**
Mining (pre-strip and capital)	56.3	-	56.3
Processing plant - Direct costs	424.5	228.8	653.3
Processing plant/mine – Infrastructure	45.9	sustaining	45.9
Tailings & bulk infrastructure[1]	49.8	sustaining	49.8
Total Direct Costs	**576.5**	**228.8**	**805.3**
Total Indirect Costs (Process Plant)[2]	181.9	316.8	498.7
Contingency (Process Plant)10%	60.6	54.7	115.3
Closure Costs (captured in sustaining)	-	-	25
TOTAL – Li Only Base Case	**819.0**	**600.3**	**1,431**
Added Plant Capex for $MgSO_4$ Production	23.8	23.8	47.6
TOTAL – Li + $MgSO_4$ (includes tailings savings)	**827.0**		**1,439**
Sustaining Capital Costs – Li only	-	-	765.5
Sustaining Capital Costs – Li + $MgSO_4$	-	-	735.9

1. Tailings built in phases and included in P1 capital cost estimate and sustaining capital for remaining LOM
2. Includes EPCM, spares, insurances, owners' team.

Falchani Lithium Project – Puno, Peru

Lithium exploration work including trenching and sampling started in the Quelcaya village area where new occurrences of Li-rich rocks were initially reported in 2019. The recent prospecting and mapping activities demonstrate that new lithium occurrences in the vicinity of the Quelcaya village are more extensive than initially modelled. In addition, and as set out above, the Company was able to expand and reclassify the existing resource in Q4 2023 based on EIA drilling in 2022 and 2023. The Company is also targeting additional infill and extension drilling at Falchani with these results to be incorporated into Falchani's PFS. Furthermore, the Company has discovered a new area within the Quelcaya village, 6 kilometers west of the Falchani deposit. The discovery hole intersected lithium mineralization over 222.5 m in subvolcanic intrusive rocks averaging 1,560 ppm Li from 119.1 m downhole.

Falchani and Quelcaya Project Location Map



A 10-hole hydrology diamond drill program that is part of the environmental work required for an Environmental Impact Assessment ("EIA") on the project which will provide the framework for, and be a key part of, the Mine Permitting Process was completed in September 2023 on the Falchani Lithium Project, led by SRK Peru. No groundwater has been encountered in any of the EIA drill holes.

Additional exploration and development work has been planned to support further extension/in-fill drilling at the Falchani Lithium Project should this prove necessary / desirable and would commence following approval of the EIA-sd filed in November 2023 with the Peruvian authorities and currently expected in 2025. Local community acceptance and approvals have been granted and archeological and environmental sampling work has been concluded.

ANSTO continues to investigate optimizing the Falchani flow sheet with recent results announced June 27, 2024. These positive results should improve Falchani economics further. Employing counter current leaching/recycling results in 50% reduction in acid consumption and significantly reduces reagent requirements for neutralization. Employing solvent extraction ("SX") improves the purity of lithium carbonate produced with the potential to simplify the flow sheet reducing the number of impurity removal stages required, and improves the quality of potential by-products – cesium sulfate ("CS") and sulfate of potash ("SOP). Confirmatory testing and refinement to minimize lithium losses and improve potential by-product recovery continues at ANSTO with results expected to be announced in 2025.

TECMMINE in Peru continues to run numerous additional full cycle tests on the existing "lithium-only" flow-sheet and continues to produce high purity LC with purities between 99.50% – 99.87% LC. (above typical battery grade designation).

In Peru, equipment sourcing and preparatory testing have commenced for the future Falchani pilot testing phase. The pilot test work will be completed by TECMMINE with oversight by DRA Global processing specialists.

Falchani Lithium Project PEA

An updated MRE was completed by Stantec Consulting Services Inc. and announced October 31, 2023, expanding the contained lithium resources in the Measured & Indicated categories by 476%. The Falchani Lithium Project resource is comprised primarily of three zones, namely the upper breccia unit ("UBX"), lithium-rich tuff unit ("LRT") and lower breccia unit ("LBX"), in order of stratigraphy. A lower grade Li-rich subvolcanic intrusion (Coarse Felsic Intrusion) forms the basement to the Falchani volcanic stratigraphy, and contributes to the overall MRE Inferred category.

Using the updated MRE completed by Stantec (filed December 15, 2023), an updated PEA was completed by DRA Global and filed on February 23, 2024, demonstrating that the Falchani Lithium Project has the potential to become a substantial, low-cost, long-life producer of high purity lithium carbonate with the potential to also produce SOP and Cesium Sulfate ("CsS" or "Cs_2SO4") by-products alongside LCE. Key highlights and figures of the updated PEA can be found below.

The Falchani Lithium Project's updated MRE and updated PEA both include the Falchani and Ocacasa 4 concessions based on the most recent legal decision confirming the Company's ownership of all concessions. However, please refer to the "Cautionary Note Regarding Concessions" section in this MD&A.

The PEA base case envisions an initial 1.5 Mtpa processing throughput (Years 1-5), expanding to 3.0 Mtpa (Years 6-10) and ultimately ramping up to 6.0 Mtpa (Years 11-43) with 32 years of mining followed by 11 years of stockpile processing. The PEA alternative processing case is identical, but with added production of high purity SOP and Cs_2SO_4 as by-products from Years 6-43 alongside the initial expansion. Unless otherwise stated, all dollar figures are in US currency.

Falchani Lithium Project PEA: Highlights (Base Case – Li only production)

- **Pre-tax $NPV_{8\%}$**: $8.41 billion at $22,500/tonne ("t") LCE; **After-tax $NPV_{8\%}$**: $5.11 billion at $22,500/t LCE
- **Pre-tax IRR**: 40.7%; **After-tax IRR**: 32.0%
- **Pre-tax initial capital payback period**: 2.5 years; **After-tax payback**: 3.0 years
- **Average LOM annual pre-tax cash flow**: $1,003 million; **Annual after-tax cash flow**: $628 million
- **Initial Capex**: $681 million
- **Total Capex (Phases 1, 2 & 3)**: $2,565 million; **Sustaining Capital**: $236 million
- **Opex**: $5,092/t LCE
- **PEA mine plan produces**: 2.64 Mt LCE LOM over 43 years
    - **Phase 1**: 23,000 tpa LCE**; Phase 2**: 45,000 tpa; and **Phase 3**: 84,000 tpa

Falchani Lithium Project PEA: Highlights (Alternate Case – Li-only in Phase 1; SOP + Cs_2SO_4 added from Phase 2)

- Identical LCE production scenario, but with added average production of 81,556 tpa of SOP and 3,796 tpa of CsS from Years 6-43;
- **Pre-tax NPV$_{8\%}$**:$9.25 billion at $22,500/t LCE, $1,000/t SOP & $58,000/t Cs_2SO_4; **After-tax NPV$_{8\%}$**: $5.59 billion at $22,500/t LCE, $1,000/t SOP & $58,000/t Cs_2SO_4
- **Pre-tax IRR**: 38.5%; **After-tax IRR**: 29.9%
- **Pre-tax initial capital payback period**: 2.5 years; **after-tax payback**: 3.0 years
- **Average LOM pre-tax annual cash flow:** $1,211 million; **annual after-tax cash flow:** $758 million
- **Initial Capex**: $681 million
- **Total Capex**: $3,466 million; **Sustaining Capital**: $260 million
- **Opex**: $5,705/t LCE (for all products)
- **Opex**: $1,361/t LCE, inclusive of SOP & Cs_2SO_4 credits
- **PEA mine plan produces**: 2.64 Mt LCE and 3.19 Mt SOP and 147,000t Cs_2SO_4 LOM over 43 years

Falchani Lithium Project PEA: Mine Life & Production

- Simple drill, blast, truck and shovel open pit mining of the near-surface, high-grade (>2,700 ppm Li) resource.
- Mining ceases at the end of year 32 and rehandling of the <2,700 ppm Li stockpile allows production to continue for Years 33-43.
- Average LOM Production of approximately 61,400 tpa of 99.5% LCE for 43 years.
- LOM Strip Ratio (Waste:Ore) of 0.60:1 after accounting for processed stockpile material
- Sulfuric acid leaching using industry standard techniques and flowsheet produces high purity lithium carbonate to enable the production of battery grade LCE.
- SOP is an important fertilizer product for specialty crops, especially those grown in Peru (ex. avocado, blueberries, grapes & coffee) with a decent, and growing global market. SOP production from Falchani has the potential to satisfy Peru's domestic needs with additional export possibility.
- Cesium is used in high-pressure, high-temperature offshore oil and gas drilling and is used in infrared detectors, optics, photoelectrical cells, scintillation counters and spectrometers. Isotopes of cesium are atomic clocks necessary for aircraft guidance systems, global positioning satellites, and internet and cell phone applications. Cesium sulfate produced at Falchani can be further refined by third parties into desired end-products.

Falchani Lithium Project PEA: Key Highlights

Description	Units	Base Case	Alternate Case
LCE Selling Price	$/tonne	$22,500	$22,500
Life of Mine	years	43	43
Processing Rate P1 / P2 / P3[1]	ROM Mtpa	1.5/3.0/6.0	1.5/3.0/6.0
Average Throughput (LOM)	tpa	4,946,898	4,946,898
LCE Produced (average LOM)[1]	tpa	61,400	61,400
P1 LCE Production (steady state)	tpa	23,000	23,000
P2 LCE Production (steady state)	tpa	45,000	45,000
P3 LCE Production (steady state)	tpa	84,000	84,000
LCE Produced (total LOM)[1]	tonnes	2,639,610	2,639,610
Unit Operating Cost (OPEX) LOM[2]	$/LCE tonne	5,092	1,361
SOP Produced (average LOM)[1]	tpa	n/a	81,556
SOP Selling Price	$/tonne	n/a	1,000
Cs_2SO_4 Produced (average LOM)[1]	tpa	n/a	3,796
Cs_2SO_4 Selling Price	$/tonne	n/a	58,000
Capital Cost (CAPEX)[3] P1	$ M	681	681
Capital Cost (CAPEX)[3] LOM	$ M	2,565	3,466
Sustaining Capital Costs (undiscounted)	$ M	236	260
Project Economics			
Pre-tax:			
Net Present Value (NPV) (8%)	U$ M	8,411	9,251
Internal Rate of Return (IRR)	%	40.7	38.5
Initial Payback Period (undiscounted)	years	2.5	3.0
Average Annual Cash Flow (LOM)	$ M	1,003	1,211
Cumulative Cash Flow (undiscounted)	$ M	43,150	52,072
After-tax:[4]			
Net Present Value (NPV) (8%) Post-Tax	$ M	5,109	5,585
Internal Rate of Return (IRR) Post-Tax	%	32.0	29.9
Payback Period (undiscounted)	years	3.0	3.0
Average Annual Cash Flow (LOM)	$ M	628	758
Cumulative Cash Flow (undiscounted)	$ M	27,011	32,597

Notes:

1. Production: base case is 3 phases, 1.5 Mtpa, 3.0 Mtpa and 6.0 Mtpa throughput; alternative case is identical with production of Li-only in Phase 1, but with SOP and CsS co-products from Phase 2 expansion onward (Years 6-43).
2. Includes all operating expenditures with credit for SOP and CsS production as offset to Unit LCE Opex, the estimate is expected to fall within an accuracy level of ±30%.
3. Includes 10% contingency on process plant capital costs, 10% contingency is included in the tailings and infrastructure costs, and closure costs (LOM).
4. Tax calculation estimates consider all current applicable taxes and include: Depreciation; Workers' Participation Tax; Mining Pension Fund; Modified Mining Royalty Tax; and Federal Income Taxes.

Refer to section "Qualified Person and Technical Reports" above in this MD&A for risks associated with PEAs.

Falchani Lithium Project PEA: Sensitivities

The NPV for the project is most sensitive to LCE/metal selling price, but relatively far less sensitive to operating costs, capital costs and mining costs, in descending order of affect. IRR is most sensitive to capital costs and LCE/metal selling price (Figures 1 and 2, below).

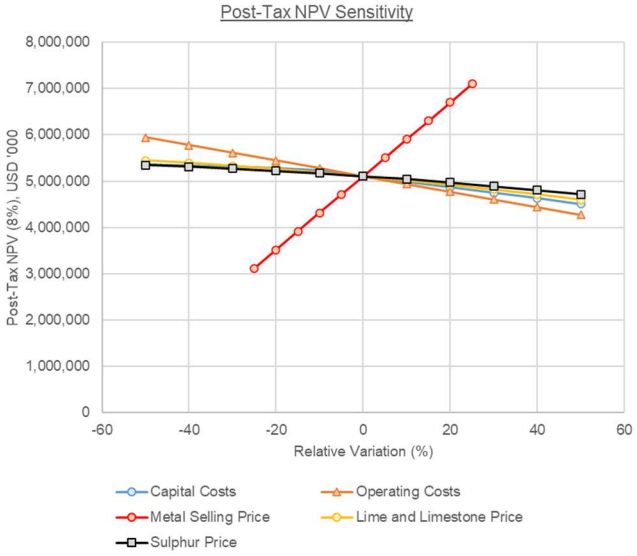


Figure 1 - Base Case Post-Tax NPV8 Sensitivity Graph

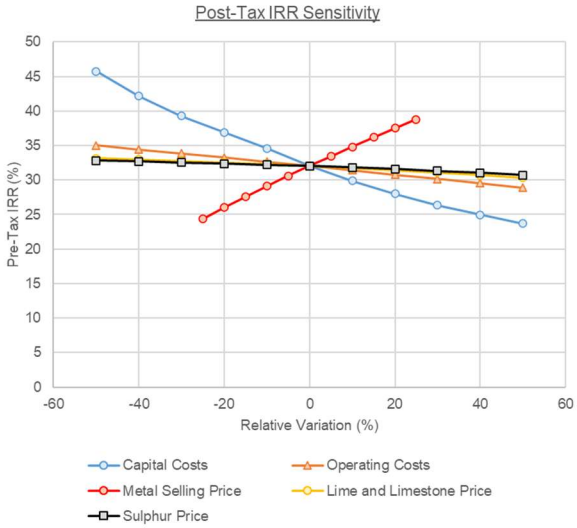


Figure 2 - Base Case Post-Tax IRR Sensitivity Graph

Falchani Lithium Project PEA: Mining

Based on the analysis completed by DRA Global, the Falchani Lithium Project is highly amenable for development by conventional open pit, drill-blast, truck and shovel operation. The Base Case and Alternative Case have identical LOM production plans and schedules.

Falchani Lithium Project PEA: Mining & Processing Rates

Parameter	*Unit*	Value
Production Life	Years	43 (includes 2-year production ramp up)[1]
Material mined	Mt	339.7
ROM head grade to leach (Years 1-32)	ppm Li	3,382
ROM head grade to leach (Years 33-43)	ppm Li	1,841
Recovered LCE	LOM Mt	2.63
Waste	LOM Mt	127.0
Total Mineralized Material throughput	LOM Mt	212.7
Strip Ratio (LOM)	(t_w:t_o)	0.60

1. 2 years construction, including 1 year Capitalized pre-production mining; 2-year production ramp-up with 75% nameplate in Year 2.

Falchani Lithium Project PEA: Detailed Capital Cost Estimates

Capital Costs ***($ millions)***	**Phase 1**	**Phase 2**	**Phase 3**	**LOM**
Mining (pre-strip and capital)	10.3	10.3	20.6	41.2
Processing plant - Direct costs	399.9	359.9	720.5	1480.3
Processing plant/mine – Infrastructure	36.3	32.7	65.5	134.5
Bulk infrastructure[1]	35.1	17.6	35.2	87.9
Tailings[2]	29.2	-	127.4	156.6
Total Direct Costs	**510.8**	**420.5**	**969.1**	**1900.4**
Total Indirect Costs (Process Plant)[2]	109.7	98.7	197.4	405.8
Contingency (Process Plant)11%	60.1	54.1	108.2	222.4
Closure Costs (captured in sustaining)	-	-	-	36
TOTAL – Li Only Base Case	**680.6**	**573.3**	**1274.7**	**2,565**
Added Plant Capex for Cs_2SO_4 + SOP	-	417	395	812
Added Contingency for Cs_2SO_4 + SOP	-	45.9	43.5	89.4
TOTAL – Li + Cs_2SO_4 + SOP	**680.6**	**1,036.3**	**1713.2**	**3,466**
Sustaining Capital Costs – Li only	-	-	-	235.6
Sustaining Capital Costs – Li + Cs_2SO_4 + SOP	-	-	-	259.9

1. Tailings built in phases and included in P1 capital cost estimate and sustaining capital for remaining LOM
2. Includes EPCM, spares, insurances, owners' team.

Falchani Lithium Project MRE

The PEA has considered mining pit shells based on optimization using an internal cutoff of >2,700 ppm Li based on the latest MRE data and technical report.

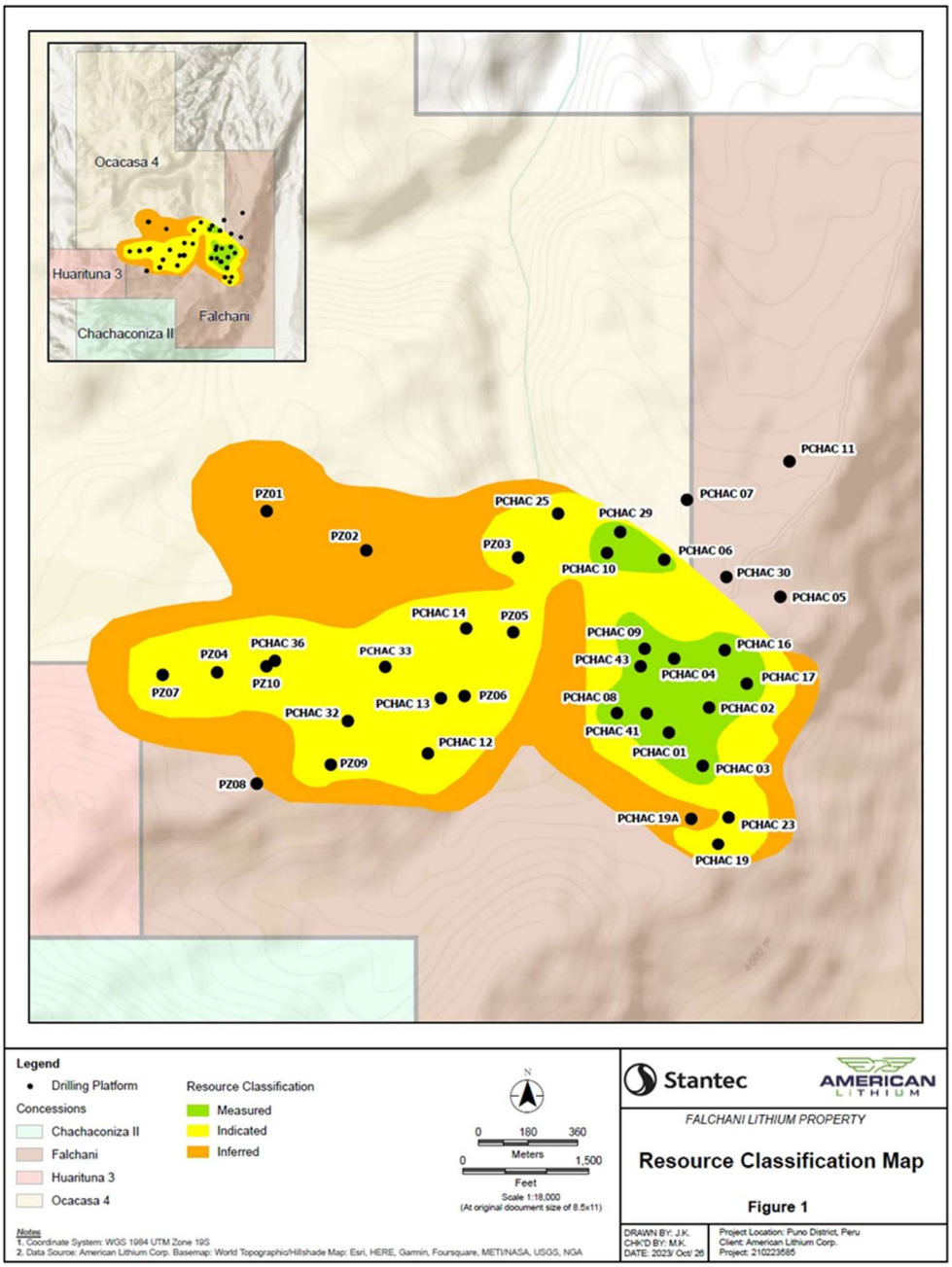
The MRE for the Falchani Lithium Project, effective October 31, 2023, is reported at various cutoff grades, but the 600 ppm Li economic cut-off grade was considered applicable. The MRE results are as follows:

Cutoff	Volume	Tonnes	Li	Million Tonnes (Mt)			Cs	K	Rb
Li (ppm)	(Mm^3)	(Mt)	(ppm)	Li	Li_2CO_3	$LiOH*H_2O$	(ppm)	(%)	ppm
Measured									
600	29	69	2792	0.19	**1.01**	1.15	631	2.74	1171
1000	27	65	2915	0.19	**1.01**	1.15	647	2.71	1208
1200	25	61	3142	0.18	**0.96**	1.09	616	2.74	1228
Indicated									
600	156	378	2251	0.85	**4.52**	5.14	1039	2.92	1055
1000	136	327	2472	0.81	**4.31**	4.9	1095	2.87	1104
1200	129	310	2549	0.79	**4.20**	4.78	1069	2.86	1146
Measured +Indicated									
600	185	447	2327	1.04	**5.53**	6.29	976	2.90	1072
1000	163	392	2551	1.00	**5.32**	6.05	1021	2.84	1121
1200	154	371	2615	0.97	**5.16**	5.87	1009	2.84	1130
Inferred									
600	198	506	1481	0.75	**3.99**	4.54	778	3.31	736
1000	138	348	1785	0.6	**3.3**	3.75	886	3.18	796
1200	110	276	1961	0.54	**2.87**	3.27	942	3.10	850

- CIM definitions are followed for classification of Mineral Resource.
- Mineral Resource surface pit extent has been estimated using a lithium carbonate price of US20,000 US$/tonne and mining cost of US$3.00 per tonne, a lithium recovery of 80%, fixed density of 2.40 g/cm³ for the mineralized Upper Breccia, Lithium Rich Tuff and Lower Breccia Geological Units and a fixed density of 2.70 g/cm³ for the mineralized Coarse Felsic Intrusion.
- Tonnes are Metric
- Conversions: Li2CO3:Li ratio = 5.32, LiOH.H2O:Li ratio =6.05
- Totals may not represent the sum of the parts due to rounding.
- The Mineral Resource estimate has been prepared by Mariea Kartik, P. Geo., and Derek Loveday, P. Geo. Of Stantec Consulting Services Inc. in conformity with CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and are reported in accordance with the Canadian Securities Administrators NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. The effective date of the Mineral Resource Estimate is October 30,2023. There is no certainty that any mineral resource will be converted into mineral reserve.

The MRE is based on 12,317 m from 67 drill holes from 35 Platforms (2017 to 2023). Sampling was carried out at sampling intervals of between 0.5m and 1.0m. Samples used throughout the estimation process were composited to a downhole length of 2.5m (see Figure: Falchani Lithium Project Mineral Classification and Drill Platform Location Map, below).

Falchani Lithium Project Mineral Classification and Drill Platform Location Map



Falchani Lithium Project Environmental

A baseline environmental study (the "Baseline Study") undertaken by Asesores y Consultores Mineros S.A., a Lima-based environmental consulting company, and continued in collaboration with Anddes Asociados S.A.C. is ongoing. The Baseline Study was expanded to include each of the Falchani Lithium Project and Macusani Uranium Project areas and now covers the relevant areas belonging to the communities of Isivilla, Tantamaco, Corani, Chimboya and Paquaje, and Chacaconiza. This expanded Baseline Study was accepted by the Peruvian Government Agency SENACE (Servicio Nacional de Certificacion Ambiental) and built on previous environmental monitoring that was started by the Company in 2010 during the exploration phase of work. The Baseline Study has recently progressed into an EIA that includes community relations and impacts of future development, as well as flora, fauna, water, air and noise sampling and comprehensive archaeological studies.

The Company has also subsequently completed and submitted the EIA-sd, covering the project, building on the Environmental Baseline Study. The environmental work required for the PFS on the Falchani Lithium Project was led by SRK Peru and includes detailed hydrological / hydrogeological studies focusing on investigating water table parameters within the upper 120-150 m below surface.

The Falchani Lithium Project lies outside of the Corani-Macusani Area of Cultural and Archaeological Significance ("Archaeological Area of Interest"). Archaeological studies completed as part of our exploration program permitting and recent EIA study work have shown that to date, there are no sites of cultural or archaeological significance affecting the Falchani Lithium Project. The local landscape, landforms, higher elevation and rock weathering style at the project was not conducive for hosting, or preservation of, sites of archaeological significance. An overview of the results of the archaeological studies, including excavations available to date, is being prepared for presentation to the Ministry of Culture of Peru.

Macusani Uranium Project – Puno, Peru

The Macusani Uranium Project is one of the largest undeveloped uranium projects in the world containing significant measured, indicated, and inferred uranium resources. Located approximately 25 kilometres away from the Company's Falchani Lithium Project, the Macusani Uranium Project is proximal to excellent infrastructure and although it currently has the benefit of significant historical work, includes a significantly under explored land package. Planned future activities include the launch of a pilot operation to provide final validation of the flow sheet as well as to produce yellowcake for evaluation by interested strategic parties. A planned major expansion and infill drilling program to expand and reclassify the large historical resource will follow upon receipt of final drill permits. In addition, the Company is currently planning on updating the historic MRE and PEA on Macusani for recent work, including on preconcentration, tank leaching vs heap leaching and updating the US$50 commodity pricing for current market pricing.

Macusani Uranium Project PEA

On February 10, 2016, Plateau filed an updated PEA. The PEA was completed by UK based, mining engineering consultants Wardell Armstrong International and GBM Minerals Engineering Consultants Limited and contains a detailed base case which contemplates the construction of a conventional open pit mining operation, with a minor supplemental high-grade underground component feeding a centralized processing facility.

Six complexes covering multiple concessions contain mineral resources, four complexes are included in the Macusani Uranium Project PEA filed under Plateau's profile on SEDAR+ at www.sedarplus.ca. Of these four complexes, three have portions of the mineral resources on concessions that have been subject to dispute and these have been protected by judicial rulings restoring concession title, rights, and validity to the Company. (Refer to "Cautionary Note Regarding Concessions" section in this MD&A which contain details on judicial processes relating to 32 of the Company's concessions).

Processing work tailored towards upgrading, or pre-concentrating, through comminution/concentration studies on the uranium mineralization commenced in August 2020 with encouraging results released March 30, 2021. The work utilized mineralization from 3 main deposits, with successful upgrading from all deposits tested. Uranium preferentially reports to the fine fraction with an upgrade factor of 2.3 in 30-35% of original mass. The upgrading results highlight the opportunity to bring in lower grade deposits previously not included in the PEA production schedule, and the higher-grade feed material should positively impact the PEA Capital Costs with a smaller plant footprint and PEA operating costs due to lower energy and reagent costs. Trade off studies between original heap leach processing and tank/vat leach processing options will be conducted using the upgraded fraction achievable in a scrubbing and classification circuit.

Work has started on updating the MRE and PEA for Macusani. DRA Global will use an updated MRE being completed by Deloitte Technical Mining Advisory to develop a new mining block model and schedule with processing based on employing preconcentration in combination with tank leaching refinements developed and refined in recent years. Pricing will also be updated to reflect the current more robust pricing environment.

Macusani Uranium Project Environmental

Within the Macusani Uranium Project area lies an Archaeological Area of Interest which includes sites of cultural interest. The area boundaries are very clearly defined and are well-known to people working in the region. The Company continues working with environmental and archaeological professionals, local communities, and Peruvian authorities to develop a plan to protect any sites located in proximity to the proposed future project operations. The Macusani Project and proposed future infrastructure for operations currently do not directly affect any such sites, and as such are not impacted by them.

In order to protect these sites of cultural interest and with the assistance of the Ministry of Culture of Peru, the Company has been conducting a professional archaeological study in the project area. This is a full archaeological research project that the Company's team initiated and is still on-going. Desktop work is completed, and on-site work resumed in July 2022. Archeological study results will be submitted to the Peruvian Ministry of Culture following this final dry season field study.

The Company remains fully informed of the progress of this archeological study and is confident based on the findings to date, that together with the qualified investigating team, it will work towards an outcome that respects, salvages and preserves cultural heritage where it exists. In addition, all the recently validated artefacts are currently exposed to natural erosion and decay from the weather conditions that characterize the Macusani plateau, therefore a preserving solution should be found. It is positive to see the government proactively working towards an actionable outcome on both accounts, and it is indicative of the level of support across the board for the Company's projects.

Macusani Uranium Project Exploration and Development Work

Surface mapping, sampling and prospecting work for future target generation has continued while awaiting drill permits. Exploration and resource expansion/extension drilling is expected to commence upon receipt of permitting approvals. An update of the existing Macusani MRE and PEA will include pre-concentration and tank leach processing improvements and should be completed in 2025 following which PFS work will commence. As previously announced, the Company has had success in pre concentrating / upgrading Macusani uranium mineralization with the potential to significantly improve the economics of the existing PEA and to increase the resources included in the existing PEA. While the Company considers the latest PEA for the Macusani Uranium Project to be historical, it should be noted that uranium prices have rebounded over the past 12 months with the spot price now above $70/lb and term pricing forecast to stay above $80/lb, well above the $50/lb U_3O_8 pricing used in the historical PEA. The Company also plans to conduct pilot plant test work for Macusani.

Cautionary Note Regarding Concessions

32 of the 141 Falchani Lithium and Macusani Uranium project concessions now held through the Company's subsidiary Macusani Yellowcake S.A.C. have been subject to Administrative and Judicial processes (together, the "Processes") in Peru to overturn resolutions issued by the Geological, Mining, and Metallurgical Institute of Peru ("INGEMMET") and the Mining Council of the Ministry of Energy and Mines of Peru ("MINEM") in February 2019 and July 2019, respectively, which declared Macusani's title to the 32 concessions invalid due to late receipt of the annual concessions validity payments. On November 15, 2023 the Superior Court of Peru unanimously upheld the prior ruling of the lower court in favour of the Company in relation to those 32 concessions, which clearly established that Macusani is the rightful owner of these concessions. On December 29, 2023 the Company announced that INGEMMET and MINEM have petitioned the Supreme Court to assume jurisdiction in a final attempt to reverse the ruling. If the petition is successful, Macusani's title to the 32 concessions could be revoked. The Company believes that there are no grounds for the Supreme Court to assume jurisdiction and that the petitions should be rejected immediately and thus mark the end of the case, and accordingly will continue to take all necessary actions, and pursue all available legal options, to defend its interests.

Outlook

The Company continues to believe that the growing demand for lithium-ion batteries will continue to drive demand for lithium products and that the US domestic market for lithium products will be under supplied for many years to come. The uranium market is equally compelling with persistent supply/demand imbalance, improving price environment and continuing steady demand growth. These developments position the Company well should the Company be able to raise the required capital to continue its exploration and development efforts with the goal of successfully developing commercially viable lithium and uranium deposits.

With large lithium and uranium resources, strategically located in Nevada and Peru, and with recent successful development work on all its projects, the Company believes that it is well positioned to benefit from growing demand for sustainable, domestically sourced supplies of lithium and the need for clean/green baseload energy that can only be answered with nuclear energy as a large part of the Global energy mix.

Selected Annual Information

The financial information presented below for the current and comparative periods was derived from the consolidated financial statements prepared in accordance with IFRS.

	Year ended February 28, 2025	Year ended February 29, 2024	Year ended February 28, 2023
	$	$	$
Net loss	**(24,998,499)**	(39,904,090)	(35,666,542)
Comprehensive loss	**(24,306,260)**	(39,883,230)	(34,985,004)
Total assets	**157,026,751**	173,594,831	194,280,141
Non-current financial liabilities	**244,010**	1,130,763	151,308
Basic and diluted loss per common share	**(0.11)**	(0.19)	(0.17)
Other items	**(3,445,440)**	342,357	1,778,616

Summary of Quarterly Results

The following table sets out selected quarterly financial information for each of the eight most recently completed quarters. The financial information has been reported in accordance with IFRS and is presented in Canadian dollars, unless otherwise indicated.

The Company has not yet earned revenue from any of its mineral properties. The expenses incurred by the Company are typical of exploration and development companies that do not have established cash flows from operations. Changes in expenditures quarter over quarter are impacted directly by the level of exploration and corporate activities.

Up to the period ending May 31, 2023, the Company's net losses were primarily impacted by exploration and evaluation expenditures, share-based compensation and corporate overhead costs. Since the period ending August 31, 2023, net losses have also been impacted by the Company's investment in Surge Battery Metals Inc. ("Surge") and the associated equity pick-up and dilution losses recorded by the Company.

	May 31, 2025	**February 28, 2025**	**November 30, 2024**	**August 31, 2024**
	$	**$**	**$**	**$**
Total assets	157,794,576	157,026,751	161,140,352	163,115,078
Total liabilities	3,757,552	5,061,221	2,790,914	2,955,785
Working capital	1,803,618	(1,278,225)	5,005,948	7,312,285
Revenues	-	-	-	-
Net income (loss)	2,442,969	(7,808,456)	(4,126,955)	(5,870,484)
Comprehensive income (loss)	2,216,241	(7,606,728)	(3,642,299)	(6,051,064)
Earnings (loss) per share	0.01	(0.03)	(0.02)	(0.03)
	May 31, 2024	**February 29, 2024**	**November 30, 2023**	**August 31, 2023**
	$	**$**	**$**	**$**
Total assets	167,920,270	173,594,831	177,178,511	185,429,628
Total liabilities	3,536,802	4,246,386	4,389,041	5,110,999
Working capital	11,422,074	16,323,474	21,365,132	28,247,647
Revenues	-	-	-	-
Net loss	(7,192,604)	(7,013,110)	(11,184,352)	(10,581,005)
Comprehensive loss	(7,006,169)	(7,011,816)	(11,169,972)	(10,579,027)
Loss per share	(0.03)	(0.03)	(0.05)	(0.05)

Results of Operations

The net income for the three months ended May 31, 2025, was $2,442,969 (May 31, 2024 – net loss of $7,192,604). The table below details the significant changes in operating expenses and other items for the three months ended May 31, 2025, as compared to the corresponding three months ended May 31, 2024:

Expenses / Other items	Increase / Decrease	Explanation for Change
Exploration and evaluation expenditures (recovery)	Decrease of $2,221,761	Decreased due to continued reduced exploration activities and lower than expected concession fee payments.
Professional fees	Decrease of $415,711	Decreased due to lower audit and legal fees after voluntarily delisting its common shares from the Nasdaq Capital Market.
Share-based compensation (recovery)	Decrease of $2,175,097	Decreased due to share-based compensation reversal of forfeited PSUs. Additionally, there were no new incentive granted during the period and all stock options and RSU grants are fully vested.
Gain on initial recognition of marketable securities	Increase of $2,809,656	Increased due to the gain on initial recognition of the Surge marketable securities.
Change in fair value of marketable securities	Increase of $625,900	Increased due to fair value changes in the Surge marketable securities held by the Company.
Loss on short-term investment	Decrease of $933,980	Decreased loss due to fair value changes in the Surge warrants held by the Company.

Cash Flows

Net cash used in operating activities for the three months ended May 31, 2025, was $1,405,216 (May 31, 2024 - $3,108,955). The cash used consisted primarily of exploration and evaluation expenditures of $904,533 (May 31, 2024 - $1,750,741) and corporate overhead expenditures net of non-cash expenditures and net of change in non-cash working capital.

During the three months ended May 31, 2025, cash provided by investing activities was $582,597 (May 31, 2024 - $nil), relating to the proceeds from sale of marketable securities of $333,575 and proceeds from sale of investment in associate of $249,022

During the three months ended May 31, 2025, cash used in financing activities was $12,736 (May 31, 2024 - $1,894), corresponding to the payment of lease liabilities of $12,736. During the three months ended May 31, 2024, cash used in financing activities related to the payment of lease liabilities of $12,736, offset by proceeds from the exercise of warrants of $10,842.

Liquidity and Capital Resources

The Company is in the exploration stage and has no revenue-generating operations from which it can internally generate funds and therefore has been incurring losses since inception. The Company has financed its operations and met its capital requirements primarily through private placement financings and the subsequent exercise of share purchase warrants issued in connection with such private placements and the exercise of stock options. The Company expects that it will continue to operate at a loss for the foreseeable future and will require additional financing to fund the development of its existing properties and the acquisition of potential resource properties.

As the Company is in the exploration stage, the recoverability of amounts shown as exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

Though the Company has raised financing in the past, there is no guarantee that it will be able to in the future. If the Company is not able to raise additional capital, the Company would have to reduce its cash requirements by eliminating or deferring spending on exploration and corporate activities. These factors indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The Condensed Interim Consolidated Financial Statements for the three months ended May 31, 2025, do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements. Those differences would likely be material.

As at May 31, 2025, the Company had a working capital position of $1,803,618 (February 28, 2025 – working deficiency of $1,278,225). The $3,081,843 increase in working capital during the three months ended May 31, 2025, was mostly due to the reclassification of the investment in Surge from investment in associate to marketable securities. The fair value of marketable securities was $3,527,800 as at May 31, 2025. Additionally, accounts payable and accrued liabilities decreased by $1,082,595. These improvements in working capital position were offset by a $747,019 decrease in cash and cash equivalents and a $550,740 decrease in the carrying value of short-term investment.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Proposed transactions

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

Related Party Transactions

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 key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

	Three months ended May 31, 2025	Three months ended May 31, 2024
	$	$
Management and directors fees	**371,999**	492,399
Share-based compensation	**31,467**	2,017,574
	403,466	2,509,973

Included in accounts payable at May 31, 2025 is $348,662 (February 28, 2025 – $56,146) for management fees and expenses due to companies controlled by key management personnel.

During the three months ended May 31, 2025, the Company recorded share-based compensation expense of $265,107 (May 31, 2024 – $472,000) in connection with PSUs and share-based compensation reversal of $233,640 (May 31, 2024 - $nil) in connection with the forfeiture of PSUs.

Transactions with Surge up to April 16, 2025, have been disclosed in note 6 of the Condensed Interim Consolidated Financial Statements for the three months ended May 31, 2025 and 2024.

These transactions were in the normal course of operations.

Accounting pronouncements not yet adopted

IFRS 18 *Presentation and Disclosure in Financial Statements*, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company is currently in the process of performing an assessment of the new standards issued by the IASB and has not yet determined the impact the standard will have on the Company's consolidated financial statements.

Judgements and estimates

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. The results of estimates form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

The key areas of judgement and estimation impacting the condensed interim consolidated financial statements are as follows:

Carrying value of exploration and evaluation assets

The Company's exploration and evaluation assets represent its most significant asset in the statement of financial position. The Company's management applies its judgement, using facts and circumstances available at the time, to determine whether the exploration and evaluation asset value may be realized. For each of its projects, the Company reviews its right to the claims/concessions, future plans and exploration or development progress to determine if it should test the respective projects for impairment. There is significant judgement involved in determining if a project shows impairment indicators that may impact the carrying value of exploration and evaluation assets.

Valuation of share-based compensation awards

Stock options are valued using the Black-Scholes option pricing model with inputs that can significantly impact the calculated value. Typical inputs into the Black-Scholes option pricing model include: exercise price, historical volatility, time to expiration and risk-free discount rates. Historical volatility and risk-free discount rates in particular require judgement around the reference period or benchmark rate used as inputs into the Black-Scholes option pricing model.

Valuation of common shares and common share purchase warrants received from investment in Surge Battery Metals Inc.

The Company's investment in Surge required the use of the Black-Scholes option pricing model to determine the discount for lack of marketability applied to the initial value of the Surge common shares and to value the Surge common share purchase warrants. Typical inputs into the Black-Scholes option pricing model include: exercise price, historical volatility, time to expiration and risk-free discount rates. Historical volatility and risk-free discount rates in particular require judgement around the reference period or benchmark rate used as inputs into the Black-Scholes option pricing model.

Determination of significant influence

The accounting for investments in other companies can vary depending on the degree of control and influence over those other companies. Management is required to assess at each reporting date the Company's control and influence over these other companies. Management has used its judgment to determine which companies are controlled and require consolidation and those which are significantly influenced and require equity accounting. During the three months ended May 31, 2025, the Company determined it had no longer significant influence over Surge and reclassified its investment in Surge from investment in associate to marketable securities.

Financial Instruments and Risk Management

Fair value of financial instruments

The Company's financial instruments consist of cash and cash equivalents, marketable securities, short-term investment, amounts receivable, deposits, reclamation deposits, accounts payable and accrued liabilities and lease liabilities. As at May 31, 2025, the Company classifies its marketable securities and short-term investment as FVTPL and its remaining financial instruments at amortized cost. For financial instruments at amortized cost, their carrying values approximate their fair values because of their current nature. The carrying value of the Company's lease liability is measured at the present value of the discounted future cash flows.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis. The Company's shares of Surge (marketable securities) are classified under Level 1.

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data. The Company's Surge Warrants (short-term investment) are classified under Level 3.

The Company's financial instruments are exposed to the following risks:

Credit Risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents and amounts receivable. The cash and cash equivalents are held at Canadian financial institutions and the Company considers the credit risk to be minimal. The Company's amounts receivable balance primarily consists of good and sales taxes receivables from the Government of Canada. As at May 31, 2025, the Company's maximum exposure to credit risk is $421,421 (February 28, 2025 - $1,137,766).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they come due. The Company's current financial liabilities are comprised of accounts payable and accrued liabilities and current lease liabilities. The Company's accounts payable and accrued liabilities arose as a result of exploration activities and other corporate expenses. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and its current cash flow position to meet its obligations. The Company manages its liquidity risk by endeavoring to maintain sufficient cash and cash equivalents balances to meet its anticipated operational needs.

The following table summarizes the Company's current financial liabilities:

	May 31, 2025	February 28, 2025
	$	$
Accounts payable and accrued liabilities	**2,847,863**	3,930,458
Current lease liabilities	**46,193**	44,467
	2,894,056	3,974,925

Foreign Exchange Risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, amounts receivable, reclamation deposits, and accounts payable and accrued liabilities that are denominated in a foreign currency. As at May 31, 2025, the Company had foreign currency net liabilities of $96,730 in United States dollars, net liabilities of $164,760 in Australian dollars and net liabilities of 3,776,787 Peruvian soles, amounting to net liabilities of $1,712,907. A 10% fluctuation in the foreign exchange rate of foreign currencies against the Canadian dollar would result in a foreign exchange gain/loss of approximately $171,291.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash and cash equivalents balances and term deposits with interest based on the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Price Risk

Price risk is the risk that assets or liabilities carried at fair value or future cash flows of a financial instrument will fluctuate because of changes in market conditions. As at May 31, 2025, the Company's maximum exposure to price risk on its marketable securities and short-term investment is $4,016,900 (February 28, 2025 – $1,039,840).

During the three months ended May 31, 2025, and 2024, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities.

Outstanding Share Data

As at the date of this report:

The authorized capital of the Company consists of an unlimited number of common shares without par value.

	Number of shares	Exercise Price $	Expiry date
Issued and outstanding common shares as at July 28, 2025	220,439,831		
Stock options	1,509,167	1.28	Sep-17-2025
	36,667	1.03	Dec-09-2025
	5,248,501	2.17	Jun-10-2026
	1,023,000	3.63	Feb-16-2027
	250,000	1.91	Jul-04-2027
	150,000	2.14	Oct-04-2027
	1,112,800	4.85	Feb-02-2028
	9,330,135		
Performance share units	1,720,000		
Fully diluted balance as at July 28, 2025	**231,489,966**		

Internal Control over Financial Reporting Procedures

As a venture issuer, the Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that the Financial Statements and this MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and that the financial report together with the other financial information included in these filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in these filings. The certifying officers are also responsible for ensuring processes are in place to provide them with sufficient knowledge to support such representations.

However, in contrast to non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company's certifying officers are not required to make representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Accordingly, investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of these annual filings as well as interim filings and other reports provided by the Company under securities legislation.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting mineral properties. Due to the nature of the Company's business and the present stage of exploration of its mineral properties (which are primarily early-stage exploration properties with no established reserves), there are a number of risks that may have a material and adverse impact on the future operating and financial performance of the Company and could cause the Company's operating and financial performance to differ materially from the estimates described in forward-looking statements relating to the Company.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size or too metallurgically challenging to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Title to Property: The acquisition of title to resource properties is a detailed and time-consuming process. The Company may acquire an interest in its properties through land use permits. Title to, and the area of, the properties may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the property in which the Company may have an interest, including concessions which, if successful, could result in the loss or reduction of the Company's interest in the property, including the Peru concessions. Refer to the *Cautionary Note Regarding Concessions* in this MD&A.

Potential conflicts of Interest: Certain of the Company's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to managing other business interests. This may result in certain conflicts of interest, to the extent that such other companies may participate in ventures in which the Company is also participating. The laws of British Columbia require the directors and officers to act honestly, in good faith, and in the best interests of the Company. In addition, each director must declare his or her interest and abstain from voting on any contract or transaction in which the director may have a conflict of interest.

Permits and Licenses: The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development, and mining operations at its projects.

Mining Industry is Intensely Competitive: The Company's business will be the acquisition, exploration and development of resource properties. The mining industry is intensely competitive, and the Company will compete with other companies that have far greater resources.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions, and delays in the activities of the Company, the extent of which cannot be predicted, and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce minerals from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

Estimates of Mineral Resources May Prove to Be Inaccurate: Calculations of mineral resources, mineral reserves and metal recovery are estimates only, and there can be no assurance about the quantity and grade of minerals until reserves or resources are actually mined. Until reserves or resources are mined and processed, the quantity of reserves or resources and grades must be considered as estimates only. In addition, the quantity of reserves or resources may vary depending on commodity prices. Any material changes in the quantity of resources, grade or stripping ratio or recovery rates may adversely affect the economic viability of the Projects and the Company's financial condition and prospects.

PEA Results Are Preliminary in Nature: PEA's are preliminary in nature and include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty the results of the PEA's will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Additional work is required to upgrade the mineral resources to mineral reserves. In addition, the mineral resource estimates could be materially affected by environmental, geotechnical, permitting, legal, title, taxation, socio-political, marketing, or other relevant factors.

Foreign Operations: The Company is exposed to risks of political instability and changes in government policies, laws and regulations in Peru. The Company holds mineral interests in the Republic of Peru that may be adversely affected in varying degrees by political instability, government regulations relating to the mining industry and foreign investment therein, and the policies of other nations in respect of Peru. Any changes in regulations (including, without limitation, the New Uranium Regulations) or shifts in political conditions are beyond the Company's control and may adversely affect the Company's business. New laws, regulations and requirements may be retroactive in their effect and implementation. The Company's operations may be affected in varying degrees by government regulations, including those with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, employment, land use, water use, environmental legislation and mine safety. The Company's operations may also be adversely affected in varying degrees by government regulations, including those with respect to restrictions on foreign ownership, state-ownership of strategic resources, production, price controls, export controls, income taxes, expropriation of property, employment, land use, water use, environmental legislation, and mine safety. There is no assurance that permits can be obtained, or that delays will not occur in obtaining all necessary permits or renewals of such permits for existing properties or additional permits required in connection with future exploration and development programs. In the event of a dispute arising at the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. The Company may also be hindered or prevented from enforcing its rights with respect to a government entity or instrumentality because of the doctrine of sovereign immunity. Government authorities in emerging market countries often have a high degree of discretion and at times may appear to act selectively or arbitrarily, and sometimes in a manner that may not be in full accordance with the rule of law or that may be influenced by political or commercial considerations. Unlawful, selective, or arbitrary governmental actions could include denial or withdrawal of licenses, sudden and unexpected tax audits, and civil actions. Although unlawful, selective, or arbitrary government action may be challenged in court, such action, if directed at the Company or its shareholders, could have a material adverse effect on the Company's business, results of operations, financial condition and future prospects.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities, and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions, and production costs in major producing regions. There can be no assurance that the price of any mineral deposit will be such that any of its resource properties could be mined at a profit.

No Assurance of Profitability: The Company has no history of earnings and, due to the nature of its proposed business, there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Government Regulation: The Company's business interests and operations are subject to the laws and regulations of the jurisdictions in which the Company operates. These laws and regulations are wide-ranging and oversee social license, exploration, development, taxes, employee labour standards, health and safety, environmental protection, human rights, anticorruption measures and matters related to later stage operating companies including but not limited to production, exports, waste disposal and tailings management, safe handling of toxic substances, water usage and greenhouse gases. Compliance with such laws and regulations increases the costs of planning, designing, drilling, developing, constructing, operating, managing, closing, reclaiming, and rehabilitating a mine or other facilities. Introduction of new laws, amendments to current laws and regulations governing mining activities and operations or more stringent implementation or arbitrary interpretation thereof could have a material adverse effect on the Company, increase costs, cause a reduction in levels of production, and delay or prevent the development of the Company's projects. Regulatory enforcement, in the form of compliance or infraction notices, has occurred in the past and, while the current risks related to such enforcement are not expected to be material, the risk of material fines or corrective action cannot be ruled out in the future.

Uninsured or Uninsurable Risks: The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Exploration and Development Activities Are Inherently Risky: The business of exploration and extraction involves a high degree of risk. Few properties that are explored are ultimately developed into production. Unusual or unexpected formations, formation pressures, power outages, labour disruptions, explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. These factors can all affect the timing, cost and success of exploration programs and any future development. Although the Company carries liability insurance with respect to its exploration operations, the Company may become subject to liability for damage to life and property, environmental damage, cave-ins, or hazards against which it cannot insure or against which it may elect not to insure.

Previous operations may have caused environmental damage at certain of the Company's properties. It may be difficult or impossible to assess the extent to which such damage was caused by the Company or by the activities of previous operators, in which case, any indemnities and exemptions from liability may be ineffective, and the Company may be responsible for the costs of reclamation.

Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Rights or Claims of Indigenous Groups: The Company's properties may be located in areas presently or previously inhabited or used by indigenous peoples and may be affected by evolving regulations regarding the rights of indigenous peoples. The Company's operations are subject to national and international laws, codes, resolutions, conventions, guidelines, and other similar rules respecting the rights of indigenous peoples, including the provisions of ILO Convention 169. ILO Convention 169 mandates, among other things, that governments consult with indigenous peoples who may be impacted by mining projects prior to granting rights, permits or approvals in respect of such projects. The Company's current or future operations are subject to a risk that one or more groups of indigenous people may oppose continued operation, further development, or new development on those projects or operations on which the Company holds an interest. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the Company or the owner/operators' activities and may require the modification of, or preclude operation or development of projects, or may require the entering into of agreements with indigenous people.

Surface Rights and Access: Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and conduct mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions. The Company's properties are primarily located on land administered by the United States Bureau of Land Management, and access is permitted subject to the completion of certain filings, tax payments and other obligations as are customary for mineral exploration companies operating in the State of Nevada.

If any of the Company's properties moves to a development stage, the Company would be subject to additional risks respecting any development and production activities.

No Known Mineral Reserves: Despite exploration work on the Company's mineral property interests, to date no mineral reserves have been established thereon. In addition, the Company is still engaged in exploration on all of its material properties in order to determine if any economic deposits exist thereon. The Company may expend substantial funds on exploring some of its properties only to abandon them and lose its entire expenditure on the properties if no commercial or economic quantities of minerals are found. Even if commercial quantities of minerals are discovered, the exploration properties might not be brought into a state of commercial production. Finding mineral deposits is dependent on a number of factors, including the technical skill of exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as content of the deposit including harmful substances, size, grade, and proximity to infrastructure, as well as metal prices and the availability of power and water in sufficient supply to permit development. Most of these factors are beyond the control of the entity conducting such mineral exploration. The Company is an exploration and development stage company with no history of pre-tax profit and no income from its operations. There can be no assurance that the Company's operations will be profitable in the future. There is no certainty that the expenditures to be made by the Company in the exploration and development of its properties will result in discoveries of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable deposits and no assurance can be given that any particular level of recovery of mineral reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) mineral deposit which can be legally and economically exploited. 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. If the Company is unsuccessful in its exploration and development efforts, it may be forced to acquire additional projects or cease operations.

Climate Change Risks: The Company acknowledges climate change as an international and community concern, and it supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change. However, in addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, the Company expects that this could result in increased costs at its operations in the future.

Litigation Risk: In the ordinary course of the Company's business, it may become party to new litigation or other proceedings in local or international jurisdictions in respect of any aspect of its business, whether under criminal law, contract or otherwise. The causes of potential litigation cannot be known and may arise from, among other things, business activities, employment matters, including compensation issues, environmental, health and safety laws and regulations, tax matters, volatility in the Company's stock price, failure to comply with disclosure obligations or labour disruptions at its project sites. Regulatory and government agencies may initiate investigations relating to the enforcement of applicable laws or regulations and the Company may incur expenses in defending them and be subject to fines or penalties in case of any violation and could face damage to its reputation. The Company may attempt to resolve disputes involving foreign contractors/suppliers through arbitration in another county and such arbitration proceedings may be costly and protracted, which may have an adverse effect on the Company's financial condition. Litigation may be costly and time-consuming and can divert the attention of management and key personnel from the Company's operations and, if adjudged adversely to the Company, may have a material and adverse effect on the Company's cash flows, results of operations and financial condition.

Costs of Land Reclamation: It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Company holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

Foreign Currency Risk: The Company and its subsidiaries incur significant purchases denominated in currencies other than the presentation currency, the Canadian dollar, and are subject to foreign currency risk on assets and liabilities denominated in currencies other than the Canadian dollar. Exploration expenditures are transacted in United States Dollars, Peruvian New Soles and Australian Dollars, and the Company is exposed to risk of exchange rate fluctuation between the Canadian dollar and these currencies. The Company does not hedge the foreign currency balances.

Corruption and Bribery Laws: The Company's operations are governed by, and involve interactions with, many levels of government in other countries. The Company is required to comply with anti-corruption and anti-bribery laws, including the Criminal Code, and the Corruption of Foreign Public Officials Act (Canada), as well as similar laws in the countries in which the Company conducts its business. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Measures that the Company has adopted to mitigate these risks are not always effective in ensuring that the Company, its employees, or third-party agents will comply strictly with such laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its contractors and third-party agents. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and results of its operations.

Cautionary notice to US investors regarding mineral resource estimates

Disclosure of mineral resource estimates and mineral classification terms herein are made in accordance with the Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects. NI 43-101 is a rule established by the Canadian Securities Administrators ("CSA") that sets the standards for all public disclosure by issuers regarding scientific information and technical data concerning mineral projects. Unless otherwise indicated, all mineral resource estimates contained in the technical disclosure have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards on Mineral Resources and Reserves ("CIM Definition Standards"). Canadian standards, including NI 43-101, differ significantly from the historical requirements of the United States Securities and Exchange Commission ("SEC"), and mineral resource information contained or incorporated by reference in this MD&A may not be comparable to similar information disclosed by U.S. companies.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC. These amendments became effective February 25, 2019 (the "SEC Modernization Rules") and, following a two-year transition period, the SEC Modernization Rules replaced the historical property disclosure requirements for mining registrants that are included in SEC Industry Guide 7 for fiscal years beginning January 1, 2021 or later.

Under the SEC Modernization Rules, the definitions of "proven mineral reserves" and "probable mineral reserves" have been amended to be substantially similar to the corresponding CIM Definition Standards and the SEC has added definitions to recognize "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" which are also substantially similar to the corresponding CIM Definition Standards; however, there are still differences in the definitions and standards under the SEC Modernization Rules and the CIM Definition Standards. Therefore, the Company's mineral resources as determined in accordance with NI 43-101 may be significantly different than if they had been determined in accordance with the SEC Modernization Rules.

Other MD&A Requirements

Condensed interim financial statements, annual financial statements, MD&A and additional information relevant to the Company and the Company's activities can be found on SEDAR+ at www.sedarplus.ca and on the Company's website at www.americanlithiumcorp.com.