

LOMIKO METALS INC.
Form 51-102
Management Discussion and Analysis
Interim First Quarter ended October 31, 2021



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The following management's discussion and analysis ("MD&A") of the financial position and results of the operations of Lomiko Metals Inc. (the "*Issuer*" or the "*Company*"), constitutes management's review of the factors that affect the Company's financial and operational performance for the first financial quarter 2022, ended October 31, 2021.

This MD&A should be read in conjunction with the Company's financial statements for the period ended October 31, 2021, and the related notes (the "Financial Statements"). The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The MD&A is prepared in conformity with 51-102F1 and has been approved by the Company's Board of Directors prior to its release.

All amounts are stated in Canadian dollars unless otherwise indicated.

Forward Looking Statements

Certain sections of this Management Discussion and Analysis may contain forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risk and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of December 20, 2021. Readers are cautioned not to put undue reliance on forward-looking statements.

Cautionary statement regarding Forward-Looking Statements

Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate" "may" and "will" or similar words suggesting future outcomes, or other expectations, objectives or statements about future events or performance. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; fluctuations in currency exchange rates; changes in project parameters as plans continue to be defined; changes in labour costs or other costs of production; future prices of graphite or other industrial mineral prices; possible variations of mineral grade or recovery rates; failure of equipment or processes to operate as anticipated; accidents, labour disputes

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and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; actual results of reclamation activities, and the factors discussed in the section entitled "Risk Factors" in this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as may be required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance of forward-looking statements.

Nature of Operations

Lomiko Metals Inc., along with its subsidiaries collectively referred to as the "Company" or "Lomiko", is engaged in the acquisition, exploration and development of the mineral resource properties. The Company is considered to be in the exploration and evaluation stage. The Company was incorporated on July 3, 1987, under the British Columbia Company Act. The Company is listed on the TSX Venture Exchange (TSX-V) having the symbol LMR.V as a Tier 2 mining issuer, on the Over the Counter Exchange in the United States having the symbol LMRMF and on the Frankfurt Stock Exchange having the symbol DH8C.

The Company's registered mailing address is #439, 7184 120th Street, Surrey, BC V3W 0M6 Canada.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company has incurred cumulative losses of \$29,200,363 and has reported a loss of \$1,440,213 for the period ended October 31, 2021. The ability of the Company to continue as a going concern is dependent upon the successful development of the Company's mineral property interests, successfully obtaining additional financing, entering into a joint venture, a merger or other business combination transaction involving a third party, sale of all or a portion of the Company's assets, the outright sale of the Company, or a combination thereof. There can be no assurance that funding from this will be sufficient in the future to continue and develop its mineral properties. These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Intercompany Relationships

On May 1, 2014, the Company incorporated a wholly-owned subsidiary, Lomiko Technologies Inc., pursuant to laws of British Columbia.

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Board of Directors

Lomiko Metals Inc. depends on the business and technical expertise of its management. The current Board of Directors is comprised of A. Paul Gill – Executive Chairman; Belinda Labatte, Director and CEO; Anu Dhir, Director; Eric Levy, Director; Lee Arden Lewis, Director; Dominique Dionne, Director and Sagiv Shiv, Director. The Audit Committee comprises the following Directors: Sagiv Shiv, Independent Director and Audit Chair; Belinda Labatte, CEO and Anu Dhir, Independent Director.

General

Lomiko Metals Inc. is a Vancouver, Canada based mining and exploration Company focused on advancing its principal asset, La Loutre Quebec (Flake Graphite) and exploration on the Bourier Lithium property, Quebec with which it has signed a joint venture partnership with Critical Elements Lithium Corporation. In addition, the Company has a business relationship with and invested in Graphene Energy Storage Devices (Graphene ESD Corp.), Smart Home Devices (SHD), a company that is developing a series of energy-saving, connected building automation and security products, and Promethieus Technologies Ltd.

Covid-19

Given the ongoing and dynamic nature of the circumstances surrounding the COVID-19 pandemic, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the global economy and the business of the Company or for how long any disruptions are likely to continue. The extent of such impact will depend on future developments, which are highly uncertain, rapidly evolving and difficult to predict, including new information which may emerge about COVID-19 and additional actions which may be taken to contain it. Such developments could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow, and exposure to credit risk.

The Company is constantly evaluating the situation and monitoring any impacts or potential impacts to its business.

Exploration

La Loutre Graphite property – Quebec

On September 22, 2014 the Company obtained an option with Quebec Precious Metals Corporation (formally Canada Strategic Metals Inc.) ("QPM"), to purchase a 40% interest in the La Loutre Graphite Property located in Southern Quebec, by paying \$12,500, funding \$500,000 in exploration expenditures and issuing 125,000 shares at a price of \$0.70 per share.

On February 6, 2015 (amended December 30, 2016), the Company signed an agreement with QPM to acquire an additional 40% interest in the La Loutre property, located in Southern Quebec, for an 80% interest in the Lac-Des-Iles property. The Company paid \$10,000 upon signing, issued 300,000 shares valued at \$0.70 per share, and agreed to fund \$2,750,000 as follows:

- \$1,500,000 on the La Loutre property (paid)

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- \$1,000,000 no later than December 31, 2018, on other mining rights of QPM (paid)
- \$250,000 on the Lac Des Iles property (paid)

Included in the Exploration Expenditures are management fees payable to QPM (the “Operator”) equal to 5% of expenditures incurred.

The La Loutre property is subject to a 1.5% net smelter royalty (“NSR”) of which 0.5% “NSR” can be purchased by the Company for \$500,000.

On May 13, 2016 (amended December 30, 2016, December 22, 2018 and April 16, 2020) the Company signed an additional option agreement on the La Loutre and Lac des Iles properties, allowing the Company to increase its interest in the property from 80% to 100%. The terms of the acquisition are as follows:

- Issuance of 950,000 common shares - 450,000 have been issued as of July 31, 2020, issuance of the remaining 500,000 shares has been replaced with the 1,000,000 share issuance below
- Issuance of 1,000,000 common shares (issued June 23, 2020)
- Funding exploration expenditures for an additional \$1,125,000 due December 31, 2021 (paid)

The Company has fully met the above terms and has 100% ownership of the La Loutre, Quebec graphite property.

LA LOUTRE – PRELIMINARY ECONOMIC ASSESSMENT

During this financial quarter, the Company completed a Preliminary Economic Assessment (“PEA”) on its 100% owned La Loutre property, with positive results. The PEA was done by Ausenco Engineering Canada Inc. (“Ausenco”) in accordance with National Instrument 43-101 (“NI 43-101”). The Company now aims to initiate a Preliminary Feasibility Study (PFS) to advance its La Loutre Project towards production, as part of a staged development strategy, while continuing its drilling programs to maximize value creation.

Highlights of the PEA (all figures are stated in Canadian dollars unless otherwise stated):

- Long-term Weighted-Average¹ Graphite Price US\$916/t Cg conc. (graphitic carbon concentrate)
- Exchange rate: C\$1.00 = US\$0.75
- Pre-tax NPV (8%) of C\$313.6M
- After-tax NPV (8%) of C\$185.6M
- Pre-tax IRR of 28.3%
- After-tax IRR of 21.5%
- Pre-tax payback period of 3.3 years
- After-tax payback period 4.2 years
- Initial capital (“CAPEX”) of C\$236.1M including mine pre-production, processing, infrastructure (roads, power line construction, co-disposal tailings facility, ancillary

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- buildings, and water management)
- Life of mine processing period ("LOM") of 14.7 years
 - Average LOM strip ratio (Waste: Mineralization) of 4.04:1
 - LOM plant production of 21,874 Kilotons (kt=1,000 metric tonnes) of mill feed yielding 1,436 kt of graphite concentrate grading 95.0% Cg.
 - Average annual graphite concentrate production of 108 kt for the first eight years; LOM average annual production of 97.4 kt.
 - Average graphite mill head grade of 7.44% Cg for the first eight years; LOM average graphite mill head grade of 6.67% Cg.
 - Average LOM recovery of 93.5% Cg.
 - Measured + Indicated resource at the base case cut-off grade of 1.5% Cg of 23,165 kt at a 4.51% Cg grade for 1.04 Mt of graphite.
 - Inferred resource at the base case cut-off grade of 1.5% Cg of 46,821 kt at a 4.01% Cg grade for 1.9Mt of graphite.
 - Cash Cost of US\$386 per tonne of graphite concentrate

The results of a La Loutre PEA project demonstrate the potential for the Company to become a major North American graphite producer, with a positive after-tax Internal Rate of Return ("IRR") of 21.5% and after-tax Net Present Value ("NPV") of C\$186M. The PEA supports an open pit project with production spanning 14.7 years with robust economics at a US\$916/ton Cg sale price, with very attractive cash costs and AISC, low CAPEX and low capital intensity. The first eight years will target production averaging 108 kt/a payable graphite concentrate peaking at 112 kt/a in year 4.

OVERVIEW

Ausenco Engineering Canada Inc. was appointed as lead PEA consultant on February 22, 2021, in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). Ausenco is the lead consultant responsible for the overall development of the PEA, including the processing, major infrastructure, hydrogeology, hydrology, environmental, co-disposal, mining and economic assessment. Ausenco's specialist ESG group Hemmera Envirochem Inc., provided environmental support and Moose Mountain Technical Services was responsible for the resource estimate and mine design. Metpro Management Inc. (Metpro) was responsible for metallurgy.

The La Loutre Project is located in the Nominigüe-Chénéville Deformation Zone in Quebec. The Property consists of one contiguous block of 42 mineral claims totaling 2,867.29 hectares (25.09 km²) and is located approximately 117 km northwest of Montréal in southern Québec, 230 km southwest of the Nouveau Monde Matawinie Project and 100 km southeast of the Imerys Graphite & Carbon Lac-des-îles mine.

FINANCIAL ANALYSIS

The economic analysis was performed assuming an 8% discount rate. This analysis shows a projected pre-tax NPV 8% of \$313.6M, internal rate of return (IRR) of 28.3% and payback period of 3.3 years. On an after-tax basis, an NPV 8% of \$186M, IRR of 21.5% and payback period of 4.2 years is expected.

For more information on the results of the La Loutre PEA, please refer to the Company's News Release on July 27, 2021.

As at July 31, 2021, the Company spent a total of CAD \$450,054 on the PEA, which included Met/Geochem Testing, Consultants and Travel.

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Bourier Lithium property, Quebec

On April 27, 2021 – the Company entered into an option agreement with Critical Elements Lithium Corporation (TSX-V: CRE) ("Critical") to acquire up to a 70% undivided interest in the Bourier property ("Bourier") located in Quebec.

Bourier is composed of one block totaling 203 claims covering 10,252.20 hectares for some 30 kilometers in length. It is located just along the east side of the new Rupert hydroelectric complex. It is subject to a 1.4% NSR on 87 claims.

Terms of the transaction

Under the Agreement, Lomiko will earn its interest in the Bourier project by way of a joint venture arrangement. The key terms of the Agreement are as follows:

Grant of first option

Lomiko may earn, on or before December 31, 2022, a 49% interest in Bourier by

- making a cash payment to Critical of \$25,000 within a delay of five (5) days following the execution of the Agreement (paid);
- making a cash payment to Critical of \$25,000 within a delay of five (5) days following the receipt of the required approvals from the TSX-V (paid);
- issuing to Critical 5,000,000 common shares immediately following the receipt of the required approvals from the TSX-V (issued with a fair value of \$700,000); and
- incurring or funding Exploration Expenditures for an amount of \$1,300,000 on Bourier, of which an amount of \$550,000 (\$79,863 incurred as at July 31, 2021) must be incurred or funded before December 31, 2021, and an amount of \$750,000 before December 31, 2022.

Grant of second option

Subject to the Company having exercised the First Option, Critical Elements will also grant to Lomiko the exclusive right and option to increase its undivided interest in and to Bourier from 49% to 70% by:

- making a cash payment to Critical of \$250,000 and issuing 2,500,000 common shares on or before the date of delivery of the First Option Exercise Notice;
- incurring or funding additional exploration expenditures for an amount of \$2,000,000 on or before December 31, 2023; and
- delivering the Resource Estimate to Critical on or before December 31, 2023.

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Milestone Payments

Subject to Lomiko's right to withdraw from and terminate the First Option, the Company agrees to pay the following milestones payments to Critical Elements, payable at any time following the exercise of the First Option upon the occurrence of the following:

On the estimation of a drilled defined resource (NI 43-101 compliant) of five million (5,000,000) tonnes at a cut-off grade of 0.6% Li₂O (all categories), the Company shall make a payment of CAD seven hundred fifty thousand dollars (\$750,000), payable in cash or in common shares of the Company at the sole discretion of the Company;

On the estimation of a drilled defined resource (NI 43-101 compliant) of ten million (10,000,000) tonnes at a cut-off grade of 0.6% Li₂O (all categories), The Company shall make a payment of CAD one million dollars (\$1,000,000), payable in cash or in common shares of the Company at the sole discretion of the Company;

On the estimation of a drilled defined resource (Ni 43-101 compliant) of fifteen million (15,000,000) tonnes at a cut-off grade of 0.6% Li₂O (all categories), The Company shall make a payment of CAD one million five hundred thousand dollars (\$1,500,000), payable in cash or in common shares of the Company at the sole discretion of the Company and

On the estimation of a drilled defined resource (NI 43-101 compliant) of twenty million (20,000,000) tonnes at a cut-off grade of 0.6% Li₂O (all categories), The Company shall make a payment of CAD two million dollars (\$2,000,000), payable in cash or in common shares of the Company at the sole discretion of the Company.

Royalty

Following the exercise of the First Option by the Company, and in addition to the amounts paid, common shares issued, and exploration expenditures incurred or funded by the Company under the First Option and thereafter under the Second Option, as applicable, Critical Elements shall receive a royalty equal to 2% net smelter returns resulting from the extraction and production of any minerals on Bourier.

The Royalty including the right of the Company to purchase a portion thereof (1%) by paying \$2,000,000.

Operator

During the agreement, Critical Elements shall act as the operator and as such, shall be responsible for carrying out and administering the Exploration Expenditures on the Property, in accordance with a work program approved by the Parties regarding the Property.

Lithium Marketing Rights

In the event of a Lithium discovery, Critical Elements will retain Lithium Marketing Rights meaning the exclusive right of Critical Elements to market and act as selling agent for any and all Lithium products, including Lithium ore, concentrate and chemical, resulting from the extraction and production activities on Bourier, including transformation into chemical products.

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	La Loutre Crystalline	Bourier	Total
Balance, July 31, 2020	\$ 3,562,506		\$ 3,562,506
Assays, staking and mapping	\$ 24,445		\$ 24,445
Claim renew	-	79,863	79,863
Contractors / consultants	471,064	-	471,064
Field storage	10,185	-	10,185
Acquisition of property	1,125,000	750,000	1,875,000
Balance, July 31, 2021	\$ 5,193,200	\$ 829,863	\$ 6,023,063
Assays, staking and mapping	4,365	251,076	255,441
Contractors / consultants	176,854	-	176,854
Balance, October 28, 2021	\$ 5,374,419	\$1,080,939	\$6,455,358

Summary of Exploration and Evaluation Assets

MINERAL PROPERTIES ACQUISITIONS AND DEFERRED EXPENDITURES

The Company defers the cost of acquiring, maintaining its interest, exploring and developing mineral properties until such time as the properties are placed into production, abandoned, sold or considered to be impaired in value.

A summary of capitalized acquisition and exploration expenditures on the Company's properties is reported below:

La Loutre Graphite Property, Quebec - Acquisition Costs				
Date	Cash	Shares	Price	Amount \$
09-25-2014	12,500.00			12,500.00
09-25-2014		125,000	\$0.70	87,500.00
04-15-2015		100,000	\$0.70	70,000.00
04-15-2015	3,333.00			3,333.00
07-31-2015				238,367.00
10-31-2015				-
05-03-2017		125,000	\$0.50	62,500.00
05-03-2017		100,000	\$0.205	20,500.00
07-31-2017				11,098.00
01-31-2018				115,036.00
06-23-2020		1,000,000	\$0.05	50,000.00
01-29-2021	1,125,000.00			1,125,000.00
Total Acquisition Cost	1,140,833.00	1,450,000		1,795,834.00

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La Loutre Graphite Property, Quebec - Capitalized Exploration Expenditures				
	January 31, 2021	April 30, 2021	July 31, 2021	October 31, 2021
Balance Forward	2,911,669.73	2,921,412.37	2,998,540.87	3,417,364.52
Drilling	-	-	-	-
Project supervision and management	510.24	-	-	-
Geological sampling & mapping, environmental-	8,730.00	15,715.00	-	
Consulting, site visits & reports	-	-	-	
Miscellaneous charges	502.40	-	-	
Mineral Resource Estimate	-	-	-	
Technical Reports	-	-	-	
Claims renewal	-	-	-	
Other exploration & evaluation	-	-	-	
Reject storage	-	7,275.00	2,910.00	4,365.00
Preliminary Economic Assessment Metallurgy	-	54,138.50	415,913.65	176,852.57
YTD Total Exploration Expenditures	2,921,412.37	2,998,540.87	3,417,364.52	3,578,583.93

Bourier Lithium property, Quebec – Costs Paid Towards Acquisition				
Date	Cash	Shares	Price	Amount \$
05-05-2021	-	5,000,000	\$0.16	800,000.00
05-05-2021	-	-	-	-100,000.00
05-05-2021	50,000.00	-	-	50,000.00
Total Acquisition Cost	50,000.00	5,000,000		750,000.00

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Bourier Lithium Property, Quebec - Deferred Exploration Expenditures				
	January 31, 2021	April 30, 2021	July 31, 2021	October 31, 2021
Balance Forward	-	-	-	79,863.40
Claims Renewal	-	-	79,863.40	-
Analysis	-	-	-	9,668.60
Geology	-	-	-	196,844.86
Airborne Mag EM Survey	-	-	-	1,462.14
Management fee	-	-	-	10,398.78
Other	-	-	-	32,701.56
YTD Total Exploration Expenditure	-	-	79,863.40	330,939.34

Basis of Presentation and Statement of Compliance

These condensed consolidated interim financial statements, including comparatives have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRC").

These condensed consolidated interim financial statements for the three months ended October 31, 2021, have been prepared in accordance with IAS 34 "Interim Financial Reporting" as issued by the International Accounting Standard Board (IASB). They do not include all the information required in annual financial statements in accordance with IFRD and should be read in conjunction with the audited consolidated financial statements; for the year ended July 31, 2021.

These unaudited condensed consolidated interim financial statements were approved and authorised for issue by the Board of Directors on December 27, 2021.

a) Presentation currency and foreign currency translation

The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and of each subsidiary.

Foreign currency transactions are translated into functional currency of each entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from re-measurement of foreign currency denominated monetary items at reporting period and exchange rates are recognized in profit or loss.

Non-monetary assets and liabilities that are measured at historical cost are translated using the exchange rates in effect at the time of the initial transaction and are not subsequently re-measured at reporting period ends.

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b) Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash with original maturities of three months or less and which are subject to an insignificant risk of changes in values.

c) Exploration and Evaluation Expenditures

Exploration and evaluation assets includes the costs associated with exploration and evaluation activity and the fair value (at acquisition date) of exploration and evaluation assets acquired. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are charged to profit or loss. Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within equipment. Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

d) Decommissioning liabilities

The Company recognizes a provision for statutory, contractual, constructive, or legal obligations, including those associated with the decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or evaluation of exploration and evaluation assets. Provisions for site closure and decommissioning are recognized in the period in which the obligation is incurred or acquired and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a rate that reflects current market practice.

As of October 31, 2021, the Company did not have any decommissioning liabilities.

e) Financial Instruments

Financial Instruments – recognition and measurement

The following is the Company's accounting policy for the financial instruments under IFRS 9.

(1) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. Financial liabilities are

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measured at amortized cost unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its cash as FVTPL and its receivables, due from related party, loans, and payables at amortized cost.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in Other Comprehensive Income ("OCI"). On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

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(iv) De-recognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on de-recognition are generally recognized in profit or loss.

f) Impairment of Assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment, and some are tested at a cash-generating unit level.

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash-generating unit is reviewed for impairment.

Impairment reviews for exploration and evaluation assets are carried out on a project-by-project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise, but typically when one of the following circumstances apply:

- The right to explore the areas has expired or will expire in the near future with no expectation of renewal.
- No further exploration or evaluation expenditures in the area are planned or budgeted.
- No commercially viable deposits have been discovered, and the decision has been made to discontinue exploration in the area.
- Sufficient work has been performed to indicate that the carrying amount of the expenditure carried as an asset will not be fully recovered.

Additionally, when technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the exploration and evaluation assets of the related mining property are tested for impairment before these items are transferred to property and equipment.

An impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less cost to sell and its value in use.

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An impairment loss is reversed when the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

The impairment of investment in associates occurs when there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the investment (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is also objective evidence of impairment. If any evidence of impairment exists, the loss is recognized. The current loss is measured as the difference between the acquisition cost and the current fair value, less any impairment loss previously recognized as an expense. An impairment loss is reversed in a subsequent period to the extent that the recoverable amount of the investment increases.

g) Income Taxes

Tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that these relate to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current taxes

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred taxes

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity,

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or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

Sales tax

Expenses and assets are recognized net of the amount of sales tax except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable; or
- When receivables and payables are stated with an amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables on the statement of financial position.

h) Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Share capital issued for non-monetary consideration is recorded at fair value, being the quoted share price at the time of issuance.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

i) Earnings/Loss per Share

Basic earnings (loss) per common share is computed by dividing the net income (loss) available to common shareholders of the Company by the weighted average number of shares outstanding or committed to issue for the relevant year.

Diluted earnings (loss) per common share is computed by dividing the net income (loss) applicable to common shareholders by the sum of the weighted average number of common shares issued and outstanding or committed and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

j) Share-based Payments

The Company has a stock option plan under which it grants stock options to directors, employees, consultants and service providers.

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into

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the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income. The value of the options and warrants granted, related to the issuance of shares, are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

Share based compensation arrangements in which the Company receives other goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair market value of the goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair market value of the equity instruments granted at the date the Company receives the goods or the services.

All equity-settled share-based payments are reflected in share-based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

k) Flow-through Shares

The Company will, from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

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Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

m) Significant Accounting Judgments and Estimates

The preparation of the Company's financial statements in accordance with IFRS requires Company's management to make certain judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income, and expenses. Actual results are likely to differ from these estimates. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income, and expenses in these financial statements are discussed below.

Going concern: The assessment of the Company's ability to continue as a going concern requires significant judgment. The Company considers the factors outlined in Note 1 when making its going concern assessment.

Exploration and evaluation assets: The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether there are indicators of impairment that require management to determine whether or not the recoverable amount is not less than the carrying amount.

Title to Mineral Property Interests: Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Estimates and assumptions

Option-based payments: The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers, and employees. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based payment calculation value.

Deferred tax assets: The assessment of the probability of future taxable income against which deferred tax assets can be utilized is based on the Company's future planned activities, supported by budgets that have been approved by the Board of Directors. Management also considers the tax rules of the various jurisdictions in which the Company operates. Should there not be a forecast of taxable income that indicates the probable utilization of a deferred tax asset or any portion thereof, the Company does not recognize the deferred tax asset.

Valuation of investment in associates: At the end of each financial reporting period, the Company's management estimates the fair value of its investments based on the criteria below and records such valuations in the financial statements directly in net loss:

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- There have been significant corporate, operating, technological or economic events affecting the investee company that, in the Company's opinion, have a positive or negative impact on the investee company's prospects and, therefore, its fair value; or
- There has been a significant new equity financing with arms-length investors at a valuation above or below the current fair value of the investee company, in which case the fair value of the investment is adjusted to the value at which the financing took place; or
- Based on financial information received from the investee company it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern, in which case the fair value of the investment is adjusted downward; or
- The investee company is placed into receivership or bankruptcy.

In addition to the circumstances described above, the Company will take into account general market conditions when determining if an adjustment to the fair value of an investment is warranted at the end of each reporting period. In the absence of the occurrence of any of these events, or any significant change in general market conditions, the fair value of the investment is left unchanged.

Application of the valuation techniques described above may involve uncertainties and determinations based on the Company's judgment, and any value estimated from these techniques may not be realized.

n) New accounting standards issued

There are no IFRS or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents on the statement of financial position usually comprise of cash at bank, held in trust, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

	<u>October 31, 2021</u>	<u>July 31, 2021</u>
Cash and bank balances	\$ <u>3,836,993</u>	\$ <u>5,039,834</u>

<u>Other Receivables</u>	<u>October 31, 2021</u>	<u>July 31, 2021</u>
GST & QST	\$ 43,692	\$ 13,974
Due from a director	50,757	-
Due from associates	<u>152,857</u>	<u>193,614</u>
	<u>\$ 247,306</u>	<u>\$ 207,588</u>

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<u>Prepaid Expenses</u>	<u>October 31, 2021</u>	<u>July 31, 2021</u>
Prepaid promotional & consulting expenses	\$ <u>70,183</u>	\$ <u>107,428</u>

INVESTMENTS IN ASSOCIATE

Technology

Graphene ESD Corp.

On December 12, 2014, the Company purchased 1,800 shares of Graphene ESD Corp.'s ("Graphene") Series A Preferred Stock, representing 100% of the authorized preferred shares of Graphene, at a purchase price of US \$101.27 per share ("Original Issue Price") for total consideration of \$182,281 US. Dividends, at the rate per annum of \$4.05 per share, will accrue on each preferred share and shall be cumulative. Payment of dividends is at the discretion of the board. Each share of Series A Preferred Stock held by the Company shall be convertible to common stock at the option of the Company and without the payment of additional consideration by the Company.

Graphene ESD Corp. a Delaware company incorporated November 5, 2014, is a private US company that was formed to commercialize Graphene Supercapacitors. On matters presented to the stockholders of Graphene, the Company will vote together with the holders of Common Stock of Graphene as a single class.

The Company exercises significant influence over Graphene ESD Corp. as it owns 40% of the voting shares. It accounts for its investment on the equity basis. As at July 31, 2019, management assessed that the investment in Graphene was impaired and recorded a write-down of \$54,787.

	<u>Number of shares held</u>	
July 31, 2021 and October 31, 2021	1,800	\$ <u>1</u>

Smart Home Devices Ltd. (SHD)

On February 16, 2016, the Company issued (before 10:1 share consolidation) 16,129,743 common shares, at \$0.35 per share for a value of \$564,541, in exchange for 778,890 common shares of SHD. SHD is developing a series of energy saving, connected building automation and security products.

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On March 15, 2017, the Company acquired an additional 867,546 common shares, for \$624,633 in exchange for the rights, patents, and website pertaining to the license owned by the Company that was acquired from Megahertz Power Systems Ltd., a company associated with SHD.

On November 21, 2017, the Company acquired an additional 111,111 common share for \$80,000.

On January 19, 2018, the Company acquired 34,722 common shares for \$25,000.

The Company accounted for its investment in SHD using the equity method until July 20, 2018, when the Company's shareholding in SHD was diluted to 18.25%, leading to the Company losing significant influence over SHD, at which time the Company discontinued accounting for SHD using the equity method. As at July 31, 2018, the Company assessed that the investment in SHD was impaired and recorded a write-down of \$1,136,574 to the investment.

At October 31, 2021, the Company owns 18.25% (July 31, 2020– 18.25%) of the issued and outstanding shares of SHD.

**Number of
Shares held**

July 31, 2021 and October 31, 2021	<u>1,792,269</u>	<u>\$ 1</u>
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Promethieus Technologies Inc.

On May 23, 2018, the Company purchased 200 common shares of Promethieus Cryptocurrency Mining Corporation (PCM), a private company, incorporated in British Columbia on January 24, 2018. On October 28, 2018, Promethieus Cryptocurrency Mining Corporation changed its name to Promethieus technologies Inc. (PTI). The Company currently holds 20% (2019-20%) of the outstanding shares of PTI.

On July 31, 2019, the Company signed an agreement with PTI to sell its subsidiary, Lomiko Technologies Inc., for \$1,236,625 plus \$152,857 (July 31, 2021 - \$152,857) in expenses incurred by the Company. The sale will be subject to PTI successfully completing an equity financing in the amount of \$3,670,750. Once the equity financing is secured, the Company will transfer to Lomiko Technologies Inc, all of its interests in Smart Home Devices Ltd., Promethieus Cryptocurrency Mining Corporation (PCM) and Graphene ESD Corp. As at October 31, 2021, the sale had not been completed.

The amount due from associate is \$152,857 (July 31, 2021 - \$152,857) is due from PTI for payment of expenses on behalf of PCM. The amount is unsecured and there are no specified terms of repayment.

The Company exercises significant influence over PTI as it owns, along with a common director, 62% of the voting shares. It accounts for its investment on the equity basis.

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	<u>Number of shares held</u>	
July 31, 2019, 2020, and 2021	<u>200</u>	<u>\$ 2</u>

Summary of investment in associates:

	<u>October 31, 2021</u>	<u>July 31, 2020</u>
Graphene ESD Corp	\$ 1	\$ 1
Smart Home Devices Ltd.	1	1
Promethieus Technologies	<u>2</u>	<u>2</u>
	<u>\$ 4</u>	<u>\$ 4</u>

Share Capital and Reserves

a) Share Capital

Authorized

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Issued

Period ended October 31, 2021

During the period ended October 31, 2021, a total of 150,000 stock options from one stock option grants were exercised at a price of \$0.05 per share for gross proceeds of \$7,500 and 150,000 common shares of the Company were issued. In addition, the Company transferred a total of \$5,851 from equity reserve to share capital for the exercise of these options, which represents the estimated fair value of the options at the grant date.

Issued

Period ended July 31, 2021

On October 28, 2020, the Company completed a private placement, by issuing of 15,000,000 units of the Company at \$0.05 per unit for total gross proceeds of \$750,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.10 per share for a period of 24 months. The warrants had a fair value of \$379,469 measured using the Black Scholes Option Pricing Model, of which \$251,978 was allocated to reserves on a relative fair value basis. Finders' fees and brokers commission of \$29,750, legal fees of \$9,550 and filing fees of \$5,805 were paid. In addition, 238,000 shares with an aggregate value of \$11,900 and 238,000 warrants with a fair value of \$6,012 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

A director participated in the placement by purchasing 3,000,000 units in the amount of \$150,000.

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On December 23, 2020 the Company completed a private placement, by issuing of 19,700,000 flow-through units of the Company at \$0.05 per unit for total gross proceeds of \$985,000. Each unit consists of one flow-through common share and one half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.10 per share for a period of 24 months. The warrants had a fair value of \$288,479 measured using the Black Scholes Option Pricing Model, of which \$223,130 was allocated to reserves on a relative fair value basis. The Company recognized a flow-through premium liability of \$98,500 in connection with the flow-through private placement based on an estimated premium of approximately \$0.005 per flow-through common share issued. Finders' fees and brokers commission of \$39,150, legal fees of \$6,250 and filing fees of \$10,231 were paid. In addition, 694,000 shares with an aggregate value of \$34,700 and 1,477,000 warrants with a fair value of \$43,257 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

On January 19, 2021, the Company completed a private placement by issuing 5,000,000 units of the Company at \$0.05 per unit for gross proceeds of \$250,000. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.10 for a period of 24 months. The warrants had a fair value of \$425,396 measured using the Black Scholes Option Pricing Model, of which \$157,462 was allocated to reserves on a relative fair value basis. Finders' fees and commissions of \$4,000, legal fees of \$6,000 and filing fees of \$500 were paid. In addition, 80,000 share purchase warrants exercisable for 24 months at an exercise price of \$0.10, with a fair value of \$6,806 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

On February 1, 2021, the Company completed a private placement by issuing 13,336,666 units of the Company at \$0.075 per unit for gross proceeds of \$1,000,250. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.10 for a period of 24 months. The warrants had a fair value of \$1,137,172 measured using the Black Scholes Option Pricing Model, of which \$532,163 was allocated to reserves on a relative fair value basis. Finders' fees and commissions of \$20,130, legal fees of \$18,550 and filing fees of \$10,396 were paid. In addition, 268,400 share purchase warrants exercisable for 24 months at an exercise price of \$0.10, with a fair value of \$22,886 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

On March 15, 2021, the Company completed a private placement by issuing 14,523,278 units of the Company at \$0.15 per unit for gross proceeds of \$2,178,492. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.25 for a period of 24 months. The warrants had a fair value of \$1,951,167 measured using the Black Scholes Option Pricing Model, of which \$1,029,286 was allocated to reserves on a relative fair value basis. Finders' fees and commissions of \$22,848, legal fees of \$21,850 and filing fees of \$13,342 were paid. In addition, 152,320 share purchase warrants exercisable for 24 months at an exercise price of \$0.25, with a fair value of \$20,464 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

A director participated in the placement by purchasing 1,000,000 units in the amount of \$150,000.

On March 22, 2021, the Company completed a private placement by issuing 4,019,000 units of the Company at \$0.15 per unit for gross proceeds of \$602,850. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.25 for a period of

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24 months. The warrants had a fair value of \$571,007 measured using the Black Scholes Option Pricing Model, of which \$293,248 was allocated to reserves on a relative fair value basis. Finders' fees and commissions of \$38,400, legal fees of \$14,000 and filing fees of \$4,528 were paid. In addition, 256,000 share purchase warrants exercisable for 24 months at an exercise price of \$0.25, with a fair value of \$36,372 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

Included in the above private placements, were 6,333,333 units with an aggregate value of \$345,000 that were issued to consultants and recorded to share based payments.

On May 5, 2021 the Company issued 5,000,000 shares, valued at \$0.14 per share for a fair value of \$700,000 to Critical Elements Lithium Corporation pursuant to an agreement dated April 27th, 2021. Filing fees of \$8,400 were incurred in connection to this issuance.

On May 20, 2021 the Company completed a private placement, by issuing of 6,838,235 flow-through shares for gross proceeds of \$1,162,500. The Company recognized a flow-through premium liability of \$239,338 in connection with the flow-through private placement based on an estimated premium of approximately \$0.035 per flow-through common share issued. Finders' fees and commissions of \$90,000, legal fees of \$2,000 and filing fees of \$8,781 were paid. In addition, 76,471 purchase warrants exercisable for 24 months at an exercise price of \$0.17, with a fair value of \$11,615 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

On June 3, 2021 the Company completed a private placement, by issuing of 3,116,176 flow-through shares for gross proceeds of \$529,750. The Company recognized a flow-through premium liability of \$155,809 in connection with the flow-through private placement based on an estimated premium of approximately \$0.05 per flow-through common share issued. Finders' fees and commissions of \$31,250, legal fees of \$6,250 and filing fees of \$4,817 were paid. In addition, 183,824 purchase warrants exercisable for 24 months at an exercise price of \$0.17, with a fair value of \$27,784 measured using the Black Scholes Option Pricing Model was recorded to share issue cost, were issued to brokers.

25,135,000 share purchase warrants issued under the May 29, 2020 private placement were exercised at a price of \$0.05 per share for gross proceeds of \$1,256,750, and 25,135,000 common shares of the Company were issued during the year. In addition, the Company transferred \$209,401 from equity reserve to share capital for the exercise of these warrants, which represents the estimated fair value of the warrants at the grant date.

3,000,000 share purchase warrants issued under the November 12, 2020 private placement were exercised at a price of \$0.07 per share for gross proceeds of \$210,000, and 3,000,000 common shares of the Company were issued during the year. In addition, the Company transferred \$40,730 from equity reserve to share capital for the exercise of these warrants, which represents the estimated fair value of the warrants at the grant date.

1,830,000 share purchase warrants issued under the December 30, 2020 private placement were exercised at a price of \$0.07 per share for gross proceeds of \$128,100, and 1,830,000 common shares of the Company were issued during the year. In addition, the Company transferred \$38,757 from equity reserve to share capital for the exercise of these warrants, which represents the estimated fair value of the warrants at the grant date.

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1,200,000 share purchase warrants issued under the October 28, 2020 private placement were exercised at a price of \$0.10 per share for gross proceeds of \$120,000, and 1,200,000 common shares of the Company were issued during the year. In addition, the Company transferred \$20,158 from equity reserve to share capital for the exercise of these warrants, which represents the estimated fair value of the warrants at the grant date.

405,000 share purchase warrants issued to brokers under the December 23, 2020 private placement were exercised at a price of \$0.10 per share for gross proceeds of \$40,500, and 405,000 common shares of the Company were issued during the year.

1,000,000 share purchase warrants issued under the January 19, 2021 private placement were exercised at a price of \$0.10 per share for gross proceeds of \$100,000, and 1,000,000 common shares of the Company were issued during the year. In addition, the Company transferred \$30,389 from equity reserve to share capital for the exercise of these warrants, which represents the estimated fair value of the warrants at the grant date.

The Company incurred \$13,992 in legal fees in connection with warrant exercises in the year.

During the year ended July 31, 2021, a total of 3,350,000 stock options from various stock option grants were exercised at a price of \$0.05 per share for gross proceeds of \$167,500 and 3,350,000 common shares of the Company were issued. In addition, the Company transferred a total of \$143,673 from equity reserve to share capital for the exercise of these options, which represents the estimated fair value of the options at the grant date.

b) Share purchase warrants

A continuity of the Company's share purchase warrant transactions for the period ended October 31, 2021, as follows:

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	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2019	36,344,034	\$0.18
Issued for financing	31,235,000	0.05
Expired	(9,482,924)	0.26
Balance, July 31, 2020	58,096,110	\$0.11
Issued for financing	64,460,959	0.17
Exercised	(32,570,000)	0.05
Expired	(27,211,110)	0.15
Balance, July 31, 2021 and October 31, 2021	62,775,959	\$0.18

The following table summarizes information relating to share purchase warrants outstanding and exercisable at October 31, 2021 and July 31, 2021.

Number of Warrants	Exercise Price	Expiry Date
920,000	\$0.07	December 30, 2021
14,038,000	\$0.10	October 28, 2022
10,922,000	\$0.10	December 23, 2022
4,080,000	\$0.10	January 19, 2023
13,605,066	\$0.10	February 1, 2023
14,675,598	\$0.25	March 15, 2023
4,275,000	\$0.25	March 22, 2023
76,471	\$0.17	May 20, 2023
<u>183,824</u>	<u>\$0.17</u>	<u>June 2, 2023</u>
<u>62,775,959</u>		

The weighted average remaining contractual life of the warrants as at October 31, 2021 was 1.20 years (July 31, 2021 – 1.44 years).

The following weighted-average assumptions were used for the Black-Scholes Option Pricing Model for warrants granted:

	<u>October 31, 2021,</u>	<u>July 31, 2021</u>
Risk free interest rate	-	0.23%
Expected life of warrants	-	2.00 years
Annualized stock price volatility	-	164.20%
Expected dividend yield	-	0%

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(c) Share-based payments

Plan Details

The Company has established a stock option plan for directors, senior officers, employees, management, company employees and consultants (collectively "Eligible Persons") for the Company and its subsidiaries. The purpose of the plan is to give to Eligible Persons, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals Options to buy shares of the Company at a price not less than the market price prevailing on the grant date less applicable discount, if any, permitted by TSX-V Policies and approved by the Board.

The expiry date for each option shall be set by the board at the time of issuance and shall not be more than ten years after grant date. Options shall not be assignable (or transferable) by the optionee. The maximum number of shares reserved for issuance under the share option plan in aggregate shall not exceed 10% of the total number of the Company's issued and outstanding common shares on a non-diluted basis prior to the issuance. The number of shares which may be issuable under the plan within a twelve-month period to one optionee shall not exceed five percent of the total number of issued and outstanding shares on a non-diluted basis. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position. Pursuant to the stock option plan, options granted in respect of investor relations activities are subject to vesting in stages over a twelve-month period with 20% vesting on the date of grant and 20% each three months thereafter. Vesting restrictions may also be applied to other options grants, at the discretion of the Board of Directors.

Stock options are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2020	7,150,000	\$0.05
Granted	4,000,000	\$0.05
Exercised	<u>(3,350,000)</u>	<u>\$0.05</u>
Balance, July 31, 2021	7,800,000	\$0.05
Granted	8,850,000	\$0.12
Exercised	(150,000)	\$0.05
Balance, October 31, 2021	<u>16,500,000</u>	<u>\$0.09</u>

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The following summarizes the stock options outstanding and exercisable as at October 31, 2021”

Number of Outstanding	Exercise price	Expiry date
3,400,000	\$0.05	February 28, 2022
300,000	\$0.05	April 16, 2022
400,000	\$0.05	August 24, 2024
3,550,000	\$0.05	December 18, 2025
5,000,000	\$0.12	August 4, 2026
<u>3,850,000</u>	\$0.12	October 25, 2026
<u>16,500,000</u>		

During the period ended October 31, 2021, the Company granted an aggregate of 8,850,000, (July 31, 2021 – 4,000,000) stock options to management and consultants of the Company. The Company recorded \$730,437 (2020 – \$0) in share-based payments based on the vesting provisions of the granted options.

The following weighted-average assumptions were used for the Black-Scholes Option Pricing Model of stock options granted:

	<u>October 31, 2021</u>	<u>July 31, 2020</u>
Risk free interest rate	1.03%	0.45%
Expected life of options	5 years	5 years
Annualized stock price volatility	128.07%	137.40%
Expected dividend yield	0%	0%

The weighted average remaining contractual life of options outstanding at October 31, 2021 was 3.78 years (July 31, 2021 – 2.51 years).

Reserves

Equity reserve records items recognized as share-based payments and allocation of the value of warrants until such time that the stock options and warrants are exercised, at which time the corresponding amount will be transferred to share capital.

The values recorded to reserves for stock options and warrants are transferred to deficit on expiration of such stock options and warrants.

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Accounts Payable and Accrued Liabilities

	October 31, 2021	July 31, 2020
Accounts payables	\$ 41,282	\$ 134,680
Accrued liabilities	<u>45,888</u>	<u>38,000</u>
	<u>\$ 87,170</u>	<u>\$ 172,680</u>

FLOW THROUGH PREMIUM LIABILITY

	October 31, 2021	July 31, 2021
Balance, beginning of year	\$ 328,075	\$ -
Add:		
December 23, 2020 private placement (Note 6)	-	98,500
May 20, 2021 private placement (Note 6)	-	239,338
June 3, 2021 private placement (Note 6)	-	155,809
Amortization of flow through premium liability	(11,845)	(165,572)
	<u>\$ 316,230</u>	<u>\$ 328,075</u>

As at October 31, 2021, the Company is required to incur further Canadian exploration expenditure of \$934,175 no later than December 31, 2022 pursuant to the terms of the subscription agreements.

The flow-through premium liability is to be amortized to the statement of loss and comprehensive loss prorate with the amount of qualifying flow-through expenditures incurred.

Flow-through expenditures

The Company is able to continue to incur exploration expenses beyond the deadlines. However, it could be subject to a penalty of 4-5% per annum on the balance required to be spent on its exploration work. The Company intends to fulfill its flow-through commitments within the given time constraints.

Other Requirements

Additional disclosure relating to the Company's material change reports, news releases and other information are available on SEDAR at www.sedar.com. The Company's website can be found on: www.lomiko.com.

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FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, except as noted under equity risk. Its objectives, policies and processes for managing those risks or the methods used to measure them from previous year have not changed.

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receive monthly reports from the Company's Financial Controller through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk.

Foreign Currency Risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The company does not have significant exposure to foreign exchange rate fluctuation.

Interest Rate Risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be low.

Equity Price Risk:

Equity risk is the uncertainty associated with the valuation of assets arising from changes in equity markets.

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b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents and due from associate. The majority of cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at October 31, 2021 relating to cash of \$3,836,993, other receivables of \$99,669 and due from associate of \$152,857. All cash, cash equivalents and short-term deposits are held at the Bank of Montreal. The recoverability of the amount due from associate is reliant on the associate completing its listing and raising sufficient financing to repay the amount owing.

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures that it has sufficient cash on demand to meet short-term business requirements, after taking into account the Company's holdings of cash.

The Company's cash is invested in business accounts and is available on demand. Funding risk is the risk that the Company may not be able to raise equity financing in a timely manner and on terms acceptable to management. There are no assurances that equity financing will be available when, and if, the Company requires additional financing. The Company considers liquidity risk to be high.

The following table summarizes the Company's significant remaining contractual maturities for financial liabilities as at October 31, 2021 and July 31, 2021.

	Less than 3 months	3 – 12 months	Total
<u>October 31, 2021</u>			
Trade payable and other liabilities	\$ 43,700	\$ -	\$ 41,700
<u>July 31, 2021</u>			
Trade payables and other liabilities	\$ 134,680	\$ -	\$ 134,680

d) Fair value of financial instruments

The Company classifies its financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair value:

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	Level 1	Level 2	Level 3	Total
<u>October 31, 2021</u>				
Cash and Cash equivalents	\$ 3,836,993	\$ -	\$ -	\$ 3,836,993
<u>July 31, 2021</u>				
Cash and Cash equivalents	\$ 5,039,384	\$ -	\$ -	\$ 5,039,834

Level 1 – quoted prices (unadjusted) in active markets

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices): and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The carrying value of the Company's financial instruments approximates fair value.

Capital Risk Management

It is the Company's objective when managing capital to safeguard its ability to continue as a going concern in order that it may continue to explore and develop its mineral properties and investment in power supply products companies and continue its operations for the benefit of its shareholders.

The Company manages its equity (which includes common shares, share-based payment reserve and accumulated deficit) as capital. The Company intends to expend existing working capital by carrying out its planned acquisition, exploration and development activities on mineral properties and continuing to pay administrative costs.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure the Company may issue new shares. In order to facilitate analysis and management of its capital requirements, the Company prepares and updates annual budgets (as needed) to ensure that its acquisition and exploration operations can continue to progress. Budgets, once finalized, are approved by the Board of Directors.

There have not been any changes to the Company's capital management objective, policies and processes compared to the prior year. The Company is not subject to any externally imposed capital requirements.

The Company's capital consists of cash and share capital. There have not been any changes to the Company's capital management objective, policies and processes compared to the prior year. The Company is not subject to any externally imposed capital requirements.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by

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such persons. The Company considers all directors and officers of the Company to be key management personnel. The following are related party transactions not disclosed elsewhere in the financial statements.

Management Fees paid to companies related to directors or to directors:

<u>October 31, 2021</u>	<u>July 31, 2020</u>
<u>\$ 235,758</u>	<u>\$ 45,000</u>

Management fees were paid to M & M Corporation, a company controlled by Jacqueline Michael, the Company's CFO (resigned October 25, 2021) and to AJS Management Corporation, a company controlled by A. Paul Gill, the Company's President and as of October 25, 2021, The Capital Lab Inc, a company controlled by Belinda Labatte, the Company's CEO, Kingsway Analytics Inc a company controlled by, Vincent Osbourne, the Company's CFO and Boaz Infrastructure Analyst Inc a company controlled by Gordana Slepcev, the Company's COO.

Consulting fees of \$147,750 (October 31, 2020 - \$Nil) were paid to three consultants who also act as directors.

Included in accounts payable is \$ 15,823 (October 31, 2020 - \$195,653) owing to directors or companies controlled by directors.

Included in other receivables is \$50,757 (October 31, 2020 - \$50,757) owing to the Company from a director of the Company. This balance is due to an expense billing correction.

SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOW

	October 31, 2021	July 31, 2021
Shares issued to acquire resource property	\$ -	\$ 700,000
Transfer from reserves on exercise of stock options	\$ 5,851	\$ 143,672
Transfer from reserves on exercise of warrants	\$ -	\$ 339,435
Flow Through premium liability	\$ 11,845	\$ 493,647
Issuance of common shares for services	\$ -	\$ 345,000
Exploration and evaluation assets in accounts payable	\$ 20,798	\$ 43,365
Reclassification of due from associate to amounts receivable	\$ -	\$ 40,757

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SEGMENTED REPORTING

During the year ended October 31, 2021, the Company operated in two industry segments: acquisition, exploration and development of resource properties. The Company's non-current assets by industry segments for the years ended October 31, 2021, and July 31, 2021 as follows:

October 31, 2021	Exploration and Evaluation	July 31, 2021	Exploration and Evaluation
Non-current assets		Non-current assets	
Exploration and evaluation		Exploration and evaluation	
Assets	<u>\$ 6,455,358</u>	Assets	<u>\$ 6,023,063</u>
	<u>\$ 6,455,358</u>		<u>\$ 6,023,063</u>

COMMITMENTS

Shareholders Rights Plan

On October 30, 2014, the Board of Directors adopted a Shareholder Rights Plan (the "Plan") to ensure, that all shareholders of the Company are treated fairly in connection with any take-over bid for the Company. In order to implement the adoption of the Shareholder Rights Plan, the Board of Directors has authorized and declared a distribution of one Right effective the close of business on October 30, 2014 in respect of each Common Share outstanding at the Record Time and has further authorized the issuance of one Right in respect of each Common Share issued after the Record Time and prior to the earlier of the Separation Time and the Expiration Time as defined in the Plan.

Each Right entitles the holder thereof, to purchase securities of the Company pursuant to the terms and subject to the conditions set forth pursuant to the Plan. The Company appointed the rights agent, Computer Share Trust Company of Canada to act on behalf of the Company and the holders of Rights, and the Rights Agent is willing to so act, in connection with the issuance, transfer, exchange and replacement of Rights Certificates (as hereinafter defined), the exercise of Rights and other matters referred to in the Plan.

Effective Date and Confirmation

This Plan is effective and in full force and effect in accordance with its terms. The plan was confirmed at the annual general meeting of holders of Voting Shares held on October 27, 2017.

Reconfirmation

This Plan was reconfirmed by a resolution passed by a majority of the voting shareholders at the annual meeting of the Company held in 2020 and at every third annual meeting of the

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Company thereafter. If this Plan is not reconfirmed or is not presented for reconfirmation at any such annual meeting, this Plan and all outstanding Rights shall terminate and be void.

SELECTED ANNUAL INFORMATION

Revenue, net loss, diluted loss per common share, total assets and total long-term liabilities for the year ended July 31, 2020, with the year ended July 31, 2019 and with the year ended July 31, 2018 were as follows (**in thousands of Canadian dollars except for shares**):

	IFRS 2021 \$	IFRS 2020 \$	IFRS 2019 \$
Total Revenue	0	0	0
Total Assets	11,528	3,812	3,735
Total Long-Term Liabilities	0	0	0
Total Operating Loss	(1,903)	(1,206)	(1,511)
Net Income and comprehensive (loss)	(1,736)	(1,186)	(1,766)
Net Income (loss) per share basis	(0.01)	(0.01)	(0.03)
Net Income (loss) per share diluted	(0.01)	(0.01)	(0.03)

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	Three months ended October 31,	
	2021 \$	2020 \$
General administrative expense		
Office & sundry	17,539	12,319
Advertising & Promotions	149,763	83,113
Management	235,758	45,000
Professional fees	75,773	4,000
Consulting	216,753	-
Insurance	3,781	-
Regulatory & Transfer Agent fees	9,498	7,551
Shareholders' communications	728	2,347
Share based payments	730,437	252,500
Travel	12,029	1,519
Total	1,452,059	408,349
Loss from operation	(1,452,059)	(408,349)
Interest income	1	-
Income tax recovery	-	(79)
Amortization of flow-through premium liability	11,845	-
Net loss from continuing operations	(1,440,213)	(408,270)
Basic and Diluted Loss Per Share	(0.00)	(0.00)
Basic & Diluted Weighted Average Common Shares	238,075,459	115,063,082

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During the three-month period, overall operational expenses increased by over 255% compared to the same period last year (Oct. 2020 \$408,349), The increase was mainly due to the following:

Management fees increased by 424%, as the Company compensated management for their extra time spent on working on the Company's ECOLOGO and IIGOP Certifications. These standards set metrics for a wide variety of criteria in some or all the following categories: materials, energy, manufacturing and operations, health and environment, product performance and use, and product stewardship and innovation. In addition, this third-party certification determines that your products meet strict environmental standards. The Company also added new management to benefit the Company with their experience and qualifications.

There was a substantial increase in consulting fees, as the Company hired several qualified consultants to work on the Preliminary Economic Assessment ("PEA") on the La Loutre property, the results of the PEA report were extremely encouraging and showed that the property had very good value. The Company plans on doing a Pre-Feasibility Study on this property in 2022. The Company is also working towards completing the ECOLOGO Certification and has completed the IIGOP certification which is part of ECOLOGO. The Company also revamped its website.

Promotional costs increased by 80% over the same period last year (Oct 2020 \$83,113), \$98,717 of which came from prepaid advertising which has been expensed in the current period. The balance of \$51,046 was spent on several different advertising campaigns, media interviews and conferences to bring awareness to the progress made on its La Loutre (Graphite) property and inform shareholders of its business goals and objectives.

All other expenses were incurred in the normal course of business operations.

The Company has no producing properties, and therefore, no revenue to report.

The Company had a total net loss of (\$1,440,213) for the three-month period (2020 – (\$408,270) The loss per share, basic and diluted was (\$0.00) (2020 - (\$0.00).

As of this reporting period, the Company had total assets of \$10,727,954 (2020 – \$4,394,457) of which \$3,836,993 are cash and cash equivalents; \$99,669 receivables (GST and QST ITC and receivable from a director of the Company); \$70,183 are pre-paid expenses; \$6,455,358 are mineral exploration and acquisition costs; \$112,890 are exploration advances and \$152,857 from associates.

The Company had positive working capital of \$3,603,445 as of October 31, 2021.

The figures in the following table are based on the 12-month consolidated financial statements of the Company which were prepared in accordance with IFRS:

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Statement of Financial Position Data	July 31, 2021	July 31, 2020	July 31, 2019
Total Assets	11,527,585	3,812,404	3,735,194
Total Long-Term Debt	NIL	NIL	NIL
Total Liabilities	500,755	453,805	329,042
Shareholders' Equity: Share Capital Equity	35,839,156	28,771,232	27,934,969

During the 2021 fiscal year, ended July 31, 2021, the Company was successful in raising net proceeds of \$7,164,013 through Private Placements and Flow-Through Financings. The following is a breakdown of the use of proceeds.

Use of Proceeds from financings to October 31, 2021					
Balance Forward, July 31, 2021					\$2,610,923.00
Advertising & promotions					\$149,792.62
Accounting					\$5,500.00
Office expenses & miscellaneous					\$15,940.24
Exchange filing & Transfer Agent fees					\$9,497.70
Travel					\$12,029.35
Legal					\$47,785.00
Consulting					\$207,661.57
Professional fees					\$21,337.42
IGOPP Certification					\$2,950.00
Website development and updates					\$9,091.00
Shareholder communications					\$727.00
Management fees					\$235,758.00
Preliminary Feasibility Study – La Loutre property					\$467,934.82
La Loutre property - Reject Storage					\$4,365.00
Bourier property – Geology and Airbourne Survey					\$251,075.94
				TOTAL	\$4,052,368.66

Summary of Quarterly Results

(Expressed in thousands of Canadian dollars, except per share amounts)

The summary of quarterly results has been prepared in accordance with IFRS

	Oct. 21	July. 21	Apr. 21	Jan. 21	Oct. 20	Jul. 20	Apr. 20	Jan. 20
Revenue	0	0	0	0	0	0	0	0
Net Income (Loss)	(1,440)	(1,736)	(1,320)	(792)	(408)	(1,186)	(899)	(795)
Loss per Share	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)

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Other MD&A Requirements

As of October 31, 2021, the Company had a total of 237,951,545 issued and outstanding shares, 16,500,000 outstanding options and 62,475,959 outstanding warrants. If the Company were to issue 78,975,959 shares upon the exercise of all its outstanding warrants and options, it would raise a total of \$10,525,306.

As of this reporting period, the Company will need to raise funds through new financings in order to support its operations and on-going exploration commitments.

Off Balance Sheet Arrangements

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

Company activities for Q1, October 31, 2021 reporting period

On August 4, 2021, the Company announced that it has hired Mr. Mike Petrina of Little Rock Consultants as Project Manager.

Mr. Petrina is a Mining Engineer with over 30 years of expertise in operations, engineering, and project development, and is skilled at advancing open pit and underground projects whilst working responsibly with stakeholders in the local community, Indigenous communities, and investors to maximize project value and comply with Environmental, Social and Governance (ESG) requirements. His experience ranges from working with smaller technical teams to large operations workforces.

Mr. Petrina's experience with advanced stage projects in the Pre-Feasibility and Feasibility Stages will be extremely helpful as Lomiko proceeds with La Loutre Project.

Within the contract, Little Rock Consultants will reserve up to 65 hours per month for project work. In consideration for the Consultant providing the Services, the Company shall pay to the Consultant a salary of \$7,500 per month for up to 65 hours per month, plus applicable taxes (the "Fee"). In the event the Services are required for more than 65 hours per month, the Consultant shall invoice for such additional hours at the rate of \$115.00 per hour. The agreements contain termination clauses whereby the company is obligated to pay termination pay of 12 times the salary in case of termination or change of control.

Further, the company advises that it has granted stock options to its directors, officers, and consultants for an aggregate of 5,000,000 common shares, exercisable at \$0.12 cents per share for five years.

On August 2021, the Company announced that it has retained BRIDGE®, and its principal and founder Siri C. Genik, to provide strategic advisory services in the development of relations with the First Nations and local communities surrounding the La Loutre Project for two additional years beyond the current contract which ends November 30, 2021. Lomiko recently published news related to a Preliminary Economic Assessment (PEA) [July 29, 2021](#) which provides the basis of consultation with stakeholders.

Ms. Genik has over 25 years of experience working on mining and infrastructure projects in Canada and around the world. In Québec Ms. Genik has supported several mining clients, as well as infrastructure projects, with their

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community relations and stakeholder engagement. She is a respected subject-matter expert in ESG and Sustainability, Stakeholder Engagement and Strategic Communications. Ms. Genik will continue to work with the Lomiko Technical, Safety and Sustainability Committee established in November 2020 to ensure the project receives input from all stakeholders.

On August 27, 2021, the Company announced that it has engaged Hemmera, a wholly owned subsidiary of Ausenco Engineering Canada Inc. a leading Canadian environmental consultancy, to begin baseline studies of the surrounding area of the La Loutre Project, as of August 2021. These studies will make it possible to properly understand and document the environment of the area. The baseline studies will start with the characterization of wetlands, the characterization of fish habitat, hydrology, and surface water quality. These studies will progress through to next year, to provide the required information for the next project study phases as well as the environmental impact study, focussing on minimizing and compensating for any potential environmental impacts. The methodology used is in full compliance with all provincial and federal regulations.

On September 14, 2021, the Company announced that it and Critical Elements Lithium Corporation have mandated GoldSpot Discoveries Corp. (TSX-V: SPOT) (OTCQX: SPOFF) ("GoldSpot") to conduct a remote targeting process for lithium, on the Bourier claims within the Nemiscau belt (Figure 1). GoldSpot uses cutting edge technology and geoscientific expertise to mitigate exploration risks and make mineral discoveries. To review the option agreement please see news [April 27, 2021](#)

Release Highlights

- GoldSpot Discoveries Corp.'s proprietary approach of Artificial Intelligence (AI) and geological Interpretation highlight lithium potential at Bourier claims within the Nemiscau greenstone belt;
- A total of 15 high to moderate prospectivity lithium targets were identified.
- Preliminary Summer 2021 field exploration results have revealed the discovery of five new sectors of spodumene-rich (Li) pegmatites, highlighting the potential of the Bourier project.
- Critical Elements and Lomiko Metals (Joint Venture) boast a unique and favorable land position for lithium exploration within the Nemiscau Belt.

Methodology

The study hinged on digital extraction from an exhaustive collection of compiled data, including assessment files, government data and academic studies. This dataset provided outcrop/sample description, bedrock geology, geochemical analyses, and geophysical surveys. Original data was cleaned and combined to create a comprehensive data set for geological interpretation and machine learning processes.

Geological Interpretation

The compilation of discrete outcrop observations allowed a reliable update to existing geologic maps, resulting in a refined lithium exploration-oriented pegmatite map. A total of 99 pegmatite bodies were added to the current geological map, highlighting previously unknown potential for economic lithium mineralization.

An up-to-date structural interpretation was created based on a high-resolution aeromagnetic survey commissioned by Critical Elements. This survey revealed structurally complex patterns, including large-scale folds and major ENE-trending ductile fault zones.

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Lithium Target Generation

GoldSpot generated lithium targets using a knowledge-based approach with Artificial Intelligence (AI) data-driven methods.

Process

The AI data analysis trains machine learning algorithms to predict the presence of lithium using all variables (features), both numeric and interpreted on a 10 x 10 m grid cell datacube. Once the model performs to a satisfactory level, results produced include:

- 1) a series of zones with relatively high probability of containing lithium.
- 2) a ranking of feature importance for each input feature.

Performance

The best prediction model for lithium at Bourier was obtained using the Extended Euclidean Algorithm for which performance metric was at 75% precision. The updated lithology and structural interpretation were the dominant contributors to the targeting model.

Field Work and Preliminary Results

In preparation of field work, GoldSpot provided a map of probable outcrop zones, resulting from the AI analysis on high-resolution satellite imagery. The machine learning-assisted outcrop detection allows for time- and cost-efficient field exploration.

An exploration crew composed of Critical Elements' and GoldSpot's geoscientists conducted a 20-day prospecting program at the Bourier project, with focus on the high to moderate lithium targets generated by GoldSpot. The highlights of this program include the discovery of five new sectors of spodumene-rich (Li) pegmatite (laboratory analysis results are pending; Figure 2). These discoveries were made within, or the extension, of GoldSpot's targets.

On October 5, 2021, the Company updated the shareholders with the following news on Promethieus Technologies Inc.:

Lomiko Metals Inc. announced [July 31, 2019](#) that it had entered into an agreement to sell its 100% interest in Lomiko Technologies Inc. to Promethieus Technologies Inc. (Canada) for \$ 1,236,625 and will be reimbursed \$152,857 expenses paid by Lomiko on behalf of Promethieus Technologies Inc. Lomiko Technologies holding include 18.5% of SHD Smart Home Devices which has recently been awarded a patent for its IoT HUB Device [June 26, 2021](#) and 40% of Graphene ESD Inc.

On [November 25, 2019](#) Lomiko provided shareholders with an update to the transaction and on [December 3, 2019](#), confirmed that shareholders had overwhelmingly approved the transaction at the November 29, 2019 Annual Special General Meeting.

Promethieus Extension 2021

On October 4, 2021, the Company announced that, subsequent to its news releases of [July 31, 2019](#), [Dec. 3, 2019](#), and [Aug. 6, 2020](#), Lomiko Technologies Inc., a wholly owned subsidiary company of Lomiko Metals Inc., has extended its sale agreement with Promethieus Technologies to November 30, 2022. Upon completion of the sale, Lomiko Metals will receive from Promethieus, \$1,236,625 and \$152,857 in expenses which it paid on Promethieus' behalf, and will retain a 20-per-cent interest in Promethieus Technologies. The said interest, will be exchanged

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for 20-per-cent equity in a new to be formed entity, Promethieus Ventures NV (Promethieus Ventures), Promethieus Ventures is in the process of listing on the Dutch Caribbean Securities Exchange (DCSX) with the intention of raising \$10 million (U.S.). As the transaction has not yet been completed, at the upcoming Nov. 26, 2021, annual and special meeting (AGM) of Lomiko Metals Inc, a resolution will be put forward to confirm the approval of this transaction by arm's-length shareholders.

The transaction is subject to (1) shareholder approval; (2) Promethieus completing a financing; and (3) regulatory approval. The transaction was considered a non-arms-length transaction as Mr. A. Paul Gill is a Director of all the entities involved.

Promethieus Buys 40% of Graphene ESD. Promethieus Technologies has informed Lomiko that it has entered into an agreement to purchase 40% of Graphene ESD for \$ 10,000 USD. Therefore, upon completion of the Lomiko Technologies purchase, Promethieus will own 80% interest in Graphene ESD.

On October 25th, a new leadership team was appointed to the Company and an independent director to the board. With the appointment of Belinda Labatte as Chief Executive Officer and Director, Vince Osbourne as Chief Financial Officer and Gordana Slepcev as Chief Operating Officer, The Company is poised to develop its current critical minerals projects in Quebec and pursue a new growth strategy for the acquisition and development of new critical minerals assets to add to the Company's portfolio.

Belinda Labatte replaces A. Paul Gill, who will remain Executive Chair of the Board; she also joins the Board as a Director. Mr. Gill will continue to be involved in advancing the current portfolio of assets with additional new directors to be appointed at the annual general meeting of shareholders. He will also continue to oversee the final stages of completing the ECOLOGO third-party certification process, which reinforces the Company's commitment to ethical practices as endorsed by the Quebec Mineral Exploration Association (QMEA). Vince Osbourne replaces Jacqueline Michael as Chief Financial Officer and Director, who will resign her position as CFO and Director and continue in the role of Controller for the Company, reporting to Vince Osbourne. Also resigning as director is Mike Petrina who will remain with the Company in an operational capacity, as Project Manager for the La Loutre project.

In addition, Eric Levy is appointed as independent director. Mr. Levy is senior partner at the law firm of Osler, Hoskin & Harcourt LLP and is recognized as a leading Canadian lawyer in corporate M&A transactions and securities law. Mr. Levy will lead the board renewal process with Mr. Paul Gill to ensure a highly diverse board that shares in the vision of building a new energy company.

Subsequent Period Events

The Company held it's Annual General and Special Meeting of the Shareholders on December 6th, 2021. The following are the results of the Meeting:

A total of 75,146,069 common shares (31.56% of the outstanding common shares) were represented at the Meeting in person or proxy.

1. The Number of Directors

The number of Directors to be set at seven (7) was approved by a resolution passed by a vote by ballot with 59,633,336 (98.28%) total votes cast "FOR" and 1,040,547 (1.71%) votes cast "AGAINST".

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2. Election of Directors

Each of the following individuals was elected as directors of the Company as approved by a vote by ballot, for a term expiring at the conclusion of the next annual meeting of shareholders of the Company or until their successors are elected or appointed, as follows:

Name	Votes "For" (%)	Votes "Withheld" (%)
A Paul Gill	60,429,146 (99.86%)	84,592 (0.14%)
Belinda Labatte	60,109,603 (99.07%)	564,280 (0.93%)
Eric Levy	60,266,294 (99.32%)	407,589 (0.67%)
Sagiv Shiv	60,391,844 (99.53%)	282,039 (0.46%)
Anu Dhir	60,444,291 (99.62%)	229,592 (0.37%)
Dominique Dionne	59,516,798 (98.09%)	1,157,085 (1.90%)
Lee Arden Lewis	59,529,741 (98.11%)	1,144,142 (1.88%)

3. Appointment of Auditor

The appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditors of the Company, and the authorization for the directors to fix the remuneration to be paid to the auditors, was approved by a resolution passed by a vote by ballot, with **75,050,235 (99.87%)** total votes cast "FOR" and **95,834 (0.12%)** total votes "WITHHELD".

4. 2021 Omnibus Incentive Plan

The 2021 Omnibus Incentive Plan was approved by a resolution passed by a vote by ballot with **58,993,551 (97.23%)** total votes cast "FOR" and **1,680,432 (2.77%)** total votes cast "AGAINST".

5. Approval to the Extension of Closing the Sale of the Company's Subsidiary— Special Resolution

The approval to the extension of the closing date of the sale of the Company's wholly-owned subsidiary in accordance with the *Business Corporations Act* (BC) to Prometheus Technologies Inc was approved by a special resolution passed by a vote by ballot, with **60,621,629 (99.91%)** total votes cast "FOR" and **52,254 (0.08%)** total votes cast "AGAINST". The resolution was a non-arm's length transaction.

At the first meeting of the newly constituted Board of Directors held immediately after the Meeting, Belinda Labatte was elected to serve as Chief Executive Officer and Director, Gordana Slepcev as Chief Operating Officer and Vince Osbourne as Chief Financial Officer until the next annual general meeting of the Company. The Board also elected Sagiv Shiv to serve as the Company's Audit Committee Chair until the next annual general meeting of the Company.

On December 22, 2021, the Company announced that, subject to the approval of the TSX Venture Exchange (the "Exchange"), it has closed its non-brokered private placement (the "Private Placement") issuing 18,440,870 flow-through units (the "FT Units") at a price of \$0.115 per FT Unit for aggregate gross proceeds of \$2,120,700.05.

Each FT Unit consists of one flow-through common share (a "Share") and one-half (1/2) common share purchase warrant (a "Warrant") with each whole Warrant exercisable at a price of \$0.18 per Share for a period of two years.

Subject to regulatory approval, the Company will pay cash finder's fees of \$99,785.00 and issue 867,695 finder warrants (the "Finder's Warrants") to two parties. The Finder's Warrants are non-transferable and exercisable at a price of \$0.18 per share for a period of two years.

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Pursuant to applicable Canadian securities laws, all securities issued pursuant to this private placement are subject to a hold period of four months and one day expiring on April 23, 2022. The private placement remains subject to the final approval of the TSX Venture Exchange.

An insider of the Company subscribed for 434,783 FT Units. As such, his participation constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the FT Units acquired by the insiders nor the consideration for the FT Units paid by such insiders, exceed 25% of the Company’s market capitalization.

The Company intends to use the gross proceeds of the Private Placement to incur Canadian Exploration Expenses and “flow-through mining expenditures” as defined in the Tax Act on the Company’s La Loutre and Bourier Properties which will be incurred on or before December 31, 2022.

The parties are currently amending the agreement of April 27, 2021 pursuant to which Lomiko was granted an option to acquire a 70% undivided interest in the Bourier Property; under the First Option, Lomiko must notably incur or fund Exploration Expenditures in the amount of \$1,300,000, of which \$550,000 must be incurred or funded by no later than December 31, 2021.

Siri Genik, a consultant to the Company, announced the termination of her contract on December 13, 2021 and in accordance with her contract is due a payment of \$90,000 within 30 days.

Disclosure of Internal Controls

Management has established processes to provide sufficient knowledge to support representations that reasonable due diligence has been exercised to ensure that

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

On behalf of the Board,

“Belinda Labatte”
Chief Executive Officer