
NOA LITHIUM BRINES INC.

(formerly Navion Capital Inc.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountant of Canada for a review of interim financial statements by an entity auditor.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(Prepared by Management)

	September 30, 2023 <i>(unaudited)</i>	December 31, 2022 <i>(audited)</i>
Assets		
Current assets		
Cash	\$ 4,651,292	\$ 2,408,418
Commodity tax receivable	29,357	-
Prepays and advances	32,277	34,913
	4,712,926	2,443,331
Equipment and vehicles (Note 6)	258,162	-
Exploration and evaluation assets (Note 7)	9,441,497	3,675,834
Total Assets	\$ 14,412,585	\$ 6,119,165
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 10)	\$ 1,401,036	\$ 319,653
	1,401,036	319,653
Debentures payable – long term portion (Note 5)	-	3,064,285
Total liabilities	1,401,036	3,383,938
Shareholders' Equity		
Share capital (Note 9)	21,332,812	3,617,207
Contributed Surplus (Note 9)	2,719,737	-
Accumulated other comprehensive income (loss)	(173,646)	202,682
Accumulated deficit	(10,867,354)	(1,084,662)
Total shareholders' equity	13,011,549	2,735,227
Total Liabilities and Equity	\$ 14,412,585	\$ 6,119,165

Nature of operations and going concern (Note 1)

Subsequent events (Note 14)

Approved by the Board of Directors:

Director: *(s) "Peter Hughes"*

Director: *(s) "Hernán Miguel Zaballa"*

The notes to the condensed interim consolidated financial statements are an integral part of these statements.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	For the three months ended September 30,		For the nine months ended September 30,	
	2023	2022	2023	2022
Exploration expenditures (Note 7)	\$ 2,469,970	\$ 158,179	\$ 5,940,305	\$ 474,538
Consulting (Note 10)	43,128	-	108,600	-
Depreciation (Note 6)	4,061	-	17,027	-
Filing and regulatory	59,530	-	154,089	-
Finders fees (Note 13)	-	-	325,000	-
Foreign exchange gain	(134,673)	(18,667)	(369,673)	(56,000)
Gain on sale of marketable securities (Note 11)	(869,481)	(35,495)	(1,816,611)	(107,835)
Listing expense (Note 13)	-	-	1,418,123	-
Management fees (Note 10)	40,000	2,444	163,535	7,333
Office	99,457	13,467	289,095	40,401
Professional fees (Note 10)	151,980	55,882	541,164	167,646
Share-based compensation (Notes 9 and 10)	31,899	-	2,680,837	-
Termination expenses (Note 10)	240,000	-	240,000	-
Travel	50,794	-	91,201	-
Net loss for the period	(2,186,665)	(175,360)	(9,782,692)	(526,083)
Other comprehensive loss:				
Foreign currency translation adjustment	21,099	83,556	(376,328)	250,667
Total comprehensive loss for the period	\$ (2,165,566)	\$ (91,804)	\$ (10,159,020)	\$ (275,416)
Basic and diluted loss per share	\$ (0.02)	\$ (0.04)	\$ (0.12)	\$ (0.22)
Weighted average number of shares outstanding	111,831,183	5,458,197	83,646,388	2,701,471

The notes to the condensed interim consolidated financial statements are an integral part of these statements.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Share Capital		Accumulated Other Comprehensive Income (Loss)	Contributed Surplus	Accumulated Deficit	Total
	Number	Amount				
Balance, December 31, 2021	100,000	\$ 6,619	\$ 1,627	\$ -	\$ (7,002)	\$ 1,244
Share issuances	5,500,000	3,610,588	-	-	-	3,610,588
Foreign currency translation adjustment	-	-	250,667	-	-	250,667
Net loss for the period	-	-	-	-	(526,083)	(526,083)
Balance, September 30, 2022	5,600,000	3,617,207	252,294	-	(533,085)	3,336,416
Foreign currency translation adjustment	-	-	(49,612)	-	-	(49,612)
Net loss for the period	-	-	-	-	(551,577)	(551,577)
Balance, December 31, 2022	5,600,000	3,617,207	202,682	-	(1,084,662)	2,735,227
Eliminate shares of NOA Argentina. ("NOA")	(5,600,000)	-	-	-	-	-
Shares issued to shareholders of NOA	56,000,000	-	-	-	-	-
Shares of the Company on Reverse Takeover ("RTO") (Note 13)	4,000,000	1,200,000	-	-	-	1,200,000
Debentures converted at closing (Note 5)	12,257,140	3,064,285	-	-	-	3,064,285
Finders fee shares issued (Note 6)	1,083,333	325,000	-	-	-	325,000
Finders fee debentures (Note 5)	-	(106,729)	-	-	-	(106,729)
Private placements	36,429,608	12,692,255	-	-	-	12,692,255
Shares issued for mineral properties	1,661,102	851,524	-	-	-	851,524
Navion options assumed upon RTO (Note 13)	-	-	-	81,500	-	81,500
Finders fee and agents warrants	-	(432,230)	-	38,900	-	(393,330)
Share-based compensations	-	-	-	2,680,837	-	2,680,837
Exercise of options	400,000	121,500	-	(81,500)	-	40,000
Foreign currency translation adjustment	-	-	(376,328)	-	-	(376,328)
Net loss for the period	-	-	-	-	(9,782,692)	(9,782,692)
Balance, September 30, 2023	111,831,183	\$ 21,332,812	\$ (173,646)	\$ 2,719,737	\$ (10,867,354)	\$ 13,011,549

The notes to the condensed interim consolidated financial statements are an integral part of these statements.

NOA LITHIUM BRINES INC.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

For the nine months ended September 30,	2023	2022
Operating Activities		
Net loss for the period	\$ (9,782,692)	\$ (526,083)
Items not affecting cash:		
Finders fees (Note 13)	325,000	-
Depreciation (Note 6)	16,972	-
Listing expenses (Note 13)	1,418,123	-
Share-based compensation	2,680,837	-
Foreign exchange gain	(369,673)	-
Non-cash working capital items:		
Increase in receivables	(29,357)	(17,652)
Increase in prepaids	2,636	-
Increase in accounts payable and accrued liabilities	693,689	64,873
Net cash used in operating activities	(5,044,465)	(478,862)
Investing activities		
Cash acquired on acquisition (Note 13)	33,571	-
Equipment and vehicles	(274,299)	-
Exploration and evaluation asset expenditures	(4,757,708)	(2,645,443)
Net cash used in investing activities	(4,998,436)	(2,645,443)
Financing activities		
Shares issued for cash, net of fees	12,298,925	3,157,788
Debenture - financing fee	(106,729)	-
Exercise of options	40,000	-
Net cash provided by financing activities	12,232,196	3,157,788
Impact of foreign exchange rate on cash	53,579	306,667
Change in cash during the period	2,242,874	340,150
Cash, beginning of the period	2,408,418	1,244
Cash, end of the period	\$ 4,651,292	\$ 341,394
Supplemental cash flow information		
Interest paid	\$ -	\$ -
Taxes paid	\$ -	\$ -
Non cash financing and investing activities		
Fair value of option exercised	\$ 81,500	\$ -
Shares issued for exploration and evaluation assets	\$ 851,524	\$ -
Subscriptions receivable	\$ -	\$ 396,800
Property payable	\$ 217,500	\$ -

The notes to the condensed interim consolidated financial statements are an integral part of these statements.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

1. Nature of operations and going concern

NOA Lithium Brines Inc. (formerly Navion Capital Inc.) (the "Company", or formerly "Navion") was incorporated under the Business Corporations Act (Alberta) on October 18, 2017. On March 3, 2023, the Company completed its Qualifying Transaction ("QT"). The Company currently trades on the TSX Venture Exchange ("TSX-V or the "Exchange") under the symbol NOAL.

On August 4, 2022, the Company entered into a binding definitive agreement with NOA Lithium Brines S.A. ("NOA Argentina"), for the acquisition by the Company of all of the issued and outstanding securities of NOA Argentina. During the period ended September 30, 2023, the Company completed the transaction (the "Transaction") (See Note 13).

Upon completing the Transaction on March 3, 2023, the Company is in the exploration stage and is in the process of exploring and developing its resource properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying claims, the ability of the Company to obtain necessary financing to complete the development of the resource properties and upon future profitable production or proceeds from the disposition thereof.

These condensed interim financial statements 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 \$10,867,354 and working capital of \$3,311,890 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.

The registered office of the Company is located at 639 – 5th Avenue S.W., Suite 1250, Calgary, Alberta, Canada T2P 0M9.

2. Basis of preparation

Statement of compliance

These condensed interim consolidated financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual audited financial statements for the year ended December 31, 2022, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2022.

These condensed interim consolidated financial statements were approved and authorized for issuance by the Board of Directors on November 29, 2023.

Basis of consolidation

The condensed interim consolidated financial statements include the financial statements of NOA Lithium Brines Inc., and its wholly owned subsidiaries, NOA Argentina and 2476952 Alberta Ltd. 2476952 Alberta Ltd. was incorporated in Canada as a 100% owned subsidiary on December 6, 2022. Its principal activity is a shell and its operations have been consolidated since incorporation.

Basis of measurement

These condensed interim consolidated financial statements are expressed in Canadian dollars, the Company's presentation currency and have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies used in the preparation of these condensed interim consolidated financial statements are the policies listed in the Note 3. These accounting policies have been applied consistently to all periods presented in these condensed interim consolidated financial statements as if the policies have always been in effect.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Significant accounting policies

Future accounting standards and pronouncements

The Company has reviewed future accounting pronouncements and has concluded that there will be no material impact on the Company's condensed interim consolidated financial statements.

Significant estimates and critical judgement

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

During the periods ended September 30, 2023 and 2022, the Company did not have any significant accounting estimates.

The Company has applied the following critical accounting judgments.

Going concern risk assessment

The assessment of the Company's ability to continue as a going concern involves significant judgment. Refer to our discussion in Note 1.

Impairment of exploration and evaluation assets

The net carrying value of each mineral property is reviewed regularly for conditions that suggest impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future. If impairment is determined to exist, a formal estimate of the recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

During the period ended September 30, 2023, management has determined there were no impairment indicators present with respect to the Company's exploration and evaluation assets.

Foreign exchange translation

Foreign currency translation functional and presentation currency

Items included in the condensed interim consolidated financial statements of the Company is measured using the currency of the primary economic environment in which the entity operates (the functional currency). These condensed interim consolidated financial statements are presented in Canadian Dollars. For the period ended September 30, 2023 and 2022, the Company's presentation currency is the Canadian dollar. For the period ended September 30, 2023, the functional currency of NOA Lithium Brines Inc. is the Canadian Dollar, its subsidiary, NOA Argentina is the United States Dollar, and its subsidiary, 2476952 Alberta Ltd., is the Canadian Dollar.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

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3. Significant accounting policies (continued)

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of loss and comprehensive loss in the period in which they arise. Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income (loss) in the statement of comprehensive income (loss) to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income (loss). Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

The financial position and results of operations whose functional currency is different from the presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at the average exchange rates for the period.

Exchange differences are transferred directly to other comprehensive income (loss) and are included in a separate component of equity titled “Accumulated other comprehensive income or loss – currency translation adjustment”. These differences are recognized in profit or loss in the period in which the operation is disposed of.

Property, Plant and Equipment

(i) Recognition and Measurement

Property, plant and equipment are carried at cost less accumulated depreciation and any impairment in value. When an asset is disposed of, it is derecognized and the difference between its carrying value and net sales proceeds is recognized as a gain or loss in the Company’s profit or loss.

Property, plant and equipment are recorded at cost on initial acquisition. Cost includes the purchase price and the directly attributable costs of acquisition or construction required to bring an asset to the location and condition necessary for the asset to be capable of operating in the manner intended by management.

(ii) Depreciation

Property, plant and equipment are depreciated over a straight line basis over the estimated useful life of the asset. Where components of an asset have a different useful life and cost that is significant to the total cost of the asset, depreciation is calculated on each separate component. Depreciation methods, useful lives and residual values are reviewed at the end of each year.

Camp equipment	10 years
Waste Treatment Equipment	30 years
Equipment	3 years
Vehicles	5 years

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Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

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3. Significant accounting policies (continued)

Exploration and Evaluation Assets

Exploration costs incurred prior to the Company obtaining an exploration license are expensed as incurred.

Once the right to explore a property has been acquired, all costs related to the acquisition are capitalized by property. Exploration and evaluation costs are expensed. These expenditures include costs for consulting geologists, surveying, geophysics, sampling, drilling, assaying and depreciation on equipment during the exploration phase.

Option payments to acquire an exploration and evaluation asset, made at the sole discretion of the Company under an option agreement, are capitalized at the time of payment. Option payments received are treated as a reduction of the carrying value of the related acquisition cost for the exploration and evaluation assets until the payments are in excess of acquisition costs, at which time they are then credited to profit or loss. Option payments are at the discretion of the optionee and, accordingly, are accounted for when payment is made or receipt is reasonably assured.

The Company is in the exploration stage and is in the process of determining whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of amounts recorded as exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, maintenance of the Company's legal interests in its mineral claims, obtaining further financing for exploration and development of its mineral claims and commencement of future profitable production, or receiving proceeds from the sale of all or an interest in its mineral properties. Management reviews the carrying value of exploration and evaluation assets on a periodic basis and will recognize impairment in value based upon current exploration results, the prospect of further work being carried out by the Company, the assessment of future probability of profitable revenues from the property or from the sale of the property. Amounts shown for exploration and evaluation assets represent costs incurred, net of write-downs and recoveries, and are not intended to represent present or future values.

Capitalized exploration and evaluation costs are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work being carried out by the Company or its partners on a property, when a property is abandoned or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount. The recoverability of the carrying amount of mineral properties is dependent on the successful development and commercial exploitation or the sale of the respective areas of interest.

Restoration, Rehabilitation and Environmental Obligations

An obligation to incur restoration, rehabilitation, and environmental costs arise when an environmental disturbance is caused by the exploration, development, or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The related liability is adjusted each period for the unwinding of the discount rate and for changes to the current market-based discount rate, and amount or timing of the underlying cash flows needed to settle the obligation. Costs for the restoration of subsequent site damage, which is created on an ongoing basis during production, are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation, and environmental costs as the disturbance to date is minimal.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Significant accounting policies (continued)

Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the Company's long-lived assets, including mineral property interests, are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Loss (earnings) per share

The basic loss (earnings) per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period if dilutive. The Company uses the treasury stock method of calculating fully diluted per share amounts whereby any proceeds from dilutive instruments are assumed to be used to purchase common shares at the average market price during the year. Diluted loss (earnings) per share has not been presented separately as there were no dilutive securities. All the outstanding stock options and warrants as of September 30, 2023 and 2022 were not included in the calculation of diluted per share amounts.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity.

Current tax

Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax

Deferred tax is accounted for using the liability method, providing for the tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and their respective tax bases. A deferred tax liability is recognized for all taxable temporary differences except where the deferred income tax liability arises from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss, and in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

A deferred income tax asset is recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and losses can be utilized, except where the deferred income tax asset related to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

Deferred tax is measured on an undiscounted basis using the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on tax rates and tax laws enacted or substantively enacted at the statement of financial position date. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

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3. Significant accounting policies (continued)

Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Financial instruments

Classification and measurement

IFRS 9 requires financial assets and liabilities to be classified into three measurement categories on initial recognition: those measured at fair value through profit and loss, those measured at fair value through other comprehensive loss and those measured at amortized cost. Measurement and classification of financial assets and financial liabilities is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset and liabilities.

The Company classified cash, accounts payable and accrued liabilities and debentures payable as amortized cost and marketable securities at fair value through profit and loss.

Financial assets and liabilities at amortized costs are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. Investments in equity instruments are required to be measured by default at fair value through profit or loss, unless the Company makes an irrevocable election to present subsequent changes in the fair value of its equity investments in other comprehensive (income) loss, and comprehensive loss.

De-recognition

The Company derecognizes financial assets when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risk and rewards of ownership to another entity. A financial liability is derecognized when the obligation under the liability is discharged, canceled or expired. Gains and losses on de-recognition of financial assets and liabilities are generally recognized in profit or loss.

Impairment

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized costs based on a probability-weighted estimate of credit losses over the expected life of the financial asset.

The expected credit losses are reviewed and updated at each reporting date as appropriate to reflect changes in the credit risk of the financial instruments, whereby the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit loss of the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the expected credit losses are reversed after the impairment was recognized.

4. Financial instruments

(a) Fair value estimation

The fair value of financial instruments are determined by valuation methods depending on hierarchy levels as defined below:

1. Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities;
2. Level 2 of the hierarchy includes inputs that are observable for the asset or liability, either directly or indirectly; and
3. Level 3 includes inputs for the asset or liability that are not based on observable market data.

The Company does not have any financial instruments included in Level 1, 2 and 3 at September 30, 2023 and 2022. The carrying values of financial instruments maturing in the short term approximates their fair values.

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Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

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4. Financial instruments (continued)

(b) Financial risks

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The Company manages risks to minimize potential losses. The main objective of the Company's risk management process is to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company is exposed to credit risk with respect to its cash. Management believes it has minimal significant credit risk to its cash. The majority of cash is held in a high credit quality financial institution. The Company also holds cash in a bank in the USA and only sends cash to Argentina when requested to cover immediate payments. The Company's maximum exposure to credit risk is their carrying amounts disclosed in these condensed interim consolidated statement of financial position.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

At September 30, 2023, the Company had a cash balance of \$4,651,292, accounts payable and accrued liabilities of \$911,136.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market factors. Market risk comprises three types of risk: price risk, interest rate risk and currency risk.

Price risk

Price risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate because of changes in market prices. The Company is not exposed to price risks.

Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

Currency risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company is exposed to currency risk through financial assets denominated in currencies other than the Canadian dollar, the Company's presentation currency. The Canadian dollar equivalent of the Company's financial instruments denominated in the United States Dollar is \$3,784,445 and Argentine Peso is \$(871,887) at September 30, 2023. A 10% fluctuation in the exchange rate of the United States Dollar would result in a gain/loss through other comprehensive income/loss of \$378,444 and in the Argentine Peso a gain/loss of \$87,189.

As at September 30 2023 the United States Dollar amounts have been translated at a rate of \$1.3500 and Argentine Peso amounts have been translated at \$0.0029.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

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5. Debentures

During the year ended December 31, 2022, the Company entered into debenture agreements (the “NOA Argentina debentures”) for a principal amount of \$3,064,285. The Company paid \$106,729 in finders fees during the period ended September 30, 2023.

The NOA Argentina debentures were issued by way of a non-brokered private placement in January 2023. If NOA Argentina does not complete a transaction resulting in the NOA Argentina shares, or the shares issued in exchange for the NOA Argentina shares, being listed on a recognized exchange by the Maturity Date (defined below) of the NOA Argentina debentures, holders of NOA Argentina debentures are entitled to receive the repayment of the outstanding loan amount plus any accrued and unpaid interest. If the closing of the RTO (see Note 13) occurs prior to the Maturity Date, interest will be forgiven, and the NOA Argentina debenture holders will receive Navion debenture units (“Navion debenture units”) immediately prior to the closing of the RTO at a deemed price of \$0.25 per Navion debenture unit per the principal amount of the NOA Argentina debentures and then these debenture holders will receive the same securities of the resulting issuer immediately upon closing of the RTO. A finder’s fee equal to 5% on the amount of \$2,134,580 raised pursuant to the NOA Argentina debenture financing, being \$106,729 is owed to certain finders as part of the NOA Argentina debenture financing.

The interest rate of the NOA Argentina debentures is 8% annually and no interest is to be paid if NOA Argentina completes a public listing before October 15, 2023. The maturity date (the “Maturity Date”) of the NOA Argentina debentures is the earlier of: (i) 36 (thirty-six) months from the contractual agreement date on October 15, 2022, (ii) the closing date of the proposed Transaction; and (iii) the closing date of a public listing for NOA Argentina. The NOA Argentina debentures have been accounted for as a long term liability as no cash is payable until 36 months from October 15, 2022 if (ii) and (iii) above are not met. If the RTO is approved before the date that is 36 months from October 15, 2022, the debenture holder shall receive Navion debenture units which are one Navion share and one warrant to purchase one Navion share. The conversion price of each of these Navion shares shall be \$0.25 and each warrant shall entitle the holder to purchase one Navion share at a price of \$0.50 and may be exercised by the holder at any time from the date of issuance until the second anniversary of the issuance date. The NOA Argentina debentures include an accelerator provision that if securities are issued thereunder and the closing price of the common shares of the resulting issuer, as listed on the TSX Venture Exchange, is equal to or greater than 150% of the warrant exercise price of \$0.50 for at least thirty consecutive trading days, the resulting issuer, shall be entitled to accelerate the expiry date of these to a date that is not sooner than sixty business days from the date that written notice is provided to the warrant holders, and the use of this acceleration provision is at the sole and absolute discretion of the resulting issuer. The NOA Argentina debentures are unsecured debt of NOA Argentina.

During the period ended September 30, 2023, NOA Argentina completed a public listing and the debentures were converted into common shares of the resulting issuer (Note 13).

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

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6. Equipment and vehicles

Period ended September 30, 2023	Equipment	Camp Equipment	Waste Treatment Equipment	Vehicles	Total
Cost					
Balance December 31, 2022 and 2021	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	36,470	17,726	141,745	78,358	274,299
Translation adjustment	119	58	460	254	891
Balance September 30, 2023	\$ 36,589	\$ 17,784	\$ 142,205	\$ 78,612	\$ 275,190
Accumulated Depreciation					
Balance December 31, 2022 and 2021	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	6,478	886	1,772	7,836	16,972
Translation adjustment	21	3	6	25	55
Balance September 30, 2023	\$ 6,499	\$ 889	\$ 1,778	\$ 7,861	\$ 17,027
Net Book Value, September 30, 2023	\$ 30,090	\$ 16,895	\$ 140,427	\$ 70,751	\$ 258,163
Net Book Value, December 31, 2022	\$ -	\$ -	\$ -	\$ -	\$ -

7. Exploration and evaluation costs

Period ended September 30, 2023	Rio Grande Argentina Properties	Arizaro Argentina Properties	Salinas Argentina Properties	Pocitos Argentina Properties	Other Properties	Total
Acquisition Costs capitalized						
Balance December 31, 2022	\$ 2,259,671	\$ 569,700	\$ 115,119	\$ 541,736	\$ 189,608	\$ 3,675,834
Additions	2,224,799	1,319,299	1,373,220	-	909,414	5,826,732
Translation adjustment	(21,237)	(2,326)	(23,546)	(1,720)	(12,240)	(61,069)
Balance September 30, 2023	\$ 4,463,233	\$ 1,886,673	\$ 1,464,793	\$ 540,016	\$ 1,086,782	\$ 9,441,497
Exploration Costs expensed						
Camp, field and miscellaneous	\$ 1,253,707	\$ -	\$ -	\$ -	\$ -	\$ 1,253,707
Consulting	312,598	606	-	-	-	313,204
Geological & geophysics	57,005	76,966	7,094	-	15,183	156,248
Drilling	2,555,718	-	-	-	-	2,555,718
Environmental	183,869	-	-	-	-	183,869
Regulatory and government	102,010	115,614	6,746	1,626	507	226,503
Transportation	161,282	-	-	-	-	161,282
Travel	10,345	-	-	-	-	10,345
Other and VAT	1,029,611	42,900	3,073	361	3,484	1,079,429
For the period ended September 30, 2023	\$ 5,666,145	\$ 236,086	\$ 16,913	\$ 1,987	\$ 19,174	\$ 5,940,305

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7. Exploration and evaluation assets (continued)

Rio Grande Properties

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

- i) entered into a purchase agreement to purchase 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:
 - 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, if the option is exercised in full, the Company must issue the vendor a 2% Net Smelter Royalty.

- 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 (subsequently paid);
 - 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.

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

- ii) 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. 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.

- iii) 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).
- iv) 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).

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7. Exploration and evaluation assets (continued)

Rio Grande Properties (continued)

- v) 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).

- vi) 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 (paid).

- vii) 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).

Arizaro Properties

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

- i) entered into an option agreement to acquire a 100% interest known as Nevasca Project (Chascha Norte) located in the Province of Salta, Argentina. To earn the interest, the Company must
 - i) pay US\$50,000 in cash (paid);
 - ii) issue US\$150,000 in shares by June 12, 2023 (issued);
 - iii) pay US\$150,000 in cash by December 12, 2023;
 - iv) issue US\$150,000 in shares by December 12, 2023;
 - v) pay US\$250,000 in cash by June 12, 2024;
 - vi) issue US\$250,000 in shares by June 12, 2024;
 - vii) pay US\$500,000 in cash by December 12, 2024;
 - viii) issue US\$500,000 in shares 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 3, 2025.

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7. Exploration and evaluation assets (continued)

Arizaro Properties (continued)

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).

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.

Pocitos Properties

During the year ended December 31, 2022, the Company earned a 100% interest in mineral properties known as the Pocitos Property located in in Province of Salta, Argentina by paying US\$400,000.

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7. Exploration and evaluation assets (continued)

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 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).

8. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to maintain a flexible capital structure, which optimizes the costs of capital to an acceptable risk.

The Company depends on external financing to fund its activities and there can be no guarantee that external financing will be available at terms acceptable to the Company. Additional funding will be required by the Company to complete its strategic objectives and continue as a going concern. There is no certainty that additional financing at terms that are acceptable to the Company will be available. The capital structure of the Company currently consists of share capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new debt, new shares or warrants. The Company is not subject to externally restricted capital requirements. Management reviews its capital management approach on a regular basis. There were no changes in the Company's approach to capital management during the period.

9. Share capital

As at September 30, 2023, the authorized share capital of the Company was as follows:

- an unlimited number of Class A common shares. Class A common shares are entitled to one vote per Class A common share, shall be entitled to receive and participate in any dividends declared, subject to the rights of the holders of the preferred shares.
- An unlimited number of Class B common shares, of which none are issued and outstanding. Class B shares are not entitled to voting rights and may receive dividends after preferred shares and Class A common shares; and
- An unlimited number of preferred shares without par value, of which none are issued and outstanding. Preferred shares may be issued from time to time in one or more series having the rights, privileges, restrictions and conditions which the board of directors determines prior to the issue. Preferred shares rank prior to the commons shares with respect to the payment of dividends.

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9. Share Capital (continued)

At September 30, 2023, the Company has 30,156,999 shares in escrow. The terms of release are as follows:

- i) An aggregate of 17,813,333 common shares were put into escrow for the principals of the Company and are released as follows:
 - i) 890,667 common shares are to be released on March 3, 2023 (released),
 - ii) 890,667 common shares are to be released on September 3, 2023 (released),
 - iii) 1,781,333 common shares are to be released on March 3, 2024,
 - iv) 1,781,333 common shares are to be released on September 3, 2024,
 - v) 2,672,000 common shares are to be released March 3, 2025,
 - vi) 2,672,000 common shares are to be released on September 3, 2025, and
 - vii) 7,125,333 will be released March 3, 2026.
- ii) An aggregate of 17,500,000 common shares were put into escrow to founding shareholders of the Company and are released as follows:
 - i) 1,750,000 common shares are to be released on March 3, 2023 (released),
 - ii) 2,625,000 common shares are to be released on September 3, 2023 (released),
 - iii) 2,625,000 common shares are to be released on March 3, 2024,
 - iv) 2,625,000 common shares are to be released on September 3, 2024,
 - v) 2,625,000 common shares are to be released on March 3, 2025,
 - vi) 2,625,000 common shares are to be released on September 3, 2025, and
 - vii) 2,625,000 common shares are to be released on March 3, 2026.
- iii) An aggregate of 2,000,000 common shares were put into 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, 2023 (released),
 - ii) 500,000 common shares are to be released on September 3, 2023 (released),
 - iii) 500,000 common shares are to be released on March 3, 2024, and
 - iv) 500,000 common shares are to be released on September 3, 2024.

During the period ended September 30, 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 totalling 18,295,867 subscription receipt units at a price of \$0.30 per subscription receipt unit for gross proceeds of \$5,488,759 (“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 181,848 broker warrants valued at \$38,900 using the Black-Scholes option pricing model (on the same terms as the warrant disclosed above). All of the securities issued under the Navion Listing Subscription Receipt Financing are subject to a four month hold period.
- iii) 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 Navion Listing Subscription Receipt Financing and the Debenture Financing, are collectively known herein as, the “Concurrent Financings”.

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9. Share Capital (continued)

- iv) 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. Each warrant is exercisable at a price of \$0.20 by the holder at any time from the date of issuance until 24 months from the closing of the Transaction. NOA Argentina is now a wholly owned subsidiary of the Company. Based on the nature of the Transaction upon closing, the shareholders of NOA Argentina acquired control of the Company. The Transaction is considered a purchase of the Company's net assets by the shareholders of NOA Argentina and has been accounted for as a reverse acquisition. The Company also issued 1,083,333 common shares and 1,083,333 warrants as finder's fees for the closing of the Transaction. Each finder's warrant is exercisable to acquire one common share at an exercise price of \$0.50 per common share for a period of 30 months.
- v) closed 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.
- vi) issued 303,810 common shares valued at \$157,981 in pursuant to the option agreement of Arizaro (Alba X) (Note 7).
- vii) issued 949,001 common shares valued at \$493,480 in pursuant to the option agreement of Arizaro (Francisco V & Hilario I) (Note 7).
- viii) issued 408,291 common shares valued at \$200,063 in pursuant to the option agreement of Arizaro (Nevasca Project) (Note 7).

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

- i) issued 900,000 shares for proceeds of \$10,638.
- ii) issued 1,500,000 shares for proceeds of \$499,950.
- iii) issued 3,100,000 shares for proceeds of \$3,100,000.

Stock options

A summary of stock option activity for the period ended September 30, 2023 and year ended December 31, 2022 is as follows:

	Period ended September 30, 2023		Year ended December 31, 2022	
	Number of options	Weighted avg. exercise price	Number of options	Weighted avg. exercise price
Outstanding, beginning of the period	-	\$ -	-	\$ -
Assumed on RTO	400,000	0.10	-	-
Granted	5,918,000	0.50	-	-
Exercised	(400,000)	0.50	-	-
Outstanding, end of period	5,918,000	\$ 0.50	-	\$ -
Exercisable, end of period	5,848,000	\$ 0.50	-	\$ -

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9. Share Capital (continued)

Stock options (continued)

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

- i) granted 5,708,000 stock options to directors, officers, employees, advisors and consultants exercisable at \$0.50 per common share until May 26, 2028. The fair value of these options was calculated to be \$2,610,386.
- ii) granted 210,000 stock options to a consultant of the Company exercisable at \$0.50 per common share until June 2, 2025. The options vest over 6 months, of which 70,000 options are vested at grant date, and 70,000 options vest per quarter over the 6-month period. The fair value of these options was calculated to be \$79,584, of which \$70,451 was recorded for the vested portion during the period ended September 30, 2023.

The following table summarizes information about stock options outstanding and exercisable at September 30, 2023:

Exercise prices	Number outstanding	Expiry date	Number exercisable
\$0.50	210,000	June 2, 2025	140,000
\$0.50	5,708,000	May 26, 2028	5,708,000
	5,918,000		5,848,000

As at September 30, 2023, the Company's options had a weighted average remaining life of 4.55 years (2022 – Nil years).

The weighted average trading price of the Company's shares on the dates of the exercises of stock options was \$0.45 for the period ended September 30, 2023 (2022 – None).

The Company uses the Black-Scholes option pricing model to estimate the fair value for all share-based compensation. The weighted average assumptions used in this pricing model during the period ended September 30, 2023 and year ended December 31, 2022, respectively, are as follows:

	Period ended September 30, 2023	Year ended December 31, 2022
Weighted average grant date fair value	\$0.50	-
Weighted average risk-free interest rate	3.60%	-
Expected dividend yield	0%	-
Weighted average stock price volatility	150.00%	-
Weighted average forfeiture rate	-	-
Weighted average expected life of options in years	4.89 years	-

As the Company completed its Qualifying Transaction on March 3, 2023, it does not have historical trading prices available to calculate volatility, so it has used a peer benchmark volatility of 150.00%.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

9. Share capital (continued)

Warrants

A summary of warrants activity for the period ended September 30, 2023 and year ended December 31, 2022 is as follows:

	Period ended September 30, 2023		Year ended December 31, 2022	
	Number of warrants	Weighted avg. exercise price	Number of warrants	Weighted avg. exercise price
Outstanding, beginning of the period	-	\$ -	-	\$ -
Granted	97,135,065	\$ 0.34	-	\$ -
Outstanding, end of period	97,135,065	\$ 0.34	-	\$ -
Exercisable, end of period	97,135,065	\$ 0.34	-	\$ -

During the period ended September 30, 2023, the Company granted 181,848 broker warrants as finder's fee for the Navion Listing Subscription Receipt Financing. The fair value of these broker's warrants was calculated to be \$38,900.

The following table summarizes information about warrants outstanding and exercisable at September 30, 2023:

Exercise prices	Number outstanding	Expiry date	Number exercisable
\$0.20	56,000,000*	March 3, 2025	56,000,000
\$0.50	12,257,140	March 3, 2025	12,257,140
\$0.50	20,061,048	September 3, 2025	20,061,048
\$0.60	8,816,877	May 18, 2026	8,816,877
	97,135,065		97,135,065

* 5,519,000 warrants exercised subsequent to September 30, 2023

The Company uses the Black-Scholes option pricing model to estimate the fair value for all broker's warrants. The weighted average assumptions used in this pricing model during the period ended September 30, 2023 and year ended December 31, 2022, respectively, are as follows:

	Period ended September 30, 2023	Year ended December 31, 2022
Weighted average grant date fair value	\$0.30	-
Weighted average risk-free interest rate	4.19%	-
Expected dividend yield	0%	-
Weighted average stock price volatility	150.00%	-
Weighted average forfeiture rate	-	-
Weighted average expected life of options in years	2.50	-

As the Company completed its Qualifying Transaction on March 3, 2023, it does not have historical trading prices available to calculate volatility, so it has used a peer benchmark volatility of 150.00%.

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(Unaudited – Prepared by Management)

10. 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 accrued a severance of \$240,000. At September 30, 2023, \$220,000 (December 31, 2022 - \$67,333) was owing to the former CEO.
- ii) accrued or paid \$74,250 (2022 - \$Nil) in accounting fees, recorded in professional fees, for services provided by the CFO. At September 30, 2023, \$Nil (December 31, 2022 - \$30,000) was owing to the CFO.
- iii) accrued or paid \$75,600 (2022 - \$Nil) in consulting fees for services provided by a director of a subsidiary. At September 30, 2023, \$4,213 (December 31, 2022 - \$2,849) was owing to the director.
- 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.

11. Use of marketable securities

From time to time, the Company may acquire and transfer marketable securities to facilitate funding transfers between the Canadian bank accounts and its Argentine bank accounts. The Company does not acquire marketable securities or engage in these transactions for speculative purposes. In this regard, under this strategy, the Company generally uses marketable securities of large and well-established companies, with high trading volumes and low volatility. Nonetheless, as the process to acquire, transfer and ultimately sell the marketable securities occurs over several days, some fluctuations are unavoidable. As the marketable securities are acquired with the intention of a near term sale, they are considered financial instruments that are held for trading, all changes in the fair value of the instruments, between acquisition and disposition, are recognized through profit or loss. The subsequent disposition of these marketable securities in exchange for Argentine pesos gave rise to a gain as the amount received in Argentine peso exceeds the amount of Argentine peso the Company would have received from a direct foreign currency exchange. As a result of having utilized this mechanism for funding for the period ended September 30, 2023, the Company realized a gain of \$1,816,611 (2022 - \$107,835) from the favorable foreign currency impact.

12. Segmented information

The Company is primarily involved in mineral exploration activities in Argentina. The Company is in the exploration stage and, accordingly, has no reportable segment revenues or operating revenues for the periods ended September 30, 2023 and 2022. The Company's total exploration and evaluation assets and equipment and vehicles are segmented geographically in Argentina. Net loss attributed to Argentina was \$4,269,642 (2022 – \$275,416). Net loss attributed to Canada was \$5,472,650 (2022 – \$Nil).

13. Agreement with NOA Lithium Brines Inc. (formerly Navion Capital Inc.)

On August 4, 2022, Navion, a corporation listed on the TSX Venture Exchange, entered into a definitive agreement to purchase a 100% interest in NOA Argentina by issuing 56,000,000 common shares and 56,000,000 warrants of Navion to NOA Argentina shareholders. As a result of the Reverse Takeover ("RTO") described below, the resulting issuer will assume 400,000 stock options valued at \$81,500 for accounting purposes.

NOA LITHIUM BRINES INC. (formerly Navion Capital Inc.)

Notes to Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

13. Agreement with NOA Lithium Brines Inc. (formerly Navion Capital Inc.) (continued)

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:

Total Purchase Consideration	
Fair value of 4,000,000 Navion shares	\$ 1,200,000
Fair value of 400,000 Navion stock options	81,500
Total purchase consideration	\$ 1,281,500
Allocation of Purchase Consideration	
Cash	\$ 33,571
Accounts payable, accruals and short term debt	(170,194)
Net assets acquired	(136,623)
Listing expense	1,418,123
Total	\$ 1,281,500

- 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.

14. Subsequent events

Subsequent to September 30, 2023, the Company:

- 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 make payments as follows:
 - US\$15,000 upon execution of the definitive agreement; and
 - US\$100,000 on or before 40 days after signing the definitive agreement.
- 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 make payments as follows:
 - US\$7,000 to be paid monthly for 12 month starting October 1, 2023 (paid to date);
 - US\$15,000 to be paid monthly for 12 month starting October 1, 2024; and
 - US\$152,000 to be paid on or before October 15, 2025.
- issued 5,519,000 common shares pursuant to exercise of warrants with an exercise price of \$0.20.
- issued 153,061 common shares pursuant to consulting services.