



NextSource Materials Inc.

**Annual Information Form
for the year ended June 30, 2025**

September 29, 2025

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INTRODUCTION

This Annual Information Form (the “AIF”) of NextSource Materials Inc. (“NextSource” or the “Company”) should be read in conjunction with Company’s management’s discussion and analysis for the year ended June 30, 2025 and 2024 (the “MD&A”) and the Company’s audited consolidated annual financial statements for the years ended June 30, 2025 and 2024 (the “Financial Statements”), each as filed under the Company’s SEDAR+ profile at www.sedarplus.ca. All information disclosed in this AIF is presented as of June 30, 2025, unless otherwise stated.

The Financial Statements, the MD&A, and this AIF are presented in United States dollars (“USDS” or “\$”) and all units of measurement are expressed using the metric system, unless otherwise stated. Additionally, certain information in this AIF is presented in Canadian dollars (“CAD\$” or “C\$”).

All references herein to “NextSource” or the “Company” includes NextSource Materials Inc. and all of its subsidiaries, unless the context requires otherwise.

Additional information relating to the Company is available on the SEDAR+ website at www.sedarplus.ca and on the United States Securities and Exchange Commission’s website at www.sec.gov.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This AIF contains “forward-looking information” within the meaning of applicable Canadian securities legislation and “forward-looking statements” within the meaning of applicable United States securities laws (collectively referred to herein as “forward-looking information”). Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans,” “expects,” or “does not expect,” “is expected,” “budget,” “scheduled,” “goal,” “estimates,” “forecasts,” “intends,” “anticipates,” or “does not anticipate,” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will be taken,” “occur,” or “be achieved”.

Forward-looking information includes, but is not limited to, certain expectations, development plans, and production estimates in respect of the Molo Graphite Mine (as defined herein); certain expectations, development plans, and estimates in respect of the Mauritius BAF (as defined herein) and additional battery anode facilities (“BAFs”) located in other key geographical regions, and strategies and project evaluation measures relating thereto; the Company’s intention to prioritize a large-scale BAF in the Middle East; the potential impact of the Company’s BAF partnerships; a potential agreement with POSCO (as defined herein); supply, demand and pricing outlook in the graphite and EV (as defined herein) market; the use of proceeds of the Facility (as defined herein); the Company’s intention to supply AAM (as defined herein) to a major OEM (as defined herein) under the terms of the Offtake Agreement (as defined herein) and the Company’s business objectives and targeted milestones (and timing thereof).

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such factors relate to, among others, BAF technical studies, emerging markets; development, commissioning, and operation of the Molo Graphite Mine; development, commissioning, and operation of the BAFs; construction and start-up of new mines and industrial plants; geopolitical risk and conflict; additional financings; the Company’s development and exploration projects are in the African country of Madagascar and are subject to country political and regulatory risks; the Company has a significant shareholder; economic dependence on the Molo Graphite Mine; permits and licenses are necessary to operate Phase 1 of the Molo Graphite Mine and export products from Madagascar; additional permits and licenses are necessary to complete the development of Phase 2 of the Molo Graphite Mine; fluctuations in the market price of graphite and other metals may adversely affect the value of the Company’s securities, revenue projections and the ability of the Company to develop Phase 2 of the Molo Graphite Mine; estimates of mineral resources and mineral reserves may not be realized; the Company has a limited operating history and expects to incur operating losses for the foreseeable future; due to the speculative nature of mineral property exploration, there is substantial risk that the Company’s assets will not go into commercial production and the business will fail; mining companies are increasingly required to consider and provide benefits to the communities and countries in which they operate, and are subject to extensive environmental, health and safety laws and regulations; because of the inherent dangers involved in mining operations and mineral exploration, there is a risk that the Company may incur liability or damages as the Company conducts business; should the Company lose the services of key executives, the Company’s financial condition and proposed expansion may be negatively impacted; access to the Company’s properties, mine operations, and export of product may be restricted by inclement weather or lack of proper infrastructure; climate change and related regulatory responses may impact the Company’s business; compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for management; tax risks; the Company may experience losses due to foreign exchange translations; the Company’s business is subject to anti-corruption and anti-bribery laws, a breach or violation of which could lead to civil and criminal fines and penalties, loss of licenses or permits and reputational harm; the Company is exposed to general economic conditions, which could have a material adverse impact on its business, operating results and financial condition; the market price for the common shares of the Company (the “Common Shares”) is particularly volatile given the Company’s status as a company with a small public float, limited operating history and lack of profits which could lead to wide fluctuations in the market price for the Common Shares; the Company does not intend to pay dividends in the foreseeable future; and other risks involved in the mineral exploration and development industry and risks specific to the Company,

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including the risk factors identified elsewhere in this AIF and in the MD&A under “*Risk Factors*” and in other continuous disclosure documents of the Company filed under the Company’s SEDAR+ profile at www.sedarplus.ca.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management and/or “qualified persons” (as such term is defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”)) made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that management and/or qualified persons believe to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Although the Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. In addition to the assumptions discussed in this AIF, the material assumptions upon which such forward-looking information is based include, among others, that: the Company will be successful in its financing activities, the demand for graphite will develop as anticipated; graphite prices will remain at or attain levels that would make the Molo Graphite Mine and BAFs economically viable; that any proposed operating and capital plans will not be disrupted by operational issues, title issues, loss of permits, environmental concerns, power supply, labour disturbances, financing requirements or adverse weather conditions; the Company will continue to have the ability to attract and retain skilled staff; and there are no material unanticipated variations in the cost of energy or supplies. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this AIF is presented for the purposes of assisting investors in understanding the Company’s expected financial and operating performance and the Company’s plans and objectives and may not be appropriate for other purposes.

In respect of any forward-looking information or statements relating to the KSA BAF Study (as defined herein) or other BAFs, including but not limited to annual sales and operating cash flows, such figures, if any, have been included herein for the purposes of providing information on the project evaluation measures of the BAFs and should not be viewed as financial outlooks or guidance for the Company.

The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This AIF includes market, industry and economic data and projections obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes these to be reliable, it has not independently verified the information from third party sources, or analyzed or verified the underlying reports relied upon or referred to by the third parties or ascertained the underlying economic and other assumptions relied upon by the third parties. The Company believes that the market, industry and economic data and projections are accurate and that the estimates and assumptions are reasonable, but there can be no assurance as to their accuracy or completeness. The accuracy and completeness of the market, industry and economic data and projections in this AIF are not guaranteed and the Company does not make any representation as to the accuracy or completeness of such information. For the avoidance of doubt, nothing stated in this paragraph operates to relieve the Company from liability for any misrepresentation contained in this AIF under applicable Canadian securities laws.

The forward-looking information contained in this AIF and documents incorporated by reference herein are expressly qualified by the foregoing cautionary statement.

CORPORATE STRUCTURE

Name, Address and Incorporation

NextSource Materials Inc. was continued under the *Canada Business Corporations Act* from the State of Minnesota to Canada on December 27, 2017. The Company’s head and registered office is located at 130 King Street West, Exchange Tower, Suite 1940, Toronto, Ontario M5X 2A2. The Company’s website is www.nextsourcematerials.com.

The outstanding Common Shares are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**NEXT**” and on the OTCQB under the symbol “**NSRCF**”. The Company is a reporting issuer in each of the provinces of Canada, except Quebec.

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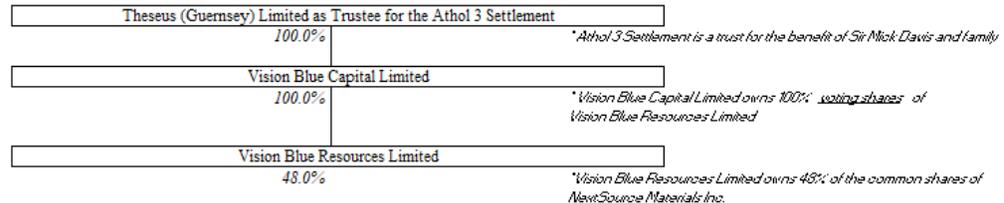
Intercorporate Relationships

The following figure displays the corporate structure of the Company and its subsidiaries:

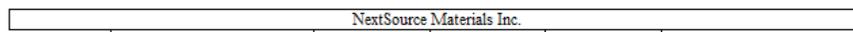
NextSource Materials Inc. (TSX: NEXT)

Corporate Organizational Structure including beneficial ownership greater than 10%

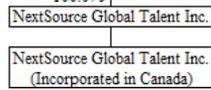
Guernsey Minority Ownership Structure



Canada



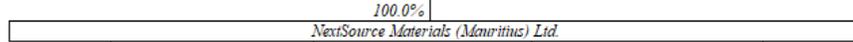
South Africa



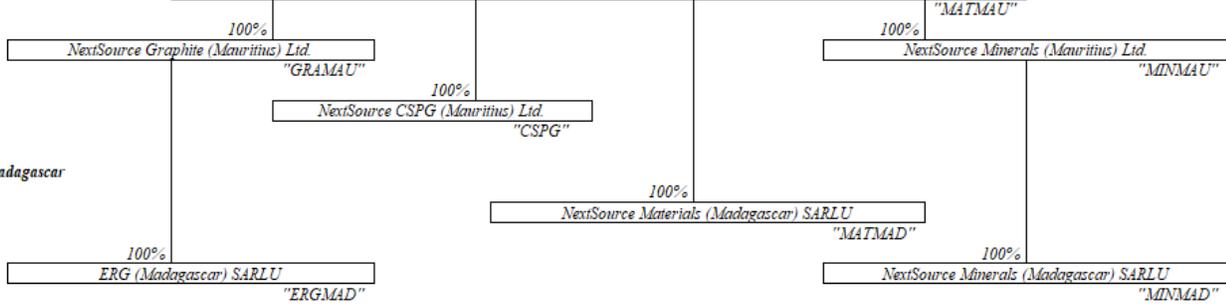
United Kingdom



Mauritius



Madagascar



Note: A written resolution by the sole shareholder of an entity located in UK, Mauritius and Madagascar is sufficient to appoint/remove directors and officers of each of the entities in the Company’s corporate structure. There are no government regulations preventing the appointment/removal of directors and officers and government approvals of the underlying shareholder’s resolution are not required in such jurisdictions. Therefore, within the Company’s corporate structure, the Company has sole control over the appointment/removal of any directors or officers of the entities that are located in the UK, Madagascar and Mauritius.

GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

The following summary describes developments relating to the Company’s business over the last three financial years, including acquisitions, dispositions, financing transactions, changes to management and the board of directors (the “**Board**”), and certain other events that influenced the general development of the business of the Company during such period.

Year Ended June 30, 2023

On August 17, 2022, the Company received an additional USD\$3.0 million from Vision Blue Resources Ltd. (“**Vision Blue**” or “**VB**”) as part of a royalty financing agreement entered into in connection with the financing package announced in February 2021 between VB and the Company (the “**Financing Package**”).

On October 25, 2022, the Company announced that Vision Blue had exercised 23,214,286 Vision Blue warrants for aggregate gross proceeds of approximately USD\$16.9 million and the appointment of Danniell Stokes as Vice President, Special Projects, and Wilhelm Reitz as Mine Manager of the Molo Graphite Mine.

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On February 28, 2023, the Company announced its strategy for the staged buildout of BAFs in key geographic locations, starting with the property lease for the construction of the first BAF in Mauritius (the “Mauritius BAF”).

On March 23, 2023, the Company announced the initiation of commissioning of the Molo Graphite Mine under the Phase 1 capacity of 17,000 tpa and the appointment of Dr. Markus Reichardt as Vice President, Sustainability.

On June 22, 2023, the Company announced the first production of SuperFlake® graphite concentrate for Molo Phase 1.

Year Ended June 30, 2024

On August 1, 2023, the Company completed an overnight marketed, public offering of 30,303,500 Common Shares at a price of C\$1.65 per Common Share for gross proceeds of C\$50,000,775 (the “**2023 Offering**”). The 2023 Offering was conducted through a syndicate of underwriters co-led by Cormark Securities Inc., BMO Capital Markets, and Clarus Securities Inc..

On September 5, 2023, the Company announced the signing of a non-binding memorandum of understanding (the “**MoU**”) with South Korea’s POSCO International Corp. (“**POSCO**”) for strategic collaboration that could involve an equity investment into the Company as well as a long-term offtake agreement for spheronized and purified graphite (“**SPG**”) and the Company’s other graphite products. The MoU envisages the potential for a definitive offtake agreement for 30,000 tonnes per annum (“tpa”) of SuperFlake® graphite concentrate and 10,000 to 15,000 tpa of SPG over a ten-year period, to be supplied to Future M. Future M is a POSCO Group subsidiary that is responsible for EV battery businesses and supplies all of South Korea’s major battery cell manufacturers with finished cathode and anode materials. Prior to executing a definitive agreement, certain customary technical and economic studies must be completed.

On September 28, 2023, the former industrial lease for the Mauritius BAF was terminated and the Company announced that the results of the initial Mauritius BAF Technical Study specific to this site should no longer be relied upon.

On November 24, 2023, the Company announced that Robin Borley resigned as Chief Operating Officer and as a director of the Company and announced the appointment of Johnny Velloza as Chief Operating Officer, on an interim basis.

On December 6, 2023, the Company announced the appointment of Martina Buchhauser to the Board.

On December 12, 2023, the Company announced the results of the feasibility study for a mine expansion of its Molo Graphite Mine. Subsequently, on January 26, 2024, the Company filed a technical report titled “*Molo Graphite Mine Expansion NI 43-101 Technical Feasibility Study Report 2023*” dated January 25, 2024 and an effective date of September 1, 2023, authored by Johann de Bruin (Pr. Eng.), Hector Mapheto (Pr. Eng.), Schalk Pienaar (Pr. Eng), Hercu Smit (Pr. Eng), Alkie Marais (M.Sc., Geohydrology), Philip John Hancox (Pr. Sci. Nat.), Sivanesan (Desmond) Subramani (Pr. Sci. Nat.), Oliver Peters (P. Eng.), Ruan Albert Daffue (M. Sc. Eng.), Nico Hamman (Pr. Tech. Eng.) and Eugene de Villiers (Pr. Eng.) (the “Feasibility Study”).

On April 10, 2024, the Company announced the signing of a new lease for the Mauritius BAF at a site in Port Louis that is estimated to reduce ground logistics costs and improve the project’s social and environmental standards in contrast to the former Jin-Fei site.

On May 28, 2024, the Company announced the appointment of Hanré Rossouw as President and Chief Executive Officer (“**CEO**”) effective November 1, 2024, and as a director of the Company effective September 1, 2024. Effective November 1st, 2024, Craig Scherba, former President and Chief Executive Officer, was appointed as Chief Development Officer of NextSource to focus on developing strategy, managing offtake negotiations and expanding the Company’s relationships with auto manufacturers (“**OEMs**”) around the world.

On June 13, 2024, the Company announced the signing of a Mandate Letter with International Finance Corporation (“**IFC**”), the private sector investment arm of the World Bank Group, in respect of a senior debt facility totaling US\$91 million (the “**IFC Debt Facility**”) to fund an expansion of the Molo Graphite Mine. The IFC has provided indicative financial terms to lead the coordination of the overall debt syndicate with other select commercial banks and development finance institutions. The IFC Debt Facility was expected to fund approximately 50% of the capital costs and working capital requirements for the mine expansion to a total production capacity 150,000 tpa of SuperFlake® graphite concentrate. The mandate is subject to satisfactory technical, social, legal and environmental due diligence, documentation and execution of acceptable terms, obtaining final credit, and regulatory and board approvals. Due diligence has commenced and is anticipated to be completed in the near future.

On June 27, 2024, the Company announced the results of a conceptual design and an AACE Class 5 evaluation to develop BAF in the Kingdom of Saudi Arabia (“**KSA**”) capable of producing 20,000 tpa of coated, spheronized, purified graphite (“**CSPG**”) (the “**KSA BAF Study**”).

Year Ended June 30, 2025

On July 9, 2024, the Company announced the appointment of Jaco Crouse as Chief Financial Officer (“**CFO**”). Mr. Crouse replaced Marc Johnson who served as CFO since October 2015.

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On August 12, 2024, the Company announced the appointment of Dr. Tilo Hauke as Executive Vice President of Downstream Operations, effective October 1, 2024

On October 11, 2024 the Company announced the closing of the first tranche of a non-brokered private placement offering of 27,728,100 Common Shares at a price of C\$0.53 per Common Share for aggregate gross proceeds of C\$14,695,893 (the “2024 Private Placement”).

On October 24, 2024, the Company announced that it completed its first commercial shipments of SuperFlake® graphite concentrate from its Molo Graphite Mine to Germany and the United States under existing offtake agreements.

On November 13, 2024, the Company announced that it closed the second and final tranche of the 2024 Private Placement, issuing an additional 1,360,000 Common Shares at a price of C\$0.53 per Common Share for aggregate gross proceeds of C\$720,800.

On January 30, 2025, the Company announced that it has secured a drawdown credit facility of up to US\$20 million with Vision Blue (the “Facility”). The proceeds of the Facility, which is non-dilutive to shareholders, have been used as needed to progress the Company’s BAF strategy, support the continued ramp-up and growth of Molo Graphite Mine, and for general working capital purposes. The Company has fully drawn down on the Facility

On May 1, 2025, the Company announced that Mr. Johnny Velloza would be stepping down from his position as Interim Chief Operating Officer of the Company and that his responsibilities would be transitioned to Mr. Nick Miller, who was appointed as Acting Executive Vice President, Operations of the Company, which is a newly consolidated role merging the responsibilities of Interim Chief Operating Officer and General Manager

On June 2, 2025, the Company announced that due to the prolonged and costly nature of the process to establish the Mauritius BAF, the Company is updating its BAF strategy, exercising its option to terminate the Mauritius BAF at the end of May 2025 and withdraw its Environmental Impact Assessment application at no further cost. The Company further announced that it is prioritizing the development of a larger-scale BAF in the Middle East, targeting prospective sites in the KSA and the United Arab Emirates (“UAE”).

Developments Since June 30, 2025

On August 5, 2025 the Company and Mitsubishi Chemical Corporation (“MCC”), Japan’s largest chemical company and a leading supplier of anode active material (“AAM”) to original OEMs, have entered into a binding, multi-year offtake agreement (“**the Offtake Agreement**”). Under the terms of the Offtake Agreement, the Company and MCC have partnered to supply AAM to a major OEM for the North American EV market. NextSource will produce and supply intermediate AAM to MCC’s Japan plant where MCC will produce final AAM for the OEM’s EV battery cell manufacturing facilities in North America. The Offtake Agreement is subject to certain conditions precedents including, among other matters, the Company’s obligation to secure financing for the construction of the BAF, commencement of construction of the BAF and the commencement of production from one production line by an agreed date. The dates for achieving these conditions precedent can be extended at the agreement of MCC.

Significant Acquisitions

The Company did not complete any significant acquisitions during the year ended June 30, 2025.

DESCRIPTION OF THE BUSINESS

General

The Company is intent on becoming a vertically integrated global supplier of battery materials through the mining and value-added processing of its proprietary SuperFlake® graphite concentrate and potentially other battery minerals from non-foreign entities of concern (“FEOC”). The Company’s near-term focus is the development and operation of the Molo graphite mine in Madagascar (the “Molo Graphite Mine”) and the Company is also prioritizing the development of a large-scale BAF in the Middle East.

Mineral Projects

Molo Graphite Mine, Province of Toliara, Madagascar

The Company is developing and operating the Molo Graphite Mine located near the town of Fotadrevo in the Province of Toliara, Madagascar, which is the Company’s sole material mineral property.

On March 23, 2023, the Company announced initiation of commissioning activities for Phase 1 and announced production of the first tonne of SuperFlake® graphite concentrate on June 22, 2023. As of June 30, 2025, the Molo Graphite Mine has not met the commercial production threshold and as a result, the Molo Graphite Mine and processing plant are still classified as an asset-under-construction and

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commissioning costs are being capitalized. Following a technical review, the Company concluded that Molo Phase 1 will be utilized for campaign production as the Company focuses on sizing the downstream BAF demand with the upstream mine supply. The binding MCC agreement will form the basis of the revised Molo Phase 2 feasibility study.

For additional information with respect to the Molo Graphite Mine, readers are referred to the MD&A. See also “*Risk Factors*” in this the AIF and the MD&A.

Molo Graphite Mine – Molo Phase 1 and Molo Phase 2 Expansion

The Company is not currently providing forward guidance on production volumes, revenues, or operating costs for the Molo Graphite Mine.

Following the completion of construction and commencement of plant commissioning on March 23, 2023, as well as the initial production of SuperFlake® Graphite Concentrate in June 2023, the Company has undertaken debottlenecking and optimization activities.

In October 2023, a third-party assessment by operations specialists and process engineers was completed. The assessment identified underperformance in the dryer equipment and finished-product screens, and replacement equipment was installed in July 2024. Despite a slower than anticipated commissioning process, the Company has produced SuperFlake® Graphite Concentrate with carbon content exceeding 95% and has completed shipments of qualifying material to its BAF technology partner for further testing and conversion into CSPG.

In October 2024, the Company completed its first commercial shipments of SuperFlake® Graphite Concentrate to customers in Germany and the United States under existing offtake agreements, with deliveries made to customer destinations since January 2025.

The Molo Phase 1 operation was impacted during the first calendar quarter of 2025 (Fiscal Q3 2025 and Q4 2025) by excessive rainfall, including three cyclones. This weather event hindered the ramp-up process, but the Company used the period to adjust its operating procedures, resulting in minimal incidents.

During fiscal Q4 2025, alongside ramp-up efforts, the Company conducted a comprehensive technical and organizational review (“the Review”) of Molo Phase 1 operations. This included an evaluation and consolidation of insights gained during Phase 1 ramp-up. The Review identified ongoing technical challenges in the milling and flotation circuits, limiting plant capacity to approximately 11,000 tonnes per annum, and outlined required improvements. Rather than making final modifications to the Phase 1 facility, the Company decided to use it for campaign production due to projected volume demands exceeding its capacity.

The Review also supported confidence in the quality of the Molo mineral reserve estimates and the plant’s ability to produce graphite concentrate with a fixed carbon content between 94-97%. Insights from Phase 1 are being incorporated into an updated feasibility study (the “Updated Feasibility Study”) that will consider a revised timeline and staged expansion approach for Phase 2. Completion of this study is expected in the third calendar quarter of 2025.

This strategic adjustment allows the Company to conserve cash and allocate resources towards preparations for the larger-scale Molo Phase 2 expansion, while maintaining product qualification and service to key customers through campaign production in Phase 1.

Inventory of over 2,500 tonnes of SuperFlake® Graphite Concentrate, together with ongoing campaign production, will continue to support product qualification and customer requirements. This approach enables the continued development of sales channels in alignment with market demand in preparation for Phase 2.

The Company has published the Feasibility Study for a proposed expansion of the Molo Graphite Mine up to a production capacity of 150,000 tpa of SuperFlake® Graphite Concentrate. The Company is currently in the process of updating the Molo Phase 2 expansion study in the light of the binding offtake agreement with MCC (Refer to “*Developments since June 30, 2025*”). The study is expected in late 2025 or early 2026.

The Company announced the signing of a mandate letter with the IFC on June 13, 2024, to lead a senior debt facility totaling US\$91 million to partially fund an expansion of the Molo Graphite Mine. The debt facility is subject to completion of customary technical, social, legal and environmental due diligence, which is expected to be completed in 2026 and post the release of the updated Molo Phase 2 study.

The Company has initiated the environmental permitting process for fully expanded 150,000 tpa Molo Phase 2. However, the decision to commence construction of the expansion will be subject to customary Board approval and will not occur until a binding offtake agreement for the expanded capacity has been secured as well as sufficient funding for construction costs and working capital.

The Company is working to achieve the following Molo Graphite Mine milestones over the next twelve months:

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- Continued qualification of customers through campaign production
- Completion of the updated Molo Phase 2 Feasibility Study
- Advancing the IFC due diligence process and completion of the environmental permitting process for an expanded Molo Mine.

Green Giant Vanadium Project, Province of Toliara, Madagascar

The Company holds a 100% interest in the Green Giant Vanadium Project, which is located 15 kilometers from the Molo Graphite Mine in the Province of Toliara, Madagascar and hosts a large sedimentary-hosted vanadium deposit. Since early 2012, the Company has focused its efforts on the Molo Graphite Mine and as such only limited work has been completed on the Green Giant Vanadium Project since that time. Currently, there are no plans for exploration or development and the Green Giant Vanadium Project is not considered to be material to the Company.

Sagar Project, Labrador Trough Region, Quebec, Canada

The Company holds a 100% interest in the Sagar Project, which is located in the Labrador Trough Region in northern Quebec, Canada. Since early 2012, the Company has focused its efforts on the Molo Graphite Mine and as such only limited work has been completed on the Sagar Project since that time. Currently, there are no plans for exploration or development and the Sagar Project is not considered to be material to the Company.

Battery Anode Facilities

The BAFs are value-added processing facilities that are capable of converting flake graphite into SPG and CSPG, which are the intermediate and final forms of the anode material that is then assembled along with cathode material into lithium-ion batteries used in electric vehicle (“EV”) applications. The BAFs are not considered “mineral projects” as defined in NI 43-101, and the KSA BAF Study and any BAF or similar studies to be completed by the Company are not and will not be “technical reports” for the purposes of NI 43-101 but instead are preliminary economic and technical studies relating to the design, construction and operation of potential BAFs. In respect of any forward-looking information or statements relating to potential BAFs in the Middle East or elsewhere, including but not limited to annual sales and operating cash flows, such figures have been included herein for the purposes of providing information on the project evaluation measures of the BAFs and should not be viewed as financial outlooks or guidance for the Company.

The Company is prioritizing the development of a large-scale BAF in the Middle East, targeting prospective sites in KSA and UAE. For additional information on the Company’s potential BAFs, readers are referred to the MD&A.

Other Battery Anode Facility Initiatives

On September 5, 2023, the Company announced the signing of the non-binding MoU with South Korea’s POSCO for strategic collaboration that could involve an equity investment into the Company as well as a long-term offtake agreement for SPG and the Company’s other graphite products. The MoU envisages the potential for a definitive offtake agreement for 30,000 tpa of SuperFlake® graphite concentrate and 10,000 to 15,000 tpa of SPG over a ten-year period, to be supplied to Future M. Future M is a POSCO Group subsidiary that is responsible for EV battery businesses and supplies all South Korea’s major battery cell manufacturers with finished cathode and anode materials. Prior to executing a definitive agreement, certain customary technical and economic studies must be completed.

On June 27, 2024, the Company announced the results of a conceptual design and an AACE Class 5 evaluation to develop BAF in the Kingdom of Saudi Arabia capable of producing 20,000 tpa of CSPG. This signifies a first step into the Middle East.

The Company is working to achieve the following BAF milestones over the next twelve months:

- Meeting the conditions precedent in the binding MCC Offtake agreement
- Securing a property for the inaugural BAF site in the Middle East
- Taking delivery of remaining process equipment and initiation of construction at the Company’s first BAF site
- Progressing an AG technology partnership

Refer to *Developments since June 30, 2025* for an update on the binding offtake agreement entered into with Mitsubishi Chemical Corporation.

Specialized Skill and Knowledge

In order for the Company to perform its business effectively, the following specialized skills are required: qualified persons, engineers, legal advisors and financial experts and experienced investor relations and marketing personnel. The Company employs personnel with many of these skills. Professional, administrative, mine development and mineral exploration and evaluation services are provided by contractors, including by corporations controlled by certain officers and directors of the Company.

Competitive Conditions

The mining industry is intensely competitive in all of its phases. The Company competes with a number of other entities for resources, including qualified people. As a result of this competition, some of which is with companies with greater financial resources than the Company, it may be unable to acquire the necessary qualified people. The Company also competes for funding with other public resource companies, many of whom have greater financial resources and/or more advanced properties and who are better able to attract equity investments and other capital.

Trends

Global market for and supply of flake graphite

Flake graphite demand is projected to reach approximately 1.3 million tonnes in 2025, representing an increase of around 8% (91,000 tonnes) compared to 2024. This expansion is anticipated to be predominantly driven by the battery sector, which is expected to grow by approximately 16% year-over-year and total about 0.65 million tonnes by the end of 2025, accounting for roughly 53% of overall flake graphite demand. Notably, the anode comprises nearly 35% of the weight of a lithium-ion battery, with graphite constituting at least 95% of the anode material, thereby positioning graphite as the most critical raw input among battery metals (Benchmark Mineral Intelligence, July 2025).

In addition to the strong growth forecast for battery-related electric vehicle applications, both the European Union and the United States are implementing measures to secure a sustainable supply of critical battery materials and reduce reliance on imports from single-country sources. The European Critical Raw Materials Act and the United States' Inflation Reduction Act (the "IRA") serve as key legislative frameworks. Under the Trump Administration's One Big Beautiful Bill Act (enacted July 2025), the IRA rules have been revised, introducing broader Prohibited Foreign Entity ("PFE") and Foreign Entities of Concern ("FEOC") restrictions. These amendments extend to additional tax credits beyond those for clean vehicles and impose more rigorous requirements regarding ownership, control, licensing, sourcing, and "material assistance" associated with prohibited foreign countries (including China, Iran, North Korea, and Russia).

Given that China currently maintains a dominant position in the graphite supply chain - accounting for over 70-75% of natural graphite and precursor material supplies - and in light of the enhanced PFE and FEOC regulations, OEMs must diversify their supply chains by sourcing materials from compliant jurisdictions to meet electric vehicle production objectives and maintain eligibility for United States tax credits under the updated IRA provisions. The intersection of increased graphite demand and a geopolitical shift toward non-PFE sourcing presents a compelling opportunity for vertically integrated anode suppliers in the coming years.

Economic Dependence

The Company's business is dependent on the development and operation of its mineral properties and the conversion of graphite into anode material for the EV market. The Company does not expect to be dependent on any sole contract to purchase the majority of the Company's requirements for goods, services or raw materials. The Company could be dependent on certain customers since the Company expects to sell the majority of its flake graphite product and anode material through offtakes to a small number of customers.

Cycles

Mining is a cyclical industry and commodity prices, including the market price of graphite and other metals, can fluctuate substantially due to global economic trends and conditions, which can impact the Company's business. See also "Risk Factors" below in this AIF.

Environmental Protection

The current and future operations of the Company, including exploration and development activities, are subject to extensive laws and regulations governing environmental protection and remediation, employee health and safety, exploration, development, tenure, production, taxes, labour standards, occupational health, waste disposal, reclamation, mine safety, toxic substances and other matters. Compliance with such laws and regulations can increase the costs of, and potentially delay planning, designing, and developing the Company's mineral properties, including the Molo Graphite Mine.

Employees

As of June 30, 2025, the Company had 283 employees and 5 management consultants. No assurance can be given that the Company can retain qualified employees when necessary.

Foreign Operations

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The Company's foreign operations in Madagascar and the Middle East are exposed to various levels of political, economic and social risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to: terrorism; hostage taking; military repression; expropriation; political corruption, extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; war or civil unrest; renegotiation or termination of existing concessions, licenses, permits and contracts; ability of governments to unilaterally alter agreements; surface land access issues; illegal mining; changes in taxation policies, laws and regulations; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Any changes in regulations or shifts in political attitudes in such foreign countries are beyond our control and may adversely affect our business. Future development and operations may be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to restrictions on production, export controls, import restrictions, such as restrictions applicable to, among other things, equipment, services and supplies, taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, surface land access, land claims of local people and mine safety.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. The Company has not commenced any bankruptcy, receivership or similar proceedings during the Company's history.

Reorganizations

There have been no corporate reorganizations of the Company within the three most recently completed financial years.

Social and Environmental Policies

The Company is committed to the health and safety of its workers, protection of the environment, and protection of the rights, culture and development of its host communities, and transparent engagement with all its stakeholders. To ensure the Company's implementation of all aspects of its Group Sustainability Policy, which covers a broad range of workplace health and safety, environmental, stakeholder engagement, human rights and climate change risk and opportunities, the Board has created a sustainability committee (the "Sustainability Committee"). The Sustainability Committee, which includes an independent director, oversees and monitors the Company's health, safety, social and environmental activities to ensure that the Company follows applicable laws, adopts best practices in all aspects of its operations. It also reviews and reports to the Board on the overall adequacy and effectiveness of the Company's risk management and disclosure processes.

In its approach to reporting on its sustainability performance, the Company's sustainability reports are prepared with due consideration of the guidance materials provided by the Global Reporting Initiative (GRI) Standards, the International Council on Mining and Metals (ICMM), as well as the Taskforce on Climate-related Financial Disclosures (TCFD) and the International Financial Reporting Standards S1 and S2 recommendations. The Company is evaluating but has not adopted the requirements of the Mining Association of Canada's industry leading Towards Sustainable Mining Initiative.

As part of the development of the Molo Graphite Mine, the Company completed an Environmental and Social Impact Assessment to a standard compliant or aligned with local Madagascar legislation at the time as well as the detailed guidance of the International Finance Corporation's (IFC) Performance Standards (PS). On April 11, 2019, the Company announced it had received the Global Environmental Permit for the Molo Graphite Mine from the Madagascar Ministry of Environment's Office National pour l'Environnement (the National Office for the Environment). This follows the completion of the Environmental & Social Impact Assessment and Relocation Action Plan to IFC performance standards, including the completion of negotiations and signed agreements with all potentially affected land occupants to accept compensation for any affected crops and grazing land and relocation if needed. To sustain transparent and constructive stakeholder relations with all interested and affected parties the Company continues to hold documented, transparent and regular stakeholder forums at all levels of our host community.

As the Company aspires to evolve into a leading global supplier of graphite, a critical mineral for EV batteries, the Company is committed to transparent demonstration of its supply of responsibly produced graphite as part of the global energy transition.

RISK FACTORS

The Company manages risks inherent to its business and has procedures to identify and manage significant operational and financial risks. The reader is cautioned to carefully review the risk factors identified below as well as additional risk factors included in the Company's continuous disclosure documents filed from time to time on SEDAR+ at www.sedarplus.ca.

Any such risk factors or events could materially affect the Company's business, financial condition and/or future operating results and prospects and could cause actual events to differ materially from those described in forward-looking statements and information relating to the Company. Additional risks and uncertainties not currently identified by the Company or that the Company currently believes not to be material also may materially and adversely affect the Company's business, financial condition, operations or prospects.

Risks Related to BAF Technical Studies

The projections and financial outlooks in the KSA BAF Study and any other BAF technical studies (including but not limited to capital expenditures, working capital investments, annual revenues, annual operating costs, and annual operating cash flows) were, are, and will be estimates only and no assurance can be given that any particular level of profitability will be realized from any BAFs developed by the Company. Such projections and financial outlooks rely upon certain assumptions relating to, among other things, product pricing, demand for graphite, capital costs, and operating costs and while the Company believes such assumptions to be reasonable as at the date hereof, there is no guarantee that any such assumptions will prove to be accurate or correct. If these assumptions are incorrect or if access to the technology partner is impeded, the Company may not be able to achieve such financial projections for any BAFs developed by the Company. Actual financial results may differ materially from those estimated in the KSA BAF Study, and any other BAF technical studies of the Company.

Risks Related to Emerging Markets

The Company's material mineral property, the Molo Graphite Mine, is located in Madagascar and the Company is prioritizing the development of a BAF in the Middle East, (potentially in the the KSA or the UAE), countries which are considered to be emerging markets. The legal and regulatory requirements in Madagascar and the Middle East are different from those in Canada. The Company's business is subject to the risks and potential governmental and other restrictions normally associated with the conduct of business in countries that are considered to be emerging markets.

The mining regulatory regime in Madagascar grants rights to explore, develop and operate a mine. The Company holds its mining interests through an exploration permit and various other approvals from the government, as disclosed in the Feasibility Study. No assurance can be given that the terms and conditions of the Company's exploration and mining authorizations will not be amended or that such exploration and mining authorizations will not be challenged or impugned by third parties. In addition, construction of a BAF will be subject to a number of governmental approvals. While the Board and management of the Company have extensive experience with operating businesses in Africa, the Company relies, to a great extent, on the Company's local advisors in respect of legal, environmental compliance, banking, financing and tax matters to ensure compliance with material legal, regulatory and governmental developments as they pertain to and affect the Company's operations in Madagascar and potentially in the Middle East. Despite these resources, the Company may fail to comply with legal or regulatory requirements in Madagascar or the Middle East, which may lead to the revocation of certain rights or to penalties or fees and in enforcement actions thereunder.

Specific risks relating to Madagascar and the Middle East may include, among others, labour disputes, invalidation of governmental orders and permits, corruption, uncertain political and economic environments, sovereign risk, civil disturbances and terrorist actions, arbitrary changes in laws or policies of particular countries, the failure of foreign parties to honor contractual relations, foreign taxation, delays in obtaining or the inability to obtain necessary governmental permits, opposition to mining and BAF developments from environmental or other non-governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on graphite exports and processing, instability due to economic under-development, inadequate infrastructure and increased financing costs. The occurrence of one or more of these risks could have a material and adverse effect on the Company's profitability or the viability of its affected foreign operations, which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

In addition, the enforcement by the Company of its legal rights to exploit the Molo Graphite Mine or develop a BAF may not be recognized by the local government or by its court system. These risks may limit or disrupt the Company's operations, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. The economy and political systems of Madagascar, as with other countries in Africa and many other mining jurisdictions, should be considered by investors to be less predictable than those in countries in which the majority of investors are likely to be resident. The possibility that the current, or a future, government may adopt substantially different policies, take arbitrary action which might halt production, extend to the re-nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights or development permits and/or changes in taxation treatment cannot be ruled out, the happening of any of which could result in a material and adverse effect on the Company's results of operations and financial condition.

Risks Related to the United States Regulatory and Tariff Policies

Recent actions by the presidential administration in the United States have created increased uncertainty around trade policies, tariffs, and regulations affecting trade between the United States and other countries, which could impact the Company financially. In particular, there is uncertainty regarding tariffs imposed by the United States and support for amending existing treaty and trade relationships, including with Canada. Implementation by the United States government of new legislative or regulatory policies could impose additional costs on the Company, decrease United States demand for the Company's graphite concentrate or other products, or otherwise negatively impact the Company, which may have a material adverse effect on the Company's business, financial condition and operations. In addition, this uncertainty may adversely impact: (i) the ability of companies to transact business with companies such as the Company; (ii) the Company's profitability; (iii) regulation affecting mining companies in Canada or elsewhere; (iv) global stock markets (including the TSX); and (v) general global economic conditions. All of these factors are outside of the Company's control, but may nonetheless lead the Company to adjust its strategy in order to compete effectively in global

markets

Development, Commissioning and Operation of the Molo Graphite Mine

The commissioning, and operation of Molo Phase 1 is based on management's expectations, and may be delayed by several factors, some of which are beyond the Company's control. There is a risk that commissioning and achievement of commercial production will not be completed on time or on budget, or at all. Successful operation of Phase 1 may be affected by the design of the processing facility, the cost and availability of suitable replacement machinery, supplies, equipment and skilled labor, the existence of competent operational management, prudent financial administration, unforeseen geological formations, the implementation of new mining and industrial processes, the underlying characteristics, quality and unpredictability of the exact nature of mineralogy of a deposit and the consequent accurate understanding of ore or concentrate production, the successful completion and operation of haulage ramp and conveyors to move ore and other operational elements, engineering and mine design adjustments, price escalation on all components of construction, the availability and reliability of appropriately skilled and experienced employees and is dependent on the maintenance of various operating and environmental permits and the import of equipment into Madagascar (none of which can be assured). Permits and licenses are necessary to operate Phase 1 of the Molo Graphite Mine and export products from Madagascar, and additional permits and licenses, which the Company has applied for or will undertake to apply for in due course at the appropriate time, will be necessary to develop an expansion of the Molo Graphite Mine. The Company cannot provide assurance that the necessary permits and licenses will be obtained. Further, the revenues, costs, timing, and complexities of operating the Molo Graphite Mine may be significantly higher than anticipated, which could add to the cost of production, and operation and/or impair production and activities, thereby affecting the Company's profitability.

It is common for new mines and processing facilities to experience unexpected problems and delays in commissioning activities due to the inadequate availability of skilled labor and mining equipment, energy at an economic cost, adverse weather or equipment failures, the rate at which expenditures are incurred, delays in construction schedules, or delays in obtaining the required permits or consents, or to obtain the required financing. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its development, commissioning or operation activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with the Molo Graphite Mine could delay or prevent the development, commissioning and operation as planned and may result in additional costs being incurred by the Company beyond those budgeted. There can be no assurance that current or future development, commissioning and operation plans implemented by the Company will be successful.

Development, Commissioning, and Operation of the BAFs

The development, commissioning, and operation of BAFs is based on management's expectations, and may be delayed by several factors, some of which are beyond the Company's control. There is a risk that development, commissioning, and achievement of commercial production will not be completed on time or on budget, or at all. Successful development and operation of a BAF may be affected by opposition to the project by local communities or authorities, the design and construction of an efficient processing facility, the cost and availability of suitable machinery, supplies, equipment and skilled labor, price escalation on all components of development, commissioning, construction and start-up, the existence of competent operational management, prudent financial administration and the availability and reliability of appropriately skilled and experienced employees, the performance of engineering and construction contractors, suppliers and consultants, and the receipt of required governmental approvals and permits in connection with the construction of a BAF, including environmental and operating permits. Until all required approvals are received in order to allow the Company to begin construction and development of a BAF, there is no guarantee that a BAF will be built on the currently identified property, or at all.

It is common for new processing facilities to experience unexpected problems and delays during construction, development, start-up, and commissioning activities due to late delivery of components, the inadequate availability of skilled labor and processing equipment, energy and chemical reagents at an economic cost, adverse weather or equipment failures, the rate at which expenditures are incurred, delays in construction schedules, or delays in obtaining the required permits or consents, or to obtain the required financing.

The revenues, costs, timing, and complexities of developing and operating the BAFs may be significantly higher than anticipated, which could add to the cost of development, production, and operation and/or impair production and activities, thereby affecting the Company's profitability.

Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its construction and development activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with the industrial facilities could delay or prevent the construction and start-up of a BAF and may result in additional costs being incurred by the Company beyond those budgeted. There can be no assurance that current or future construction and start-up plans implemented by the Company will be successful.

Geopolitical Risk and Conflict

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As the Company's operations expand and reliance on global supply chains increases, the impact of significant geopolitical risk and conflict globally may have a more sizeable and unpredictable impact on the Company's business, financial condition, and operations than has traditionally been the case. The recent conflicts in Ukraine and the Middle East and the global response to these conflicts as it relates to sanctions, trade embargos, and military support, has resulted in significant uncertainty as well as economic and supply chain disruptions. Should this conflict go on for an extended period of time, expand beyond Ukraine or the Middle East, or should other geopolitical disputes and conflicts emerge in other regions, this could result in material adverse effects on the Company.

Additional Financings

The Company will require additional financing through equity securities and/or debt to complete the commissioning of the Molo Graphite Mine and the BAFs. The success and the pricing of any such capital raising and/or debt financing is dependent upon the prevailing market conditions at that time and upon the Company's ability to attract significant amounts of debt and/or equity. There is no assurance that such financing will be obtained on terms satisfactory to the Company. Failure to obtain any financing necessary for the Company's capital expenditure could result in the delay or indefinite postponement of further construction and development of either or both of the Molo Graphite Mine or the BAFs, which in turn would materially and adversely affect the financial and operating results of the Company and the market price of the Company's securities. If the Company raises additional funding by issuing additional equity securities or convertible debt securities such financings may substantially dilute the interests of shareholders of the Company and reduce the value of their investment. Additional financings and share issuances may result in a substantial dilution to shareholders of the Company and decrease the value of the Company's securities.

The Company's development and exploration projects are in the African country of Madagascar and are subject to country political and regulatory risks

The Company is actively monitoring the political climate in Madagascar and continues to hold meetings with representatives of the government and the Ministries in charge of mining. Depending on future actions taken by the government, or any future government, the Company's business operations could be impacted. Companies in the mining and metals sector continue to be targeted to raise government revenue, particularly as governments struggle with deficits and concerns over the effects of depressed economies. Many governments are continually assessing the fiscal terms of the economic rent for mining companies to exploit resources in their countries. This could include, but is not limited to, the increase of government royalty rates and the imposition of export tariffs on raw or finished materials.

The government of Madagascar has granted mining claims, permits, and licenses that will enable us to conduct anticipated operations or exploration and development activities. Notwithstanding these arrangements, the Company's ability to conduct operations, exploration and/or development activities at any of its properties is subject to obtaining and/or renewing permits or concessions, changes in laws or government regulations or shifts in political attitudes beyond its control.

Any adverse developments to the political and regulatory situation in Madagascar could have a material effect on the Company's business, results of operations and financial condition. The Company's operations may also be affected in varying degrees by terrorism; military conflict or repression; crime; populism; activism; labour unrest; attempts to renegotiate or nullify existing concessions, licenses, permits and contracts; unstable or unreliable legal systems; changes in fiscal regimes including taxation, and other risks arising out of sovereignty issues.

The Company does not currently carry political risk insurance covering its investments in Madagascar. It may not be possible for investors to enforce judgments in Canada against a loss suffered on the Company's assets and operations in Madagascar.

The Company has a Significant Shareholder

Vision Blue holds approximately 47.68% of the issued and outstanding Common Shares. Dispositions by a significant shareholder could have an adverse effect on the market price of the Common Shares, as the market price of the Common Shares could fall. As a result of the significant holdings, there is a risk that the Company's securities are less liquid and trade at a relative discount compared to circumstances where a significant shareholder does not have the ability to influence or determine matters affecting the Company. Additionally, there is a risk that its significant interests in the Company discourages transactions involving a change of control, including transactions in which an investor, as a holder of the Company's securities, would otherwise receive a premium for its securities in the Company over the then current market price. Further, as long as Vision Blue maintains its current ownership interest in the Company, it may be able to exert influence over matters that are to be determined by votes of the holders of Common Shares. There is a risk that the interests of Vision Blue may differ from those of other shareholders.

Economic dependence on the Molo Graphite Mine

The Company's principal material mineral property is the Molo Graphite Mine. As a result, unless the Company acquires or develops any additional material properties or projects, any adverse developments affecting this project or the rights to develop the Molo Graphite Mine could materially adversely affect the Company's business, financial condition and results of operations.

Fluctuations in the market price of graphite and other metals may adversely affect the value of the Company's securities, revenue projections and the ability of the Company to develop Phase 2 of the Molo Graphite Mine

The value of the Company's securities may be significantly affected by the market price of graphite and other metals, which are cyclical and subject to substantial price fluctuations. Market prices can be affected by numerous factors beyond the Company's control, including levels of supply and demand for a broad range of industrial products, economic growth rates of various international economies, expectations with respect to the rate of inflation, the relative strength of various currencies, interest rates, speculative activities, global or regional political or economic circumstances. The Chinese market is a significant source of global demand for commodities, including graphite. Chinese demand has been a major driver in global commodities markets for a number of years and recent reductions in Chinese demand have adversely affected prices for graphite. A slowing in China's economic growth could result in even lower prices and could negatively impact the value of the Company's securities. Excess global supply of graphite could result in a decrease in the price of graphite and other metals, which could adversely impact the actual and projected revenues from the Molo Graphite Mine. Prolonged decreases in the price of graphite or other metals could adversely impact the ability of the Company to proceed with the development of any expansion of the Molo Graphite Mine.

Estimates of mineral resources and mineral reserves may not be realized

Mineral resource estimates and mineral reserve estimates are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified mineral resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. There is no guarantee that mineral resource estimates will ever be converted to mineral reserves. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type. There can be no assurance that mineral recovery in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Actual recoveries may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions, among other things. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. Material changes in mineral resources, mineral reserves, grades, waste-to-ore ratios or recovery rates may affect the economic viability of projects. The estimated mineral resources and mineral reserves should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company has a limited operating history and expects to incur operating losses for the foreseeable future

Since incorporation, the Company has principally operated as a mineral exploration and evaluation company and has earned limited revenues. Although the Company received a mining permit in 2019 and initiated construction of the Molo Graphite Mine in 2021, the Company has no operating history as a mining company and there is no basis to assume the Company will be successful as a mining company. There are numerous difficulties normally encountered by mining companies and these companies experience a high rate of failure.

Further, although the Company is prioritizing the development of a BAF, the Company has no experience in successfully constructing or operating a BAF. The process for identifying a prospective site for a BAF, and the subsequent development, construction and operation of a BAF is an extremely complex, risky and onerous process which may take many years to complete and is contingent on several factors. See "*Development, Commissioning, and Operation of the BAFs*" above

The Company expects to continue to incur operating losses until the Molo Graphite Mine or a BAF generates sufficient recurring revenues to report operating profits, but there is no assurance that Molo Graphite Mine or a BAF will ever achieve profitable operations.

Due to the speculative nature of mineral property exploration, there is substantial risk that the Company's assets will not go into commercial production and the business will fail

Exploration for minerals is a speculative venture involving substantial risk. There are numerous difficulties normally encountered by exploration companies and these companies experience a high rate of failure. The Company cannot provide investors with any assurance that any of the Company's mineral claims, properties, resources or reserves will ever achieve commercial production. The exploration and evaluation work completed on the Molo Graphite Mine claims may not result in commercial production of graphite. The exploration and evaluation work completed on the Green Giant Vanadium Project may not result in commercial production of vanadium or other minerals.

Mining companies are increasingly required to consider and provide benefits to the communities and countries in which they operate, and are subject to extensive environmental, health and safety laws and regulations

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As a result of public concern about the real or perceived detrimental effects of economic globalization and global climate impacts, businesses generally, and large multinational corporations in natural resources industries, face increasing public scrutiny of their activities. These businesses are under pressure to demonstrate that, as they seek to generate satisfactory returns on investment to shareholders, other stakeholders, including employees, governments, communities surrounding operations and the countries in which they operate, benefit and will continue to benefit from their commercial activities. Such pressures tend to be particularly focused on companies whose activities are perceived to have a high impact on their social and physical environment. The potential consequences of these pressures include reputational damage, legal suits, increasing social investment obligations and pressure to increase taxes and royalties payable to governments and communities.

In addition, the Company's ability to successfully obtain key permits and approvals to explore for, develop and operate mines and to successfully operate in communities around the world will likely depend on the Company's ability to develop, operate and close mines in a manner that is consistent with the creation of social and economic benefits in the surrounding communities, which may or may not be required by law. The Company's ability to obtain permits and approvals and to successfully operate in particular communities may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety of communities in which the Company operates. Delays in obtaining or failure to obtain government permits and approvals may adversely affect the Company's operations, including its ability to explore or develop properties, commence production or continue operations. Key permits and approvals may be revoked or suspended or may be varied in a manner that adversely affects the Company's operations, including its ability to explore or develop properties, commence production or continue operations.

The Company's operations are subject to environmental regulations, which could result in additional costs and operational delays. Environmental legislation is evolving in a manner that may require stricter standards, and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that any future changes in environmental regulation will not negatively affect the Company's projects.

The Company's business operations are subject to extensive laws and regulations governing worker health and safety and land use and the protection of the environment, which generally apply to air and water quality, protection of endangered, protected or other specified species, hazardous waste management and reclamation. The Company has made, and expects to make in the future, significant expenditures to comply with such laws and regulations. Compliance with these laws and regulations imposes substantial costs and burdens, and can cause delays in obtaining, or failure to obtain, government permits and approvals which may adversely impact the Company's closure processes and operations.

Because of the inherent dangers involved in mining operations and mineral exploration, there is a risk that the Company may incur liability or damages as the Company conducts business

Mining operations and mineral exploration involve numerous hazards. Insurance against environmental risks, including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production, has not been available generally in the mining industry.

The Company may become subject to liability for such hazards, including accidents, pollution, cave-ins and other hazards against which the Company cannot, or may elect not, to insure against. The Company currently has mine and general liability insurance coverage for its operations. The Company has limited insurance coverage for most environmental risks. In the event of a problem, the payment of environmental liabilities and costs would reduce the funds available to us for future operations. Management intends to periodically review the availability of commercially reasonable insurance coverage. If a hazard were to occur, the costs of rectifying the hazard may exceed the Company's insurance coverage. If the shortfall in insurance coverage were to exceed the Company's asset value, it could cause the Company to liquidate its assets.

Should the Company lose the services of key executives, the Company's financial condition and proposed expansion may be negatively impacted

The Company depends on the continued contributions of the Company's executive officers to work effectively as a team, to execute its business strategy and to manage its business. The loss of key personnel, or their failure to work effectively, could have a material adverse effect on its business, financial condition, and results of operations. Specifically, the Company relies on the members of management discussed under the heading "*Directors and Officers*" herein.

The Company does not maintain key man life insurance. Should the Company lose any or all of their services and the Company is unable to replace their services with equally competent and experienced personnel, the Company's operational goals and strategies may be adversely affected.

Access to the Company's properties, mine operations, and export of product may be restricted by inclement weather or lack of proper infrastructure

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Access to the mining property, processing plant, ports and properties underlying the Company's mineral claims and interests could be restricted due to their remote locations and because of weather conditions. Some of the Company's exploration properties are only accessible by air. As a result, any attempts to visit, test, or explore the property are generally limited to those periods when weather permits such activities. These limitations can result in significant delays in exploration activities, mining operations, and efforts to export production.

Compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for management

The Company's management team needs to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

Tax risks

Changes in tax laws or tax rulings could materially affect the Company's financial position and results of operations. Changes to, or differing interpretations of, taxation laws or regulations in Canada, Madagascar, Mauritius, South Africa, Germany, the United States, the KSA, the UAE or any of the countries in which the Company's assets or relevant contracting parties are located could result in additional taxation or other tax liabilities being applicable to the Company or its subsidiaries. Taxation laws are complex, subject to differing interpretations and applications by the relevant tax authorities. In particular, the tax treatment relating to the Company's corporate redomicile from the US to Canada is complex. There is no assurance that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in the Company's profits being subject to additional taxation or which could otherwise have a material adverse effect on profitability, results of operations, financial condition and the trading price of the Company's securities. Additionally, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make investments in or by the Company less attractive to counterparties. Such changes could adversely affect the Company's ability to raise additional funding or make future investments.

The Company may experience losses due to foreign exchange translations

Periodically, the Company maintains a substantial portion of its cash reserves in Canadian dollars. Fluctuations in foreign exchange rates may lead to translation gains or losses when these reserves are reported in U.S. dollar terms. A significant depreciation of the Canadian dollar against the U.S. dollar would result in a notable decrease in the U.S. dollar equivalent of the Company's Canadian dollar cash balances presented on its balance sheet. Conversely, should the U.S. dollar decline notably relative to the Canadian dollar, the Company's reported U.S. dollar cash position would decline, as covering Canadian dollar expenses would become more costly in U.S. dollar terms. The Company has not entered into derivative instruments to hedge against the impact of foreign exchange fluctuations. Additionally, certain ongoing expenditures are denominated in South African Rand, Madagascar Ariary, and Euros, necessitating periodic holdings of these foreign currencies and exposing the Company to similar risks of foreign exchange translation losses.

The Company's business is subject to anti-corruption and anti-bribery laws, a breach or violation of which could lead to civil and criminal fines and penalties, loss of licenses or permits and reputational harm

The Company operates in certain jurisdictions that have experienced governmental and private sector corruption to some degree, and, in certain circumstances, strict compliance with anti-bribery laws may conflict with certain local customs and practices. Anti-corruption and anti-bribery laws in certain jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. The Company's corporate policies mandate compliance with these anti-bribery laws, which often carry substantial penalties. There can be no assurance that the Company's internal control policies and procedures will always protect it from recklessness, fraudulent behavior, dishonesty or other inappropriate acts committed by the Company's affiliates, employees or agents. As such, the Company's corporate policies and processes may not prevent all potential breaches of law or other governance practices. Violations of these laws, or allegations of such violations, could lead to civil and criminal fines and penalties, litigation, and loss of operating licenses or permits, and may damage the Company's reputation, which could have a material adverse effect on its business, financial position and results of operations or cause the market value of the Common Shares to decline.

The market price for the Common Shares is particularly volatile given the Company's status as a company with a small public float, limited operating history and lack of profits which could lead to wide fluctuations in the market price for the Common Shares

The market price for the Common Shares is characterized by significant price volatility when compared to seasoned issuers, and the Company expects that its share price will continue to be more volatile than a seasoned issuer. Such volatility is attributable to a number of factors. First, the Common Shares, at times, are thinly traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of Common Shares by shareholders may disproportionately influence the price of those Common Shares in either

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direction. The price for the Common Shares could, for example, decline precipitously in the event that a large number of Common Shares are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price. Second, the Company is a speculative or “risky” investment due to the Company’s limited operating history, lack of profits to date and uncertainty of future market acceptance for the Company’s potential products. As a consequence, more risk-adverse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the stock of a seasoned issuer. Many of these factors are beyond the Company’s control and may decrease the market price of the Common Shares, regardless of the Company’s performance. The Company cannot make any predictions as to what the prevailing market price for the Common Shares will be at any time or what effect that the sale of Common Shares or the availability of Common Shares for sale at any time will have on the prevailing market price.

Securities of small-cap and mid-cap companies have experienced substantial volatility in the recent 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 price of the Common Shares is also likely to be significantly affected by short-term changes in graphite prices and demand, the U.S. dollar, the Malagasy ariary, the Canadian dollar, and the Company’s financial condition or results of operations as reflected in its financial statements. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the Company’s business may be limited if investment banks with research capabilities do not follow the Company’s securities; lessening in trading volume and general market interest in the Company’s securities may affect an investor’s ability to trade significant numbers of Common Shares; the size of the Company’s public float may limit the ability of some institutions to invest in its securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause its securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity.

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

The Company does not intend to pay dividends in the foreseeable future

The Company does not anticipate paying cash dividends in the foreseeable future. The Company may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, the Company may nevertheless decide, in its sole discretion, not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of the Company’s operations, cash flows and financial condition, operating and capital requirements, and other factors the board of directors may consider relevant. There is no assurance that the Company will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

DIVIDENDS AND DISTRIBUTIONS

The Company does not pay dividends and is unlikely to do so in the foreseeable future.

DESCRIPTION OF THE CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of Common Shares, of which 184,911,107 Common Shares are outstanding as at the date hereof. Holders of Common Shares are entitled to receive notice of any meetings of the holders of Common Shares of the Company and to attend and to cast one vote per Common Share held at all such meetings.

Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors. Holders of Common Shares are entitled to receive on a *pro rata* basis such dividends, if any, as and when declared by the Board at its discretion from funds legally available, and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a *pro rata* basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a *pro rata* basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

Trading Price and Volume

The outstanding Common Shares are listed and posted for trading on the TSX under the symbol “NEXT” and on the OTCQB under the symbol “NSRCF”. The table below sets forth the high and low closing sale prices and volume of the Common Shares on the TSX for

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each month of the financial year ended June 30, 2025. Over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, markdown or commission and may not necessarily represent actual transactions.

Period	High Trading Price (C\$)	Low Trading Price (C\$)	Volume
July 2024	1.05	0.75	2,035,188
August 2024	0.82	0.69	751,217
September 2024	0.76	0.60	1,806,112
October 2024	0.66	0.57	2,104,138
November 2024	0.63	0.49	1,117,132
December 2024	0.85	0.51	2,787,568
January 2025	0.93	0.72	1,743,399
February 2025	0.80	0.45	1,855,415
March 2025	0.50	0.375	1,726,052
April 2025	0.425	0.25	3,929,166
May 2025	0.285	0.15	5,410,622
June 2025	0.26	0.20	1,258,255

Prior Sales

The following table summarizes the issuances by the Company of Common Shares, and securities convertible into or exchangeable for Common Shares, during the financial year ended June 30, 2025 and including to the date hereof.

Date	Type of Security Issued	Issuance / Exercise Price Per Security	Number of Securities Issued
September 2, 2024	Restricted share units ⁽¹⁾	N/A	25,000
October 11, 2024	Common Shares ⁽²⁾	C\$0.53	27,728,100
November 13, 2024	Common Shares ⁽³⁾	C\$0.53	1,360,000
December 1, 2024	Stock options ⁽⁴⁾	C\$0.89	2,300,000
January 1, 2025	Restricted share units ⁽⁵⁾	N/A	25,000

Notes:

- (1) Each restricted share unit entitled the holder thereof to a cash settlement based on the corresponding share price upon vesting. The restricted share units vested on September 2, 2024 and were settled in cash.
- (2) Issued in connection with the closing of the first tranche of the 2024 Private Placement.
- (3) Issued in connection with the closing of the second tranche of the 2024 Private Placement
- (4) Each stock option issued entitles the holder thereof to one Common Share, subject to adjustments. 950,000 of the stock options issued will vest on December 1, 2027 and will expire on November 30, 2034, 600,000 of the stock options issued will vest on December 1, 2025 and will expire on November 30, 2032 and 750,000 of the stock options issued vested on December 1, 2024 and will expire on December 1, 2029.
- (5) Each restricted share unit entitled the holder thereof to a cash settlement based on the corresponding share price upon vesting. The restricted share units vested on January 1, 2025 and were settled in cash.

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

To the knowledge of the Company, there are no securities of the Company that are subject to a contractual restriction on transfer, as at the date hereof.

DIRECTORS AND OFFICERS

Name, Occupation, and Securityholdings

The name, province or state of residence, position with and principal occupation within the five preceding years for each of the directors and executive officers of the Company as at the date hereof are set out in the following table:

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Name	Company Position	Principal Occupation⁽¹⁾	Director or Officer Since	# and % of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽²⁾
Sir Mick Davis (London, UK)	Chair of the Board of Directors	CEO of Vision Blue Resources Ltd.	March 2021	88,162,372 ⁽⁷⁾ (47.68%)
Craig Scherba ⁽⁶⁾ (London, United Kingdom)	Director, and Chief Development Officer		January 2010	445,993 (0.24%)
Brett Whalen ⁽³⁾ (Markham, ON, Canada)	Director	Professional investor	July 2020	1,033,360 (0.56%)
Christopher Kruba ⁽³⁾⁽⁴⁾⁽⁵⁾ (Windsor, ON, Canada)	Director	Vice-President and Senior Counsel of Nostrum Capital Corporation	December 2020	368,070 (0.20%)
Ian Pearce ⁽³⁾⁽⁴⁾⁽⁶⁾ (Toronto, ON, Canada)	Director	Chair of the Board of Directors of Newgold Inc., Director of Nexa Resources, Northland Power Inc., and Metso Outotec	July 2021	41,306 (0.02%)
Martina Buchhauser ⁽³⁾⁽⁵⁾⁽⁶⁾ (Gauting, Germany)	Director	Senior advisor of H&Z Management Consulting and non-executive director of Innovative Aluminum Engineering and of Plastic Omnium	December 2023	Nil (0.0%)
Hanre Rossouw (Cape Town, South Africa)	Director, President and Chief Executive Officer		September 2024	Nil (0.0%)
Jaco Crouse (Toronto, ON, Canada)	Chief Financial Officer		July 2024	Nil (0.0%)
Brent Nykoliation (Toronto, ON, Canada)	EVP Corporate Affairs & Strategy		November 2008	454,053 (0.25%)
Markus Reichardt (Isleworth, United Kingdom)	Vice President, Sustainability		March 2023	Nil (0.0%)
Danniel Stokes (Lancashire, United Kingdom)	Vice President, Projects		October 2022	Nil (0.0%)

Notes:

- (1) Other than as described in the Company Position by the respective individual.
- (2) The number of securities beneficially owned or controlled or directed, directly or not directly, is not within the knowledge of the Company and has been furnished by the respective individual.
- (3) Ian Pearce, Brett Whalen, Christopher Kruba, and Martina Buchhauser are independent directors of the Company.
- (4) Members of the Audit Committee are Christopher Kruba (Chair), Brett Whalen, and Ian Pearce.
- (5) Members of the Governance Committee are Brett Whalen (Chair), Christopher Kruba, and Martina Buchhauser.
- (6) Members of the Sustainability Committee are Ian Pearce (Chair) and Martina Buchhauser.
- (7) These represent the Common Shares held by Vision Blue.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

No directors or executive officers of the Company: (i) is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that (a) was subject to a cease trade order; an order similar to a cease trade order; or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an “**Order**”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; (ii) is, as at the date hereof, or has been within 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was 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 (iii) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

As at the date hereof, no directors or executive officers of the 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 deciding whether to vote for a proposed director.

Conflicts of Interest

To the best of our knowledge, and other than as disclosed below, there are no known existing or potential conflicts of interest between the Company and any of the Company’s directors or officers, except that certain of the directors and officers serve as directors and officers of other public companies and therefore it is possible that a conflict may arise between their duties as a director or officer of NextSource and their duties as a director or officer of such other companies.

The Chair of the Board, Sir Mick Davis, is also the CEO of Vision Blue, and a director of the Company, Ian Pearce, was appointed to the Board by Vision Blue. Vision Blue holds 47.68% of the outstanding and issued Common Shares. Vision Blue also owns a royalty on the Molo Graphite Mine and a royalty on the Green Giant Vanadium Project.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not presently engaged in any litigation that, in management’s view, would reasonably be expected to have a material adverse effect on the Company’s financial condition or operating results. Furthermore, there are no regulatory actions, lawsuits, proceedings, inquiries, or investigations pending or, to the knowledge of the Company’s executive officers, threatened before any court, public board, government agency, securities commission, self-regulatory organization, or similar body against the Company, its Common Shares, or any of its officers or directors in their respective capacities, where an unfavorable outcome could result in a material adverse effect.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of the Company, other than as disclosed below, no director, executive officer, or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of outstanding voting securities of the Company, or an associate or affiliate of any of the foregoing, have had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date hereof that has materially affected or is reasonably expected to materially affect the Company.

Vision Blue holds 88,162,372 Common Shares representing approximately 47.68% of the issued and outstanding Common Shares, which were acquired in connection with the Financing Package, the exercise of VB warrants, the 2023 Offering and the 2024 Private Placement. Vision Blue also holds a royalty on the Molo Graphite Mine and a royalty on the Green Giant Vanadium Project. Vision Blue was also granted certain other rights in connection with the Financing Package, and the Investment Agreement (as defined herein), including (i) certain appointment rights for the Board; (ii) a right to participate in future equity financing on the same terms as such financing to maintain its ownership percentage in the Company, subject to Vision Blue holding at least 10% of the issued and outstanding Common Shares; and (iii) a right of first refusal to finance the Phase 2 expansion of the Molo Graphite Mine/ The Chairman of Vision Blue, Sir Mick Davis, was appointed as Chair of the Board of the Company on March 5, 2021. The second Vision Blue appointee, Ian Pearce, was appointed to the Board on July 14, 2021.

TRANSFER AGENT AND REGISTRAR

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The Company's principal transfer agent and registrar for the Common Shares is TSX Trust Company and its principal offices in Toronto, Ontario, Canada.

MATERIAL CONTRACTS

The following lists material contracts that were entered into outside the normal course of business during the most recently completed fiscal year or before the last fiscal year that are still in effect and material to the Company:

- a) The investment agreement dated February 7, 2021, entered into between Vision Blue Resources Limited and the Company, and as amended June 6, 2023 (the "Investment Agreement").
- b) The Royalty Agreement Relating to the Molo Graphite and Vanadium Project dated February 8, 2021, entered into between Vision Blue Resources Limited as royalty holder, NextSource Graphite (Mauritius) Ltd., as graphite grantor, NextSource Minerals (Mauritius) Ltd. as vanadium grantor, and NextSource Materials Inc., ERG (Madagascar) SARLU, NextSource Minerals (Madagascar) and NextSource Materials (Mauritius) Ltd. as guarantors.
- c) The Offtake Agreement..

INTEREST OF EXPERTS

The following are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described or included herein or in a document incorporated by reference, and whose profession or business gives authority to such report, valuation, statement or opinion:

1. The Company's independent auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditor's report dated September 29, 2025, in respect of the Company's consolidated financial statements as at June 30, 2025 and for the year then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada, including the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

AUDIT COMMITTEE

Audit Committee Charter

Attached hereto as Schedule "B" is the Audit Committee Charter.

Oversight

The Audit Committee is responsible for the oversight and for recommending the appointment, compensation, retention, termination of an independent external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company. The Company has adopted a requirement to pre-approve non-audit services provided by the external auditor.

Meetings

During the financial year ended June 30, 2025, the audit committees met four times virtually via online meetings.

Composition

The members of the Audit Committee are Christopher Kruba (Chair), Brett Whalen, and Ian Pearce. Each member is "independent" and is "financially literate" in accordance with the standards of National Instrument 52-110.

Relevant Education and Experience

Christopher Kruba is Vice-President and Counsel to Nostrum Capital Corporation and a number of related corporations that are part of the Toldo Group. The Toldo Group is headquartered in Windsor, Ontario and is composed of several privately held corporations in Canada and the United States, some of which manufacture and operate in diversified sectors and others which are involved in active and passive investments across capital markets throughout North America, Europe and Africa. In addition to his responsibilities as counsel to the Toldo Group, Mr. Kruba serves as corporate secretary to all the companies, is a member of the Toldo Group's investment committee and he serves on the board of directors of many of the companies. In his roles Mr. Kruba is involved in capital market decisions, he has led mergers and acquisitions and he has participated in the management and strategic planning for numerous companies, including venture capital corporations in which the group has invested. Prior to joining the Toldo Group in 2000, Mr. Kruba

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articled with and practiced at the law firm of Gignac, Sutts LLP in Windsor, Ontario. Mr. Kruba graduated from the University of Windsor's Faculty of Law in 1998 and has been a Member of the Law Society of Ontario since 1999. Nostrum Capital Corporation and Mr. Kruba personally have been investors in NextSource since 2011.

Brett Whalen has been a director since July 2020 and was appointed as Chair of the Board from July 2020 until March 2021. Mr. Whalen has over 20 years of investment banking and M&A expertise, spending over 16 of those years at Dundee Corporation (“**Dundee Corp.**”). During his tenure at Dundee Corp., Mr. Whalen was directly involved in completing approximately \$2 billion in M&A deals and helped raise over \$10 billion dollars in capital to the resource sector. Mr. Whalen became Vice President and Portfolio Manager of Goodman and Company (a division of Dundee) and was President and CEO of the CMP Group of Companies. Mr. Whalen has held Board seats of several TSX-listed and privately held companies and holds a BA (Honours) degree in Economics and Finance from Wilfrid Laurier University.

Ian Pearce is a Corporate Director with over 40 years of professional experience in the global metallurgy and mining related industries. Mr. Pearce held executive roles at Falconbridge Limited, including Chief Operating Officer and subsequently served as Chief Executive Officer of Xstrata Nickel, a subsidiary of Xstrata plc. He has also held senior engineering and project management roles managing numerous significant development projects in the mining extractives sector. Mr. Pearce currently is a Director and Chairman of Northland Power Inc. Mr. Pearce holds a Higher National Diploma in Engineering (Mineral Processing) from the University of Johannesburg and a Bachelor of Science degree from the University of the Witwatersrand in South Africa.

External Auditor Service Fees

PricewaterhouseCoopers LLP served as external auditor for the fiscal year ended June 30, 2025 as well as June 30, 2024. The Board considers that the work done by PricewaterhouseCoopers LLP is compatible with maintaining PricewaterhouseCoopers LLP as external auditor for the next fiscal year.

During the years ended June 30, 2025 and 2024, the Audit Committee pre-approved the following fees by PricewaterhouseCoopers.

	Year-ended June 30, 2025	Year-ended June 30, 2024
Audit Fees – Consolidated Company ⁽¹⁾	C\$220,000	C\$190,000
Audit Fees - Mauritius	\$38,000	-
Audit-Related Fees ⁽²⁾	\$Nil	\$Nil
Tax Fees ⁽³⁾	C\$15,000	\$Nil
All Other Fees ⁽⁴⁾	\$Nil	\$Nil

(1): Audit Fees is the aggregate fees in CAD or USD as applicable, approved by the Audit Committee during each of the last two fiscal years for audit services.

(2): Audit-Related Fees is the aggregate fees CAD or USD as applicable, approved by the Audit Committee during each of the last two fiscal years for assurance and related services.

(3): Tax Fees is the aggregate fees in CAD or USD as applicable, and approved by the Audit Committee during each of the last two fiscal years for professional services rendered by the issuer's external auditor for tax compliance, tax advice, and tax planning.

(4): All Other Fees is the aggregate fees in CAD or USD as applicable and approved by the Audit Committee during each of the last two fiscal years for products and services provided by the issuer's external auditor, other than the services reported under.

ADDITIONAL INFORMATION

Additional information related to the Company is provided in the Financial Statements and MD&A for the years ended June 30, 2025 and 2024, which are available on SEDAR+ at www.sedarplus.ca or on the Company website at www.nextsourcematerials.com.

SCHEDULE “A” – AUDIT COMMITTEE CHARTER

A. Purpose: Responsibilities and Authority

The audit committee (the “**Audit Committee**”) shall carry out its responsibilities under applicable laws, regulations, and stock exchange requirements with respect to the employment, compensation and oversight of the Company’s independent auditor, and other matters under the authority of the Audit Committee.

The Audit Committee shall also assist the Board in carrying out its oversight responsibilities relating to the Company’s financial, accounting and reporting processes, the management of financial and non-financial risks, the Company’s system of internal accounting and financial controls, the Company’s compliance with related legal and regulatory requirements, and the fairness of transactions between the Company and related parties.

In furtherance of this purpose, the Audit Committee shall have the following responsibilities and authority:

(a) ***External Auditors.***

- (i) The Audit Committee shall recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review, or attest services for the Company, and shall set the compensation for the external auditor and shall ensure that the external auditor reports directly to the Audit Committee.
- (ii) The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (iii) The Audit Committee shall review the external auditor’s audit plan, including scope, procedures, and timing of the audit.
- (iv) The Audit Committee shall pre-approve all non-audit services to be provided by the external auditor.
- (v) The Audit Committee shall review and approve the Company’s hiring policies regarding partners, employees and former partners and employers of the present and former external auditor.
- (vi) The Audit Committee shall review fees paid by the Company to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.

(b) ***Financial Reporting and Internal Controls.***

- (i) The Audit Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles, that the information contained therein is not erroneous, misleading, or incomplete and that the audit function has been effectively carried out.
- (ii) The Audit Committee shall report to the Board with respect to its review of the annual audited financial statements and recommend to the Board whether same should be approved prior to their being publicly disclosed.
- (iii) The Audit Committee shall review the Company’s annual and interim financial statements, management’s discussion and analysis relating to annual and interim financial statements, and earnings press releases prior to any of the foregoing being publicly disclosed by the Company.
- (iv) The Audit Committee shall satisfy itself that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements other than the disclosure referred to in Section (b)(iii) of this Charter, and periodically assess the adequacy of these procedures.
- (v) The Audit Committee shall oversee the preparation of reports relating to the Audit Committee required under applicable laws, regulations and stock exchange requirements.

- (vi) The Audit Committee shall oversee any investigations of alleged fraud and illegality relating to the Company's finances.
 - (vii) The Audit Committee shall establish whistleblowing procedures for: (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (2) the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (c) ***Risk Management***
- (i) The Audit Committee shall meet no less frequently than annually with the external auditor and the Chief Financial Officer to review accounting practices, internal controls, management information systems, cybersecurity, auditing matters and such other matters as the Audit Committee deems appropriate.
 - (ii) The Audit Committee shall inquire of management and the external auditor regarding significant financial and non-financial risks or exposures to which the Company may be subject and shall assess the adequacy of the steps that management has taken to minimize, manage and respond to such risks.
 - (iii) The Audit Committee shall discuss with management and the external auditor any correspondence with regulators or governmental agencies and any employee complaints or reports which raise material issues regarding the Company's financial statements or accounting policies.
 - (iv) The Audit Committee shall oversee the internal audit functions (as applicable).
 - (v) The Audit Committee shall exercise oversight with respect to whistleblower and anti-fraud programs and controls.
 - (vi) The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
 - (vii) The Audit Committee shall review the availability and or adequacy of insurance coverage for insurable risks.
 - (viii) The Audit Committee shall review legal and regulatory compliance matters that could have a material impact on the Company's business, operations or financial statements.
- (d) ***Additional Responsibilities and Authority***
- (i) The Audit Committee shall have the authority to: (i) to engage independent counsel and other advisors as it determines necessary to carry out its duties, (ii) to set and pay the compensation for any advisors employed by the Audit Committee, and (iii) to communicate directly with the internal (as applicable) and external auditors.
 - (ii) The Audit Committee shall perform any other responsibilities consistent with this Charter and any applicable laws as the Audit Committee or Board deems appropriate.
 - (iii) Conduct an annual performance evaluation of the Audit Committee and identify opportunities for improved effectiveness.

B. Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the external auditor.

C. Structure and Membership

a. Number and minimum qualifications

The Audit Committee shall consist of a minimum of three persons.

All members of the Audit Committee shall meet the experience and financial literacy requirements of National Instrument NI 52-110 and the rules of the Toronto Stock Exchange.

b. Independence Requirements

All the members of the Audit Committee shall be “independent” as required for audit committees by National Instrument 52-110 and the rules of the Toronto Stock Exchange.

c. Financial Literacy

National Instrument 52-110

Section 3.1(4) states that each audit committee member must be financially literate.

Section 1.6 defines the meaning of financial literacy as follows:

“For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer’s financial statements.”