

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, except Quebec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of securities only in those jurisdictions where such securities may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, possessions or the District of Columbia (the “United States”), or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) (a “U.S. Person”) unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person. See “Plan of Distribution”.

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Standard Lithium Ltd. at Suite 110, 375 Water Street, Vancouver, British Columbia, V6B 5C6, telephone (604) 409-8154, and are also available electronically at www.sedar.com. See “Documents Incorporated by Reference”.

PRELIMINARY SHORT FORM PROSPECTUS

New Issue

December 2, 2020



STANDARD LITHIUM LTD.

**Up To \$[●]
Up To [●] Offered Shares**

This short form prospectus (the “**Prospectus**”) qualifies the distribution (the “**Offering**”) of up to [●] common shares (the “**Offered Shares**”) in the capital of Standard Lithium Ltd. (“**Standard Lithium**” or the “**Corporation**”) at a price of \$[●] per Offered Share (the “**Offering Price**”).

The Offered Shares will be offered for sale on a “best efforts” agency basis without underwriter liability pursuant to the terms and conditions of an agency agreement (the “**Agency Agreement**”) among the Corporation with Roth Canada, ULC (“**Roth Canada**”) and Echelon Wealth Partners Inc. (“**Echelon**”, together with Roth Canada, the “**Co-Lead Agents**”) acting as co-lead agents and joint bookrunners together with Roth Capital Partners LLC as the exclusive placement agent for the Offered Shares in the United States (the “**U.S. Placement Agent**”, together with the Co-Lead Agents, the “**Agents**”). The Offering Price was determined by negotiation between the Corporation and the Co-Lead Agents with reference to the prevailing market price of the common shares of the Corporation (the “**Common Shares**”). See “*Plan of Distribution*”.

PRICE: \$[●] PER OFFERED SHARE

	<u>Price to Public</u>	<u>Agents’ Commission ⁽¹⁾</u>	<u>Net Proceeds to the Corporation ⁽²⁾</u>
Per Offered Share	\$[●]	\$[●]	\$[●]
Maximum ⁽³⁾	\$[●]	\$[●]	\$[●]

Notes:

- (1) In consideration for the services rendered by the Agents in connection with the Offering, the Agents will be paid an aggregate cash fee (the “**Agents’ Commission**”), equal to: (i) 7% of the gross proceeds of the Offering (including in respect of any exercise of the Over-

- Allotment Option (as defined herein)), other than the President’s List (as defined herein); and (ii) 2% of the gross proceeds of Offered Shares (which will not exceed an amount of \$[●]) sold to persons set out on the president’s list (the “**President’s List**”).
- (2) Before deducting the expenses of the Offering, which are estimated to be \$[●], which will be paid by the Corporation from the proceeds of the Offering. See “*Use of Proceeds*”.
 - (3) The Corporation has also granted to the Agents an over-allotment option (the “**Over-Allotment Option**”), exercisable in whole or in part in the sole direction of the Agents, for a period of [●] days from and including the Closing Date (as defined herein), to offer up to an additional [●] Offered Shares at the Offering Price (the “**Additional Shares**”) solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full for Additional Shares, the total number of Offered Shares sold under the Offering (assuming that the Offering is fully subscribed) will be [●] Offered Shares, the total price to the public will be \$[●], the total Agents’ Commission will be \$[●], and the total net proceeds to the Corporation, after deducting the Agents’ Commission, but before deducting the estimated expenses of the Offering, will be \$[●]. This Prospectus also qualifies the grant to the Agents of the Over-Allotment Option and the distribution of the Additional Shares. A purchaser who acquires securities forming part of the Agents’ over-allotment position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “*Plan of Distribution*”.

There is no minimum amount of funds that must be raised under the Offering. This means that the Corporation could complete the Offering after raising only a small proportion of the Offering amount set out above.

The following table sets out the maximum number of securities under options issuable to the Agents in connection with the Offering:

<u>Agents’ Position</u>	<u>Maximum Number of Securities</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over- Allotment Option	[●] Additional Shares	Up to [●] days from and including the Closing Date	\$[●] per Additional Share

The Common Shares are listed and posted for trading on the TSX Venture Exchange (“**TSXV**”) and trade under the symbol “SLL”, on the Frankfurt Stock Exchange (“**FRA**”) under the symbol “S5L” and on the OTCQX under the symbol “STLHF”. On December 1, 2020, the last day on which the Common Shares traded prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$2.49, on the FRA was €1.61 and on the OTCQX was US\$1.94. The Corporation will apply to list the Offered Shares on the TSXV (including the Additional Shares). Listing will be subject to the Corporation fulfilling the applicable listing requirements of the TSXV.

Unless the context otherwise requires, all references to the “Offering” and “Offered Shares” in this Prospectus includes all securities issuable pursuant to the Over-Allotment Option.

Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the Agents reserve the right to close the subscription books at any time without notice. It is expected that closing of the Offering will occur on or about December [●], 2020 or such other date as may be agreed between the Corporation and the Agents (the “**Closing Date**”). Pending closing of the Offering, all subscription funds will be deposited and held by the Agents in trust pursuant to the terms and conditions of the Agency Agreement. If the Closing Date does not occur within 90 days from the date a receipt is issued for the final short form prospectus or such other time as may be permitted by applicable securities legislation and consented to by persons or companies who subscribed within that period and the Agents, the Offering will be discontinued and all subscription monies will be returned to subscribers without interest, set-off or deduction. See “*Plan of Distribution*”.

The Offering is not underwritten. The Offered Shares offered hereunder are conditionally offered on a “best efforts” agency marketed basis by the Agents, as agents of the Corporation, subject to prior sale and if, as and when issued and delivered by the Corporation, and accepted by the Agents in accordance with the terms and conditions contained in the Agency Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters on behalf of the Corporation by Cassels Brock & Blackwell LLP, and on behalf of the Agents by Diges Professional Corporation, doing business as REVlaw (“**REVlaw**”).

An investment in the Offered Shares is highly speculative and involves a high degree of risk. The risk factors identified under the heading “*Note Regarding Forward-Looking Statements*” and “*Risk Factors*” herein and the other documents incorporated by reference in this Prospectus should be carefully reviewed and evaluated by prospective investors before purchasing the securities being offered hereunder.

In connection with the Offering, and subject to applicable laws, the Agents may over-allot or effect transactions that are intended to stabilize or maintain the market price of the Common Shares at levels other than that which might

otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

It is anticipated that the Offered Shares will be delivered under the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and deposited in electronic form. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased them in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required. See “*Plan of Distribution*”.

Prospective investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Corporation has not authorized anyone to provide prospective investors with information different from that contained in this short form prospectus. The information contained in this Prospectus or incorporated by reference in this Prospectus is accurate only as of the date of this Prospectus or the respective dates of the documents incorporated by reference herein, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares.

Standard Lithium has prepared its financial statements, incorporated herein by reference, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“**IFRS**”) which is incorporated within Part 1 of the CPA Canada Handbook – Accounting, and its consolidated financial statements are subject to Canadian generally accepted auditing standards and auditor independence standards.

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Prospectus refer to Canadian dollars. References to “€” in this Prospectus refer to Euros. References to “US\$” in this Prospectus refer to United States dollars. See “*Currency and Exchange Rate Information*”.

The Corporation’s corporate office is located at Suite 110, 375 Water Street, Vancouver, British Columbia, V6B 5C6 and its registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

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GENERAL MATTERS

Readers should rely only on the information contained in or incorporated by reference in this Prospectus. The Corporation and the Agents have not authorized any person to provide different information. If an investor is provided with different or inconsistent information, he or she should not rely on it. The Offered Shares may be sold only in those jurisdictions where offers and sales are permitted. This Prospectus is not an offer to sell or a solicitation of any offer to buy Offered Shares in any jurisdiction where it is unlawful. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the respective dates of the documents incorporated by reference herein, regardless of the time of delivery of this Prospectus or of any sale of the Offered Shares offered hereunder. The Corporation does not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws.

Unless the context otherwise requires, all references to the “Corporation” includes Standard Lithium Ltd. and its predecessors and subsidiaries.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information provided in this Prospectus and any documents incorporated by reference herein may constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements include, but are not limited to, statements regarding the anticipated closing date of the Offering, the anticipated use of the net proceeds of the Offering, exercise of the Over-Allotment Option, future prices of commodities, the Corporation’s planned exploration and development programs (including, but not limited to, plans and expectations regarding advancement, testing and operation of the lithium extraction pilot plant), commercial opportunities for lithium products, expected results of exploration, accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals, the reliability of third party information, continued access to mineral properties or infrastructure, payments and share issuances pursuant to property agreements, fluctuations in the market for lithium and its derivatives, expected timing of the expenditures, performance of Standard Lithium’s business and operations, changes in exploration costs and government regulation in Canada and the United States, competition for, among other things, capital, acquisitions, undeveloped lands and skilled personnel, changes in commodity prices and exchange rates, currency and interest rate fluctuations and other factors or information.

Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks, uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including the state of the electric vehicle market; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in the mining industry; the development of the COVID-19 global pandemic; changes in tax laws and incentive programs relating to the mining industry; and other risks pertaining to the mining industry, as well as those factors discussed in the section entitled “*Risk Factors*” in this Prospectus and in the AIF (as defined herein). Although the Corporation 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 information contained herein or incorporated by reference are made as of the date of this Prospectus or as of the date of the documents incorporated by reference, as the case may be, and the Corporation does not undertake to update any such forward-looking information, except in accordance with applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained or incorporated by reference in this document is presented for the

purpose of assisting shareholders in understanding the financial position, strategic priorities and objectives of the Corporation for the periods referenced and such information may not be appropriate for other purposes.

SCIENTIFIC AND TECHNICAL INFORMATION

Cautionary Note Regarding Presentation of Mineral Reserve and Mineral Resource Estimates

This Prospectus has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of the U.S. securities laws. In particular, and without limiting the generality of the foregoing, the terms “inferred mineral resources,” “indicated mineral resources,” “measured mineral resources” and “mineral resources” used or referenced in this Prospectus are Canadian mineral disclosure terms as defined in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”) under the guidelines set out in the 2014 Canadian Institute of Mining, Metallurgy and Petroleum Standards for Mineral Resources and Mineral Reserves, Definitions and Guidelines, May 2014 (the “**CIM Standards**”). The CIM Standards differ significantly from standards in the United States included in U.S. Securities and Exchange Commission (the “**SEC**”) Industry Guide 7.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). These amendments became effective February 25, 2019 (the “**SEC Modernization Rules**”) with compliance required for the first fiscal year beginning on or after January 1, 2021. Under the SEC Modernization Rules, the historical property disclosure requirements for mining registrants included in SEC Industry Guide 7 will be rescinded and replaced with disclosure requirements in subpart 1300 of SEC Regulation S-K. Following the transition period, as a foreign private issuer that is eligible to file reports with the SEC pursuant to the multi-jurisdictional disclosure system, the Corporation is not required to provide disclosure on its mineral properties under the SEC Modernization Rules and will continue to provide disclosure under NI 43-101 and the CIM Definition Standards.

As a result of the adoption of the SEC Modernization Rules, the SEC will recognize estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources.” In addition, the SEC has amended its definitions of “proven mineral reserves” and “probable mineral reserves” to be “substantially similar” to the corresponding definitions under the CIM Standards that are required under NI 43-101. Accordingly, during this period leading up to the compliance date of the SEC Modernization Rules, information regarding mineral resources or mineral reserves contained or referenced in this Prospectus may not be comparable to similar information made public by companies that report in accordance with U.S. standards. While the above terms are “substantially similar” to CIM Definitions, there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Corporation may report as “proven mineral reserves”, “probable mineral reserves”, “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” under NI 43-101 would be the same had the Corporation prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

MARKET AND INDUSTRY DATA

Certain information in this Prospectus or in documents incorporated by reference herein is obtained from third party sources, including public sources, and there can be no assurance as to the accuracy or completeness of such information. Although believed to be reliable, management of the Corporation has not independently verified any of the data from third party sources unless otherwise stated.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Prospectus refer to Canadian dollars. References to “€” in this Prospectus refer to Euros. References to “US\$” in this Prospectus refer to United States dollars.

The following table sets forth (a) the rate of exchange for the Canadian dollar, expressed in Euros and U.S. dollars, in effect for the periods indicated; and (b) the high and low exchange rates for the Canadian dollar, expressed in Euros and U.S. dollars, during the periods indicated, each based on the indicative rate of exchange as reported by the Bank of Canada for conversion of Canadian dollars into Euros and Canadian dollars into U.S. dollars.

	Year Ended June 30 C\$ to €			Year Ended June 30 C\$ to US\$		
	2020	2019	2018	2020	2019	2018
High	0.6340	0.6405	0.6202	0.6898	0.7330	0.7513
Low	0.7002	0.6761	0.6894	0.7710	0.7811	0.8245
Closing	0.6534	0.6717	0.6510	0.7338	0.7641	0.7594

The indicative exchange rates on December 1, 2020, as reported by the Bank of Canada for the conversion of Canadian dollars into Euros was \$1.00 equals €0.64 and for the conversion of Canadian dollars into United States dollars was \$1.00 equals US\$0.77.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and, REVLaw, counsel to the Agents, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”), in force as of the date hereof, the Offered Shares, if issued on the date hereof, would be qualified investments for trusts governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account, as those terms are defined in the Tax Act (collectively referred to as “**Registered Plans**”) or a deferred profit sharing plan (as defined in the Tax Act), provided that the Offered Shares are then listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the TSXV) or the Corporation qualifies as a “public corporation” (as defined in the Tax Act).

Notwithstanding the foregoing, the holder or subscriber of, or an annuitant under, a Registered Plan, as the case may be, (the “**Controlling Individual**”) will be subject to a penalty tax in respect of Offered Shares held in the Registered Plan if such securities are a “prohibited investment” (as defined in the Tax Act) for the particular Registered Plan. An Offered Share will generally not be a “prohibited investment” for a Registered Plan provided the Controlling Individual deals at arm’s length with the Corporation for the purposes of the Tax Act and does not have a “significant interest” (as defined in subsection 207.01(4) the Tax Act) in the Corporation. In addition, the Offered Shares will generally not be a “prohibited investment” if such shares are “excluded property” (as defined in the Tax Act) for the Registered Plan. Controlling Individuals should consult their own tax advisors as to whether the Offered Shares will be a prohibited investment in their particular circumstances.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in each of the provinces of Canada, other than Quebec. Copies of the documents incorporated herein by reference may be obtained on request, without charge, from the Corporate Secretary of Standard Lithium Ltd. at Suite 110, 375 Water Street, Vancouver, British Columbia, V6B 5C6 (telephone: (604) 409-8154), and are also available electronically under the Corporation’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com. The filings of the Corporation through SEDAR are not incorporated by reference in this Prospectus except as specifically set out herein.

The following documents of the Corporation are specifically incorporated by reference in this Prospectus:

- (i) the Corporation’s amended and restated annual information form dated December 2, 2020 (the “**AIF**”);
- (ii) audited consolidated financial statements of the Corporation for the years ended June 30, 2020 and 2019, together with the notes thereto and the auditor’s report thereon;
- (iii) the Corporation’s management’s discussion and analysis for the year ended June 30, 2020;
- (iv) unaudited condensed consolidated interim consolidated financial statements of the Corporation for the three months ended September 30, 2020 and 2019, together with the notes thereto (the “**Interim Financial Statements**”);

- (v) the Corporation’s management’s discussion and analysis for the three months ended September 30, 2020 and 2019 (“**Interim MD&A**”);
- (vi) the management information circular of the Corporation dated November 26, 2019 prepared in connection with the annual and special meeting of shareholders of the Corporation to be held on December 30, 2019; and
- (vii) the “template version” (as such term is defined in National Instrument 41-101 – *General Prospectus Requirements*) of the term sheet for the Offering dated December 2, 2020.

Any document of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distribution* if filed by the Corporation with the securities commissions or similar regulatory authorities in Canada after the date of this Prospectus and prior to the termination of the distribution under the Offering, shall be deemed to be incorporated by reference in this Prospectus.

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

MARKETING MATERIALS

Any “template version” of any “marketing materials” (as defined in National Instrument 41-101 *General Prospectus Requirements*) that are used by the Agents in connection with the Offering are not part of this Prospectus to the extent that the contents of any template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus. Any template version of any other marketing materials filed under the Corporation’s profile on SEDAR at www.sedar.com after the date of this Prospectus but before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the marketing materials) is deemed to be incorporated by reference in this Prospectus.

THE CORPORATION

General

The Corporation was incorporated under the laws of the Province of British Columbia on August 14, 1998 under the name “Tango Capital Corp.” On April 7, 1999, the Corporation changed its name to “Patriot Capital Corp.” and to “Patriot Petroleum Corp.” effective March 5, 2002. At its annual general meeting held on November 3, 2016, the shareholders of the Corporation approved the change of name of the Corporation to “Standard Lithium Ltd.” and the continuance of the Corporation from the *Business Corporations Act* (British Columbia) to the *Canada Business Corporations Act*.

The Corporation’s registered office and head office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Summary Description of the Business

Standard Lithium is a specialty chemical company focused on the exploration and development of mineral assets with a stated objective to lead the new wave of lithium production.

The Corporation’s flagship project is in southern Arkansas, where it is engaged in the testing and proving of commercial viability of lithium extraction from over 150,000 acres of permitted brine operations (the “**LANXESS**

Property) and also the resource development of over 27,000 net acres of separate brine leases, and deeds (the **"TETRA Property"**, and together with the LANXESS Property, the **"Arkansas Lithium Project"**), both located in the Smackover Formation. It is also engaged in the exploration and resource development of approximately 45,000 acres at the Bristol and Cadiz Dry Lakes lithium projects located in the Mojave Desert in San Bernardino County, California (the **"California Lithium Project"**).

The Corporation has two main project locations: (i) the Arkansas Lithium Project; and (ii) the California Lithium Project; these are summarized below.

Arkansas Lithium Project

The Arkansas Lithium Project consists of two main areas of interest: the LANXESS Property and the TETRA Property.

The TETRA Property is maintained pursuant to an option agreement dated December 29, 2017 between Tetra Technologies Inc. (the **"TETRA"**) and the Corporation (the **"TETRA 1st Option Agreement"**) to acquire certain rights to conduct brine exploration and production and lithium extraction activities on approximately 27,262 net acres of brine leases and deeds located in Columbia and Lafayette Counties, Arkansas. The second, the LANXESS Property, is maintained pursuant to a memorandum of understanding dated May 9, 2018 (**"LANXESS MOU"**) and subsequent joint venture term sheet dated November 9, 2018 (the **"LANXESS JV Term Sheet"**) with LANXESS Corporation (**"LANXESS"**), regarding the testing and proving of commercial viability of lithium extraction from brine that is produced as part of LANXESS' bromine extraction business at its three facilities in Union County, southern Arkansas. The terms and conditions of the three agreements are described above in the previous section.

All of the Corporation's activities in southern Arkansas relate to brine leases that overlie the Smackover Formation in a region with a long history of commercial scale brine processing. Historical published brine data and current unpublished brine data from within and adjacent to the Corporation's area of activities lead the Corporation to believe that lithium-bearing brines are likely present throughout underlying the project area.

The TETRA Property lease area has been historically drilled for oil and gas exploration, and approximately 256 exploration and production wells have been completed in the Smackover Formation in or immediately adjacent to Corporation's lease area. All of these 256 wells have geological logs, and all can be used to constrain the top of the Smackover Formation brine-bearing zone. In addition, a subset of 30 wells has full core reports that provide detailed data, and downhole geophysical logs that include formation resistivity and porosity data.

On August 28, 2018, the Corporation announced analysis from four brine samples recovered from two existing wells on the TETRA Property area showed lithium concentrations ranging between 347–461 mg/L lithium, with an average of 450 mg/L lithium in one of the wells, and 350 mg/L in the other. The brines were sampled from preexisting oil and gas wells that had been previously drilled into the Smackover Formation, and were completed at depths of approximately 9,300 ft (2,830 m) below ground level. The Corporation announced an inferred resource for the Tetra Property of 802,000 tonnes LCE on January 28, 2019. A future target for exploration estimated an additional 86,000 to 160,000 tonnes LCE may be present under the TETRA Property if unitization were applied for and approved and additional exploration work conducted. The potential quantity and grade of the future target of exploration is conceptual in nature. It is uncertain if Standard Lithium will acquire the leases being delineated as a future target of exploration and it is uncertain if a mineral resource estimate including the leases in question will be delineated.

On November 14, 2018, the Corporation announced a maiden inferred resource of 3,086,000 tonnes lithium carbonate equivalent (**"LCE"**) at its LANXESS Property. The LANXESS Property resource was upgraded to 3,140,000 tonnes LCE at the indicated category on June 19, 2019 during the preliminary economic assessment (PEA). Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no guarantee that all or any part of the mineral resource will be converted into a mineral reserve. The resource is defined across a total footprint of approximately 150,000 acres, which is comprised over 10,000 separate brine leases.

With respect to the LANXESS MOU and LANXESS JV Term Sheet, in Q1 2019 the Corporation undertook mini-pilot scale process work, using tail brine collected from operating facilities in Southern Arkansas. This work provided the engineering data for the design of a full-scale, continuously operated direct lithium extraction demonstration plant (the **"Demonstration Plant"**). The Corporation contracted Zeton Inc. (**"Zeton"**) to build the Demonstration Plant. The Demonstration Plant was constructed by Zeton in three phases and the final modules of the Corporation's Demonstration Plant were transported to and installed at LANXESS' South Plant facility in southern Arkansas. The

Demonstration Plant is based on the Corporation's proprietary LiSTR technology, that uses a solid sorbent material to selectively extract lithium from LANXESS' tailbrine. The Corporation and their contractors completed initial installation of the Demonstration Plant at LANXESS' South Plant facility in southern Arkansas. This installation was completed in mid-October 2019. During November and December 2019, a semi-permanent all-weather structure was installed to enclose the Demonstration Plant, and an office/control room and an analytical laboratory were also installed.

On January 28, 2019, the Corporation announced a maiden resource estimate on the TETRA Property, and on June 19, 2019, the Corporation announced the results of its preliminary economic assessment and updated Mineral Resource estimate on its LANXESS Property.

On May 9, 2020, the Corporation commenced full-time operation of the Demonstration Plant. The plant is designed to process up to 50 USGPM of brine and extract the lithium with the aim of producing a high quality, concentrated lithium chloride intermediate product. This product can then be converted into battery quality lithium carbonate, either via conventional OEM processes, or via the proprietary SiFT technology the Corporation is developing. As of July 15, 2020, the Corporation's SiFT pilot plant is now operational and represents the next generation of lithium carbonate crystallisation, promising higher purities and more consistent product specifications; all requirements of the next generations of lithium ion batteries.

It is a matter of public record that LANXESS operates approximately 150,000 acres of brine leases in Southern Arkansas via three unitised areas.

California Lithium Project

The Corporation also has a lithium brine development project in the Mojave Desert region of California. This project consists of approximately 48,000 acres of mixed private, patented and placer claim land in the Bristol Dry Lake and Cadiz Dry Lake basins (collectively known as "**The Bristol Dry Lake Project**"). The Bristol Dry Lake Project is located in San Bernardino County, CA approximately 150 miles east-northeast of Los Angeles. The Corporation has rights and access to four sets of placer mining claims (and some patented claims) which are mostly situated on Federal lands controlled by the Bureau of Land Management (BLM). The Bristol Lake playa is a flat, dry salt lake in the Mojave Desert that occupies approximately 155 sq. km in a 2,000 sq. km arid drainage basin. There are two established brine producers in the basin and over 100 years of industrial mineral production (salts and brines) from the subsurface brine deposits.

The land package consists of:

- Option purchase agreement with Nevada Alaska Mining Inc.;
- Property lease agreement with National Chloride Company of America; and,
- A license, exploration and operation agreement with TETRA Technologies Inc.

Details regarding the various commercial agreements with these companies and the Corporation's ongoing commitments can be found in the AIF.

Some limited investigation and processing works have been completed at the California Lithium Project, consisting of geophysical surveys, drilling and sampling, test-pitting and sampling, completion of evaporation pond performance testing and other water level surveys. It is the Corporation's intention to complete any necessary investigation works and deliver a technical report in the future.

Lithium Brine Processing Project

The Corporation has formed a technical advisory group that is engaged in performing brine processing test and design work on bulk brine samples gathered from the Corporation's projects. Work has been completed on five main fronts: (i) pre-treating the Corporation's brines using modern filtration technologies; (ii) selectively extracting lithium from pre-treated brine(s) to produce a concentrated lithium salt solution; (iii) purifying and crystallisation of concentrated lithium solutions to produce battery-grade lithium products; (iv) derisking the technology by designing, building and operating progressively larger pilot and pre-commercial plants; and (v) assisting in developing, refining and submitting patent applications and other intellectual property ("**IP**") protections. The Corporation currently holds substantial IP and has filed full, non-provisional patent applications in several jurisdictions for its LiSTR (selective

lithium extraction) technology, as well as a provisional application for its SiFT lithium carbonate crystallisation technology. This work is ongoing.

Other

The Corporation is continuing to review its options with respect to the current and other prospective properties.

RECENT DEVELOPMENTS

On July 15, 2020 the Corporation announced that its SiFT crystallization pilot plant was beginning initial lithium carbonate crystallization work and that the commissioning phase of the plant had been successfully completed.

On September 9, 2020 the Corporation announced it had shipped its first large volume of lithium chloride product from the Demonstration Plant for final conversion to lithium carbonate.

CONSOLIDATED CAPITALIZATION

There have been no material changes in the consolidated capitalization of the Corporation since the Interim Financial Statements. The following table shows the consolidated capitalization of the Corporation as at the date of the Corporation's Interim Financial Statements and as at such date after giving effect to the Offering. The following table should be read in conjunction with the Interim Financial Statements and Interim MD&A, each of which are incorporated by reference into this Prospectus.

	<u>Interim Financial Statements</u>	
	<u>As at September 30, 2020</u>	<u>As at September 30, 2020 After Giving Effect to the Offering⁽¹⁾⁽²⁾</u>
Share Capital (Authorized unlimited)	\$72,440,711 107,381,651 Common Shares	\$[●] [●] Common Shares
Cash	\$2,674,030	\$[●]

(1) After deducting the Agents' Commission and estimated expenses of the Offering.

(2) Assuming the exercise of the Over-Allotment Option in full.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares, all without nominal or par value, of which, as at the date hereof, 112,932,030 Common Shares and nil preferred shares are issued and outstanding as fully paid and non-assessable.

Holders of Common Shares are entitled to receive notice of any meeting of shareholders of the Corporation, to attend and to cast one vote per Common Share at such meetings. Holders of Common Shares are also entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board of Directors of the Corporation at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro-rata basis, the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

PRIOR SALES

The following table set forth the details regarding all issuances of Common Shares and securities convertible into Common Shares during the 12-month period prior to the date of this Prospectus.

Date of Issue	Type of Security	Number of Securities	Issue Price/Exercise Price per Security
October 1, 2020	Common Shares	500,000 ⁽¹⁾	\$2.05
May 24, 2020	Common Shares	200,000 ⁽¹⁾	\$0.92
May 13, 2020	Options	100,000	\$0.81
May 4, 2020	Options	850,000	\$0.75
April 23, 2020	Common Shares	400,000 ⁽¹⁾	\$0.62
March 9, 2020	Options	4,450,000 ⁽²⁾	\$0.76
February 20, 2020	Warrants	452,025 ⁽³⁾	\$1.00
February 20, 2020	Special Warrants	16,140,220 ⁽⁴⁾	\$0.75
January 13, 2020	Options	300,000 ⁽⁵⁾	\$0.89

Notes:

- (1) Issued in connection with acquisition of property.
- (2) Issued to Directors and Officers of the Corporation.
- (3) Issued to finders in connection with private placement offering completed by the Corporation in February.
- (4) Issued in connection with private placement offering completed by the Corporation in February. Converted to Common Shares on June 21, 2020.
- (5) Issued to a Consultant.

TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the TSXV under the symbol “SLL”. The following table shows the high and low trading prices, as well as the trading volume for the Common Shares on the TSXV for the 12-month period indicated:

Month	High (\$)	Low (\$)	Volume
November 2020	3.03	1.990	7,972,690
October 2020	2.300	1.810	10,715,544
September 2020	1.975	1.020	10,917,379
August 2020	1.440	1.210	1,323,336
July 2020	1.490	0.970	4,043,989
June 2020	1.540	0.970	6,800,239
May 2020	1.070	0.670	2,214,790
April 2020	0.800	0.510	1,224,325
March 2020	0.860	0.390	2,695,000
February 2020	0.950	0.670	1,517,329
January 2020	0.970	0.800	2,432,104
December 2019	0.990	0.770	1,589,736

On December 1, 2020, the last day on which the Common Shares traded prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$2.49.

USE OF PROCEEDS

Proceeds

The gross proceeds to be received by the Corporation from the sale of Offered Shares under the Offering will be up to \$[●]. The net proceeds to be received by the Corporation if the total amount Offering is achieved, after payment of the Agents’ Commission of \$[●] and after deducting the expenses of the Offering, estimated to be \$[●], which includes the Agents’ expenses, will be \$[●].

If the Over-Allotment Option is exercised in full, the Corporation will receive additional net proceeds of \$[●], after deducting the Agents’ Commission of \$[●].

Use of Proceeds

The Corporation intends to use the net proceeds of the Offering to fund ongoing work programs to advance the LANXESS Property, including ongoing testing and optimization work underway at the SiFT crystallization pilot plant and the LiSTR Demonstration Plant, preliminary engineering work to advance commercial development of the Corporation's proprietary lithium extraction process and negotiation and development of a joint venture with LANXESS, and for working capital and general corporate purposes.

Steven Ross, P.Geol., a qualified person under NI 43-101, will review and approve the expenditures on technical work in the above use of proceeds.

Any allocation represents the Corporation's intentions with respect to its use of proceeds based on current and future knowledge, planning and expectations of management of the Corporation. Actual expenditures may differ from the estimates set forth above. There may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary. The actual amount that the Corporation spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above and will depend on a number of factors, including those referred to under "Risk Factors".

Until applied, the net proceeds will be held as cash balances in the Corporation's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by the Government of Canada or any province thereof. Unallocated funds from the Offering will be added to the working capital of the Corporation and will be expended at the discretion of management.

If the Over-Allotment Option is exercised in full, the Corporation will receive additional net proceeds of \$[●] after deducting the Agents' Commission. The net proceeds from the exercise of the Over-Allotment Option, if any, will be used for further development of the LANXESS Property and for general working capital and corporate purposes.

Negative Operating Cash Flow

The Corporation had negative operating cash flow for the year ended June 30, 2020 and the three months ended September 30, 2020. At September 30, 2020, the Corporation had a cash balance of approximately \$2,674,030, a working capital deficit of approximately \$3,914,410 and current obligations of approximately \$6,936,648. The Corporation generates no operating revenue from the exploration activities on its property interests and has negative cash flow from operating activities. The Corporation anticipates that it will continue to have negative cash flow until such time that commercial production is achieved at a particular project. To the extent that the Corporation has negative operating cash flows in future periods in excess of amounts disclosed above in the "Use of Proceeds" table, it may need to deploy a portion of its existing working capital to fund such negative cash flow. See "Risk Factors".

No Minimum Offering

No minimum amount of funds must be raised under the Offering. This means that the Corporation could complete the Offering after raising only a small proportion of the Offering amount set out above. There is no guarantee that the Corporation will receive sufficient net proceeds from the Offering to accomplish any or all of the objectives set out above. In the event the Offering amount is less than the maximum Offering, the Corporation intends to utilize the proceeds of the Offering in the following priorities:

- [●];
- [●]; and
- [●].

In the event that 15% or less of the maximum Offering is achieved, the Corporation will use the net proceeds of the Offering for working capital purposes and will pursue other sources of financing to meet its business objectives and complete the various studies required. Given that the Corporation has a negative operating cash flow, there can be no assurance that such alternative sources of financing will be available or that the Corporation will be able to meet its business objectives.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Corporation has appointed the Agents as its exclusive agents to offer a maximum of [●] Offered Shares to the public on a “best efforts” agency basis at a price of \$[●] per Offered Share for aggregate gross proceeds of up to \$[●], subject to the terms and conditions of the Agency Agreement. The Offering Price was determined by negotiation between the Corporation and the Co-Lead Agents, with reference to the prevailing market price of the Common Shares. The obligations of the Agents under the Agency Agreement are several (and not joint nor joint and several), are subject to certain closing conditions and may be terminated at their discretion on the basis of “material change out”, “disaster out”, “regulatory out”, “market out” and “breach out” provisions in the Agency Agreement and may also be terminated upon the occurrence of certain other stated events. The Agents may, in connection with the Offering and in their discretion, form a selling group consisting of one or more other licensed dealers, brokers and investment dealers (referred to herein as the “**Selling Firms**”) to offer the Offered Shares for sale and may receive subscriptions for the Offered Shares from the Selling Firms. The Agents are not obligated to purchase any Offered Shares under the Agency Agreement.

The Corporation has granted the Agents the Over-Allotment Option, exercisable in whole or in part at the sole discretion of the Agents, for a period of [●] days from the Closing Date, enabling the Agents to offer up to [●] Additional Shares at the Offering Price, solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full for Additional Shares, the total number of Offered Shares sold pursuant to the Offering (assuming the full amount of the Offering achieved) will be [●], the total price to the public will be \$[●], the total Agents’ Commission will be \$[●] and the total net proceeds to the Corporation, after deducting the Agents’ Commission, but before deducting the estimated expenses of the Offering, will be \$[●]. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Agents’ over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for the services provided by the Agents in connection with the Offering, and pursuant to the terms of the Agency Agreement, the Corporation has agreed to pay the Agents the Agents’ Commission equal to 7% of the gross proceeds from the Offering (including any gross proceeds raised on the exercise of the Over-Allotment Option), other than the President’s List; and (ii) 2% of the gross proceeds of Offered Shares sold to the President’s List, which will not exceed an amount of \$[●].

Pursuant to the terms of the Agency Agreement, the Corporation has agreed to reimburse the Agents for their expenses incurred pursuant to the Offering, including legal fees and to indemnify the Agents, their respective affiliates and their respective directors, officers, employees, agents and shareholders of the Agents against certain liabilities and expenses.

The Corporation will apply to list the Offered Shares on the TSXV (including the Additional Shares). Listing will be subject to the Corporation fulfilling the applicable listing requirements of the TSXV.

Upon completion of the Offering, the Corporation agrees, that until the date which is 30 days after the Closing Date, it will not, without the prior written consent of the Co-Lead Agents, such consent not to be unreasonably withheld, directly or indirectly, issue, sell, offer, grant an option or right in respect of any Common Shares or securities or other financial instruments convertible into or having the right to acquire Common Shares (other than pursuant to the Over-Allotment Option or pursuant to rights or obligations under securities or instruments outstanding) at less than the Offering Price, other than (i) the grant or exercise of stock options and other similar issuances pursuant to any stock option plan or similar share compensation arrangements, provided such options and other similar securities are granted or issued with an exercise price not less than the Offering Price; (ii) the exercise of outstanding warrants; (iii) the obligations of the Corporation in respect of existing agreements; (iv) the issuance of securities by the Corporation in connection with acquisitions in the normal course of business; or (v) the issuance of securities to strategic partners in the lithium industry.

The Corporation has also agreed to cause each director and executive officer of the Corporation to enter into lock up agreements in favour of the Agents evidencing their agreement not to, for a period of 30 days following the Closing Date, sell or agree to sell, any Common Shares or securities exchangeable or convertible into Common Shares, or announce its intention to do any of the foregoing, other than with the prior written consent of the Co-Lead Agents, such consent not be unreasonably withheld, or as otherwise permitted pursuant to the terms of the lock up agreements, which includes exceptions for: (i) the grant or exercise of stock options and other similar issuances pursuant to any stock option plan or similar share compensation arrangements, provided such options and other similar securities are granted or issued

with an exercise price not less than the Offering Price; (ii) the exercise of outstanding warrants; (iii) in order to accept a *bona fide* take-over bid made to all securityholders of the Corporation or a similar business combination transaction; and (iv) in connection with the payment of withholding taxes upon exercise of stock options.

Pursuant to policy statements of certain securities regulators, the Agents may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including: (i) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, (ii) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such securities, or (iii) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period. Consistent with these requirements, and in connection with this distribution, the Agents may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. If these activities are commenced, they may be discontinued by the Agents at any time. The Agents may carry out these transactions on the TSXV or otherwise.

Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the Agents reserve the right to close the subscription books at any time without notice. Closing of the Offering is expected to take place on or about December [●], 2020, or such other date as may be agreed upon by the Corporation and the Agents. Pending closing of the Offering, all subscription funds will be deposited and held by the Agents in trust pursuant to the terms and conditions of the Agency Agreement. If the Closing Date does not occur within 90 days from the date a receipt is issued for the final Prospectus or such other time as may be permitted by applicable securities legislation and consented to by persons or companies who subscribed within that period and the Agents, the Offering will be discontinued and all subscription monies will be returned to subscribers without interest, set-off or deduction.

The Offered Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered, sold or delivered, directly or indirectly, to, or for the account or benefit of, a person in the United States or a U.S. Person.

Each Agent has agreed that, except as permitted by the Agency Agreement and as expressly permitted by applicable U.S. federal and state securities laws, it will not offer or sell the Offered Shares at any time to, or for the account or benefit of, any person in the United States or any U.S. Person as part of its distribution. The Agency Agreement permits the Agents to offer the Offered Shares for sale by the Corporation to Qualified Institutional Buyers that are, or are acting for the account or benefit of, a person in the United States or a U.S. Person in compliance with available exemptions from the registration requirements of the U.S. Securities Act (and pursuant to similar exemptions under applicable state securities laws). Moreover, the Agency Agreement provides that the Agents will offer and sell the Offered Shares outside the United States to non-U.S. Persons only in accordance with Rule 903 of Regulation S under the U.S. Securities Act. The Offered Shares that are offered or sold to, or for the account or benefit of, a person in the United States or a U.S. Person will be “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and will be subject to restrictions to the effect that such securities have not been registered under the U.S. Securities Act or any applicable state securities laws and may only be offered, sold, pledged or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares to, or for the account or benefit of, a person in the United States or a U.S. Person. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with exemptions from registration under the U.S. Securities Act and applicable state securities laws.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and REVLaw, counsel to the Agents, the following is a summary of the principal Canadian federal income tax considerations under the Tax Act, as of the date hereof, generally applicable to an investor who acquires Common Shares as beneficial owner pursuant to this Prospectus and who, at all relevant times, for the purposes of the Tax Act, acquires and holds their Common Shares

as capital property, deals at arm's length with the Corporation and each of the Agents, and is not affiliated with the Corporation or any of the Agents (a "**Holder**").

For purposes of this summary, references to Common Shares include Offered Shares and Additional Shares unless otherwise indicated.

Generally, the Common Shares will be considered to be capital property to a Holder unless the Holder holds or uses the Common Shares or is deemed to hold or use the Common Shares in the course of carrying on a business of trading or dealing in securities or has acquired them or is deemed to have acquired them in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a Holder (a) that is a "financial institution" for purposes of the mark-to-market rules contained in the Tax Act; (b) that is a "specified financial institution", as defined in the Tax Act; (c) an interest in which is a "tax shelter investment", as defined in the Tax Act; (d) that has made a functional currency reporting election under the Tax Act; (e) that has entered or will enter into a "derivative forward agreement" or a "synthetic disposition arrangement", as defined in the Tax Act, with respect to the Common Shares; or (f) that receives dividends on the Common Shares under or as part of a "dividend rental arrangement", as defined in the Tax Act. Such Holders should consult with their own tax advisors with respect to an investment in Common Shares.

Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada, and is, or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of the Common Shares, controlled by a non-resident corporation (or pursuant to Tax Proposals (as defined herein) a non-resident person or a group of persons comprised of any combination of non-resident corporations, non-resident individuals or non-resident trusts that do not deal with each other at arm's length) for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such Holders should consult their tax advisors with respect to the consequences of acquiring Common Shares.

This summary is based upon the current provisions of the Tax Act in force as of the date hereof, counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") published by it in writing prior to the date hereof, and the current provisions of the Canada-United States Tax Convention (1980) (the "**US Treaty**"). This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**") and assumes that the Tax Proposals will be enacted substantially as proposed; however, no assurance can be given that the Tax Proposals will be enacted as proposed or at all. This summary does not otherwise take into account or anticipate any changes in law or the CRA's administrative policies or assessing practices, whether by legislative, governmental, administrative or judicial decision or action, nor does it take into account any provincial, territorial or foreign income tax legislation or considerations, which considerations may differ significantly from the Canadian federal income tax considerations discussed in this summary.

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Holders Resident in Canada

The following section of this summary is generally applicable to a Holder who, for purposes of the Tax Act, is or is deemed to be resident in Canada at all relevant times (a "**Resident Holder**"). A Resident Holder whose Common Shares might not otherwise qualify as capital property may be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act to deem the Common Shares, and every other "Canadian security" (as defined in the Tax Act), held by such Resident Holder in the taxation year of the election and in all subsequent taxation years to be capital property. Resident Holders should consult with their own tax advisors regarding this election.

Dividends

A Resident Holder will be required to include in computing its income for a taxation year any taxable dividend received or deemed to be received on the Common Shares.

In the case of a Resident Holder who is an individual (including certain trusts), dividends (including deemed dividends) received on the Common Shares will be included in the Resident Holder's income and be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from "taxable Canadian corporations" (as defined in the Tax Act). An enhanced gross-up and dividend tax credit will be available to individuals in respect of "eligible dividends" designated by the Corporation to the Resident Holder in accordance with the provisions of the Tax Act. There may be limitations on the ability of the Corporation to designate dividends as eligible dividends. In the case of a Resident Holder that is a corporation, dividends (including deemed dividends) received on the Common Shares will be included in its income for a taxation year and will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received (or deemed to be received) by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations are urged to consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax on its "aggregate investment income" (as defined in the Tax Act) for the year, including any dividends or deemed dividends that are not deductible in computing the Resident Holder's taxable income. A Resident Holder that is a "private corporation" or a "subject corporation", as defined in the Tax Act, may be liable to pay a refundable tax under Part IV of the Tax Act on dividends received or deemed to be received on the Common Shares to the extent such dividends are deductible in computing the Resident Holder's taxable income for the taxation year. A "subject corporation" is generally a corporation (other than a private corporation) controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts).

Dispositions of Common Shares

A Resident Holder who disposes of or is deemed to have disposed of a Common Share (other than a disposition to the Corporation that is not a sale in the open market in the manner in which shares are normally purchased by any member of the public in the open market) will generally realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base to the Resident Holder of the Common Share immediately before the disposition or deemed disposition. The adjusted cost base to a Resident Holder of a Common Share will be determined by averaging the cost of that Common Share with the adjusted cost base (determined immediately before the acquisition of the Common Share) of all other Common Shares held as capital property at that time by the Resident Holder. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "*Capital Gains and Capital Losses*".

Capital Gains and Capital Losses

A Resident Holder will generally be required to include in computing its income for the taxation year, one-half of the amount of any capital gain (a "**taxable capital gain**") realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will be required to deduct one-half of the amount of any capital loss (an "**allowable capital loss**") against taxable capital gains realized in the taxation year in which the disposition occurs. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances specified in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Common Share by a Resident Holder that is a corporation may, in certain circumstances, be reduced by the amount of dividends which have been previously received or deemed to have been received by it on such shares or on shares substituted therefor to the extent and under the circumstances specified in the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, directly or indirectly, through a partnership or trust. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional refundable tax on its “aggregate investment income” (as defined in the Tax Act) for the year, which is defined to include an amount in respect of taxable capital gains.

Minimum Tax

In general terms, a Resident Holder that is an individual (including certain trusts) that receives or is deemed to have received taxable dividends on the Common Shares, or realizes a capital gain on the disposition or deemed disposition of Common Shares, may be liable for alternative minimum tax under the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, for purposes of the Tax Act: (i) is not, and is not deemed to be, resident in Canada; and (ii) does not and will not use or hold, and is not and will not be deemed to hold, the Common Shares in connection with carrying on a business in Canada (“**Non-Resident Holder**”). This summary does not apply to a Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere. Such Non-Resident Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed under the Tax Act to be paid or credited by the Corporation to a Non-Resident Holder on the Common Shares will generally be subject to Canadian withholding tax at the rate of 25% on the gross amount of such dividend, unless such rate is reduced by the terms of an applicable tax treaty or convention. Under the US Treaty, the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the US Treaty and fully entitled to benefits under the US Treaty (a “**U.S. Holder**”) is generally limited to 15% of the gross amount of the dividend. The rate of withholding tax is further reduced to 5% if the beneficial owner of such dividend is a U.S. Holder that is a company that owns, directly or indirectly, at least 10% of the voting stock of the Corporation.

Dispositions of Common Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share, unless the Common Share is, or is deemed to be, “taxable Canadian property” of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention between Canada and the country where the Non-Resident Holder is resident.

Provided that the Common Shares are listed on a “designated stock exchange” for purposes of the Tax Act (which currently includes the TSXV), at the time of disposition, the Common Shares generally will not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60 month period immediately preceding the disposition, (i) 25% or more of the issued shares of any class or series of the capital stock of the Corporation were owned by, or belonged to, any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm’s length, and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; and (ii) at such time, more than 50% of the fair market value of such shares was derived, directly or indirectly, from any combination of real or immovable property situated in Canada, “Canadian resource property” (as defined in the Tax Act), “timber resource property” (as defined in the Tax Act), or options in respect of, interests in, or for civil law rights in such properties, whether or not such property exists. Notwithstanding the foregoing, a Common Share may also be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act in certain circumstances. Non-Resident Holders should consult their own tax advisors as to whether their Common Shares constitute “taxable Canadian property” in their particular circumstances.

A Non-Resident Holder’s capital gain (or capital loss) in respect of Common Shares that constitute or are deemed to constitute taxable Canadian property (and are not “treaty-protected property” as defined in the Tax Act) will generally be computed in the manner described above under the subheading “*Residents of Canada—Dispositions of Common Shares*”. Non-Resident Holders whose Common Shares are taxable Canadian property should consult their own tax advisors.

RISK FACTORS

An investment in the Offered Shares is subject to certain risks. Subscribers should carefully consider the risk factors set forth below and under the heading “Risk Factors” in the AIF which is incorporated into and forms part of this Prospectus. In addition, subscribers should carefully review and consider all other information contained in and incorporated by reference in this Prospectus.

Some of the factors described herein, in the documents incorporated or deemed incorporated by reference herein are interrelated and, consequently, investors should treat such risk factors as a whole. If any of the adverse effects set out in the risk factors described herein, or in another document incorporated or deemed incorporated by reference herein occur, it could have a material adverse effect on the business, financial condition and results of operations of the Corporation. Additional risks and uncertainties of which the Corporation currently is unaware of or that are unknown or that it currently deems to be immaterial could have a material adverse effect on the Corporation’s business, financial condition and results of operations. The Corporation cannot provide assurance that it will successfully address any or all of these risks. There is no assurance that any risk management steps taken will avoid future loss due to the occurrence of the adverse effects set out in the risk factors herein, or in the other documents incorporated or deemed incorporated by reference herein or other unforeseen risks.

Discretion in the Use of Proceeds

The Corporation currently intends to allocate the net proceeds of the Offering as described under “*Use of Proceeds*”. However, management will have discretion concerning the use of proceeds of the Offering as well as the timing of their expenditures and may elect to allocate the net proceeds other than as described under “*Use of Proceeds*” if they believe it would be in the Corporation’s best interest to do so. As a result, investors will be relying on the judgment of management as to the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Corporation’s results of operations may suffer.

Potential Dilution and Future Sales or Issuance of Securities

The Corporation’s notice of articles and articles allow it to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as established by the Board of Directors, in many cases, without the approval of the Corporation’s shareholders. The Corporation may issue additional Common Shares in subsequent offers (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. The Corporation cannot predict the size of future issuances of securities or the effect, if any, that future issuances and offerings of securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, investors will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per share.

Market Price of Securities

There can be no assurance that an active market for the Common Shares will be sustained after the Offering. Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Securities of companies with small capitalization have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These risk factors included global economic developments and market perceptions of the attractiveness of certain industries. There can be no assurance that continuing fluctuations in price will not occur. In addition, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Common Shares for reasons unrelated to the Corporation’s performance.

Other factors unrelated to the performance of the Corporation that may have an effect on the price of Common Shares include the following: lessening in trading volume and general market interest in the Corporation’s securities may affect a purchaser’s ability to trade significant numbers of Common Shares; and the size of the Corporation’s public float may limit the ability of some institutions to invest in the Corporation’s securities. If an active market for the

Common Shares does not continue, the liquidity of a purchaser's investment may be limited and the price of the Common Shares may decline below the Offering Price. If such a market does not continue, purchasers may lose their entire investment in the Common Shares.

The price per Common Share may be adversely affected by a variety of factors relating to the Corporation's business, including fluctuation in the Corporation's operating and financial results, the result of any public announcement made by the Corporation and the Corporation's failure to meet analysts' expectations. Additionally, the value of the Common Shares is subject to market value fluctuations based upon factors that influence the Corporation's activity and changes in interest and currency rates.

The market value of the Common Shares may also be affected by the Corporation's financial results and political, economic, financial, and other factors that can affect the capital markets generally, the stock exchanges on which the Common Shares are traded and the market segment of which the Corporation is a part.

Negative Operating Cash Flow

Given that none of the Corporation's properties have yet to enter commercial production and generate cash flow, the Corporation had negative operating cash flow for its financial year ended June 30, 2020. To the extent that the Corporation has negative cash flow in future periods, the Corporation may need to deploy a portion of its cash reserves to fund such negative cash flow.

COVID-19

The Corporation's business, operations, and financial condition, and the market price of the Common Shares, could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines, and a general reduction in consumer activity in a number of countries. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Corporation cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Such public health crises can result in volatility and disruptions in the supply and demand for lithium and other minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Corporation of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 will or may impact the Corporation is uncertain and these factors are beyond the Corporation's control; however, it is possible that COVID-19 may have a material adverse effect on the Corporation's business, results of operations, and financial condition and the market price of the Common Shares.

All statements regarding the Corporation's business should be viewed in light of these risk factors. Investors should consider carefully whether investment in the Offered Shares is suitable for them in light of the information in this Prospectus and in the documents incorporated by reference and their personal circumstances. Such information does not purport to be an exhaustive list. If any of the identified risks were to materialize, the Corporation's business, financial position, results and/or future operations may be materially affected. Additional risks and uncertainties not presently known to the Corporation, or which the Corporation currently deems not to be material, may also have an adverse effect upon the Corporation and the Offered Shares.

LEGAL MATTERS

Certain legal matters in connection with the Offering will be passed upon by Cassels Brock & Blackwell LLP, on behalf of the Corporation, and by REVLaw, on behalf of the Agents. As of the date hereof, each of Cassels Brock & Blackwell LLP, counsel for the Corporation, and REVLaw, counsel for the Agents, have provided its opinion on certain matters contained in this Prospectus. As of the date hereof, partners and associates of Cassels Brock & Blackwell LLP and REVLaw, each as a group, own, directly or indirectly, in the aggregate, less than 1% or no securities of the Corporation.

INTEREST OF EXPERTS

Experts who have prepared reports for the Corporation directly or in a document incorporated by reference to the Prospectus include the following:

Manning Elliott LLP, Chartered Professional Accountants, who prepared the auditors' report accompanying the audited financial statements of the Corporation for the most recent year end, report that they are independent in accordance with the Chartered Professional Accountants of British Columbia as at the date of such audit report.

None of the above mentioned experts has any registered or beneficial interest, directly or indirectly, in any securities or other properties of the Corporation. None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Corporation. As at the date hereof, such persons, and the directors, officers, partners and employees, as applicable, of each of the experts beneficially own, directly or indirectly, in the aggregate, less than one percent of the securities of the Corporation.

All scientific and technical information in this Prospectus has been reviewed and approved by Steve Ross, Professional Geologist, who is a qualified person under NI 43-101. Mr. Ross is not independent of the Corporation as he is a Consultant and Project Manager, Exploration and Development. As of the date hereof, Mr. Ross holds 196,666 Common Shares, 58,333 warrants and 550,000 options.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Corporation's auditors are Manning Elliott LLP, Chartered Professional Accountants having an address at 17th Floor, 1030 West Georgia Street, Vancouver, British Columbia, V6E 3S7.

The transfer agent and registrar for the Shares in Canada is AST Trust Company (Canada), at its principal office in Vancouver, British Columbia.

PURCHASER'S STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE CORPORATION

DATED: December 2, 2020

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Quebec.

“Robert Mintak”

By: (Signed) Robert Mintak

Chief Executive Officer

“Kara Norman”

By: (Signed) Kara Norman

Chief Financial Officer and Corporate Secretary

On behalf of the Board of Directors

“Andrew Robinson”

By: (Signed) Andrew Robinson

Director

“Robert Cross”

By: (Signed) Robert Cross

Director

CERTIFICATE OF THE AGENTS

DATED: December 2, 2020

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Quebec.

Roth Canada, ULC

(Signed) *Ted Roth*
Chief Executive Officer

Roth Capital Partners LLC

(Signed) *Joseph Barry*
Managing Director

Echelon Wealth Partners Inc.

(Signed) *Jason Yeung*
Managing Director