



## **CRITICAL ELEMENTS LITHIUM CORPORATION**

(an exploration company)

### **MANAGEMENT DISCUSSION AND ANALYSIS**

For the three- and nine-month periods ended May 31, 2021 and 2020

(Third quarter)

# MANAGEMENT DISCUSSION AND ANALYSIS

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This management discussion and analysis ("MD&A") of Critical Elements Lithium Corporation ("Critical Elements" or the "Company") complies with Rule 51-102A of the Canadian Securities Administrators regarding continuous disclosure.

The MD&A is a narrative explanation, through the eyes of the management of Critical Elements, of how the Company performed during the three- and nine-month periods ended May 31, 2021 and 2020, and of the Company financial condition and future prospects. This discussion and analysis complements the unaudited condensed interim financial statements for the periods ended May 31, 2021.

The condensed interim financial statements have been prepared by the Company's management in accordance with International Financial Reporting Standards ("IFRS").

All figures are in Canadian dollars unless otherwise stated. Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). The shares of Critical Elements are listed on the TSX Venture Exchange under the symbol CRE, on the American Over-The-Counter QX stock exchange (OTCQX) under the symbol CFECF and on the Frankfurt Exchange under the symbol F12.

## DATE

The MD&A was prepared on the basis of information available as at July 21, 2021.

## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical fact, contained in this MD&A including, but not limited to, those relating to (i) management's belief that the Company has sufficient funds to meet its obligations and planned expenditures for the ensuing twelve months as they fall due, (ii) the Company's ability to secure additional financing in the future to complete the construction and commissioning of its Rose Lithium-Tantalum Project and meet its financial needs, (iii) the successful completion of the current environmental assessment and permitting process to advance the Rose Lithium-Tantalum Project (iv) the development plans and timeline for the Rose Lithium-Tantalum Project (v) the results and operational highlights of the feasibility study on the Rose Lithium-Tantalum Project, (vi) the project timeline, (vii) lithium demand growth and trends, (viii) the expected unfolding of construction and commissioning as well as the anticipated start of production at the Company's Rose Lithium-Tantalum Project and (ix) the Phase II engineering study (x) the results of such study and lithium hydroxide plant feed (xi) the capacity and production (xii) the mineral reserve estimates (xiii) the mineral resource estimates (xiv) the realization of mineral reserve and resource estimates (xv) the capital and operating costs estimates (xvi) the timing and amount of future production (xvii) the costs of production (xviii) the success of mining operations (xix) the ranking of the Project in terms of cash cost and production (xx) the permitting, economic return estimates (xxi) the power and storage facilities (xxii) the life of mine (xxiii) the social, community and environmental impacts (xxiv) the lithium and tantalum markets and sales prices (xxv) the off-take agreements and purchasers for the Company's products (xxvi) the environmental assessment and permitting (xxvii) the securing sufficient financing on acceptable terms (xxviii) the opportunities for short and long term optimization of the Project (xxviii) the continued positive discussions and relationships with local communities and stakeholders (xxv) any information as to the future plans and outlook for the Company, constitute "forward-looking information" or "forward-looking statements" within the meaning of certain securities laws, and are based on expectations, estimates and projections as of the time of this MD&A. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Moreover, these forward-looking statements were based upon various underlying factors and assumptions, including the timely delivery and installation of the equipment supporting the production, the Company's business prospects and opportunities and estimates of the operational performance of the equipment, and are not guarantees of future performance.

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The words "anticipates", "plans", "expects", "indicate", "intend", "scheduled", "estimates", "forecasts", "guidance", "initiative", "outlook", "potential", "projected", "pursue", "strategy", "study", "targets", or "believes", or variations of or similar such words and phrases or statements that certain actions, events or results "may", "could", "would", or "should", "might", or "way forward", "will be taken", "will occur" or "will be achieved" and similar expressions identify forward-looking statements. Forward-looking information and statements are subject to known or unknown risks and uncertainties that may cause actual results to differ materially from those anticipated or implied in the forward-looking information and statements. Risk factors that could cause actual results or events to differ materially from current expectations include, among others, the lack of revenue, the Company's dependance upon the Rose Lithium-Tantalum Property, the exploration and mining risk, the title of property, the permits and licenses, the dividend policy, the conflicts of interest, the key employees, the labour relations, the mineral explorations and development activities inherently risky, the estimates of mineral resources and mineral reserves, the nature of the company's business, the unanticipated metallurgical processing problems, the life of mine plan, the need for funding and time of development, the construction and start-up of new mines and industrial plants, the infrastructures, supplies and inflation, the equipment shortages and access restrictions, the litigation and others legal proceedings, the climate change, the resource exploration and development is generally speculative in nature, the metal prices, the volatility of share price and market price of the common shares, the dilution, the sales by existing shareholders, the competition, the environmental and safety regulations, the environmental liabilities, the costs of environmental remediation, the stage of development, the uninsured hazard, the future financing, the Canada Revenue Agency, the public company obligations, the lithium demand as well as the change in technology. Unpredictable or unknown factors not discussed in this Cautionary Statement could also have material adverse effects on forward-looking statements. Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. Such risk factors are more particularly set out hereinafter, under the section titled "Risks Factors" of this MD&A. The Company disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

## **NATURE OF ACTIVITIES**

Critical Elements Lithium Corporation is incorporated under the Canada Business Corporations Act. The Company is involved in the acquisition, exploration and development of mining properties. The Company is active in Canada.

## **HIGHLIGHTS**

- In September 2020, Eric Zaunscherb was appointed Chairman of the Board of Directors.
- In December 2020, the Company signed an agreement with Chilean Metals Inc. (now called Power Nickel Inc. ("Power Nickel")) to option up to 80% of the Nisk nickel-copper-PGE project, in Quebec's Eeyou Istchee James Bay territory in Quebec.
- In January 2021, the Company announced it has engaged Cantor Fitzgerald Canada Corporation to pursue, engage and evaluate global strategic partners and investors to advance the Rose Lithium-Tantalum Project to production, and will receive fees contingent upon the successful completion of such financing transactions.
- In February 2021, the Company closed a bought deal private placement of 13,636,400 units issued at a price of \$1.10 per unit, for gross proceeds of \$15,000,040.

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- In February 2021, the Environmental and Social Impact Review Committee ("COMEX") has completed public hearing sessions in Matagami, Eastmain, and Nemaska. The public hearings were held virtually and broadcast live via Facebook and LiveStream. In June 2021, following these public hearings, COMEX communicated to the Company a list of questions and undertakings based on the observations and comments expressed by the participants during the public hearings sessions. The Company is currently working on duly responding to those questions and fulfilling the undertakings set out in the COMEX's correspondence, which is part of the environmental and social impact assessment and review procedure.
  - In February 2021, the Company repaid a total amount of \$6,631,890 (being the principal amount of \$ 4,500,000 plus interest) to Helm A.G. This facility has been fully repaid and closed.
  - In March 2021, the Company has been advised by the Impact Assessment Agency (the "Agency") that due to the particular and challenging circumstances caused by the pandemic, the Joint Assessment Committee established by the Agency and the Cree Nation Government (the "Committee") needs more time to consult with local communities in order to complete the environmental assessment process. On March 4, 2021, the Agency stated that The Minister of Environment and Climate Change, under subsection 27(3) of the Canadian Environmental Assessment Act, 2012, has extended by 90 days the time limit for issuance of the Decision Statement for the proposed Rose Lithium-Tantalum Mining Project to recognize the extenuating circumstances arising from the COVID-19 pandemic and its impacts to consulted Cree communities.
  - In March 2021, the Committee has published its draft report following the environmental impact assessment on the Rose Lithium-Tantalum Project in which the Committee concludes that the Project is not likely to cause significant adverse environmental effects, considering the implementation of key mitigation measures. The Committee has also published the potential conditions with which the proponent must comply.
  - In March 2021, the Company started a high-resolution airborne magnetic survey of 17,187 km linear over the Rose Lithium-Tantalum project and its large portfolio of properties located on the territory of Eeyou Istchee James Bay that cover approximately 700 square kilometers. The objective of the survey is to identify structures that would be high-priority lithium targets for future exploration.
  - In April 2021, the Company have entered into an option agreement that gives Lomiko Metals Inc. ("Lomiko") the right to acquire up to a 70% interest in the Bourier project.
  - Lithium prices have been increased significantly since the beginning of 2021 and lithium carbonate prices have nearly doubled from US\$6,000 to \$7,000 per metric tonne to more than US\$12,000 per metric tonne. This is in line with the growth in the electromobility sector in general as demand is growing significantly faster than additional supply can provide. As the overall growth for battery applications will continue over the next decade, the general pricing outlook is therefore very bullish. This trend will incentivize investment into new resources and capacities for lithium carbonate and lithium hydroxide.
  - On May 25, 2021, the Company announced the nomination of Andrew Baribeau as advisor. Mr. Baribeau will act as advisor for communications and relations with Cree communities, help execute the Implementation and Benefits Agreement signed in July 2019, with the Cree Nation of Eastmain, the Grand Council of the Cree (Eeyou Istchee), the Cree Nation Government and Critical Elements.
  - On June 2, 2021, the Company announced that it has received UL 2723 ECOLOGO® Certification for Mineral Exploration Companies.
  - On June 7, 2021, the Company has retained the services of Metso Outotec and WSP in Canada (WSP) to prepare a Phase II engineering study for a chemical plant to produce high quality

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lithium hydroxide monohydrate for the electric vehicle and energy storage system battery industries.

- On June 18, 2021, the Company announced GoldSpot Discoveries has been engaged to apply AI Exploration Technologies at its Lithium-Tantalum projects within the Nemiscau belt in Quebec.
- On July 12, 2021, Critical Elements announced that it has retained the services of Mr. Gerrit Fuelling as a lithium market and contracts expert for its hydroxide engineering study.

## **OVERALL PERFORMANCE**

### **ROSE LITHIUM-TANTALUM – LITHIUM, TANTALUM PROJECT**

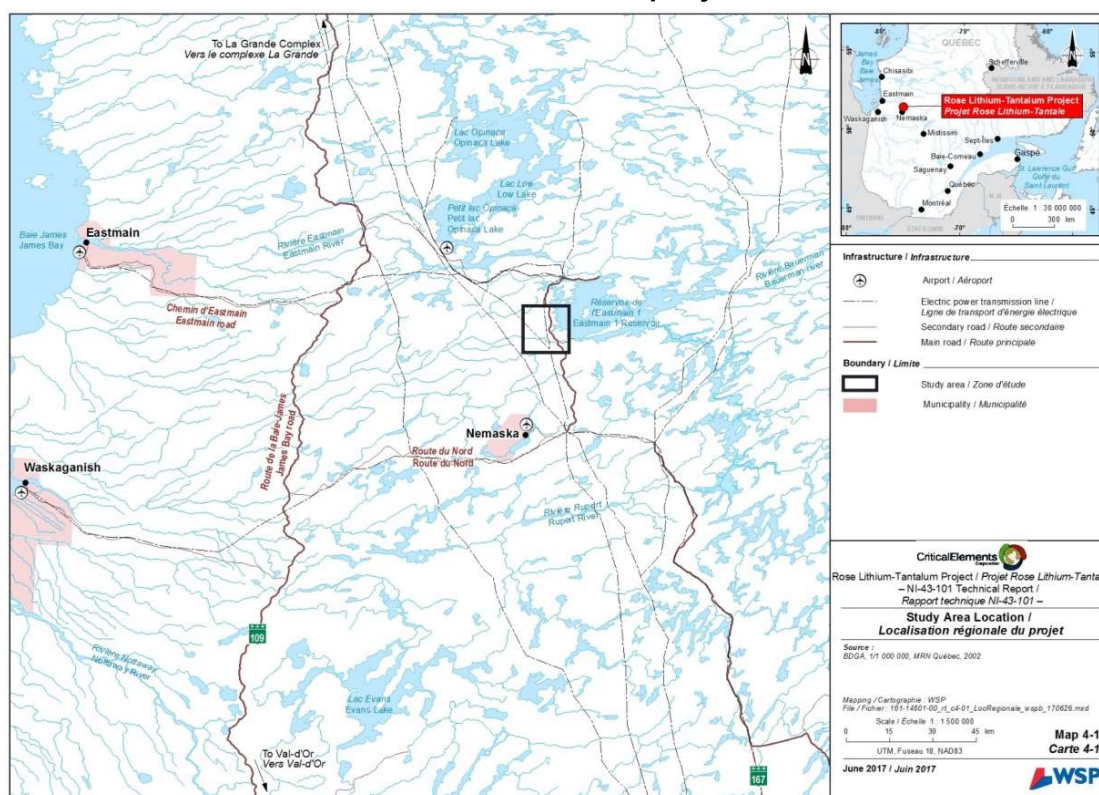
#### **Property Description**

The Rose Lithium-Tantalum property is located in northern Québec's administrative region, on the territory of Eeyou Istchee James Bay. It is located on Category III land, on the Traditional Lands of the Eastmain Community, approximately 40 km north of the Cree village of Nemaska. The latter is located approximately 300 km north-west of Chibougamau.

The Rose Lithium-Tantalum property is accessible by road via the Route du Nord and Eastmain-1 Road, usable all year round from Chibougamau. The mine site can also be reached by Matagami, via Route 109, Route du Nord and Eastmain-1 Road. Figure below shows the regional location of the project. The project is located 80 km south of Goldcorp's Éléonore gold mine and 45 km north-west of Nemaska's Whabouchi lithium project and 20 km south of Hydro Québec's Eastmain 1 hydroelectricity generating plant. The Nemiscau airport services the regions air travel needs. The Rose Lithium-Tantalum property site is located 50 km by road from the Nemiscau airport.

The Rose Lithium-Tantalum property comprises 473 claims spread over a 24,654 ha area. Geologically, the Rose Lithium-Tantalum property is located at the north-east end of the Archean Lake Superior Province of the Canadian Shield.

## Rose Lithium-Tantalum Property Location



In April 2017, the Company announced that it had successfully completed its pilot plant trials. The program confirmed the suitability and robustness of the beneficiation plant design. The outstanding results yielded lithium concentrate grades of up to 6.56% and recoveries of up to 83.4%. Results obtained in pilot plant testing demonstrate very good understanding of the processing of the mineralized material, and the commercial plant should generate results similar to the locked cycle tests with the optimized equipment.

Locked cycle tests returned outstanding results, with a lithium concentrate grade of 6.65%  $\text{Li}_2\text{O}$  and recoveries of up to 89.7%. Tantalite recoveries were 48.1% for Rose and 64.4% for Rose South, respectively, with grades of 1.44% and 2.39%  $\text{Ta}_2\text{O}_5$ , respectively. The trials also included testing of low iron content mineralized material suitable for higher-value Glass and Ceramics applications (Spodumene Tech Grade).

On November 29, 2017, the Company proceeds to the filing on SEDAR of a National Instrument ("NI") 43-101 technical report representing the qualifying report for the feasibility study of the Rose Lithium-Tantalum. Highlights are as follows:

- Average annual production of 186,327 tonnes of chemical grade lithium concentrate
- Average annual production of 50,205 tonnes of technical grade lithium concentrate
- Average annual production of 429 tonnes of tantalum concentrate
- Expected life of mine of 17 years
- Average operating costs of \$66.56 per tonne milled, \$458 (US\$344) per tonne of concentrate (all concentrate production combined)
- Estimated initial capital cost \$341.2 million before working capital
- 100% equity basis for project
- Average gross margin 63.6%

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- After-tax NPV of \$726 million (at 8% discount rate), after-tax IRR of 34.9% and price assumption of US\$1,500 per tonne technical grade lithium concentrate, US\$750 per tonne chemical grade lithium concentrate, US\$130 per kg tantalum pentoxide
  - Anticipated construction time to start of production of 21 months

The completion of the feasibility on the spodumene plant is the first step to enter the market and establish the Company as a high quality lithium supplier. The low-risk approach is characterised by simple open-pit mining and conventional lithium processing technologies.

The feasibility is based on a conventional truck and shovel open pit operation and a conventional milling process to produce technical and chemical grade spodumene concentrates and a tantalite concentrate.

The mine is planned to excavate a total of 26.8M tonnes ore grading an average of 0.85%  $\text{Li}_2\text{O}$  and 133 ppm  $\text{Ta}_2\text{O}_5$  after dilution. The mill will process 1.61M tonnes of ore per year to produce an annual average of 236,532 tonnes of technical and chemical grade spodumene concentrates and 429 tonnes of tantalite concentrate. The ore is contained in several parallel and continuous low dipping pegmatite veins outcropping on surface. The ore zones are open at depth and a future underground operation is possible.

Over the life of mine, the open pit will excavate a total of 182.4M tonnes of waste rock and 11.0 M tonnes of overburden. The average strip ratio is 7.2 tonnes of stripping per tonne of ore.

**Table 1: Rose Key FS Results**

Item	Units	Value	
Production			
Project life (from start of construction to closure)	years	19	
Mine life	years	17	
Total mill feed tonnage	M t	26.8	
Average mill feed grade			
Li <sub>2</sub> O	% Li <sub>2</sub> O	0.85	
Ta <sub>2</sub> O <sub>5</sub>	ppm Ta <sub>2</sub> O <sub>5</sub>	133	
Lithium Concentrate Production			
% of Production, Chemical Grade	%	75	
% of Production, Technical Grade	%	25	
Mill recoveries			
Li <sub>2</sub> O, Chemical Grade	%	90	
Li <sub>2</sub> O, Technical Grade	%	87	
Ta <sub>2</sub> O <sub>5</sub>	%	40	
Payable			
5% Li <sub>2</sub> O Concentrate, Chemical Grade	t	3,070,000	
6% Li <sub>2</sub> O Concentrate, Technical Grade	t	827,000	
Ta <sub>2</sub> O <sub>5</sub> contained in concentrate	kg	1,431,000	
Commodity Prices			
5% Li <sub>2</sub> O Concentrate, Chemical Grade FOB port	US\$/t conc.	750	
6% Li <sub>2</sub> O Concentrate, Technical Grade FOB port	US\$/t conc.	1,500	
Ta <sub>2</sub> O <sub>5</sub> contained in concentrate FOB mine site	US\$/kg contained	130	
Exchange rate		1 US\$ : 1.33 CAN\$ 0.75 US\$ : 1 CAN\$	
Project Costs		CA\$	US\$
Average Mining Cost	\$/t milled	30.69	23.02
Average Milling Cost	\$/t milled	16.14	12.11
Average General & Administrative Cost	\$/t milled	12.15	9.12
Average Concentrate Transport Costs	\$/t milled	7.57	5.68
Project Economics		CA\$	US\$
Gross Revenue	\$M	4,973	3,729
Total Selling Cost Estimate	\$M	152	114
Total Operating Cost Estimate	\$M	1,785	1,339
Total Sustaining Capital Cost Estimate	\$M	127	95
Total Capital Cost Estimate	\$M	341	256
Duties and Taxes	\$M	1,000	750
Pre-Tax Cash Flow	\$M	2,567	1,926
After-Tax Cash Flow	\$M	1,567	1,175
Effective tax rate		39%	
Discount Rate		8%	
Pre-Tax Net Present Value @ 8%	\$M	1,257	943
Pre-Tax Internal Rate of Return		48.2%	
Pre-Tax Payback Period	years	2.3	
After-Tax Net Present Value @ 8%	\$M	726	545
After-Tax Internal Rate of Return		34.9%	
After-Tax payback period	years	2.8	

### **Reserve Estimate**

A Mineral Reserve Estimate for 17 mineralized zones was prepared during this study. The estimation assumed the production of a chemical grade spodumene concentrate with a price of 15.66 US\$ per kg Li<sub>2</sub>O and a tantalite concentrate with a price of 130 US\$ per Ta<sub>2</sub>O<sub>5</sub>. The recoveries were fixed at 85% and 64% for Li and Ta respectively. The grade-recovery curve used for resource estimate, which became available after the mineral reserves were evaluated, was verified and found to have little influence on the reserve estimate. The production of a higher value technical grade spodumene concentrate was not assumed in the reserve estimate.



Based on compilation status, metal price parameters, and metallurgical recovery inputs, the effective date of the estimate is August 4, 2017.

The estimate was prepared in accordance with CIM's standards and guidelines for reporting mineral resources and reserves.

Table 2 displays the results of the Mineral Reserve Estimate for the Rose Project at the \$29.70 NSR per tonne cut-off for the open-pit scenario.

**Table 2 – Mineral Reserve Estimate**

	<b>Tonnage</b>	<b>NSR</b>	<b>Li<sub>2</sub>O<sub>eq</sub></b>	<b>Li<sub>2</sub>O</b>	<b>Ta<sub>2</sub>O<sub>5</sub></b>
<b>Category</b>	<b>(Mt)</b>	<b>(\$)</b>	<b>(%)</b>	<b>(%)</b>	<b>(ppm)</b>
Probable	26.8	148.99	0.96	0.85	133
<b>Total</b>	<b>26.8</b>	<b>148.99</b>	<b>0.96</b>	<b>0.85</b>	<b>133</b>

- The Independent and Qualified Person for the Mineral Reserve Estimate, as defined by NI 43-101, is Patrick Frenette, P.Eng, M.Sc.A, of InnovExplo Inc. The effective date of the estimate is August 4, 2017.
- The model includes 17 mineralized zones.
- Calculations used metric units (metres, tonnes and ppm).
- The number of metric tons was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding effects. Rounding followed the recommendations in NI 43-101.
- InnovExplo is not aware of any known environmental, permitting, legal, title-related, taxation, socio-political, marketing or other relevant issue that could materially affect the Mineral Reserve Estimate.

### **Resource Estimate**

InnovExplo updated the mineral resource estimate from the 2011 PEA for 23 mineralized zones. The mineral resource was updated on a block value basis using current pricing and cost parameters.

The effective date of the estimate is August 29, 2017, based on compilation status, metal price parameters, and metallurgical recovery inputs.

Given the density of the processed data, the search ellipse criteria, the drill hole density and the specific interpolation parameters, InnovExplo is of the opinion that the current mineral resource estimate can be classified as Indicated and Inferred resources. The estimate was prepared in accordance with CIM's standards and guidelines for reporting mineral resources and reserves.

Table 3 displays the results of the Mineral Resource Estimate for the Rose Project using \$30 NSR per tonne cut-off for the open-pit mine and \$110 NSR cut-off for the underground mine.

**Table 3 – Mineral Resource Estimate**

		<b>Tonnage</b>	<b>NSR</b>	<b>Li<sub>2</sub>O<sub>eq</sub></b>	<b>Li<sub>2</sub>O</b>	<b>Ta<sub>2</sub>O<sub>5</sub></b>
	<b>Category</b>	<b>(Mt)</b>	<b>(\$)</b>	<b>(%)</b>	<b>(%)</b>	<b>(ppm)</b>
<b>Indicated</b>	Pit-constrained	30.0	161	1.04	0.93	150
	Underground	1.9	159	1.02	0.94	114
	<b>Total Indicated</b>	<b>31.9</b>	<b>161</b>	<b>1.04</b>	<b>0.93</b>	<b>148</b>
<b>Inferred</b>	Pit-constrained	2.0	137	0.90	0.79	153
	Underground	0.8	149	0.96	0.88	126
	<b>Total Inferred</b>	<b>2.8</b>	<b>141</b>	<b>0.92</b>	<b>0.82</b>	<b>145</b>

- The Independent and Qualified Person for the Mineral Resource Estimate, as defined by NI 43-101, is Pierre-Luc Richard, P.Geo. M.Sc., of InnovExplo Inc. The effective date of the estimate is August 29, 2017.
- These Mineral Resources are not Mineral Reserves as they do not have demonstrated economic viability.
- The model includes 23 mineralized zones.

- Results are presented in situ and undiluted.
- Sensitivity was assessed using cut-off NSR values for \$5-10 increments from \$20 to \$150. The mineral resource is reported at a cut-off of \$30 NSR for the open-pit and of \$110 NSR for the underground potential based on market conditions (metal price, exchange rate and production cost).
- A range of densities was used on a per-zone basis based on statistical analysis of all available data.
- A minimum true thickness of 2.0 metres was applied, using the grade of the adjacent material when assayed or a value of zero when not assayed.
- High grade capping was done on raw assay data based on the statistical analyses of individual mineralized zones.
- Compositing was done on drill hole intercepts falling within mineralized zones (composite lengths vary from 1.5 m to 3 m in order to distribute the tails adequately).
- Resources were evaluated from drill holes using a 2-pass OK interpolation method in a block model (block size = 5 m x 5 m x 5 m).
- The inferred category is only defined within the areas where blocks were interpolated during pass 1 or pass 2 where continuity is sufficient to avoid isolated blocks being interpolated by only one drill hole. The indicated category is only defined by blocks interpolated by a minimum of two drill holes in areas where the maximum distance to the closest drill hole composite is less than 40 metres for blocks interpolated in pass 1.
- The number of metric tons was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding effects. Rounding followed the recommendations in NI 43-101.
- InnovExplo is not aware of any known environmental, permitting, legal, title-related, taxation, socio-political, marketing or other relevant issue that could materially affect the Mineral Resource Estimate.

### **Feasibility Study**

The parameters used for the feasibility study are the following:

- Open pit mining rate of 1,610,000 tpy
- Spodumene process plant with a 4,900 tpd nominal capacity

### **Mining Operation**

The mineralization is hosted within outcropping pegmatite dykes subparallel to surface. The ore body is relatively flat, close to surface and comprised of north oriented stacked lenses. Mineralization recognized to date on the Rose property includes rare element of Lithium-Cesium-Tantalum or LCT-type pegmatites and molybdenum occurrences.

A conventional truck and shovel open-pit approach was considered to mine the Rose Lithium-Tantalum Project's Probable Mineral Reserves. The dimensions of the engineered pit design are approximately 1,620m long x 900m wide x 200m deep.

The life of mine plan (LOM) proposes to mine 26.8 Mt of ore, 182.4 Mt of waste, and 11.0 Mt of overburden for a total of 220.2 Mt of material. The average stripping ratio is 7.2 tonnes of stripping per tonne of ore. The nominal production rate is estimated at 4,600 tonnes per day and 350 operating days per year.

The mining operation production rate is set to approximately 15 Mt of material per year. An open pit mining schedule was planned and resulted in a mine life of 17 years.

Contract mining will be used for the removal of the overburden while Critical Elements will undertake the mining of all hard rock material with its own equipment fleet and operators.

The main production fleet will consist of one backhoe excavator, one electric front shovel, one wheel loader, seven haul trucks (65t), seven haul trucks (135t), two rotary drills, one DTH drill, two bulldozers, one wheel dozer, two graders, and two water trucks.

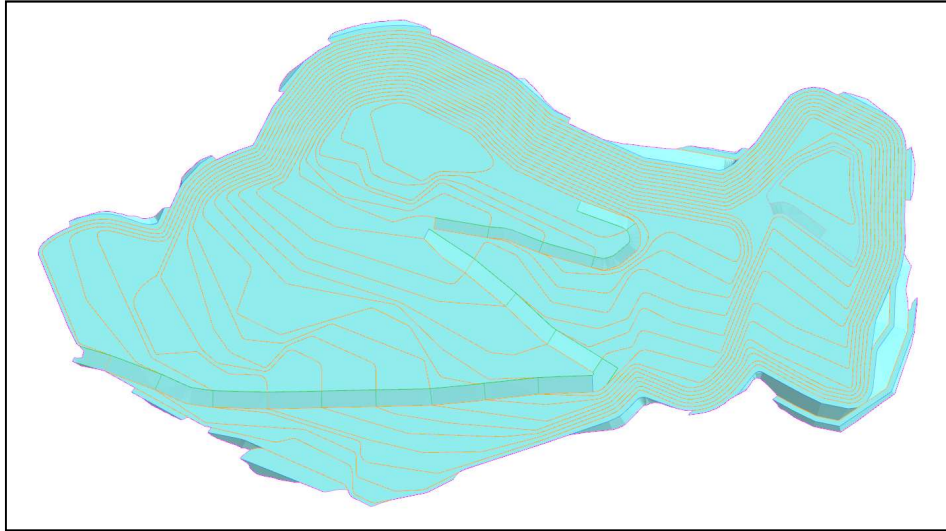
The Rose Lithium-Tantalum project pit was designed with a 10m single benching arrangement. A 57° inter-ramp angle and an overall pit slope angle of 55° were utilized for the ultimate pit design. A berm

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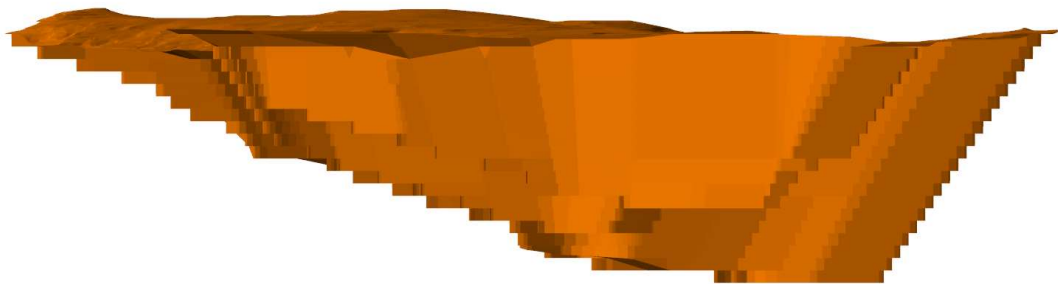
width of 7.0m corresponding to the recommended overall slope angle was used. The pit slopes in overburden have a face ratio of 2.5:1 with a 10m berm width.

The main in-pit haulage ramp is designed at 30.9m wide to allow a double-lane traffic, except for the last benches at the pit bottom that are designed at 20.4m wide for single lane traffic. A 2m drainage ditch is included to allow for water drainage and pipe installation. The maximum gradient of the inner curvature of all ramp segments is 10%.

***Figure 2 – Rose Lithium-Tantalum Pit Plan View***



***Figure 3 – Rose Lithium-Tantalum Pit Side View Looking West***



## Mineral Processing

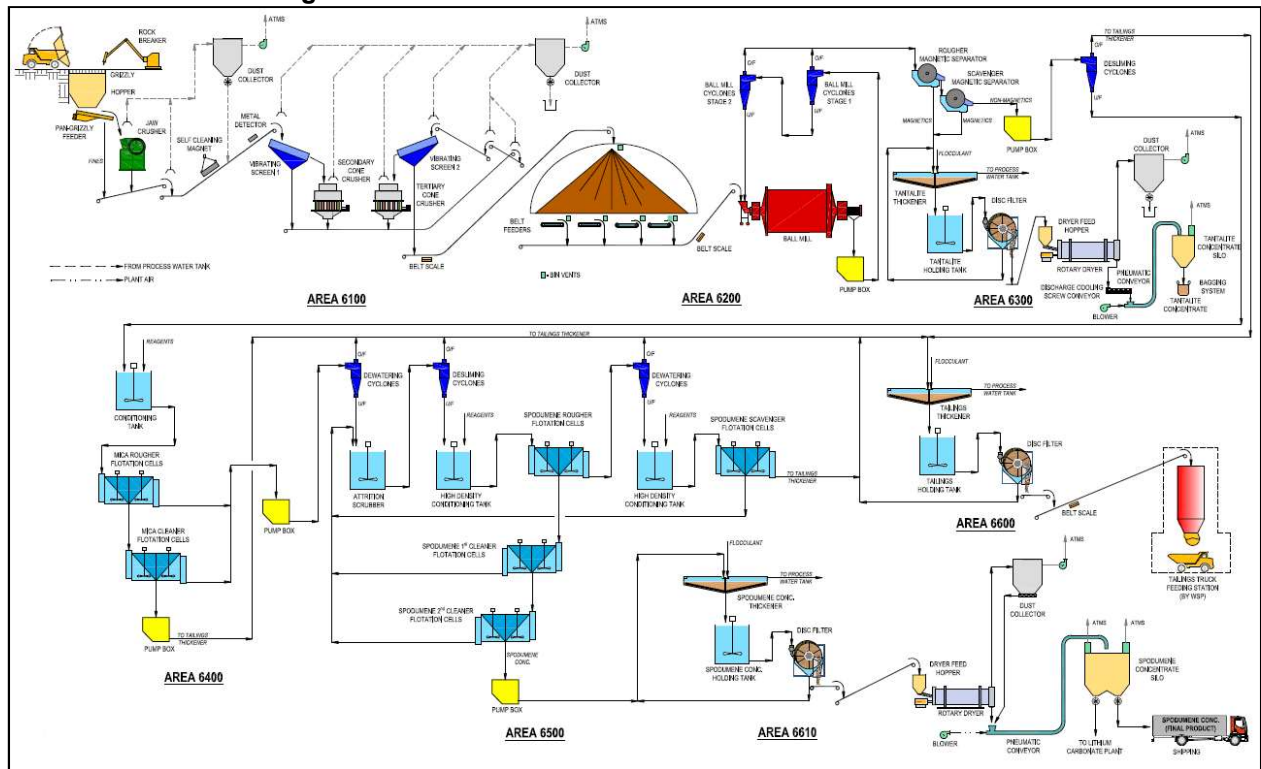
A standard froth flotation process will be utilized to produce technical grade and chemical grade lithium concentrates and a tantalum concentrate. The mineral process plant will consist of crushing, beneficiation, and dewatering areas. The technical grade lithium concentrate will grade 6.0%  $\text{Li}_2\text{O}$  while the chemical grade lithium concentrate will grade 5.0%  $\text{Li}_2\text{O}$ . The tantalum concentrate will grade 20%  $\text{Ta}_2\text{O}_5$ .

The beneficiation process includes crushing, grinding, magnetic separation and flotation. The crushing circuit will consist of a jaw crusher and two (secondary and tertiary) cone crushers, and screens. The crushed ore will have a  $P_{80}$  of 13mm and will be stockpiled in a 9,200 tonnes capacity dome; this is sufficient for approximately two days of mill operation. The grinding circuit will consist of a ball mill operating in a closed circuit and a two-stage cyclone cluster. The tantalum will first be recovered at a grade of 2.0%  $\text{Ta}_2\text{O}_5$  by high intensity magnetic separation then upgraded further to 20.0%  $\text{Ta}_2\text{O}_5$  by gravity separation. The tantalum concentrate will then be thickened, vacuum filtered, dried to 1% moisture and bagged, ready for shipping. The lithium flotation circuit will remove slimes, separate mica, and purify the lithium to the required grade. The spodumene concentrate will then be thickened, vacuum filtered, dried to 1% moisture, and stored in 1500 tonne silo from where it can be bulk loaded into trucks. The tailings will be thickened, vacuum filtered to 15% moisture, and trucked to the waste rock / tailings piles where it will be dry stacked.

The spodumene plant will operate 24 hours per day, seven days per week, and 52 weeks per year. The process plant was designed with an operating availability of 90%. The crushing circuit was designed using an operating availability of 50%. The concentrator capacity has been established at a nominal throughput rate of 4 900 dry tonnes per day. The plant has a capacity of 1,610,000 per year.

The process plant flowsheet developed by Bumigame Inc. is presented in Figure 4.

**Figure 4: Rose Lithium-Tantalum Process Flowsheet**



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## **Metallurgy**

Bench scale metallurgical testing was performed at ACME Metallurgical Limited in Vancouver in 2011. The results from these tests were used for the PEA study. Three composites; the Rose (main structure), the Rose Sud-Est (Southeast structure) and Tantalum (secondary structure with higher tantalum and lower lithium content) were subjected to various metallurgical tests.

SGS Canada Inc. in Lakefield conducted tests from 2013 to 2015 to improve lithium and tantalum recoveries. In 2015 SGS Canada Inc. developed a conceptual flowsheet based on a series of bench scale tests on various samples from the Rose deposit. The proposed flowsheet is comprised of conventional three-stage crushing and single stage grinding followed by magnetic separation for the recovery of tantalum, mica flotation, and spodumene flotation. This flowsheet was the basis of the process plant design.

SGS Canada also conducted a pilot plant program in early 2017 on two samples from the Rose project (Rose and Rose South). The main objective of the pilot plant program was to generate spodumene concentrate for testing in a lithium carbonate pilot plant which was conducted by Outotec in Germany and Finland. The metallurgical performance on a continuous pilot scale and to generate metallurgical and operating data for further studies. The spodumene pilot plant demonstrated the robustness of the design process.

The feasibility study assumes 87.3% and 90% recovery for technical and chemical grade lithium concentrates respectively and 40% recovery for the tantalum concentrate.

Process water will be recycled releasing minimal amounts to the equalization pond and final effluent treatment plant.



**Bulk sampling for pilot plant work**

## **Environmental and Social Impact Assessment**

In February 2021, the COMEX has completed public hearing sessions in Matagami, Eastmain, and Nemaska. The public hearings were held virtually and broadcast live via Facebook and LiveStream. In



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June 2021, following these public hearings, COMEX communicated to the Company a list of questions and undertakings based on the observations and comments expressed by the participants during the public hearings sessions. The Company is currently working on duly responding to those questions and fulfilling the undertakings set out in the COMEX's correspondence, which is part of the environmental and social impact assessment and review procedure.

In March 2021, the Company has been advised by the Agency that due to the particular and challenging circumstances caused by the pandemic, the Committee needs more time to consult with local communities in order to complete the environmental assessment process. On March 4, 2021, the Agency stated that The Minister of Environment and Climate Change, under subsection 27(3) of the Canadian Environmental Assessment Act, 2012, has extended by 90 days the time limit for issuance of the Decision Statement for the proposed Rose Lithium-Tantalum Mining Project to recognize the extenuating circumstances arising from the COVID-19 pandemic and its impacts to consulted Cree communities.

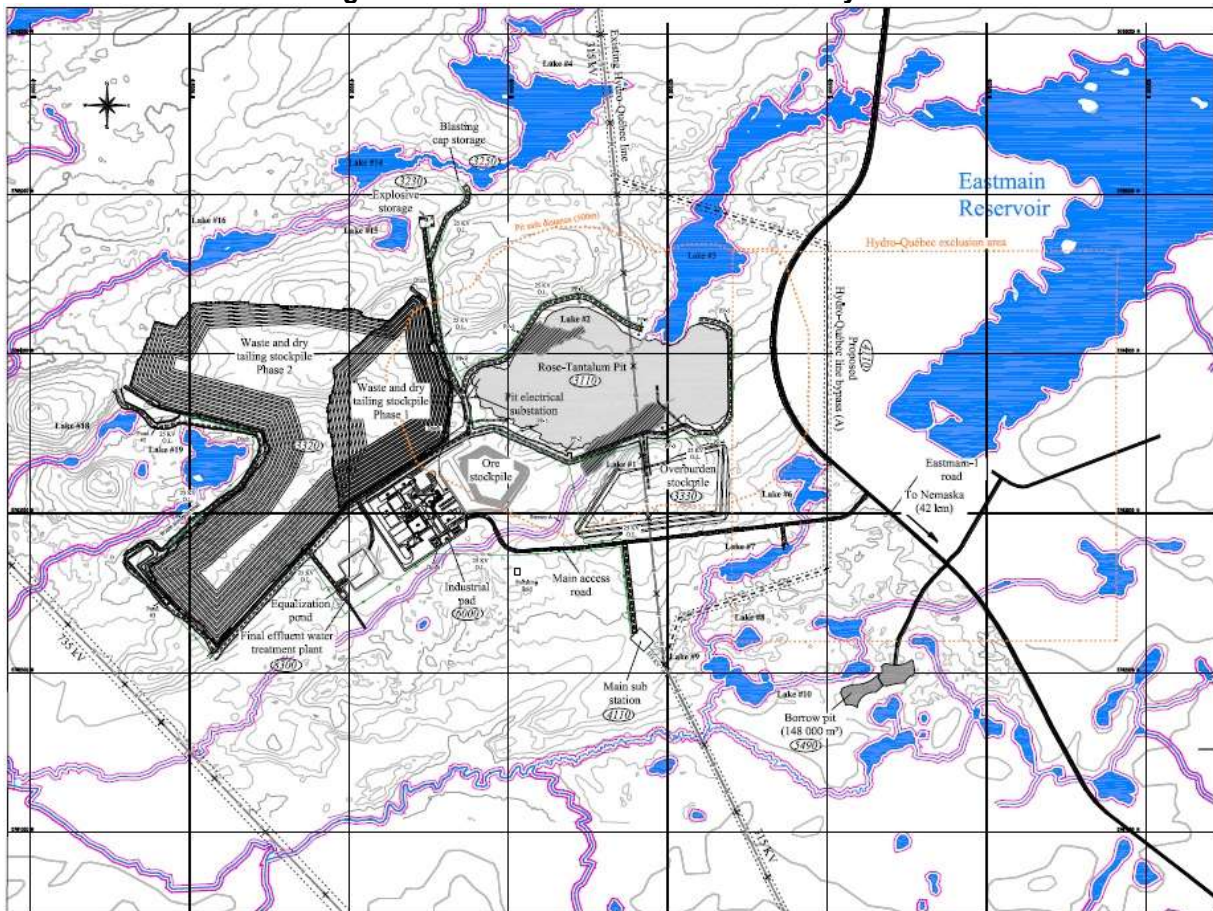
In March 2021, the Committee has published its draft report following the environmental impact assessment on the Rose Lithium-Tantalum Project in which the Committee concludes that the Project is not likely to cause significant adverse environmental effects, considering the implementation of key mitigation measures. The Committee has also published the potential conditions with which the proponent must comply.

### **Infrastructure**

The project infrastructure includes site main services and haulage roads, explosive and detonator storage, a spodumene processing plant, a pit equipment maintenance facility, a warehouse, diesel and gasoline storage, LNG storage and distribution, ore stockpile pad, waste rock and dry tailings stockpile, overburden stockpile, main electrical substation and distribution, fresh and potable water supply, sewage, surface water management, final effluent treatment, communication system, gate house, and an administrative building. A lithium carbonation plant is not included in the feasibility study, but additional space is provided on the industrial pad and services are planned for future installation.

The mine site layout is shown in figure 5.

**Figure 5 – Rose Lithium-Tantalum Site Layout**



Waste rock and tailings samples were analysed at the SGS Canada's laboratory in Lakefield and both were found to be non-acid generating. The dry tailings and the waste rock will be stored in the same facility which has sufficient capacity for the life of mine. Rain and melt water will be collected in ditches and pumped to the water treatment plant.

The ore pad will have a 3.9M tonne capacity where low grade material may be stored.

The industrial pad has an area of 296,000 m<sup>2</sup> and will contain the process plant, the maintenance facility, warehouse, administration building, diesel and gasoline storage tanks, LNG storage and distribution, and all associated services. LNG will be used for buildings heating and for the drying of the lithium and tantalum concentrates. The LNG facility will be in place for the kiln of a lithium carbonate plant if required, necessitating the addition of only one additional reservoir.

The hydrology study has suggested that water inflow to the open pit is to be expected. In order to maximize pit slopes, water wells will be constructed around the pit periphery to lower the water table below the pit floor. One of these wells will be used to supply the mine site with fresh water. Water from the other wells will be directed directly to the final effluent.

Impacted water from the waste rock / dry tailings pad, the open pit, the industrial pad, and roads will be collected in an equalization pond and treated before being released as final effluent.

The mine site will have a 2.7 km main access road from the Eastmain 1 road to the industrial pad. Including the service roads, the site will total 15.8 km of roads.

Electricity will be provided by Hydro-Québec. A 315 kV electrical transport line (L3176), owned by Hydro-Québec, runs North-South over the eastern side of the Rose Property. It runs over the planned open pit. The portion running over the open pit will be rerouted to allow open pit operation. Critical Elements and Hydro-Québec have signed an agreement to conduct a technical study for the supply of electricity to the mine and the rerouting of the power line. In a previous study Hydro-Québec provided costs for preparation work in supplying electrical power and for the rerouting of the power line which is to be incurred by the mine. These costs were incorporated in the FS. The schedule of the power line relocation fits with Critical Elements construction schedule such that electrical power will be available from the main grid in time for the mill commissioning and start-up. The 315kV power line reroute will total 4.2 km.

The power demand for the project has been estimated at about 13,486 kW (15,615 kVA) and a reserve of up to 20 MVA has been accepted by Hydro-Québec. Two 15 MW transformers will operate at the same time to feed the site and the processing plant. The transformers will feed the 25 kV mine site electrical network. Power lines are necessary to feed the processing plant, the industrial pad, the final water treatment plant, the open pit and wells, the pumps at the waste rock / dry tailings water collecting ponds, and the explosives and detonator storage facilities. A total of 15.5 km of power lines are planned.



**Power line at Rose Lithium-Tantalum site**

### **Capital Costs**

The capital and operating costs were estimated in Canadian dollars. An economic analysis was conducted with a discounted cash-flow before and after tax. The initial capital cost is estimated at CA\$341.2M including all infrastructures described earlier with a 10% contingency. The sustaining capital is estimated at CA\$126.8M over the life of mine.

The total payable products are estimated at 3,070,006 tonnes of chemical grade Li<sub>2</sub>O concentrate, 827,196 tonnes of technical grade Li<sub>2</sub>O concentrate, and 7,157 tonnes of Ta<sub>2</sub>O<sub>5</sub> concentrate.



**Table 4 – Initial Capital and Sustaining Capital Costs**

Item	Initial Capital M CA\$	Sustaining Capital M CA\$	Initial Capital M US\$	Sustaining Capital M US\$
<b>Direct Capital Estimate</b>	<b>235.1</b>	<b>93.8</b>	<b>176.3</b>	<b>70.4</b>
Mining	49.3	89.5	37.0	67.1
Power & Electrical	27.8	0.6	20.8	0.4
Infrastructure	36.7	0.0	27.5	0.0
Process plant	111.9	0.0	83.9	0.0
TSF and Water management	9.5	3.8	7.1	2.8
<b>Indirect Capital Estimate</b>	<b>74.9</b>	<b>0.4</b>	<b>56.2</b>	<b>0.3</b>
Administration & Overhead	32.2	0.0	24.1	0.0
Project Development (Studies)	0.4	0.0	0.3	0.0
PCM, Other indirects & Other costs	42.3	0.4	31.7	0.3
Contingency	31.0	9.4	23.2	7.1
Mine Rehabilitation (incl. contingency)	0.0	17.8	0.0	13.4
Mine Rehabilitation Bond	0.2	5.4	0.1	4.0
<b>Total Capital Estimate</b>	<b>341.2</b>	<b>126.8</b>	<b>255.9</b>	<b>95.1</b>

**Operating Costs**

The operating costs are estimated at \$66.56 per tonne of ore processed which include:

- Mining \$30.69 per tonne processed
- Processing \$16.14 per tonne processed
- G&A \$12.15 per tonne processed
- Concentrate transportation \$ 7.57 per tonne processed

The operating costs are estimated at \$458/tonne (US\$344/tonne) of concentrate as summarized in table 5.

**Table 5 – Operating Costs per tonne of concentrate**

Item	CA\$/t Li <sub>2</sub> O concentrate	US\$/t Li <sub>2</sub> O concentrate
Mining	211	158
Processing	111	83
General and Administration	84	63
Transportation Concentrate	52	39
<b>Total Operating Costs</b>	<b>458</b>	<b>344</b>
SG&A	26	20
Royalties	13	10
<b>Total Operating Costs (w. SG&amp;A and Royalties)</b>	<b>497</b>	<b>373</b>
Less: Tantalite Credit	48	36
<b>Total Operating Costs (after tantalite credit)</b>	<b>449</b>	<b>337</b>

Energy unit costs are \$0.05 per kWh for electricity, \$0.95 per litre for diesel, and \$0.546 per m<sup>3</sup> for LNG.

## Project Economics

The mine will process 1,610,000 tonnes ore per year grading an average of 0.85% Li<sub>2</sub>O and 133 gpt Ta<sub>2</sub>O<sub>5</sub> over a period of 17 years. The price assumptions are US\$750 per tonne and US\$1,500 per tonne of chemical grade and technical grade lithium concentrates respectively (FOB port) and US\$130 per kg Ta<sub>2</sub>O<sub>5</sub> contained in the tantalum concentrate (FOB mine site). The pre-tax and after-tax NPV at various discount rates are presented in table 6.

**Table 6 – Pre-Tax and After-Tax NPV**

Discount Rate	Pre-Tax M CA\$	After-Tax M CA\$	Pre-Tax M US\$	After-Tax M US\$
NPV @ 0%	2,567	1,567	1,926	1,175
NPV @ 5%	1,620	960	1,215	720
NPV @ 8%	1,257	726	943	545
NPV @ 10%	1,070	605	802	454
NPV @ 12%	914	504	686	378

The after tax internal rate of return is 34.9%.

## Sensitivity Analysis

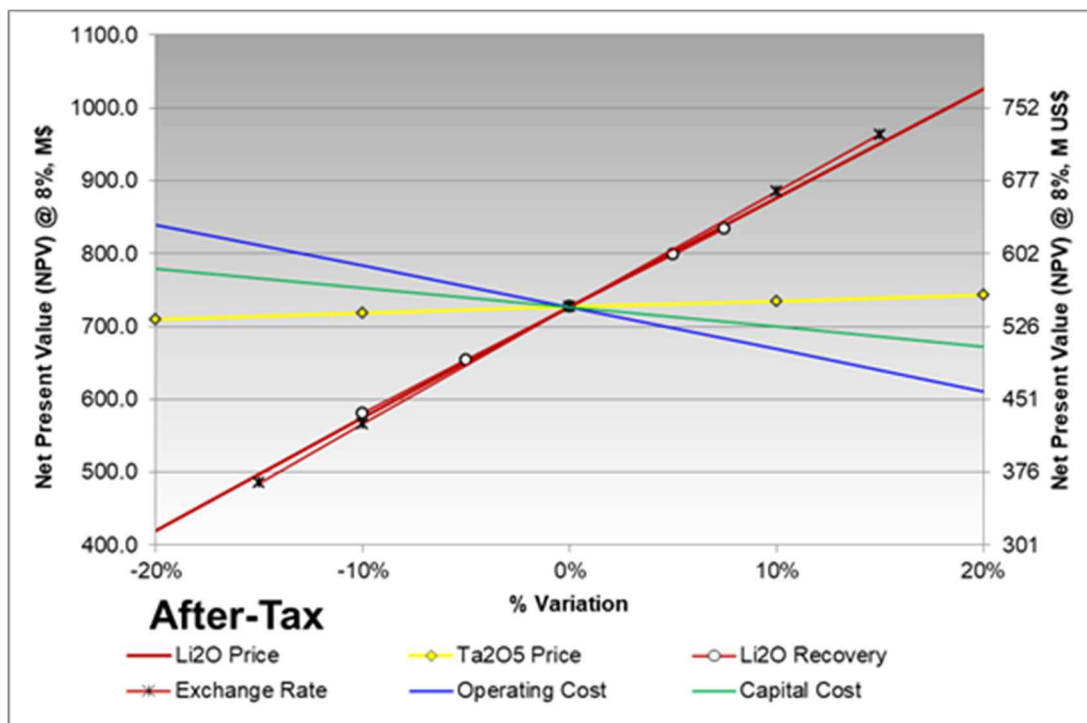
The sensitivity of the NPV to exchange rate and chemical grade lithium concentrate price is presented in table 7.

**Table 7 – After-Tax NPV Sensitivity to exchange rate and chemical grade lithium concentrate**

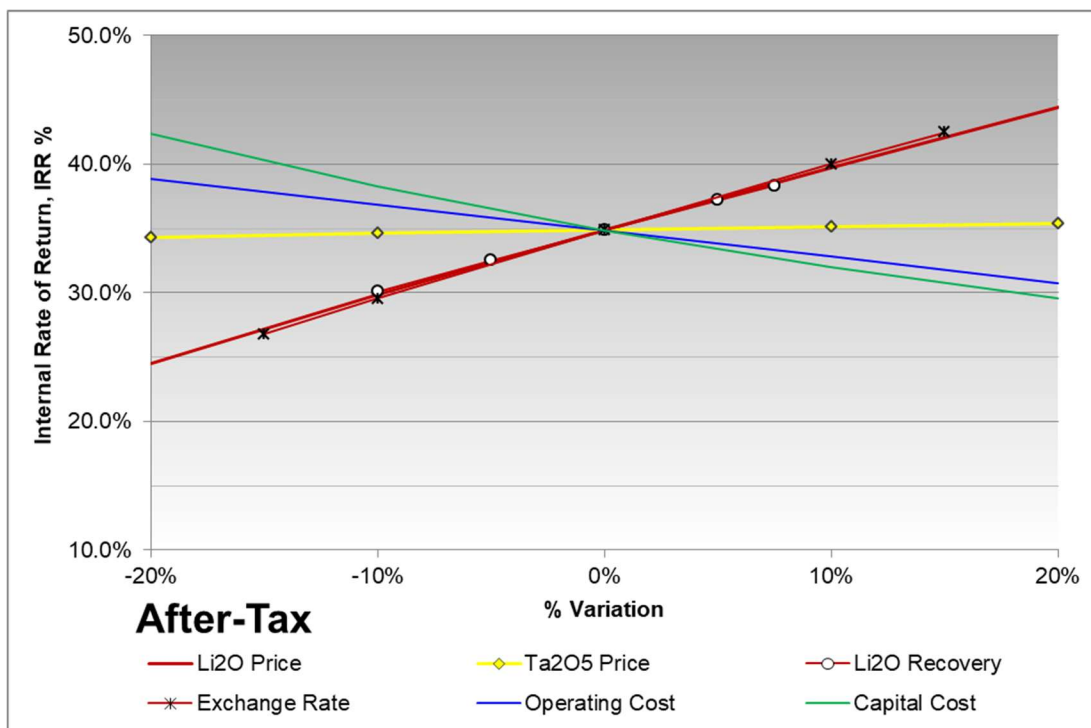
Exchange Rate USD/CAD	After-Tax NPV @ 8% Discount Rate - M CA\$				
	Li <sub>2</sub> O Price - Chemical Grade				
	720 US\$/t	810 US\$/t	Base Case	990 US\$/t	1080 US\$/t
0.70	798M CA\$	923M CA\$	840M CA\$	1,172M CA\$	1,296M CA\$
Base Case	687M CA\$	805M CA\$	726M CA\$	1,038M CA\$	1,154M CA\$
0.80	590M CA\$	701M CA\$	627M CA\$	920M CA\$	1,030M CA\$

Figures 6 and 7 present the sensitivity the NPV at 8% discount rate and IRR to prices, Li<sub>2</sub>O recovery, exchange rate, operating costs, and capital cost. The economics are most sensitive to Li<sub>2</sub>O price, exchange rate, and Li recovery.

**Figure 6 – Sensitivity on After-Tax NPV 8%**



**Figure 7 – Sensitivity on After-Tax IRR**



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## **Lithium Demand Outlook<sup>1</sup>**

The future growth of the lithium market will be dominated by a growing Lithium Battery industry, mainly driven by electric cars, but also further by energy storage applications and other power tools (e-scooter, e-bikes, wireless devices in general). The growth rate is widely accepted of being beyond 25% up to 2030 and growing further, whereas in 2025 there is market consensus for a requirement of about 1 Million mt to 1.1 Million mt of Lithium carbonate equivalents. Important to know is, that since years LCE 5 years forecasts are growing by more than 10% year by year now reaching 1.1 Million mt lithium carbonate equivalent ("LCE"). With declining costs of now approaching 100 USD per KWh for Lithium Ion Battery cells, they are also becoming attractive for use in private installations combined with increasing use of photovoltaic roof-top electricity generation ("PV").

In Germany a new regulation demands that for all PV projects exceeding 1MW power generation an energy storage system has to be installed by 2025. This is in order to avoid peak energy stressing the electricity distribution systems, a phenomenon which already pushes European systems to their limits during the summer months and increasingly so with the ongoing addition of new PV systems, be they commercial or private.

The German Automobile Manufacturers Association considers an electric vehicle penetration rate of 15% to 25% being possible by 2025. Volkswagen estimates for their fleet a market penetration of more than 30% by 2025 already. Also, continuously the storage capacity of newly developed cell designs has been increasing by 10% year over year. Whereas, two years ago, the lower range for market penetration of 15% corresponds to some 15 million cars or if we assume a market of 100 million cars by 2025 and an average of 30 kg of LCE needed for the battery 450,000 MT of LCEs required for this segment alone, now the average standard battery requirierst is about 50 kg of LCE, versus 30 kg in the above calculation. Consequently, at a 15% market penetration the demand will grow to 750,000 mt of LCEs, instead of 450,000 mt LCEs,

Canaccord, amongst others, assumes that the overall share of electric vehicles will climb to over 50% of all Li-ion batteries installed, i.e. being the driver of the expanding lithium market. The absolute growth numbers from Canaccord's forecast are higher than previous assumptions, however, in line of some forecasts from original equipment manufacturers (OEMs). Albemarle updated their forecast to 1.1 Million mt LCE required by 2025.

The current growth assumptions will if they materialize, lead to a lithium demand requirement of approximately, 900,000 mt to 1 Million mt of LCE. This is an additional 7,000,000t of LCE required from 2019 till 2025 or the equivalent of approximatly 1,400,000t per year of LCE.

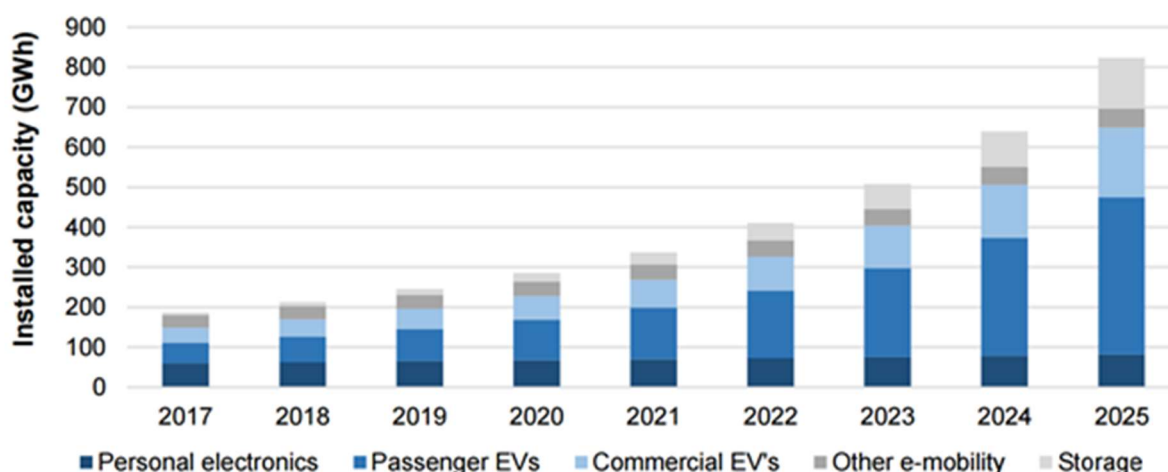
In contrast to the demand side, the supply of LCE products has been growing much slower. As of today, many financial institutions are predicting a substantial- shortage of supply by 2025. Therefore, already in 2021 prices have been rising by more than 30%.

In Figure 8 the individual sectors growth are described.

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<sup>1</sup> The Company reviews research reports of future lithium demand on an ongoing basis, which confirm that the hypotheses in its feasibility study are still in line with our assumptions.

**Figure 8: Lithium Ion Battery Installed Shares of Application**



Source: Canaccord Genuity Research (Battery Materials Update, report June 2017)

### **Lithium Price Outlook<sup>2</sup>**

In 2017, off take agreements for chemical grade (CG) spodumene (5.0% to 6.0% Li<sub>2</sub>O) were executed whereby a total 120,000t averaging 5.5% Li<sub>2</sub>O contracted at US\$830/t FOB. Pricing mechanisms were linked to technical grade (TG) lithium carbonate prices for China. Every additional 0.1% of Li<sub>2</sub>O content garnered a premium of US\$15/t, enabling prices between US\$750/t and US\$905/t for CG spodumene (5.0% to 6.0% Li<sub>2</sub>O). Also, suppliers who provided a higher quality CG spodumene yielding lower conversion costs were also able to attract premium prices.

In 2019, prices for CG spodumene and TG lithium carbonate softened as Chinese converters failed to meet battery grade specifications, which caused an oversupply of TG lithium carbonate. However, long-term contractual basis pricing for Battery Quality lithium carbonate and lithium hydroxide has remained stable over the last three years.

In 2020, contractual lithium prices in general have achieved a floor price with an upwards trend as most of the established suppliers have sold-out. At the same time, the demand for Battery Quality products have substantially increased as global market penetrations for electric and plug-in hybrid cars substantially increased. All major automotive companies are heavily concentrating their investments on electrification. For example, Volkswagen has entered the market with their new ID electric mobility platform. Albemarle and SQM acknowledged the need for new and additional resources in order to meet demand in the near-term, not only because lithium hydroxide demand is expected to exceed lithium carbonate demand by 2023 but also as their current resources are limited. To facilitate investments in new resources, EBITDA margins greater than 30% are required for even the highest cost producers. Consequently, we expect that incentive spodumene pricing greater than US\$900/t will be required in the near term.

Since the end of 2020 and beginning of 2021 Lithium carbonate, Lithium hydroxide and Spodumene prices have been growing by 30% and are expected to grow further. Accordingly, Spodumene prices achieved a level of more than 700 USD per mt.

The market for TG spodumene is a specialty chemicals market that addresses the specific needs for customers in the glass and ceramic industry. Historically, prices have reflected the higher value of iron-free spodumene, like in lithium carbonate, as well as specific properties of the crystalline material. We

<sup>2</sup> The Company reviews research reports on pricing and future demand for lithium on an ongoing basis, which confirm that the hypotheses of its feasibility study are still in line with our assumptions.

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expect TG spodumene pricing to continue to be directly linked to the lithium oxide content in lithium carbonate.

### **Works done following the feasibility study**

In February 2018, the Company signed an agreement with the Cree Nation of Eastmain and Niskamoon Corporation for the implementation of the Eastmain River Lake Sturgeon Spawning Ground Enhancement Project located just above Conglomerate Bridge on the James Bay Highway, 113 km from the mouth of the Eastmain river.

In October 2018, the Company announced the results of its pilot plant program recently completed at the Outotec Research Center, successfully converting spodumene concentrate from the Rose Lithium-Tantalum Project into battery grade lithium hydroxide using a thermal leaching process. These results provide Critical Elements the flexibility, in conjunction with lithium carbonate and spodumene production, to meet all needs of cathode, battery and electric vehicle producers.

The pilot plant conversion process from spodumene concentrate to lithium hydroxide demonstrated strong results **with extraction rates of 93%**. This extraction rate surpasses the worldwide average of between 70 to 75% in what is accepted as an industry standard. In addition, the pilot plant produced **battery grade lithium hydroxide with 99% purity**.

In July 2019, the Cree Nation of Eastmain, the Grand Council of the Crees (Eeyou Istchee), the Cree Nation Government and the Company have signed an impact and benefit agreement, referred to as the Pikhuutaau Agreement, concerning the development and operation of the Rose Lithium-Tantalum Project in Eeyou Istchee.

In October 2019, the Company announced that Primero has successfully completed the first phase of its ECI agreement. Primero has provided a GMP for the EPC of the Project on a lump sum turnkey basis that is in line with the Project's feasibility study published November 29, 2017.

In January 2021, the Company announce it has engaged Cantor Fitzgerald Canada Corporation to pursue, engage and evaluate global strategic partners and investors to advance the Rose Project to production, and will receive fees contingent upon the successful completion of such financing transactions.

### **Work done during the period**

Evaluation and Exploration expenses of \$1,031,368 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Rose Lithium-Tantalum project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

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## **ROSE NORTH – LITHIUM AND TANTALUM PROJECT**

### **Property Description**

The Rose North property is located in northern Québec's administrative region, on the territory of Eeyou Istchee James Bay. It is located on Category III land, on the Traditional Lands of the Eastmain Community, approximately 50 km north of the Cree village of Nemaska. The latter is located approximately 300 km north-west of Chibougamau.

The Rose North property is accessible by road via the Route du Nord and Eastmain-1 Road, usable all year round from Chibougamau. The site can also be reached by Matagami, via Route 109, Route du Nord and Eastmain-1 Road. The project is located 70 km south of Goldcorp's Éléonore gold mine and 55 km north-west of Nemaska's Wabouchi lithium project and 10 km south of Hydro Québec's Eastmain 1 hydroelectricity generating plant. The Nemiscau airport services the regions air travel needs. The Rose North property site is located 60 km by road from the Nemiscau airport.

The Rose North property consists of 31 claims covering a total area of 16.14 km<sup>2</sup>. It lies in the northeastern part of Superior Province, within the Eastmain greenstone belt. It is wholly owned by the Company.

### **Work done during the period**

The Company acquired the 31 claims via map designation during the nine-month period ended May 31, 2021.

## **ARQUES – LITHIUM, RARE EARTH, NIOBIUM AND TANTALUM PROJECT**

### **Property Description**

The Arques property is composed of one block totalling 136 claims covering an area of 6,840.82 hectares and a distance of some 18 kilometres in a SW-NE direction. It is contiguous to the Lemare property on its southeast border. The property is traversed in a NE direction by a Hydro-Québec power line and a permanent gravel road that heads north to the Eastmain River and beyond to the La Grande River area. Secondary roads branching off from these also provide access to the property.

The Lac des Montagnes volcano-sedimentary formation runs just inside the southeast border of the Arques property. The primary observed geology is mainly composed of orthogneisses made up of metamorphosed felsic intrusives. In the winter of 2011, a major alkaline intrusion, the Arques Complex, was identified by diamond drilling.

The Arques Alkaline Complex shows similar characteristics to other deposits known for Rare Earth Elements (REE), Niobium (Nb) and Tantalum (Ta) mineralization.

The Arques project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Arques property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemare showing.

### **Work done during the period**

Evaluation and Exploration expenses of \$48,835 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution helicopter magnetic survey of 17,187 linear kilometers on the Arques project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursue its research to find a partner to continue exploration activities or to find a potential buyer.

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## **BOURIER – LITHIUM COPPER, ZINC, GOLD AND SILVER PROJECT**

### **Property Description**

The Bourier property is composed of one block totaling 203 claims covering an area of 10,252 hectares for some 30 kilometres in length. It is located just along the east side of the new Rupert hydroelectric complex.

The Lac des Montagnes volcano-sedimentary formation crosses the Bourier property in a NE direction. It is composed of paragneiss, amphibolites and granitic intrusions. To the north of the Lac des Montagnes Formation, mainly orthogneiss formed of metamorphosed granite has been observed, while the south area of this formation is composed mainly of paragneiss, also intruded by granites.

In the Bourier Lake area, what has been identified as an exhalative massive sulphide horizon in felsic rocks was discovered during fieldwork conducted north of Bourier Lake in the summers of 2010 and 2011. Soil samples taken over an 8-km strike length of this horizon returned anomalous values for Ni, Cu, Zn and Pb. Some channel samples and other grab samples returned anomalous values for Au, As, Ni and Cu. This exhalative horizon in felsic rocks is now known to extend more than 25 km over the property.

The Bourier project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Bourier property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemarre showing.

### **Recent development**

On April 24, 2021, the Company have entered into an option agreement that gives Lomiko the right to acquire up to a 70% interest in the Bourier project.

### **TERMS OF THE TRANSACTION**

Under the Agreement, Lomiko will earn its interest in Bourier project by way of a joint venture arrangement. The key terms of the Agreement are detailed in the below:

#### **GRANT OF FIRST OPTION**

Critical Elements grants to Lomiko the exclusive right and option to acquire, on or before December 31, 2022, an initial 49% Earned Interest in the Bourier Property by issuing to Critical Elements an aggregate of 5,000,000 common shares of Lomiko, by making a cash payments to Critical Elements totalling \$50,000 and by incurring or funding Exploration Expenditures for a total amount of \$1,300,000 on the Property, in detail as follows:

- making a cash payment to Critical Elements of \$25,000 within a delay of five days following the execution of the Agreement (non-refundable) (condition fulfilled);
- making a cash payment to Critical Elements of \$25,000 within a delay of five days following the receipt of the required approvals from the Exchange (condition fulfilled in June 2021);
- issuing to Critical Elements 5,000,000 common shares immediately following the receipt of the required approvals from the Exchange (condition fulfilled in June 2021); and
- incurring or funding Exploration Expenditures aggregating not less than \$1,300,000 on the Bourier Property, of which an amount of \$550,000 must be incurred or funded before December 31, 2021 and an amount of \$750,000 before December 31, 2022.

#### **GRANT OF SECOND OPTION**

Subject to Lomiko having exercised the First Option, Critical Elements will also grant to Lomiko the exclusive right and option to increase its undivided interest in and to the Bourier Property from 49% to 70% by making a cash payment to Critical Elements of \$250,000, by issuing to Critical Elements an



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aggregate of 2,500,000 common shares of Lomiko, by incurring or funding additional Exploration Expenditures for an amount of \$2,000,000 and by delivering a resource prepared in compliance with NI 43-101 standards on the Bourier Property prepared by a Qualified Person independent of Lomiko and Critical Elements, for a period commencing on the delivery of the First Option Exercise Notice and ending December 31, 2023, in summary as follows:

- making a cash payment to Critical Elements an amount of \$250,000 and issuing 2,500,000 common shares of Lomiko, on or before the date of delivery of the First Option Exercise Notice;
- incurring or funding additional Exploration Expenditures for an amount of \$2,000,000 on or before December 31, 2023; and
- delivering the Resource Estimate to Critical Elements on or before December 31, 2023.

#### **MILESTONE PAYMENTS**

Subject to Lomiko's right to withdraw from and terminate the First Option, Lomiko agrees to pay the following milestone payments to Critical Elements, payable at any time following the exercise of the First Option upon the occurrence of the following:

- On the estimation of a drilled defined resource (NI 43-101 compliant) of 5,000,000 tonnes at a cut-off grade of 0.6% Li<sub>2</sub>O (all categories) a payment of \$750,000, payable in cash or in common shares of Lomiko at the sole discretion of Lomiko;
- On the estimation of a drilled defined resource (NI 43-101 compliant) of 10,000,000 tonnes at a cut-off grade of 0.6% Li<sub>2</sub>O (all categories) a payment of \$1,000,000, payable in cash or in common shares of Lomiko at the sole discretion of Lomiko;
- On the estimation of a drilled defined resource (NI 43-101 compliant) of 15,000,000 tonnes at a cut-off grade of 0.6% Li<sub>2</sub>O (all categories) a payment of \$1,500,000, payable in cash or in common shares of Lomiko at the sole discretion of Lomiko; and
- On the estimation of a drilled defined resource (NI 43-101 compliant) of 20,000,000 tonnes at a cut-off grade of 0.6% Li<sub>2</sub>O (all categories) a payment of \$2,000,000, payable in cash or in common shares of Lomiko at the sole discretion of Lomiko.

#### **ROYALTY**

Following the exercise of the First Option by Lomiko, and in addition to the amounts paid, common shares issued and Exploration Expenditures incurred or funded by Lomiko under the First Option and thereafter under the Second Option, as applicable, Critical Elements shall receive a royalty equal to 2% net smelter returns resulting from the extraction and production of any Minerals on the Bourier Property.

The Royalty including the right of Lomiko to purchase a portion thereof (1%) by paying to Critical Elements a total cash amount of \$2,000,000.

#### **OPERATOR**

During the agreement, Critical Elements shall act as the operator and as such, shall be responsible for carrying out and administering the Exploration Expenditures on the Property, in accordance with a work program approved by the Parties regarding the Property.

#### **LITHIUM MARKETING RIGHTS**

In the event of a Lithium discovery, Critical Elements will retain Lithium Marketing Rights meaning the exclusive right of Critical Elements to market and act as selling agent for any and all Lithium products, including Lithium ore, concentrate and chemical, resulting from the extraction and production activities on the Bourier Property, including transformation into chemical products.

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## **Work done during the period**

Evaluation and Exploration expenses of \$48,834 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Bourier project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

## **CAUMONT – LITHIUM, COPPER, NICKEL, PGE AND GOLD PROJECT**

### **Property Description**

The Caumont property is made of four non-adjacent claim blocks totalling 94 claims spread over 50.37 kilometres in the eastern part of the Lac des Montagnes volcano-sedimentary formation. These blocks are identified as Nemiscau Lake, Kename, Caumont West and Caumont East. A Hydro-Quebec power line crosses the southern part of the Nemiscau Lake block in a NW/SE direction. This block can easily be accessed by road up to Lac Nemiscau, located close to the west boundary of the block, and then by boat. The Kename block is located East of Lac Kanamakuskacik and South West of Lac de la Sicotière. It can also be accessed by road. The Caumont West block can be accessed by plane, landing on Lac Caumont, or directly by helicopter. The Caumont East block can be accessed by helicopter.

The four blocks forming the property are located in the eastern part of the Lac des Montagnes volcano-sedimentary formation. The formation is locally composed of amphibolite quartz-rich paragneiss, biotite and sillimanite-bearing schist, pegmatite, basalt and ultramafic intrusives.

The property is currently recognized for its magmatic nickel (Ni), copper (Cu) and platinum group elements (PGE) potential. Geophysical surveys show the signature and extent of ultramafic intrusions and iron formations, with some of them confirmed by historic geological reports. In addition, some areas of the property show potential for gold mineralization associated with shear zone:

- Associated with the Tent showing, aplitic dykes overlapping the mafic and ultramafic rocks show gold potential. The best values were 4.29% Cu, 4.34 g/t Au, 16.65 g/t Ag and 1.74 g/t Pd. Mineralization could be due to remobilization of the host rock mineralization.
- 100 metres east of the Tent showing, grab sample L943057, collected in a muscovite-rich metasediment with 15% arsenopyrite and quartz veins, returned 1.6 g/t Au.
- 10 meters from this sample, grab sample L943077, collected in a metasediment with 20% garnet porphyry, 5% arsenopyrite and 5% pyrite, returned 0.219 g/t Au.
- At the west end of the Caumont West block, a metasediment with mineral segregation (alternating silicified bands with chloritic bands) with traces of sulphides was sampled. Grab samples L943046 and L943418 returned 0.239 g/t and 0.167 g/t Au, respectively.

The Caumont project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Caumont property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemarre showing.

## **Work done during the period**

Evaluation and Exploration expenses of \$53,320 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Caumont project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

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Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

#### **DUMULON – LITHIUM, ZINC, LEAD AND GOLD PROJECT**

##### **Property Description**

The Dumulon property consists of 36 contiguous cells covering a total area of 1,929 hectares. The project is located 20 km south of the Nemiscau airport and can be accessed by helicopter.

The property is located in the central part of the Lac des Montagnes volcano-sedimentary formation. The geology covered by the property is mainly composed of paragneiss with local granitic intrusions. South of Indian Lake, discontinuous lenses of metabasalts and amphibolites were mapped. Strong EM anomalies are associated with plurikilometric magnetic bands oriented NW70°.

The property is currently known for its SEDEX-type deposits and disseminated and replacement gold deposits potential. All conductive anomalies appear to be caused by a graphitic shear zone mineralized in pyrite and pyrrhotite. The Dumulon showing is associated with a carbonate dyke, 60 cm wide, embedded in an outcrop of metasediments. The sphalerite and galena mineralization returned four grab samples with values of between 1.2 and 4.6% Zn, associated with Pb levels between 0.4 and 3.0%. In addition, three grab samples returned gold values of 0.19 g/t, 0.25 g/t and 0.29 g/t Au.

The Dumulon project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Dumulon property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemarre showing.

##### **Work done during the period**

Evaluation and Exploration expenses of \$36,486 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Dumulon project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

#### **DUVAL – LITHIUM, GOLD, COPPER, NICKEL AND PGE PROJECT**

##### **Property Description**

The Duval property is composed of two blocks totaling 46 claims covering a total area of 2,458.92 hectares and covers a distance of about 12 kilometres along a SW-NE axis. The Duval main block is contiguous to the Valiquette main block to the northeast. It lies about two kilometres south of the Route du Nord and is served by a Hydro Quebec power line and a gravel road, which cross the southern half of the block in a southeasterly direction. The Duval main block can be accessed by the road leading to Lac des Montagnes and then by boat. An old winter road along the SE shore of Lac des Montagnes has been refurbished and can be used for winter drilling on the main block.

The property is located in the middle part of the Lac des Montagnes volcano-sedimentary formation. In the vicinity of the Duval block, the formation is about 8 km wide and is oriented NE. It is locally composed of amphibolite quartz-rich paragneiss, biotite and sillimanite-bearing schist, pegmatite, basalt and ultramafic intrusives. Geophysical surveys show the signature and extent of ultramafic intrusions and iron formations, with some of them confirmed by historical drilling.

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As the Duval property is located in the same geological environment as the Valiquette property, it is currently recognized for its magmatic nickel (Ni), copper (Cu) and platinum group elements (PGE) potential.

The Duval project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Duval property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemarre showing

### **Work done during the period**

Evaluation and Exploration expenses of \$14,650 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Duval project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

### **LEMARE – GOLD, COPPER, NICKEL, PGE AND LITHIUM PROJECT**

#### **Property Description**

The Lemare property is composed of one block totaling 231 claims covering an area of 11 143.51 hectares for a length of over 20 kilometres in a SW-NE direction. It is contiguous to the Nisk property on its northwest border. Secondary roads running from a Hydro-Québec power line and permanent gravel roads that run along its northwest boundary provide access all through the property.

The Lac des Montagnes volcano-sedimentary formation crosses the Lemare property in a NE direction. It is composed of paragneiss (gneiss formed of metamorphosed sediment), amphibolites and granitic intrusives. The north part of the Lac des Montagnes formation is mainly composed by orthogneisses intruded by granites, while the south is composed principally of paragneisses, also intruded by felsic to intermediate intrusives.

Several areas of the property show potential for gold mineralization. There is substantial evidence of hydrothermal activity, such as the many silicified and oxidized corridors of mineralization associated with pyrite and pyrrhotite, the presence of quartz-tourmaline veins and the arsenopyrite and tourmaline mineralization hosted in shear zones. The showings of the property are summarized below:

- The Lac de la Chlorite showing is hosted in a metabasalt with 10 to 15% arsenopyrite and returned gold values of 1.645 g/t, 0.726 g/t and 0.532 g/t.
- The Lac de la Sillimanite showing, having previously returned 4.7 g/t Au (Raymond, 2009), was resampled, and three grab samples returned 0.877 g/t, 0.368 g/t and 0.125 g/t Au.
- On target NI-8, quartz-tourmaline veins returned values of 0.33 and 0.23 g/t Au.
- SE of target NI-1, an outcrop of metasediment with 5% pyrite as returned 0.15 g/t Au. Two boulders in the area returned grades of 0.17 g/t and 0.09 g/t Au.
- To the east of Post Albanel, at the Ancre showing in the Lac Voirdye area, a grab sample in a mineralized metabasalt with 1% pyrite returned 0.53 g/t Au, 1.55 g/t Ag and 0.12% Cu.

The potential for nickel-copper-PGE mineralization is confirmed by the presence of the Nisk-1 deposit nearby. Several magnetic anomalies are present on the property; these have not been drill tested.

The GRAAB showing, a spodumene pegmatite with an apparent thickness of 5 to 14 metres by 200 metres, has been identified. A total of 43 samples were collected along 62 metres of channels. Eleven of these samples showed a Li<sub>2</sub>O content superior to 2%. This discovery proves that new lithium pegmatites could still be discovered on the Lemare property.

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Lepidico Ltd. carried out two drilling programs on the Lemare project within the scope of an option agreement that expired on July 27, 2018.

The best results included:

- **41.5 m at 1.71% Li<sub>2</sub>O**, including 15 m at 2.18% Li<sub>2</sub>O and 6 m at 3.6% Li<sub>2</sub>O in Hole LE-16-14
- **21 m at 2.65% Li<sub>2</sub>O** in Hole LE-16-13
- **18.85 m at 1.35% Li<sub>2</sub>O**, including 8.4 m at 2.26% Li<sub>2</sub>O in Hole LE-16-07
- **23 m at 1.61% Li<sub>2</sub>O**, including 10.5 m at 2.51% Li<sub>2</sub>O in Hole LE-16-03.

### **Work done during the period**

Evaluation and Exploration expenses of \$73,251 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Lemare project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

## **NISK – LITHIUM, COPPER, NICKEL, PGE AND GOLD PROJECT**

### **Property Description**

The Nisk property is composed of one block totaling 100 claims covering an area of 5,113.95 hectares and a length of over 20 kilometres. The Route du Nord from Chibougamau runs inside the south border of the property. The property is also traversed in a NE direction by a Hydro-Québec power line and a road that heads north to the Eastmain River and beyond to the La Grande River area.

The Lac des Montagnes volcano-sedimentary formation crosses the property in a NE direction. The geology covered by the property is mainly composed of biotite, sillimanite, staurolite and garnet-bearing gneisses and granites, pegmatites, amphibolites and ultramafic intrusive rocks. Geophysical surveys show the signature and extent of ultramafic intrusions, some of which have been historically confirmed by drilling. The north part of the Lac des Montagnes formation is mainly composed by orthogneisses intruded by granites, while the south is composed principally of paragneisses, also intruded by granites.

The property is currently known for its magmatic nickel-copper sulphide deposits associated with ultramafic intrusion potential. It notably hosts the Nisk-1 Ni-Cu-PGE deposit.

### **Nisk-1 Ni-Cu-PGE deposit**

The Nisk-1 deposit is located at UTM coordinates 459,950 mE / 5,728,500 mN. It is hosted in an elongated body of serpentinized ultramafic rocks that intrude the Lac des Montagnes paragneiss and amphibolite sequence. The ultramafic rock intrusion is a sill bordered by paragneisses and amphibolites. Quite similar on either side of the ultramafic sill, they still can be subdivided into a lower paragneiss sequence ("LPS") to the NW of the sill (stratigraphically older) and an upper paragneiss sequence ("UPS") to the SE of the sill (stratigraphically younger).

The ultramafic sill is not a single intrusion. At least two distinct lithological units can be identified. The first, a grey serpentinized peridotite with magnetite veinlets, does not contain any sulphide minerals. The second is a black serpentinized peridotite with chrysotile veinlets. The Ni-Cu-Co-Fe sulphide mineralization is invariably associated with this black serpentine.

In summary and on average, the sequence intersected by drilling, (striking N164°E with a 50° to 70° plunge to the SE) in the ultramafic body is as follows: (i) 35 meters of unmineralized grey serpentine;

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(ii) 4 meters of unmineralized black serpentinite; (iii) 12 meters of massive to disseminated sulphides in black serpentinite; and (iv) 27 meters of unmineralized black serpentinite, sometimes alternating with the grey serpentinite, also unmineralized.

The Nisk project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Nisk property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemarre showing.

### **Recent development**

On December 22, 2020, the Company signed an agreement with Power Nickel to option up to 80% of the Nisk nickel-copper-PGE project ("Nisk-1"), in Quebec's Eeyou Istchee James Bay territory in Quebec.

### **Option Terms**

#### **GRANT OF FIRST OPTION**

The Company grants to Power Nickel the exclusive right and option to acquire, on or before the date that is three years from the TSX.V approval (February 24, 2021), an initial 50% Earned Interest in Nisk-1. In order to acquire this interest, Power Nickel must:

- (a) make cash payments totaling \$500,000 to the Company on or before the dates set out below:
  - (i) a non-refundable amount of \$25,000 on the date of execution of the agreement (condition fulfilled);
  - (ii) an amount of \$225,000 within a delay of five Business Days following the Effective Date (condition fulfilled); and
  - (iii) an amount \$250,000 within a delay of six months from the Effective Date (condition fulfilled in July 2021).
- (b) Issue to the Company within a delay of five Business Days following the Effective Date, 12,051,770 Shares of Power Nickel (condition fulfilled).
- (c) incur an aggregate of \$2,800,000 of Work Expenditures on Nisk-1 on or before the dates set out below:
  - (i) \$500,000 in Work Expenditures on or before the date that is one year from Effective Date;
  - (ii) \$800,000 in Work Expenditures on or before the date that is two years from Effective Date; and
  - (iii) \$1,500,000 in Work Expenditures on or before the date that is three years from Effective Date.

#### **GRANT OF SECOND OPTION**

Subject to Power Nickel having exercised the First Option, the Company hereby also grants to the Optionee the exclusive right and option to increase its Earned Interest in and to Nisk-1 from 50% to 80% by incurring or funding additional Work Expenditures for an amount of \$2,200,000, including the delivery of a Resource Estimate, for a period commencing on the delivery of the First Option Exercise Notice and ending on the date that is four years from Effective Date.

Following the exercise of the Second Option, until such time as a definitive Feasibility Study regarding extraction and production activities on Nisk-1 is delivered to the Joint Venture, Critical Elements shall maintain a 20% non-dilutive interest in the Joint Venture and shall not contribute to any Joint Venture costs.

#### **OPERATORSHIP**

During the currency of the Agreement, except as otherwise contemplated under the Agreement, Power Nickel shall act as the operator and shall be responsible for carrying out and administering the Work Expenditures on Nisk-1. Power Nickel shall be entitled to receive a management fee equal to 10% of the

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amount of Work Expenditures incurred on internal work and equal to 5% of the amount of Work Expenditures incurred on contract work carried by third party contractors or consultants.

## **ROYALTY**

Following the exercise of the First Option by Power Nickel, and in addition to the obligations of Power Nickel under the First and Second Option, if applicable, Critical Elements shall receive, in the event of a Lithium discovery, a royalty equal to 2% net smelter returns resulting from the extraction and production of Lithium products, including Lithium ore, concentrate and chemical, resulting from the extraction and production activities on Nisk-1, including transformation into chemical products. Power Nickel shall have the right at any time to purchase 50% of the Royalty and thereby reduce the Royalty to 1% by paying to Critical Elements a total cash amount of \$2,000,000.

## **LITHIUM MARKETING RIGHTS**

In the event of a Lithium discovery, Critical Elements will retain Lithium Marketing Rights meaning the exclusive right of Critical Elements to market and act as selling agent for any and all Lithium products, including Lithium ore, concentrate and chemical, resulting from the extraction and production activities on Nisk-1, including transformation into chemical products.

## **Work done during the period**

Evaluation and Exploration expenses of \$12,193 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Arques project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

## **VALIQUETTE – LITHIUM, COPPER, NICKEL, PGE AND GOLD PROJECT**

### **Property Description**

The Valiquette Property is composed of one block totaling 104 claims covering an area of 5,563.07 hectares. It is measuring about 20 kilometers in a SE-NW direction and is contiguous South West to the Duval main block. The property can be accessed by a Hydro-Quebec gravel road up to the Lac des Montagnes, and then by boat. An old winter road along the SE shore of Lac des Montagnes can be used for works.

The property is located in the middle part of the Lac des Montagnes volcano-sedimentary formation. In the vicinity of the Duval block the formation width is about 8 km and its orientation NE. It is locally composed of amphibolite quartz-rich paragneiss, biotite and sillimanite-bearing schist, pegmatite, basalt and ultramafic intrusives. Geophysical surveys show the signature and extent of ultramafic intrusions and iron formations, with some of them confirmed by historical drilling.

The property is currently recognized for its magmatic nickel (Ni), copper (Cu) and platinum group elements (PGE) potential and host the Valiquette showing. The Valiquette showing is associated with a peridotite intrusions at the contact of the volcanogenic sediment of the Lac des Montagne formation. Historical results of surface sampling returned up to 1.75% Ni and 1.42% Cu (grab samples) and the best intersections returned from the 2011 drilling campaign are 2.66% Ni and 0.71% Cu over 3.2 meters, 0.78% Ni and 0.47% Cu over 4.8 meters, 1.15% Ni and 0.39% Cu over 8.3 meters and 1.47% Ni and 0.26% Cu over 2.5 meters.

The Valiquette project offers strong lithium potential in a well-established area. The lithium pegmatites tend to occur in swarms in the volcano-sedimentary units. The Valiquette property covers a large part of the regional volcano-sedimentary unit, a favourable unit that hosts Nemaska Lithium's Wabouchi deposit and the Lemarre showing.

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### **Work done during the period**

Evaluation and Exploration expenses of \$61,419 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Valiquette project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

### **BLOC 1 – LITHIUM, NICKEL AND COPPER PROJECT**

#### **Property Description**

The Bloc 1 Property is composed of one block totaling 74 claims covering an area of 3,953.70 hectares. It is measuring about 13 kilometers in a SW-NE direction and is contiguous South West to the Nisk-South main block. It is wholly-owned by the Company.

#### **Work done during the period**

Evaluation and Exploration expenses of \$107,394 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Bloc 1 project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

### **BLOC 2 TO 6 – LITHIUM, NICKEL AND COPPER PROJECT**

#### **Property Description**

The Bloc 2 to 6 Property is composed of one block totaling 10 claims covering an area of 534.68 hectares. The property Bloc 2 to 6 is located in the east, southeast of the Duval main block. It is wholly-owned by the Company.

#### **Work done during the period**

Evaluation and Exploration expenses of \$4,367 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company completed a high-resolution heliborne magnetic survey of 17,187 linear kilometers on the Bloc 2 to 6 project and its vast portfolio of properties located in the James Bay Eeyou Istchee territory which cover approximately 700 square kilometers. The objective of the survey was to identify structures that would be high priority lithium targets for future exploration.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.



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## **BLOC 7 – LITHIUM, NICKEL AND COPPER PROJECT**

### **Property Description**

The Bloc 7 Property is composed of one block totaling 54 claims covering an area of 2,890.54 hectares. It is measuring about 7 kilometers in a SW-NE direction and is contiguous to the Valiquette, Dumoulon and Caumont Est main blocks. It is located southwest of Valiquette block, north of Dumoulon block and east of Caumont Est block. It is wholly-owned by the Company.

### **Work done during the period**

Evaluation and Exploration expenses of \$79,916 were incurred during the nine-month period ended May 31, 2021.

In March 2021, the Company started a high-resolution heliborne magnetic survey over the Bloc 7 project. By covering the known mineralisation on the Rose deposit and the known Hélico, Pivert, and Lemare showings, their geophysical signatures will be useful to identify similar signatures and corresponding structures that may be associated with spodumene-bearing pegmatite. In addition to potentially identifying spodumene, the survey will also generate prospective targets for nickel and copper mineralization.

Management however pursues its research to find a partner to continue exploration activities or to find a potential buyer.

### **Person In Charge of Technical Disclosure**

Paul Bonneville, Mining Eng., Project Manager of the Company, is the qualified person under *NI 43-101 on standards of disclosure for mineral projects* that has reviewed and approved the technical content of this MD&A for the properties.

### **RESULTS OF OPERATIONS**

Critical Elements anticipates that, for the foreseeable future, quarterly results of operations will primarily be impacted by several factors, including the timing of exploration and the efforts and timing of expenditures related to the development of the Company. Due to fluctuations in these factors, the Company believes that the period-to-period comparisons of operating results are not a good indication of its future performance.

The comments below provide an analysis of the operating results for the nine-month period ended May 31, 2021. The selected financial information shown below is taken from the unaudited condensed interim financial statements for each of the nine-month periods indicated.

## FINANCIAL HIGHLIGHTS

	May 31 (9 months)	
	2021	2020
Interest income and other revenues	\$ 42,167	\$ 39,005
General administrative expenses	\$ 145,609	\$ 180,285
Salaries and fringe benefits	\$ 682,537	\$ 664,506
Registration, listing fees and shareholders' information	\$ 78,968	\$ 43,955
Professional and consultant fees	\$ 348,920	\$ 216,982
Share-based compensation	\$ 206,316	\$ 116,140
Depreciation of fixed assets	\$ 1,741	\$ 2,289
Depreciation of right-of-use assets	\$ 14,997	\$ 38,376
Net change in fair value of marketable securities	\$ 1,438,164	\$ (15,386)
Loss on derecognition of long-term debt	\$ 169,950	\$ -
Engineering Study	\$ 570,204	\$ -
Gain realized on the sale of options on mining properties	\$ (2,227,097)	\$ -
Foreign exchange loss	\$ 26,565	\$ 732
Total comprehensive loss for the period	<u>\$ 1,414,707</u>	<u>\$ 1,208,874</u>
Cash & cash equivalents	\$ 7,010,710	\$ 624,067

### Interest Income and other revenues

Interest income and other revenues for the nine-month period ended May 31, 2021, amounted to \$42,167 (2020 - \$39,005) and consisted of interest income and sublease income.

### General Administrative Expenses

General administrative expenses for the nine-month period ended May 31, 2021, consisted mainly of occupancy expenses, travel expenses, promotional activities, office expenses and the Company's claim renewal expenses. The decrease of \$30,602 from the previous period was mainly due to repercussions following the application of IFRS 16, to a decrease in travel expenses and promotional activities attributable to COVID as well as the Company's claim renewal expenses.

### Salaries and fringe benefits

Salaries and benefits for the nine-month period ended May 31, 2021, amounted to \$682,537 (\$664,506 in 2020). This change was due to the upward fluctuation of the exchange rate of the euro, which currency was used for the president's salary and social charges offset by the transfer a portion of salaries and social charges to exploration and evaluation assets charges.

### Registration, Listing Fees and Shareholder Information

Registration, listing fees and shareholder information expenses for the nine-month period ended May 31, 2021, consisted mainly of expenditures of a legal and regulatory nature incurred to comply with the requirements of the securities commission. The \$35,013 variation is mainly due to an increase in shareholder information and transfer agent costs.

### Professional and Consultant Fees

Professional and consulting fees for the nine-month period ended May 31, 2021, consisted primarily of expenses of a legal and accounting nature, as well as audit, business development and management expenses. The \$131,938 increase compared to the previous period was due to higher business development expenses and consultants fees.

## Stock-Based Compensation

Share-based payments and compensation for the nine-month period ended May 31, 2021, represented the recognition of charges for 650,000 options granted to consultants. A compensation expense of \$206,316 (\$116,140 – 2020) calculated using the Black-Scholes option pricing model was allocated during that year in relation to the stock options granted.

## Change in the fair value of the marketable securities

The change in the value of marketable securities is related to fluctuations in the prices of securities held on the TSX Venture Exchange and the Australian Stock Exchange, in the case of the common shares of Lepidico Ltd. During the nine-month period ended May 31, 2021, the Company received 12,051,770 common shares of Power Nickel following the signature of the Option Agreement on the Nisk Property. No marketable securities were disposed during the nine-month period ended May 31, 2021.

## Engineering Study

During the nine-month period ended May 31, 2021, the Company began Phase II of an engineering study for a chemical plant to produce high quality lithium hydroxide monohydrate for the electric vehicle battery and energy storage system industries, which study resulted in result in the recognition of an amount of \$570,204.

## Gain realized on the sale of options on mining properties

During the nine-month period ended May 31, 2021, the Company signed options agreements on Nisk and Bourier properties, which transactions resulted in the recognition of a gain on the sale of options on mining properties of \$ 2,227,097.

The comments below provide an analysis of the operating results for the three-month period ended May 31, 2021. The selected financial information shown below is taken from the unaudited condensed interim financial statements for each of the three-month periods indicated.

## FINANCIAL HIGHLIGHTS

	May 31 (3 months)	
	2021	2020
Interest income and other revenues	\$ 14,622	\$ 10,003
General administrative expenses	\$ 73,523	\$ 55,218
Salaries and fringe benefits	\$ 185,636	\$ 198,486
Registration, listing fees and shareholders' information	\$ 22,410	\$ 14,798
Professional and consultant fees	\$ 129,628	\$ 33,910
Share-based compensation	\$ 30,189	\$ 90,427
Depreciation of fixed assets	\$ 591	\$ 769
Depreciation of right-of-use assets	\$ 4,999	\$ 12,792
Net change in fair value of marketable securities	\$ 1,419,536	\$ (67,211)
Engineering Study	\$ 570,204	\$ -
Gain realized on the sale of options on mining properties	\$ (2,227,097)	\$ -
Foreign exchange (gain) loss	\$ 26,920	\$ (14)
Total comprehensive loss for the period	\$ 221,917	\$ 329,172
Cash & cash equivalents	\$ 7,010,710	\$ 624,067

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### **Interest Income and other revenues**

Interest income and other revenues for the three-month period ended May 31, 2021, amounted to \$14,622 (2020 - \$10,003) and consisted of interest income and sublease income.

### **General Administrative Expenses**

General administrative expenses for the three-month period ended May 31, 2021, consisted mainly of occupancy expenses, travel expenses, promotional activities, office expenses and the Company's claim renewal expenses. The increase of \$18,305 from the previous period was mainly due to repercussions following the application of IFRS 16 as well as the Company's claim renewal expenses.

### **Salaries and fringe benefits**

Salaries and benefits for the three-month period ended May 31, 2021, amounted to \$185,636 (\$198,486 in 2020). This change was due to the upward fluctuation of the exchange rate of the euro, which currency was used for the president's salary and social charges offset by the transfer a portion of salaries and social charges to exploration and evaluation assets charges.

### **Professional and Consultant Fees**

Professional and consulting fees for the three-month period ended May 31, 2021, consisted primarily of expenses of a legal and accounting nature, as well as audit, business development and management expenses. The \$95,718 increase compared to the previous period was due to higher legal and accounting nature expenses offset by a decrease in the cost related to business development expenses and consultant fees.

### **Stock-Based Compensation**

Share-based payments and compensation for the three-month period ended May 31, 2021 represented the recognition of the charge for a tranche of 50,000 options granted to consultants. A compensation expense of \$30,189 calculated using the Black-Scholes option pricing model was allocated during that period in relation to the stock options granted.

### **Change in the fair value of the marketable securities**

The change in the value of marketable securities is related to fluctuations in the prices of securities held on the TSX Venture Exchange and the Australian Stock Exchange, in the case of the common shares of Lepidico Ltd. During the three-month period ended May 31, 2021, the Company received 12,051,770 common shares of Power Nickel following the signature of the Option Agreement on the Nisk Property. No marketable securities were disposed during the three-month period ended May 31, 2021.

### **Engineering Study**

During the three-month period ended May 31, 2021, the Company began Phase II of an engineering study for a chemical plant to produce high quality lithium hydroxide monohydrate for the electric vehicle battery and energy storage system industries, which study resulted in result in the recognition of an amount of \$570,204.

### **Gain realized on the sale of options on mining properties**

During the three-month period ended May 31, 2021, the Company signed options agreements on Nisk and Bourier properties, which transactions resulted in the recognition of a gain on the sale of options on mining properties of \$ 2,227,097.

The selected financial information below was taken from Critical Elements' unaudited financial statements for each of the following quarters:

\$000s of \$ except for share data	May 31 2021	Feb. 28 2021	Nov. 30 2020	August 31 2020	May 31 2020	Feb. 29 2020	Nov. 30 2019	August 31 2019	May 31 2019
Interest income and other revenues	15	16	11	8	10	13	16	31	18
Net loss	222	527	666	356	329	403	477	532	579
Basic and diluted net loss per share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

## LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents as at May 31, 2021, totalled \$7,010,710, compared to \$624,067 as at May 31, 2020. It is management's intention to search further capital funding in the form of equity or debts to support current and future exploration and evaluation assets development.

Financing sources table				
Date	Type	Financings	Amount	General description of the use of proceeds
February 2021	Bought deal private placement	Common shares	\$15,000,040	The net proceed of the financing was used for exploration and development purposes, repayment of interest and long-term debt, fund the general administrative expenses as well as for other working capital needs.
Between February 1 and June 9, 2021	Exercise of share purchase options	Common shares	\$366,500	The net proceed of the financing was used for exploration and development purposes, fund the general administrative expenses as well as for other working capital needs.
Between January 22 and July 8, 2021	Exercise of warrants and brokers and intermediaries options	Common shares	\$241,430	The net proceed of the financing was used for exploration and development purposes, fund the general administrative expenses as well as for other working capital needs.

For the next year, the Company has budgeted \$2,095,000 for administrative expenses. The Company has been successful in the past in raising financing; however, it requires significant additional financing in the near and long-term and there is uncertainty as to the ability to raise such financing. Advanced exploration of some of the mineral properties would require substantially more financial resources. There is no assurance that such financing will be available when required, or under terms that are favourable to Critical Elements. The Company may also select to advance the exploration and development of exploration and evaluation assets through joint ventures. Management is currently considering opportunities for further financing.

## CASH FLOWS

	May 31 (9 months)	
	2021	2020
Operating activities	(2,215,817) \$	(942,130) \$
Financing activities	7,558,478 \$	132,120 \$
Investing activities	(128,452) \$	(546,155) \$
Cash & cash equivalents variation	<u>5,214,209 \$</u>	<u>(1,356,165) \$</u>
Cash & cash equivalents	7,010,710 \$	624,067 \$

During the nine-month period ended May 31, 2021 funds used for operating activities were spent primarily on improving operations and promotion of the Company.

During the nine-month period ended May 31, 2021, the Company's financing activities consisted of the repayment of debt and interest to Helm AG, the issuance of shares following a private placement as well as the exercise stock options and warrants.

During the nine-month period ended May 31, 2021, investment activities consisted primarily of exploration work for the development of the Company's mining properties, the acquisition of investments and the proceeds on options granted on mining properties

## CONTRACTUAL OBLIGATIONS AND OFF-BALANCE-SHEET ARRANGEMENTS

### ROYALTIES ON THE MINING PROPERTIES

PROPERTY	ROYALTY		DESCRIPTION
	Name	Percentage	
Rose Lithium-Tantalum	Jean-Sébastien Lavallée	37.5%	2% NSR of which 1% may be purchased for an amount of \$1,000,000
	Jean-Raymond Lavallée	37.5%	
	Fiducie familiale St-Georges	25%	
Arques	Alain Champagne	100%	1.4% NSR on some claims
	Golden Goose	100%	2% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000
Bourier	Alain Champagne	100%	1.4 % NSR on some claims
Caumont	Golden Goose	100%	2% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000
	Jean-Sébastien Lavallée	50%	1% NSR
	Jean-Raymond Lavallée	50%	
	Victor Cantore	100%	1.5% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000
	Affinage Tectonic	100%	1% NSR on some claims that may be purchased for an amount of \$1,000,000
Duval	Jean-Sébastien Lavallée	50%	1% NSR
	Jean-Raymond Lavallée	50%	
	Golden Goose	100%	2% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000
Lemare	Jean-Sébastien Lavallée	50%	1% NSR
	Jean-Raymond Lavallée	50%	
	Alain Champagne	100%	1.4% NSR sur certains claims
	Golden Goose	100%	2% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000
Nisk	Jean-Sébastien Lavallée	50%	1% NSR
	Jean-Raymond Lavallée	50%	
	Alain Champagne	100%	1.4 % NSR on some claims
	Golden Goose	100%	2% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000
Valiquette	Jean-Sébastien Lavallée	50%	1% NSR
	Jean-Raymond Lavallée	50%	
	Golden Goose	100%	2% NSR on some claims of which 1% may be purchased for an amount of \$1,000,000

### GOING CONCERN

The Company has determined that one of its mining properties, namely Rose Lithium-Tantalum, has economically recoverable ore reserves, pursuant to the NI-43-101 feasibility study with an effective date of November 29, 2017. As at May 31, 2021, the Company determined that it was still in exploration stage with respect to its Rose Lithium-Tantalum property because it has not yet obtain all the required financing and permits to start the construction and development phase of the Rose Lithium-Tantalum Project. The Company has not yet determined whether its other properties have economically recoverable ore reserves.

The exploration and development of mineral deposits involve significant financial risks. The success of the Company will be influenced by a number of factors, including exploration and extraction risks, regulatory issues, environmental regulations and other regulations as well as available financing.

Although management has taken steps to verify titles of the mining properties in which the Company holds an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's property title. The property title may be subject to unregistered prior agreements and non-compliant with regulatory requirements.

For the nine-month period ended May 31, 2021, the Company recorded a net loss of \$1,414,707 (2020 - \$1,208,874) and negative cash flows from operations of \$2,215,817 (2020 – negative cash flows of \$942,130). In addition, as at May 31, 2021, the Company has a cumulated deficit of \$35,891,518 (2020 - \$32,343,396). The Company is still in the exploration stage and, as such, no revenue or positive cash flows have yet been generated from its operating activities. Consequently, management periodically seeks financing through the issuance of shares, the exercise of warrants and share purchase options to continue its operations and to discharge its commitments and liabilities in the normal course of operations.

The Company has been successful in the past in raising financing; however, it requires significant additional financing in the near and long-term and there is uncertainty as to the ability to raise such financing. Specifically, in order to move forward on its mining project Rose Lithium-Tantalum, the Company will have to raise additional funds. If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities during the normal course of operations, and do not reflect the adjustments to the carrying value of assets and liabilities, the reported revenues and expenses and statement of financial position classification that would be necessary if the going concern assumption would not be appropriate. These adjustments could be material.

## RELATED-PARTY TRANSACTIONS

### Transactions with Key Executives and Directors

During the nine-month period ended May 31, 2021 the Company incurred development expenses of \$26,025 (2020 - \$66,686) with Consul-Teck Exploration Minière Inc., a company of which the Chief Executive Officer is a shareholder. No amount was payable as at May 31, 2021 (2020 – \$97,954).

The Company's Chief Executive Officer and a director own a 1% NSR on some of the claims of the Caumont, Duval, Lemare, Nisk and Valiquette properties and 2% NSR on some of the claims of the Rose Lithium-Tantalum property.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

The following table reflects the remuneration of key management and directors of the Company's:

	<b>Nine-month period ended May 31,</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Salaries and fringe benefits	720 065	545 090
Share-based compensation	-	37 452
	<u>720 065</u>	<u>582 632</u>

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## SUBSEQUENT EVENTS

Refer to note 22 in the condensed consolidated interim financial statements.

## CERTIFICATION OF INTERIM FILINGS

The Chief Executive Officer and Chief Financial Officer have signed the official basic certificates for venture issuers as required by *Regulation 52-109 respecting certification of disclosure in issuers' annual and interim filings*, confirming the review, absence of untrue or misleading information and fair presentation of the interim documents filed.

The Chief Executive Officer and Chief Financial Officer have confirmed that they have reviewed the interim financial statements and the interim MD&A (collectively referred to as the "interim filings") of the Company for the nine-month period ended May 31, 2021.

The Chief Executive Officer and Chief Financial Officer have confirmed that, based on their knowledge, having exercised reasonable diligence, the interim filings 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 the interim filings

The Chief Executive Officer and Chief Financial Officer have confirmed that, based on their knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings for these periods.

The following selected financial information is derived from the Company's unaudited financial statements.

## EXPLORATION AND EVALUATION ASSETS

	May 31	
	2021	2020
Balance, beginning of period	\$ 25,972,656	\$ 24,057,958
Add:		
Accrued interest on long-term debt	105,242	86,307
Acquisition of mining property	4,074	-
Community consultations	62,120	64,243
Environmental study	351,966	460,447
Development allowance	721,117	327,658
General exploration and evaluation expenses	18,803	-
Finance expenses	418,027	599,172
	<u>1,681,349</u>	<u>1,537,827</u>
Balance, before deduction	<u>27,654,005</u>	<u>25,595,785</u>
Tax credit related to resources	(281,335)	-
Proceeds on options on mining properties	(3,950,790)	-
Gain realized on the sale of options on mining properties	<u>2,227,097</u>	<u>-</u>
	<u>(2,005,028)</u>	<u>-</u>
Balance, end of period	<u>\$ 25,648,977</u>	<u>\$ 25,595,785</u>



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**MATERIAL COMPONENTS**

	<b>2021</b>	May 31 <b>2020</b>	<b>2019</b>
<b>Statements of Comprehensive Income</b>			
Net loss and comprehensive loss for the period	<b>\$ 1,414,707</b>	\$ 1,208,874	\$ 3,901,700
Professional and consultant fees	<b>\$ 348,920</b>	\$ 216,982	\$ 294,907
Salaries and fringe benefits	<b>\$ 682,537</b>	\$ 664,506	\$ 899,046
General administrative expenses	<b>\$ 145,609</b>	\$ 180,285	\$ 265,503
Stock-based compensation	<b>\$ 206,316</b>	\$ 116,140	\$ 255,190

	<b>2021</b>	May 31 <b>2020</b>	<b>2019</b>
<b>Statements of Financial Position</b>			
Exploration and evaluation assets	<b>\$ 25,648,977</b>	\$ 25,595,785	\$ 22,902,721
Long-term debt	<b>\$ 797,753</b>	\$ 4,765,502	\$ 3,851,995
Lease liabilities	<b>\$ 66,052</b>	\$ 181,326	\$ -
Accrued interest on long-term debt	<b>\$ -</b>	\$ 1,732,767	\$ 1,192,767

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**DISCLOSURE OF OUTSTANDING SHARE DATA (as at July 21, 2021)**

**Common shares outstanding:** 183,456,780

**Options outstanding:** 6,750,000

Average exercise price of: \$ 0.72

<u>Expiry date</u>	<u>Number of shares</u>	<u>Exercise price</u>
		<b>\$</b>
November 2021	3,575,000	0.56
January 2022	100,000	0.355
February 2022	50,000	0.35
March 2022	325,000	0.40
September 2022	150,000	0.30
November 2022	400,000	0.73
November 2022	50,000	0.82
February 2023	1,600,000	1.25
March 2023	50,000	1.26
November 2023	200,000	0.80
April 2024	50,000	0.52
March 2025	200,000	0.24
	<u>6,750,000</u>	

**Brokers and intermediaries options:** 796,368

Average exercise price of: \$ 1.10

<u>Expiry date</u>	<u>Number of shares</u>	<u>Exercise price</u>
		<b>\$</b>
February 2023	796,368	1.10
	<u>796,368</u>	

**Warrants outstanding:** 11,314,688

Average exercise price of: \$ 1.23

<u>Expiry date</u>	<u>Number of shares</u>	<u>Exercise price</u>
		<b>\$</b>
May 2020	4,496,488	0.45
February 2023	6,818,200	1.75
	<u>11,314,688</u>	

**CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of estimates require the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

Critical judgments in applying the Company's accounting policies are detailed in the Annual Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

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## SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed interim financial statements have been prepared following the same accounting policies used in the audited financial statements for the year ended August 31, 2020, unless otherwise specified, please refer to Notes 4 and 5 accompanying the condensed interim financial statements as of May 31, 2021.

## FINANCIAL INSTRUMENTS

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as fair value through profit or loss ("FVPL"), directly attributable transaction costs. Financial instruments are recognized when the Company becomes party to the contracts that give rise to them and are classified as amortized cost, FVPL or fair value through other comprehensive income, as appropriate

A description of financial instruments and their fair value is included in the Financial Statements filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

## RISKS FACTORS

Critical Elements is subject to a variety of risks, some of which are described below. If any of the following risks occur, the Company's business, results of operations or financial condition could be adversely affected in a material manner. The risks described herein and in other documents forming part of the Company's disclosure record are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also materially and adversely affect its business. Prospective purchasers or holders of CRE's common shares should give careful consideration to all risk factors enumerated below.

### *Risks Factors Related to the Company*

**Lack of Revenue.** As the Company does not have revenues, it is dependent upon future financings to continue its plan of operation, yet stay in business. The Company does not have a history of revenue or return on investment, and there can be no assurance that it will generate revenue, operate at a profit, or yield return on investment in the future.

**The Company's Dependence upon the Rose Lithium-Tantalum Property.** Although the Company owns title interest in a number of properties, the Company expects future mining operations at the Rose Lithium-Tantalum Property to account for most or all of the Company's ore production unless additional properties are brought into production or other producing properties are acquired. Any adverse condition affecting the Rose Lithium-Tantalum Property could be expected to have a material adverse effect on the Company's financial performance, results of operations and prospects. While the Technical Report demonstrates the economic feasibility of the Rose Lithium-Tantalum Property, the inability to achieve commercial operations on a basis that is economically viable, will have a material adverse effect on the Company. The Company's ongoing development of the Rose Lithium-Tantalum Property involves the exploration of new areas although there is no assurance that additional mineral resources or mineral reserves will be discovered. Even if discovered, extraction of ore from new areas may present new or different challenges for the Company and may not be economic.

**Exploration and Mining Risks.** The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, 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. From time to time the Company increases its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors, including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Company's mineral properties, nor any known bodies of commercial ore. Programs conducted on the Company's mineral

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property would be an exploratory search for ore.

**Titles to Property.** While the Company has reviewed and is satisfied with the titles to its mineral properties, and, to the best of its knowledge, such titles are in good standing, there is no guarantee that titles to such properties will not be challenged or impugned. The properties may be subject to prior unregistered agreements of transfer or aboriginal land claims, and titles may be affected by undetected defects. In addition, according to the applicable mining legislation in the Province of Québec, the Company will need to incur expenditures on its properties and pay a rent in order to renew claims upon their expiry. There can be no assurance that the Company will be successful in renewing all such claims. The properties in which the Company holds an interest are not currently subject to territorial claims on behalf of First Nations. No insurance can however be provided to the effect that such will not be the case in the future.

**Permits and Licenses.** The Company's activities and operations may 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. There can be no assurance that various permits which the Company may require in the normal course for its current and anticipated exploration, development and construction activities as well as mining operations, including without limitation, on the Rose Lithium-Tantalum Property will be maintainable or obtainable on reasonable terms or on a timely basis. Furthermore, any delays in obtaining the anticipated construction permits would have an adverse effect on the Company's timing and costs.

**Dividend Policy.** No dividends on the common shares of the Company have been paid to date. The Company anticipates that, for the foreseeable future, it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including the Company's operating results, financial condition, and current and anticipated cash needs.

**Conflicts of Interest.** Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the CBCA. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

**Key Employees.** The success of the Company is currently largely dependent on the performance of its directors and officers as well as its operations and technical leaders. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

**Labour Relations.** While the Company has good relations with its employees, there can be no assurance that it will be able to maintain positive relationships with its employees. In addition, relations between the Company and its employees may be impacted by regulatory or governmental changes introduced by the relevant authorities in whose jurisdictions the Company carries on business as well as by the COVID-19 pandemic. Adverse changes in such legislations or in the relationship between the Company and its employees could have a material adverse impact on the Company's business, results of operations and financial condition.

**Mineral Exploration and Development Activities Inherently Risky.** The business of exploration for minerals and mining involves a high degree of risk that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Few properties that are explored are ultimately

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developed into mineral deposits with significant value. Unusual or unexpected ground or water conditions, geological formation pressures, fires, rock bursts, power outages, labor disruptions, flooding, earthquakes, explosions, cave-ins, landslides, mechanical equipment and facility performance problems, the inability to obtain suitable adequate machinery, equipment or labor and other unfavorable operating conditions are some of the risks involved in the operation of mines and the conduct of exploration and development programs. Unknown rock mechanics and hydrogeological conditions that cannot be predicted ahead of mining, such as faulting, zones of weak rock, or zones of unanticipated water inflow, may only be discovered during mining and may require significant changes to the mining plan. While lab testing may reduce uncertainty in some of the rock properties, it is never possible to identify all of these potential risks in advance. The Company's Rose Lithium-Tantalum Property and any future mining operations will be subject to all the hazards and risks normally incidental to exploration, development and production, any of which could result in work stoppages and damage to or destruction of exploration or development facilities, mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

**Estimates of mineral resources and mineral reserves.** The estimates of mineral resources and mineral reserves for the Rose Lithium-Tantalum Property have been prepared in accordance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101"). There are numerous uncertainties inherent in estimating mineral resources and mineral reserves and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that any categories of mineral resources or reserves will be upgraded to higher categories. The estimation of mineralization is a subjective process and the accuracy of estimates is a function of quantity and quality of available data, the accuracy of statistical computation and the assumptions and judgments made in interpreting engineering and geological information. Mineral reserves at the Rose Lithium-Tantalum Property have been determined to be economic ore in the context of the Technical Report in accordance with NI 43-101. However, factors such as market price fluctuations, increased production costs, reduced recovery rates, and changes to other assumptions applied to the estimates, may render the mineral reserves uneconomic. It should be understood that the mineral resources and mineral reserves presented in the Technical Report are estimates of the size and grade of the deposits based on a number of drillings and samplings and on assumptions and parameters available. The level of confidence in the estimates depends upon a number of uncertainties. These uncertainties include, but are not limited to, future changes in product prices and/or production costs, differences in size and grade and recovery rates from those expected, and changes in project parameters. There is no assurance that the Rose Lithium-Tantalum Property implementation will be realized or that the current estimates of volume and grade of minerals mined/processed or of cash flows derived from production will be achieved.

**Nature of the Company's business.** It is not anticipated that the Company will earn income from ongoing operations in the near future; those operations are aimed at the discovery and development of lithium deposits for economic value. There is no assurance that any deposits having economic value will be discovered or, if discovered, will be sufficient to sustain feasible mining activities or profitable operations.

The Company's operations are subject to all of the hazards and risks normally incidental to exploration and development of lithium properties, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The Company's activities may be subject to prolonged disruption of activities or scheduled work programs, due to weather conditions, barriers to property access, whether natural (such as floods or road damage) or man-made (such as blockades), depending on the location of operations in which the Company has interests. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including cave-ins, fires, flooding, earthquakes or other conditions may occur. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely

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affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a lithium deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company not receiving an adequate return on invested capital.

**Unanticipated metallurgical processing problems.** Unanticipated metallurgical processing problems may occur during operations, including, without limitation, mechanical problems with milling or extraction equipment, unexpected grade anomalies in processed material, contaminants in processing or processed material, and the inability to operate tested processes at scale which can lead to lower metallurgical recoveries than expected and delay and impede operations, which may affect the profitability of the Rose Lithium-Tantalum Property. In addition, further metallurgical testing or operations may determine that the metals cannot be extracted as economically as anticipated.

**Life of Mine Plan.** The life of mine plan proposes to mine 26.8 Mt of ore, 182.4 Mt of waste, and 11.0 Mt of overburden for a total of 220.2 Mt of material. The average stripping ratio is 7.2 tonnes of stripping per tonne of ore. The planned production rate is at 4,600 tonnes per day over 350 operating days per year. The open pit mining schedule allows for a 17-year mine life. The mine will produce a total of 26.8 million tonnes of ore grading an average of 0.85% Li<sub>2</sub>O and 133 ppm Ta<sub>2</sub>O<sub>5</sub>, including dilution. The mill will process 1.61 million tonnes of ore per year to produce an annual average of 236,532 tonnes of technical and chemical grade spodumene concentrate and 429 tonnes of tantalite concentrate. However, significant changes in the life of mine plan can occur as a result of experience obtained in the course of carrying out the Company's mining activities, changes in mining methods and rates, process changes, investments in new equipment and technology and other factors. There can be no assurance that the estimates in the Company's plan will be consistent with future economic factors or actual results and performance or that the Company will not amend its existing life of mine plan for its Rose Lithium-Tantalum Property in the future.

**Need for Funding and Time of Development.** There is a risk that the development of the Rose Lithium-Tantalum Property into commercial production will not be completed on time or on budget, or not at all. The development and construction schedule of the Rose Lithium-Tantalum Property is based on management's expectations, and may be delayed by a number of factors, some of which are beyond the Company's control. It is common in new mining operations to experience unexpected costs, problems and delays during permitting, construction, development and mine start-up. Most, if not all, projects of this kind suffer delays in start-up and commissioning due to late delivery of components, the inadequate availability of skilled labour and mining equipment, adverse weather or equipment failures, the rate at which expenditures are incurred, delays in construction schedules, or delays in obtaining the required permits or consents, or to obtain the required financing. In addition, delays in the early stages of mineral production often occur. During this time, the economic feasibility of production may change. Capital and operating costs are estimates based on the interpretation of geological data, pre-feasibility and feasibility studies and other conditions, and there can be no assurance that they will prove to be accurate. The costs, timing and complexities of developing the Rose Lithium-Tantalum Property may be significantly higher than anticipated, including because the availability of infrastructure such as surface access, skilled labour, and energy at an economic cost, cannot be assured. In addition, cost estimates may increase significantly as more detailed engineering work and studies are completed. The Company requires financing through equity and/or debt securities to complete the development, construction and commissioning of the Rose Lithium-Tantalum Property and to fund future working capital, capital expenditures, operating and exploration costs and other general corporate requirements. The success and the pricing of any such capital raising and/or debt financing is dependent upon the prevailing market conditions at that time and upon the Company's ability to attract significant amounts of debt and/or equity. There is no assurance that such financing will be obtained on terms satisfactory to the Company and, if raised by offering equity securities, any financing may involve a dilution to existing shareholders. Failure to obtain any financing necessary for the Company's capital expenditure could result in the delay or

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indefinite postponement of further construction and development of the Rose Lithium-Tantalum Property which in turn would materially and adversely affect the financial and operating results of the Company and the market price of the Company's securities and, ultimately, could result in the loss of its properties.

The impacts of COVID-19 and government responses thereto may also continue to have a material impact on financial results and could constrain the Company's ability to obtain equity or debt financing in the future, which may have a material adverse effect on its business, financial condition and results of operations. There is a risk that commodity prices or demand for the products decline, including as a result of the impact of the COVID-19 crisis. The availability of such cash may be adversely impacted by uncertainty in the financial markets, including as a result of the COVID-19 crisis. Failure to obtain financing on a timely basis may cause the Company to postpone the development and construction of the mine and concentrator for the Rose Lithium-Tantalum Property.

**Construction and Start-Up of New Mines and Industrial Plants.** The success of construction projects and the start-up of new mines and industrial plants by the Company is subject to a number of risks and challenges including the availability and performance of engineering and construction contractors, suppliers and consultants; unforeseen geological formations; the implementation of new mining and industrial processes; the receipt of required governmental approvals and permits in connection with the construction of mining and industrial facilities and the conduct of operations, including environmental and operating permits; price escalation on all components of construction and start-up; engineering and mine design adjustments; the underlying characteristics, quality and unpredictability of the exact nature of mineralogy of a deposit and the consequent accurate understanding of ore or concentrate production; and the successful completion and operation of haulage ramp and conveyors to move ore and other operational elements. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its construction and development activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with the mine and the industrial facilities could delay or prevent the construction and start-up as planned and may result in additional costs being incurred by the Company beyond those budgeted. There can be no assurance that current or future construction and start-up plans implemented by the Company will be successful.

**Infrastructure, Supplies and Inflation.** The availability of skilled labour, electricity and other necessary supplies at an economic cost cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Prices for goods and services will fluctuate in relation to the level of investment in the mining sector; it is reasonable to expect that increased demand could impact the Company's future economic projections and competitiveness, as it may entail a meaningful increase in costs for various goods and services.

Improvements in the economic conditions for the mining industry as a whole will typically result in increases to both the costs of planned exploration and development activities, which must also be factored into economic models used in projections for future development and potential operations. Increased demand for, and costs of, goods or services could result in delays if they cannot be obtained in a timely manner due to inadequate availability, and may cause scheduling difficulties and delays due to the need to coordinate their availability, any of which could materially increase project exploration, development and/or construction costs. These factors could have a material adverse impact on the Company's operations and profitability.

**Equipment shortages and access restrictions.** The Company's interest in the Rose Lithium-Tantalum Property will require adequate infrastructure, such as roads, bridges and sources of power and water, for future exploration and development activities. The lack of availability of these items on terms acceptable to the Company or the delay in availability of these items could prevent or delay exploitation or development of the Company's mineral properties. Natural resource exploration, development, processing and mining activities are dependent on the availability of mining, drilling and related equipment in the particular areas where such activities are conducted. A limited supply of such equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration, development or extraction activities. Certain equipment may not be immediately

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available, or may require long lead time orders. A delay in obtaining necessary equipment could have a material adverse effect on the Company's operations and financial results.

**Litigation and Other Legal Proceedings.** Like most companies, the Company is subject to the threat of litigation and may be involved in disputes with other parties which may result in litigation or other proceedings. The Company's operations are subject to the risk of legal claims by employees, unions, contractors, debt holders, lenders, suppliers, future joint venture partners, shareholders, governmental agencies or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation.

### ***General Risk Factors***

**Climate Change.** Climate change is an international concern and, as a result, poses risk of both climate changes and government policy in which governments are introducing climate change legislation and treaties that could result in increased costs, and therefore, could decrease profitability of the Company's operations. The Canadian government has established a number of policy measures in response to concerns relating to climate change. The impacts of these measures will most likely be to increase costs for fossil fuels, electricity and transportation; restrict industrial emission levels; impose added costs for emissions in excess of permitted levels; and increase costs for monitoring and reporting. Compliance with these initiatives could have a material adverse effect on the Company's results of operations. The Company's current regulatory risks associated with climate change mainly fall under its obligations under the Québec carbon market trading scheme. Increased public awareness and concern regarding global climate change may result in more legislative and/or regulatory requirements to reduce or mitigate the effects of GHG emission. If the current trend of increasing regulation continues, this may result in the increase of costs of the operations of the Company.

In addition, the physical risks of climate change may also have an adverse effect on the operations of the Company. Global climate change could exacerbate certain of the threats facing the Company's business, including the frequency and severity of weather-related events, resource shortages, changes in rainfall and storm patterns and intensities, water shortages and changing temperatures, which can disrupt the Company's operations, damage its infrastructure or properties, create financial risk to Company's business or otherwise have a material adverse effect on its results of operations, financial position or liquidity. These may result in substantial costs to respond during the event, to recover from the event and possibly to modify existing or future infrastructure requirements to prevent recurrence. Climate changes could also disrupt the Company's operations by impacting the availability and cost of materials needed for mining operations and could increase insurance and other operating costs.

**Resource exploration and development is generally speculative in nature.** Resource exploration and development is a speculative business involving significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There is no assurance that the Rose Lithium-Tantalum Property or any other mineral properties which may be explored by the Company may be developed into producing mines.

**Metal prices.** Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

**Volatility of Share Price and Market Price of the Common Shares.** The price of the shares of resource companies tends to be volatile. Fluctuations in the world of metal prices in response to, among other things, the COVID-19 pandemic and many other elements beyond the control of the Company could



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materially affect the price of the common shares of the Company.

There can be no assurance that an active market for the common shares of the Company will be sustained after any offering of securities. Securities of companies with smaller capitalizations have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include global economic developments and market perceptions of the attractiveness of certain industries. There can be no assurance that continuing fluctuations in price will not occur. If an active market for the common shares of the Company does not continue, the liquidity of a purchaser's investment may be limited. If such a market does not develop, purchasers may lose their entire investment in the common shares of the Company.

As a result of any of these factors, the market price of the common shares of the Company at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages, and also divert management's attention and resources.

**Dilution.** Additional financing needed to continue funding the development and operation of the Company may require the issuance of additional securities of the Company. The issuance of additional securities and the exercise of Warrants, options and other convertible securities will result in dilution of the equity interests of any persons who are or may become holders of common shares.

**Sales by existing shareholders.** Sales of a substantial number of common shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of common shares intend to sell common shares, could reduce the market price of the common shares. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

**Competition.** The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

**Environmental and safety regulations.** The Company operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to comply fully with all environmental regulations. Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies. There can be no assurance, however, that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations and mineral exploration and development may be required to compensate those suffering loss or damage by reason of mining or other exploration and/or development activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the

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Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

**Environmental liabilities.** Exploration activities may also have environmental impacts and may cause environmental liabilities. In any such events, the Company may be required to remediate these properties and the costs of such work could have an adverse effect upon the Company and the value of its shares.

The Company will be required to obtain permits or maintain them in good standing and comply with various other government regulations and there could be significant adverse consequences to the Company arising from not obtaining such permits or not complying with such government regulations.

The current and future operations of the Company may require obtaining permits or maintaining them in good standing from various governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There is no assurance that the Company will be able to obtain all necessary permits or maintain them in good standing and approvals that may be required to undertake exploration activity or commence construction or operation of lithium extraction facilities on the Company's properties or any other properties the Company may acquire in the future. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from commencing or continuing with mining operations, or proceeding with any future exploration or development of the Company's properties.

**Costs of environmental remediation.** Planned expenditures may differ from the actual expenditures required. It is not possible to determine the exact amount that will be required to complete remediation activities, and the amount that the Company is required to spend could be materially different than current estimates. Environmental bonds or other forms of financial assurance represent only a portion of the total amount of money that will be spent on remediation over the life of a mine's operation. Although the Company includes estimated remediation costs in its mining plans, it may be necessary to revise the planned expenditures and the operating plan for the Company's properties in order to fund required remediation activities.

**Stage of development.** Based on the Technical Report (as such term is defined below), the Company has determined that one of its mineral properties, the Rose Lithium-Tantalum Property, contains economically recoverable ore reserves. As at May 31, 2021, the Company considered that the Rose Lithium-Tantalum Property was still at the exploration stage, as all the financing needed to start the construction and development phase of the project had not yet been secured.

**Uninsured hazards.** Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Company may become subject to liability for pollution or other hazards which cannot be insured against or against which the Company may elect not to insure because of the high cost of premiums or for other reasons. The payment of any such liability could result in the loss of Company assets or the Company's insolvency.

**Future financing.** Completion of future programs may require additional financing, which may dilute the interests of existing shareholders. The Company has been successful in the past in raising financing, however it requires significant additional financing in the near and long-term and there is uncertainty as to the ability to raise such financing. Specifically, in order to move forward on its mining Rose Lithium-Tantalum Property, the Company will have to raise additional funds. If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

**Canada Revenue Agency.** No assurance can be made that Canada Revenue Agency will agree with the Company's characterization of expenditures as Canadian exploration expenses or Canadian development expenses or the eligibility of such expenses as Canadian exploration expenses under the

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*Income Tax Act (Canada).*

**Public Company Obligations.** As a publicly listed corporate entity, the Company is subject to evolving rules and regulations promulgated by a number of governmental and self-regulated organizations, including the Canadian Securities Administrators, the TSXV, the OTCQX International, the Frankfurt Exchange, and the International Accounting Standards Board, which govern corporate governance and public disclosure regulations. These rules and regulations continue to evolve in scope and complexity creating many new requirements, which increase compliance costs and the risk of non-compliance. The Company's efforts to comply with these rules and obligations could result in increased general and administration expenses and a diversion of management time and attention from financing, development, operations and, eventually, revenue-generating activities.

**Lithium Demand.** Lithium is considered an industrial mineral and the sales prices for the different lithium compounds are not public. Lithium is not a traded commodity like base and precious metals. Sales agreements are negotiated on an individual and private basis with each different end-user. Therefore, it is possible that the sales prices used in the Technical Report will be different than the actual prices at which the Company is able to sell its lithium compounds. In addition, there are a limited number of producers of lithium compounds and it is possible that these existing producers will try to prevent newcomers from entering the chain of supply by increasing their production capacity and lowering sales prices. Factors such as foreign currency fluctuation, supply and demand, industrial disruption and actual lithium market sale prices could have an adverse impact on operating costs and stock market prices and on the Company's ability to fund its activities. In each case, the economics of the Rose Lithium-Tantalum Property could be materially adversely affected, even to the point of being rendered uneconomic. The Company intends to mainly produce lithium spodumene concentrate during its phase 1 of development to address the increasing demand for such compound, to be convert into lithium hydroxide which is favoured in the making of cathodes for rechargeable batteries. If cathode manufacturers use less lithium hydroxide than expected, or if the demand for rechargeable batteries, mainly used in electric and hybrid vehicles, is less than forecasted, it could have a material adverse effect on the sales price, profitability and development strategy of the Company.

**Changes in technology.** Lithium carbonate is currently a key material used in batteries, including those used in electric vehicles. However, the technology pertaining to batteries, electric vehicles and energy creation and storage is changing rapidly and there is no assurance that lithium will continue to be used to the same degree it is used now, or that it will be used at all. Any decline in the use of lithium in batteries or technologies utilizing such batteries may result in a material and adverse effect on the Company's prospects for development of the Rose Lithium-Tantalum Property.