

# **NOA LITHIUM BRINES INC.**

## **(formerly Navion Capital Inc.)**

### **Management Discussion and Analysis**

#### **FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

**November 29, 2023**

The following discussion and analysis should be read in conjunction with the condensed interim consolidated financial statements for the period ended September 30, 2023 which were prepared in accordance with International Accounting Standard 34 – Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2022, which include information necessary or useful to understanding the Company’s business and financial statement presentation.

Additional information regarding the Company is available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company’s website at <https://www.noalithium.com/>.

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

#### **DATE**

This management’s discussion and analysis (“MD&A”) is dated November 29, 2023 and is in respect of the nine month period ended September 30, 2023. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates.

#### **DESCRIPTION OF BUSINESS**

NOA Lithium Brines Inc. (formerly Navion Capital Inc.) (“Navion” or the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 18, 2017. On March 3, 2023, the Company completed its Qualifying Transaction (“QT”) by completing the reverse takeover with NOA Lithium Brines S.A. (“NOA Argentina”) (see below for details). The Company’s primary business is the exploration and evaluation of mining assets in Argentina. The Company currently trades on the TSX Venture Exchange (“TSX-V” or the “Exchange”) under the symbol NOAL.

#### **GOING CONCERN**

The condensed interim consolidated financial statements filed on [www.sedarplus.ca](http://www.sedarplus.ca) have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for twelve months and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At September 30, 2023, the Company has not achieved profitable operations, has accumulated losses of \$10,826,954 and working capital of \$3,352,290, and anticipates that it will need to raise additional funds in order to meet its expenditure commitments for the next 12 months, all of which indicate a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. The Company’s continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

## **QUALIFIED PERSON**

David O' Connor is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mr. Singh has reviewed and validated that the information contained in this MD&A is accurate.

## **FORWARD LOOKING INFORMATION**

This MD&A contains forward-looking information in the "Risks and Uncertainties" and "Outlook" sections that involves material assumptions and known and unknown risks and uncertainties, certain of which are beyond the Company's control. Such assumptions, risks and uncertainties include, without limitation, those associated with, loss of markets, volatility of commodity prices, currency fluctuations, delays resulting from the inability to obtain required regulatory approvals and ability to access sufficient capital from internal and external sources, the effect of general economic conditions in Canada and Argentina, industry conditions, changes in laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof, and obtaining required approvals of regulatory authorities. The Company's actual results, performance or achievements could differ materially from those expressed in, or implied by, this forward-looking information and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits the Company will derive therefrom. The forward-looking information is made as at the date of this MD&A and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

## **TRANSACTION WITH NOA LITHIUM BRINES S.A. ("NOA Argentina")**

On August 4, 2022, as amended on November 15, 2022, the Company entered into a binding definitive agreement (the "Definitive Agreement") with NOA Argentina a mineral exploration company focused on lithium exploration, for the acquisition by the Company of all of the issued and outstanding securities of NOA Argentina. On March 3, 2023, the Company confirmed the completion of this reverse take-over transaction (the "Transaction") consisting of the acquisition of all of the issued and outstanding shares of NOA Argentina, details of which were set forth in the Company's press releases and the Company's filing statement dated February 21, 2023 ("Filing Statement") that was previously filed with the TSX-V, all of which are available under the Company's SEDAR profile at [www.sedarplus.ca](http://www.sedarplus.ca).

This Transaction constituted the Company's qualifying transaction (the "Qualifying Transaction") pursuant to Policy 2.4 – Capital Pool Companies ("Policy 2.4") of the TSXV Corporate Finance Manual (the "TSXV Manual"). In accordance with the policies of the Exchange, the Company's common shares have been reinstated and resumed trading on the Exchange as a Tier 2 mining issuer under the stock symbol "NOAL" on March 3, 2023. Under the terms of the Transaction, the following was completed:

- The Company amended its articles to change its name from Navion Capital Inc. ("Navion") to NOA Lithium Brines Inc.
- The Company completed a non-brokered private placement of 500,000 subscription receipt units at a price of \$0.30 per subscription receipt unit for gross proceeds of \$150,000 ("Subscription Receipt Financing"). Each subscription receipt unit consisted of one common share and one warrant. Each warrant is exercisable to acquire one common share at an exercise price of \$0.50 per common share for a period of 30 months from the date of issuance. No finder's fees were paid in connection with this Subscription Receipt Financing. All of the securities issued under the Subscription Receipt Financing are subject to a four month hold period.
- The Company completed a non-brokered private placement in two tranches totaling 18,295,867 subscription receipt units at a price of \$0.30 per subscription receipt unit for gross proceeds of \$5,488,759 ("the Company (formerly Navion) Listing Subscription Receipt Financing"). Each subscription receipt unit consisted of one common share and one warrant. Each warrant is exercisable to acquire one common share at an exercise price of \$0.50 per common share for a period of 30 months from the date of issuance. The Company paid aggregate cash finder's fees of \$186,605 and issued 181,848 broker warrants (on the same terms as the warrant disclosed

above) to eligible parties in connection with the Concurrent Financing. All of the securities issued under the Company (formerly Navion) Listing Subscription Receipt Financing are subject to a four month hold period.

- The Company closed and issued \$3,064,285 aggregate principal amount of debentures (“Debentures”) by way of a non-brokered private placement offering, with \$106,729 of this aggregate principal amount to be paid by the Company to certain entities as finder’s fees for the Debentures (the “Debenture Financing”). In connection with this financing, NOA Argentina, the debenture holders and the Company each entered into a debt acquisition and securities issuance agreement, whereby, conditional on closing of the Transaction, the Company has agreed to acquire the rights and obligations from the debenture holders in exchange for the issuance of 12,257,140 Company units at a deemed price of \$0.25 per unit, with each unit being comprised of one Company share and one Company warrant, and the warrant may be exercised at a price of \$0.50 by the holder at any time from the date of issuance until 24 months from the closing of the Transaction. The Subscription Receipt Financing, the Company (formerly Navion) Listing Subscription Receipt Financing and the Debenture Financing, are collectively known herein as, the “Concurrent Financings”.
- The Company completed the acquisition from the NOA Argentina shareholders of all of the shares of NOA Argentina, a corporation incorporated under the laws of Argentina, in exchange for the issuance of 56,000,000 common shares and 56,000,000 warrants of the Company. NOA Argentina is now a wholly owned subsidiary of the Company and NOA Argentina has a land claim portfolio totaling approximately 100,000 hectares that may be prospective for lithium deposits located in Argentina.
- Upon completion of the Transaction, Scott Reeves and Livio Susin resigned as directors of the Company and Hernan Zaballa, Gabriel Rubacha, Richard Steed, John Miniotis and Taj Singh were appointed to the board of directors. The board of directors of the Company is currently comprised of Hernan Zaballa, Gabriel Rubacha, Richard Steed, John Miniotis, and Peter Hughes.
- The Company’s reconstituted board of directors appointed Taj Singh as the President and Chief Executive Officer (subsequently resigned), Dave Cross as the Chief Financial Officer and Richard Steed as Corporate Secretary.

Upon completion of the Transaction, including the Concurrent Financings, the Company had a total of 92,136,340 common shares issued and outstanding, with the former NOA Argentina shareholders holding 56,000,000 common shares representing approximately 60.8% of the issued and outstanding common shares (on an undiluted basis), the investors under the Concurrent Financings holding 31,053,007 common shares representing approximately 33.6% of the issued and outstanding common shares, and 1,083,333 Company shares were issued to finders in connection organizing the Transaction representing approximately 1.2% of the issued and outstanding common shares of the Company and these units were issued at deemed price of \$0.30 per unit with each unit being comprised of one common share of the Company, and the pre-Transaction shareholders of the Company holding 4,000,000 common shares representing approximately 4.3% of the issued and outstanding common shares of the Company.

The transaction closed on March 3, 2023 and constitutes an RTO. Although the Company will be regarded as the legal parent and continuing company, NOA Argentina will be the acquirer for accounting purposes. Consequently, NOA Argentina will be deemed to be a continuation of the reporting entity, and control of the assets and operations of the Company will be deemed to have been acquired in consideration for the issuance of the resulting issuer’s shares to the former shareholders of NOA Argentina. At the time of this transaction, the Company did not constitute a business as defined under IFRS 3 Business Combination; therefore, the transaction will be accounted for under IFRS 2 Share-Based Payment, where the difference between the consideration given to acquire the Company and the net asset value of the Company will be recorded as a listing expense. The estimated net assets acquired pursuant to the acquisition are as follows:

<b>Total Purchase Consideration</b>	
Fair value of 4,000,000 Navion shares	\$ 1,200,000
Fair value of 400,000 Navion stock options	81,500
<b>Total purchase consideration</b>	<b>\$ 1,281,500</b>

<b>Allocation of Purchase Consideration</b>	
Cash	\$ 33,571
Accounts payable, accruals and short term debt	(170,194)
<b>Net assets acquired</b>	<b>(136,623)</b>
Listing expense	1,418,123
<b>Total</b>	<b>\$ 1,281,500</b>

- The fair value of the 4,000,000 common shares was determined to be \$1,200,000, calculated using \$0.30 per common share, based on the concurrent Navion private placement price.
- The fair value of stock options of \$81,500 was valued using the Black-Scholes option pricing model using the following inputs 150% volatility; 3.76% risk-free interest rate; \$0.30 stock price; \$0.10 exercise price; 0.22 year expected life; 0% expected dividend rate.

### **Results of Operations**

The results of operations reflect the overhead costs incurred by the Company to maintain an administrative infrastructure to manage the acquisition, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisitions continues. The Company has not recorded, since the date of its incorporation, any revenues from its mineral exploration and development activities, nor does it expect to record any revenue over the course of the next 12 months.

Additional information relating to the Company is available on the Company's website at <https://www.noalithium.com/> and on the Company's SEDAR profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### **Mineral Properties**

The Company has three key exploration and evaluation stage projects with various properties; located in Argentina that make up each project: the Rio Grande project, the Arizaro project, the Salinas Grandes project, and other properties.

The Company's ability to make future optional mineral property payments and progress its mineral properties through exploration is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations (please see the going concern note on page #1).

#### ***Rio Grande project***

The Company controls a 100% interest in approximately 37,000 hectares of claims located at the Rio Grande Salar in Salta Province, Argentina. It is approximately 70 km from the Company's Arizaro Project and 250 km from its Salinas Grandes Project.

Located at approximately 3,600 metres above sea level, the geological environment at the Rio Grande Salar is similar to other salars in the Puna region where lithium and potash are found. The Rio Grande Project is situated close to the railway, adjacent to Provincial Route 27, and 185 km south of Provincial Route 51, the international road that connects to Chile's coastal ports. It is 50 km away from the Caipe international railway station. The InterAndes power corridor runs within a few kilometres of the salar.

Significant exploration has been carried out by various operators on the surface salar, including extensive drilling. The Company carried out confirmatory geophysical testing in 2022 which indicated brine potential at their claims. The Company has begun drilling at Rio Grande in March 2023 to detect and delineate brine aquifers. For details of the latest work program and results please refer to the Company's website at <https://www.noalithium.com/> and on the Company's SEDAR profile at [www.sedarplus.ca](http://www.sedarplus.ca).

On April 24, 2023, the Company announced the successful completion of the first hole of the Phase 1 diamond drill program at its Rio Grande project ("Rio Grande" or "the Project"), which has intersected multiple potential lithium brine aquifers of significant thickness. Hole DDH-RG23-001, drilled at the Sulfa X claim reached a depth of 613

meters (“m”), the deepest hole ever reported at the Rio Grande salar (the “salar”) and the first-ever drillhole in the alluvium surrounding the surface salar. The basement of basin was not reached and remains open at depth but the drill hole was stopped due to drill capabilities.

From surface to approximately 55 m depth the hole progressed through alluvial gravels, and below 55 m through to the full depth of the hole several encouraging salar evaporite and semi-consolidated sedimentary lithologies were intersected, including black sands, fractured halites, gravely sands, carbonate sands and conglomerates. During drilling, brine samples were collected with single and double packer systems, and were tested for electrical conductivity (EC), density, flow rate, total dissolved solids (TDS), temperature, and pH. Packer sampling below 400 m is currently in progress and samples are expected to be collected in the next two weeks. Highlighted intersections up to 400 m include:

- 150 m thick brine-bearing black sand / fractured halite unit (~90-240 m). 12 packer samples were collected across this intersection, with density averaging 1.228 grams per milliliter (“g/ml”) and conductivity averaging 218.5 millisiemens per centimeter (“mS/cm”).
- 80 m thick brine-bearing black sand / secondary carbonate unit (~320-400 m). Two packer samples were collected across this intersection (~330 and 390 m), with density averaging 1.227 g/ml and conductivity averaging 224.4 mS/cm, also consistent with historical results from lithium-rich brines collected from drilling on the salar. Further sampling of brines from 400 m to 613 m will be conducted to determine the final thickness of this unit.

After the first hole, company announced completion of two holes more in the properties located within the salar, with 300 and 500 mts of brine respectively and average lithium concentration in excess of 500mg/l. Holes 4 and 5 are well underway and expected to be completed before the end of the year.

The Phase 1 drill program is planned for ~3,000 m (six holes) and is designed to deliver a maiden mineral resource for the Rio Grande project in early 2024.

#### Arizaro project

The Company controls a 100% interest in approximately 35,000 hectares of claims located at the Arizaro Salar in Salta Province, Argentina. It is approximately 70 km from the Company’s Rio Grande Project and 185 km from its Salinas Grandes Project.

Located at approximately 3,500 metres above sea level, the geological environment at the Arizaro Salar is similar to other salars in the Puna region where lithium and potash are found. The Arizaro Project is situated close to international railway, and just 25 km away from the Provincial Route 27, which connects this project with the Rio Grande Project. It is also 110 km south of Provincial Route 51, the international road that connects to Chile’s coastal ports. It is approximately 150 km from the town of San Antonio de los Cobres. The InterAndes power corridor runs within a few km of the salar. Exploration has been carried out by various operators on the surface salar, including drilling. The Company’s specific project claims have seen no significant historic exploration, and thus represent a new opportunity to identify lithium-bearing brines. The Company plans to carry out geophysical testing in 2023 to detect brine concentrations. The plan is to then drill the claims to delineate brine aquifers.

#### Salinas Grandes project

The Company controls a 100% interest in approximately 9,200 hectares of claims located at the Salinas Grandes (“Salinas”) Salar in Salta Province, Argentina. It is approximately 250 km from the Company’s Rio Grande Project and 185 km from its Arizaro Project.

Located at approximately 3,400 metres above sea level, the geological environment at the Salinas Salar is similar to other salars in the Puna region where lithium and potash are found. The Salinas Grandes Project is situated close to the railway, and just 50 km south of Provincial Route 51, the international road that connects to Chile’s coastal ports. It is a few km away from the international railway station and approximately 50 km from the town of San Antonio de los Cobres. The InterAndes power corridor also runs within a few km of the salar.

Surface sampling and geophysics have been carried out by various operators on the surface salar. The Company's project claims have seen no significant historic exploration, and thus represent a new opportunity to identify lithium-bearing brines. The Company carried out initial geophysical testing in 2022 on its claims which indicated brine potential at their claims starting at 100-200 m below surface and extending to ~500 m + below the surface. The Company plans to carry out geophysical testing in 2023 to detect brine concentrations. The plan is to then drill the claims to delineate brine aquifer(s). For details of the latest work program and results please refer to the Company's website.

## **Rio Grande Properties**

During the year ended December 31, 2022, the Company:

- i) entered into an option agreement to purchase a 100% interest in a mineral property known as the El Camino II located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$75,000 by May 13, 2022 (paid);
  - ii) Pay US\$100,000 by November 13, 2022 (paid);
  - iii) Pay US\$150,000 by May 13, 2023 (paid);
  - iv) Pay US\$350,000 by November 13, 2023 (subsequently paid);
  - v) Pay US\$525,000 by May 13, 2024.

Additionally, if the option is exercised in full the Company must issue the vendor a 1% Net Smelter Royalty ("NSR"). The Company must also pay an additional \$1,000,000 if the property is included in a definitive feasibility study within 30 days from the announcement of a construction decision or the beginning of commercial production at any scale, whichever happens earlier.

- ii) entered into an option agreement to purchase a 100% interest in the mineral properties known as the Rio Grande (Juana Azul/Cristina/Cyntia Ines) Properties located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$10,000 by February 18, 2022 (paid);
  - ii) Pay US\$252,400 by March 30, 2022 (paid);
  - iii) Pay US\$252,400 by August 29, 2022 (paid);
  - iv) Pay US\$252,400 by February 28, 2023 (paid);
  - v) Pay US\$494,800 by August 28, 2023 (paid).
- iii) entered into an option agreement to purchase a 100% interest in the mineral properties known as the Rio Grande (SulfaX/AliciaX) Properties located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$7,000 (paid);
  - ii) Pay US\$80,000 by March 30, 2022 (paid);
  - iii) Pay US\$300,000 by September 30, 2022 (paid);
  - iv) Pay US\$460,000 by March 30, 2023 (paid).
- iv) entered into an option agreement to purchase a 100% interest in a mineral property known as the Rio Grande (Teresa) Property located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$5,000 March 18, 2022 (paid);
  - ii) Pay US\$10,000 by May 27, 2022 (paid);
  - iii) Pay US\$25,000 by August 27, 2022 (paid);
  - iv) Pay US\$25,000 by November 27, 2022 (paid);
  - v) Pay US\$20,000 by May 27, 2023 (paid).

- v) entered into an option agreement to purchase a 100% interest in a mineral property known as the Patagonia II/IV (Aminco) located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$10,000 (paid);
  - ii) Pay US\$10,000 by April 30, 2022 (paid);
  - iii) Pay US\$6,666 by October 27, 2022 (paid);
  - iv) Pay US\$6,666 by April 30, 2023 (paid);
  - v) Pay US\$41,668 by October 22, 2023 (subsequently paid).
- vi) purchased a 100% interest in the mineral properties known as Yacones RG 01, Yacones RG-02, Yacones RG-03, Yacones RG-04, Archivarca Sur and Archivarca Center located in the Los Andes Department in the Province of Salta, Argentina by paying US\$500,000 (paid).

During the period ended September 30, 2023, the Company

- i) entered into an agreement to acquire a 100% interest in a mineral property known as the Rio Grande (Purita) Property located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must pay:
  - i) Pay US\$165,000 (paid);
  - ii) Pay US\$165,000 by January 19, 2024 (recorded as property payable);
  - iii) Incur US\$600,000 on exploration expenditures by January 19, 2024.

Additionally, the Company must issue the vendor a 2% NSR if the option is exercised in full.

- ii) entered into a purchase agreement to purchase a 100% interest in a mineral property known as the Mina Luca Property located in Antofagasta de la Sierra, Province of Catamarca, Argentina. To earn the interest the Company must:
  - i) Pay US\$50,000 (paid);
  - ii) Pay US\$50,000 by October 22, 2023;
  - iii) issue US\$100,000 in shares by October 22, 2023 (subsequently issued);
  - iv) Pay US\$100,000 by December 1, 2023;
  - v) issue US\$100,000 in shares by December 1, 2023;
  - vi) Pay US\$100,000 by January 10, 2024; and
  - vii) issue US\$100,000 in shares by January 10, 2024.

### **Arizaro Properties**

During the year ended December 31, 2022, the Company:

- i) entered into an option agreement to purchase a 100% interest in a mineral property known as the Arizaro (Alba X) located in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$2,700 by April 13, 2022 (paid);
  - ii) Pay US\$24,300 by May 23, 2022 (paid);
  - iii) Pay US\$67,500 by November 23, 2022 (paid);
  - iv) Pay US\$135,000 by May 23, 2023 (paid);
  - v) Issue common shares with a value of US\$135,000 by May 23, 2023 (issued);
  - vi) Pay US\$189,000 by November 23, 2023 (subsequently paid);
  - vii) Issue common shares with a value of US\$189,000 by November 23, 2023 (subsequently issued);
  - viii) Pay US\$270,000 by May 23, 2024;
  - ix) Issue common shares with a value of US\$270,000 by May 23, 2024.

- ii) entered into an option agreement to purchase a 100% interest in a mineral property known as the Arizaro (Francisco V & Hilario I) located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:
  - i) Pay US\$7,300 by April 24, 2022 (paid);
  - ii) Pay US\$65,700 by June 4, 2022 (paid);
  - iii) Pay US\$182,500 by December 4, 2022 (paid);
  - iv) Pay US\$365,000 by June 4, 2023 (vendor agreed to defer until September 2, 2023);
  - v) Issue common shares with a value of US\$365,000 by June 4, 2023 (issued);
  - vi) Pay US\$511,000 by December 4, 2023;
  - vii) Issue common shares with a value of US\$511,000 by December 4, 2023;
  - viii) Pay US\$730,000 by June 4, 2024;
  - ix) Issue common shares with a value of US\$730,000 by June 4, 2024.
- iii) acquired a 100% interest in a mineral property known as the Arizaro (Hilario II, III y IV) located in Province of Salta, Argentina for US\$70,700 (paid).

During the period ended September 30, 2023, the Company:

- i) entered into an option agreement to acquire a 100% interest in the Nevasca Project (Chascha Norte) Province of Salta, Argentina . To earn the interest, the Company must:
  - i) pay US\$50,000 in cash (paid);
  - ii) issue US\$150,000 by June 12, 2023 (issued);
  - iii) issue US\$150,000 in shares by December 12, 2023;
  - iv) pay US\$150,000 in cash by December 12, 2023;
  - v) issue US\$250,000 in shares by June 12, 2024;
  - vi) pay US\$250,000 in cash by June 12, 2024;
  - vii) issue US\$500,000 in shares by December 12, 2024;
  - viii) pay US\$500,000 in cash by December 12, 2024;
  - ix) incur US\$500,000 in exploration costs by December 12, 2024.

A 3% net smelter return on the property will be retained by the vendor, which can be purchased by the Company for US\$1,000,000 in cash or shares before May 8, 2025.

- ii) entered into an option agreement to purchase a 100% interest in a mineral property known as Tenement 23,614/18, located in Province of Salta, Argentina. To earn the interest, the Company must by make these payments as follows:
  - i) US\$15,000 upon execution of the definitive agreement; and
  - ii) US\$100,000 on or before 40 days after signing the definitive agreement.

### **Salinas Properties**

During the year ended December 31, 2022, the Company entered into an option agreement to purchase a 100% interest in a mineral property known as the Salinas Grandes Project located in the District of La Poma, province of Salta, Argentina. To earn the interest the Company must:

- i) Pay US\$5,000 (paid);
- ii) Pay US\$80,000 (paid);
- iii) Pay US\$1,000,000 by March 9, 2023 (paid);
- iv) Pay US\$1,000,000 by March 9, 2024;
- v) Pay US\$1,000,000 by March 9, 2025.

During the period ended September 30, 2023, the Company entered into an option agreement to purchase a 100% interest in a mineral property, known as Yacones Salinas V, located in Province of Salta, Argentina. To earn the interest, the Company must by make these payments as follows:

- i) US\$7,000 to be paid monthly for 12 month starting October 1, 2023 (paid to date);
- ii) US\$15,000 to be paid monthly for 12 month starting October 1, 2024; and
- iii) US\$152,000 to be paid on or before October 15, 2025.

### **Pocitos Property**

During the year ended December 31, 2022, the Company earned a 100% interest in a mineral property known as the Pocitos Property located in in Province of Salta, Argentina for US\$400,000 (paid).

### **Other Properties**

During the year ended December 31, 2022, the Company entered into an option agreement to purchase a 100% interest in several mineral properties in the salt flats of Tolillar, Arizaro, Salinas Grandes and Pular located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:

- i) Pay US\$10,000 by August 10, 2022 (paid);
- ii) Pay US\$30,000 by September 19, 2022; (paid);
- iii) Pay US\$100,000 by October 19, 2022 (paid);
- iv) Pay US\$600,000 by March 19, 2023 (paid);
- v) Pay US\$500,000 by October 19, 2023 (subsequently paid);
- vi) Pay US\$500,000 by March 19, 2024.

During the period ended for September 30, 2023, the Company entered into an option agreement to purchase a 100% interest in two mineral properties known as Cresta 1 and Cresta 2, located in the Los Andes Department in the Province of Salta, Argentina. To earn the interest the Company must:

- i) Pay US\$15,000 (paid);
- ii) Pay US\$50,000 by May 12, 2023 (paid);
- iii) Issue US\$200,000 of common shares by September 3, 2023 (vendor agreed to defer until April 2024).

### **Results of Operations**

#### *Nine month period ended September 30, 2023 compared to September 30, 2022*

During the nine month period ended September 30, 2023, the Company recorded a net loss of \$9,782,692 (2022 – \$526,083). Expenses have increased since the Company completed the Transaction on March 3, 2023, including incurring \$5,940,305 (2022 - \$474,538) on exploration work in the current period. The Company was inactive in the comparative period.

#### *Three month period ended September 30, 2023 compared to September 30, 2022*

During the three month period ended September 30, 2023, the Company recorded a net loss of \$2,186,665 (2022 – \$175,360). Expenses have increased since the Company completed the Transaction on March 3, 2023, including incurring \$2,469,970 (2022 - \$158,179) on exploration work in the current period. The Company was inactive in the comparative period.

## Summary of Quarterly Results

The following table sets out selected information for the prior eight quarters.

Three Months Ended	For the three month period ended September 30, 2023	For the three month period ended June 30, 2023	For the three month period ended March 31, 2023	For the three month period ended December 31, 2022
Interest Income	\$ -	\$ -	\$ -	\$ -
Exploration expenditures	2,469,970	2,688,429	781,906	336,644
Accumulated Deficit	10,867,354	8,680,689	3,890,882	1,084,662
Net Income (Loss)	(2,186,665)	(4,789,807)	(2,806,220)	(731,111)
Basic and Diluted Loss Per Share	(0.02)	(0.05)	(0.04)	(0.13)
Three Months Ended	For the three month period ended September 30, 2022	For the three month period ended June 30, 2022	For the three month period ended March 31, 2022	For the three month period ended December 31, 2021
Interest Income	\$ -	\$ -	\$ -	\$ -
Exploration expenditures	158,179	156,463	-	-
Accumulated Deficit	353,511	178,191	7,235	7,002
Net Loss	(175,360)	(170,956)	(233)	(157)
Basic and Diluted Loss Per Share	(0.03)	(0.07)	(0.00)	(0.00)

## Liquidity and Capital Resources

The Company is an exploration and evaluation stage mining company and has not entered the development stage. Although the Company's future exploration property payments are optional (not commitments), and its spending is discretionary, it expects its current capital resources will not be sufficient to meet its business objectives or day-to-day operations through its next operating year, and that its continuation as a going concern will be dependent on its ability to raise additional funds through equity issuances or loans (as detailed in the Going Concern section of this MD&A). There is no guarantee the Company will be successful in that regard.

During the nine months ended September 30, 2023, the Company's cash flows consisted of:

- i) Net cash used in operating activities increased to \$5,044,465 (2022 - \$478,862) as a result of cash spent on exploration expenditures, legal expenses and office and administration. The increase is primarily a result of the Company acquiring exploration and evaluation asset option agreements during the period and becoming more active.
- ii) Net cash used in investing activities of \$4,998,436 (2022 - \$2,654,443) primarily as a result of acquisition payments made on exploration and evaluation assets.
- iii) Net cash provided by financing activities of \$12,232,196 (2022 - \$3,157,788) as a result of shares issued for cash net of fees.

At September 30, 2023, the Company had cash of \$4,651,292 and a working capital of \$3,311,890.

During the period from January 1, 2023 to November 29, 2023, the Company:

- i) completed a non-brokered private placement of 500,000 subscription receipt units at a price of \$0.30 per subscription receipt unit for gross proceeds of \$150,000 (“Navion Subscription Receipt Financing”). Each subscription receipt unit consisted of one common share and one warrant. Each warrant is exercisable to acquire one common share at an exercise price of \$0.50 per common share for a period of 30 months from the date of issuance. No finder’s fees were paid in connection with this Navion Subscription Receipt Financing. All of the securities issued under the Navion Subscription Receipt Financing are subject to a four month hold period.
- ii) completed a non-brokered private placement in two tranches totaling 18,295,867 subscription receipt units at a price of \$0.30 per subscription receipt unit for gross proceeds of \$5,488,759 (“the Company (formerly Listing Subscription Receipt Financing”). Each subscription receipt unit consisted of one common share and one warrant. Each warrant is exercisable to acquire one common share at an exercise price of \$0.50 per common share for a period of 30 months from the date of issuance. The Company paid aggregate cash finder’s fees of \$186,605 and 181,848 broker warrants (on the same terms as the warrant disclosed above) to eligible parties in connection with the Concurrent Financing. All of the securities issued under the Company (formerly Navion Listing Subscription Receipt Financing are subject to a four month hold period.
- iii) converted debentures into shares (see Transaction note above).
- iv) completed a non-brokered private placement for 17,633,741 units at a price of \$0.40 per unit for gross proceeds of \$7,053,496. Each unit consists of one common share of the Company and one-half of one common share purchase warrant of the Company. Each warrant is exercisable into one common share at an exercise price of \$0.60 for a period of 36 months from the date of issuance. The Company incurred \$206,725 in cash finders fees.
- v) issued 303,810 common shares valued at \$157,981 in pursuant to the option agreement of Arizaro (Alba X).
- vi) issued 949,001 common shares valued at \$493,480 in pursuant to the option agreement of Arizaro (Francisco V & Hilario I).
- vii) issued 408,291 common shares valued at \$200,063 in pursuant to the option agreement of Arizaro (Nevasca Project).
- viii) issued 153,061 common shares pursuant to consulting services.
- ix) issued 364,667 common shares pursuant to the acquisition of Mina Luca Property.
- x) issued 5,519,000 common shares pursuant to exercise of warrants.

### **Risks and Uncertainties**

The Company’s exploration activities and related results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding receiving required permits in Argentina, exploration results, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks. Exploration for mineral resources involves a high degree of risk.

The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The Company seeks to counter this risk as far as possible by selecting exploration areas on the basis of their recognized geological potential to host economic deposits.

A summary of the Company's financial instruments risk exposure was provided in the Company's unaudited condensed interim consolidated financial statements for the period ended September 30, 2023. The following are additional risk factors which the Company's management believes are most important in the context of the Company's business. It should be noted that this list is not exhaustive and that other risk factors may apply.

Lithium price volatility may affect the future production, profitability, and financial condition of the Company. Lithium prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, global supply and demand, and political economic conditions of major lithium consuming countries throughout the world.

The lithium market also tends to move in cycles. Periods of high demand, increasing profits and high capacity utilization lead to additional capacity through expansion of existing mines and investment in new mines which results in increased production. This growth increases supply until the market is saturated, leading to declining prices and declining capacity utilization until the cycle repeats. This cyclical nature in prices can result in supply/demand imbalances and pressures on mineral prices and profit margins which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Depending on the price of lithium and other metals, projected cash flow from planned mining or brine operations may not be sufficient and the Company could be forced to discontinue development and may lose its interest in, or may be forced to sell, one or more of the mineral properties. Future production from the Company's mineral properties will be dependent on lithium prices that are adequate to make these properties economically viable. Furthermore, future development plans using significantly lower lithium prices could result in material write-downs of the Company's investment in mineral properties.

In addition to adversely affecting any future Mineral Resources and Mineral Reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. If such a reassessment determines that any of the Company's projects are not economically viable, then operations may cease and such projects may never be developed. Even if the projects are ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***The Company may need substantial additional financing in the future and cannot assure that such financing will be available***

To meet its operating costs and to finance its respective future acquisition, exploration, development and operating activities, the Company will require financing from external sources, including from the sale of equity and debt securities, the sale of an interest in one or more of its mineral projects, entering into joint ventures or seeking other means to meet its financing requirements. There can be no assurance that additional funding will be available to the Company or, if available, that such funding will be offered on terms acceptable to the Company. If additional financing is raised through the issuance of equity or convertible debt securities, control of the Company may change and the interests of shareholders in the net assets of the respective company may be diluted.

If unable to secure financing on acceptable terms, the Company may have to cancel or postpone certain of its planned exploration and development activities and may not be able to take advantage of acquisition opportunities.

If the Company is unable to complete minimum work obligations on its exploration projects or make required property payments, the projects could be relinquished under applicable exploration project agreements. The failure of the Company to obtain additional financing would have a material adverse effect on its business, financial condition, results of operations or prospects.

***The volatility of the capital markets may affect the Company's access to and cost of capital***

Securities markets throughout the world are cyclical and, over time, tend to undergo high levels of price and volume volatility, and the market price of securities of many companies, particularly those in the resource sector, can experience wide fluctuations which are not necessarily related to the operating performance, underlying asset values or prospects of such companies. Increased levels of volatility and resulting market turmoil may adversely impact the Company and its share price.

If the Company is required to access credit markets to carry out their respective development objectives, the state of domestic and international credit markets and other financial systems could affect their respective access to, and cost of, capital. If these credit markets were significantly disrupted, as they were in 2007 and 2008, such disruptions could make it more difficult for the Company to obtain or increase its cost of obtaining capital and financing for its operations. Such capital may not be available on terms acceptable to the Company or at all, which may have a material adverse impact on its business, financial condition, results of operations or prospects.

***Exploration Risk***

The Company may engage in the potential acquisition and exploration of other resource properties, an inherently risky business, and there is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits.

***Early Stage of Development***

There is limited financial, operational and other information available with which to evaluate the prospects of the Company. There can be no assurance that the Company's operations will be profitable in the future or will generate sufficient cash flow to satisfy its working capital requirements.

***The Company's prospects depend on its ability to attract and retain qualified personnel***

Recruiting and retaining qualified personnel will be critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. The Company believes that it will have the necessary personnel to meet its corporate objectives but, as its business activities grow, it will require additional key financial, administrative, mining and public relations personnel as well as additional staff on the operations side. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

***Future mining operations and exploration activities are subject to laws and regulations relating to the protection and remediation of the environment***

The Company's future mining operations and exploration activities are and will be subject to laws and regulations relating to the protection and remediation of the environment. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. These laws, regulations and the governmental policies for implementation of such laws and regulations are constantly changing and are generally becoming more restrictive. The costs associated with compliance with these laws and regulations are substantial and possible future laws and regulations and changes to existing laws and regulations (including the imposition of higher taxes and mining royalties) could cause additional expense or capital expenditure, or result in restrictions or delays in the Company's development plans.

The Company cannot give any assurance that, notwithstanding its precautions and careful operating practices, breaches of environmental laws, whether inadvertent or not, or some type of environmental problem will not occur. In the event of any such breach, it is possible that the respective regulatory authority can suspend the rights of the Company, as applicable, to develop its mineral interests.

A breach of environmental laws and regulations may allow governmental authorities and third parties, who have an interest in any future mining operations or the consequences of mining operations, to bring lawsuits based upon damages to property and injury to persons resulting from the environmental impact of the Company's potential future operations which could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions and could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

If the Company's environmental compliance obligations were to vary as a result of changes to legislation, or if certain assumptions the Company makes to estimate liabilities are incorrect, or if unanticipated conditions were to arise in the Company's future mining operations, the Company's expenses and other obligations could increase, which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***As a participant in the resource extraction industry, the Company may face opposition from local and international groups***

There is an increasing level of public concern relating to the effects of mining production on its surroundings, communities, and environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs"), who oppose globalization and resource development and who may not be bound to codes of ethical reporting, can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company will seek to operate in a socially responsible manner, NGOs or local community organizations could direct adverse publicity and/or disrupt its operations in respect of one or more properties, regardless of the Company's successful compliance with social and environmental best practices, due to political factors and/or activities of unrelated third parties on lands in which the Company has an interest or operates.

Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company, as applicable, or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***The costs of complying with applicable laws and governmental regulations may have an adverse impact on the Company's business***

The Company's operations and exploration activities will be subject to laws and regulations governing various matters. These include, without limitation, laws and regulations relating to repatriation of capital and exchange controls, taxation, labour standards and occupational health and safety and historic and cultural preservation. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or the more stringent enforcement thereof, could have a material adverse effect on the Company's business, financial condition, results of operations or prospects by increasing exploration expenses, future capital expenditures or future production costs or by reducing the future level of production, or cause the abandonment of or delays in the development of its projects.

***Competition in the mining industry may adversely affect the Company***

The mining industry is intensely competitive. The Company will compete with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate the properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund their respective operations and develop their respective properties. The Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***The Company's insurance coverage may not cover all of its potential losses, liabilities and damages related to its business and certain risks are uninsured or uninsurable***

The Company's business will be subject to a number of risks and hazards (as further described herein). Although the Company will maintain insurance to protect against certain risks in such amounts as it considers being reasonable,

such insurance will likely not cover all the potential risks associated with its activities, including any future mining operations. The Company may also be unable to maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration or production may not be available to the Company on acceptable or any terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***Mining and mineral exploration is inherently dangerous and subject to factors or events beyond the Company's control***

The Company's business, and any future development or mining operations, will involve various types of risks and hazards typical of companies engaged in the mining industry. These risks will affect the exploration, development and refurbishment activities of the Company, and will affect its business to an even larger extent once commercial mining operations, if any, commence.

Such risks include, but are not limited to: (i) industrial accidents; (ii) unusual or unexpected geological formations; (iii) structural cave-ins or slides and pitfall, ground or slope failures and accidental release of water from surface storage facilities; (iv) fire, flooding and earthquakes; (v) rock bursts; (vi) lithium losses; (vii) periodic interruptions due to inclement or hazardous weather conditions; (viii) environmental hazards; (ix) discharge of pollutants or hazardous materials; (x) failure of processing and mechanical equipment and other performance problems; (xi) geotechnical risks, including the stability of the underground hanging walls and unusual and unexpected geological conditions; (xii) unanticipated variations in grade and other geological problems, water, surface or underground conditions; (xiii) labour disputes or slowdowns; (xiv) work force health issues as a result of working conditions; and (xv) force majeure events, or other unfavorable operating conditions.

These risks, conditions and events could result in: (i) damage to, or destruction of, the value of the projects or their facilities; (ii) personal injury or death; (iii) environmental damage to the Projects or the properties of others; (iv) delays or prohibitions on mining or the transportation of minerals; (v) monetary losses; and (vi) potential legal liability. Any of the foregoing could have a material adverse effect the Company's business, financial condition, results of operation or prospects.

***Directors and officers may be subject to conflicts of interest***

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the company with which they serve are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of their respective company. Some of the directors and officers have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner, or to allocate opportunities that they become aware of to the Company, could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***Political & Local Economic Risks***

The Company operates in and holds mineral properties in Argentina, which is a jurisdiction that is subject to political, economic and other risks and uncertainties. As such, the Company is subject to certain risks, including but not limited to, nationalization, currency fluctuations and possible political or economic instability which could result in the impairment or loss of mineral concessions or other mineral rights, opposition from environmental or other non-governmental organizations, mineral exploration and mining activities that may be affected in varying degrees by

political instability or change and government regulations relating to mineral exploration and the mining industry in the country, and the possibility of hyper-inflationary conditions developing. Any changes in regulations or shifts in political attitudes are beyond the control of the Company and may adversely affect its business. Exploration and development may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine and site safety. If any undesirable changes occur in the political and/or economic environment of Argentina, it may have an adverse effect on the Company's assets and operations, and the Company does not carry political risk insurance.

### **Financial Risk Factors**

Please refer to Note 4 in the unaudited condensed interim consolidated financial statements for the period ended September 30, 2023 on [www.sedarplus.ca](http://www.sedarplus.ca).

### **Related Party Transactions**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel includes the Company's executive officers and Board of Director members.

During the period ended September 30, 2023, the Company:

- i) accrued or paid \$163,535 (2022 - \$7,333) in management fees for services provided by the former CEO. Upon resignation of the CEO position, the Company recorded \$240,000 in severance. At September 30, 2023, \$220,000 (December 31, 2022 - \$67,333) was owing to the former CEO, namely Taj Singh.
- ii) accrued or paid \$74,250 (2022 - \$Nil) in accounting fees, recorded in professional fees, for services provided by the CFO, Dave Cross. At September 30, 2023, \$Nil (December 31, 2022 - \$30,000) was owing to the CFO, Dave Cross.
- iii) paid \$75,600 (2022 - \$Nil) in consulting fees for services provided by a director of a subsidiary, Estanislao Zaballa. At September 30, 2023, \$4,213 (December 31, 2022 - \$2,849) was owing to the director, Estanislao Zaballa.
- iv) recorded \$1,930,122 (2022 - \$Nil) of share-based compensation for 4,220,500 stock options (2022 - Nil) granted to directors and officers of the Company as follows:
  - Hernan Zaballa, Director – 892,500 stock options valued at \$408,159.
  - Gabriel Rubacha, Director – 892,500 stock options valued at \$408,159.
  - John Miniotis, Director – 535,500 stock options valued at \$244,895.
  - Peter Hughes, Director – 450,000 stock options valued at \$205,794.
  - Taj Singh, former CEO and Director – 750,000 stock options valued at \$342,990.
  - Richard Steed, Director – 450,000 stock options valued at \$205,795.
  - Dave Cross, CFO – 250,000 stock options valued at \$114,330.

### **Off Balance Sheet Arrangements**

The Company is not a party to any off balance sheet arrangements or transactions.

### **Changes in Accounting Policies and Future Accounting Pronouncements**

Please refer to the condensed interim consolidated audited financial statements for the period ended September 30, 2023.

## **Change of Directors**

Upon completion of the Transaction, Scott Reeves and Livio Susin resigned as directors of the Company and Hernan Zaballa, Gabriel Rubacha, Richard Steed, John Miniotis and Taj Singh (subsequently resigned) were appointed to the board of directors. The board of directors of the Company is now comprised of Hernan Zaballa, Gabriel Rubacha, Richard Steed, John Miniotis, and Peter Hughes, and upon closing of the Transaction, the Company's reconstituted board of directors appointed Taj Singh as the President and Chief Executive Officer (subsequently resigned), Dave Cross as the Chief Financial Officer and Richard Steed as Corporate Secretary.

## **Change of Management**

On August 22, 2023, the Company appointed founders and existing Board members Hernan Zaballa as Executive Chairman and Gabriel Rubacha as Chief Executive Officer (CEO) of the Company. Taj Singh resigned as President, CEO and Director of the Company. These changes will take effect on September 1, 2023.

### **Mr. Gabriel Rubacha (Biography)**

Mr. Rubacha has over 30 years of engineering and construction experience, with over two decades at Techint Group, a multibillion-dollar Argentinian conglomerate. Most recently, for 5 years, Mr. Rubacha was CEO at Minera Exar SA (joint venture between Ganfeng Lithium Co., Ltd and Lithium Americas Corp.) and President of South American Operations at Lithium Americas Corp. Mr. Rubacha was a board member with Lithium Americas from 2016 until 2021. Mr. Rubacha holds an International MBA, a Master's degree in Strategic Management, and an Engineering degree. Mr. Rubacha also completed executive programs at the University of Virginia Darden School of Business and at Harvard Business School.

### **Mr. Hernan Zaballa (Biography)**

Mr. Zaballa is a senior partner at Zaballa Carchio Abogados in Buenos Aires, Argentina, with over 30 years of legal experience focused primarily on the mining industry. Mr. Zaballa has served on the local Board of Directors for companies such as Barrick Gold Corporation, Pan American Silver Corporation, Northern Orion Resources Inc., and Penoles. Over the past 7 years, he successfully co-founded Huayra Minerals Corp. and Abrasilver Resource Corp. Mr. Zaballa is the former Executive Chairman and current Board member at AbraSilver Resource Corp. and is currently a Vice-President and Board member at Minera Exar SA.

## **Capital Risk Management**

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company is not subject to any externally imposed capital requirements.

## **Management's Responsibility for this MD&A and the Unaudited Condensed Interim Consolidated Financial Statements on [www.sedarplus.ca](http://www.sedarplus.ca)**

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

## OUTSTANDING SHARE DATA

### Common Shares

As at November 29, 2023, the Company has 118,691,291 common shares issued and outstanding.

### Stock Options

At November 29, 2023, the Company had the following options outstanding:

Outstanding	Exercisable	Exercise price	Expiry date
210,000	140,000	\$ 0.50	02-Jun-25
5,708,000	5,708,000	\$ 0.50	26-May-28
5,918,000	5,848,000		

### Warrants

As at November 29, 2023, the Company had the following warrants outstanding:

Outstanding	Exercise price	Expiry date
50,481,000	\$ 0.20	03-Mar-25
12,257,140	\$ 0.50	03-Mar-25
20,061,048	\$ 0.50	03-Sep-25
8,816,877	\$ 0.60	18-May-26
91,616,065		

### Escrow Shares

At November 29, 2023, the Company has 30,156,999 shares in escrow.

- i) An aggregate of 16,031,999 common shares are held in escrow for the principals of the Company and are released as follows:
  - i) 1,781,333 common shares are to be released on March 3, 2024,
  - ii) 1,781,333 common shares are to be released on September 3, 2024,
  - iii) 2,672,000 common shares are to be released March 3, 2025,
  - iv) 2,672,000 common shares are to be released on September 3, 2025, and
  - v) 7,125,333 will be released March 3, 2026.
- ii) An aggregate of 13,125,000 common shares are held in escrow to founding shareholders of the Company and are released as follows:
  - i) 2,625,000 common shares are to be released on March 3, 2024,
  - ii) 2,625,000 common shares are to be released on September 3, 2024,
  - iii) 2,625,000 common shares are to be released on March 3, 2025,
  - iv) 2,625,000 common shares are to be released on September 3, 2025, and
  - v) 2,625,000 common shares are to be released on March 3, 2026.
- iii) An aggregate of 1,000,000 common shares are also held in escrow to founding directors and officers of Navion and are released as follows:
  - i) 500,000 common shares are to be released on March 3, 2024, and
  - ii) 500,000 common shares are to be released on September 3, 2024.