VOLT LITHIUM CORP.

ANNUAL INFORMATION FORM

November 8, 2024

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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 November 8, 2024. Unless otherwise indicated, references herein to "$" or "dollars" are to Canadian dollars.

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

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: Preliminary Economic Assessment of the Rainbow Lake Property in Alberta, Canada for Volt Lithium Corp." dated as of November 30, 2023, prepared by Doug Ashton, P. Eng. and Meghan Klein, P.Eng. of Sproule Associates Limited, Dmitry Deryushkin. P. Geo., M. Eng and Jesse Williams-Kovacs, P.Eng., PhD of Subsurface Dynamics Inc. and Mark A Wolf, P.E. of Engineered Filtration Solutions, 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., Jesse Williams-Kovacs, P. Eng. of Subsurface Dynamics Inc. and Mark A Wolf, P.E. of Engineered Filtration Solutions 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 the perceived merit of properties; capital expenditures; pilot project and exploration results; accuracy of mineral or resource exploration activity; expectations regarding the Company's described milestones and its ability to meet them; 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 the Company's name to "Volt Lithium Corp."

On June 8, 2023, the Company was continued out of the jurisdiction of Ontario under the *Business Corporations Act* (Ontario) and into the jurisdiction of Alberta under the *Business Corporations Act* (Alberta).

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 142,660,046 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. The Company's 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

2021

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 a mineral property (the "**Silver King Property**") located in Lincoln

County, Nevada (a porphyry copper-gold exploration target in Lincoln County, Nevada) (the "**Silver King Option**"). 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 a mineral property (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 a mineral property located in Colorado and Utah (the "**Stateline Property**") from Cloudbreak Discovery Plc ("**Cloudbreak**") (LSE: CDL), Cloudbreak Discovery Canada and Alianza Minerals Ltd. ("**Alianza**") (TSX-V: ANZ) (the "**Stateline Option**"). The Stateline Property consists of 22 unpatented mining claims totaling 148 hectares (365.7 acres) 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 Operations**"), pursuant to a share purchase agreement entered in on October 31, 2022 between the Company and the shareholders of Volt Operations. As consideration for the acquisition, the Company issued an aggregate of 38,880,000 Common Shares to the shareholders of Volt Operations. In connection with the transaction, Mr. Alex Wylie (a founder of Volt Operations) 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 Operations 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 Operations owns proprietary direct lithium extraction (DLE) technology ("**DLE Technology**") and is a party to the Royalty Agreement (defined below) and the Water Treatment and Lithium Extraction Agreement (defined below).

2023

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 of 20,000,000 units at a price of $0.20 per unit for gross proceeds of $4,000,000. 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 ("**Pilot Project**") to test its DLE Technology in a simulated commercial environment at the Company's equipment supplier's facility in Regina, Saskatchewan. The Company, through Volt Operations, planned to demonstrate its ability to extract lithium from oilfield brine in scale by processing up to 250,000 liters of brine from its Rainbow Lake Lithium Project (as defined below) through the second half of 2023.

On April 6, 2023, the Company announced achieving a technical breakthrough with its DLE Technology which is expected to support continued step-change improvements in the Company's process and project economics upon commercialization. The IES-300 technology was intended to build on the success of the Company'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 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 120 mg/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**").

On July 13, 2023, the Company announced strategic collaborations with two research labs at the University of Alberta campus in Edmonton to accelerate North American lithium production and environmentally conscious wastewater management. The collaborations are designed to leverage nanotechnology and water processing expertise to remove contaminants from oilfield brine to be used for the Company's DLE Technology.

On July 20, 2023, the Company obtained a receipt for its (final) short form base shelf prospectus (the "**Shelf Prospectus**") filed with the securities commissions in each of the provinces of Canada (except Quebec). The Shelf Prospectus allows the Company to qualify the distribution of up to $100,000,000 in Common Shares, preferred shares, debt securities, Warrants (as defined below), subscription receipts, and units, or any combination thereof during the 25-months that the Shelf Prospectus remains effective.

On August 4, 2023, the Company closed a brokered public offering pursuant to a prospectus supplement to the Shelf Prospectus, pursuant to which it issued an aggregate of 11,262,500 flow-through units (each, a "**FT Unit**" and collectively, the "**FT Units**") and 14,956,590 units (each, a "**HD Unit**" and collectively, the "**HD Units**" and together with the FT Units, the "**Units**") in the capital of the Company at a price of $0.24 per FT Unit (the "**FT Offering Price**") and $0.22 per HD Unit (the "**HD Offering Price**" and, together with the FT Offering Price, the "**Offering Prices**")

for gross proceeds of approximately $6,800,000 (the "**Offering**"). Each FT Unit consisted of one Common Share to be issued as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**") to be issued as a "flow-through share" within the meaning of the Tax Act. Each HD Unit consisted of one Common Share and one-half of one Warrant (without the benefit of any flow-through tax consequences under the Tax Act). Each Warrant entitled the holder thereof to purchase one Common Share at an exercise price of $0.33 for a period of 24 months following the completion of the Offering. Concurrent with the closing of the Prospectus Offering, the Company closed a brokered private placement of 266,666 FT Units and 3,287,931 HD Units at the Offering Prices for gross proceeds of $787,345 (the "**Concurrent Private Placement**"). In connection with the Offering and the Concurrent Private Placement, the Company paid to Canaccord Genuity Corp. and including Paradigm Capital Inc. (collectively, the "**Agents**") and any other syndicate members a cash commission of $346,848, which was equal to 6.0% of the gross proceeds from the Offering, and issued an aggregate of 1,515,946 broker warrants ("**Broker Warrants**"), equal to 6.0% of the number of Units sold pursuant to the Offering, subject to a reduction to 3.0% cash commission and 3.0% Broker Warrants for up to $2,000,000 of Units sold to purchasers under the president's list of the Offering and in respect of all Units sold under the Concurrent Private Placement. Each Broker Warrant is exercisable for one HD Unit at the HD Offering Price until August 4, 2025.

On September 5, 2023, the Company granted 3,855,000 stock options to certain directors and officers which are exercisable at a price of $0.30 per Common Share for a period of four years from the date of grant, expiring on September 5, 2027.

On August 17, 2023, the Company announced the termination of the Stateline Option and the Silver King Option.

On September 5, 2023, the Company announced the appointment of Lt. General (ret'd) Honourable Andrew Leslie as Chair of the Board.

On October 4, 2023, the Company announced that it commissioned its permanent demonstration plant (the "**Field Simulation Centre**") in Calgary, Alberta to test oilfield brines from multiple brines from multiple basins across North America.

On December 14, 2023, the Company announced the summary results of its Preliminary Economic Assessment ("**PEA**") for the Rainbow Lake Lithium Project (as defined below).

2024

On January 29, 2024, the Company filed the Rainbow Lake Technical Report.

On January 31, 2024, the Company announced that it had successfully produced 99.5% battery-grade lithium carbonate, a commercial and saleable lithium product, in-house at the Field Simulation Centre.

On February 14, 2024, the Company granted 1,200,000 stock options to certain consultants of the Company, which vest in equal tranches every six months over an 18-month period, are exercisable at a price of $0.20 per Common Share for a period of four years from the date of grant and expire on February 14, 2028.

On February 21, 2024, the Company announced that it had achieved a 64% reduction in full cycle DLE operating costs to process brine from its Rainbow Lake Property.

On April 29, 2024, the Company announced a strategic investment (the "**Strategic Investment**") of US$1,500,000 by a company (the "**Strategic Partner**") with operations in the Delaware Basin, a sub-basin in the Permian Basin in West Texas, USA, for the deployment of a field unit to produce lithium chloride, lithium hydroxide monohydrate or lithium carbonate using the Company's proprietary DLE Technology in the Delaware Basin (the "**U.S. Field Unit**"). The Strategic Investment closed on May 1, 2024, and was completed by way of non-brokered private placement of 6,818,182 units of the Company ("**Consideration Units**") to the Strategic Partner at a price of US$0.22 per Consideration Unit for the aggregate proceeds of US$1,500,000 (approximately CAD$2,061,900.05). Each Unit consisted of one Common Shares and one-half of one Common Share purchase warrant (each whole warrant, a "**Consideration Warrant**"), with each Consideration Warrant being exercisable into one Common Share (a "**Warrant Share**") at a price of US$0.35 per Warrant Share until May 1, 2026.

On June 13, 2024, the Company announced the appointments of Dave Kimery as Chief Operating Officer, Derek McFarlane as Production Engineer and Field Operations, USA, and Greg Foofat as Vice President of Investor Relations. The Company also granted 800,000 stock options to such individuals and certain consultants of the Company, which vest over a 6-month period, are exercisable at a price of $0.25 per Common Share for a period of four years from the date of grant and expire on June 11, 2028.

Recent Developments

Effective as of July 1, 2024, the Company changed its year end from June 30 to December 31 better align the Company's financial reporting with the calendar year and its peers in the lithium production and extraction industry. In addition, the reporting currency of the Company was changed from Canadian dollars to United States dollars.

On July 17, 2024, the Company announced that it had achieved another pivotal milestone on the path to commercializing its proprietary DLE Technology and that it had scaled-up production capacity to 96,000 litres of oilfield brine per day (equivalent to 600 barrels per day and representing 100 times scale-up in its processing capabilities), assuming continuous production with no downtime for equipment maintenance or failure.

On August 26, 2024, the Company announced the successful deployment, installation and commenced function-testing of its first field unit, being the U.S. Field Unit, located in the Permian Basin in Texas, paving the way for the Company's first lithium production. The Company also announced that the U.S. Field Unit would be capable of processing over 200,000 litres (1,250 barrels) of oilfield brine per day, assuming continuous production with no downtime for equipment maintenance or failure, representing a two-times scale-up from the Company's previous processing capabilities of 96,000 litres (600 barrels) of oilfield brine per day.

On September 3, 2024, the Company announced the retirement of Maury Dumba from the board of directors effective as of September 1, 2024.

On September 26, 2024, the Company announced that it commenced U.S. field operations by bringing the U.S. Field Unit online and achieved its first production of lithium.

On October 23, 2024, the Company announced that it had successfully produced battery-grade lithium carbonate from the U.S. Field Unit.

On November 5, 2024, the Company announced that it had significantly improved the operating capacity of its DLE Technology for processing oilfield brines in the Delaware Basin, enabling an increase of throughput capacity while reducing future capital requirements. The Company also

announced that its direct lithium extraction cycle times were improved by four times in operating capabilities through the installation of the Company's third generation equipment at the U.S. Field Unit. Additionally, the Company appointed industry veteran and Volt Advisory Board Member Dr. John McEwen, PhD Chemistry, as Chief Technology Officer.

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 the Delaware Basin in Texas, USA and Rainbow Lake, in Northwest Alberta (the "**Rainbow Lake Lithium Project**" or the "**RLP**") on the backbone of the mature and sophisticated Texas and Alberta oil industries that will allow the Company to catapult its development. The Company combines significant oil and gas resources and well-established local industries with its own proprietary DLE Technology with a view to delivering lithium to market in North America.

Delaware Basin Project in Texas, USA

General

Volt has partnered with the Strategic Partner to extract lithium from produced water that is a by-product of oil and gas production in the Delaware Basin (the "**Delaware Basin Project**"). Operators in the Delaware Basin dispose of approximately 10.9 million barrels of produced water on a daily basis. The Strategic Partner is a significant operator in the Delaware Basin that disposes significant volumes of produced water into formation in compliance with the regulations of the Texas Railroad Commission.

Volt commenced operations in the Delaware Basin in September 2024 with the view to scale-up production in Texas in 2025 and is utilizing its DLE Technology to develop a new source of lithium extracted from brine water aquifers from oil and gas fields in Texas. The Company is aiming to develop a process for the commercial production of high purity lithium products fed directly into lithium batteries. This initiative targets the rising demand from the transportation electrification sector and the backup power industry, including applications for data centers, capitalizing on projected significant growth in these markets.

Property

The Delaware Basin is one of the largest conventional oil and gas producing basins in North America, with approximately 10.9 million barrels of lithium infused brine produced every day in association with the oil and gas production. The Permian Basin brine production is approximately 19 million barrels per day, representing an estimated potential of 325,000 tonnes per annum of lithium carbonate production.

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 15.7 billion cubic metres (m^3) with a total lithium tonnage estimated to be 4.9 million tonnes of LHM. 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.

Property

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 MIM 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. See "*Mineral Properties*" for information on the Rainbow Lake Lithium Project and the Rainbow Lake resource area.

MIM Permits

The Company's mineral properties are currently comprised of multiple Alberta metallic and industrial minerals permits ("**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 converted its existing MIM Permits to a Brine Hosted Mineral License (the "**Mineral License**") at cost of $608,934.03 for the initial year's rent. The Mineral License has 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 $609,000/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.

As of January 1, 2024, no new Mineral Licenses are being 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.

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.

1. *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 (the "**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.

2. *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 the 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.

Lithium Production and Development of DLE Technology

Lithium Production and Technological Viability

With a large potential source of lithium secured, management's focus shifted to demonstrating the technological viability of its DLE Technology at the Delaware Basin Project and Rainbow Lake Lithium Project from 2022 through to 2024. The Company's process of delivering high grade lithium chloride, lithium hydroxide or lithium carbonate to the market is being developed in the following four major steps:

- Step 1 – Connecting to water disposal tank farms: The first step involves connecting to water disposal tank farms in the Delaware Basin or 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 Texas and 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.

- Step 2 – Extracting lithium from brine using DLE Technology: The second step uses the Company's DLE Technology to extract lithium from the brine. The process removes the majority of the impurities such as organics 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.

- Step 3 – Producing lithium chloride concentrate: The third step is the production of a high purity lithium chloride concentrate using the Company's DLE Technology.

- Step 4 – Refining lithium chloride concentrate: The fourth step involves refining the lithium chloride concentrate generated from the Company's DLE Technology to further remove the last of the impurities and produce a high-grade lithium product for direct sale into the various lithium markets. All other process steps may utilize existing technology modified slightly for the specifics of the Delaware Basin and/or Rainbow Lake Lithium Projects. The Company believes the key to a feasible project is the continued development of its proprietary DLE Technology and operating process, which has demonstrated its ability to create lithium products for sale in commercial markets.

Development and Optimization of DLE Technology

The Company is in the process of continuously improving and optimizing its proprietary DLE Technology, which will continue to occur as a series of steps intended to increase the operating scale of the DLE Technology. During 2024, the operating scale of the Company's DLE Technology experienced significant advancements, including in February 2024 when the Company achieved a 64% reduction in full cycle DLE operating costs to process brine from the Rainbow Lake Property and in November 2024 when the Company successfully improved the operating capacity of its DLE Technology by four times through the development and installation of its third-generation equipment at its U.S. Field Unit.

U.S Operations and Field Simulation Centre

With significant advancements in its lithium extraction technology, Volt has progressed from its pilot project, being the Rainbow Lake Lithium Project, to embarking on a more ambitious phase with its U.S. field operations from its U.S. Field Unit and through the development, installation and

operation of additional field units. This new phase aims to prove the technical and economic feasibility of Volt's DLE Technology for the prompt and accessible commercial production of lithium chloride, lithium carbonate or lithium hydroxide monohydrate and marks a significant step forward in the Company's strategy to innovate and optimize lithium extraction processes, contributing to North America's supply of critical minerals

The Company's U.S. Operations encompasses two main components: the construction and installation of field units, including the U.S. Field Unit, and continued research and development in collaboration with consortium partners at its Field Simulation Centre in Calgary, Alberta. The consortium includes several partners contributing from diverse locations, including the Advanced Water Research Laboratory and Zeng Lab at the University of Alberta, the NRC's EME Research Centre at the University of British Columbia, and Sterling Chemicals Ltd. at the Central Laboratory at the University of Alberta in Edmonton. These projects are designed to achieve several key deliverables:

- Improvements to the DLE Technology: The projects have set ambitious sub-goals to enhance the commercial viability of the technology and process:
    - Enhanced Kinetics and Regeneration of the IES-300 Compound: Aiming for a re-use capability increase for the IES-300 compound regenerative cycles to reduce operating costs significantly.
    - Reduction of Solvent Required in the DLE process: Targeting a reduction in reagent use to decrease the cost and increase the sustainability of Volt's DLE process.
- Increased Lithium Chloride Eluate Concentration: The goal is to elevate the ratio of lithium in its lithium chloride eluate to meet the industry standard for upgrading lithium chloride to lithium carbonate or hydroxide. In January 2024, the Company successfully produced 99.5% battery-grade lithium carbonate, a commercial and saleable lithium product, in-house at the Field Simulation Centre. In October 2024, the Company announced the successful production of battery-grade lithium carbonate from its U.S. field operations in the Delaware Basin, a sub-basin of the Permian Basin in West Texas, USA.

The Field Simulation Centre is an initiative intended to validate the DLE Technology in a small-scale commercial operational environment. Located in Calgary, AB, the Field Simulation Centre has been operational since November 2023 and is capable of flow rates up to 4,000 liters per run. Oilfield brine, the raw material used in this process, has been sourced from oil and gas fields throughout North America. There is no guarantee that the Field Simulation Centre and Texas operation testing and evaluations will be successful or that the Company will be successful in developing a commercial plant or obtaining funding related to these activities within these timeframes or at all. See "*Risk Factors*".

In September 2024, Volt successfully deployed and brought online the U.S. Field Unit, its proprietary DLE field unit in the Delaware Basin (sub-basin of the Permian Basin), positioning the Company on a path to full-scale commercialization. Underpinned by its low operating cost structure, Volt is aiming to achieve long-term, cost-effective growth as it continues to scale up its U.S. operations. After successfully producing lithium concentrate from the U.S. Field Unit, Volt's focus over the remainder of the year will be to scale-up operations to build an inventory of lithium concentrate and lithium carbonate for future commercial sales. There is no guarantee that the Company will be successful in developing the DLE Technology for commercial operations. See "*Risk Factors*".

Current Outlook

At the end of the financial year ended June 30, 2024, Volt ended with a strong balance sheet of $1.264 million in cash and a working capital surplus of $1.654 million. In July through September of 2024, the Company successfully scaled-up its production capacity, deployed, installed and commenced function-testing of its first field unit, being the U.S. Field Unit, and achieved its first lithium production in the Delaware Basin. Following these successes, in November 2024, the Company was able to significantly improve the operating capacity of its DLE Technology for processing oilfield brines in the Delaware Basin, enabling an increase of throughput capacity while reducing future capital requirements, and successfully reduced its direct lithium extraction cycle times by four times in operating capabilities through the installation of the Company's third generation equipment at the U.S. Field Unit, setting the stage for commercial production in the range of 5,000 to 10,000 barrels per day of brine by the end of 2024. (see "*General Development of the Business – Three Year History – Recent Developments")*

In collaboration with the engineering, construction and technical teams of the Strategic Partner, the Company plans to improve operational processes for its proprietary DLE Technology with the goal of achieving commercial success into 2025 and beyond. The Company plans to continue to scale-up operations in a cost-effective and efficient manner, with the goal to process commercial levels of brine, by: (a) adding modules to increase processing capacity; (b) reducing lithium extraction time to increase volumes; and (c) implementing larger extraction modules. With the ability of Volt's DLE process to achieve rapid lithium extraction rates, the Company can cost effectively generate a high-quality eluate of lithium chloride (lithium chloride concentrate) and battery-grade lithium carbonate or battery-grade lithium hydroxide monohydrate.

As Volt continues to scale-up production for commercial operations, the Company plans to initially produce lithium chloride concentrate in the field and to generate battery grade lithium carbonate at the Field Simulation Centre, with future downstream refining to take place onsite once the Company achieves full-scale operations. The Company's believes that its phased scale-up approach, coupled with extensive testing at its Field Simulation Centre, will mitigate project execution risk and has the potential to accelerate timeline to full-scale commercialization, while minimizing capital at risk and allowing for validation of its proprietary DLE Technology prior to full-scale commercialization.

The following timeline details the major milestones the Company aims to achieve as at the date of this AIF, along with the timing and estimated associated costs the Company will incur, as it moves towards commercial production:

	Milestone	Estimated Completion Date	Estimated Cost
1.	Scale-up production in the Delaware Basin in Texas to achieve initial commercial production of 5,000 to 10,000 bbls/d of produced water processing	December 2024 – January 2025	$1,000,000
2.	Provide lithium carbonate and other lithium product samples to potential future customer and off-takers	November 2024 –March 2025	$25,000
3.	Strengthen the breadth and depth of the Volt team through strategic hires	November 2024 – March 2025	$450,000

4.	Scale-up commercial lithium production in the Delaware Basin in Texas beyond 5,000 to 10,000 bbls/d	January 2025 – December 2025	$1,000,000 - $2,000,000

The success of these milestones will lay the groundwork for the transition of the Company from a start-up to an ongoing commercial operator. There is no guarantee that the Company will be successful in achieving these milestones or that the Company will achieve commercial operations. See "*Risk Factors*".

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, chemical and mechanical engineers, chemists, 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

As at the date of this AIF, the Company had ten employees, being its CFO, CTO, two engineers and six operations personnel. The Company also employs six contractors, including the Company's President and CEO and its COO, contracts 11 people through its technical services agreement with Sterling as of the date of this AIF.

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.
- Exploration.
- Drilling.
- Sample Preparation, Analyses and Security.

- Data Verification.
- Mineral Processing and Metallurgical Testing.
- Mineral Resources Estimate.
- Mineral Reserve Estimates.
- Mining Method.
- Recovery Method.
- Project Infrastructure.
- Market Studies and Contracts.
- Environmental Studies, Permitting and Social or Community Impact.
- Capital and Operating Expenditure Costs.
- Economic Analysis.
- 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, Dmitry Deryushkin. P. Geo., M.Eng and Jesse Williams-Kovacs, P.Eng., PhD of Subsurface Dynamics Inc. and Mark A Wolf, P.E. of Engineered Filtration Solutions.

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, 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, Preliminary Economic Assessment Technical Report (the Technical Report or PEA) 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 located 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 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 DLE, 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 RLP includes approximately 15.7 billion cubic metres (m3) of brine with an estimated average lithium concentration of 51 mg/L. Total in-place lithium tonnage is estimated to be 4.9 million tonnes of LHM. 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. The Inferred Mineral Resources within the Development Areas included in the PEA is estimated to be 3.7 million tonnes of LHM. 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 Mining Methods

1.8.1 Development Plan

The RLP will be developed by dividing the property into two areas that will have decentralized processing. The two development areas are shown in Figure 1.1. The map shows the existing producers and reactivation candidates in both of the areas, along with the number of new drills considered in this development plan.

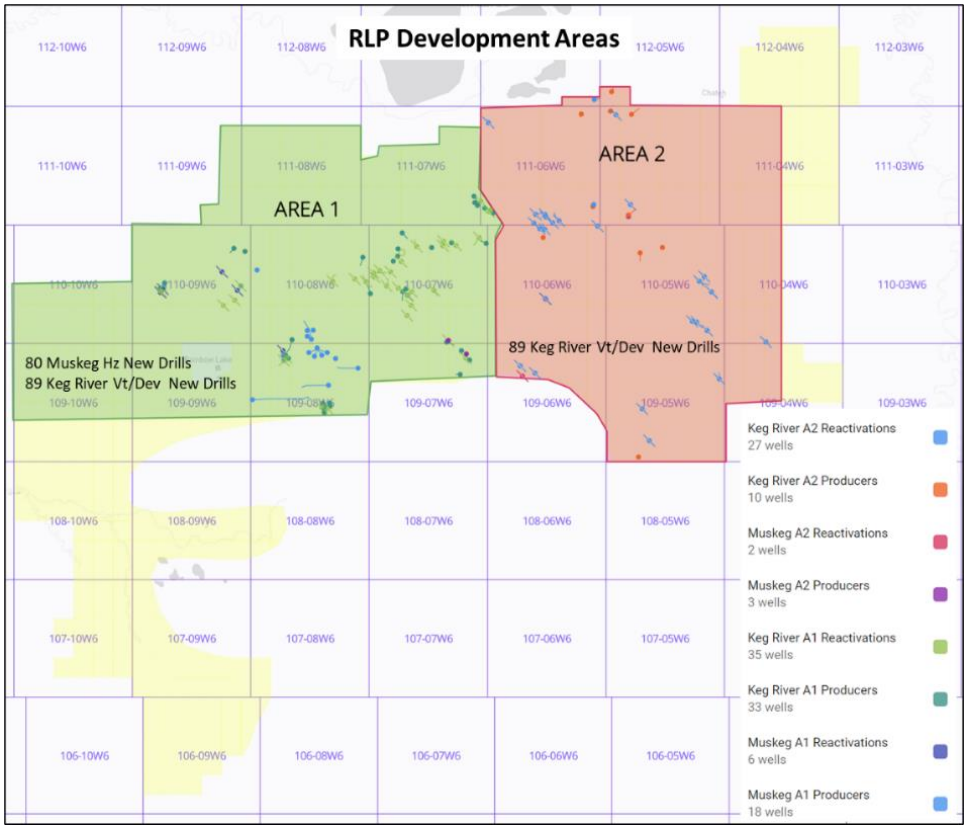

Figure 1.1: RLP Development Areas

To minimize capital expenditure for development, both development areas will utilize a combination of existing producers, suspended well reactivations and new drills. Both development areas will target production from two zones: Muskeg and Keg River. New drilling in Area 1 will target the Muskeg and Keg River zones. New drilling in Area 2 will only target the Keg River.

Due to the significant differences in the reservoir quality between two zones, different well types and completions will be utilized. The Keg River is the more permeable of the two zones and will be developed with vertical wells, where the entire Keg River zone will be perforated and acidized to maximize brine productivity. The lower permeability Muskeg zone will be developed with multi-staged fractured horizontal wells, specifically targeting a landing depth corresponding to the highest lithium concentrations samples gathered to date from the property.

1.9 Recovery Methods

The phased development of the lithium processing facility is a key feature in the PEA. The facility is strategically designed to enhance lithium production, with each phase targeting a specific output capacity and leveraging different brine sources.

Phase 1 and Phase 2 - Muskeg Region Focus:

- The first phase is forecast to run for two years and targets production of 1,000 tonnes of LHM annually, processing 8,000 cubic meters per day of feed brine. During this phase, lithium concentration averages 71.36 mg/L in Area 1 and 56.29 mg/L in Area 2.

- In the second phase, production capacity is ramped up to 5,000 tonnes of LHM annually for two years, with a brine throughput of 35,000 cubic meters per day. Here, lithium concentration averages 79.13 mg/L in Area 1 and 57.45 mg/L in Area 2.

- Both phases focus on utilizing wells primarily in the Muskeg region, which has an average lithium concentration of around 81 mg/L, supplemented by brine from the Keg River wells, averaging approximately 39 mg/L.

Phase 3 - Expanding to Keg River and Muskeg:

- The third phase aims for a substantial increase in production, targeting ~20,265 tonnes of LHM per year, with throughput expanding to 260,000 cubic meters per day of brine.

- This phase involves combining brine from both the Keg River and Muskeg regions. The average lithium concentrations for this phase are 50.23 mg/L in Area 1 and 41.78 mg/L in Area 2.

Throughout all phases, the facility maintains an operating factor of 96% and aims for 98% lithium recoveries during the DLE process. Additionally, the economic planning accounts for an anticipated 10% lithium loss during the refining stages. Volt's DLE Technology presents a two-stage process for lithium extraction from oilfield brine:

Stage 1: Contaminant Removal

Initially, the oilfield brine undergoes a contaminant removal process. Utilizing a chemical-free electrolysis method, this stage effectively removes up to 99% of contaminants (hydrogen sulfide (H2S), suspended solids, and hydrocarbons). This purification is critical for preparing the brine for the subsequent lithium extraction, ensuring it is clean and free from any elements that might interfere with the extraction process.

Stage 2: Lithium Extraction

In the second stage, Volt employs its proprietary compound along with its advanced DLE Technology to extract lithium. The process concentrates the brine into a lithium chloride solution. Following the extraction, the purified brine is re-injected 1,700 to 2,000 meters below the surface.

The extracted lithium chloride solution is refined through lithium chloride electrolysis, producing lithium hydroxide. This lithium hydroxide is further processed into battery-grade lithium hydroxide monohydrate through a two-stage crystallization process. The final product is then dried and packaged, ready for distribution.

1.10 Capital and Operating Cost Estimates

All capital and operating cost estimates have been reported in United States dollars.

1.10.1 Capital Expenditure

Capital Expenditure (CAPEX) costs for each phase of the Rainbow Lake Lithium Project development program include the following.

Phase 1 CAPEX Details:

- Total Estimated CAPEX: $57.3 million.

- Purpose: Production of 1,000 tonnes/year of LHM.
- Allocation: $30.4 million for wellfield development/infrastructure and $1.2 million for the construction of a cogeneration (co-gen) facility.

Phase 2 CAPEX Details:

- Total Estimated CAPEX: $227.8 million.
- Purpose: Production of 5,000 tonnes/year of LHM.
- Allocation: $138.2 million for wellfield development/infrastructure and $6.0 million for the construction of a co-gen facility.

Phase 3 CAPEX Details:

- Total Estimated CAPEX: $904.3 million.
- Purpose: Production of ~20,265 tonnes/year of LHM.
- Allocation: $423.4 million for wellfield development/infrastructure and $16.9 million for the construction of a co-gen facility.

Additionally, CAPEX scheduled with Phase 3 includes:

- $183 million for the construction of a Centralized Processing Facility (CPF).
- $59 million allocated as a 10% contingency on the development program CAPEX and $117 million as a 15% contingency on the facilities CAPEX.

Table 1.1 below provides a comprehensive summary of these CAPEX requirements for the phased development of the Rainbow Lake Lithium Project.

Table 1.1: Capital Expenditure Requirements

Cost Component	Total ($M)
Area 1 - Phase 1	
DLE Facilities	16.0
Drilling Costs and Pipeline Costs	29.7
Admin and Power Generation	0.9
Indirect Costs	2.4
Subtotal	49.0
Area 2 - Phase 1	
DLE Facilities	5.0
Drilling Costs and Pipeline Costs	0.7
Admin and Power Generation	0.3
Indirect Costs	2.4
Subtotal	8.4
Area 1 - Phase 2	
DLE Facilities	55.0
Drilling Costs and Pipeline Costs	138.2
Admin and Power Generation	5.7
Indirect Costs	11.8

Subtotal	210.7
Area 2 - Phase 2	
DLE Facilities	5.0
Drilling Costs and Pipeline Costs	-
Admin and Power Generation	0.3
Indirect Costs	11.8
Subtotal	17.1
Area 1 - Phase 3	
DLE Facilities	168.5
Drilling Costs and Pipeline Costs	270.0
Admin and Power Generation	11.5
Indirect Costs	33.0
Subtotal	482.9
Area 2 - Phase 3	
DLE Facilities	229.5
Drilling Costs and Pipeline Costs	153.4
Admin and Power Generation	5.4
Indirect Costs	33.0
Subtotal	421.4
Central Processing Facility	
Lithium Processing Plant	165.0
Administration Plant	3.0
Admin and Power Generation	15.0
Subtotal	183.0
Direct Costs - Subtotal	1,372
Contingency - Development	59
Contingency - Facilities	117
Total	1,548.7

1.10.2 Operating Expenditures (OPEX)

The operational expenditure (OPEX) costs for the Rainbow Lake Lithium Project are structured into three phases, each corresponding to specific annual production targets to produce LHM:

Phase 1 OPEX:

- Total Annual Cost: $2.66 million for Area 1 and $0.11 million for Area 2.
- Production Target: ~1,026 tonnes/year.
- All-in Operating Cost: $2,688 per tonne for Area 1 and $3,001 per tonne for Area 2.

Phase 2 OPEX:

- Total Annual Cost: $11.95 million for Area 1 and $0.10 million for Area 2.
- Production Target: ~5,037 tonnes/year.
- All-in Operating Cost: $2,388 per tonne for Area 1 and $2,966 per tonne for Area 2.

Phase 3 OPEX:

- Total Annual Cost: $53.32 million for Area 1 and $44.03 million for Area 2.
- Production Target: ~20,265 tonnes/year.
- All-in Operating Cost: $4,330 per tonne in Area 1 and $5,537 per tonne in Area 2.

The report provides a detailed assessment of all critical operating cost categories, with a particular focus on major expenditures such as reagents for the lithium extraction process and power consumption at individual well sites and the central processing facility. Table 1.2 offers a summarized view of these operating expenses.

Table 1.2: Operating Expenditure Summary

Cost Component	**Area 1**			**Area 2**		
	Operating Cost ($M/yr)	**Unit Operating Cost ($/t LHM)**	**% of Total OPEX**	**Operating Cost ($M/yr)**	**Unit Operating Cost ($/t LHM)**	**% of Total OPEX**
Phase 1						
Reagents	0.81	817	30%	0.04	1,014	34%
Consumables	0.35	350	13%	0.02	435	15%
Utilities	0.25	254	9%	0.01	310	10%
Labour	0.52	526	20%	0.02	515	17%
Maintenance Materials & Services	0.30	300	11%	0.01	294	10%
Transport & Logistics	0.11	115	4%	0.00	113	4%
General &Administrative	0.32	326	12%	0.01	320	11%
Subtotal	2.66	2,688		0.11	3,001	
Phase 2						
Reagents	3.68	736	27%	0.03	1,050	35%
Consumables	1.58	316	12%	0.01	451	15%
Utilities	1.15	231	9%	0.01	322	11%
Labour	1.82	363	14%	0.01	376	13%
Maintenance Materials & Services	1.50	300	11%	0.01	311	10%
Transport & Logistics	0.58	115	4%	0.00	119	4%
General & Administrative	1.63	326	12%	0.01	338	11%
Subtotal	11.95	2,388		0.10	2,966	
Phase 3						
Reagents	28.88	2,345	87%	24.00	3,019	101%
Consumables	6.62	538	20%	5.94	747	25%
Utilities	5.05	410	15%	4.45	559	19%
Labour	3.68	299	11%	2.78	349	12%
Maintenance Materials & Services	3.68	299	11%	2.78	349	12%
Transport & Logistics	1.41	115	4%	1.07	134	4%
General & Administrative	4.00	325	12%	3.02	380	13%
Subtotal	53.32	4,330		44.03	5,537	

1.11 Economic Analysis

The economic evaluation of the Phase 1 Rainbow Lake Development Program was conducted using Quorum's Value Navigator™ (ValNav™), a leading economic modeling software tailored with a customized fiscal regime. The economic evaluation was completed in United States dollars. The base case analysis used a fixed commodity price of US $25,000/tonne for battery-grade LHM, without considering price escalation. This analysis incorporated the previously outlined CAPEX and OPEX estimates.

The comprehensive base economic study yielded several key metrics, including the Internal Rate of Return (IRR) and Net Present Value (NPV), detailed in Appendix H. These economic outputs are presented on both a before-tax (BTax) and after-tax (ATax) basis, using a discount rate of 8%. A summary of these Phase 1 project economics can be found in Table 1.3.

Table 1.3: Summary of Project Economics

Item	Unit	Value
Average Annual Production	t/year	18,906[1]
LHM Price	US$/t	25,000
EBITDA	US$million/year	96.83
Project Life	years	19
Total Capital Expenditures	US$million	1,548.7
USD/CAD Exchange Rate	US$/C$	0.74
Pre-tax NPV @ 8%	US$million	1,469
After-tax NPV @8%	US$million	1,063
Pre-tax IRR	%	45
After-tax IRR	%	35
Pre-tax Payback	operating years	7.06
After-tax Payback	operating years	7.64

[1] - Average over the life of the project inclusive of phases 1, 2 and 3

1.12 Conclusions and Recommendations

1.12.1 Conclusion

The development plan includes a three-phased development approach for two development areas within the RLP for the Muskeg and Keg River formations with total in-place Inferred Resources of 3.7 million tonnes LHM. The PEA was limited to 19 years and includes a forecasted recovery of approximately 316,000 tonnes of LHM.

The development program has the following key economic indicators before tax.

- NPV 8% of $1,469 million US
- IRR of 45 percent
- Payout of 7.1 years

An average lithium concentration from the Development Areas of 41 mg/L over the life of the project.

1.12.2 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.

Proceed with development plan.

The PEA is preliminary in nature and its potentially recoverable tonnage includes Inferred Mineral Resources that are considered too speculative geologically to apply economic considerations that would enable them to be categorized as mineral reserves.

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, 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 scale-up of its operations in the Delaware Basin in Texas and for continued exploration and development of its Rainbow Lake Lithium Project in the future. The Company currently has no revenue and may have limited ability to undertake or complete its scale-up or future drilling or exploration programs and process studies in Rainbow Lake. 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 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.

The Company's Business Plan

The execution of the Company's business plan poses many challenges and is based on a number of assumptions. The Company may not be able to successfully execute its business plan. In addition, the Company cannot guarantee that it will be able to leverage its relationships with oilfield operators for the implementation and development of the Company's DLE Technology. If the Company experiences significant cost overruns on its programs, or if the Company's business plan is more costly than it anticipates, certain research and development activities may be delayed or eliminated, resulting in changes or delays to the Company's commercialization plans, or the Company may be compelled to secure additional funding (which may or may not be available) to execute the Company's business plan. The Company cannot predict with certainty the Company's future revenues or results from the Company's operations. If the assumptions on which the Company's revenue or expenditure forecasts are based change, the benefits of the Company's business plan may change as well. In addition, the Company may consider expanding the Company's business beyond what is currently contemplated in the Company's business plan. Depending on the financing requirements of a potential strategic partnership, acquisition or new process opportunity, the Company may be required to raise additional capital through the issuance of equity or debt. If the Company is unable to raise additional capital on acceptable terms, the Company may be unable to pursue a potential strategic partnership, acquisition or new process opportunity.

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 Field Simulation Centre and commenced initial operations in Texas to utilize the Company's DLE Technology to selectively extract lithium from brine that was first pumped to the surface. The Field Simulation Centre and Texas field operations are being used for proof-of-concept and commercial feasibility studies. However, there are risks that the Field Simulation Centre, Texas field operations 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 scale-up operations in Texas or to develop the Rainbow Lake Lithium Project or any other potential project with strategic industry partners, 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 or the development of the Company's business in Texas.

Additionally, the Company's DLE Technology represents an emerging market opportunity, and the Company does not know whether oilfield operators will adopt the Company's DLE Technology in their operations. The development of a market for the Company's DLE Technology may be affected by many factors, some of which are beyond the Company's control, including the emergence of newer, more competitive technologies and processes, the cost of building and operating facilities to run the DLE Technology, regulatory requirements, the final fiscal structure applicable to the DLE Technology, the perception of oilfield operators of the viability and necessity of the Company's DLE Technology and their reluctance to adopt new technologies and processes. If a market for the Company's DLE Technology fails to develop, or develops more slowly than the Company anticipates, the Company may never achieve profitability.

Risks to Commercialization

The Company continues to actively work towards advancing the design and eventual implementation of commercial activities, including commercial operations in North America. There is a risk that this goal is not realized, for many reasons including but not limited to: (i) the Company not raising adequate funds to pay the capital costs of constructing commercial operations; and (ii) the Company obtaining all necessary regulatory approvals for construction of commercial operations, including those necessary from the Alberta Energy Regulator or other applicable regulatory authority.

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 Texas operations or the Rainbow Lake Lithium Project will commence commercial production on schedule, or at all, that the Company will commence commercial operations at a different location, or at all, or that the Company's activities will result in profitable operations. If the Company is

unable to develop the DLE Technology into a commercially viable operation, its business and financial condition will be materially adversely affected.

The DLE Technology is a new process and consequently the Company has no experience operating on a large-scale commercial basis. As such, the recovery of lithium in commercial projects using the DLE Technology involves uncertainty. There can be no assurance that the Company's DLE Technology will recover lithium at the expected levels, with the expected operating costs or on the expected schedule. In addition, there is inherent variability and uncertainty regarding the composition of the oilfield brines that may be processed by the DLE Technology from different sites in commercial projects and over time from the same site, which could impact realized recovery rates, product volumes, revenues and operating costs significantly. More specifically, there is uncertainty relating to the volumes of lithium that may be recovered from oilfield brines using the DLE Technology due to uncertainties in oilfield brine composition and process recovery rates. While there have been studies that have assessed the composition of oilfield brines, as well as extensive sampling conducted by the Company and some of its potential oilfield commercialization partners on oilfield brines at various sites, there remains uncertainty about the levels of bitumen and heavy minerals, and the composition of such lithium, in any oilfield brine streams that may be used in a commercial project. These could vary substantially and adversely from the levels and composition expected by the Company. As such, actual production, and the net revenues and cash flows to be derived therefrom, may vary from time to time, and over the life of a commercial project from expected levels, and such variations may be material.

Commercial Project Execution

The execution of commercial projects, once negotiated, involves risks associated with the planning, engineering, costing, construction, integration, commissioning and start-up of new facilities using the DLE Technology with existing or new oilfield operations. Risks include: failures in the specification, design or technology selection; building the project in the approved time and at the agreed cost; and meeting agreed performance targets, including operating costs, efficiency, recoveries and maintenance costs. Actual results in the execution of commercial projects could materially and adversely vary from expected outcomes. Many factors can affect key outcomes, including general economic, business and market conditions, the availability and cost of qualified personnel, key materials and equipment, the complexity of managing multiple suppliers and contractors, the complexity of building within existing operating sites, weather conditions, changing government regulations, approval requirements, permits and public expectations. Capital cost overruns or delays in achieving commercial implementation could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow. Moreover, commercial implementation will require substantial capital, and the Company does not know whether the Company will be able to secure sufficient funding on terms acceptable to it or at all. The Company's failure to complete commercial implementation or financing could have a material adverse effect on the Company's business and financial results.

Delaware Basin Project and the Rainbow Lake Lithium Project

Development of the Delaware Basin Project and the Rainbow Lake Lithium Project

The Company's business strategy depends in large part on developing operations in the Delaware Basin in Texas and the Rainbow Lake Lithium Project. The capital expenditures and time required to develop either of the projects 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 either of the projects. 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 Field Simulation Centre and scale up of operations in Texas. The successful ongoing execution of the operations in Texas and Field Simulation Centre is dependent on the Company obtaining ongoing positive results from the Texas as the Field Simulation Centre testing and evaluations, which will enable the development of commercial operations. The Company believes that successful Field Simulation Centre testing should enable the design of a commercial process. There is no guarantee that the ongoing Texas operations or Field Simulation Centre testing and evaluations will be successful or that the Company will be successful in developing the commercial operations, 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 Texas operations or its Field Simulation Centre. If the Company is unable to continue to execute operations in Texas or at its Field Simulation Centre operations, its business and financial condition will be materially adversely affected.

Location of the Delaware Basin Project

The Delaware Basin Project is located in a remote part of northwestern Texas. The Company's ultimate success is dependent on its ability to develop operations, and as such, any disruptions to the operations could have a material adverse effect on the Company and its future planned commercial operations.

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.

Field Simulation Centre

The Company's continued innovation of the DLE Technology is largely dependent on the ability of the Field Simulation Centre to continue to operate. The inability of the Company to transport brine to the Field Simulation Centre, changes in any regulations or laws impacting the Field Simulation Centre or the inability of the Company to meet the financial needs of the Field Simulation Centre could all result in the Field Simulation Centre 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 extracted and processed, the quantity of lithium reserves, resources 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, resources, 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 Field Simulation Centre 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 daily. 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 influence 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 several 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

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.

Flow-Through Tax Liabilities

The Company has partially financed its activities through the issuance of "flow-through shares" (within the meaning of the Tax Act) and is required to make certain qualifying expenditures and tax filings, renouncing such qualifying expenditures to the benefit of the purchasers of the flow-through shares (the "**Flow-Through Shareholders**"), within certain time frames. If the Company fails to make the necessary qualifying expenditures and renounce them to Flow-Through Shareholders within the required time frames, it would be required to indemnify such Flow-Through Shareholders from any tax, interest and penalties assessed to the Flow-Through Shareholder by the Canada Revenue Agency.

In the event the Canada Revenue Agency disagrees with the Company's classification of expenditures to meet the definition of Canadian Exploration Expenses (as defined in the Tax Act), the Company may be obligated to reimburse the Flow-Through Shareholders for any additional Canadian income tax they may be assessed because of this disagreement. For further information, refer to the Company's audited consolidated financial statements for the year ended June 30, 2024, which financial statements are incorporated by reference herein. Also, see the "Additional Information" section of this Annual Information Form for further details.

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 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 several 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 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 after 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. In October 2023, Israel and Palestine engaged in a series of violent exchanges resulting in Israel occupying Palestine. This has resulted in a significant increase in tension in the region and may have far reaching effects on the global economy. Certain countries including Canada and the United States, have imposed strict financial and trade sanctions against Russia, which sanctions, and any restrictive actions that may be taken by Canada, the United States and other countries in connection with the conflict between Israel and Palestine, 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.

Forward-Looking Statements

Readers are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this AIF under the heading "*Explanatory Notes – Forward-Looking Statements*".

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 142,935,046 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 can require a security holder to contribute additional capital.

Omnibus Security-Based Incentive Plan

The Company has adopted an "evergreen" Omnibus Security-Based Incentive Plan (the "**Incentive Plan**") to replace its previous stock option plan, which was last approved by shareholders on September 26, 2024. The Incentive Plan allows the Company to grant various awards, including options, Deferred Share Units (DSUs), Performance Share Units (PSUs), and Restricted Share Units (RSUs), to directors, officers, employees, consultants, and other designated individuals of the Company and its subsidiaries.

Under the Incentive Plan:

- The maximum number of Common Shares that may be issued through awards, in combination with other share compensation arrangements, is capped at 20% of the Company's outstanding Common Shares.
- Up to 10% of Common Shares are reserved for one-time issuance of PSUs and DSUs, not subject to replenishment under the evergreen provision.
- The remaining Common Shares available under the Incentive Plan include up to 10% of outstanding Common Shares reserved for options, which follow the evergreen rule, making them available again for future grants if forfeited, canceled, or exercised.

The exercise price for any option cannot be lower than the market price of the Common Shares at the time of the grant. Options have a maximum exercise term of ten years, with provisions for earlier termination upon cessation of the optionee's service with the Company due to employment termination, resignation, retirement, disability, or death. Awards granted under the plan are non-transferable. Adjustments to the number of Common Shares under awards may be made if there is a share consolidation, split, reclassification, merger, or other relevant changes in the Company's capital structure. The Board retains authority to amend or terminate the Incentive Plan, subject to shareholder approval where required. The Company does not offer financial assistance to participants for awards granted under the Incentive Plan and has no other equity compensation plans. As at the date hereof, there are 12,085,000 Common Shares reserved for issuance under the 10% rolling plan and 14,211,105 reserved for one time issuance of PSUs and DUS, not subject to replenishment under the evergreen provision.

MARKET FOR SECURITIES

Trading Price and Volume

The 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, 2024:

Period	High ($)	Low ($)	Volume
November 1, 2024 – November 8, 2024	0.415	0.35	1,672,273
October 2024	0.47	0.38	3,884,082
September 2024	0.49	0.315	2,862,422
August 2024	0.49	0.315	5,365,050
July 2024	0.44	0.20	6,396,109
June 2024	0.24	0.175	3,494,228
May 2024	0.30	0.21	2,319,208
April 2024	0.40	0.24	6,274,087
March 2024	0.29	0.19	4,701,689
February 2024	0.205	0.155	5,585,753
January 2024	0.255	0.155	7,058,180
December 2023	0.245	0.17	3,633,814
November 2023	0.275	0.21	1,977,743
October 2023	0.315	0.21	3,836,224
September 2023	0.395	0.245	7,207,521
August 2023	0.345	0.18	11,687,330
July 2023	0.34	0.195	6,078,800

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, 2024, other than securities of the Company that were listed or quoted on a marketplace.

Class	Date of Issuance	Number	Exercise Price
Common Shares[(1)]	May 1, 2024	6,818,182	N/A
Common Shares	August 4, 2023	26,219,090	N/A
Options	August 26, 2024	425,000	$0.44

Class	Date of Issuance	Number	Exercise Price
Options	June 13, 2024	800,000	$0.25
Options	February 14, 2024	1,200,000	$0.20
Options	September 5, 2023	3,855,000	$0.30
Warrants[(1)]	May 1, 2024	3,409,091	US$0.35
Warrants	August 4, 2023	14,877,846	$0.33
Broker Warrants[(2)]	August 4, 2023	1,515,946	$0.22

Notes:

(1) Issued pursuant to the Strategic Investment at a price of US$0.22 per Consideration Unit for aggregate consideration of US$1,500,000. Each Consideration Unit consisted of one Common Share and one-half of one Consideration Warrant, with each Consideration Warrant exercisable into one Warrant Share at a price of US$0.35 per Warrant Share until May 1, 2026.

(2) Issued to the Agents in connection with the Offering and Concurrent Private Placement.

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.

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

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 May 2021 to July 2023, Financial Reporting Manager of Morneau Shepell from 2017 to 2020.	N/A
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
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 of the Board from October 2021 to September 2023, 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	Chair of the Board since September 5, 2023, 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

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 Company'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, 20,537,149 Common Shares, representing 14.4% 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 Queen's 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 that is still in effect other than as set forth below:

1. Warrant Indenture dated August 4, 2023 between the Company and TSX Trust Company providing for the issuance of the Warrants under the Offering (see "*General Development of the Business – Three Year History – 2023").*

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

3. Royalty Amending Agreement dated September 19, 2022 between the Company and Cabot Energy Inc.

4. 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, 2024 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, Dmitry Deryushkin. P. Geo. and M.Eng. Jesse Williams-Kovacs, P.Eng., PhD of Subsurface Dynamics Inc. and Mr. Mark A Wolf, P.E. of Engineered Filtration Solutions. Ms. Meghan Klein, P.Eng, takes responsibility for Sections 1-6 (except 1.4 and 1.10), 8-13, 14.3, 14.4, 14.6, 15, 16, 18.1, 18.4, 18.5, 19, 20, 21.1, 21.3, and 22-27, and Appendices A, B, E, G, and H in the Rainbow Lake Technical Report. Mr. Dmitry Deryushkin, P.Geo, takes responsibility for Sections 1.4, 7, 12, 14.1, 14.2, 14.3, 14.5 and 16, and Appendices C, D, and F presented in the Rainbow Lake Technical Report. Mr. Mark A Wolf, P.E. takes responsibility for, or portions of, Sections 1.10, 17.1, 17.2, 18.2, 18.3, 21.2 and 21.4 of the Rainbow Lake 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.sedarplus.ca.

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 September 26, 2024 filed on SEDAR+ at www.sedarplus.ca.

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.sedarplus.ca.