

This amended and restated short form prospectus and short form prospectus is a base shelf prospectus. This amended and restated short form base shelf prospectus has been filed under legislation in each of the provinces of Canada, except Québec, and this short form base shelf prospectus has been filed under the legislation in Québec, and in the Northwest Territories and in the Territories of Nunavut and Yukon that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information.. Other than in limited circumstances where an exemption from the delivery requirements is available in connection with “at-the-market” distributions, the legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the legal counsel of the issuer at 2080-777 Hornby Street, Vancouver, B.C, V6Z 1S4, 604.633.4289, and are also available electronically at www.sedarplus.ca.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Unless otherwise specified in the applicable prospectus and/or pricing supplement, the securities to be offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws. Accordingly these securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state laws. Unless otherwise specified in the applicable prospectus and/or pricing supplement, this short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See “Plan of Distribution.”

SHORT FORM BASE SHELF PROSPECTUS FOR QUÉBEC AND THE NORTHWEST TERRITORIES AND THE TERRITORIES OF NUNAVUT AND YUKON

AMENDED AND RESTATED SHORT FORM BASE SHELF PROSPECTUS

(amending and restating the short form base shelf prospectus dated September 21, 2023 for each of the provinces of Canada, except Québec



NEW ISSUE

DATED: December 22, 2023

LI-FT POWER LTD.

\$200,000,000

**Common Shares
Debt Securities
Warrants
Subscription Receipts
Units**

Li-FT Power Ltd. the “**Company**”) may from time to time offer and issue (i) common shares (“**Common Shares**”), (ii) debt securities (“**Debt Securities**”), (iii) warrants to purchase Common Shares or Debt Securities (“**Warrants**”), (iv) subscription

receipts ("**Subscription Receipts**") or (vi) any combination of such securities or units ("**Units**") comprised of one or more of such securities (the Common Shares, Debt Securities, Warrants, Subscription Receipts and Units are collectively referred to as the "**Securities**") with an aggregate offering price not to exceed \$200,000,000 (or its equivalent in U.S. dollars or any other currency or currency unit used to denominate the Securities at the time of offering) during the 25 month period that this amend and restated short form base shelf prospectus (this "**Prospectus**"), including any amendments hereto, remains valid. The Securities offered hereby may be offered separately or together, in separate series, in amounts, at prices and on terms to be set forth in one or more prospectus supplements (collectively or individually, as the case may be, "**Prospectus Supplements**"). This Prospectus qualifies the distribution of Securities by the Company. In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash, and assumption of liabilities.

This Prospectus amends and restates the Company's short form base shelf prospectus dated September 21, 2023 (the "Original Base Shelf Prospectus"), pursuant to which the Company qualified for distribution from time to time, during the 25-period ending October 31, 2025, up to \$200,000,000 of Securities. As of the date of this Prospectus, the Company has issued an aggregate of \$12,434,375 of Securities under the Original Base Shelf Prospectus and therefore has \$187,565,625 of Securities unallocated for distribution as of the date of the receipt for this Prospectus.

The company's head office is located at Suite 1218-1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and its registered office is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in the applicable Prospectus Supplement and may include, where applicable (i) in the case of Common Shares, the number of Common Shares offered, the offering price (in the event the offering is a fixed price distribution) or the manner of determining the offering price (in the event the offering is a non-fixed price distribution), whether the Common Shares are being offered for cash and any other specific terms, (ii) in the case of Debt Securities, the aggregate principal amount and ranking of Debt Securities being offered, the issue and delivery date, the maturity date, the offering price, the interest provisions, the currency or currency unit for which the Debt Securities may be purchased, the authorized denominations, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion rights attached to the Debt Securities, the method of distribution, the form of Debt Securities, whether the Debt Securities will be secured by any of the Company's assets or guaranteed by any other person, and any other specific terms, (iii) in the case of Warrants, the offering price, whether the Warrants are being offered for cash, the designation, the number and the terms of the Common Shares or other Securities purchasable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, the dates and periods of exercise, and any other specific terms, (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, whether the Subscription Receipts are being offered for cash, the procedures for the exchange of the Subscription Receipts for Securities, the currency in which the Subscription Receipts are issued and any other specific terms, or (vi) in the case of Units, the number of Units offered, a description of the Units including the Securities comprising the Units, the offering price or manner of determining the offering price and any other specific terms. Where required by statute, regulation or policy, and where Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to the Securities will be included in the Prospectus Supplement describing the Securities.

This Prospectus may qualify an "at-the-market" distribution (as such term is defined in National Instrument 44-102 – Shelf Distributions ("**NI 44-102**").

This Prospectus does not qualify for issuance Debt Securities, or Securities convertible or exchange into Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. For greater certainty, this Prospectus may qualify for issuance Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking

authority or one or more financial institutions, such as a prime rate or bankers' acceptance rate, or to recognized market benchmark interest rates such as LIBOR or EURIBOR (or any replacement or successor thereto) or a U.S. Federal funds rate.

All information omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus other than in limited circumstances where delivery is not required pursuant to NI 44-102 in connection with "at-the-market" distributions. Each Prospectus Supplement will be deemed to be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the applicable Prospectus Supplement and only for the purposes of the distribution of the Securities to which the applicable Prospectus Supplement pertains.

The outstanding Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "LIFT" and the OTCQX under the symbol "LIFFF". The closing price of the Common Shares on the TSXV on December 21, 2023, the last trading day prior to the date of this Prospectus, was \$5.40.

There is currently no market through which Securities, other than the Common Shares, may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of the Securities, other than the Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. See "*Risk Factors*."

This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the Securities in those jurisdictions. The Company may offer and sell the Securities to or through, underwriters or dealers purchasing as principals, and may also offer and sell certain Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. See "*Plan of Distribution*." A Prospectus Supplement relating to each issue of Securities offered thereby will identify each underwriter, dealer or agent, as the case may be, engaged by the Company in connection with the offering and sale of the Securities, and will set forth the terms of the offering of such Securities, including the method of distribution, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms relating to the offering of such Securities.

Unless otherwise specified in the applicable Prospectus Supplement, each series or issue of Securities will be a new issue of Securities. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, the Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers, in which case the compensation payable to an underwriter, dealer or agent in connection with any such sale will be increased or decreased by the amount, if any, by which the aggregate price paid for the Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriter, dealer or agent to the Company. The price at which the Securities will be offered and sold may vary from purchaser to purchaser and during the period of distribution.

In connection with any offering of the Securities, other than an at-the market offering, the underwriters, dealers or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. These transactions may be commenced, interrupted or discontinued at any time. See "*Plan of Distribution*."

Investors should rely only on the information contained in or incorporated by reference into this Prospectus and any applicable Prospectus Supplement. The Company has not authorized anyone to provide investors with different information. Information contained on the Company's website shall not be deemed to be a part of this Prospectus (including any applicable Prospectus Supplement) or incorporated by reference and should not be relied upon by prospective investors for the purpose of determining whether to invest in the Securities. Investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the face page of this Prospectus, the date of any applicable Prospectus Supplement, or the date of any documents incorporated by reference herein.

Leonard Francis MacDonald, who is the Chief Executive Officer and a director of the Company and Iain Scarr, a director of the Company, are residents outside of Canada. Although each of Mr. MacDonald and Mr. Scarr have appointed S. Paul Simpson Law Corporation at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 as their agent for service of process in Canada, it may not be possible for investors to enforce judgments obtained in Canada against Mr. MacDonald and Mr. Scarr. See *"Enforcement of Judgments Against Foreign Persons."*

No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.

Investing in the Securities being offered is highly speculative and involves significant risks. Prospective purchasers of the Securities should carefully consider all the information in this Prospectus (including any Prospectus Supplement and in the documents incorporated by reference in this Prospectus) as well as the information under the heading *"Forward Looking Information."* See also *"Risk Factors."*

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FORWARD-LOOKING INFORMATION

Certain information contained in this Prospectus and in certain documents incorporated by reference into this Prospectus constitutes “forward-looking information” within the meaning of applicable Canadian securities legislation. The use of any of the words “anticipate”, “continue”, “estimate”, “intend”, “potential”, “expect”, “may”, “will”, “project”, “proposed”, “should”, “believe” and similar expressions are intended to identify forward-looking information. These statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. In addition, this Prospectus and the documents incorporated by reference herein may contain forward-looking information attributed to third party industry sources. The Company believes that the expectations reflected in such forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in, or incorporated by reference into, this Prospectus should not be unduly relied upon. Such information speaks only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference into this Prospectus, as the case may be.

In particular, this Prospectus and the documents incorporated by reference contain forward-looking information pertaining to the following:

- the offering and sale of Securities;
- the use of proceeds from the sale of Securities
- the Company’s expectations regarding its potential revenues, expenses and operations;
- the Company’s anticipated cash needs and its needs for additional financing;
- the Company’s intention to grow its business and operations;
- the regulatory environment in which the Company operates;
- requirements for additional capital and the Company’s expectations regarding its ability to raise sufficient capital on favourable terms;
- the future price of lithium products;
- the estimation of mineral resources and realization of mineral reserve estimates;
- the development, expansion and assumed future results of exploration and operations from the Company’s mineral projects;
- permitting timelines;
- currency fluctuations;
- success of exploration programs;
- environmental risks;
- unanticipated reclamation expenses;
- title disputes or claims;
- limitations on insurance coverage;
- anticipated effects of the COVID-19 pandemic; and
- the Company’s plans and expectations for its properties.

With respect to forward-looking information contained in this Prospectus and the documents incorporated by reference herein, the Company has made various material assumptions, including but not limited to (i) obtaining necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions including that financial markets will not in

the long term be adversely impacted by the COVID-19 pandemic; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) the accuracy of the interpretation of drilling and other results on the Company's mineral projects; (viii) anticipated results of exploration activities and (ix) predictable changes to market prices for lithium and other battery metals and other predicted trends regarding factors underlying the market for such products. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements.

The Company's actual results could differ materially from those anticipated in such forward-looking information as a result of the risk factors set forth below and elsewhere in this Prospectus and the documents incorporated by reference herein:

- the Company is an early-stage company with little operating history, a history of losses and the Company cannot assure profitability;
- uncertainty about the Company's ability to continue as a going concern;
- the Company's actual financial position and results of operations may differ materially from the expectations of the Company's management;
- the Company expects to incur significant ongoing costs and obligations relating to mineral projects;
- The Company may not be able to secure additional financing for current and future operations and capital projects;
- inherent uncertainties and risks associated with mineral exploration;
- the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- volatility in the market prices for lithium products;
- the risk that the Company's title to its properties could be challenged;
- the Company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the Company faces competition from other companies where it will conduct business that may have a higher capitalization, more experienced management or may be more mature as a business;
- risks related to the Company's ability to attract and retain qualified personnel, including the ability to keep essential operational staff in place as a result of COVID-19;
- uncertainties related to global financial and economic conditions and the impact of market reaction to the COVID-19 pandemic;
- risks related to the COVID-19 pandemic;
- risks associated with the Company being subject to government regulation, including changes in regulation, including changes in environmental laws and regulations;
- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- uninsured risks and hazards;
- risks relating to environmental regulation and liabilities
- the Company will continue to sell shares for cash to fund operations, capital expansion, mergers and acquisitions that will dilute the current shareholders;
- the Company's officers and directors may be engaged in a range of business activities resulting in conflicts of interest;

- the market price for Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control; and
- the Company does not anticipate paying cash dividends in the near future; and
- other risks detailed from time-to-time in the Company's ongoing quarterly and annual filings with applicable securities regulators, including the AIF, and those which are discussed under the heading "*Risk Factors*."

These factors are not, and should not be construed as being, exhaustive.

The forward-looking information contained in this Prospectus and the documents incorporated by reference herein are expressly qualified by this cautionary statement. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in each of the documents incorporated by reference herein is made as of the date of such document and, accordingly, is subject to change after such date. The Company does not undertake any obligation to publicly update or revise any forward-looking information after the date of this Prospectus to conform such information to actual results or to changes in the Company's expectations except as otherwise required by applicable Canadian securities laws.

NOTICE TO INVESTORS

Investors should read this entire Prospectus, any applicable Prospectus Supplement and the documents incorporated by reference herein and consult their own professional advisors to assess risk factors and the income tax, legal and other aspects of their investment in the Securities.

An investor should rely only on the information contained in this Prospectus, any applicable Prospectus Supplement and the documents incorporated by reference herein and is not entitled to rely on parts of the information contained in this Prospectus or any applicable Prospectus Supplement to the exclusion of others. The Company has not authorized anyone to provide investors with additional or different information than that contained in this Prospectus or any applicable Prospectus Supplement. If anyone provides an investor with additional or different or inconsistent information, including statements in media articles about the Company, the investor should not rely on it.

The Company files reports and other information with the securities commissions and similar regulatory authorities in British Columbia and Ontario. A prospective purchaser may also read and download any public document that the Company has filed with the Canadian securities regulatory authorities under the Company's profile on the SEDAR+ at www.sedarplus.ca. The Company's internet site can be found at www.li-ft.com. The information on the Company's website is not incorporated by reference into this Prospectus and should not be considered a part of this Prospectus, and the reference to the Company's website in this Prospectus is an inactive textual reference only.

The Company is not offering to sell Securities in any jurisdictions where the offer or sale is not permitted. Investors should not assume that the information contained in or incorporated by reference

in this Prospectus or any applicable Prospectus Supplement is accurate as of any date other than the date on the front of the applicable Prospectus Supplement. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus or any applicable Prospectus Supplement.

Any statements in this Prospectus made by or on behalf of management are made in such persons' capacities as an officer of the Company and not in their personal capacities.

Investors are urged to read the information under the headings "*Risk Factors*" and "*Forward-Looking Information*" appearing elsewhere in this Prospectus.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this Prospectus concerning the industry and the markets in which the Company operates, including its general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management studies and estimates.

Unless otherwise indicated, the Company's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from its internal research, and include assumptions made by the Company which it believes to be reasonable based on its knowledge of the industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and the Company has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry and markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading "*Forward-Looking information*" and "*Risk Factors*".

NOTICE REGARDING REPRESENTATION OF MINERAL RESERVE AND MINERAL RESOURCES ESTIMATES

This Prospectus and documents incorporated by reference herein have been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States securities laws. Unless otherwise indicated, all mineral reserve and mineral resource estimates, if any, included or incorporated by reference in this Prospectus have been prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). NI 43-101 is an instrument developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

These standards differ significantly from the requirements of the United States Securities and Exchange Commission that are applicable to domestic United States reporting companies. Any mineral reserves and mineral resources reported by the Company in accordance with NI 43-101 may not qualify as such under United States Securities and Exchange Commission standards. Accordingly, information contained in this Prospectus and documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

FINANCIAL INFORMATION

The Company prepares its financial statements, which are incorporated by reference into this Prospectus, in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

CURRENCY INFORMATION

Unless otherwise indicated, all references to “\$”, “CDN\$” or “dollars” in this short form prospectus refer to Canadian dollars and references to “US\$” or “US dollars” refer to United States dollars. The Company’s accounts are maintained in Canadian dollars and its financial statements are presented in Canadian dollars.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request from the Company’s legal counsel at 2080-777 Hornby Street, Vancouver, B.C., V6Z 1S4, fax no. 604-662-3231 or under the Company’s SEDAR+ profile on www.sedarplus.ca. The Company’s filings through SEDAR+ are not incorporated by reference in this Prospectus except as specifically set forth herein.

As at the date of this Prospectus, the following documents, filed by the Company with the securities commissions or similar authorities in certain of the provinces of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contain in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus, as further described below:

- (a) amended and restated technical report titled “NI 43-101 Technical Report on the Yellowknife Lithium Project” dated September 18, 2023 with an effective date of September 16, 2023 prepared for the Company by Thomas Hawkins PhD, P. Geo (the “**Amended Report**”) which supersedes and replaces the Prior Report (as defined below);
- (b) annual information form of the Company for the year ended November 30, 2022 dated March 30, 2023 (the “**AIF**”), provided however that all references to and statements derived from the technical report titled “NI 43-101 Technical Report on the Yellowknife Lithium Project” dated December 30, 2022 (the “**Prior Report**”) are not incorporated by reference into this Prospectus and the information contained under the heading “*Item 5 – Mineral Properties – Yellowknife Project*”, which is superseded by the summary from the Amended Report reproduced in Schedule “A” to this Prospectus;
- (c) business acquisition report dated March 14, 2023 in respect of the acquisition of 1361516 B.C. Ltd. (now Yellowknife Lithium Ltd.) completed on December 30, 2022;
- (d) audited financial statements of the Company for the year ended November 30, 2022 and for the period from the date of incorporation on May 28, 2021 to November 30, 2021, together with the notes thereto and the auditor’s report thereon;

- (e) management's discussion and analysis ("**MD&A**") of the Company for the fiscal year ended November 30, 2022;
- (f) the unaudited condensed consolidated interim financial statements of the Company for the three and nine month period ended August 31, 2023;
- (g) MD&A of the Company for the nine month period ended August 31, 2023;
- (h) the management information circular of the Company dated February 16, 2023 with respect to the annual meeting of the shareholders of the Company held on March 30, 2023;
- (i) the notice of change of auditor of the Company dated August 15, 2023;
- (j) material change report dated December 30, 2022 regarding the completion of the acquisition of 1361516 B.C. Ltd.;
- (k) material change report dated January 27, 2023 regarding the appointment of Carl Verley as Vice President Exploration of the Company and the appointment of David Smithson as the Senior Vice President, Geology;
- (l) material change report dated February 22, 2023 regarding the grant to the Company by Perlis Enterprise Inc. of the sole and exclusive option to acquire a 100% interest in and to the Thompson Lundmark property, located in Northwest Territories;
- (m) material change report dated March 23, 2023 regarding the closing a brokered private placement of flow through shares generating aggregate gross proceeds of \$35,003,625;
- (n) material change report dated April 18, 2023 regarding the appointment of Andrew Marshall as Chief Financial Officer of the Company and of Kenneth Scott as a director of the Company following the resignation of Heidi Gutte as Chief Financial Officer and director;
- (o) material change report dated May 3, 2023 regarding the appointment of Dr. April Hayward as Chief Sustainability Officer of the Company;
- (p) material change report dated July 25, 2023 regarding the reporting of initial assays from the first five drill holes at the Yellowknife property;
- (q) material change report dated August 10, 2023 regarding the commencement of trading of the Company's shares on the OTCQX;
- (r) material change report dated August 16, 2023 regarding the pausing and demobilising of drilling at the Yellowknife property due to forest fire activity;
- (s) material change report dated August 26, 2023 regarding the reporting of assays from a further 18 drill holes at the Yellowknife property;
- (t) material change report dated September 9, 2023 regarding the reporting of assays from a further 12 drill holes at the Yellowknife property;

- (u) material change report dated September 19, 2023 regarding the report of assays from a further five drill holes at the Yellowknife property;
- (v) material change report dated October 18, 2023 regarding the departure of Carl Verley as Vice President of Exploration;
- (w) material change report dated November 1, 2023 regarding the listing of the Common Shares on the TSXV and concurrent delisting of the Common Shares from the Canadian Securities Exchange (the “CSE”); and
- (x) material change report dated November 17, 2023 regarding the closing of an overnight marketed public offering of flow through shares generating aggregate gross proceeds of \$12,434,375.

Any documents of the type required by National Instrument 44-101 - *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, including any material change reports (excluding material change reports filed on a confidential basis), comparative interim financial statements, comparative annual financial statements and the auditors’ report thereon, MD&A, information circulars, annual information forms and business acquisition reports, filed by the Company with the securities commissions or similar authorities in certain of the provinces of Canada subsequent to the date of this Prospectus and prior to the completion or withdrawal of this distribution, shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which is also, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed to be an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of material fact or an admission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Upon new annual financial statements and related management MD&A of the Company being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual financial statements and related MD&A and the previous interim financial statements and related MD&A of the Company most recently filed shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon new interim financial statements and related MD&A of the Company being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous interim financial statements and related MD&A of the Company most recently filed shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon a new annual information form of the Company being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective,

notwithstanding anything herein to the contrary, the following documents shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder: (i) the previous annual information form; (ii) any material change reports filed by the Company prior to the end of the financial year in respect of which the new annual information form is filed; (iii) any business acquisition reports filed by the Company for acquisitions completed prior to the beginning of the financial year in respect of which the new annual information form is filed; and (iv) any information circulars filed by the Company prior to the beginning of the financial year in respect of which the new annual information form is filed. Upon a new management information circular prepared in connection with an annual general meeting of the Company being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous management information circular prepared in connection with an annual general meeting of the Company shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

A Prospectus Supplement containing the specific terms of an offering of Securities will be delivered to purchasers of such Securities together with this Prospectus, except in cases where an exemption from such delivery requirements is available and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement, but only for the purposes of the offering of Securities covered by that Prospectus Supplement.

Certain “marketing materials” (as that term is defined under NI 41-101) may be used in connection with a distribution of Securities under this Prospectus and the applicable Prospectus Supplement(s). Any “template version” of any “marketing materials” (as those terms are defined in NI 41-101) that is provided in connection with a distribution of Securities and filed by the Company with applicable regulatory authorities after the date of the applicable Prospectus Supplement for the offering and before the termination of the distribution of such Securities will be deemed to be incorporated by reference into that Prospectus Supplement.

References to the Company’s website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on such website into this Prospectus, and the Company disclaims any such incorporation by reference.

THE COMPANY

The following description of the Company is, in some instances, derived from selected information about it contained in the documents incorporated by reference into this Prospectus. This description does not contain all of the information about the Company and its business that an investor should consider before investing in any Securities. Investors should carefully read this entire Prospectus and the applicable Prospectus Supplement, including the section titled “Risk Factors” that immediately follows this description of the Company, as well as the documents incorporated by reference into this Prospectus and the applicable Prospectus Supplement, before making an investment decision.

Name and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) on May 28, 2021.

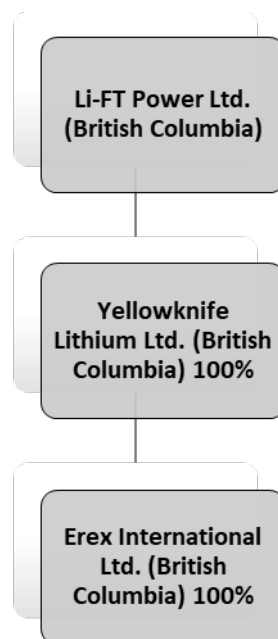
The head office of the Company is located at Suite 1218-1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3, and the registered and records office of the Company is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia V6Z 1S4.

The Company is listed on the Canadian Securities Exchange (“CSE”) under the symbol “LIFT” and the OTCQX under the symbol “LIFFF”, and is a reporting issuer in British Columbia and Ontario. Following the issuance of a final receipt for this Prospectus, the Company will also be a reporting issuer in Alberta, Manitoba, Saskatchewan, Nova Scotia, Newfoundland & Labrador, New Brunswick and Prince Edward Island.

Intercorporate Relationships

The Company currently has two wholly-owned subsidiaries.

The diagram below represents the corporate structure of the Company:



BUSINESS OF THE COMPANY

The Company is a mineral exploration company involved in the identification, acquisition and exploration of mineral properties located in Quebec and Northwest Territories. The Company is exploring for lithium. At present, the Company's mineral properties are not at a commercial development or production stage.

Mineral Properties

The Company holds interests in two mineral properties in the Northwest Territories, being the Yellowknife property and the Cali property and three mineral properties in Quebec, being the Rupert property, the Pontax property and the Moyenne property, each being more particularly described below.

Northwest Territories

The Yellowknife property is comprised of 27 mineral leases within the Yellowknife pegmatite province. The Company, through its wholly owned subsidiary Erex International Ltd. (“**Erex**”), holds a 100% interest in 13 of the mineral leases, subject to an overriding 2% gross overriding royalty (the “**Erex GORR**”) and in the case of 11 of the mineral leases, a 2% net profits royalty (the “**Erex NPI**”). The Company also holds the sole and exclusive right to acquire a 100% interest in the remaining 14 mineral leases, subject to a 1.5% net smelter royalty granted to the optionor, of which 0.5% is purchasable for \$500,000, as well as the Erex GORR (previously referred to in the AIF as the Thompson Lundmark property).

The Cali property is comprised of one mineral lease and four mineral claims within the Little Nahanni pegmatite field, located in the Northwest Territories near the Yukon border. Erex holds a 100% interest in the Cali property, subject to the Erex GORR.

Quebec

The Rupert property comprises 141,861 hectares located in the James Bay Region in Quebec, in which the Company holds a 100% interest over a majority of the claims. The entirety of the Rupert property is subject to a 2% net smelter royalty held by Kenorland Minerals Ltd. (the “**Kenorland NSR**”). 30 of the claims held are also subject to a 3% net smelter royalty held by two private parties. The Company holds the sole and exclusive option to acquire a 100% interest in 78 claims forming part of the Rupert property from two private individuals, subject to a 2% net smelter returns royalty. Additionally, the Company holds the sole and exclusive option to acquire a 100% interest in 348 claims forming part of the Rupert property from two private parties, subject to a 2% net smelter returns royalty (previously referred to in the AIF as the Lac des Montagnes property).

The Pontax property comprises 61,520 hectares located in the James Bay region in Quebec. The Company holds a 100% interest in the majority of the claims, subject to the Kenorland NSR. The Company holds the sole and exclusive option to acquire up to a 70% interest in 287 of the mining claims forming 15,323 hectares of the Pontax property from Harfang Exploration Inc. (“**Harfang**”).

The Moyenne property comprises 25,145 hectares located in the James Bay region in Quebec. The Company holds a 100% interest in the property, subject to the Kenorland NSR.

The Company’s material mineral properties are the Yellowknife property and the Rupert property.

A detailed description of the business of the Company and its material mineral properties is included in the AIF, which is incorporated by reference into this Prospectus.

Additional Information

If, after the date of this Prospectus, the Company is required by Section 4.2 of NI 43-101 to file a technical report to support scientific or technical information that relates to a mineral project on a property that is material to the Company, the Company will file such technical report in accordance with Section 4.2(5)(a)(i) of NI 43-101 as if the words “preliminary short form prospectus” refer to “shelf prospectus supplement”.

RECENT DEVELOPMENTS

Management Changes

On April 17, 2023, the Company appointed Andrew Marshall as Chief Financial Officer. Mr. Marshall is a Chartered Accountant and Chartered Financial Analyst with 20 years of accounting, finance and CFO experience in the mining sector. He was recently the CFO at a Canadian gold development company and is currently the CFO at a European base metals exploration/development company. Prior to this, Mr. Marshall built experience at two TSX/NYSE listed silver operating companies with projects in Mexico and Canada. He has an extensive background in accounting, finance and risk management; corporate reporting in Canada and the US, as well as M&A transactions and strategic support for the growth and development of junior mining companies. Mr. Marshall started his career with PricewaterhouseCoopers ("PwC") in London and moved to the Vancouver mining practice in 2008.

On April 17, 2023, the Company also appointed Kenneth Scott as a director of the Company. Mr. Scott brings over 33 years of public company auditing experience to the Company. He retired as a partner of PwC in Vancouver in 2018, where his engagements as either the engagement leader or quality review partner included mining companies with international operations, such as SSR Mining, LundinGold, B2Gold and Teck Resources. He has also performed multi-location audits, advised on mergers and acquisitions, and advised on public and private financings. Mr. Scott's regulatory experience includes a leadership role on engagements selected by either the firm's internal audit quality review process or by the Canadian Public Accountability Board. Since retiring, Mr. Scott has served as a consultant and performed quality review roles for many of PwC's larger public company engagements. Mr. Scott holds a Canadian Chartered Professional Accountant (CPA) designation.

On May 3, 2023, the Company announced that Dr. April Hayward has been appointed as the Company's Chief Sustainability Officer effective June 1, 2023. Dr. Hayward has over 25 years of diverse experience in the fields of environment and sustainability in the public, private, and academic sectors to the Company. She has a Ph.D. in Ecology from McMaster University (2007) and an MBA with a Finance specialisation from the Haskayne School of Business (2022).

Yellowknife Project

On April 19, 2023, the Company announced it had entered into a memorandum of understanding with the Yellowknives Dene First Nation ("YKDFN") regarding the Yellowknife property pursuant to which the parties acknowledged and confirmed their intention to enter into an exploration agreement and the Company agreed to provide additional capacity support to the YKDFN pending the execution of the exploration agreement. The YKDFN also consented to the Company mobilizing equipment and supplies for its planned summer drill campaign at the Yellowknife property. The exploration agreement was subsequently entered into on June 5, 2023.

On June 2, 2023, the Company commenced its summer drill campaign at the Yellowknife property, which was concluded on November 2, 2023. The program was expected to consist of 45,000 m in drilling, but due to the suspension of activity between August 15, 2023 to September 14, 2023 due to forest fire activities, the program concluded at 34,238 m of drilling. A total of 198 diamond drill holes were completed, of which the Company has received and reported results from 116 of those drill holes to date. The Company currently expects to make up the remaining approximately 10,000 m in drilling it intended to complete in its summer drill campaign in the upcoming winter drill program.

Cali Project

On August 22, 2023, the Company reported the start of exploration activities at the Cali project located in the Little Nahanni Pegmatite Group in western Northwest Territories, Canada.

On November 30, 2023, the Company reported that it obtained a Type A Land Use Permit from the Mackenzie Valley Land and Water Board for the Cali project. The Land Use Permit enable the Company to expand its exploration activities in the Cali area and allows the Company to establish an exploration camp and fuel caches, conduct diamond and reverse circulation drilling, and construct & maintain winter access roads. This permit will grant the Company adaptability to scale up its exploration efforts, adjusting its approach according to the findings and enhanced knowledge of the area. The Land Use Permit has a term of five years, which may be extended for an additional two years.

CONSOLIDATED CAPITALIZATION

The authorized capital of the Company includes an unlimited number of Common Shares without nominal or par value. As at the date hereof, 40,864,177 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, 690,000 Common Shares are reserved for issuance under outstanding stock options granted to directors and officers and 75,000 Common Shares are reserved for issuance pursuant to performance share units granted to a consultant.

The following table sets forth information respecting the consolidated capitalization of the Company as at the dates specified:

Designation of Security	Amount authorized	Amount outstanding as of November 30, 2022	Amount outstanding as of the date of this Prospectus
Common Shares ⁽¹⁾	Unlimited	18,465,063	40,864,177
Options ⁽²⁾	10% of the issued and outstanding	Nil	690,000
Warrants	N/A	Nil	Nil
Performance Share Units	N/A	Nil	75,000
Debt	N/A	\$550,000 ⁽⁴⁾⁽⁵⁾	Nil

(1) As at November 30, 2022, the Company's statement of financial position had an equity deficit of (\$815,801).

(2) The number of stock options the Company may grant is limited by the terms of its stock option plan and the policies of the CSE.

(3) The performance share units were issued under an exploration agreement, bear a 10 year term ending June 6, 2033 and vest on the occurrence of a 'significant sale' of the Yellowknife property.

(4) The Company entered into a loan agreement dated October 31, 2022 with an arm's length party for a \$300,000 unsecured principal amount loan. The loan bears interest at a rate of 3% per annum and has a maturity date of April 30, 2023. The loan was repaid on March 10, 2023.

- (5) During the year ended November 30, 2022, the Company obtained a short term loan from 1361516 B.C. Ltd., a private company that was subsequently acquired by the Company on December 30, 2022, in the amount of \$250,000. The loan was unsecured, non-interest bearing and due on demand.

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the Company's share and loan capitalization that will result from the issuance of Securities pursuant to such Prospectus Supplement.

USE OF PROCEEDS

Use of Proceeds

Unless otherwise specified in a Prospectus Supplement, the net proceeds to the Company from the sale of the Securities will be used (i) for general corporate purposes including project exploration, (ii) for general working capital purposes and (iii) for completing acquisitions, repaying existing or future indebtedness, and other corporate purposes to be set forth in the Prospectus Supplement relating to the offering of the Securities. At present, the Company does not have any proposed acquisitions and does not intend to use the net proceeds from the sale of Securities to complete any specific acquisitions or to repay any existing or future indebtedness.

The amount of net proceeds expected to be received from the sale of Securities, and each of the principal purposes for which the Company will use those net proceeds, will be set forth in the applicable Prospectus Supplement. The Company may invest net proceeds which it does not immediately use. Such investments may include short-term marketable investment grade securities. The Company may, from time to time, issue securities (including Securities) other than pursuant to this Prospectus.

More detailed information regarding the use of proceeds from the sale of Securities, including any determinable milestones at the applicable time, will be described in a Prospectus Supplement and will include reasonable detail of the principal purposes of the proposed use of net proceeds in accordance with the requirements of Section 4.2 of Form 44-101F1 – Short Form Prospectus ("Form 44-101F1"), as well as the business objectives expected to be accomplished using the net proceeds of such offering and each significant event that must occur to accomplish such business objective, including the cost thereof, in accordance with Section 4.7 of Form 44-101F1.

Management of the Company will retain broad discretion in allocating the net proceeds of any offering of Securities by the Company under this Prospectus and the Company's actual use of the net proceeds will vary depending on the availability and suitability of investment opportunities and its operating and capital needs from time to time. All expenses relating to an offering of Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the proceeds from the sale of such Securities, unless otherwise stated in the applicable Prospectus Supplement. See *"Risk Factors – Discretion in the Use of Proceeds."*

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever and will continue to require additional funding in order to fund continued operation. Due to the expected continuation of negative operating cash flow, the Company anticipates the proceeds raised in connection with the sale of the Securities will be used to fund activities that will contribute to negative cash flow in the near term.

Use of Funds Following Filing of Long Form Prospectus dated June 14, 2022

A summary of the actual use of funds from June 2022 to November 30, 2022 against the disclosed anticipated uses is set out in the table below:

Principal Purpose	Estimated Amount Proposed to be Expended	Approximate Actual Amount Expended as at November 30, 2022
Estimated remaining expenses of the listing of the Common Shares on the CSE	\$59,000	\$69,882
Phase 1 exploration program on the Rupert property	\$1,096,000	\$3,009,768
Expenses pursuant to the operator services agreement between the Company and Kenorland Minerals Ltd.	\$100,000	\$100,000
Option payment due August 11, 2022 pursuant to an option agreement	\$25,000	\$25,000
General and Administrative Expenses for the 12 months following listing	\$379,000	\$506,927
Total	\$1,659,000	\$3,711,577
Excess Cash Available Unallocated	<u>\$91,000</u>	<u>\$5,441,777</u>

PLAN OF DISTRIBUTION

The Company may from time to time during the 25-month period that this Prospectus, including any amendments thereto, remains valid, offer for sale and issue up to an aggregate of \$200,000,000 in Securities hereunder.

The Company may sell Securities: (i) to or through underwriters or dealers, (ii) directly to purchasers, (iii) through agents, or (iv) through a combination of any of these methods of sale. The distribution of the Securities of any series may be effected from time to time in one or more transactions.

The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent engaged in connection with the offering and sale of the Securities, as well as the method of distribution and the terms of the offering of such Securities, including the net proceeds to the Company and, to the extent applicable, any fees, discounts, concessions or any other compensation payable to the underwriters, dealers or agents and any other material terms. Only underwriters, dealers or agents so named in the Prospectus Supplement are deemed to be underwriters, dealers, or agents, as the case may be, in connection with the Securities offered thereby.

In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or one of its subsidiaries. The consideration for any such acquisition may consist of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities.

Securities may be sold from time to time in one or more transactions at a fixed price or prices or at prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing prices or at negotiated prices, including sales in transactions that are deemed to be 'at-the-market distributions' (as defined in NI 44-102), including sales made directly on an existing trading market for the Common Shares, such as the CSE, or sales made to or through a market maker other than on an exchange. The price at which the Securities will be offered and sold may vary from purchaser to purchaser and during the period of distribution.

Underwriters, dealers and agents may make sales of Securities in privately negotiated transactions and/or any other method permitted by law, including sales deemed to be an "at-the-market distribution" and subject to limitations imposed by and the terms of any regulatory approvals required and obtained under, applicable Canadian securities laws which includes sales made directly on an existing trading market for the Common Shares, or sales made to or through a market maker other than on an exchange. In connection with any offering of Securities other than an 'at-the-market distribution', the underwriters may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of the Securities at a level other than those which otherwise might prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time. Any purchaser who acquires securities forming part of the underwriters' over-allocation position acquires such securities under the applicable Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allocation option or secondary market purchases. No underwriter or dealer involved in an "at-the-market distribution" under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a bona fide effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to the Company.

Under agreements which may be entered into by the Company and underwriters, dealers and agents who participate in the distribution of the Securities may be entitled to indemnification by the Company against certain liabilities, liabilities, including liabilities under the U.S. Securities Act and applicable Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may engage in transactions with, or perform services for the Company in the ordinary course of business.

Each distribution of Securities will be a new issue of securities for which (other than the Common Shares) there is no established trading market. Unless otherwise specified in a Prospectus Supplement relating to a series of Securities, the Securities (other than Common Shares) will not be listed on any securities exchange. There is no market through which such Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation. Certain broker dealers may make a market in the

Securities, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any broker dealer will make a market in the Securities of any series or as to the liquidity of the trading market, if any, for the Securities of any series.

Unless otherwise specified in the applicable Prospectus Supplement, this Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Securities in the United States. Unless otherwise specified in the applicable Prospectus Supplement, the Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, unless the Securities are registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available. Each underwriter, dealer and agent who participates in the distribution will agree not to sell or offer to sell or to solicit any offer to buy any Securities within the United States or to, or for the account or benefit of, a U.S. person, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws.

DESCRIPTION OF SHARE CAPITAL

Authorized and Issued Share Capital

The authorized capital of the Company consists of an unlimited number of Common Shares without nominal or par value. As at the date of this prospectus there are 40,864,177 Common Shares issued and outstanding as fully paid and non-assessable shares. There are 690,000 Common Shares reserved for issuance under stock options and 75,000 Common Shares reserved for issuance under a performance share unit agreement, and no other convertible securities.

Common Shares

There are no special rights or restrictions of any nature attached to the Common Shares. The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares are entitled to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate ratably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

Provisions as to the modification, amendment or variation of the rights attached to the share capital of the Company are contained in the Company's articles and the *Business Corporations Act* (British Columbia). Generally speaking, substantive changes to the share capital require the approval of the Company's shareholders by ordinary resolution (at least 50% of the votes cast).

The Securities offered pursuant to this Prospectus may include Common Shares issuable upon exercise of any Debt Securities or Warrants or upon conversion of any Debt Securities or Subscription Receipts.

DESCRIPTION OF DEBT SECURITIES

The following description of Debt Securities sets forth certain general terms and provisions of the Debt Securities that may be offered under this Prospectus and in respect of which a Prospectus Supplement

may be filed. The Company will provide particular terms and provisions of a series of Debt Securities and a description of how the general terms and provisions described below may apply to that series in the Prospectus Supplement relating to such series. Prospective investors should rely on information in the applicable Prospectus Supplement if it is different from the following information.

Debt Securities will be issued under one or more indentures (each, a “**Debt Indenture**”), in each case between the Company and an appropriately qualified financial institution authorized to carry on business as a trustee (each, a “**Trustee**”). The description below is a summary of certain anticipated provisions of the applicable Debt Indenture and should be read together with the provisions of such Debt Indenture. Accordingly, reference should also be made to the applicable Debt Indenture, a copy of which will be filed by the Company on SEDAR+ under the Company’s profile.

Debt Securities may be offered separately or in combination with one or more other Securities. The Company may also, from time to time, issue Debt Securities and incur additional indebtedness other than pursuant to Debt Securities issued under this Prospectus.

General

Debt Securities may be issued from time to time in one or more series. The Company may specify a maximum aggregate principal amount for the Debt Securities of any series and, unless otherwise provided in the applicable Prospectus Supplement, a series of Debt Securities may be reopened for issuance of additional Debt Securities of that series. Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The Prospectus Supplement will set forth, as applicable, the following terms relating to the Debt Securities being offered:

- the specific designation and any limit on the aggregate principal amount of the Debt Securities;
- the currency or currency units for which the Debt Securities may be purchased and in which the principal and any premium or interest is payable (in either case, if other than Canadian dollars);
- the offering price (at par, at a discount or at a premium) of the Debt Securities;
- the date(s) on which the Debt Securities will be issued and delivered;
- the authorized denominations;
- whether the Debt Securities will be secured by any of the Company’s assets or guaranteed by any other person;
- the date(s) on which the Debt Securities will mature, including any provision for the extension of a maturity date, or the method of determining such date(s);
- the rate(s) per annum (either fixed or floating) at which the Debt Securities will bear interest (if any) and, if floating, the method of determining such rate(s);
- the date(s) from which any interest obligation will accrue and on which interest will be payable, and the record date(s) for the payment of interest or the method of determining such date(s);

- if applicable, the provisions for subordination of the Debt Securities to other indebtedness of the Company;
- the identity of the Trustee under the applicable Debt Indenture pursuant to which the Debt Securities are to be issued;
- any redemption terms, or terms under which the Debt Securities may be defeased prior to maturity;
- any repayment or sinking fund provisions;
- any events of default applicable to the Debt Securities;
- whether the Debt Securities are to be issued in registered form, “book-entry only” form, bearer form or in the form of temporary or permanent global securities, and the basis of exchange, transfer and ownership thereof;
- whether the Debt Securities may be converted or exchanged for other Securities of the Company or any other entity, and the terms and conditions hereof, including whether conversion or exchange is mandatory, at the option of the holder or at the option of the Company, as well as any provisions pursuant to which the number of Common Shares or other securities to be received the holders of such Debt Securities would be subject to adjustment;
- if applicable, the ability of the Company to satisfy all or a portion of any redemption of the Debt Securities, payment of any premium or interest thereon, or repayment of the principal owing upon the maturity through the issuance of Securities of the Company or of any other entity, and any restrictions on the persons to whom such Securities may be issued;
- provisions applicable to amendment of the Debt Indenture;
- the material income tax consequences of owning such Debt Securities; and
- certain other material terms, conditions or other provisions (including covenants) applicable to the Debt Securities.

To the extent any Debt Securities are convertible into Common Shares or other securities of the Company, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

If any Debt Securities being offered will be guaranteed by one or more subsidiaries of the Company, (a) the Prospectus Supplement relating to such offering will include the credit supporter disclosure about the guarantors required by section 12.1 of Form 44-101F1 or, if applicable, will disclose that the Company is relying on an exemption in item 13 of Form 44-101F1 from providing such credit supporter disclosure, (b) the Company will file with the Prospectus Supplement relating to such offering any undertaking in respect of credit supporter disclosure required by paragraph 4.2(a)(ix) of NI 44-101, which undertaking may be to provide disclosure in respect of the Company and its subsidiaries similar to the disclosure required under section 12.1 of Form 44-101F1, and (c) the related credit supporter will sign a certificate to the Prospectus Supplement as required by section 5.12 of NI 41-101.

DESCRIPTION OF WARRANTS

The Company may issue Warrants independently or together with other Securities, and Warrants sold with other Securities may be attached to or separate from the other Securities. Each series of Warrants will be issued under and governed by the terms of one or more warrant agreements or indentures that the Company will enter into with one or more banks or trust companies acting as warrant agent or trustee that will be named in the applicable Prospectus Supplement, or may be issued as stand-alone certificates. The applicable Prospectus Supplement will include details of the Warrant agreements, if any, governing the Warrants being offered.

Selected provisions of the Warrants and the warrant agreements or indentures are summarized below. This summary is not complete. The statements made in this Prospectus relating to any warrant agreement or indenture and Warrants to be issued thereunder are summaries of certain anticipated provisions thereof and should be read together with the provisions of the applicable warrant agreement or indenture, if any, a copy of which will be filed by the Company on SEDAR+ under the Company's profile.

A description of the material terms of any Warrants that the Company offers, and the extent to which the general terms and provisions described in this section apply to those Warrants, will be set out in the applicable Prospectus Supplement. The Prospectus Supplement will describe some or all of the following terms relating to the Warrants being offered:

- the designation of the Warrants;
- the aggregate number of Warrants offered and the offering price, if any;
- the designation, number and terms of the Common Shares or other Securities purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- the exercise price of the Warrants;
- the dates or periods on, after or during which the Warrants are exercisable, including any "early termination" or "acceleration" provisions;
- the designation and terms of any Securities with which the Warrants are issued and the number of Warrants that will be issued with each such Security;
- if the Warrants are issued as a Unit with another Security, the date on and after which the Warrants and the other Security will be separately transferable;
- the currency or currency unit in which the offering price, if any, and exercise price are denominated;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- whether such Warrants will be listed on any securities exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;

- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- whether the Warrants are to be issued in registered form, “book entry only” form, bearer form or in the form of temporary or permanent global securities, and the basis of exchange, transfer and ownership thereof;
- certain material income tax consequences of owning such Warrants; and
- any other terms of the Warrants.

Warrant certificates will be exchangeable for new warrant certificates of different denominations at the office indicated in the Prospectus Supplement. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the securities subject to the Warrants.

Modifications

The Company may amend the warrant agreements or indentures and the Warrants, without the consent of the holders of the Warrants, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of holders of the outstanding Warrants. Other amendment provisions shall be as indicated in the Prospectus Supplement.

Enforceability

The warrant agent or trustee, as applicable, if any, will act solely as the Company’s agent. The warrant agent or trustee, as applicable, will not have any duty or responsibility if the Company defaults under the warrant agreements or indentures or the warrant certificates. A Warrant holder may, without the consent of the warrant agent or trustee, as applicable, enforce by appropriate legal action on its own behalf the holder’s right to exercise the holder’s Warrants

DESCRIPTION OF SUBSCRIPTION RECEIPTS

The Company may issue Subscription Receipts, independently or together with other Securities, and Subscription Receipts sold with other Securities may be attached to or separate from the other Securities. Subscription Receipts will be issued under one or more subscription receipt agreements that the Company will enter into with one or more escrow agents. If underwriters or agents are involved in the sale of Subscription Receipts, one or more of such underwriters or agents may also be parties to the subscription receipt agreement governing those Subscription Receipts. The relevant subscription receipt agreement will establish the terms of the Subscription Receipts and a copy of such subscription agreement will be available on SEDAR+ under the Company’s profile.

A Subscription Receipt is a security of the Company that will entitle the holder to receive upon satisfaction of one or more release conditions, and for no additional consideration, a specified number of Securities. A description of the material terms of any Subscription Receipts that the Company offers, and the extent to which the general terms and provisions described in this section apply to those Subscription Receipts, will be set out in the applicable Prospectus Supplement. The Prospectus Supplement will describe some or all of the following terms relating to the Subscription Receipts being offered:

- the designation of the Subscription Receipts;
- the aggregate number of Subscription Receipts offered and the offering price;
- the currency or currency unit in which the Subscription Receipts will be offered;
- the terms, conditions and procedures for which the holders of Subscription Receipts will become entitled to receive other Securities;
- the dates or periods during which the Subscription Receipts are convertible into other Securities;
- the number of Securities that may be obtained upon the conversion of each Subscription Receipt, the anti-dilution provisions that will result in the adjustment of that number and the period or periods during which any conversion must occur;
- the designation, number and terms of any other Securities with which the Subscription Receipts will be offered and the number of Subscription Receipts that will be offered with each Security;
- the gross proceeds from the sale of such Subscription Receipts, including (if applicable) the terms applicable to the escrow agent holding in escrow all or a portion of the gross proceeds from the sale of such Subscription Receipts, plus any interest earned thereon, pending satisfaction of the release conditions;
- certain material income tax consequences of owning such Subscription Receipts;
- whether the Subscription Receipts are to be issued in registered form, “book entry only” form, bearer form or in the form of temporary or permanent global securities, and the basis of exchange, transfer and ownership thereof;
- procedures for the refund by the escrow agent to holders of Subscription Receipts of all or a portion of the subscription price for their Subscription Receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the release conditions are not satisfied;
- any entitlement of the Company to purchase the Subscription Receipts in the open market by private agreement or otherwise;
- provisions as to modification, amendment or variation of the subscription receipt agreement or any rights or terms attaching to the Subscription Receipts;
- any terms, procedures and limitations relating to the transferability, exchange or conversion of the Subscription Receipts; and
- any other material terms and conditions of the Subscription Receipts.

DESCRIPTION OF UNITS

The Company may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a

holder of each included Security. The unit agreement under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

A description of the material terms of the Units that the Company offers, and the extent to which the general terms and provisions described in this section apply to those Units, will be set out in the applicable Prospectus Supplement. The Prospectus Supplement will describe some or all of the following terms relating to the Units being offered:

- the aggregate number of Units being offered and the price at which the Units will be offered;
- the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- any provisions, procedures and limitations for the issuance, payment, settlement, transfer or exchange or exercise of the Units or of the Securities comprising the Units; and
- terms applicable to the gross or net proceeds from the sale of the Units plus any interest earned thereon;
- the date on and after which the Securities comprising the Units will be separately transferable;
- whether the Securities comprising the Units will be listed on any securities exchange;
- whether such Units or the Securities comprising the Units are to be issued in registered form, “book-entry only” form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer, and ownership thereof;
- certain material Canadian tax consequences of owning the Units; and
- any other material terms and conditions of the Units..

OTHER MATTERS RELATING TO THE SECURITIES

General

The foregoing descriptions of the terms of the Debt Securities, Warrants, Subscription Receipts and Units set forth certain general terms and provisions of such Securities. The particular terms and provisions of the Debt Securities, Warrants, Subscription Receipts and Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described herein may apply to them, will be described in the Prospectus Supplement filed in respect of such Securities.

The Company reserves the right to include in a Prospectus Supplement specific terms pertaining to Debt Securities, Warrants, Subscription Receipts and Units that are not within the descriptions set forth in this Prospectus, provided that such Securities will not be specified derivatives or asset-backed securities. To the extent that any terms or provisions or other information pertaining to Debt Securities, Warrants, Subscription Receipts and Units described in a Prospectus Supplement differ from any of the terms or provisions or other information described in this Prospectus, the description set forth in this Prospectus shall be deemed to have been superseded by the description set forth in the Prospectus Supplement

with respect to those Securities. Prospective investors should rely on information in the applicable Prospectus Supplement and read this Prospectus together with the applicable Debt Indenture or other indenture or agreement.

Securities offered under this Prospectus may be issued in certificated form or in book-entry only form.

Certificated Form

Securities issued in certificated form will be registered in the name of the purchaser or its nominee on the registers maintained by the Company's transfer agent and registrar or the applicable Trustee.

Book-Entry Only Form

Securities issued in "book-entry only" form must be purchased, transferred or redeemed through participants ("participants") in a depository service of a depository identified in the Prospectus Supplement for the particular offering of Securities. Each of the underwriters, dealers or agents, as the case may be, named in the Prospectus Supplement will be a participant of the depository. On the closing of a book-entry only offering, the Company will cause a global certificate or certificates representing the aggregate number of Securities subscribed for under such offering to be delivered to, and registered in the name of, the depository or its nominee. Except as described below, no purchaser of Securities issued in book-entry only form will be entitled to a certificate or other instrument from the Company or the depository evidencing that purchaser's ownership thereof, and no purchaser will be shown on the records maintained by the depository except through a book-entry account of a participant acting on behalf of such purchaser. Each purchaser of such Securities will receive a customer confirmation of purchase from the registered dealer from which the Securities are purchased in accordance with the practices and procedures of such registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. The depository will be responsible for establishing and maintaining book-entry accounts for its participants having interests in the book-entry only Securities. Reference in this Prospectus to a holder of book-entry only Securities means, unless the context otherwise requires, the owner of the beneficial interest in the Securities.

If the Company determines, or the depository notifies the Company in writing, that the depository is no longer willing or able to discharge properly its responsibilities as depository with respect to the book-entry only Securities and the Company is unable to locate a qualified successor, or if the Company at its option elects, or is required by law, to terminate the book-entry system, then such Securities will be issued in certificated form to holders or their nominees.

INCOME TAX CONSIDERATIONS

Owning any of the Securities may subject holders to tax consequences. The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an investor who is a non-resident of Canada or to an investor who is a resident of Canada of acquiring, owning and disposing of any of the Securities offered thereunder. Investors should read the tax discussion in any Prospectus Supplement with respect to a particular offering and consult their own tax advisors with respect to their own particular circumstance.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided as required by applicable securities laws in the applicable Prospectus Supplement(s) with respect to the issuance of Debt Securities having a maturity in excess of one year pursuant to this Prospectus.

PRIOR SALES

Information in respect of prior sales of Common Shares and other Securities distributed under this Prospectus and for securities that are convertible into or exchangeable for Common Shares or such other Securities within the previous 12-month period will be provided, as required, in a Prospectus Supplement with respect to the issuance of Common Shares and/or other Securities pursuant to such Prospectus Supplement.

MARKET FOR SHARES

The Common Shares of the Company are listed for trading on the TSX Venture Exchange under the symbol "LIFT". Trading prices and volumes of the Common Shares for the previous 12-month period will be provided in each Prospectus Supplement.

SIGNIFICANT ACQUISITIONS

The Company has not completed any significant acquisitions, as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations since incorporation other than the acquisition of 1361516 B.C. Ltd. ("**Numco**") as described above at "*Recent Developments*". The Company acquired Numco pursuant to an amalgamation agreement dated November 22, 2022 between the Company, Numco and 1386798 B.C. Ltd. ("**Subco**"), an entity incorporated as a subsidiary of the Company for the purposes of completing the acquisition of Numco (the "**Transaction**"). The Transaction was completed by way of a three-corner amalgamation under the *Business Corporations Act* (British Columbia), whereby, among other things:

- (a) Subco was amalgamated with and into Numco, to form Yellowknife Lithium Ltd, which became a wholly owned subsidiary of the Company; and
- (b) Each issued and outstanding shares of Numco was exchanged for 0.60 of a Common Share of the Company, with the Transaction resulting in the issuance of an aggregate of 18,000,000 Common Shares.

A business acquisition report for the Transaction was filed on March 14, 2023 on SEDAR+ under the Company's profile and is incorporated by reference herein.

RISK FACTORS

An investment in the Securities involves a high degree of risk and must be considered highly speculative due to the nature of the Company's business and is only suitable for investors who are willing and can afford to risk a loss of their entire investment. Prospective investors should give carefully consideration, in light of their own financial circumstances, to all of the information contained and incorporated or deemed to be incorporated by reference in this Prospectus before purchasing Securities offered under this Prospectus and any applicable Prospectus Supplement, and in

particular should give special consideration to the risk factors below and in the section entitled ***“Forward-Looking Information”*** above and included in the Company’s then current annual information form and those described in a document incorporated by reference in this Prospectus (including subsequently filed documents incorporated by reference), and consult their own experts where necessary.

In addition to the below, discussions of certain risks affecting the Company in connection with its business are provided in the Company’s disclosure documents filed with the various securities regulatory authorities which are incorporated by reference in this Prospectus. Additional risks not presently known to the Company or that it currently considers immaterial may also materially and adversely affect the Company. If any of the events identified in these risks and uncertainties were to actually occur, the Company’s business, financial condition or results of operations could be materially harmed.

Market for Securities

Other than for Common Shares, there is no market through which the Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus and any Prospectus Supplement. There can be no assurance that an active trading market will develop for Debt Securities, Warrants, Subscription Receipts or Units after an offering or, if developed, that such market will be sustained. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation.

The public offering prices of the Securities may be determined by negotiation between Skeena and underwriters, dealers, agents or other purchasers based on several factors and may bear no relationship to the prices at which the Securities will trade in the public market subsequent to such offering, if any public market develops. See *“Plan of Distribution.”*

Volatility of Stock Markets

Securities markets experience a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries.

These fluctuations may affect the ability of holders of the Securities to sell their securities at an advantageous price. The market price of such securities may decline even if the Company’s operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company’s operations could be adversely impacted and the trading price of the Shares may be materially adversely affected.

If an active market for such securities does not continue, the liquidity of an investor's investment may be limited and the price of such securities may decline below the price at which the Securities are issued. If such a market does not develop, investors may lose their entire investment in the Securities.

As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

Global Economy Risk

The volatility of global capital markets, including the general economic slowdown in the mining sector, over the past several years has generally made raising capital by equity or debt financing more difficult. The Company may be dependent upon capital markets to raise additional financing in the future. As such, the Company is subject to liquidity risks in meeting its operating expenditure requirements and future development cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If these levels of volatility persist or if there is a further economic slowdown, the Company's operations, the Company's ability to raise capital and the trading price of the Company's securities could be adversely impacted.

Inflation

The Company's operating costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs, commodity prices and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs may impact, among other things, future development decisions, which could have a material adverse impact on the Company's financial performance..

Discretion in the Use of Proceeds

The Company currently intends to use the net proceeds from the sale of the Securities as described under "*Use of Proceeds*." However, the Company retains broad discretion over the actual use of the net proceeds from the sale of the Securities and may elect to allocate net proceeds differently from that described under "*Use of Proceeds*" if determined to be in the Company's best interests to do so. Investors may not agree with how the Company allocates or spends the proceeds from the sale of the Securities. The Company may pursue acquisitions, collaborations or other opportunities that do not result in an increase in the market value of the Company's securities, including the market value of the Securities, and that may increase the Company's losses.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's constating documents permit the issuance of an unlimited number of Common Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under its stock option plan and upon the exercise of outstanding convertible securities. Further, the Company's shareholders may sell substantial amounts of securities of the Company following an offering of Securities.

The Company cannot predict the size of future sales or issuances of equity securities or convertible debt securities or the effect, if any, that future sales and issuances of equity securities or convertible debt securities may have on the market price of the Common Shares. However, sales or issuances of a substantial number of equity securities or convertible debt securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved. See *“Risk Factors – Negative Cash Flow from Operations.”*

Negative Cash Flow from Operations

The Company is an exploration company and has not generated positive cash flow from operations. The Company is devoting significant resources to the development and expansion of its business, however there can be no assurance that it will generate positive cash flow from operations in the future. The Company currently has negative cash flow from operating activities and expects to continue to incur negative operating cash flow and losses until such time as it achieves commercial production.

Dividends

The Company does not anticipate paying any dividends on the Common Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant. As a result, investors may not receive any return on an investment in the Securities unless they sell their securities of the Company for a price greater than that which such investors paid for them.

Forward-Looking Information may Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that

predictions, forecasts or projections will prove to be materially inaccurate. See “*Forward-Looking Information.*”

LEGAL PROCEEDINGS

There are no legal proceedings that the Company is or was a party to, or that any of its property is or as a subject of, that were or are material to the Company, nor are any such legal proceedings known to the Company to be contemplated which could be deemed material to the Company.

To the knowledge of management of the Company, there have not been any penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision, and the Company has not entered into any settlement agreement before a court relating to securities legislation or with a securities regulatory authority.

INTEREST OF EXPERTS

Legal Matters

Unless otherwise specified in the Prospectus Supplement relating to the Securities, certain legal matters in connection with the offering of Securities will be passed upon on behalf of the Company by S. Paul Simpson Law Corporation with respect to matters of Canadian law. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering by such underwriters, dealers or agents, as the case may be, with respect to matters of Canadian, and if applicable, foreign law. The owners and associates of S. Paul Simpson Law Corporation as a group beneficially own, directly or indirectly, less than one percent of the outstanding Securities of the Company.

Experts

Each of the (i) technical report titled “NI 43-101 Technical Report for the Rupert Lithium Project”, dated effective as of April 28, 2022 (“**Rupert Report**”) in respect of the Rupert property and (ii) the amended and restated technical report titled “NI 43-101 Technical Report for the Yellowknife Lithium Project” dated September 18, 2023 effective as at September 16, 2023 (“**Yellowknife Report**” and together with the Rupert Report, the “**Technical Reports**”) have been filed with the Canadian securities regulatory authorities and is available electronically on the Company’s SEDAR+ profile at www.sedarplus.ca.

Reference should be made to the full text of the Technical Reports and for a complete description of the assumptions, qualifications, references, reliances, and procedures associated with the information therein.

Information of a scientific or technical nature in the Rupert Report was prepared by Don Cummings, P. Geo. OGQ, who is a “qualified person” under NI 43-101. As at the date hereof, Mr. Cummings, beneficially owns, directly or indirectly, no Common Shares of the Company. Mr. Cummings is currently a consultant to the Company in a limited capacity, but is not currently expected to be elected, appointed or employed as a director of the Company or of an associate or affiliate of the Company.

Information of a scientific or technical nature in the Yellowknife Report was prepared by Thomas Hawkins, PhD, P. Geo, who is a “qualified person” under NI 43-101. As at the date hereof, Mr. Hawkins, beneficially owns, directly or indirectly, no Common Shares of the Company. Mr. Hawkins’ sole engagement with the Company was to prepare the Yellowknife Report. He is also not currently expected to be elected, appointed or employed as a director of the Company or of an associate or affiliate of the Company.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Company BDO Canada LLP, Chartered Professional Accountants, Unit 1100 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3. The Company’s former auditor, for the financial year ended November 30, 2022 and for the period from incorporation on May 28, 2021 to November 30, 2021 was SHIM & Associates LLP, Chartered Professional Accountants, Suite 900-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4. The registrar and transfer agent of the Shares of the Company is Odyssey Trust Company at its principal office 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

BDO Canada LLP, the Company’s current auditors, report that they are independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

SHIM & Associates LLP, the Company’s former auditors, report that they are independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

PROMOTERS

Other than the directors and officers of the Company, management is not aware of any person or company who could be characterized as a promoter of the Company or a subsidiary of the Company within the two most recently completed financial years or during the current financial year.

Ms. Julie Hajduk is considered to be a former Promoter within the meaning of the Securities Act (British Columbia) in relation to Ms. Hajduk’s role in substantially founding and organizing the Company.

Within the two most recently completed financial years or during the current financial year, no promoters have received any value from the Company other than executive compensation or the acquisition of securities pursuant to private placements or, nor has the Company acquired any assets from a promoter, other than as described below.

The Company has not acquired any assets from or entered into contractual relations with Ms. Hajduk, except in relation to subscription agreements on the same terms as other investors. Ms. Hajduk holds, directly and indirectly, 315,000 Common Shares as of the date of this Prospectus representing less than 1% of the outstanding Common Shares as at the date of the Prospectus.

ENFORCEMENT OF JUDGEMENTS AGAINST FOREIGN PERSONS

Each of Leonard Francis MacDonald, CEO and a director of the Company and Iain Scarr, a director of the Company are resident outside of Canada. Mr. MacDonald and Mr. Scarr have appointed S. Paul Simpson Law Corporation at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 as their agent

for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if that party has appointed an agent for service of process.

EXEMPTIONS UNDER SECURITIES LAWS

Pursuant to a decision of the Autorité des marchés financiers dated December 18, 2023, the Company was granted a permanent exemption from the requirement to translate into French this Prospectus as well as the documents incorporated by reference herein and any Prospectus Supplement to be filed in relation to an “at-the-market distribution”. This exemption is granted on the condition that this Prospectus and any Prospectus Supplement (other than in relation to an “at-the-market distribution”) be translated into French if the Company offers Securities to Québec purchasers in connection with an offering other than in relation to an “at-the-market distribution”.

PURCHASER’S STATUTORY RIGHTS

Subject to such further disclosure as may be provided in the applicable Prospectus Supplement, the following is a description of a purchaser’s statutory rights in respect of a purchase of Securities under this Prospectus. Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment (irrespective, in the case of an offering on non-fixed price basis, of the determination at a later date of the purchase price of the Securities distributed). In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

CONTRACTUAL RIGHTS OF RESCISSION

Original purchasers of Securities which are convertible, exchangeable, or exercisable for other securities of the Company, including Warrants and Subscription Receipts if offered separately, will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such Securities.

The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying Securities, in addition to the amount paid on initial purchase, the amount paid on conversion in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

In an offering of Securities which are convertible, exchangeable or exercisable into other securities of the Company, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Securities which are convertible, exchangeable or exercisable into other securities of the Company are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal advisor.

SCHEDULE "A"

SUMMARY SECTION FROM THE AMENDED REPORT

This Schedule "A" contains a summary of the Amended Report which supersedes the information contained under the heading "*Item 5 - Mineral Properties – Yellowknife Property*" in the AIF. The summary in this Schedule "A" does not purport to be a complete summary of the Yellowknife property and is subject to all of the assumptions, qualifications and procedures set out in the Amended Report and is qualified in its entirety with reference to the full text of the Amended Report, which is incorporated by reference herein. Readers should read the summary in this Schedule "A" in conjunction with the Amended Report which is available electronically under the profile of the Company at www.sedarplus.ca. Capitalized terms used herein and not otherwise defined shall carry the meanings of such terms in the Prospectus.

Summary

This report provides an independent review of the Yellowknife Lithium Property for Li-FT Power Ltd., a company focused on the exploration and development of lithium deposits in Canada.

This report was prepared by Thomas Hawkins P.Geo, PhD an independent qualified person (QP) as defined by Canadian Securities Administrators National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101) and as described in Section 28 (Date and Signature Page) of this report.

Property Ownership

The online registry currently shows that the leases are 100% owned and registered in the name of Exex International Ltd. (Exex). Exex is a wholly owned subsidiary of Li-FT Power Ltd. (The Company). The Property is subject to a 2% net profits royalty and a 2% gross overriding royalty (the "GORR").

Property Description

The property is formed of 13 separate mineral leases centred around longitude 113W and latitude 62N (WGS 84), that cover a series of pegmatitic intrusive rocks that are enriched in the lithium-bearing mineral spodumene. The leases named Ki, VO, Lens, Thor, Hid, Hi-1, Hi-2, Bet, Bin, Nite, Big, Fe, Mut together cover a total area of 1497.7 hectares all located between 18 and 120km of the city of Yellowknife in the Northwest Territories. The leases are registered in the name of Exex International Ltd., which is a wholly owned subsidiary of Li-FT Power Ltd.

Access on the property varies from lease to lease, the Nite, Fi, Ki, BIG, and Hi leases are accessible by short access trails from Highway 4, all other leases are helicopter or fixed wing float plane access only. Fixed wing float planes can land on nearby lakes in summer, and on skis in the winter. The nearest high-voltage electrical power line and barge service is located in Yellowknife, the nearest access to the rail network is located in the town of Hay River.

The Property is located in a terrain that is dominated by low rolling hills. Elevation ranges from 200 metres above sea level around the NITE lease rising gradually to 310 metres above sea level on the VO and THOR leases. The property area is within the Taiga Shield Ecozone High Boreal which consists of discontinuous permafrost, hummocky to rolling bedrock or boulder till, with cover of peatlands, young

jack pine stands on recently burned outwash; elsewhere, closed black spruce stands with lichen and shrub understories are dominant; paper birch and dwarf birch occupy regeneration zones on recent burns.

Status of Exploration

The various spodumene-rich pegmatites of the Yellowknife Pegmatite Province were originally discovered in the 1930s and mapped in the 1950s by geologists of the Geological Survey of Canada, as well as early lithium explorers. Active exploration at this time was sporadic and mainly for columbite and tantalite. Exploration in the 1960s and 1970s by the mineral exploration company Canadian Superior Exploration Canada Ltd (“CSEL”) demonstrated that a series of pegmatites within the Yellowknife Pegmatite province contained significant spodumene as a rock forming constituent of the pegmatites, locally ranging from 15% to more than 30% of the rock by volume. Other less common lithium minerals include amblygonite. The most promising spodumene enriched pegmatites were staked for Canadian Superior Exploration Canada Ltd and were later acquired by EREX.

Historical work completed on the various properties includes substantial trench sampling of the pegmatites, limited diamond drilling, and bulk sampling for metallurgical and mineral processing studies.

A historical study completed on metallurgical and mineral processing on a 1 tonne bulk sample indicated that a spodumene concentrate could be produced by gravity separation by tabling, followed by flotation. A lithium carbonate product with no deleterious impurities could be produced from the spodumene concentrate through a conventional roast and acid leach treatment. By-products of feldspar, mica, and sodium sulphate were also possible (Page, 1987).

A 2022 LiDAR survey, structural mapping, and mineralogical mapping by Li-FT Power Ltd. has confirmed the presence and extent spodumene on 7 of the 13 leases(Nite, Big, Hi1, Hi2, Fi, Ki and VO) that was reported the in the pegmatitic dykes from historical exploration programs. The author recommends that further work be completed in order to confirm historical reports of spodumene content and the dimensions of spodumene-bearing dykes.

Geology and Mineralization

‘Yellowknife Pegmatite Province’ is defined as an area located in the Slave Craton that contains a series of pegmatitic dykes that were estimated to have intruded the metasedimentary rocks of the Burwash Formation around 2593 ± 6 Ma (Palmer, 2018). The historical exploration work conducted in the area has shown that spodumene forms a significant rock forming constituent of many of the pegmatitic intrusions, locally ranging from 15% to more than 30% of the rock by volume. Other less common lithium minerals include amblygonite.

A regional scale mineralogical zoning has been noted across the Yellowknife Pegmatite province: pegmatites clustering in the northwest, are mineralogically simple and unzoned, consisting of quartz, feldspar, spodumene and mica. The pegmatites found in the southeast of the province are more likely to be LCT type (Lithium, Cesium, Tantalum enriched) and to contain beryllium, cesium, lithium, niobium and tantalum-bearing minerals, (Verley, 2018).

Conclusions and Recommendations

Based on the evaluation of available data, the author recommends a multi-phase exploration program for Yellowknife Lithium property:

Stage 1.

A summer program to include archeological studies, baseline environmental work, and saw-cut channel sampling of pegmatite surface exposures, as well as regional prospecting and geochemical surveys designed to locate buried targets. In addition, diamond drilling utilizing at least two rigs fitted for HQ coring to test the NITE, BIG, Fi, Ki, and Hi pegmatites, requiring approximately 12,000 m of drilling in 57 drill holes. Estimated to cost \$8,186,870.

Stage 2.

Contingent upon positive results from the First Stage, a follow-up winter program consisting of a drilling program designed to in-fill areas on the dykes that warrant additional testing. The object of this program should be to achieve sufficient data to estimate inferred lithium resources for the dykes that have been drill-tested. Cost estimate for this program to be determined once results are known from the summer program.

CERTIFICATE OF THE COMPANY

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of the province of Québec and in the Northwest Territories and in the Territories of Nunavut and Yukon; and this amended and restated short form prospectus together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada, except Québec.

December 22, 2023
Vancouver, British Columbia

LI-FT POWER LTD.

(Signed) "Leonard Francis MacDonald"
Chief Executive Officer
Li-FT Power Ltd.

(Signed) "Andrew Marshall"
Chief Financial Officer
Li-FT Power Ltd.

On behalf of the Board of Directors

(Signed) "Alexander Langer"
Director
Li-FT Power Ltd.

(Signed) "Julie Hajduk"
Director
Li-FT Power Ltd.

CERTIFICATE OF THE PROMOTER

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of the province of Québec and in the Northwest Territories and in the Territories of Nunavut and Yukon; and this amended and restated short form prospectus together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada, except Québec.

December 22, 2023
Vancouver, British Columbia

(Signed) "Julie Hajduk"
Julie Hajduk