



Grid Battery Metals Inc.

Management's Discussion and Analysis

For the three months ended 30 September 2024 and 2023

NOTICE OF NO AUDITOR REVIEW OF CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited consolidated interim financial statements of Grid Battery Metals Inc. (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

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

Introduction

The following discussion of performance and financial condition should be read in conjunction with the audited consolidated financial statements of Grid Battery Metals Inc. (the “Company” or “CELL”) for the period ended 30 September 2024. The Company’s consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The Company’s reporting currency is the Canadian dollars unless otherwise stated. This Management’s Discussion and Analysis (“MD&A”) is dated 12 November 2024.

Description of Business

The Company was incorporated under the laws of the province of British Columbia on 2 June 2011.

The Company is a reporting issuer in British Columbia and Alberta and the Company’s shares are listed on the TSX Venture Exchange (“TSXV”) under the trading symbol “CELL” and co-listed on the OTCQB (United States) under the symbol “EVKRF”.

On 3 March 2016, the Company incorporated a wholly owned subsidiary in Nevada, US, Nevada Energy Metals, USA Inc.

On 14 July 2023, the Company formed AC/DC Battery Metals Inc. and subscribed to 100% of its shares.

On 27 September 2023, the Company completed a spin-out of its Nickel Project (Notes 6 and 17) into AC/DC and in exchange, shares of AC/DC were distributed to the Company and subsequently to the Company’s shareholders on a basis proportionate to their shareholdings of the Company. Upon completion of the spin-out, AC/DC ceased to be a subsidiary of the Company and became wholly owned by the shareholders of the Company.

The head office and principal address is located at 3028 Quadra Court, Coquitlam, British Columbia, V3B 5X6.

The Company’s business consists of the acquisition, exploration and development of clay and brine-based lithium and hard rock nickel exploration targets and mineral resource properties in British Columbia Canada and Nevada, USA.

Project Overview

Nevada, USA

CLAYTON VALLEY LITHIUM PROJECT

The Clayton Valley Lithium Project southern boundary lies 250 meters from Albemarle Corporation’s Silver Peak lithium mine and brine processing operations. The mine has been in operation since 1967 and remains the only brine-based lithium producer in North America. Clayton Valley is also the location of Pure Energy Minerals’ NI-43-101 inferred resource of 217,700 metric tonnes of Lithium Carbonate Equivalent (LCE) announced in July 2015. Clayton Valley is centrally located between and connected to Las Vegas and Reno by highway. Power and water necessary for exploration and development are accessible in nearby Silver Peak, and both Las Vegas and Reno provide ample labor markets. In addition,

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

the Clayton Valley BFF-1 Lithium Project is located approximately 3.5 hours away from Tesla's Gigafactory east of Reno.

Clayton Valley is one of the few locations globally known to contain commercial-grade lithium-enriched brine. The Valley is an internally drained closed-basin surrounded by mountains, hills and ridges on all sides. It contains an underground unconsolidated water bearing system (or aquifer system) which is host to lithium-enriched brines and is contained by the surrounding rock.

The claims cover an area of playa, including the Goat Island graben (inferred from gravity inversion; Quantec, 2008; Petrick, 2008), that encompasses a portion of a deep-circulation geothermal system beneath basin-fill sediments locally blanketed with travertine in north-western Clayton Valley. The Goat Island graben segments Clayton Valley into a northerly-trending, 1-2 km-wide sub-basin with a distinct escarpment on each side. Geological modeling and assessment of historical drilling results by J.B. Hulen, PG, (31 July 2008 report) concluded that both shallow thermal-gradient and lithium-exploration drilling demonstrates that the northern portion of Clayton Valley contains the valley's highest subsurface temperatures and that these temperatures may be localized in the Goat Island graben and its structural projections to the northeast and south.

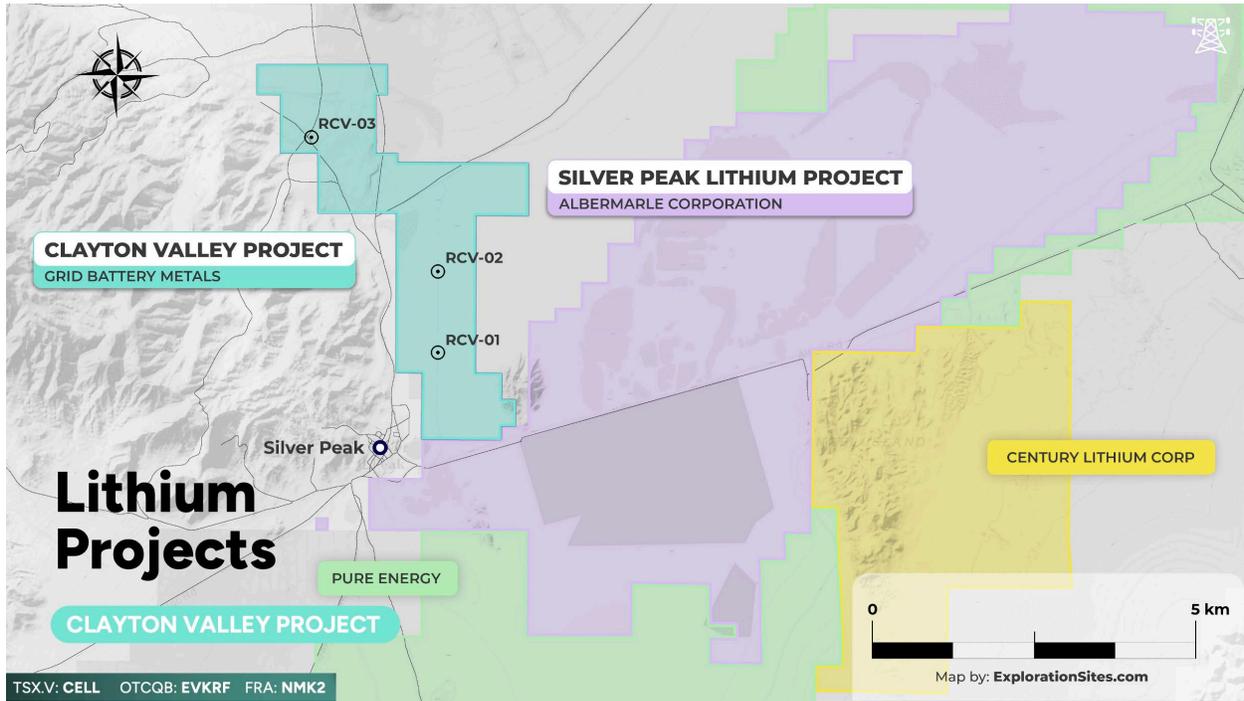
Significantly, within the graben and within the boundary of the claim block, a drill hole by Western Geothermal Partners 2007 logged as WGP#2 reported as follows: 'From 280 – to 305 ft., fine grained green sand and silt logged as volcanic ash was encountered. This unit may be correlative to the Main Ash Aquifer, which is a marker bed in other areas of the Clayton Valley Basin.' J.B. Hulen, PG, (31 July 2008.)

The property was acquired for cost of staking with no overriding royalties.

On 26 January 2021, the Company has expanded its Clayton Valley, Esmeralda County, Nevada, lithium property holdings by the staking of additional lithium exploration claims that add to its overall lithium exploration land package which is directly adjoining a western portion of neighboring lithium producer Albemarle's lithium evaporation ponds. The new ground adjoins the previous property position to the north and west and significantly expands the company's land position in the area. The new claim block consists of 41 lode claims covering about 847 acres (343 hectares) bringing the Clayton Valley land package to 2,300 acres (930 Ha).

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024



Project area and 2021 drill hole locations

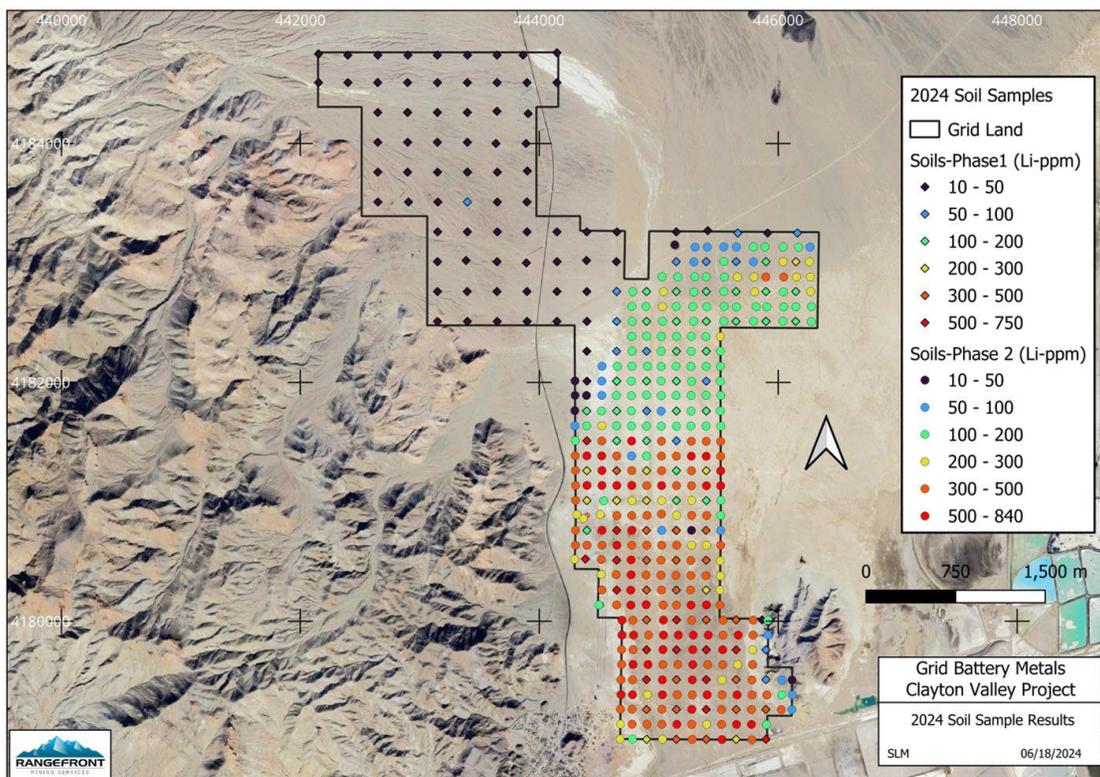
GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024

Results from its second phase of exploration and its plans for the third phase of its spring/summer exploration program at its Clayton Valley Lithium Property near Silver Peak, Nevada, which includes a four-hole drill program for September 2024.

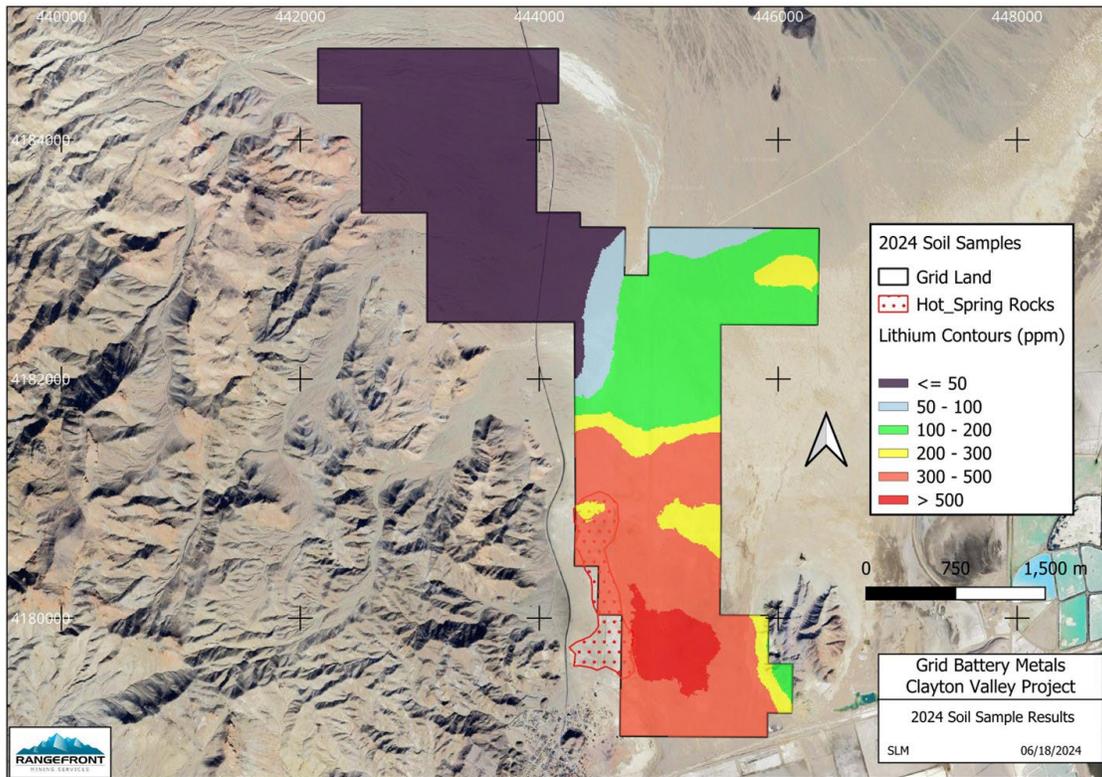
At the Clayton Valley Lithium Project, the infill soil sampling exploration work performed by Rangefront Geological Geologist / Company Qualified Person Steven McMillin P.G., has now been completed and results have come back from the assay lab.

Infill Soil Samples Results (Clayton Valley Lithium Project)



GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024

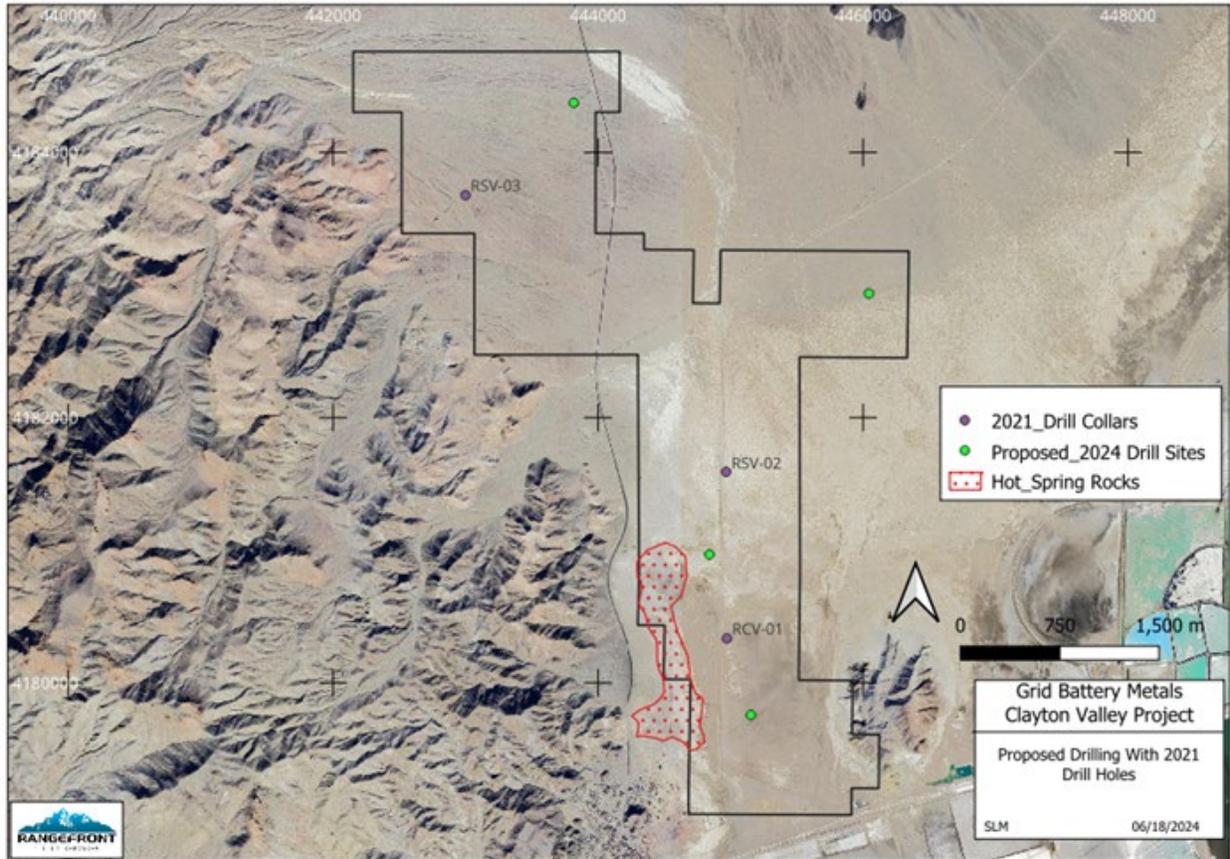


These results, together with the Company's recently completed magnetotelluric geophysics survey, are geological techniques that should help predict geological structure and possible locations for lithium accumulation within claystone and brine at depth.

GRID BATTERY METALS INC.

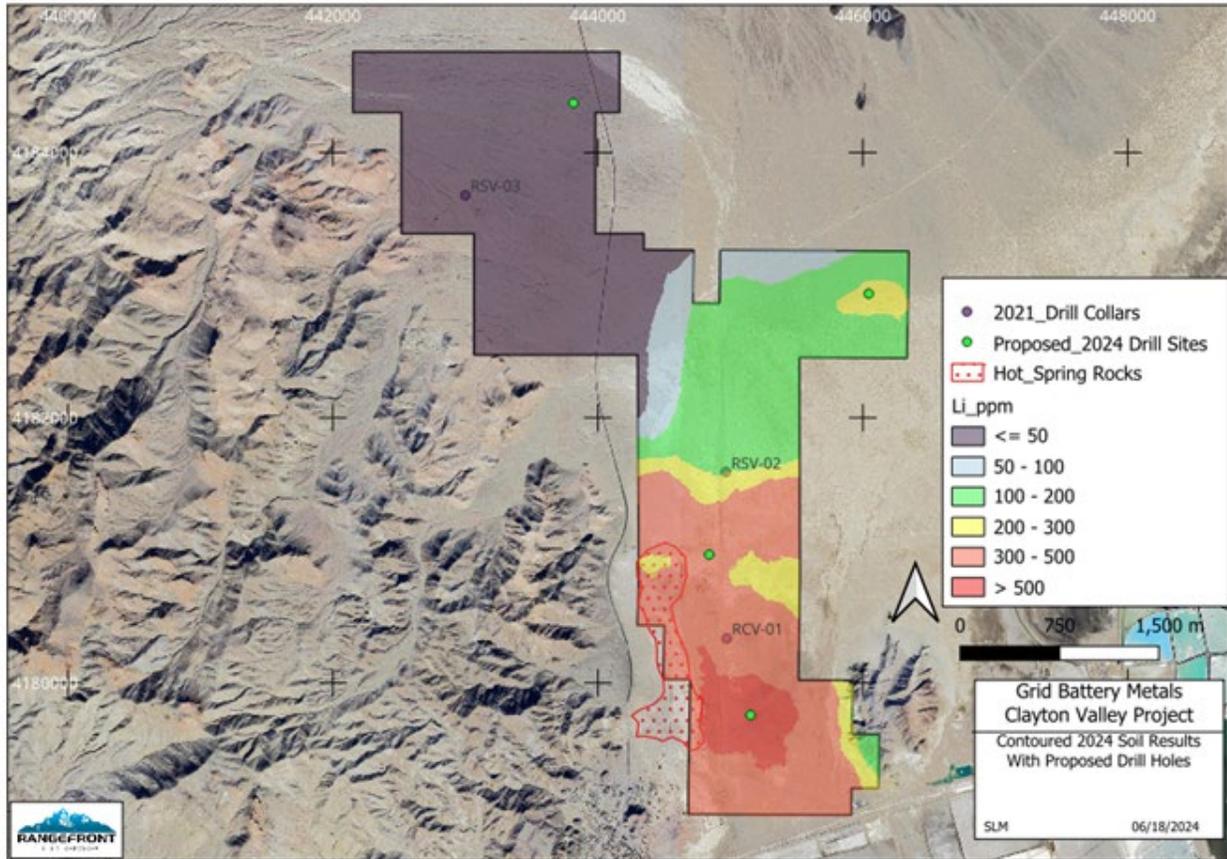
Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024

Proposed Drill Locations (Clayton Valley Lithium Project)



GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024

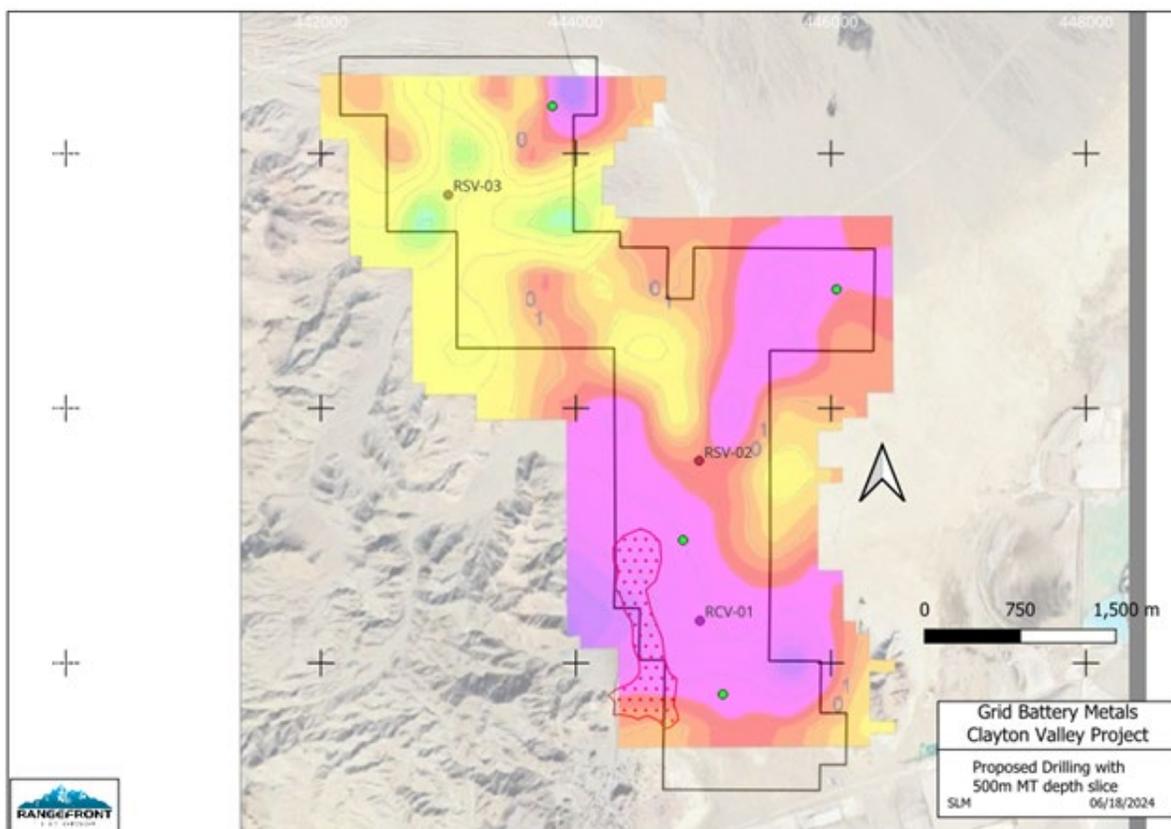


GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

MT Geophysics Results (Clayton Valley Lithium Project) – 500m MT depth slice



Mr. Steven McMillin P.G. comments “A major northeast fault interpreted from gravity bisects the claim block and is best apparent in the 500m slice even though the slice is below the basin floor. This suggests that the fault may be a fluid conduit at depth. Three drill holes in the south were selected by our team based on the combination of geophysics data and soil sample data that point to possible lithium accumulation within claystone and brine. The hole located at the north of the property has no significant soil signature as it is buried by alluvium, but it has a low-resistivity anomaly with a significant depth extent. A claystone dominant host for lithium is hypothesized at this location.

Tim Fernback, Grid President & CEO comments “Now that the soil sampling, geophysical survey programs and 3D Leapfrog model of the subsurface are now complete at Clayton Valley, we have identified these four drilling targets to test for the depth and extent of lithium bearing brine and claystone. We are very excited about the results to date on the property and look forward to our drilling program later this year.”

Past Work Programs

In 2021, the Company completed an exploration program consisting of three reverse circulation holes totalling 356 metres (1155 feet). The holes were intended to test the presence of lithium bearing clay members of the lakebed sediments.

Drillhole RCV-01, drilled to a depth of 130 metres (425 feet), designed to twin a geothermal gradient hole drilled by a previous explorer. Results of this hole correlated with the log of the previous hole including intervals of volcanic ash and dark green clay. The hole ended in alluvial gravel made up of metamorphic

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

rocks shed from the Silver Peak Range. The hole did not reach the planned depth of 183 metres due to poor ground conditions but did assess the lake sediment target section. Assay results from this hole showed mixed results with only the top 6 metres (20 feet) of the hole returning more than 75 ppm Li. The average grade of the interval 0-6.1 metres was 309 ppm Li. Two water samples were collected from the borehole at 99 metres (325 feet) and 129 metres (425 feet) ran 31.4 and 41.0 mg/L Li, respectively.

Hole RCV-02 was drilled about 1260 metres north of RCV-01. RCV-02 was drilled to a depth of 136 metres (445 ft) and penetrated a section consisting primarily of rhyolitic volcanic ash and interbedded sediments. RCV-02 penetrated a 4.5 metre section of dark green clay from 105.1 to 109.7 metres (345-360 ft) before entering the metamorphic alluvium. Poor drilling conditions and high-water flows ended the hole before reaching the target depth but after successfully evaluating the lake sediment section.

Analytical results from this hole fared better than the RCV-01 with the interval 0 – 36.6 metres (0-120 feet) averaging 196 ppm Li. Within this interval, and from 18.3 to 25.9 metres (60 – 85 feet) an elevated Li zone was intersected averaging 279 ppm Li with the single best interval in this hole being 332 ppm between 18.3 and 19.8 m (60 – 65 feet). Water samples at 74.6 metres (245 feet), 105.1 metres (345 feet), and 137 metres (450 feet) ran 20.5, 21.0, and 32.8 mg/L Li, respectively.

Hole RCV-03 was designed to look for a perched section of volcanoclastic sediments beneath an alluvial fan. Previous water well logs indicated a layer of clay, ash, and silt beneath the alluvium and above the bedrock. While drilling, this hole encountered metamorphosed dolomite at a depth of 56 metres (185 feet) about the projected elevation of the sedimentary section. The hole lost circulation in an apparent karst horizon at 65.5 metres (215 feet) and was terminated at 79.2 metres (260 ft) without regaining sample return. Since the target sediments were not encountered, this hole was not assayed.

Drill chip samples were partially dried at the drill sites for two days in the case of RCV-01 and overnight in the case of RCV-02 before being picked up by a driver for Paragon Geochemical. The samples were transported to the Paragon laboratory on 2 April 2021 where they were dried, crushed, and pulverized. Analysis was by ICP- Mass Spectrometry following an aqua regia leach using a 0.5-gram sample aliquot.

Envelopes of standard material obtained from Minerals Exploration Geochemistry of Lamoille, Nevada were inserted into the sample stream at roughly 30.5 metres (100 foot) intervals. The eight standard samples returned lithium values ranging from 482 to 599 ppm Li with an average of 557 ppm Li. The analytical variability of about 20% is a bit high and is possible the small aliquot size and aqua regia leach may have played a role in this. However, the values are acceptable for an early-stage program. Other elements showed a similar range of values while others were within much tighter limits.

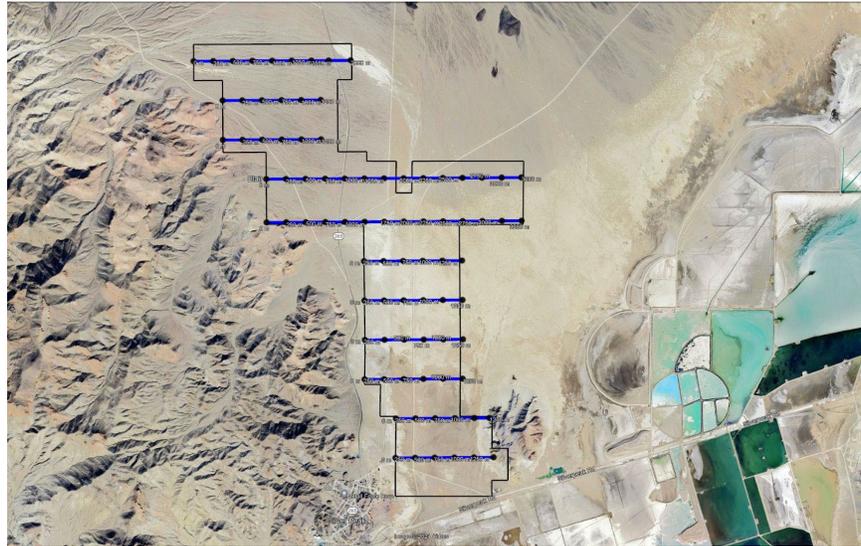
Water samples were collected by the project geologist and delivered to the ALS Global sample preparation lab in Elko, Nevada 5 April 2021. Samples were filtered and analyzed by a combination of ICP-MS and ICP-OES methods by ALS Global. Standards were not inserted into the sample stream. A sample of drill make up water taken from the Silver Peak municipal well was used as a background sample; it ran 70 micro grams per liter (70 parts per billion).

On 1 March 2024, a NI43-101 document on Clayton Valley was submitted to Grid Battery Metals and SEDAR that included local and regional geology, previous drill data, and recommendations for further work.

In March 2024, KLM Geoscience was contracted to conduct an MT (magneto-telluric) survey to look for conducting surfaces at depth. They completed eleven east-west lines spaced 500 m apart and stations spaced 250 m apart. A total of 18.5 line-km was covered by the survey. Both shallow and deep level conductors were delineated.

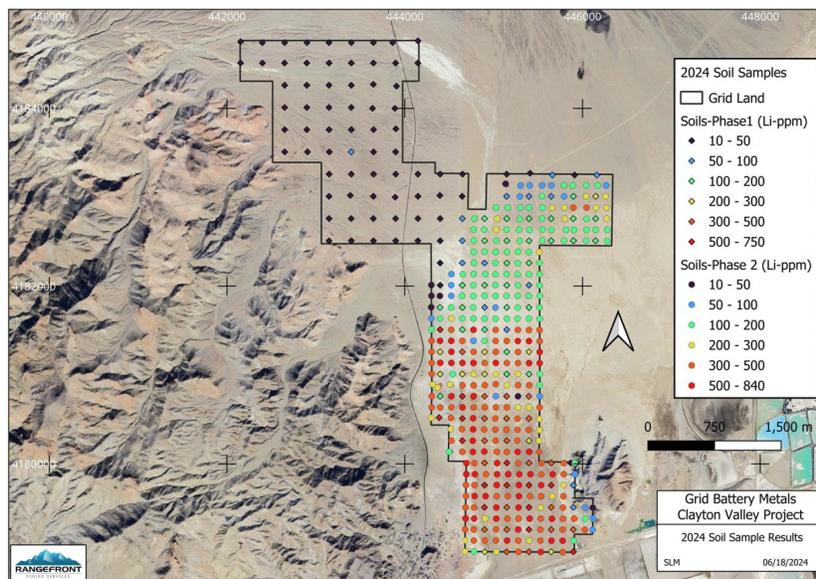
GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024



2024 MT survey lines

In April and May 2024, a soil sampling program was conducted over the Grid claim block in two separate phases. Phase one covered the property on a 250 m x 250 m grid, and 168 samples were collected. Phase 2 followed up the results from Phase 1 but on a grid of approximately 125 x 125 m, and 286 samples were collected. The results for the sampling from both phases are shown.



Results of 2024 soil samples

The objective of the soil sampling and MT surveys was to generate drill targets.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

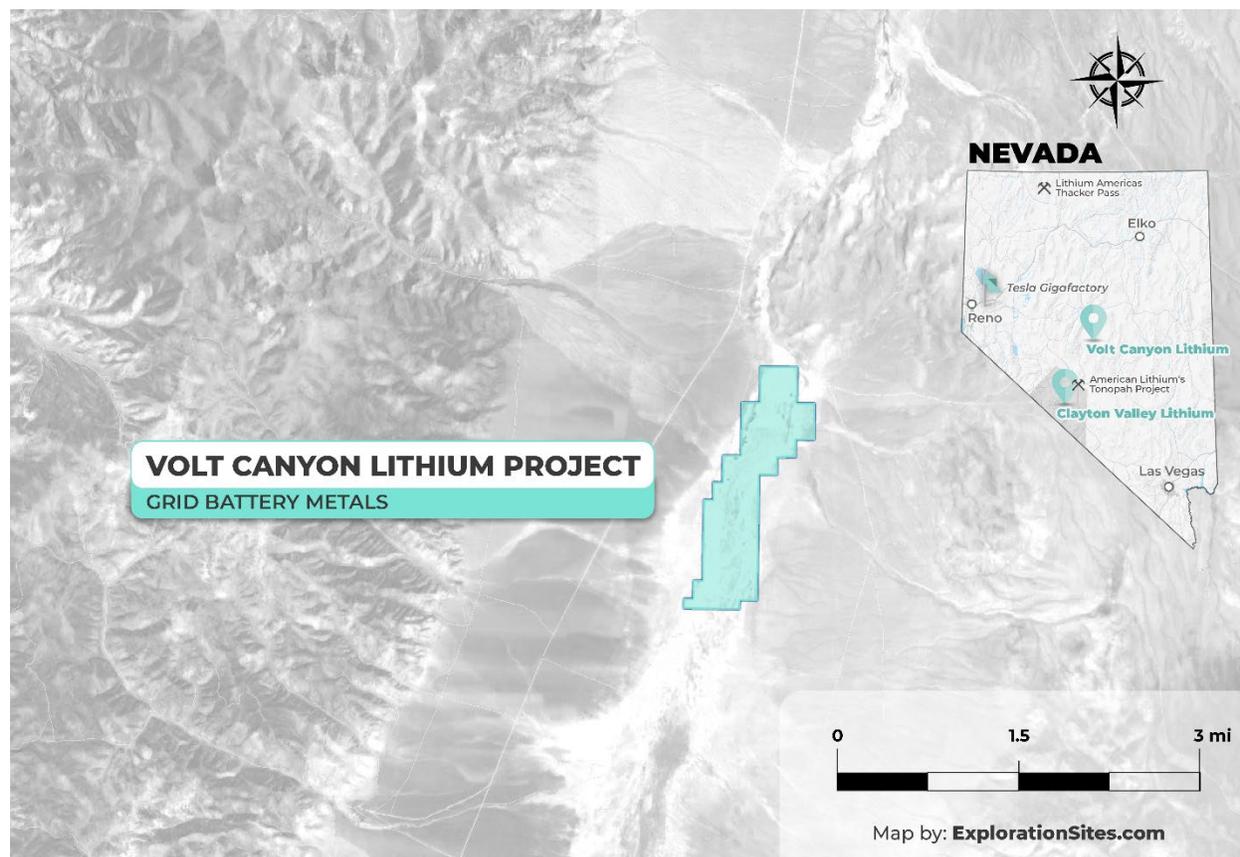
VOLT CANYON LITHIUM PROJECT

On 29 March 2023, the Company staked 80 placer claims covering approximately 635 hectares of alluvial sediments and clays located 122 km northeast of Tonopah, Nevada. The Volt Canyon Lithium Property is located in Monitor Valley, Nevada, about 122 km north-northeast of Tonopah, Nevada. The center of the property is about 38.96° North Latitude, 116.70° West Longitude.

Geology and Mineralization:

The Volt Canyon Lithium Property is sediment-hosted lithium clay targets. Access to the property is good and both future exploration and exploitation work could be conducted year-round.

The origin of this lithium deposit is suspected to be similar to Clayton Valley clay deposits located about 180 km to the south. Both areas are reasonably well represented by the USGS preliminary deposit model, which describes the primary characteristics as light-colored, ash-rich, lacustrine (lake) rocks containing swelling clays.



TEXAS SPRING LITHIUM PROJECT

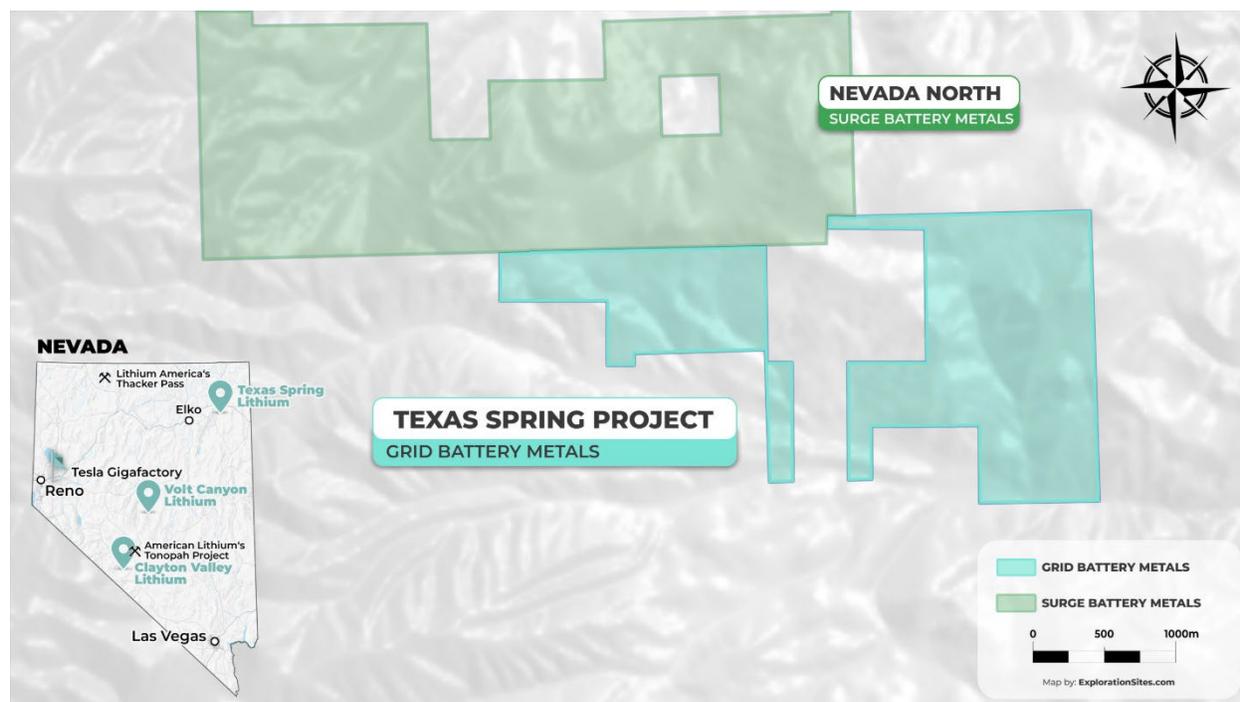
The Texas Spring Property consists of mineral lode claims located in Elko County, Nevada. The Property is in the Granite Range southeast of Jackpot, Nevada, about 73 km north-northeast of Wells, Nevada. The target is a lithium clay deposit in volcanic tuff and tuffaceous sediments of the Humboldt Formation.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

The Texas Spring property adjoins the southern border of the Nevada North Lithium Project – owned by Surge Battery Metals Inc. and comprised of 303 mineral claims. Surge's first round of drilling identified strongly mineralized lithium bearing clays. The average lithium content within all near surface clay zones intersected in the 2022 drilling program, applying a 1000 ppm cut-off, was 3254 ppm.



Qualified Person Statement

“Project Overview” and “Subsequent Event” sections of this report have been reviewed and approved for technical content by Steven McMillin, PG (Principal Geologist), a Qualified Person under the provisions of NI 43-101.

British Columbia, Canada

COPPER PROPERTY

On 25 July 2024, the Company has acquired from the Vendor a 100% interest in 17 mineral claims covering approximately 27,525.24 hectares located in the Omineca Division, North Central British Columbia.

The Copper Property consist of 17 claims comprising 27,525.24 hectares located in the Omineca Mining Division of north-central British Columbia, approximately 150 km north of Fort St. James. The claims are not subject to any royalty terms, back-in rights, payments or any other agreements and encumbrances.

Approximately 275 km² of tenures in such a favourable mining region within BC. This area of the Province has already generated several promising projects, and the land package is strategically situated to exploit the high copper-gold values of the region. NorthWest Copper Corp. (TSXV: NWST) on the nearby Kwanika project intercepted 400 metres of 1.01 Copper equivalent (News Release 16 January 2023

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

Northwest Copper Corp). BC is a mining-friendly jurisdiction with reasonable processes, good infrastructure and potential First Nation partners – extending AC/DC's land holdings in BC which makes our company stronger and increases the value of our mining assets in the region. Something we plan on turning into a tangible value for our shareholders.”

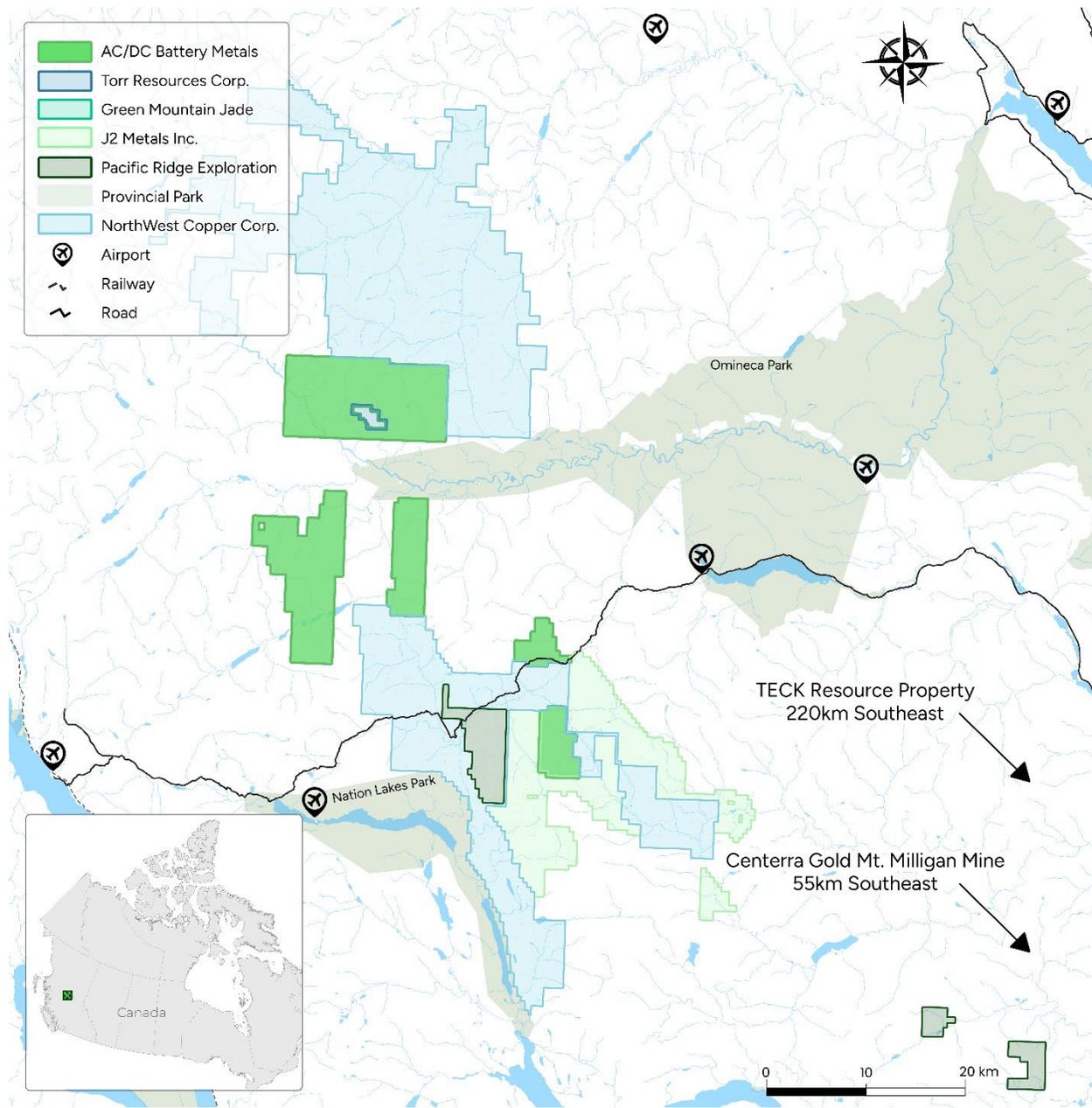
B.C. Minfile assessment report data indicates that most of the area covered by the Copper Property was at one time or another covered by staking during surges of exploration in B.C. dating from the 1940's to present day. Largely the claims appear to have been minimally explored with little follow-up. However, some work was recorded on several claims with results for stream sediment sampling showing anomalous to highly anomalous results for gold in a few areas. These areas were recommended for detailed follow-up, however due to a downturn no further work was recorded

Prominent among early discoveries in the Omineca region were the nearby Lustdust/Stardust property (a property developed by Lorraine Copper that was sold to Sun Metals Corp. which eventually merged with Serengeti Resources to become NorthWest Copper Corp.) covering a large, coherent integrated porphyry-skarn, epithermal system; the Kwanika property (a Serengeti/POSCO Daewoo property also became a NorthWest Copper Corp. property upon the merger with Serengeti Resources) a promising advanced stage copper-gold project; the Lorraine property (originally discovered by Lorraine Copper and now a NorthWest Copper Corp. property)an alkalic copper-gold porphyry. The tenures are located between the Kemess North project being developed by Centerra Gold Inc. (TSX: CG, NYSE: CGAU) and its operating Mt Milligan mine, which is reported to 1.8 million ounces of gold and 742 million pounds of copper (Technical Report on the Mount Milligan Mine, 7 November 2022, Borntrager. B, et al.)

The Omineca Group claim areas are within the northern Quesnel Trough underlain by Cache Creek Terrane and lies close to the Pinchi Fault. The Quesnel Trough hosts numerous porphyry copper-gold deposits. The Pinchi Fault can be traced for 600 km through north-central B.C and separates Cache Creek rocks from the Jurassic Hogem Batholith and Triassic-Jurassic Takla rocks to the west. Rocks have a north-northwest strike trend typical of the entire Intermontane Belt in which the Cache Creek Terrane lies (Gabrielse and Yorath, 1992). A wide range of Jurassic to Tertiary intrusions cuts the Cache Creek Assemblage and many of these are emplaced along the prominent NW-trending structures and stratigraphic breaks. Numerous mercury occurrences are present along the length of the Pinchi fault (Albino, 1987) and a few gold and base metal occurrences are present near the Pinchi fault including the Lustdust, Lorraine, Indata and Axelgold properties. There are at least two alkalic gold-copper Porphyry systems in the immediate Lustdust (now known as Stardust) area: J49 and Axel Properties (Schiarrizza, 2000).

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024



Qualified Person Statement

Jeremy Hanson, a qualified person as defined by NI 43 – 101, is responsible for the technical information contained about the Company's British Columbia projects in this MD&A. Readers are cautioned that the information in this discussion regarding the property of FPX Nickel Corp is not necessarily indicative of the mineralization on the property of interest.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial information is derived from the audited consolidated financial statements of the Company. The figures have been prepared in accordance with IFRS.

	Years Ended 30 June (audited)		
	2024	2023	2022
	\$	\$	\$
Total revenues	-	-	-
General and administrative expenses	3,451,634	1,084,266	380,733
Mineral property cash costs incurred	611,966	132,753	536,541
Mineral property impairment/disposals	-	374,750	1,812,415
Net income (loss)	1,365,818	1,168,850	(3,021,247)
Net income (loss) per share – Basic	0.007	0.010	(0.043)
Net income (loss) per share – Diluted	0.007	0.010	(0.043)
Total assets	8,321,308	7,824,667	1,691,069
Total long-term liabilities	3,935	-	-
Cash dividends declared per share	Nil	Nil	Nil

SELECTED QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the unaudited consolidated financial statements of the Company. The figures have been prepared in accordance with IFRS.

	For the Quarters Ended (unaudited)							
	30 Sep	30 Jun	31 Mar	31 Dec	30 Sep	30 Jun	31 Mar	31 Dec
	2024	2024	2024	2023	2023	2023	2023	2022
	\$	\$	\$	\$	\$	\$	\$	\$
Total revenues	-	-	-	-	-	-	-	-
Net income (loss)	(720,444)	(552,702)	(821,714)	(1,621,224)	1,629,822	1,905,888	(740,740)	(92,738)
Net income (loss) per share	(0.004)	(0.003)	(0.004)	(0.008)	0.001	0.025	(0.008)	(0.001)
Total assets	7,669,637	8,321,308	8,389,632	9,126,330	10,696,022	7,824,666	2,975,236	1,480,880

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

RESULTS OF OPERATIONS

For the period ended 30 September 2024 compared to the same period in 2023.

Comprehensive loss for the period ended 30 September 2024 was \$720,444 as compared to the comprehensive income of \$1,629,822 for the same period in 2023. Being at the exploration stage, the Company did not generate any revenue from operations. The decrease in comprehensive loss of \$2,350,266 was mainly attributable to the net effect of:

- Increase of \$5,400 in Accounting, from \$Nil in 2023 to \$5,400 in 2024.
- Decrease of \$63,225 in Bank and service charges from \$63,956 in 2023 to \$731 in 2024.
- Decrease of \$7,509 in Consulting fees, from \$176,848 in 2023 to \$169,339 in 2024.
- Increase of \$4,921 in Insurance from \$5,569 in 2023 to \$10,490 in 2024.
- Increase of \$42,274 in Legal from \$10,322 in 2023 to \$52,596 in 2024.
- Decrease of \$627,449 in Marketing & communications, from \$1,107,724 in 2023 to \$48,275 in 2024.
- Decrease of \$11,611 in Office and miscellaneous, from \$12,556 in 2023 to \$945 in 2024.
- Increase of \$171 in Telephone, from \$396 in 2023 to \$567 in 2024.
- Increase of \$3,112 in Transfer agent fees, from \$4,602 in 2023 to \$7,714 in 2024.
- Increase of \$9,860 in Travel, lodging and food, from \$31,576 in 2023 to \$41,436 in 2024.
- Decrease of \$26,499 in Foreign exchange gain, from \$28,918 in 2023 to \$2,419 in 2024.
- Increase of \$49,572 in Interest income, from \$Nil in 2023 to \$49,572 in 2024.
- Decrease of \$208 in Accretion expense, from \$493 in 2023 to \$285 in 2024.
- Decrease of \$2,213,666 in Gain on sale of short-term investments, from \$2,213,666 in 2023 to \$Nil in 2024.
- Decrease of \$803,939 in Unrealized gain on short-term investment, from \$803,939 in 2023 to \$Nil in 2024.

Selected Financial Information

To date, the Company has not commenced commercial operations.

Liquidity and Capital Resources

As at 30 September 2024, the Company had working capital of \$5,023,670 (30 June 2024: \$6,053,336).

As at 30 September 2024, the Shareholders' equity of \$7,459,661 (30 June 2024: \$8,180,105) consisted of share capital of \$15,259,304 (30 June 2024: \$15,259,304), reserves of \$5,125,879 (30 June 2024: \$5,125,879) and deficit of \$12,925,521 (30 June 2024: \$12,205,078).

Outstanding Share Data

The Company's Authorized Share Capital consists of an unlimited number of common shares without par value.

As at 30 September 2024, the Company had 188,280,795 common shares outstanding (30 June 2024: 188,280,795 common shares).

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

The Company has adopted a "fixed" stock option plan (the "Plan"), pursuant to which a maximum of 14,461,830 common shares at 30 September 2024 and at the date of this MD&A, being 20% of the issued and outstanding Common Shares of the Company at the time an option is granted, less any outstanding stock options previously granted, will be reserved for issuance as options and will be granted at the discretion of the Corporation's Board of Directors to eligible optionees (the "Optionees") under the Plan.

As at 30 September 2024 and the date of this MD&A, the Company had 14,000,000 stock options outstanding.

As at 30 September 2024 and the date of this MD&A, the Company had 93,506,000 share purchase warrants outstanding.

Common shares issuances

a) Private Placements

On 21 September 2023, the Company issued 4,000,000 units at a price of \$0.12 per unit for cash proceeds of \$480,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.155 per share for a period of five years from closing. The private placement warrants had a fair value of \$Nil using the residual value method.

On 22 June 2023, the Company issued 60,000,000 units at a price of \$0.05 per unit for cash proceeds of \$3,000,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.055 per share for a period of five years from closing. The Company also paid filing fees of \$21,232, Finder fees in the amount of \$191,950 cash and 1,710,000 shares and 702,000 warrants in connection with the private placement. The finder shares issued are valued \$85,500. The 702,000 finder warrants have the same terms as the private placement warrants. These finder warrants had a fair value of \$28,112 using the Black-Scholes Option Pricing Model with the following assumptions:

- Risk-free interest rate 3.92%
- Expected term (in years) 1
- Estimated dividend yield 0%
- Weighted-average estimated volatility 115%

On 21 February 2023, the Company issued 33,304,000 units at a price of \$0.05 per unit for cash proceeds of \$1,665,200. Each unit is comprised of one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.065 per share for a period of five years from closing. The Company also paid filing fees of \$12,554, Finder fees in the amount of \$40,000 cash and 3,100,500 shares in connection with the private placement. The finder shares issued are valued at \$155,025.

b) Exercise of Share Purchase Warrants

During the year ended 30 June 2024, the Company issued 4,500,000 common shares related to the exercise of 3,500,000 share purchase warrants at an exercise price of \$0.055 and 2,500,000 share purchase warrants at an exercise price of \$0.065.

During the year ended 30 June 2022, the Company issued 1,150,000 common shares related to the exercise of 1,100,000 share purchase warrants at an exercise price of \$0.06 and 50,000 share purchase warrants at an exercise price of \$0.15.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

c) Issuance and Exercise of Stock Options

During the year ended 30 June 2022, the Company issued 1,230,000 common shares related to the exercise of 730,000 stock options at an exercise price of \$0.075 and 500,000 stock options at an exercise price of \$0.05.

On 6 June 2023, the Company granted 2,500,000 stock options to consultants, directors and officers of the Company. These stock options have an exercise price of \$0.05 per share and expire in 5 years. The fair value of these options was determined as \$91,587 using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

- Risk-free interest rate 3.61%
- Expected term (in years) 2
- Estimated dividend yield 0%
- Weighted-average estimated volatility 108%

On 2 February 2023, the Company granted 12,200,000 stock options to consultants, directors and officers of the Company. These stock options have an exercise price of \$0.05 per share and expire in 5 years. The fair value of these options was determined as \$440,056 using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

- Risk-free interest rate 3.06%
- Expected term (in years) 2
- Estimated dividend yield 0%
- Weighted-average estimated volatility 106%

d) Mineral property acquisition

On 23 June 2023, the Company entered into a contract with Springfield Land Limited Liability ("Springfield") to purchase 100% of legal and beneficial ownership in Texas Spring Property by making a cash payment of US\$55,000 upon signing the agreement and issuing 8,00,000 fully paid and non-assessable common shares. 13 July 2024, the Company closed the Transaction to acquire the Texas Spring Property. In connection with the closing, the Company has paid US\$55,000 and issued 8,000,000 shares of Grid Battery to Springfield. The company has also paid finders fees in the amount of 707,142 shares of the Company.

During the year ended 30 June 2022, the Company issued 450,000 common shares with a fair value of \$69,750 in relation to the first anniversary of the option agreement for Kelly Funk. There were no shares issued for mineral properties during the year ended 30 June 2023.

Financial and Other Instrument

The Company's financial assets and liabilities consist of cash, amounts receivable, short-term investment, and trade payables. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The fair value of these instruments approximates their carrying value due to the short-term nature of their maturity.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

Related party expenses

The Company's related party expenses are summarized as follows for the periods ended 30 September 2024 and 2023:

	30 September 2024	30 September 2023
	\$	\$
Lease payments paid to President and CEO (Note 14)	3,000	3,000
Consulting fees to a Director and Chairman	6,000	6,000
Consulting fees to President and CEO	42,000	42,000
Consulting fees to CFO	15,000	15,000
Consulting fees to Corporate Secretary	21,000	21,000
Total related party expenses	87,000	87,000

Short-term investment

On 7 July 2021, the Company entered into an option agreement with Surge, whereby Surge may earn an undivided 80% interest in the HN4 and N100 nickel group of claims, located in Northern British Columbia. As consideration for the transaction, the Company received 5,000,000 common shares of Surge. In relation to this transaction, the Company recorded short-term investments of \$1,075,000 as at date of closing

On 31 March 2023, further to the option agreement dated 7 July 2021, Surge was granted the option to acquire the remaining 20% interest in the HN4 and N100 Claims, located in Northern British Columbia. As consideration for the transaction, the Company has received 1,000,000 shares of Surge.

During the year ended 30 June 2023 the Company recognized a gain on change of fair value of short-term investment of \$2,530,000 to reflect the fair value of 6,000,000 shares at year end.

As at 30 June 2024, the Company sold all the shares of Surge and recognized gain on sale short-term investments of \$3,451,749 (2023: \$Nil).

Key Management Personnel Compensation

The remuneration of directors and other members of key management for the periods ended 30 September 2024 and 2023 were as follows:

30 September	2024	2023
	\$	\$
Short-term benefits – management and consulting fees	84,000	84,000
Total key management personnel compensation	84,000	84,000

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

Right-of-Use Asset and Lease Liability

On November 1, 2022, the Company entered into a rental agreement with the CEO of the Company. The term of the agreement is from November 1, 2022 to October 31, 2025. The lease liability was measured at the present value of the estimated lease payments and discounted using the Company's incremental borrowing rate, which is 8%.

The changes in the Company's ROU asset for the period ended 30 September 2024 are as follows:

	Amounts
	\$
Balance at 30 June 2023	24,817
Additions	-
Depreciation for the year	(10,636)
Balance at 30 June 2024	14,181
Additions	-
Depreciation for the period	(2,658)
Balance at 30 September 2024	11,522

The changes in the Company's lease liability for the period ended 30 September 2024 are as follows:

	Amounts
	\$
Balance at 30 June 2023	25,465
Additions	-
Lease payments (Note 12)	(12,000)
Finance charge	1,664
Balance at 30 June 2024	15,129
Lease payments (Note 12)	(3,000)
Finance charge	285
Balance at 30 September 2024	12,414
Less: current portion	11,194
Balance at 30 September 2024	1,220

Critical Accounting Estimates

The preparation of consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances but are subject to judgments and uncertainties inherent in the financial reporting process.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements during the period.

Outlook

Although current management has demonstrated its ability to raise funds in the past, with the current financial market conditions and global economic uncertainty, there can be no assurance they will be able to do so in the future. The financial results and discussion do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

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Caution Regarding Forward Looking Statements

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially, from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

Other Information

Additional information about the Company is available on SEDAR at www.sedarplus.ca

Subsequent Event

28 October 2024, the Company completed the reverse circulation drilling program on the Company's claim block at Silver Peak, Clayton Valley, Esmeralda County, Nevada. This strategic land package, covering approximately 2,300 acres (930 ha), directly adjoins the western portion of lithium producer Albemarle's (NYSE: ALB) evaporation ponds and is nearby Century Lithium Corp.'s (TSXV: LCE) (OTCQB: CYDVF) proposed 5,430-acre Angel Island Lithium Mine, which recently released a Positive Feasibility Study detailing a 40-year mine life and an after-tax NPV8 of \$3.01 billion.

Mr. Tim Fernback, Company President and CEO comments "Now that our fall drilling program at our Clayton Valley Lithium Project has been successfully completed, we are eagerly awaiting the lithium assay results from the lab. One of the stated goals of the planned drilling program was to test the depth of the accumulated lithium brine and claystones on our property. With this knowledge, we can propose a significant follow-on exploration program that will work towards an eventual maiden resource calculation and NI# 43-101 Preliminary Economic Assessment. We remain very excited about this opportunity in Nevada for our company and shareholders."

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the three months ended 30 September 2024

Exploration Images from the Clayton Valley Lithium Project



Mr. Steven McMillin P.G. comments “We ended the drilling program with our last hole drilled to a depth of 1,160 feet, testing a considerable section of possible lithium bearing sediments on the property. In total, five holes were completed for 4730 total feet. Four holes were originally planned, but a fifth hole (RCV-08) was offset from RCV-06 that was lost at a shallow depth to bad ground conditions. We encountered highly variable drilling conditions in each hole including high water temperatures and volumes. Lithologies were also variable from hole to hole. However, in most holes we encountered evidence of hot spring style alteration within the first 600 feet in the form travertine and tufa. Several heavy clay layers were encountered in most holes that could have originally been tuff units. Our last hole (RCV-08) was terminated by an impenetrable zone of heavy brick red ball clay. In Clayton Valley, sinter, travertine, and tufa are considered surface evidence of geothermal waters that can leach and mobilize lithium from ash layers at depth. Both drill cuttings and water were sent for analysis.”

Mr. Fernback continues “The results from the Clayton Valley Lithium Project fall drilling program are expected to arrive in mid-late November.”

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the three months ended 30 September 2024

Area Map (Clayton Valley Lithium Project)

