VOLT LITHIUM CORP.

AMENDED AND RESTATED ANNUAL INFORMATION FORM

Amending and restating the Annual Information Form dated May 30, 2023

July 11, 2023

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EXPLANATORY NOTES

Unless otherwise stated, the information in this annual information form (the "**Annual Information Form**" or "**AIF**") is stated as at July 11, 2023. Unless otherwise indicated, references herein to "$" or "dollars" are to Canadian dollars.

Unless otherwise noted or the context otherwise indicates, the "Company", "we", "us" and "our" refer to Volt Lithium Corp. (the "**Company**").

Scientific and Technical Information

The scientific and technical information relating to the Rainbow Lake Property (defined below) set forth in this Annual Information Form has been derived from or is based on the technical report titled "NI 43-101 Technical Report: Inferred Resource Assessment of the Rainbow Lake Property in Alberta, Canada for Volt Lithium Corp." dated effective May 1, 2023, prepared by Doug Ashton, P. Eng. and Meghan Klein, P.Eng. of Sproule Associates Limited and Dmitry Deryushkin. P. Geo., M. Eng and Jesse Williams-Kovacs, P.Eng. of Sub-Surface Dynamics Inc., each of whom are qualified persons within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") (the "**Rainbow Lake Technical Report**"). The Rainbow Lake Technical Report has been filed with applicable Canadian securities regulatory authorities and is available for review under the Company's profile on SEDAR at www.sedar.com.

Doug Ashton, P. Eng., Meghan Klein, P. Eng. of Sproule Associates Limited and Dmitry Deryushkin, P. Geo., M. Eng. and Jesse Williams-Kovacs, P. Eng. of Sub-Surface Dynamics Inc. have reviewed and approved the scientific and technical disclosure relating to the Rainbow Lake Property contained in this AIF.

Forward-Looking Statements

The information provided in this Annual Information Form, including information incorporated by reference, may contain "forward-looking statements" about the Company. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements in this Annual Information Form may include, but are not limited to, statements regarding perceived merit of properties; capital expenditures; pilot project and exploration results; accuracy of mineral or resource exploration activity; expectations regarding the Company's ability to meet certain described milestones; accuracy of volumes expected to be processed; budgets; work programs; permitting or other timelines; strategic plans; expectations generally about the Company's business plans, DLE Technology (as defined below), completion of milestones and estimated costs and timing thereof; use of available funds; market price of precious and base metals; or other statements that are not statements of historical fact. Forward-looking statements may also relate to future financial conditions, results of operations, plans, objectives, performance or business developments.

Although the Company believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. The forward-looking statements in this Annual Information Form speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These factors and risks include, but are not limited to: the speculative nature of investing in the Company; difficulties and uncertainties inherent in mineral exploration ventures; no assurance of mineral deposit discoveries with commercial concentrations or of effectiveness of DLE Technology; the ability to process less volume than anticipated; lack of profitability of mineral ventures; substantial delays due to regulation; title deficiencies relating to the Company's mineral properties; intense competition; human error; history of net losses and negative cash flow; limited operating history; dependence on directors, officers and key personnel; the directors and officers of the Company being involved in other businesses; conflicts of interest; the ability of the Company to complete milestones on the timelines and at the estimated costs provided herein; no guarantee that the Company's activities will result in commercial production; environmental risks and other regulatory requirements; changes in commodity prices; concerns from local residents; no dividends; dependence on permits; third party stakeholders; lack of appropriate insurance; liquidity risks; estimates and assumptions relating to accounting policies; no return on Common Shares (as defined below); price decline of Common Shares; negative analyst coverage; dilution; and other factors beyond the Company's control, as more particularly described under the heading "Risk Factors" in this Annual Information Form and described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

The forward-looking statements contained herein are based on certain key expectations and assumptions, including: (i) expectations and assumptions concerning timing of receipt of required shareholder and regulatory approvals, including with respect to the receipt of required licenses and third party consents, if any; (ii) expectations and assumptions concerning the success of the operations of the Company; (iii) management's current expectations, estimates and assumptions about current property interests; (iv) assumptions respecting the global economic environment and the market price and demand for minerals and metals; and (v) the Company's ability to manage its property interests and operating costs.

Consequently, all forward-looking statements made in this Annual Information Form and other documents of the Company, are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company, and/or persons acting on its behalf may issue. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

Presentation of Financial Information

The Company presents its financial statements in Canadian dollars. All dollar figures in this Annual Information Form are in Canadian dollars, unless otherwise indicated. All of the financial data contained in this Annual Information Form relating to the Company have been prepared using International Financial Reporting Standards.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated under the *Business Corporation Act* (Ontario) on July 7, 1997 under the name "Taltal Gold Corp."

On April 28, 2000, the Company amalgamated with Capture.Net Technologies Inc. under the *Business Corporations Act* (Ontario), with the amalgamated entity named "Capture.Net Technologies Inc." On January 31, 2003, the Company changed its name to "Sea Green Capital Corp." On July 20, 2012, the Company changed its name to "Cava Resources Inc." and consolidated the common shares in the capital of the Company (the "**Common Shares**") on a 5:1 basis. On January 21, 2016, the Company further consolidated its Common Shares on a 10:1 basis. On January 19, 2018, the Company changed its name to "Gold Rush Cariboo Corp." On April 1, 2021, the Company changed its name to "Allied Copper Corp." and again consolidated its Common Shares on a 15:1 basis.

On April 26, 2023, the Company changed its name to "Volt Lithium Corp.". The Company has applied to continue out of the jurisdiction of Ontario under the *Business Corporations Act* (Ontario) and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta) and anticipates completing the continuance prior to the end of June 2023.

The Company's Common Shares are listed for trading on the TSX Venture Exchange ("**TSX-V**") under the trading symbol "VLT". The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. The principal regulator of the Company is the Alberta Securities Commission.

The head office of the Company is located at 639 - 5th Avenue SW, Ste. 1925, Calgary, Alberta, T2P 0M9 and its registered office is located at 217 Queen Street West, Suite 401, Toronto, Ontario, M5V 0R2.

As of the date hereof, the authorized capital of the Company consists of an unlimited number of Common Shares without par value, of which 100,372,416 Common Shares are issued and outstanding as fully paid and non-assessable.

Intercorporate Relationships

The Company has one material wholly-owned subsidiary, Volt Lithium Operations Corp., incorporated under the laws of Alberta. All of its other subsidiaries neither have assets nor revenue that exceed 10% of the consolidated assets or revenue of the Company and are currently not carrying on any material business operations.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

2020

In 2020, the Company was principally engaged in the acquisition and exploration of mineral properties in North America. The Company was in the process of exploring its resource properties (ie. the alluvial gold and platinum mining project rights known as the Horseshoe Bend Project consisting of one Placer Lease and six Placer Claims) and had not yet determined whether such properties contained enough mineral deposits, such that their recovery would be economically viable. In addition, the Company was also exploring various alternatives of financing for the

Company and business strategy. Given the market conditions and challenges due to the global COVID-19 pandemic, the Company was looking to several options to attract new funding, including but not limited to, a potential consolidation of the Common Shares.

On August 26, 2020, Mr. Conan Taylor, the President, Chief Executive Officer and a director of the Company, resigned and Mr. David Hergenhein was appointed a director and Mr. Kyle Hookey was appointed as the Chief Executive Officer of the Company.

2021

On March 24, 2021, the Company completed the first tranche of a non-brokered private placement (the "**March Placement**") of 68,805,694 special warrants at a price of $0.015 per special warrant for gross proceeds of $1,032,085. The conversion of the special warrants was subject to the Company completing a consolidation of its outstanding Common Shares on the basis of fifteen (15) pre-consolidation Common Shares for one (1) post-consolidation Common Share. Post-consolidation, each special warrant was exchanged, for no additional consideration, into one unit of the Company, for a deemed price of $0.225 per unit. Each whole unit was comprised of one Common Share and one Common Share purchase warrant, with each such warrant entitling the holder thereof to purchase one post-consolidation Common Share for a period of three (3) years from the date of issuance at an exercise price of $0.30 per post-consolidation Common Share.

On March 31, 2021, the Company completed the second tranche of the March Placement of 41,194,305 special warrants at a price of $0.015 per special warrant for gross proceeds of $617,914.

On April 5, 2021, the Company filed articles of amendment changing its name from "Gold Rush Cariboo Corp." to "Allied Copper Corp." and consolidated the issued and outstanding Common Shares on a basis of fifteen (15) pre-consolidation Common Shares for one (1) Common Share on a post-consolidation basis.

On April 9, 2021, the special warrants issued in connection with the March Placement were converted into an aggregate of 7,333,333 Common Shares and 7,333,319 Common Share purchase warrants.

On April 29, 2021, the Company completed a non-brokered private placement (the "**April Placement**") of 8,333,333 units at a price of $0.30 per unit. Each unit was comprised of one Common Share and one-half of one (1/2) Common Share purchase warrant, with each whole warrant entitling the holder thereof to purchase one (1) Common Share at the exercise price of $0.45 until April 29, 2023, provided however, that should the closing price at which the Common Shares trade on the TSX-V exceed $0.90 for 20 consecutive trading days at any time following April 29, 2021, the Company may accelerate the expiry date of the warrants such that the warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the reduced term of the warrants. An aggregate of 133,333 of such warrants issued under the April Placement were exercised.

On May 5, 2021, the Company entered into a definitive agreement with 1269280 B.C. Ltd. ("**BCCo**") and 1303288 B.C. Ltd., a wholly owned subsidiary of the Company ("**Subco**"), providing for the acquisition (the "**RTO Transaction**") by the Company of all of the issued and outstanding shares of BCCo pursuant to a three-cornered amalgamation in accordance with Section 269 of the *Business Corporations Act* (British Columbia). BCCo's sole asset was an option agreement to earn a 100% interest in the Silver King project in the State of Nevada (a porphyry copper-gold exploration target in Lincoln County, Nevada) (the "**Silver King Property**"). The RTO Transaction constituted a reverse takeover of the Company under the policies of the TSX-V and closed on October 27, 2021, resulting in the Company being a junior mining issuer focused on the exploration and development of the Silver King Property. In connection with closing of the transaction, the Company:

(a) amalgamated Subco and BCCo (continuing under the name "1303288 B.C. Ltd."), which currently remains a wholly-owned subsidiary of the Company;

(b) issued an aggregate of 6,691,000 Common Shares at a deemed price of $0.30 per share to the shareholders of BCCo (which shares are subject to contractual resale restrictions providing that they may not be sold, transferred, optioned, encumbered, pledged or hypothecated in any way, except as follows: (i) as to 25% on the date which is six months from the date of issuance; (ii) as to 25% on the date which is twelve months from the date of issuance; and (iii) as to 50% on the date which is eighteen months from the date of issuance);

(c) issued 13,076,004 units to BCCo subscription receipt holders in order to convert BCCo's subscription receipts outstanding as at October 27, 2021 into units of the Company, all in connection with a concurrent non-brokered subscription receipt financing undertaken in connection with the RTO Transaction. Each unit consisted of one Common Share and one-half (1/2) Common Share purchase warrant, with each whole warrant entitling the holders thereof to purchase one (1) Common Share at $0.45 for a period of 24 months from the closing date of the RTO Transaction; provided, however, that should the closing price at which the Common Shares trade on the TSX-V (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed $0.90 for 20 consecutive trading days at any time following the date that is four months and one day after the date of issuance, the Company may accelerate the expiry date of the warrants such that the warrants shall expire on the date which is 30 business days following the date a press release is issued by the Company announcing the accelerated expiry date, subject to adjustments in certain events. An aggregate of 366,666 of such warrants have been exercised as of the date hereof; and

(d) reconstituted its management team, with the existing directors resigning and with Mr. Richard Tremblay appointed Chief Executive Officer and a director, Mr. Morgan Tiernan appointed Chief Financial Officer, and Messrs. Warner Uhl (Chairman), David Eaton, Kyle Hookey, and J. Campbell Smyth appointed directors of the Company.

On December 7, 2021, the Company announced the optioning of the Klondike Property, located in Colorado, United States. The Klondike Property consists of 76 unpatented mining claims, a State of Colorado Exploration Permit and an exclusive right to a State lease.

2022

On February 10, 2022, the Company announced entering into an option agreement for the sole and exclusive right to acquire a 100% undivided legal and beneficial interest (subject to a 2% net smelter royalty) for the Stateline Property, Colorado/Utah from Cloudbreak Discovery Plc ("**Cloudbreak**") (LSE: CDL), Cloudbreak Discovery Canada and Alianza Minerals Ltd. ("**Alianza**") (TSX-V:ANZ). The Stateline Property consists of 22 unpatented mining claims totaling 148 hectares (365.7acres) in San Miguel County, Colorado and San Juan County, Utah. The option is exercisable by the Company as follows:

- The Company making an aggregate of $315,000 in cash payments to Cloudbreak and Alianza in accordance with their pro rata interest of which $40,000 was paid on February 9, 2022 and a further $50,000 will be due on closing with the remainder of the payments due on the first ($50,000), second ($75,000) and third ($100,000) anniversaries of the closing.
- The Company incurring an aggregate of $3,750,000 in exploration expenditures on the property, with $500,000 being spent prior to the first anniversary of the closing date and additional expenditures to be spent by the second ($750,000), third ($1,000,000) and fourth ($1,500,000) anniversaries of the closing.
- The Company issuing an aggregate of 4,250,000 Common Shares to Cloudbreak and Alianza in accordance with their pro rata interest over a three-year period of which 500,000 Common Shares are due on closing, 750,000 Common Shares are due on the first anniversary of the closing, 1,500,000 Common Shares are due on the second anniversary of the closing, and 1,500,000 Common Shares are due on the third anniversary of the closing.

The Company may also issue an additional 1,500,000 Common Shares and 1,500,000 Common Share purchase warrants (with each warrant exercisable into one Common Share at $0.21 for a period of 36 months from the date of issuance) to Cloudbreak and Alianza in accordance with their pro rata interest upon an acquisition by the Company of an applicable interest within a set area of interest. The number and type of securities will depend on the aggregate area of interest acquired.

On September 9, 2022 the Company issued 500,000 Common Shares in accordance with the Stateline Property option agreement and paid $50,000 to the optionors.

On December 9, 2022 the Company closed the acquisition of all of the outstanding securities of Volt Lithium Corp. (now named Volt Lithium Operations Corp.) (“**Volt**”), pursuant to a share purchase agreement entered in on October 31, 2022 between the Company and the shareholders of Volt. As consideration for the acquisition, the Company issued an aggregate of 38,880,000 Common Shares to the shareholders of Volt. In connection with the transaction, Mr. Alex Wylie (a founder of Volt) was appointed as the President of the Company, J. Campbell Smyth and David Eaton resigned from the board of directors of the Company (the “**Board**”), and Messrs. Martin Scase and Mr. Wylie were appointed to the Board. Volt holds approximately 435,000 acres of mines and minerals permits in the Rainbow Lake area of Alberta (the “**Rainbow Lake Property**”), specifically targeting lithium found in the brines of the Keg River formation. In addition, Volt owns proprietary direct lithium extraction (“**DLE**”) technology and is a party to the Royalty Agreement (defined below) and the Water Treatment and Lithium Extraction Agreement (defined below).

<u>2023</u>

On February 2, 2023, the Company terminated its option to acquire a 100% interest in the Klondike Property.

On February 24, 2023, the Company closed a non-brokered private placement financing, raising gross proceeds of $4,000,000 through the issuance of 20,000,000 units at $0.20 per unit. Each unit consisted of one Common Share and one half of one (1/2) Common Share purchase warrant. A total of 10,000,000 warrants were issued, with each warrant entitling the holder thereof to purchase one additional Common Share at an exercise price of $0.30 for a period of twenty-four (24) months from the closing date.

On March 30, 2023, the Company commenced a pilot project to test its proprietary DLE process in a simulated commercial environment at the Company's equipment supplier's facility in Regina, Saskatchewan. The Company, through Volt, intends to demonstrate its ability to extract lithium from oilfield brine in scale by processing up to 250,000 litres of brine from its Rainbow Lake project in Northwest Alberta through the second half of 2023.

On April 6, 2023, the Company announced achieving a technical breakthrough with its proprietary, next-generation IES-300 direct lithium extraction technology ("**DLE Technology**"), which is expected to support continued step-change improvements in Volt's process and project economics upon commercialization. This next-level IES-300 technology builds on the success of Volt's original IES-200 DLE process, which achieved 93% lithium recoveries from oilfield brines. With IES-300, the Company continued to realize up to 93% lithium extraction, while also reducing the amount of re-agent required to treat oilfield brine as it enters the extraction process.

On April 20, 2023, Mr Maury Dumba was elected as an additional director to the Board.

On April 26, 2023, the Company changed its name to "Volt Lithium Corp."

On April 27, 2023, Mr. Alex Wylie, current President and a member of the Board, succeeded Kylie Hookey as Chief Executive Officer of the Company, who remained a member of the Board.

On May 24, 2023, the Company announced the results of its successful pilot project to test its DLE Technology in a simulated commercial environment at the Company's equipment supplier's facility in Regina, Saskatchewan (the "**Pilot Project**"). The Pilot Project proved the Company's ability to achieve lithium recoveries of 90% based on concentrations of only 34 mg/L. The Company also simulated operating conditions at concentrations of 120mg/L and achieved recoveries of up to 97% with operating costs under CAD$4,000 per tonne, assuming sustained average annual production of 20,000 tonnes (tpa) of lithium hydroxide monohydrate ("**LHM**"). Further, the Pilot Project proved Volt's DLE Technology can maintain 90% lithium recoveries in concentrations as low as 34 mg/L, and still maintain commercial economics, an achievement that has yet to be reported by other lithium producers.

BUSINESS OF THE COMPANY

The Company

The Company is an emerging lithium producer and lithium extraction technology innovator with a head office in Calgary, Alberta. The Company is developing its lithium project in the area of Rainbow Lake, in Northwest Alberta (the "**Rainbow Lake Lithium Project**" or the "**RLP**") on the backbone of the mature and sophisticated Alberta oil industry that will allow the Company to catapult its development. The Company combines a significant resource and a well-established local industry with its own proprietary DLE Technology with a view to delivering lithium to market.

Rainbow Lake Lithium Project

General

Volt has procured a large, contiguous, mineral rights position across the RLP. Crown mineral rights were acquired from the Government of Alberta through application to Alberta Energy who reviewed and granted all 20 mineral permits (173,990 hectares) to Volt.

As further described in the Rainbow Lake Technical Report, the inferred mineral resources estimate of Volt includes approximately 99.9 billion barrels of brine (15.7 billion cubic metres (m^3)) with a total lithium tonnage estimated to be 4.3 million tonnes of lithium carbonate equivalent (LCE). Lithium concentrations on the property are as high as 121.0 mg/L with an estimated associated P50 lithium concentration of 51 mg/L.

The Rainbow Lake Lithium Project is a lithium brine project being developed on the backbone of the oil and gas industry in Alberta, Canada. Development and eventual construction aimed for this project differs very little in practice from the oil and gas industry as it involves much of the same types of infrastructure and know-how already well established locally. The social license is therefore well established and the Company anticipates being permitted under the same governing body.

Utilizing its DLE Technology, the Company is developing a new source of lithium extracted from brine water aquifers from oil and gas fields in Alberta. The Company is aiming to develop a process for the commercial production of high purity lithium products fed directly into lithium-ion batteries for the growing electrification of transportation, thus capitalizing on projection of significant increases in demand for these products.

MIM Permits

The Company's mineral properties are currently comprised of multiple Metallic and Industrial Minerals ("**MIM**") Permits, which includes the rights for lithium.

MIM permits grant the explorer the exclusive right to explore for metallic and industrial minerals subject to annual assessment work requirements. Work requirements for maintenance of permits in good standing need to be reported in a mineral assessment report submitted to the provincial government from time to time.

On December 21, 2022, Alberta Energy announced that an amended Metallic and Industrial Minerals Tenure Regulation was approved and went into effect on January 1, 2023. The new regulation replaced the Metallic and Industrial Minerals Tenure Regulation that was in effect since 2005. The Government of Alberta's objective was to modernize Alberta's tenure regime by updating tenure requirements for conventional (rock-hosted) minerals and developing separate tenure requirements for brine-hosted minerals.

Volt has a one-time option to convert its existing MIMs permit to Brine Hosted Mineral Licenses the "**Mineral Licenses**") by the end of 2023. The Mineral License will have a 5-year non-renewable term with an annual rent of $3.50 per ha. The Company holds 173,990 ha, making the annual payment approximately $608,965/yr. Volt will have the ability to convert portions of the Mineral Licenses into brine hosted mineral leases (the "**Mineral Lease(s)**") over the 5-year term. The conversion price of its Mineral Licenses to Mineral Leases will require a bonus payment of a minimum of $10/ha. The Mineral Lease(s) will have a 10-year primary term having an annual rent of $3.50/ha. If Volt is in production the lease will have an indefinite term.

Following 2023 there will be no new Mineral Licenses granted in Alberta. All new permits will be in the form of Mineral Leases via public auction and the bonuses paid will be market dependent.

Properties

The Rainbow Lake Property is in northwest Alberta approximately 80 km west of the Town of High Level, 340 km north of the City of Grande Prairie, and 635 km northeast of Edmonton, AB. The property is defined by 20 contiguous Alberta Metallic and Industrial Mineral Permits (173,990 hectares) for which Volt has 100% mineral interest ownership. See "*Mineral Properties*" for information on the Rainbow Lake Lithium Project and the Rainbow Lake Resource Area.

The property can be accessed by a Provincial Highway and secondary one- or two- lane all-weather roads. Access within the property is further facilitated by numerous all weather and dry weather gravel and mud roads and tracks, many of which are serviced year-round due to oil and gas production operations in the area.

Development of DLE Technology

With a large potential source of lithium secured, management's focus shifted to demonstrating the technological viability of the Rainbow Lake Lithium Project in 2022. The Company's process of delivering high grade lithium hydroxide or carbonate to the market is being developed as three major steps. The first step involves pumping the brine from each of the Muskeg and Keg river zones to the surface using new or existing infrastructure, or a combination of both. This process is well understood in Alberta through oil and gas production which has demonstrated that large volumes of brine can be cycled to surface and back into the aquifer. The use of existing infrastructure has the potential to reduce the Company's development costs. The second step uses the Company's DLE Technology to extract lithium from the brine. The process removes the majority of the impurities in its first stage and extracts the lithium from the brine in the second stage. This technology development is the key link between the existing brine production and readily available technology potentially utilized for the third step of lithium production. The third step is the production of a high purity lithium salt and involves refining the concentrate generated from the Company's direct lithium extraction process to further remove the last of the impurities and produce a high-grade lithium product for direct sale into the battery market. All other process steps may utilize existing technology modified slightly for the specifics of the Rainbow Lake Lithium Project. The Company believes the key to a feasible project in the future is the continued development of its proprietary DLE Technology, which has demonstrated its ability to concentrate lithium and remove brine impurities. There is no guarantee that the Company will be successful in developing the DLE Technology for commercial operations. See "*Mineral Projects*" and "*Risk Factors*".

The Company is currently in the process of improving its DLE Technology and its completion will occur as a series of steps increasing the operating scale of the DLE Technology. The Company signed a Technical Services Agreement ("**TSA**") in 2022 with Sterling Chemicals Ltd. ("**Sterling**") that allowed full access to Sterling's lab in the Nanotechnology Research Centre in Edmonton, Alberta. Through its TSA, Volt developed its first adsorbent ("**IES-200**") in 2022 and followed up with an improved adsorbent ("**IES-300**") in March 2023. Volt believes the IES-300 adsorbent will allow the Company to achieve high recoveries of lithium from oilfield brine and achieve low enough operating costs to be able to enter into commercial production by the second half of 2024. As part of the prototype phase, the Company has built a controlled pilot plant ("**Pilot Plant**") at the Company's equipment supplier's facility in Regina, Saskatchewan, which is currently simulating larger scale optimization testing with the aim of enabling the design of a field based commercial plant ("**Commercial Plant**"), such Commercial Plant is to be located on the Rainbow Lake Lithium Project, which will be a different operating environment than the Pilot Plant. The Pilot Plant will continue to operate in Regina, Saskatchewan after the completion of the Commercial Plant, so that the Company will have the ability to continually make ongoing changes to the operation without incurring the cost of flying specialized staff into the Rainbow Lake Lithium Project. The Pilot Plant is supplied with brine collected at the Rainbow Lake Property by way of truck. The anticipated costs associated with transporting brine from the Rainbow Lake Property to the Pilot Plant is approximately $10,000 per shipment. After the lithium is extracted from the brine at the Pilot Plant, the residual brine will be disposed of in a regulated disposal facility contracted by a third party service provider. The Pilot Plant began operating in the first quarter of 2023.

The Company anticipates that the testing process and further Pilot Plant evaluations will continue throughout 2023. The Company believes that a successful pilot program should enable the design of a commercial process. The Company aims to achieve the foregoing milestones and to commence and complete all necessary construction activities required to complete an operational commercial lithium production facility by the second half of 2024. There is no guarantee that the Pilot Plant testing and evaluations will be successful or that the Company will be successful in developing the Commercial Plant or obtaining funding related to these activities within these timeframes or at all. See "*Mineral Projects*" and "*Risk Factors*".

Rainbow Lake Property Material Contracts

The following is a general summary of the material contracts to which Volt is a party in connection with the Rainbow Lake Property operations.

Royalty Agreement

On September 19, 2022, Volt entered into an overriding royalty agreement (the "**Royalty Agreement**") with Cabot Energy Inc. ("**Cabot**"). Pursuant to the Royalty Agreement, Cabot granted Volt a non-convertible 3% overriding royalty in and to the royalty lands on any and all petroleum substances produced, saved, marketed from or allocated to the royalty lands (the "**Overriding Royalty**"). The royalty lands are defined in the Royalty Agreement and overlap Volt's mineral and mining rights comprising the Rainbow Lake Property. Pursuant to the terms of the Royalty Agreement, when Volt receives $500,000 of proceeds from the Overriding Royalty, then the Overriding Royalty will be reduced to a non-convertible 2% Overriding Royalty. When Volt receives $1,500,000 of proceeds from the Overriding Royalty, the Overriding Royalty will terminate on the final payment of proceeds.

As part of the Royalty Agreement, Volt advanced $125,000 to Cabot on September 19, 2022, and a second installment of $125,000 to Cabot on November 1, 2022. A final installment of $250,000 was paid to Cabot on December 16, 2022.

An amendment to the Royalty Agreement was entered into to allow Cabot to holdback any Overriding Royalty amounts due to Volt while a water treatment unit is onsite on the royalty lands as contemplated in the Water Treatment and Lithium Extraction Agreement (defined below). The holdback represents an estimation of operating costs that would otherwise be incurred by Cabot for the operation of the commercial pilot project water treatment facility.

Water Treatment and Lithium Extraction Agreement

On October 28, 2022, Volt and Cabot entered into a water treatment and lithium extraction agreement (the "**Water Treatment and Lithium Extraction Agreement**").

Pursuant to the Water Treatment and Lithium Extraction Agreement, Cabot grants to Volt the right to install on the surface of its lands a water treatment unit to treat water produced from Cabot's producing wells in the Rainbow Lake area and to conduct DLE operations and related activities in connection therewith. The initial term of the Water Treatment and Lithium Extraction Agreement is for two years, subject to pilot operations achievement, with opportunities to renew the initial term through mutual written agreement between the parties. The Water Treatment and Lithium Extraction Agreement allows Volt access to Cabot's brine, including the Elk Point Group brine, for the purpose of experimenting with the brine, engaging in DLE, and redelivering the brine to Cabot for reinjection back down into the reservoir. Cabot remains the leasehold owner with all rights to exploration, development and production of petroleum and natural gas and other hydrocarbons. Volt remains the mineral permit holder and is entitled to all rights of all minerals including lithium extracted from the Cabot field pursuant to Cabot's operations and to all minerals data, including lithium data, generated solely by Volt. The Water Treatment and Lithium Extraction Agreement encompasses the production facilities/wells sampled by Volt as part of the Elk Point Group focused brine program.

Current Outlook

At the end of the first quarter of 2023, Volt ended with a strong balance sheet of $2.4 million in working capital. This provides significant financial flexibility for the Company to deliver on its next major milestones:

	Milestone	Estimated Completion Date	Estimated Cost
1.	De-risk and estimate the Rainbow Lake Inferred Resource.	Volt's initial resource report of 4.3 million tonnes of inferred LCE resources was filed on May 18, 2023.	$100,000
2.	De-risk and estimate the Rainbow Lake Inferred Resource. The objective of the Pilot Project is to achieve high lithium recoveries from oilfield brine.	Extraction results and initial operating costs were published on May 24, 2023 as described above.	$800,000
3.	Select an engineering firm to the publish a Preliminary Economic Assessment (PEA) of the RLP during the month of July 2023	July 2023	
4.	Complete an equity offering of up to $10,000,000	July 2023	$750,000

5.	Determine preferred financing for the Pilot Project	August 2023	$3,000,000 if purchased; $200,000 per month if rented
6.	Publish a Preliminary Economic (PEA) of the RLP.	September 2023	$250,000
7.	Complete Field Work at Rainbow Lake to determine the location of the commercial operations	October 2023 – December 2023	$4,350,000
8.	Build Commercial Operations	January 2024 – June 2024	Cost to be determined by PEA

The success of these milestones will lay the groundwork for the planned Commercial Plant in second half of 2024. See *"Commercial Plant"*.

Other

The Company is continuing to review its options with respect to the current and other prospective properties.

Specialized Skills and Knowledge

Successful exploration, development and operation of the Company's lithium projects will require access to personnel in a wide variety of disciplines, including geologists, geophysicists, chemical engineers, drillers, managers, project managers, accounting, financial and administrative staff, and others. Since the Company's current project location is also in a jurisdiction familiar with and friendly to resource extraction, management believes that the Company's access to the skills and experience needed for success is sufficient.

Competitive Conditions

The Company competes with numerous other companies and individuals possessing greater financial resources and technical facilities than themselves in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals. Inability to compete will have a negative impact on the financial position and business operations of the Company. See "*Risk Factors*" below.

Business Cycles

Mining is a cyclical industry and commodity prices fluctuate according to global economic trends and conditions. See "*Risk Factors*" below.

Economic Dependence

The Company's business is not substantially dependent on any contract such as a contract to sell the major part of its products or services or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

Environmental Protection

Environmental risk is inherent with lithium extraction operations. The current or future operations of the Company require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, lithium extraction, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. There can be no assurance that all permits that the Company requires for future exploration and development of lithium extraction facilities will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Company.

The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the operations of the Company and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the activities of the Company.

Employees

The Company had no formal employees as of March 31, 2023. The Company does employ five contractors, including the Company's President and CEO and its CFO, and contracts 11 people through its TSA with Sterling as of the date hereof.

MINERAL PROPERTIES

The following is a description of the Company's current mineral properties and the nature of the Company's interests in such properties. For the purposes of mineral project disclosure required to be included in this Annual Information Form, the Rainbow Lake Property is the Company's current active material project.

Rainbow Lake Property

Please refer to the Rainbow Lake Technical Report, as filed on the Company's SEDAR profile, for detailed disclosure relating to:

- Project Location and Description
- Accessibility, Climate, Local Resources, Infrastructure and Physiography
- History
- Geological Setting and Mineralization
- Deposit Types
- Sample Preparation, Analyses and Security
- Data Verification
- Mineral Processing and Metallurgical Testing
- Mineral Resources Estimate
- Adjacent Properties

The following is a reproduction of the summary from the Rainbow Lake Technical Report, prepared by Doug Ashton, P.Eng and Meghan Klein, P.Eng of Sproule Associates Limited and

Dmitry Deryushkin. P. Geo., M.Eng and Jesse Williams-Kovacs, P.Eng. of Sub-Surface Dynamics Inc..

The Rainbow Lake Technical Report is incorporated by reference herein and for full technical details, the complete text of the Rainbow Lake Technical Report should be consulted.

The following summary does not purport to be a complete summary of the Rainbow Lake Property project and is subject to all the assumptions, qualifications and procedures set out in the Rainbow Lake Technical Report and is qualified in its entirety with reference to the full text of the Rainbow Lake Technical Report. Readers should read this summary in conjunction with the Rainbow Lake Technical Report.

1. Summary

Volt Lithium Corp. (Volt or the Company), headquartered in Calgary, Alberta Canada, is focused on lithium exploration and development in the Rainbow Lake area of Northwest Alberta. The Company owns and operates the Rainbow Lake property, targeting lithium enriched brines. A cross-discipline group of independent, technical professionals were commissioned to generate an impartial, resource assessment of the Volt Rainbow Lake Lithium Project (RLP) located in the Rainbow Lake Property. Said individuals served as Qualified Persons (QP) of record, in accordance with National Instrument 43-101 (NI 43-101) standards. All information within the Technical Report was prepared, supervised and/or approved by the qualified persons of record.

1.1 Property Description

The Rainbow Lake Property is in northwest Alberta approximately 80 km west of the Town of High Level, 340 km north of the City of Grande Prairie, and 635 km northeast of Edmonton, AB.

The property is defined by 20 contiguous Alberta Metallic and Industrial Mineral Permits (173,990 hectares) for which Volt has 100% mineral interest ownership.

The property can be accessed by a Provincial Highway and secondary one- or two- lane all-weather roads. Access within the property is further facilitated by numerous all weather and dry weather gravel and mud roads and tracks, many of which are serviced year-round due to oil and gas production operations in the area.

1.2 Ownership

Volt has procured a large, contiguous, mineral rights position across the RLP. Crown mineral rights were acquired from the Government of Alberta through application to Alberta Energy who reviewed and granted all 20 mineral permits (173,990 hectares) to Volt. Alberta mineral exploration permitting, and work, are defined in the Alberta *Mines and Minerals Act* and Regulations.

The Technical Report focuses on Volt's Rainbow Lake Lithium Project encompassing 173,990 hectares (ha) of 100% working interest mines and mineral rights.

1.3 Geology

Primary geologic targets of subsurface lithium enriched brines across the RLP area, are hosted within the Devonian aged Elk Point Group (Sulphur Point, Muskeg and Keg River Formations) of northwestern Alberta. The Elk Point Group aquifers are ideal candidates for sourcing subsurface lithium enriched brines for the purpose of Direct Lithium Extraction (DLE) due to their depositional and reservoir attributes. With a gross thickness exceeding 200 meters (m), and its overall expansive aerial extent, the Elk Point Group represents a known active aquifer system, that has produced significant volumes of water associated with historical oil and gas production across the RLP area. Reservoir attributes associated with Elk Point Group primary lithology (e.g.,dolomite) provide significant pore volume and storage capacity of subsurface brines. In addition, high porosity and associated permeability values contribute to the ability of the aquifer to deliver significant production rates over a long period of time.

1.4 Status of Exploration

The RLP resides within a well-established oil and gas development area of northwestern Alberta where historic oil and gas exploration activities provide direct technical information relating to the Elk Point Group's overall reservoir attributes. Combining core data, petrophysical log analysis, and formation tops provide a more detailed understanding of the characteristics of the reservoir. This understanding is essential for accurately assessing the amount of lithium that can be stored in the Sulphur Point, Muskeg and Keg River formations.

The effective porosity, permeability and water saturation were modelled in a 3D grid, covering all three formations of interest. A total of 66 wells underwent petrophysical analysis, and 6 core data points were used as input for the geomodel. After performing several sensitivity tests to estimate water pore volume (WPV) at different effective porosities, a porosity cut-off of 1% was selected for all three zones of interest.

Subsequent laboratory testing has proven commercially viable with lithium concentration ranges from 29 – 121 mg/L within the Elk Point Group aquifers across the RLP area.

1.5 Development and Operations

To date, Volt has focused on in-depth review and analysis of the extensive data available from historic oil and gas operations conducted across the project area, highlighting the Sulphur Point, Muskeg and Keg River formations as the primary geologic targets. Detailed geologic mapping and petrophysical analysis has been incorporated into the creation of a sophisticated geomodel of the Elk Point Group formations. Volt has incorporated associated model outputs into testing of the Muskeg and Keg River formation wells. Information obtained from the wellbore testing has been integrated into the existing geomodel to further delineate the resource potential of the Elk Point Group formations across the RLP.

1.6 Water Treatment and Lithium Extraction Agreement

On October 28, 2022, a Water Treatment and Lithium Extraction Agreement (the Agreement) was signed between Volt and Cabot Energy Inc. (Cabot Energy) subject to defined payments and royalties. The Initial Term of the Agreement is for two (2) years subject to pilot operations achievement with opportunities to renew the Initial Term through mutual written agreement between the parties.

The Agreement allows Volt access to Cabot Energy's brine for the purpose of experimenting with the brine, engaging in Direct Lithium Extraction, and redelivering the brine to Cabot Energy for reinjection back down into the reservoir. Cabot Energy remains the leasehold owner with all rights to exploration, development and production of petroleum and natural gas and other hydrocarbons from the Cabot Energy oilfield. Volt remains the mineral permit holder and is entitled to all rights of any lithium extracted from the Cabot Energy oilfield pursuant to Cabot Energy's operations and to any lithium data generated solely by Volt.

Volt is solely responsible for and shall pay all royalties, overriding royalties, product payments, fees and charges levied or assessed on any lithium derived, or produced, from the Cabot Energy oilfield and extracted by the Water Treatment Unit.

1.7 Mineral Resource and Reserves

The Inferred Mineral Resources estimate of the Volt includes approximately 15.7 billion cubic metres (m^3) of brine with an estimated associated lithium concentration of 51 mg/L. Total lithium tonnage is estimated to be 4.3 million tonnes of lithium carbonate equivalent (LCE). Estimates were calculated utilizing effective pore volume defined within the primary reservoir across the RLP, in conjunction with validated lithium concentration tests from the reservoir unit. Due to the preliminary nature of this technical report, no economic assessment has been conducted as of the effective date. Resource estimates documented are considered speculative and classified as Inferred Resources in accordance with NI 43-101 and estimated using Canadian Institute of Mining (CIM) definition standards (2014), CIM (2012, 2019), and OSC (2011) guidance, and are not considered reserves.

1.8 Conclusions and Recommendations

1.8.1 Conclusion

The Inferred Mineral Resources estimate of the RLP includes approximately 15,748 million m^3 of brine with an estimated average associated lithium concentration of 51 mg/L. Total lithium tonnage is estimated to be 4.3 million tonnes of LCE from the Devonian aged Sulphur Point, Muskeg and Keg River aquifers (Elk Point Group).

The Elk Point Group is a suitable candidate to deliver the necessary volumes and associated production rates required for a potential future subsurface lithium enriched brine extraction development project at the RLP, based on historic production from oil and gas industry Elk Point Group wells.

Rainbow Lake, Alberta will serve as the resource hub for the RLP project with all general services available, in addition to key industrial materials and qualified personnel associated with drilling, completion, testing, and production operations, required for subsurface brine exploration and development.

1.8.2 Recommendations

Drill additional wells to delineate the Elk Point Group reservoir quality across the RLP area.

Collect geotechnical data including drill cutting samples, and open-hole logs within the Elk Point Group formation.

Conduct petrophysical analysis on all new wellbores utilizing existing petrophysical methodology.

Collect core samples, and integrate with petrophysical analysis, for open-hole log calibration.

Perform isolated flow tests and lithium concentration analysis within Elk Point Group stratigraphic interval.

Integrate all new technical information into existing geomodel, to further delineate the Elk Point Group aquifers.

Conduct reservoir simulation modeling to estimate individual wellbore flow capabilities.

RISK FACTORS

You should carefully consider the risks described below, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Annual Information Form, and all other information contained in this Annual Information Form. The risks and uncertainties described below are those we currently believe to be material, but they are not the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, prospects, financial condition, results of operations and cash flows and consequently the price of the Common Shares could be materially and adversely affected.

Reliance on Key Personnel

The senior officers of the Company are critical to its success. In the event of the departure of a senior officer, the Company believes that it will be successful in attracting and retaining qualified successors, but there can be no assurance of such success. Recruiting qualified personnel as the Company grows is critical to its success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited, and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, engineering, geological and other personnel. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Company. The Company is particularly at risk at this state of its development as it relies on a small management team, the loss of any member of which could cause severe adverse consequences.

Substantial Capital Requirements and Liquidity

The Company anticipates that it will incur substantial capital expenditures for the continued exploration and development of its projects in the future. The Company currently has no revenue and may have limited ability to undertake or complete future drilling or exploration programs and process studies. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects. Sales of substantial amounts of securities may have a highly dilutive effect on the ownership or share structure of the Company. Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares.

The Company has not yet commenced commercial production at its properties and as such, it has not generated positive cash flows to date and has no reasonable prospects of doing so unless successful commercial production can be achieved at the Company's projects. The Company expects to continue to incur negative investing and operating cash flows until such time as it enters into commercial production. This will require the Company to deploy its working capital to fund such negative cash flow and to seek additional sources of financing. There is no assurance that any such financing sources will be available or sufficient to meet the Company's requirements. There is no assurance that the Company will be able to continue to raise equity capital or that the Company will not continue to incur losses.

Rainbow Lake Lithium Project

Development of the Rainbow Lake Lithium Project

The Company's business strategy depends in large part on developing the Rainbow Lake Lithium Project. The capital expenditures and time required to develop the Rainbow Lake Lithium Project are significant and the Company has not yet secured funding that it believes will be sufficient to cover its share of capital expenditure obligations for the development of the Rainbow Lake Lithium Project. If the Company is unable to develop all or any of its projects, its business and financial condition will be materially adversely affected.

The Company believes that one of the key elements to the successful development of a feasible project in the future is the ongoing successful execution of the Pilot Plant. The successful ongoing execution of the Pilot Plant is dependent on the Company obtaining ongoing positive results from the Pilot Plant testing and evaluations, which will enable the development of the Commercial Plant. The Company believes that a successful pilot program should enable the design of a commercial process. There is no guarantee that the ongoing Pilot Plant testing and evaluations will be successful or that the Company will be successful in developing the Commercial Plant, or obtaining funding related to these activities within the timeframes indicated in this Annual Information Form or at all. Hence, there is no guarantee that the Company will be successful in its ongoing execution of its Pilot Plant. If the Company is unable to continue to execute its Pilot Plant operations, its business and financial condition will be materially adversely affected.

Novel Technology Risks

The Company's DLE Technology has not yet been demonstrated at commercial scale. To mitigate this risk, the Company has constructed the Pilot Plant to utilize the Company's DLE Technology to selectively extract lithium from brine that was first pumped to the surface. The Pilot Plant is being used for proof-of-concept and commercial feasibility studies. However, there are risks that the Pilot Plant and related technologies will not demonstrate the requisite process chemistry or if it is demonstrated that it will not be demonstrated at scale, efficiencies of recovery and throughout capacity will not be met, or that scaled production will not be cost effective. In addition, the novel nature of the Company's business and technologies could result in unforeseen costs, additional changes to the process chemistry and engineering, and other unforeseen circumstances that could result in additional delays to develop the Rainbow Lake Lithium Project, or increased capital or operating costs from those estimated in the Rainbow Lake Technical Report, which could have a material adverse effect on the development of the Rainbow Lake Lithium Project.

Risks to Successfully Developing the Commercial Plant

The Company continues to actively work towards advancing the design and eventual implementation of the Commercial Plant which is to be located on the Rainbow Lake Lithium Project. Construction activities at the Rainbow Lake Lithium Project are believed by management to be on schedule to be commenced in early 2024 and completed by the second half of 2024. There is a risk that this goal is not realized, for many reasons including but not limited to: the Company not yet having completed a Preliminary Economic Assessment which would inform the capital costs of constructing the Commercial Plant; and (ii) the Company obtaining all necessary regulatory approvals for the Commercial Plant, including those necessary from the Alberta Energy Regulator.

It is common in new resource extraction operations to experience unexpected costs, problems and delays during construction, development and start-up. Most, if not all, projects of this kind suffer delays in construction, start-up and commissioning due to numerous factors, including late delivery of components, the inadequate availability of skilled labour and equipment, adverse weather or equipment failures, delays in delivery of funding, the rate at which expenditures are incurred, delays in construction schedules, and delays in obtaining the required permits or consents. Many of these risks are described in further detail in other risk factors set forth below. Any of these factors could result in changes to economic returns or cash flow estimates of the project or have other negative financial implications. There is no assurance that the Rainbow Lake Lithium Project will commence commercial production on schedule, or at all, or that the Company's activities will result in profitable operations. If the Company is unable to develop the Rainbow Lake Project into a commercially viable operation, its business and financial condition will be materially adversely affected.

Location of the Rainbow Lake Lithium Project

The Rainbow Lake Lithium Project is located in a remote part of northwestern Alberta with limited access points. The Company's ultimate success is dependent on its ability to access the Rainbow Lake Lithium Project, and as such, any disruptions to the access points could have a material adverse effect on the Company and its future planned commercial operations.

Pilot Plant

The Company's continued innovation of the DLE Technology is largely dependent on the ability of the Pilot Plant to continue to operate. The inability of the Company to transport brine to the Pilot Plant, changes in any regulations or laws impacting the Pilot Plant or the inability of the Company to meet the financial needs of the Pilot Plant could all result in in the Pilot Plant ceasing its operations which would have a material adverse effect on the Company.

Property Commitments

The Company's properties may be subject to various land payments, royalties and/or work commitments. Failure by the Company to meet its payment obligations or otherwise fulfill its work commitments under these agreements could result in the loss of related property interests.

Exploration and Development

Exploring and developing natural resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted, such that it is neither feasible nor practical to proceed. Natural resource exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of natural resources, any of which could result in work stoppages, damage to property, and possible environmental damage. If any of the Company's exploration programs are successful, there is a degree of uncertainty attributable to the calculation of resources and corresponding grades and in the analysis of the economic viability of future development and mineral extraction. Until actually extracted and processed, the quantity of lithium reserves and grade must be considered as estimates only. In addition, the quantity of reserves and resources may vary depending on commodity prices and various technical and economic assumptions. Any material change in quantity of reserves, grade or recovery ratio, may affect the economic viability of the Company's properties. In addition, there can be no assurance that results obtained in the Pilot Plant will be duplicated in larger scale tests under on-site conditions or during production. The Company closely monitors its activities and those factors which could impact them, and employs experienced consulting, engineering, and legal advisors to assist in its risk management reviews where it is deemed necessary.

Operational Risks

The Company will be subject to a number of operational risks and may not be adequately insured for certain risks, including: environmental contamination, liabilities arising from historic operations, accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labor disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena such as inclement weather conditions, floods, earthquakes, ground movements, cave-ins, and encountering unusual or unexpected geological conditions and technological failure of exploration methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the property of the Company, personal injury or death, environmental damage or, regarding the exploration or development activities of the Company, increased costs, monetary losses and potential legal liability and adverse governmental action. These factors could all have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Additionally, the Company may be subject to liability or sustain loss for certain risks and hazards against which the Company cannot insure or which the Company may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Construction Risks

As a result of the substantial expenditures involved in development projects, developments are prone to material cost overruns versus budget. The capital expenditures and time required to develop new projects are considerable and changes in cost or construction schedules can significantly increase both the time and capital required to build the project.

Construction costs and timelines can be impacted by a wide variety of factors, many of which are beyond the control of the Company. These include, but are not limited to, weather conditions, ground conditions, availability and performance of contractors and suppliers, delivery and installation of equipment, design changes, accuracy of estimates and availability of accommodations for the workforce.

Project development schedules are also dependent on obtaining the governmental approvals necessary for the operation of a project. The timeline to obtain these government approvals is often beyond the control of the Company. A delay in start-up or commercial production would increase capital costs and delay receipt of revenues.

Environmental Risks

All phases of mineral exploration and development businesses present environmental risks and hazards and are subject to environmental regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances used and or produced in association with natural resource exploration and production operations. The legislation also requires that facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures, and a breach may result in the imposition of fines and penalties, some of which may be material.

Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company’s financial condition, results of operations or prospects.

Commodity Price Fluctuations

The prices of commodities vary on a daily basis. Price volatility could have dramatic effects on the results of operations and the ability of the Company to execute its business plan. The price of lithium materials may also be reduced by the discovery of new lithium deposits, which could not only increase the overall supply of lithium (causing downward pressure on its price), but could draw new firms into the lithium industry which would compete with the Company.

Volatility of the Market Price of the Common Shares

Securities of junior companies 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 macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The Common Share price is also likely to be significantly affected by delays experienced in progressing with development plans, a decrease in investor appetite for junior stocks, or in adverse changes in the Company’s financial condition or results of operations as reflected in the Company’s quarterly and annual financial statements. Other factors unrelated to performance that could have an effect on the price of the Common Shares include: (a) the trading volume and general market interest in the Common Shares could affect a shareholder’s ability to trade significant numbers of common shares; and (b) the size of the public float in the Common Shares may limit the ability of some institutions to invest in the Company’s securities.

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

Cost Estimates

The Company prepares estimates of operating costs and/or capital costs for each operation and project. The Company's actual costs are dependent on a number of factors, including royalties, the price of lithium and by-product metals and the cost of inputs used in exploration activities. The Company's actual costs may vary from estimates for a variety of reasons, including labour and other input costs, commodity prices, general inflationary pressures and currency exchange rates. Failure to achieve cost estimates or material increases in costs could have an adverse impact on the Company's future cash flows, profitability, results of operations and financial condition.

Future Share Issuances May Affect the Market Price of the Common Shares

In order to finance future operations, the Company may raise funds through the issuance of additional Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. The Company cannot predict the size of future issuances of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares or the dilutive effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares.

Economic and Financial Market Instability

Global financial markets are prone to periods of elevated volatility and instability at times, including following the global financial crisis beginning in 2007 and the outbreak of the novel COVID-19 virus beginning in 2019. Bank failures, the risk of sovereign defaults, other economic conditions and intervention measures have caused significant uncertainties in the markets. The resulting disruptions in credit and capital markets have negatively impacted the availability and terms of credit and capital. High levels of volatility and market turmoil could also adversely impact commodity prices, exchange rates and interest rates. In the short term, these factors, combined with the Company's financial position, may impact the Company's ability to obtain equity or debt financing in the future and, if obtained, the terms that are available to the Company. In the longer term, these factors, combined with the Company's financial position could have important consequences, including: (a) increasing the Company's vulnerability to general adverse economic and industry conditions; (b) limiting the Company's ability to obtain additional financing to fund future working capital, capital expenditures, operating and exploration costs and other general corporate requirements; (c) limiting the Company's flexibility in planning for, or reacting to, changes in the Company's business and the industry; and (d) placing the Company at a disadvantage when compared to competitors that have less debt relative to their market capitalization.

Financing Risks

The Company's development and exploration activities may require additional external financing. There can be no assurance that additional capital or other types of financing will be available when needed or that, if available, the terms of such financing will be acceptable to the Company. Furthermore, if the Company raises additional capital by offering equity securities or securities convertible into equity securities, any additional financing may involve substantial dilution to existing shareholders. Failure to obtain sufficient financing could result in the delay or indefinite postponement of exploration, development, construction or production of any or all of the Company's mineral properties. The cost and terms of such financing may significantly reduce the expected benefits from new developments or render such developments uneconomic.

Industry Competition and International Trade Restrictions

The international resource industries are highly competitive. The value of any future reserves discovered and developed by the Company may be limited by competition from other world resource mining companies, or from excess inventories. Existing international trade agreements and policies and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Company and may affect the supply of and demand for minerals, including lithium, around the world.

Governmental Regulation and Policy

Mining operations and exploration activities are subject to extensive laws and regulations. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labor standards, occupational health, waste disposal, protection and remediation of the environment, toxic and radioactive substances, transportation safety and emergency response, and other matters. Compliance with such laws and regulations increases the costs of exploring, developing, constructing, and operating projects. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact decisions of the Company with respect to the exploration and development of properties, such as the properties in which the Company has an interest. The Company will be required to expend significant financial and managerial resources to comply with such laws and regulations. Since legal requirements change frequently, are subject to interpretation and may be enforced in varying degrees in practice, the Company is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, future changes in governments, regulations and policies and practices, such as those affecting exploration and development of the Company's properties could materially and adversely affect the results of operations and financial condition of the Company in a particular year or in its long-term business prospects.

Permitting

The Company's operations, development projects and exploration activities are subject to receiving and maintaining licenses, permits and approvals, including regulatory relief or amendments, (collectively, "**permits**") from appropriate governmental authorities. Before any development on any of its properties the Company must receive numerous permits, and continued operations at the Company's properties is also dependent on maintaining, complying with and renewing required permits or obtaining additional permits.

The Company may be unable to obtain on a timely basis or maintain in the future all necessary permits required to explore and develop its properties, commence construction or operation of facilities and properties or maintain continued operations. Delays may occur in connection with obtaining necessary renewals of permits for the Company's existing operations and activities, additional permits for existing or future operations or activities, or additional permits associated with new legislation. It is possible that previously issued permits may become suspended or revoked for a variety of reasons, including through government or court action.

Risk Related to the Cyclical Nature of the Lithium Business

The lithium business and the marketability of the products that are produced are affected by worldwide economic cycles. At the present time, the significant demand for lithium and other commodities in many countries is driving increased prices, but it is difficult to assess how long such demand may continue. Fluctuations in supply and demand in various regions throughout the world are common.

Title Claims and First Nations Rights

The Company has investigated its rights to explore and exploit its projects and, to the best of its knowledge, its rights in relation to lands covering the projects are in good standing. Nevertheless, no assurance can be given that such rights will not be revoked, or significantly altered, to the Company's detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties.

Although the Company is not aware of any existing title uncertainties with respect to lands covering material portions of its projects, there is no assurance that such uncertainties will not result in future losses or additional expenditures, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Certain of the Company's properties may be subject to the rights or the asserted rights of various community stakeholders, including First Nations and other indigenous peoples. The presence of community stakeholders may impact the Company's ability to develop or operate its mining properties and its projects or to conduct exploration activities. Accordingly, the Company is subject to the risk that one or more groups may oppose the continued operation, further development or new development or exploration of the Company's current or future mining properties and projects.

Such opposition may be directed through legal or administrative proceedings, or through protests or other campaigns against the Company's activities.

Governments in many jurisdictions must consult with, or require the Company to consult with, indigenous peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. Consultation and other rights of indigenous peoples may require accommodation including undertakings regarding employment, royalty payments and other matters. This may affect the Company's ability to acquire within a reasonable time frame effective mineral titles, permits or licenses in any jurisdictions in which title or other rights are claimed by First Nations and other indigenous peoples, and may affect the timetable and costs of development and operation of mineral properties in these jurisdictions. The risk of unforeseen title claims by indigenous peoples also could affect existing operations as well as development projects. These legal requirements may also affect the Company's ability to expand or transfer existing operations or to develop new projects.

Community Relations and License to Operate

The Company's relationship with the host communities where it operates is critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("**NGOs**"), some of which oppose globalization and resource development, are often vocal critics of extractive industries and their practices. Adverse publicity generated by such NGOs or others related to extractive industries generally, or the Company's exploration or development activities specifically, could have an adverse effect on the Company's reputation. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, which could have a material adverse impact on the Company's results of operations, financial condition and prospects. While the Company is committed to operating in a socially responsible manner, there is no guarantee that the Company's efforts in this respect will mitigate this potential risk.

Acquisition and Integration Risks

As part of its business strategy, the Company has sought and will continue to seek new operating, development and exploration opportunities in the extractive industry. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, if at all, or that any acquisition or business arrangement completed will ultimately benefit its business. Such acquisitions may be significant in size, may change the scale of the Company's business and may expose the Company to new geographic, political, operating, financial or geological risks. Further, any acquisition the Company makes will require a significant amount of time and attention of the Company's management, as well as resources that otherwise could be spent on the operation and development of the Company's existing business.

Any future acquisitions would be accompanied by risks, such as a significant decline in the relevant metal price after the Company commits to complete an acquisition on certain terms; the quality of the mineral deposit acquired proving to be lower than expected; the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of the Company's ongoing business; the inability of management to realize anticipated synergies and maximize the Company's financial and strategic position; the failure to maintain uniform standards, controls, procedures and policies; the impairment of relationships with employees, customers and contractors as a result of any integration of new management personnel; and the potential for unknown or unanticipated liabilities associated with acquired assets and businesses, including tax, environmental or other liabilities. In addition, the Company may need additional capital to finance an acquisition. Debt financing related to any acquisition may expose the Company to the risks related to increased leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that any business or assets acquired in the future will prove to be profitable, that the Company will be able to integrate the acquired businesses or assets successfully or that it will identify all potential liabilities during the course of due diligence. Any of these factors could have a material adverse effect on the Company's business, prospects, results of operations and financial condition.

No Revenue and Negative Cash Flow

The Company has negative cash flow from operating activities and does not currently generate any revenue. Lack of cash flow from the Company's operating activities could impede its ability to raise capital through debt or equity financing to the extent required to fund its business operations. In addition, working capital deficiencies could negatively impact the Company's ability to satisfy its obligations promptly as they become due. If the Company does not generate sufficient cash flow from operating activities, it will remain dependent upon external financing sources. There can be no assurance that such sources of financing will be available on acceptable terms or at all.

Legal and Litigation

All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material adverse effect on the Company's business, prospects, financial condition, and operating results. There are no current claims or litigation outstanding against the Company.

Insurance

The Company is also subject to a number of operational risks and may not be adequately insured for certain risks, including: accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labor disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena such as inclement weather conditions, floods, earthquakes, tornados, thunderstorms, ground movements, cave-ins, and encountering unusual or unexpected geological conditions and technological failure of exploration methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the properties of the Company, personal injury or death, environmental damage or, regarding the exploration or development activities of the Company, increased costs, monetary losses and potential legal liability and adverse governmental action, all of which could have an adverse impact on the Company’s future cash flows, earnings, results of operations and financial condition. The payment of any such liabilities would reduce the funds available to the Company. If the Company is unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy.

No assurance can be given that insurance to cover the risks to which the Company’s activities are subject will be available at all or at commercially reasonable premiums. The Company is not currently covered by any form of environmental liability insurance, since insurance against environmental risks (including liability for pollution) or other hazards resulting from exploration and development activities is unavailable or prohibitively expensive. This lack of environmental liability insurance coverage could have an adverse impact on the Company’s future cash flows, earnings, results of operations and financial condition.

Conflicts of Interest

The Company’s directors and officers are or may become directors or officers of other mineral resource companies or reporting issuers or may acquire or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may, or may also wish to participate, the directors and officers of the Company may have a conflict of interest with respect to such opportunities or in negotiating and concluding terms respecting the extent of such participation.

The Company and its directors and officers will attempt to minimize such conflicts. If such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Dividends

The Company has never paid cash dividends on its Common Shares and does not expect to pay any cash dividends in the future in favor of utilizing cash to support the development of our business. Any future determination relating to the Company’s dividend policy will be made at the discretion of the Board and will depend on a number of factors, including future operating results, capital requirements, financial condition and the terms of any credit facility or other financing arrangements the Company may obtain or enter into, future prospects and other factors the Board may deem relevant at the time such payment is considered. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on their investment in the Common Shares for the foreseeable future.

Time and Cost Estimates

Actual time and costs may vary significantly from estimates for a variety of reasons, both within and beyond the control of the Company. Failure to achieve time estimates and significant increases in costs may adversely affect the Company's ability to continue exploration, develop the Company's projects and ultimately generate sufficient cash flows. There is no assurance that the Company's estimates of time and costs will be achievable.

Consumables Availability and Costs

The Company's planned exploration, development and operating activities, including the profitability thereof, will continue to be affected by the availability and costs of consumables used in connection with the Company's activities. Of significance, this may include piping, fuel and electricity. Other inputs such as labor, consultant fees and equipment components are also subject to availability and cost volatility. If inputs are unavailable at reasonable costs, this may delay or indefinitely postpone planned activities. Furthermore, many of the consumables and specialized equipment used in exploration, development and operating activities are subject to significant volatility. There is no assurance that consumables will be available at all or at reasonable costs.

Mineral Resource Uncertainties

There can be no assurances that any of the mineral resources stated in this AIF or published technical reports of the Company will be realized. Until a deposit is actually extracted and processed, the quantity of mineral resources or reserves, grades, recoveries and costs must be considered as estimates only. In addition, the quantity of mineral resources or reserves may vary depending on, among other things, product prices. Any material change in the quantity of mineral resources or reserves, grades, dilution occurring during mining operations, recoveries, costs or other factors may affect the economic viability of stated mineral resources or reserves. In addition, there is no assurance that mineral recoveries in limited, small scale laboratory tests or pilot plants will be duplicated by larger scale tests or during production. Fluctuations in lithium prices, results of future drilling, metallurgical testing, actual mining and operating results, and other events subsequent to the date of stated mineral resources and reserves estimates may require revision of such estimates. Any material reductions in estimates of mineral resources or reserves could have a material adverse effect on the Company.

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. 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 Rainbow Lake Lithium Project could be materially adversely affected, even to the point of being rendered uneconomic.

Global Financial Conditions

Global financial conditions have from time to time been subject to periods of elevated volatility. Government debt, the risk of sovereign defaults, political instability and wider economic concerns in many countries have been causing significant uncertainties in the markets. Disruptions in the credit and capital markets can have a negative impact on the availability and terms of credit and capital. Uncertainties in these markets could have a material adverse effect on the Company's liquidity, ability to raise capital and cost of capital. High levels of volatility and market turmoil could also adversely impact commodity prices, exchange rates and interest rates and have a detrimental effect on the Company's business.

In February 2022, Russian military forces invaded Ukraine. In response, Ukrainian military personnel and civilians are actively resisting the invasion. The outcome of the conflict is uncertain and is likely to have wide-ranging consequences on the peace and stability of the region and the world economy. Certain countries including Canada and the United States, have imposed strict financial and trade sanctions against Russia, which sanctions may have far reaching effects on the global economy and financial markets and could result in increased volatility in commodity prices. Any such occurrence may have a material adverse effect on the Company's business, financial condition, results of operations or ability to access debt or equity financing.

COVID-19

The Company's business, operations, and financial condition, and the market price of the Common Shares, could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the outbreak of the COVID-19 virus beginning in 2019 and the subsequent emergence of new variants of the virus. To date, there have been a large number of temporary business closures, quarantines, and a general reduction in consumer activity in a number of countries. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects have been temporary and have in some cases resolved, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Such public health crises can result in volatility and disruptions in the supply and demand for lithium and other minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest.

Analyst Coverage

The trading market of the Common Shares depends, to some extent, on the research and reports that securities or industry analysts publish about the Company or its business. The Company has no control over these analysts. If one or more of the analysts who covers the Company should downgrade the Common Shares or change their opinion of the Company's business prospects, the Company's share price would likely decline. If one or more of these analysts ceases coverage of the Company or fails to regularly publish reports on the Company, the Company could lose visibility in the financial markets, which could cause the Company's share price or trading volume to decline.

DIVIDENDS AND DISTRIBUTIONS

The Company has not paid dividends to its shareholders to date and has no current intention of paying dividends on the Common Shares in the foreseeable future. The Company currently intends to retain cash flows to finance the exploration and development of its mineral properties and to otherwise invest in the Company's business. The future payment of dividends will be dependent upon the financial requirements of the Company to fund further growth, the financial condition of the Company and other factors, which the Board may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future, if at all.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

As of the date hereof, the authorized capital of the Company consists of an unlimited number of Common Shares, of which 100,261,306 Common Shares are issued and outstanding as fully paid and non-assessable.

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board, to receive notice of and attend all meetings of shareholders, to one vote per Common Share at such meetings and, upon liquidation, to rateably receive the assets of the Company as are distributable to the holders of the Common Shares.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions and there are no provisions which are capable of requiring a security holder to contribute additional capital.

Options

The Company has in place a "rolling" stock option plan (the "**Stock Option Plan**") which was approved by its shareholders at the annual and special meeting of the Company held on January 31, 2023.

The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Company by directors, officers, employees and consultants of the Company and its affiliates and other designated persons. Options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the Board. The number of options which may be issued under the Stock Option Plan is limited to 10% of the number of Common

Shares outstanding at the time of the grant of the options. As at the date hereof, there are 7,765,000 Common Shares reserved for issuance under the Stock Option Plan.

Any Common Shares subject to an option which, for any reason, is cancelled or terminated prior to exercise will be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the market price of the Common Shares. Options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The Stock Option Plan does not contain any provision for financial assistance by the Company in respect of options granted under the Stock Option Plan.

The Company has no equity compensation plans other than the Stock Option Plan.

MARKET FOR SECURITIES

Trading Price and Volume

The Company's Common Shares are listed for trading on the TSX-V under the symbol "VLT". The following table sets out the price ranges and trading volumes on the TSX-V of the Common Shares for each month listed below since the beginning of the Company's most recently completed financial year ended June 30, 2022:

Period	High ($)	Low ($)	Volume
July 1-10, 2023	0.34	0.265	1,126,033
June 2023	0.41	0.22	4,517,872
May 2023	0.55	0.34	3,991,751
April 2023	0.475	0.305	6,160,991
March 2023	0.325	0.205	4,561,449
February 2023	0.35	0.20	5,296,824
January 2023	0.25	0.09	3,901,094
December 2022	0.16	0.07	1,347,789
November 2022	0.175	0.16	25,678
October 2022	0.17	0.11	264,300
September 2022	0.175	0.125	480,467
August 2022	0.16	0.06	1,863,108
July 2022	0.115	0.065	709,606

June 2022	0.17	0.10	424,290
May 2022	0.17	0.115	1,152,049
April 2022	0.195	0.15	1,036,066
March 2022	0.285	0.15	1,319,507
February 2022	0.33	0.20	1,529,633
January 2022	0.25	0.19	522,438
December 2021	0.27	0.19	993,991
November 2021	0.35	0.22	1,619,167
October 2021(1)	--	--	--
September 2021(1)	--	--	--
August 2021(1)	--	--	--
July 2021(1)	--	--	--

Note:

(1) The Common Shares were subject to a TSXV-imposed trading halt pending approval of the RTO Transaction.

PRIOR SALES

The following tables set forth the number, exercise price and date of issuance of outstanding securities of the Company issued since the beginning of the Company's most recently completed financial year ended June 30, 2022, other than securities of the Company that were listed or quoted on a marketplace.

Class	Date of Issuance	Number	Exercise Price
Options	March 24, 2023	1,015,000	$0.25
Options	December 15, 2022	4,800,000	$0.155
Options (now expired)	February 23, 2022	50,000	$0.28
Options	January 11, 2022	400,000	$0.405
Options	October 27, 2021	1,325,000	$0.405
Options	August 17, 2021	725,000	$0.405
Warrants	February 24, 2023	10,449,456	$0.30
Warrants	October 27, 2021	7,071,579	$0.45
Warrants	April 29, 2023	4,198,779	$0.45
Warrants	April 9, 2021	7,222,208	$0.30

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

To the knowledge of the Company, there are no securities of the Company that are in escrow or subject to contractual restrictions on transfer, other than as follows:

(a) On March 22, 2023, the Company entered into voluntary lock-up agreements with former Volt shareholders (the "**Securityholders**" and each a "**Securityholder**") representing 33,984,000 Common Shares, including with Alex Wylie, President, CEO and a Director of the Company for 11,360,000 Common Shares and Martin Scase, a Director of the Company, for 6,336,000 Common Shares. The locked-up shares will be released as follows: 25% on July 15, 2023; 25% on November 15, 2023; 25% on March 15, 2024; and 25% on July 15, 2024. Each Securityholder covenants and agrees that he will not, directly or indirectly, offer, sell, assign, transfer, pledge, mortgage, charge, create a security interest in, hypothecate, enter into any agreement or option to or otherwise dispose of, encumber or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any of the locked-up shares held, beneficially owned or controlled by him, without, in each case, the prior written consent of the Company, until the locked-up shares are released; and

(b) In connection with the RTO Transaction as required by the policies of the TSX-V:

Principal	**Common Shares**	**Warrants**
Campbell Smyth	815,000	265,000
David Eaton	400,000	Nil
Kyle Hookey	422,221	88,888
Morgan Tiernan	333,333	Nil
Richard Tremblay	666,667	100,000
Warren Uhl	611,111	44,444
Cronin Capital Corp.	1,482,849	721,395
Cronin Services Ltd.	739,284	339,284
Total	**5,470,465**	**1,559,011**

The timeline for release of the above securities will be subject to release in accordance with the following "Tier 2 Value Security" escrow release timeline of the TSX-V:

% of Securities Released from Escrow Tier 2 Issuer	**Release Date**
10%	Date of Final Exchange Bulletin(1)
15%	6 months from Final Exchange Bulletin
15%	12 months from Final Exchange Bulletin
15%	18 months from Final Exchange Bulletin
15%	24 months from Final Exchange Bulletin

15%	30 months from Final Exchange Bulletin
15%	36 months from Final Exchange Bulletin

Note:

(1) "Final Exchange Bulletin" means the bulletin issued by the TSX-V following the closing and the RTO Transaction and submission of all documentation required by the TSX-V and evidencing the final acceptance of the RTO Transactions by the TSX-V. The Final Exchange Bulletin was issued on November 2, 2021.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out, as at the date hereof, for each of our directors and executive officers, the person's name, province or state, and country of residence, position(s) with the Company, the date on which he or she became a director of the Company, and his or her principal occupation and previously held positions for the last five years. Our directors are expected to hold office until our next annual meeting of shareholders. Our directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of shareholders.

Name, province or state and country of residence and position with the Company	Principal occupation for past five years	Director Since
Alex Wylie *Alberta, Canada* Director, President & CEO	President and CEO of Volt Lithium Operations Corp. since April 2022 and current President and CEO of the Company. Served in an executive capacity for a number of companies over the past 10 years including Chairman and CEO of ACT Medical from 2017 to 2021, President and CEO of Bruin Energy Corp. from 2014 to 2016, President of PetroToro Inc. from 2013 to 2014 and VP Finance and CFO of Renegade Petroleum Ltd from 2009 to 2013.	December 9, 2022
Kyle Hookey *British Columbia, Canada* Director	VP of Corporate Finance then Partner of Cronin Capital Corp., a natural resource focused merchant banking group based in Vancouver, Canada, since April 2019, President then Interim CEO of the Company from August 2020 to April 2023, Vice President, Corporate Finance of TSX-V listed Imperial Helium Corp. from December 2019 to August 2022, and Non-Executive Director of LSE listed Cloudbreak Discovery Plc from September 2019 to January 2022, Senior Analyst at JBWere Ltd from November 2012 to September 2018.	October 27, 2021

Name, province or state and country of residence and position with the Company	Principal occupation for past five years	Director Since
Morgan Tiernan *British Columbia, Canada* Chief Financial Officer	CFO of the Company since July 2021, Financial Controller for Cronin Capital Corp, a natural resource focused merchant banking group based in Vancouver, Canada since October 2020, CFO of Buscando Resources Corp since May 2021, Financial Reporting Manager of Morneau Shepell from 2017 to 2020	N/A
Martin Scase(2) *Alberta, Canada* Director	President and CEO of Camber Resources Services Ltd. (which provides logistical services to its subsidiary, Sterling Chemicals Ltd.) since November 2016 and a director of Cabot Energy Inc. since September 2012.	December 9, 2022
Warner Uhl *British Columbia, Canada* Director	Executive Chairman for the Company since Oct 2021, Regional Director for Study Management in the Americas, Technology and Expert Solutions, Worley, Canada since 2021, President and CEO, BMEX Gold 2021, Project Director and Board Member IBA Committee, Wood PLC 2019 – 2020, Senior Management Team, Procon Mining and Tunnelling 2017 – 2019.	October 27, 2021
Andrew Leslie(2) *Ontario, Canada* Director	Board Director, Strategic Consultant and Academic Advisor since Nov 2019, Parliamentary Secretary Global Affairs, US-Relations and Global Affairs 2017-Oct 2019, Member of Parliament for Orleans and Chief Government Whip 2015-2017, Chief of Land Staff and Commander of the Canadian Army (Lieutenant-General) 2006-2010.	December 15, 2022

Name, province or state and country of residence and position with the Company	Principal occupation for past five years	Director Since
Maury Dumba *Texas, USA* Director	Senior Vice President of Corporate Development and then Chief Marketing Officer of Greene's Energy Group from December 2010 to March 2022. Prior thereto, CEO & President of Cadre Services Inc. May 2007 to December 2010. Prior thereto, worked for General Electric Oil & Gas for 7 years holding two global General Management positions and 12 years for Schlumberger in various development and leadership roles.	April 20, 2023

Notes:

(1) The information as to province and country of residence and principal occupation is not within the knowledge of the management of the Company and has been furnished by the respective directors and executive officers.

(2) Member of the Corporation's Audit Committee.

As of the date of this AIF, the Company's directors and executive officers beneficially own, control or direct, directly or indirectly, 20,964,108 Common Shares, representing 20.89% of the issued and outstanding Common Shares of the Company as of the date of this AIF. The information as to Common Shares beneficially owned, directly or indirectly or over which control or direction is exercised, is based upon information furnished to the Company by each of the individuals listed above.

Cease Trade Orders and Bankruptcies

None of our directors or executive officers is, as at the date of this Annual Information Form, or has been within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity, or after that person ceased to act in such capacity but resulting from an event that occurred while that person was acting in such capacity, was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation in each case for a period of more than 30 consecutive days.

Other than as set forth below, none of our directors, or executive officers, or to our knowledge, our shareholders holding a sufficient number of securities to affect materially the control of our Company (i) is as at the date of this Annual Information Form, or has been within 10 years before the date of this Annual Information Form, a director or executive officer of any company (including us) that, while that person was acting in that capacity, or within a year of that person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

Martin Scase is a director and officer of Cabot Energy Inc. On June 30, 2020, Cabot Energy Inc. filed a Notice of Intention to make a proposal pursuant to subsection 50.4(1) of the *Bankruptcy and Insolvency Act*. Cabot Energy Inc. filed for an approval order for a proposal to the creditors that was approved at a meeting by a majority of the creditors and was approved by the Court of Queens Bench of Alberta on December 20, 2020. Cabot Energy Inc. emerged from the Notice of Intention filing and is an active company.

Penalties or Sanctions

None of our directors or executive officers, or to our knowledge, our shareholders holding a sufficient number of securities to affect materially the control of our Company, has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of our knowledge, there are no known existing or potential conflicts of interest between us and our directors, officers or other members of management as a result of their outside business interests as at the date of this Annual Information Form. However, as certain of our directors and officers also serve as directors and officers of other companies, it is possible that a conflict of interest may arise between their duties to us and their duties to such other companies. Conflicts, if any, will be subject to the procedures and remedies provided under the Business Corporations Act (Alberta). See "*Directors and Officers*".

PROMOTERS

No person will be, or has been, within the two most recently completed financial years or during the current financial year, a promoter of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since the beginning of the Company's most recently completed financial year, the Company has not been a party to, and its property has not been the subject of, any legal proceedings, and no such proceedings are known to the Company to be contemplated.

No penalties or sanctions have been imposed against the Company by a court relating to securities legislation or by a securities regulatory authority since the beginning of the Company's most recently completed financial year, and no other penalties or sanctions have been imposed against the Company by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision. In addition, the Company has not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority since the beginning of its most recently completed financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of (i) the directors or executive officers of the Company, (ii) the shareholders who beneficially own, control or direct, directly or indirectly, more than 10% of the voting securities of the Company, or (iii) any associate or affiliate of the persons referred to in (i) and (ii), has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Annual Information Form or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries other than as described herein.

TRANSFER AGENT AND REGISTRAR

The Company has appointed TSX Trust Company at its office located at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, as the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the Company has not entered into any material contracts since the beginning of its most recently completed financial year other than as set forth below:

1. Royalty Agreement (through Volt) (see "*Business of the Company – Royalty Agreement*")

2. Water Treatment and Lithium Extraction Agreement (through Volt) (see "*Business of the Company – Water Treatment and Lithium Extraction Agreement*")

INTERESTS OF EXPERTS

The following persons or companies are those (a) who are named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by the Company during, or relating to, the Company's most recently completed financial year; and (b) whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

1. The Company's consolidated financial statements for the year ended June 30, 2022 have been audited by DeVisser Gray LLP, Chartered Financial Accountants, who are independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia; and

2. The Rainbow Lake Technical Report was prepared by the following Qualified Persons: Doug Ashton, P.Eng. and Meghan Klein, P.Eng. of Sproule Associates Limited. Ltd. and Dmitry Deryushkin. P. Geo., M.Eng. and Jesse Williams-Kovacs, P.Eng. of Sub-Surface Dynamics Inc. Ms. Meghan Klein, P.Eng, takes responsibility for Sections 1-6 (except Section 1.4), 9-13, 14.4 and 15-27 presented in the technical report. Mr. Dmitry Deryushkin, P.Geo, takes responsibility for Sections 1.4, 7, 12, 14.1, 14.2, 14.3 and 14.5 presented in the technical report.

Based on information provided by the above experts, the registered or beneficial interest, direct or indirect, in any securities or other property of the Company or of one of the Company's associates or affiliates of each of the above experts represents less than one per cent of the Company's outstanding securities. None of the above experts is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, as applicable, may be found in the Company's management information circular dated December 21, 2022 filed on SEDAR at www.sedar.com.

Additional financial information is provided in the Company's financial statements and related management's discussion and analysis for its most recently completed financial year which may be found on SEDAR at www.sedar.com.