

**EARLY WARNING REPORT FILED PURSUANT TO  
PART 3 OF NATIONAL INSTRUMENT 62-103**

**Form 61-203F1**

*Required Disclosure under the Early Warning Requirements*

**1. Security and Reporting Issuer**

*1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Issuer: Full Circle Lithium Corp., formerly ESG Capital 1 Inc. (“**Full Circle**” or the “**Issuer**”)  
18 King Street East  
Suite 902  
Toronto, ON  
M5C 1C4

Securities: Common Shares

*1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

TSX Venture Exchange.

**2. Identity of the Acquiror**

*2.1 State the name and address of the acquiror.*

Acquiror: Carlos Vicens  
18 King Street East  
Suite 902  
Toronto, ON M5C 1C4

*2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

The occurrence that triggered the requirement to file this report was the completion of a qualifying transaction (the “**Qualifying Transaction**”) resulting in the reverse takeover of the Issuer by Full Circle Lithium Inc. (“**Old Full Circle**”), a private company incorporated under the laws of Ontario. The completion of the Qualifying Transaction is further detailed in the press release of the Issuer dated April 25, 2023.

*2.3 State the name of any joint actors.*

None.

**3. Interest in Securities of the Reporting Issuer**

3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.*

Prior to completion of the Qualifying Transaction, Mr. Vicens directly owned 7,050,000 common shares of Old Full Circle, representing 13.86% of Old Full Circle shares on a partially diluted basis. After completion of the Qualifying Transaction, Mr. Vicens holds, directly and indirectly, 7,107,000 common shares of Full Circle (the "**Full Circle Shares**"), representing 10.40% of the total number of issued and outstanding Full Circle Shares on a partially diluted basis.

3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

Mr. Vicens acquired direct ownership or control of 7,050,000 Full Circle Shares, which were issued in exchange for Old Full Circle shares pursuant to the Qualifying Transaction. Following the Qualifying Transaction, Mr. Vicens also acquired indirect ownership or control of 57,000 Full Circle Shares which are owned by Beatriz Vicens.

3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See Item 3.1 above.

3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

(a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See Item 3.1 above.

(b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

See Item 3.1 above.

(c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **4. Consideration Paid**

4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total*

Pursuant to the Qualifying Transaction, holders of common shares of Old Full Circle received an equal number of Full Circle Shares upon closing of the Qualifying Transaction.

4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1 above.

4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Mr. Vicens acquired 7,050,000 Full Circle Shares pursuant to the terms of the Qualifying Transaction. See Item 2.2 and Item 4.1 above. The 57,000 Full Circle Shares held by Beatriz Vicens were purchased under the Issuer's subscription receipt financing, as described in the press release dated January 18, 2023, at a price of \$0.70 per subscription receipt.

#### **5. Purpose of the Transaction**

5.1 *State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.*

After completion of the Qualifying Transaction, Mr. Vicens is a director and the Chief Executive Officer of the Issuer. The former board of directors of Full Circle was replaced by the current board of directors of Full Circle as of April 21, 2023. The Qualifying Transaction constituted a reverse takeover pursuant to TSX Venture Exchange policy. The business of Full Circle is battery material processing.

The Full Circle Shares were acquired for investment purposes. Mr. Vicens will review his holdings from time to time and may increase or decrease his position as future circumstances may dictate.

5.2 Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*

Not applicable.

- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*

Not applicable.

- (c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

Not applicable.

- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*

Not applicable.

- (e) *a material change in the present capitalization or dividend policy of the reporting issuer; a material change in the reporting issuer's business or corporate structure;*

Not applicable.

- (f) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*

Not applicable.

- (g) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*

Not applicable.

- (h) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*

Not applicable.

- (i) *a solicitation of proxies from securityholders;*

Not applicable.

(j) an action similar to any of those enumerated above.

Not applicable.

## **6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

A detailed description of the Qualifying Transaction is provided in the Filing Statement of the Issuer dated April 14, 2023, which is available electronically on the Issuer's SEDAR profile ([www.sedar.com](http://www.sedar.com)).

## **7. Change in material fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

## **8. Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

## **9. Certification**

I, as the President and Chief Executive Officer of Full Circle, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 1<sup>st</sup> day of May, 2023.

**Full Circle Lithium Corp.**

Per: "Carlos Vicens" (signed)

Name: Carlos Vicens

Title: Chief Executive Officer

*Authorized Signatory*