



# **Lithium Ionic Corp.**

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## **Condensed Interim Consolidated Financial Statements**

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**For the three and nine months ended September 30, 2025 and 2024  
(Expressed in Canadian Dollars)**

## **NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada (CPA Canada) for a review of interim financial statements by an entity's auditor.

# Lithium Ionic Corp.

## Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

As at:	September 30, 2025	December 31, 2024
	Note	
<b>ASSETS</b>		
Current		
Cash and cash equivalents	\$ 20,215,371	\$ 23,756,282
Amounts receivable	120,557	574,742
Prepaid expenses	777,282	489,108
<b>Total current assets</b>	<b>21,113,210</b>	24,820,132
Long-term		
Project development costs	5 27,109,521	7,083,245
Property and equipment	6 696,428	770,806
<b>Total assets</b>	<b>\$ 48,919,159</b>	\$ 32,674,183
<b>LIABILITIES</b>		
Current liabilities		
Accounts payable and accrued liabilities	16 \$ 10,484,631	\$ 5,635,904
Short-term lease liabilities	7 137,323	158,423
<b>Total current liabilities</b>	<b>10,621,954</b>	5,794,327
Long-term lease liabilities	7 37,446	52,592
Royalty-based obligations	8 27,363,775	29,883,715
<b>Total liabilities</b>	<b>38,023,175</b>	35,730,634
<b>SHAREHOLDERS' EQUITY</b>		
Common shares	11 110,843,023	101,757,300
Warrant reserve	12 7,047,424	4,841,022
Stock-based compensation reserve	13 11,485,536	9,956,439
Accumulated other comprehensive loss	(31,559)	6,192
Accumulated deficit	(118,448,440)	(119,617,404)
<b>Total shareholders' equity</b>	<b>10,895,984</b>	(3,056,451)
<b>Total liabilities and shareholders' equity</b>	<b>\$ 48,919,159</b>	\$ 32,674,183

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Approved on behalf of the Board of Directors:

Signed: Blake Hylands, Director  
 Signed: David D'Onofrio, Director

# Lithium Ionic Corp.

## Condensed Interim Consolidated Statements of Income/Loss and Comprehensive Income/Loss

(Expressed in Canadian dollars)

	Note	Three months ended September 30, 2025	2024	Nine months ended September 30, 2025	2024
<b>Expenses</b>					
Exploration and evaluation expenses	9, 10	\$ 313,694	\$ 3,032,100	\$ 1,148,402	\$ 17,559,939
Consulting and management fees	16	848,428	793,912	2,926,767	4,528,298
Shareholder communications		153,913	196,855	585,174	671,671
Professional fees		278,623	276,738	953,427	1,793,078
Office and general		214,815	206,724	823,322	746,647
Depreciation	5	32,697	59,790	90,721	318,157
Share-based compensation		-	-	830,617	612,300
<b>(Loss) for the period before other items</b>		<b>\$ (1,842,170)</b>	<b>\$ (4,566,119)</b>	<b>\$ (7,358,430)</b>	<b>\$ (26,230,090)</b>
<b>Other items</b>					
Interest income		12,478	103,264	229,292	195,520
Interest and financing fees		(55,852)	(10,163)	(155,130)	(46,012)
Accretion on royalty based obligation		-	(85,139)	-	(85,139)
Lease accretion expense	7	(2,767)	(3,849)	(6,583)	(24,281)
Gain on remeasurement of royalty-based obligations	8	6,835,212	-	6,835,212	-
Foreign exchange gain/(loss)		(319,087)	(5,955)	494,075	(101,821)
<b>Net income/(loss) for the period</b>		<b>\$ 4,627,814</b>	<b>\$ (4,567,961)</b>	<b>\$ 38,436</b>	<b>\$ (26,291,823)</b>
<b>Items that may be subsequently reclassified to net income/(loss):</b>					
Foreign currency translation adjustment of subsidiary		(24,973)	-	(37,751)	-
<b>Net comprehensive income/(loss) for the period</b>		<b>\$ 4,602,841</b>	<b>\$ (4,567,961)</b>	<b>\$ 685</b>	<b>\$ (26,291,823)</b>
<b>Basic income/(loss) per share</b>		\$ 0.03	\$ (0.03)	\$ 0.00	\$ (0.18)
<b>Diluted income/(loss) per share</b>		\$ 0.03	\$ (0.03)	\$ 0.00	\$ (0.18)
<b>Weighted average number of common shares outstanding</b>					
Basic		158,978,074	158,579,158	158,636,592	146,802,228
Diluted		159,053,840	158,579,158	159,131,974	146,802,228

The accompanying notes are an integral part of these consolidated financial statements.

# Lithium Ionic Corp.

## Condensed Interim Consolidated Statement of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Number of Shares	Common Shares	Number of warrants	Warrant Reserve	Number of options and RSUs	Stock-based compensation reserve	Other comprehensive income/(loss)	Deficit	Shareholders' equity
<b>Balance, December 31, 2023</b>	<b>138,185,554</b>	<b>\$ 86,507,486</b>	<b>3,384,906</b>	<b>\$ 3,302,389</b>	<b>13,782,000</b>	<b>\$ 9,585,689</b>	<b>\$ -</b>	<b>\$ (91,216,908)</b>	<b>\$ 8,178,656</b>
Private placement unit financing	17,769,778	15,992,800	-	-	-	-	-	-	15,992,800
Value of warrants on unit financing	-	(2,007,994)	8,884,888	2,007,994	-	-	-	-	-
Share issue costs	-	(741,099)	-	-	-	-	-	-	(741,099)
Finders warrants on unit financing	-	(112,766)	569,527	112,766	-	-	-	-	-
Shares issued for property acquisition	2,500,000	2,000,000	-	-	-	-	-	-	2,000,000
Exercise of warrants	123,826	118,873	(123,826)	(32,195)	-	-	-	-	86,678
Expiry of warrants	-	-	(2,142)	(557)	-	-	-	557	-
Share-based compensation - stock options	-	-	-	-	1,570,000	612,300	-	-	612,300
Expiry of options	-	-	-	-	(225,000)	(241,550)	-	241,550	-
Loss and comprehensive loss for the period	-	-	-	-	-	-	-	(26,291,823)	(26,291,823)
<b>Balance, September 30, 2024</b>	<b>158,579,158</b>	<b>\$ 101,757,300</b>	<b>12,713,353</b>	<b>\$ 5,390,397</b>	<b>15,127,000</b>	<b>\$ 9,956,439</b>	<b>\$ -</b>	<b>\$ (117,266,624)</b>	<b>\$ (162,488)</b>
<b>Balance, December 31, 2024</b>	<b>158,579,158</b>	<b>\$ 101,757,300</b>	<b>11,775,853</b>	<b>\$ 4,841,022</b>	<b>15,127,000</b>	<b>\$ 9,956,439</b>	<b>\$ 6,192</b>	<b>\$ (119,617,404)</b>	<b>\$ (3,056,451)</b>
Private placement unit financing	18,350,141	12,845,099	-	-	-	-	-	-	12,845,099
Value of warrants on unit financing	-	(3,336,930)	18,350,141	\$ 3,336,930	-	-	-	-	-
Share issue costs	-	(422,446)	-	-	-	-	-	-	(422,446)
RSUs issued in settlement of payable	-	-	-	-	-	698,480	-	-	698,480
RSUs issued for service contract	-	-	-	-	-	830,617	-	-	830,617
Expiry of warrants	-	-	(1,390,965)	(1,130,528)	-	-	-	1,130,528	-
Income for the period	-	-	-	-	-	-	-	38,436	38,436
Other comprehensive loss for the period	-	-	-	-	-	-	(37,751)	-	(37,751)
<b>Balance, September 30, 2025</b>	<b>176,929,299</b>	<b>\$ 110,843,023</b>	<b>28,735,029</b>	<b>\$ 7,047,424</b>	<b>15,127,000</b>	<b>\$ 11,485,536</b>	<b>\$ (31,559)</b>	<b>\$ (118,448,440)</b>	<b>\$ 10,895,984</b>

The accompanying notes are an integral part of these consolidated financial statements.

# Lithium Ionic Corp.

## Condensed Interim Consolidated Statement of Cash Flows

(Expressed in Canadian dollars)

	Note	2025	2024	Nine months ended September 30,
<b>Cash (used in)/provided by:</b>				
<b>Operating activities</b>				
Income/(Loss) for the period		<b>38,436</b>	\$ (26,291,823)	
Items not involving cash:				
Depreciation	5	<b>90,721</b>	318,157	
Accretion on royalty-based obligation		-	85,139	
Lease accretion expense	7	<b>6,583</b>	24,281	
Property acquisition costs	10	-	6,115,175	
Share-based compensation	13	<b>830,617</b>	612,300	
Gain on remeasurement of royalty-based obligations	8	<b>(6,835,212)</b>	-	
Foreign exchange		<b>(194,600)</b>	(467,462)	
Changes in non cash working capital				
Amounts receivable		<b>454,185</b>	(3,681)	
Prepaid expenses		<b>(288,174)</b>	40,315	
Accounts payable and accrued liabilities		<b>(453,895)</b>	2,134,194	
<b>Net cash (used in) operating activities</b>		<b>(6,351,339)</b>	(17,433,405)	
<b>Investing activities</b>				
Capitalized project development costs	5	<b>(8,724,884)</b>	(2,550,240)	
Property acquisition costs	10	-	(4,115,175)	
Purchase of equipment	6	<b>(15,571)</b>	(33,797)	
<b>Net cash (used in) by investing activities</b>		<b>(8,740,455)</b>	(6,699,212)	
<b>Financing activities</b>				
Proceeds from private placement		<b>12,845,099</b>	15,992,800	
Cost of issue		<b>(422,446)</b>	(741,099)	
Proceeds from royalty arrangement		-	27,454,000	
Transaction costs on royalty arrangement		-	(1,472,225)	
Warrants exercised		-	86,678	
Proceeds from short-term promissory note		-	600,000	
Repayment of short-term promissory note		-	(600,000)	
Payments on lease liability	7	<b>(189,771)</b>	(215,903)	
<b>Net cash (used in)/provided by financing activities</b>		<b>12,232,882</b>	41,104,251	
Effect of exchange rate changes on cash held in foreign currency		<b>(681,999)</b>	-	
<b>Change in cash</b>		<b>(3,540,911)</b>	16,971,634	
<b>Cash, beginning of the period</b>		<b>23,756,282</b>	11,167,803	
<b>Cash, end of the period</b>		<b>20,215,371</b>	\$ 28,139,437	

### SUPPLEMENTAL INFORMATION

Value of common shares issued in acquisition		-	2,000,000
Value of broker warrants issued		-	112,766
Equipment acquired through leases	6, 7	<b>188,292</b>	15,932
Capitalized depreciation and accretion	5, 6, 7	<b>152,388</b>	56,444
Capitalized accretion on royalty obligation	5, 8	<b>5,254,546</b>	-

The accompanying notes are an integral part of these consolidated financial statements.

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Lithium Ionic Corp. (the "Company", or "Lithium Ionic") was incorporated on December 21, 2020 under the *Business Corporations Act (Ontario)*. The Company commenced trading as a Tier 2 Mining Issuer on the TSX Venture Exchange ("TSXV") on May 24, 2022 under the new trading symbol "LTH".

The Company is currently engaged in the acquisition, exploration, and development of mineral properties in Brazil. The head office and principal address of the Company is 36 Lombard Street, Toronto, Ontario, M5C 2X3.

The Company controls the following subsidiaries:

- A 100% interest in Lithium Ionic Holdings Corp. (formerly Lithium Ionic Inc.), a company incorporated on July 5, 2021 as a Province of Ontario registered corporation pursuant to the *Business Corporations Act (Ontario)*.
- Lithium Ionic Holdings Corp. owns 100% of MGLIT Empreendimentos Ltda. ("MGLIT"), a company incorporated on October 29, 2018 under Brazilian corporate law.
- A 100% interest in Neolit Minerals Participações Ltda. ("Neolit"), a Brazilian company, acquired through Lithium Ionic Holdings Corp. Neolit owns a 100% interest in Salit Mineracao Ltda.
- A 100% interest in Lithium Ionic Bandeira Corp., a company incorporated on June 14, 2024 in the Cayman Islands.
- Through MGLIT, the Company owns a 10% ownership interest in Valitar Participações S.A. ("Valitar") holding preferred shares that pass on the economic rights of Valitar to MGLIT. Valitar was incorporated in Brazil for the purpose of acquiring surface rights on claims owned by the Company that the Company expects could result in mineral production. The Company determined that it controls Valitar and as a result includes Valitar in its consolidated financial statements.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that the current exploration programs will result in profitable operations.

The recoverability of exploration and evaluation expenditures is dependent upon the establishment of a sufficient quantity of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition of these assets.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

At September 30, 2025, the Company had current assets of \$20,113,210 and current liabilities of \$10,621,954 (December 31, 2024 - \$24,820,132 and \$5,794,327 respectively) and an accumulated deficit of \$118,448,440 (December 31, 2024 - \$119,617,404). As the Company does not yet have any revenue-generating operations, it is dependent on future financing for working capital and exploration and development of its properties. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation. As such, there is material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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### **1. NATURE OF OPERATIONS AND GOING CONCERN (continued)**

These consolidated financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material.

### **2. BASIS OF PRESENTATION**

#### ***Statement of compliance***

These condensed interim consolidated financial statements are in compliance with IAS 34, Interim Financial Reporting. Accordingly, certain information and disclosures normally included in annual financial statements prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") have been omitted or condensed. These condensed interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2024.

#### ***Basis of presentation***

These consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and have been prepared using the historical cost basis. Furthermore, these consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company. The functional currency of the Company's Brazilian subsidiaries is also the Canadian dollar. The functional currency of Lithium Ionic Bandeira Corp. is the United States dollar. All values are rounded to the nearest dollar. References to R\$ refer to the Brazilian Real.

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated on consolidation.

#### ***Approval of the consolidated financial statements***

These consolidated financial statements of the Company for the three and nine months ended September 30, 2025 were reviewed, approved and authorized for issue by the Board of Directors of the Company on November 27, 2025.

### **3. MATERIAL ACCOUNTING POLICIES**

The policies set out in the company's annual financial statements for the year ended December 31, 2024 were consistently applied to all periods unless otherwise noted below.

#### **New and future accounting changes**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB that are mandatory for accounting periods commencing on or after January 1, 2025. The Company adopted such changes without any material impact to the consolidated financial statements. Updates that are not applicable or are not consequential to the Company have been excluded thereof.

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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### **3. MATERIAL ACCOUNTING POLICIES (continued)**

IFRS 18 - In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standard replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted. The Company is assessing the impacts of the adoption of this standard on the financial statements.

IFRS 9 and IFRS 7 - In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted. The Company continues to assess the impacts of the adoption of this standard on the financial statement, but does not anticipate a material impact.

### **4. CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES**

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

#### **Share-based payments and warrants**

Management determines costs for share-based payments and warrants issued in financing transactions using market-based valuation techniques. The fair value of the market-based share awards is determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

#### **Leases**

Critical judgements are required in the application of IFRS 16, including identifying whether a contract (or part of a contract) includes a lease and determining whether it is reasonably certain that an extension or termination option will be exercised. Sources of estimation uncertainty include estimation of the lease term, determination of an appropriate discount rate and assessment of whether a ROU asset is impaired. Such judgments, estimates and assumptions are inherently uncertain, and changes in these assumptions affect the fair value estimates.

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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### **4. CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES (continued)**

#### *Transition from the exploration stage to the development stage*

Judgment is required in determining when an exploration and evaluation project has been established as commercially viable and technically feasible such that it transitions from the exploration and evaluation stage, where the Company expenses costs as incurred, to the development stage, where costs are capitalized. With respect to the Bandeira project, the Company considered a) the completion of the feasibility study and b) the royalty agreement with Appian Capital Advisory LLP ("Appian") (Note 8) where use of proceeds is restricted to funding the initial development of the project, and concluded technical feasibility and commercial viability was achieved. As such, effective July 2024, the Company commenced capitalizing development costs related to the Bandeira project.

#### *Impairment of non-financial assets*

Significant judgments, estimates and assumptions are required to determine whether any indication of impairment exists. Management uses the projected cash flows over the life of mine with key assumptions that include, but are not limited to, mineral reserves and mineral resources, expected operating costs, commodity prices, expected capital expenditures and discount rates that reflect specific risks relating to the relevant assets. These assumptions are susceptible to risks and uncertainties and may change the Company's projection and, therefore, may affect the recoverable value of assets.

#### *Classification of royalty as a royalty-based obligation*

Significant judgment is required in determining the appropriate accounting treatment for the Appian royalty arrangement (Note 8). Judgement was required to assess whether the arrangement is a financial liability or a sale of a mineral interest. After analyzing the terms of the royalty agreement with Appian, management determined that the royalty should be classified as a financial liability as a) the royalty obligations are secured by charges and share pledges over substantially all current and future assets relating to the project, b) a termination amount is payable in the event of default and c) the arrangement includes a buy-back option. Estimates on expected timing and amount of cash flows are used to determine the value of the liability. These are based on technical information from the Feasibility Study. Judgement is also used to value the embedded derivative.

#### *Rehabilitation provisions*

The Company records management's best estimate of the present value of the future cash requirements of any rehabilitation obligation as a long-term liability in the period in which the related environmental disturbance occurs based on the net present value of the estimated future costs. This obligation is adjusted at each period end to reflect the passage of time and any changes in the estimated future costs underlying the obligation. In determining this obligation, management must make a number of assumptions about the amount and timing of future cash flows and discount rate to be used. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 4. CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES (continued)

#### Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

#### Contingencies

Refer to Note 18.

### 5. PROJECT DEVELOPMENT COSTS

In July 2024, after closing its royalty agreement with Appian, which required that the Company spend the proceeds specifically on the initial development of the Bandeira project, and considering the results of the definitive feasibility study, the Company determined that it was appropriate to begin capitalizing costs related to the development of the Bandeira project. Depreciation on project development costs has not been recorded as the assets are not in use. The Company continues to expense exploration and evaluation costs related to its other properties. Included in development costs is an accrual of approximately \$5,980,000 for shares for services issued to RTEK subsequent to the end of the quarter. The shares are consideration for the successful completion of the Company's NI 43-101 feasibility study announced on September 17, 2025 as well as targeted CAPEX reduction of US\$75.2 million from the Company's May 2024 feasibility study. As a result of the updated feasibility study, remeasurement of the carrying value of the royalty-based obligation as at September 30, 2025 based on the revised expected future cash flows using the original discount rate under the amortized cost method resulted in an adjustment to project development costs of approximately \$6,800,000.

	Development costs	Depreciation allocation	Amortization of leases	Accretion of royalty obligation	Foreign exchange	TOTAL
As at December 31, 2023	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	4,324,245	104,268	7,044	2,647,688	-	7,083,245
As at December 31, 2024	\$ 4,324,245	\$ 104,268	\$ 7,044	\$ 2,647,688	\$ -	\$ 7,083,245
Additions	14,705,455	138,062	14,327	5,254,546	(86,114)	20,026,276
<b>As at September 30, 2025</b>	<b>\$ 19,029,700</b>	<b>\$ 242,330</b>	<b>\$ 21,371</b>	<b>\$ 7,902,234</b>	<b>\$ (86,114)</b>	<b>\$ 27,109,521</b>

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 6. PROPERTY AND EQUIPMENT

The following table sets out the changes to the carrying value of property and equipment:

	Computers, furniture & equipment	Field and lab equipment	Vehicles	Software	Land	Right-of-Use assets	Total
<u>Cost</u>							
As at December 31, 2024	\$ 244,687	\$ 33,002	\$ 167,498	\$ 21,076	\$ 271,368	\$ 612,369	\$ 1,350,001
Additions	14,380	1,615	-	-	-	187,868	203,863
Disposal	-	-	-	-	-	(241,040)	(241,040)
<b>As at September 30, 2025</b>	<b>\$ 259,067</b>	<b>\$ 34,617</b>	<b>\$ 167,498</b>	<b>\$ 21,076</b>	<b>\$ 271,368</b>	<b>\$ 559,197</b>	<b>\$ 1,312,824</b>
<u>Accumulated Depreciation</u>							
As at December 31, 2024	\$ (49,650)	\$ (4,414)	\$ (77,353)	\$ (21,076)	\$ -	\$ (426,702)	\$ (579,195)
Depreciation	(25,088)	(2,470)	(25,125)	-	-	(176,099)	(228,782)
Disposal	-	-	-	-	-	191,581	191,581
<b>As at September 30, 2025</b>	<b>\$ (74,738)</b>	<b>\$ (6,884)</b>	<b>\$ (102,478)</b>	<b>\$ (21,076)</b>	<b>\$ -</b>	<b>\$ (411,220)</b>	<b>\$ (616,396)</b>
Net book value as at December 31, 2024	\$ 195,037	\$ 28,588	\$ 90,145	\$ -	\$ 271,368	\$ 185,667	\$ 770,806
<b>Net book value as at September 30, 2025</b>	<b>\$ 184,329</b>	<b>\$ 27,733</b>	<b>\$ 65,020</b>	<b>\$ -</b>	<b>\$ 271,368</b>	<b>\$ 147,977</b>	<b>\$ 696,428</b>

Disposals during the three and nine months ended September 30, 2025 included right-of-use leases for dormitories and a site office in Brazil. The original lease periods expired and the Company extended the terms of these leases for an additional two years. As a result, the original right-of-use assets were derecognized and new right-of-use assets were recorded. As well, right-of-use leases were extinguished earlier than the originally estimated term. The Company also entered into a right-of-use lease for a corporate office in Canada for a two-year term during the three and nine months ended September 30, 2025.

### 7. LEASE LIABILITY

The following table sets out the changes to the carrying value of lease liabilities:

<b>As at December 31, 2024</b>	<b>\$ 211,015</b>
Lease acquisition	188,292
Lease accretion	20,910
Lease payments	(189,771)
Lease extinguishment	(69,988)
Foreign exchange	14,311
<b>As at September 30, 2025</b>	<b>\$ 174,769</b>
Current portion of lease liability	\$ 137,323
Long-term portion of lease liability	\$ 37,446

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

### **7. LEASE LIABILITY (continued)**

The Company's lease liabilities include financing arrangements for vehicles as well as right-of-use leases for office space, dormitories and warehouses in Brazil, as well as a new lease for office space in Canada. Original lease terms ranged from 23 to 36 months. Some of these contracts expired on December 31, 2024 and extended terms were renegotiated for an additional two years. As well, some of these contracts were terminated earlier than anticipated and recorded as lease extinguishment.

Monthly rent payments for the Company's right-of-use agreements in Brazil total R\$73,307 (\$18,599) and in Canada, total \$4,200. An estimated incremental borrowing rate of 7.5% per annum was used to estimate the value of the lease.

For the three and nine months ended September 30, 2025, the Company allocated \$2,767 and \$6,583 respectively in lease accretion to the consolidated statements of loss and comprehensive loss (three and nine months ended September 30, 2024: \$3,849 and \$24,281 respectively) and \$5,650 and \$14,327 to capitalized project development costs respectively (three and nine months ended September 30, 2024: \$nil and \$nil respectively).

Future payments on the Company's financing agreements and right-of-use leases are shown in the table below:

	<u>Brazil</u>	<u>Canada</u>
	R\$	CAD\$
Payments due within 1 year	364,370	95,319
Payments due in 1-3 years	18,440	4,824
		50,400
		33,600

### **8. ROYALTY-BASED OBLIGATIONS**

On July 18, 2024, the Company completed a definitive royalty agreement with Appian Capital Advisory LLP ("Appian"). The Company, through its subsidiary, Lithium Ionic Bandeira Corp., granted an affiliate of Appian a 2.25% gross revenue royalty in exchange for upfront consideration of US\$20,000,000 (\$27,454,000). The Company is required to use the proceeds to advance the development and construction of the Bandeira Lithium Project. The agreement stipulates an option to fully buy-back the Royalty within the first five years for a fee of US\$67,500,000. The royalty obligations will be secured by charges and share pledges over substantially all current and future assets relating to the Bandeira Project. In the event of default, a termination payment will be payable.

The royalty arrangement is accounted for as a financial liability and was initially recognized at US\$20,000,000 (\$27,454,000) net of transaction costs directly related to the royalty agreement of US\$1,071,634 (\$1,478,899) and is subsequently measured at amortized cost. The discount rate, being 22.5%, was determined at recognition by calculating the internal rate of return of the expected cash flows. The carrying value of the royalty-based obligation will be remeasured at each reporting period based on the revised expected future cash flows using the original discount rate under the amortized cost method. The buy-back option was classified at fair value through profit and loss and estimated at \$nil as it is unknown at this time whether the Company will be able to exercise the buy-back option before expiry.

As a result of the updated Feasibility Study reported on September 17, 2025, the royalty-based obligation was remeasured based on revised future cash flows using the original discount rate of 22.5% resulting in a reduction of the liability of \$6,802,523. This was recorded as a gain on remeasurement of the royalty-based obligation on the statements of income/(loss) and comprehensive income/(loss).

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 8. ROYALTY-BASED OBLIGATIONS (continued)

Balance, December 31, 2024	\$ 29,883,715
Capitalized accretion	5,254,546
Remeasurement of liability	(6,802,523)
Foreign exchange revaluation	(971,963)
Balance, September 30, 2025	\$ 27,363,775

As at September 30, 2025, the Company has recognized the entirety of this liability as long-term as it is not anticipated that any royalty payments will be made within the next twelve months. Accretion is capitalized to Project development costs on the Consolidated Statements of Financial Position.

### 9. ACQUISITION OF MINING LICENSES

#### *Neolit option agreement*

On July 3, 2024, the Company announced that its subsidiary, Neolit, entered into an option agreement with K2 Mineração e Exportação EIRELI, Super Clássico Comércio, Importação e Exportação Ltda. and Minerales Empreendimentos, Mineração e Participações Ltda. to acquire up to a 90% interest in each of three newly formed special purpose vehicles which collectively hold five mineral claims in the Itinga region. Neolit would initially hold a minority stake in each that could increase up to 90% with an investment of a minimum of R\$21,300,000 for each (approximately \$5,500,000) by Q1-2030. During the nine months ended September 30, 2025, the Company incurred expenditures of R\$182,755 (\$44,771) and as at September 30, 2025, total expenditures related to this option totaled R\$317,255 (\$76,671) with respect to these properties. Subsequent to September 30, 2025, the Company terminated this agreement without penalty.

#### *Vale Litio claims*

In January 2023, the Company entered into a binding share purchase agreement with Exotic Mineração Ltda. ("Exotic"), which was amended in February 2024 and further amended in February 2025, pursuant to which MGLIT has the option to acquire up to a 100% interest in Vale Do Litio Mineração Ltda. ("Vale Litio"), who has a 100% beneficial ownership interest in three lithium mining claims in Minas Gerais. On signing, the Company had acquired an initial 2.78% equity ownership interest in Vale Litio through a payment to Exotic of R\$900,000 (\$232,834) in cash. Pursuant to the agreement, the Company can or has acquired the following ownership interest through the following payments to Exotic:

- R\$500,000 (\$129,947) in cash to acquire an additional 1.54% equity ownership in Vale Litio on or before February 20, 2023 (paid in February 2023);
- R\$500,000 (\$137,625) in cash to acquire an additional 1.54% equity ownership in Vale Litio on or before July 20, 2023 (paid in July 2023);
- R\$500,000 (\$136,559) in cash to acquire an additional 1.54% equity ownership in Vale Litio on or before February 20, 2024 (paid January 2024);
- R\$50,000 (\$12,376) in cash to acquire an additional 0.15% equity ownership interest in Vale Litio on or before July 29, 2024 (paid July 2024);
- R\$500,000 in cash payable in four instalments of R\$125,000 on March 5, 2025 (\$30,863 paid March 2025), July 20, 2025 (\$31,694 paid August 2025), January 20, 2026 and July 20, 2026 to acquire an aggregate 1.6% equity ownership interest in Vale Litio;
- R\$29,450,000 in cash to acquire the final 90.85% equity ownership in Vale Litio on or before January 20, 2027.

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 9. ACQUISITION OF MINING LICENSES (continued)

If the Company establishes a NI 43-101 compliant mineral resource estimate on the Vale claims of at least six million tonnes with an average content greater than 1.3% Li<sub>2</sub>O, the Company shall pay Exotic a cash bonus of R\$10,000,000. If the Company does not complete the acquisition, it will be required to conduct a minimum of 3,000 metres of diamond drilling in the claim areas before January 20, 2027 or pay a fine of R\$5,000,000. This drilling is waived if the acquisition is completed.

Amounts paid to September 30, 2025, R\$2,700,000 (\$711,898) which represents a 8.33% interest, have been recorded as land acquisition costs in exploration and evaluation expenses in the period in which they were incurred (September 30, 2024: R\$2,450,000 (\$649,341) representing a 7.55% interest).

#### Clesio claims

In February 2023, the Company, through MGLIT, acquired a strategic mining claim from Clésio Alves Gonçalves Mineração E Comercio Ltda. ("Clesio"). The Company paid R\$500,000 (\$129,947) in cash to acquire the claim, which was recorded as land acquisition costs in exploration and evaluation expenses. During the three and nine months ended September 30, 2025, the Company terminated this agreement.

#### Borges claims

In December 2022, the Company, through MGLIT, acquired 3 mineral claims totaling 1,478 hectares from Mineração Borges Ltda. Upon closing, the Company paid R\$500,000 (\$129,133) upon execution of the conveyance documents transferring the claims to MGLIT. The Company amended this agreement in February 2024 whereby R\$50,000 was paid in March 2024 and, upon producing an independent MRE on the claims of 2 million tons of Li<sub>2</sub>O content over 1.3% by June 5, 2025, the Company shall pay an additional R\$14,950,000 (approximately \$3,800,000) to the vendor (the "Borges MRE Milestone"). The agreement was further amended in August 2025 pursuant to which 2 of the 3 claims have been dropped from the scope of the transaction and the Borges MRE Milestone has been reduced to R\$7,000,000 and the deadline to satisfy the milestone is June 5, 2026. The Company may terminate this agreement at any time without incurring any additional financial penalties.

### 10. EXPLORATION AND EVALUATION EXPENSES

Lithium Ionic owns a 100% ownership interest in the Bandeira Project in Brazil, comprising certain exploration permits, the Galvani Licenses, the Borges, Clesio and Vale claims and 100% of the Salinas claims from its acquisition of Neolit, all located in Minas Gerais state (MG), Brazil. The Company commenced the capitalization of developments costs of the Bandeira project (Note 5).

Exploration and evaluation expenses are detailed in the following table.

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Acquisition of Neolit property (i)	\$ -	\$ -	\$ -	\$ 6,115,175
Drilling and geophysics	150,791	2,192,608	519,740	6,178,401
Mining licenses and land acquisition	35,346	510,228	134,945	902,547
Technical reports	37,745	48,811	221,841	1,874,314
Project overhead costs	74,120	70,356	173,712	780,180
Labour	626	115,080	2,009	1,134,913
Land management fees, taxes and permits	6,918	62,131	34,083	245,968
Professional fees	7,871	21,847	20,625	186,473
Travel, meals and accommodation	277	11,039	41,447	141,968
<b>Total exploration and evaluation expenses</b>	<b>\$ 313,694</b>	<b>\$ 3,032,100</b>	<b>\$ 1,148,402</b>	<b>\$ 17,559,939</b>

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 10. EXPLORATION AND EVALUATION EXPENSES (continued)

(i) Neolit had earned into an 85% interest in certain Salinas properties since the initial acquisition in 2023. During the comparative period, the three and nine months ended September 30, 2024, the Company, through Neolit, completed the acquisition of the remaining 15% interest by making a cash payment of US\$2,000,000 (\$2,736,200) and issuing 2,500,000 common shares of the Company, which were valued at \$2,000,000, being the fair market value of the Company's shares on the date of acquisition. A future cash payment of US\$1,000,000 (\$1,378,975) was accrued in 2024, and paid during the nine months ended September 30, 2025, in April 2025.

### 11. COMMON SHARES

#### Authorized

On September 30, 2025, the authorized share capital consisted of an unlimited number of common shares without par value.

	Number of shares outstanding	Amount
<b>Balance, December 31, 2024</b>	<b>158,579,158</b>	<b>\$ 101,757,300</b>
Private placement, units	18,350,141	12,845,099
Value of warrants on unit financing	-	(3,336,930)
Share issue costs	-	(422,446)
<b>Balance, September 30, 2025</b>	<b>176,929,299</b>	<b>\$ 110,843,023</b>

On September 29, 2025, the Company closed the first tranche of a non-brokered private placement financing issuing 18,350,141 units of the Company for gross proceeds of \$12,845,099. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire a common share of the Company at an exercise price of \$0.90 expiring on September 29, 2027. The value of the warrants was estimated using the Black-Scholes option pricing model with the assumptions disclosed in the table in Note 12.

Please see Subsequent Events.

### 12. WARRANT RESERVES

During the three and nine months ended September 30, 2025, 1,390,965 warrants expired unexercised. The following table summarizes the warrants outstanding as at September 30, 2025:

Number of warrants outstanding	Number of warrants exercisable	Grant date	Expiry date	Exercise price	Estimated fair value at grant date	Risk-free interest rate	Expected life	Expected dividend yield
#	#			\$	\$			Years
1,500,000	-	13/Mar/23	10/Mar/26	2.25	1,702,500	74%	3.31%	3.00
8,884,888	8,884,888	7/Jun/24	7/Dec/25	1.05	2,007,994	80%	4.00%	1.50
18,350,141	18,350,141	29/Sep/25	29/Sep/27	0.90	3,336,930	83%	2.47%	2.00
<b>28,735,029</b>	<b>27,235,029</b>				<b>7,047,424</b>			

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 12. WARRANT RESERVES (continued)

The weighted-average remaining contractual life of the warrants as at September 30, 2025 is 1.36 years (December 31, 2024: 0.92 years). Please see Subsequent Events.

### 13. STOCK-BASED COMPENSATION RESERVES

	Stock Options		RSUs		Total	
	Number	Value	Number	Value	Number	Value
Balance, December 31, 2024	15,127,000	\$ 9,956,439	-	\$ -	15,127,000	\$ 9,956,439
Granted	-	\$ -	1,851,045	\$ 1,529,097	1,851,045	\$ 1,529,097
<b>Balance, September 30, 2025</b>	<b>15,127,000</b>	<b>\$ 9,956,439</b>	<b>1,851,045</b>	<b>\$ 1,529,097</b>	<b>16,978,045</b>	<b>\$ 11,485,536</b>

#### Stock options

There was no change to stock option reserves during the three and nine months ended September 30, 2025. The following table summarizes the stock options outstanding as at September 30, 2025:

Number of options outstanding	Number of options exercisable	Grant date	Expiry date	Exercise price	Estimated fair value at grant date	Volatility	Risk-free interest rate	Expected life	Expected dividend yield
#	#			\$	\$			Years	
6,280,000	6,280,000	20/Apr/22	20/Apr/27	0.70	2,463,644	65%	2.63%	5.00	0%
2,680,000	2,680,000	1/Jun/22	1/Jun/27	1.24	1,891,276	66%	2.86%	5.00	0%
250,000	250,000	13/Jun/22	13/Jun/27	1.06	209,425	66%	3.48%	5.00	0%
150,000	150,000	5/Aug/22	5/Aug/27	1.22	105,750	67%	2.90%	5.00	0%
1,932,000	1,932,000	3/Nov/22	3/Nov/27	1.69	1,906,884	67%	3.59%	5.00	0%
200,000	200,000	27/Feb/23	27/Feb/28	2.89	336,600	66%	3.57%	5.00	0%
1,940,000	1,940,000	15/Nov/23	15/Nov/28	1.44	2,248,460	111%	3.88%	5.00	0%
150,000	150,000	1/Dec/23	1/Dec/28	1.60	191,850	110%	3.50%	5.00	0%
1,545,000	1,545,000	11/Jul/24	11/Jul/29	0.90	602,550	87%	3.40%	5.00	0%
<b>15,127,000</b>	<b>15,127,000</b>				<b>9,956,439</b>				

#### RSUs and DSUs

On July 26, 2024, shareholders approved the Company's RSU/DSU plan. The Board of Directors may at any time authorize the grant to eligible participants RSUs and/or DSUs. Each grant shall specify the performance period and performance conditions, if any, and the vesting date. Each RSU or DSU award represents the right for the participant to receive on vesting either one common share of the Company or a cash payment equal to the equivalent therefore, which shall be at the sole and absolute discretion of the Board of Directors. The aggregate number of common shares that may be reserved for issuance under the RSU/DSU plan is limited to 12,500,000 common shares. The maximum aggregate number of common shares that are issuable pursuant to all share-based compensation granted or issued in any 12-month period to any one eligible consultant shall not exceed 2% of the total number of issued and outstanding common shares of the Company on a non-diluted basis. RSUs shall be settled by the Company upon the vesting date in either cash or common shares, however DSUs, upon vesting, shall be settled in either cash or shares upon the earlier of the death, eligible retirement or termination of the participant.

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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### **13. STOCK-BASED COMPENSATION RESERVES (continued)**

As at September 30, 2025, there were 1,851,045 RSUs outstanding. In January 2025, 917,768 RSUs were granted to a supplier of the Company to settle a liability. These RSUs vest on January 22, 2026 and were recorded at a value of \$698,480 which is the estimated fair value of the liability settled.

In April 2025, 933,277 RSUs were granted to a supplier of the Company pursuant to a service contract. These RSUs vest on April 2, 2026 and were recorded at a value of \$830,617, being the estimated fair value on the date of grant.

### **14. CAPITAL MANAGEMENT**

The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of mineral properties. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers its capital to consist of common shares, warrants and options.

The properties in which the Company currently has an interest are in the exploration and evaluation stage and development stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned development of the Bandeira property, to continue exploration and evaluation and to pay for administrative costs, the Company must raise additional amounts.

The Company may continue to assess new properties and may seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company and its subsidiaries are not subject to any capital requirements imposed by a lending institution or regulatory body, other than the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required to maintain operations and cover general and administrative expenses for a period of 6 months.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no significant changes in the Company's approach to capital management during the three and nine months ended September 30, 2025 and 2024.

### **15. FINANCIAL INSTRUMENTS**

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The Company's financial instruments recorded at fair value fall under level 1.

# Lithium Ionic Corp.

## Notes to the Consolidated Financial Statements

For the three and nine months ended September 30, 2025 and 2024

Expressed in Canadian Dollars

### 15. FINANCIAL INSTRUMENTS (Continued)

The Company's financial instruments include cash and cash equivalents, and accounts payable and accrued liabilities whose carrying values reported in the statement of financial position approximate their respective fair values due to the relatively short-term nature of these instruments. Management believes the carrying value of lease liabilities approximate fair value. The Company's royalty-based obligations are recognized at amortized cost, which management believes approximates fair value.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### (a) *Credit risk*

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

##### a. *Trade credit risk*

The Company is not exposed to significant trade credit risk.

##### b. *Cash and cash equivalents*

In order to manage credit and liquidity risk the Company's policy is to invest only in highly rated investment grade instruments. Limits are also established based on the type of investment, the counterparty and the credit rating.

#### (b) *Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's foreign currency risk arises primarily with respect to the Brazilian real (BRL) from its property interests in Brazil, and US dollars from some corporate operations. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

As at September 30, 2025, the Company had the following financial instruments denominated in foreign currency (expressed in Canadian dollars):

<b>September 30, 2025</b>		<b>Brazilian reals</b>	<b>US dollars</b>
Cash		\$ 1,063,186	\$ 5,994,819
Accounts payable and accrued liabilities		(504,093)	(2,207,131)
Lease liabilities		(96,038)	-
Royalty-based obligations		-	(27,363,775)
		\$ 463,055	\$ (23,576,087)

A 10% strengthening (weakening) of the Canadian dollar against the Brazilian real would decrease (increase) net loss and comprehensive loss by approximately \$46,000 (September 30, 2024 - \$128,000).

A 5% strengthening (weakening) of the Canadian dollar against the US dollar would decrease (increase) net loss and comprehensive loss by approximately \$1,179,000 (September 30, 2024 - \$304,000).

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

### **15. FINANCIAL INSTRUMENTS (Continued)**

#### **(c) Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At September 30, 2025, the Company had a cash and cash equivalents balance of \$20,215,371 (December 31, 2024 - \$23,756,282) to settle current liabilities of \$10,621,954 including approximately \$6,000,000 which was subsequently settled through the issuance of common shares of the Company (see Subsequent Events, Note 19) (December 31, 2024 - \$5,794,327). Of the current liabilities, approximately \$9,000,000 have contractual maturities of less than 30 days and are subject to normal trade terms.

#### **(d) Commodity / equity price risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to lithium, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Commodity price risk is remote at this time as the Company is not a producing entity.

### **16. RELATED PARTY TRANSACTIONS**

#### *Compensation of key management personnel of the Company*

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. During the three months ended June 30, 2025 and 2024, the remuneration of directors and other key management personnel is as follows:

	Three months ended September 30, 2025		Nine months ended September 30, 2025	
Management and Consulting fees	\$ 703,796	\$ 690,040	\$ 2,447,334	\$ 4,135,061
Share-based compensation	-	-	-	423,150
<b>Total</b>	<b>\$ 703,796</b>	<b>\$ 690,040</b>	<b>\$ 2,447,334</b>	<b>\$ 4,558,211</b>

As at September 30, 2025, an amount of approximately \$532,000 (December 31, 2024 - \$571,000), included in accounts payable and accrued liabilities, was owed to directors and officers of the Company. This includes unbilled bonuses from 2024. Such amounts are unsecured and non-interest bearing. As well, related to the Neolit acquisition, an amount of US\$1,500,000 (\$2,046,400) plus accrued interest of approximately \$226,000 is owed to an officer of the Company.

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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### **16. RELATED PARTY TRANSACTIONS (continued)**

During the three and nine months ended September 30, 2025, the Company paid \$30,000 and \$134,000 respectively (September 30, 2024: \$30,000 and \$94,021 respectively) to Troilus Gold Corp. for office space, administrative services and reimbursable costs. As at September 30, 2025, a balance of \$nil (December 31, 2024: \$24,860) is payable to Troilus Gold Corp. Mr. Tom Olesinski, the Company's Chief Financial Officer, is a director of Troilus Gold Corp, and Mr. Ian Pritchard, a director of the Company, is an officer of Troilus Gold Corp.

The Company paid \$5,900 and \$7,900 respectively during the three and nine months ended September 30, 2025 to T & L Consulting for office administrative services. As at September 30, 2025, no amounts are owed to T & L Consulting. Mr. Tom Olesinski is an owner of T & L Consulting.

Also during the three and nine months ended September 30, 2025, the Company paid \$6,182 and \$23,997 respectively (September 30, 2024: \$12,069 and \$42,461 respectively) to Falcon Metais Ltda. for various administrative services. As at September 30, 2025, a balance of \$nil (December 31, 2024: \$nil) is payable to Falcon Metais Ltda., while a balance of \$nil (December 31, 2024: \$2,331) is recorded as prepaid expense. Mr. Helio Diniz, the Company's President, is an officer of Falcon Metais Ltda.

During 2023, the Company entered into an agreement with Valitar, an entity controlled by the Company and in which Mr. Helio Diniz indirectly owns a 90% interest and of which he is an officer, for a non-revolving credit facility of R\$10,000,000 (\$2,752,000), with the full facility drawn down at September 30, 2025. The purpose of this facility was to pay for the acquisition of surface rights in Brazil by Valitar. The facility is repayable in full on June 2, 2026 and carries an interest rate of 1% per annum. It is anticipated that Valitar will authorize MGLIT to perform mineral activities on its properties and upon commencement of production, MGLIT will pay royalties to Valitar. The loan facility has been eliminated on consolidation.

Please see Subsequent Events, Note 19.

### **17. SEGMENT INFORMATION**

The Company conducts its business as a single operating segment, being mineral exploration and evaluation in Brazil. The following table summarizes the total assets and liabilities by geographic segment as at September 30, 2025:

<b>September 30, 2025</b>	<b>Cayman</b>				<b>Total</b>
	<b>Brazil</b>	<b>Islands</b>	<b>Canada</b>		
Total Assets	\$ 29,353,377	\$ 5,456,709	\$ 14,109,073	\$ 48,919,159	
Total Liabilities	\$ 678,862	\$ 27,527,907	\$ 9,816,406	\$ 38,023,175	

# **Lithium Ionic Corp.**

## **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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## **18. COMMITMENTS AND CONTINGENCIES**

### **Environmental**

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company expects to make expenditures to comply with such laws and regulations.

### **Legal proceedings with respect to property rights**

The Company, through its subsidiary MGLIT, is contesting a decision by the Agência Nacional de Mineração ("ANM") which reduced the area of one of its Bandeira claims. The Company has filed a lawsuit seeking to invalidate ANM's decision. The court granted an interlocutory relief suspending its effects. In compliance with the court order, ANM reincorporated the reduced area into MGLIT's claim and restored its original extension. The lawsuit is currently at the stage of production of evidence.

### **General**

The Company may be subject to various claims, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable, and the amounts are estimable.

### **Management Contracts**

The Company is party to certain management contracts. As of September 30, 2025, these contracts require payments of approximately \$8,196,000 (December 31, 2024 - \$9,850,000) to be made upon the occurrence of a change of control to the officers and consultants of the Company. The Company is also committed to payments upon termination of approximately \$2,542,000 (December 31, 2024 - \$2,770,000) pursuant to the terms of these contracts as at September 30, 2025. As a triggering event has not taken place at September 30, 2025, these amounts have not been recorded in these consolidated financial statements.

### **Other**

Subject to the amended agreement to acquire now one mineral claim from Mineracao Borges Ltda., upon producing an independent NI 43-101 compliant MRE on the claim of 2 million tons of Li<sub>2</sub>O content over 1.3% by June 5, 2026, the Company shall pay an additional R\$7,000,000. As at September 30, 2025, no determination has been made in this regard, and no amount has been accrued related to this contingent arrangement.

In connection with the Company's agreement to acquire a 100% interest in the Vale Litio claims, the Company is scheduled to pay R\$125,000 on January 20, 2026, R\$125,000 on July 20, 2026 and R\$29,450,000 on or before January 20, 2027 to acquire the remaining 92.45% interest. As well, if the Company establishes a NI 43-101 compliant mineral resource estimate on the Vale claims of at least six million tonnes with an average content greater than 1.3% Li<sub>2</sub>O, the Company shall pay Exotic a cash bonus of R\$10,000,000. If the Company terminates this agreement, it will be required to conduct a minimum of 3,000 metres of diamond drilling in the claims area by January 20, 2027 or pay a fine of R\$5,000,000. This drilling obligation is waived if the acquisition is completed.

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## **Lithium Ionic Corp.**

### **Notes to the Consolidated Financial Statements**

**For the three and nine months ended September 30, 2025 and 2024**

*Expressed in Canadian Dollars*

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#### **18. COMMITMENTS AND CONTINGENCIES (continued)**

Subject to the acquisition of Neolit, 1,500,000 warrants were issued as part of the consideration are exercisable at a price of \$2.25 until March 10, 2026 and only vest if the Company establishes an independent NI 43-101 compliant mineral resource estimate on the Salinas Project of at least 20 million tonnes with an average grade greater than 1.3% Li<sub>2</sub>O.

See Notes 1, 7 and 9.

#### **19. SUBSEQUENT EVENTS**

On October 3, 2025, the Company closed the second and final tranche of its previously announced non-brokered private placement financing through the issuance of 7,739,989 units for gross proceeds of \$5,417,992. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.90 per share expiring on October 3, 2027. Certain directors and officers of the Company subscribed for 947,929 units in this second tranche.

On October 31, 2025, the Company issued 7,430,305 common shares to RTEK International DMCC (“RTEK”) pursuant to a services agreement dated April 2, 2025. The shares were issued as consideration for RTEK’s technical and strategic advisory services provided in connection with the completion of the Company’s updated Feasibility Study. The value of these shares was accrued at the end of the quarter ended September 30, 2025.