

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Date: November 25, 2022

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of the operations of Lithium Ionic Corp. (individually or collectively with its subsidiaries, as applicable, "Lithium Ionic" or the "Company"), to enable a reader to assess material changes in the financial condition and results of operations as at and for the nine months ended September 30, 2022. The MD&A should be read in conjunction with the audited consolidated financial statements for the year ending December 31, 2021. All amounts included in the MD&A are expressed in Canadian dollars, unless otherwise specified.

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board. Please refer to Note 3 of the annual audited consolidated financial statements as at and for the year ended December 31, 2021 for disclosure of the Company's significant accounting policies.

Additional information about the Company may be found on SEDAR at www.sedar.com.

The scientific and technical contents of this MD&A have been reviewed and approved by Carlos H.C. Costa, P.Geo (APGO), Qualified Person under National Instrument 43-101 ("NI 43-101").

The Board of Directors of the Company has reviewed this MD&A and the condensed interim consolidated financial statements for the nine months ended September 30, 2022, and the Company's Board of Directors approved these documents prior to their release.

Overview and Strategy

Lithium Ionic is a publicly traded Canadian exploration and development company listed on the TSX Venture Exchange ("TSXV"). The Company is engaged in the acquisition, exploration, and development of mineral properties with a primary focus on exploring in Brazil. Exploration is conducted through the Company's wholly owned Brazilian subsidiary, MGLIT Empreendimentos Ltda. ("MGLIT"). The Company acquired 99.9% of the issued and outstanding shares of MGLIT on October 21, 2021: 99.8% from an officer and director of the Company and 0.1% from a corporation controlled by an officer and director of the Company. The remaining 0.1% of the issued and outstanding shares were acquired on February 14, 2022 from an officer and director of Lithium Ionic.

Summary of Properties and Projects

Mineral Exploration Properties

The Company holds certain property interests for lithium exploration in Minas Gerais State (MG) in Brazil.

Itinga Project

On December 23, 2021, MGLIT acquired seven mineral licenses from Falcon Metais Ltda. The Itinga project is located in Minas Gerais state (MG), Brazil. The project comprises seven mineral licences covering more than 1,300 hectares in the prolific Aracuai lithium province. A portion of the project occurs immediately south of the CBL lithium mine and plant, Brazil's only lithium producer, and immediately north of the large Barreiro and South Xuxa lithium deposits of Sigma Lithium Corp. Sigma's estimated mineral resources, based on its technical reports prepared pursuant to National Instrument 43-101, exceed 86 million tonnes of lithium oxide (Li₂O) mineralized pegmatite in four deposits.

Exploration carried out to date includes soil sampling, geological mapping, trenching, geophysics and diamond drilling. A summary is presented below:

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Activity	#	Comments
Collected Soil Samples	1,424	
Collected Rock Samples	104	
Line Opened (Km)	58.15	
Geological Mapping (Km)	68.20	
Geological Trench Mapping (m)	350	
Geological Garimpos Mapped	4	
Ground Geophysics (Km)	8.67	Areas 1, 2 and detail area 1
Galvani Diamond Drilling (m)	5,229.50	41 DDH Completed
Bandeira (Area 1) Diamond Drilling (m)	2,766.63	30 DDH Completed

Galvani Mining Licenses

On September 12, 2022, the Company completed the acquisition of a 100% ownership interest in two lithium mining licenses (the "Licenses") in Minas Gerais, Brazil from Galvani Nordeste Mineracao Ltd. ("Galvani") through its subsidiary, MGLIT.

The two large Licenses are located approximately 2 km to the west of the large Xuxa lithium deposit of Sigma Lithium and approximately 3 km to the northwest of the CBL lithium mining operation. Mineralized pegmatites have been identified on the Licenses.

Pursuant to the agreement to acquire the Licenses, Lithium Ionic paid to Galvani:

- USD\$100,000 (\$129,400) on execution of the Agreement in June 2022; and
- USD\$3,210,000 (\$4,210,397) on closing of the Transaction in September 2022.

If during the 18 months following the closing of the acquisition, the Company, through an independent qualified person defines an inferred mineral resource estimate of a minimum of 5Mt with a Li₂O content above 1.3%, the Company shall, at Galvani's discretion, (i) issue such number of Lithium Ionic shares equal to USD\$2 million calculated using the 7 day VWAP of the Lithium Ionic shares on the TSX Venture Exchange ending on the effective date of the technical report evidencing such mineral resource estimate, subject to a minimum price per Lithium Ionic share of \$0.904 and a maximum total issuance of 2,844,912 Lithium Ionic shares, or (ii) pay USD\$2 million in cash to Galvani on the effective date of the technical report evidencing such mineral resource estimate.

The Company expanded upon the drill program initiated in June 2022 and has engaged Foraco International, a prominent global drilling company. The Company is currently aggressively drilling with a total of five drill rigs. As part of its due diligence review, the Company successfully confirmed historic drilling results and also identified new zones of mineralization. A total of 71 diamond drill holes corresponding to 7,996 meters have been completed to date.

Refer to the news releases dated July 26, August 9, August 30, September 14 and September 26, 2022 on www.sedar.com for the assay results for the diamond drill holes completed to date.

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Drilling Summary Results:

GALVANI OPTION AREA				MINERALIZED INTERVALS			
HOLE ID	Section	Status	Depth	From	to	(m)	Li2O (%)
OLDD001	LT 100 NW	Finished	59.04	25.00	43.00	18.00	1.58
OLDD002	LT 400 NW	Finished	152.02			NSR	
OLDD003	LT 200 NW	Finished	100.62	71	83.00	12.00	1.78
OLDD004	LT 00	Finished	35.39			NSR	
OLDD005	LT 00	Finished	239.55			NSR	
OLDD006	LT 400 NW	Finished	109.06	76.75	97.00	20.25	1.62
OLDD007	LT 800 NW	Finished	154.74	22.79	25.17	2.38	1.08
TOTAL DRILLED BY GALVANI (m)			850.42				
ARDD-22-001	LT 100 NW	Finished	43.65	4.70	29.63	24.93	1.57
ARDD-22-002	LT 200 NW	Finished	74.95	11.30	53.35	42.05	1.17
ARDD-22-003	LT 100 NW	Finished	127.80			NSR	
ARDD-22-004	LT 400 NW	Finished	166.75			NSR	
ARDD-22-005	LT 200 NW	Finished	259.40			NSR	
ARDD-22-006	LT 600 NW	Finished	150.30	94.73	100.59	5.86	0.53
ARDD-22-007	LT 600 NW	Finished	155.15	63.94	83.72	19.78	1.94
ARDD-22-008	LT 300 NW	Finished	121.80	80.43	91.20	10.77	1.27
ARDD-22-009	LT 400 NW	Finished	140.20	58.80	79.50	20.70	1.68
ARDD-22-010	LT 300 NW	Finished	161.10	128.70	133.31	4.61	1.27
ARDD-22-011	LT 500 NW	Finished	148.70			NSR	
ARDD-22-013	LT 500 NW	Finished	181.80			Not Sampled	
ARDD-22-012	LT 500 NW	Finished	123.00	84.15	95.00	10.85	1.77
ARDD-22-014	LT 700 NW	Finished	100.60	31.98	70.48	38.50	1.30
ARDD-22-015	LT 700 NW	Finished	136.45			NSR	
ARDD-22-016	LT 800 NW	Finished	116.55	30.18	38.18	8.00	1.29
ARDD-22-017	LT 900 NW	Finished	157.30			NSR	
ARDD-22-018	LT 800 NW	Finished	124.15			NSR	
ARDD-22-019	LT 00	Finished	75.45			Not Sampled	
ARDD-22-020	LT 1000 NW	Finished	64.35			Not Sampled	
ARDD-22-021	LT 200 NW	Finished	100.60	35.50	81.71	46.21	1.53
ARDD-22-022	LT 850 NW	Finished	52.90	12.68	31.87	19.19	1.30
ARDD-22-023	LT 00	Finished	70.10	30.52	33.5	2.98	1.11
ARDD-22-024	LT 400 NW	Finished	180.90			Not Sampled	
ARDD-22-025	LT 300 NW	Finished	99.20	37.00	58.91	21.91	1.71
ARDD-22-026	NO	Finished	154.70			Not Sampled	
ARDD-22-027	NO	Finished	206.05			Not Sampled	
ARDD-22-028	LT 500 NW	Finished	240.85			Not Sampled	
ARDD-22-029	NO	Finished	200.15			NSR	
ARDD-22-030	LT 100 NW	Finished	53.00	0.00	25.63	25.63	1.98
ARDD-22-031	NO	Finished	180.65			Not Sampled	
ARDD-22-032	LT 00 MARA	Finished	121.40			NSR	
ARDD-22-033	LT 150 NE MARA	Finished	151.40			NSR	
ARDD-22-034	LT 100 SW MARA	Finished	121.30			Not Sampled	
ARDD-22-035	LT 500 SW MARA	Finished	120.00	21.15	22.32	1.17	AP
ARDD-22-036	LT 100 NE MARA	Finished	71.25	26.10	27.10	1.00	AP
ARDD-22-037	LT 00 MARA	Finished	70.85	36.78	37.58	0.80	AP
ARDD-22-038	LT 200 NE MARA	Finished	61.70			Not Sampled	
ARDD-22-039	LT 300 NE MARA	Finished	70.50			Not Sampled	
ARDD-22-040	NO	Finished	120.65			Not Sampled	
ARDD-22-041	NO	Finished	151.90			Not Sampled	
TOTAL DRILLED BY MGLIT (m)			5,229.50				

AP = Assays pending

NSR = Average below 1000 ppm Li

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

BANDEIRA AREA				MINERALIZED INTERVALS			
Hole ID	Section	Status	Depth	From	to	(m)	Li2O (%)
ITDD-22-001	LT 00	Finished	100.55	8.50	13.70	5.20	1.55
ITDD-22-002	LT 00	Finished	96.25	33.08	38.74	5.66	1.93
ITDD-22-003	LT 500	Finished	60.30	21.95	23.01	1.06	0.87
ITDD-22-004	LT 500	Finished	75.60			NSR	
ITDD-22-004B	LT 500	Finished	40.40			NSR	
ITDD-22-005	LT 500	Finished	68.45			NSR	
ITDD-22-006	LT 500	Finished	124.90	54.90	57.60	2.70	2.23
ITDD-22-007	LT 125	Finished	70.50	21.62	27.58	5.96	1.33
ITDD-22-008	LT 00	Finished	75.08			NSR	
ITDD-22-009	LT 750	Finished	109.70			NSR	
ITDD-22-010	LT 750	Stoped	4.40			Not Sampled	
ITDD-22-011	LT 100 NE	Finished	100.25	53.14	59.89	6.75	1.99
ITDD-22-012	LT 200 NE	Finished	99.80	33.70	42.03	8.33	1.44
ITDD-22-013	LT 200 NE	Finished	99.95	53.18	57.08	3.90	1.56
ITDD-22-014	LT 100 NE	Finished	84.6	77.10	82.80	5.70	1.14
ITDD-22-015	LT 100 SW	Finished	50.9	6.16	8.74	2.58	1.04
ITDD-22-016	LT 300 NE	Finished	102.55	39.50	45.36	5.86	1.27
ITDD-22-017	LT 00	Finished	100.3	62.21	67.43	5.22	AP
ITDD-22-018	LT 400 NE	Finished	153.65	58.35	58.65	0.30	AP
ITDD-22-019	LT 100 SW	Finished	101.80	29.83	33.57	3.74	AP
ITDD-22-020	LT 400 NE	Finished	91.30	17.65	19.59	1.94	AP
ITDD-22-021	LT 600 NE	Finished	130.90	31.90	34.73	2.83	AP
ITDD-22-022	LT 300 NE	Finished	103.35	14.31	20.54	6.23	AP
ITDD-22-024	LT 600 NE	Finished	180.35	28.14	31.00	2.86	AP
ITDD-22-025	LT 600 NE	Finished	130.00	67.61	71.31	3.70	AP
ITDD-22-026	LT 700 NE	Finished	121.40	14.72	16.70	1.98	AP
ITDD-22-027	LT 800 NE	Finished	109.15	22.81	29.09	6.28	AP
ITDD-22-028	LT 700 NE	Finished	111.90	51.39	53.30	1.91	AP
ITDD-22-029	LT 400 NE	Finished	170.90	144.91	149.08	4.17	AP
ITDD-22-030	LT 800 NE	Finished	110.30	46.60	54.45	7.85	AP

TOTAL DRILLED BY MGLIT (m) 2,766.63

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Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Liquidity and Capital Resources

As at September 30, 2022, the Company had working capital of \$11,634,704 (December 31, 2021 - \$6,887,155). Working capital is a Non-IFRS performance measure. In the mining industry, it is a common Non-IFRS performance measure but does not have a standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, we and certain investors use this information to evaluate the Company's performance and ability to generate cash, profits and meet financial commitments. This Non-IFRS measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

	September 30, 2022	December 31, 2021
Current assets:		
Cash and cash equivalents	\$ 11,677,328	\$ 7,788,687
Amounts receivable	233,008	43,424
Prepaid expenses	434,421	1,000
	<u>12,344,757</u>	<u>7,833,111</u>
Current liabilities:		
Accounts payable and accrued liabilities	661,613	945,956
Short-term lease liability	48,440	-
	<u>710,053</u>	<u>945,956</u>
Working capital, current assets less current liabilities	\$ 11,634,704	\$ 6,887,155

On May 19, 2022, the Company closed its previously announced reverse takeover transaction (the "Transaction") with Lithium Ionic Inc. (the "Target"). The Transaction was completed by way of a "three-cornered" amalgamation pursuant to the provisions of the *Business Corporations Act* (Ontario). Prior to the completion of the Transaction, the Company changed its name from "POCML 6 Inc." to "Lithium Ionic Corp." (the "Name Change"). Pursuant to the Transaction, all common shares of the Target were exchanged for Company Shares on a one-for-one basis and Lithium Ionic Inc. and 1000088600 Ontario Inc., a wholly owned subsidiary of the Company newly incorporated under the *Business Corporations Act* (Ontario) for the sole purpose of effecting the Transaction, amalgamated with the resulting entity continuing as a wholly owned subsidiary of the Company under the name "Lithium Ionic Holdings Corp.". The condensed interim consolidated financial statements for the nine months ended September 30, 2022 present the continuation of the Target and the acquisition of POCML 6 by Lithium Ionic Inc. as a reverse acquisition for accounting purposes.

On February 8, 2022, Lithium Ionic and Lithium Ionic Inc. closed their brokered private placements (collectively, the "Offering") of subscription receipts (the "Subscription Receipts") by issuing an aggregate of 20,000,000 Subscription Receipts at a price of \$0.70 each, for gross proceeds of \$14,000,000.

Pursuant to the Transaction, the Company issued 7,499,992 common shares to the shareholders of POCML 6. The value of the shares was based on the price of the subscription receipts. As part of the acquisition, the Company acquired working capital of \$638,991. Transaction costs, being the excess of the value of the shares issued over net assets, were \$4,640,918.

Details of the allocation of the estimated fair values of identifiable assets acquired and liabilities assumed, and price consideration are as follows:

Lithium Ionic Corp.
Management’s Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Consideration paid:	
Issuance of Common Shares (7,499,992 @ \$0.70)	\$ 5,250,000
Issuance of Warrants (55,192 @ \$0.5419)	29,909
	<u>\$ 5,279,909</u>
Purchase price allocation:	
Cash	\$ 701,110
Accounts receivable	9,925
Accounts payable	(72,044)
Transaction costs	4,640,918
	<u>\$ 5,279,909</u>

Pursuant to the Transaction: (i) each of the 16,645,356 subscription receipts of the Target issued to investors (“Target Subscription Receipts”) and the 1,064,845 subscription receipts of the Target issued to the agents (the “Agents’ Target Subscription Receipts”), were exchanged for one (1) Company Share; and (ii) each of the 3,354,644 subscription receipts of POCML 6 Inc. issued to investors (“POCML 6 Inc. Subscription Receipts”) and the 192,525 subscription receipts of POCML 6 Inc. issued to the agents (the “Agents’ POCML 6 Inc. Subscription Receipts”, together with the Target Subscription Receipts, the Agents’ Target Subscription Receipts and POCML 6 Inc. Subscription Receipts, the “Subscription Receipts”) were converted into one (1) Company Share.

In connection with the Transaction, the Company incurred the following costs:

- The issuance of an aggregate of 1,257,370 subscription receipts to the agents, valued at \$880,159 based on the subscription receipt price.
- The issuance of an aggregate of 1,399,999 broker warrants, each exercisable to acquire one common share at a price of \$0.70 until May 19, 2024. The fair value of the broker warrants issued was estimated at \$364,000 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 68% based on volatilities of comparable companies; risk- free interest rate of 1%, and an expected life of 2 years.
- Cash payments of \$298,998.

Pursuant to the Transaction, the Company issued 55,192 Company Warrants, each exercisable to acquire one common share at a price of \$0.10 until April 5, 2023. The fair value of the warrants issued was estimated at \$29,909 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 69% based on volatilities of comparable companies; risk- free interest rate of 2.70%, and an expected life of approximately 0.9 year.

On April 20, 2022, the Company granted a total of 6,720,000 stock options to directors, officers and consultants of the Company, pursuant to its stock option plan. The options vested immediately and may be exercised at a price of \$0.70 per option until April 20, 2027.

On June 1, 2022, the Company granted a total of 2,950,000 stock options to directors, officers and consultants of the Company, pursuant to its stock option plan. The options vested immediately and may be exercised at a price of \$1.24 per option until June 1, 2027.

On June 13, 2022, the Company granted a total of 250,000 stock options to a consultant of the Company, pursuant to its stock option plan. The options vested immediately and may be exercised at a price of \$1.06 per option until June 13, 2027.

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

On August 5, 2022, the Company granted a total of 150,000 stock options to consultants of the Company, pursuant to its stock option plan. The options vested immediately and may be exercised at a price of \$1.22 per option until August 5, 2027.

During the nine months ended September 30, 2022, 276,991 warrants were exercised at a weighted-average price of \$0.26 per common share, generating proceeds of \$71,182.

During the nine months ended September 30, 2022, 430,000 of the Company's stock options were exercised at a weighted-average price of \$0.71 per common share, generating proceeds of \$306,400.

As at September 30, 2022, \$5,033,246 (December 31, 2021 - \$nil) in share-based compensation has been recognized in the condensed interim consolidated statements of loss and comprehensive loss.

Subsequent to the end of the quarter, gross proceeds of \$25,000,000 was raised from the issuance of 15,625,000 common shares of the Company through a private placement offering. As well, 1,650,000 stock options were granted to various directors, officers and consultants of the Company at an exercise price of \$1.69 for a period of five years from the date of grant.

Results of Operations

Three months ended September 30, 2022

During the three months ended September 30, 2022, the Company recorded a loss of \$6,864,156 and a comprehensive loss of \$6,950,564 or \$0.07 per share. During the comparative period, there was no activity for the Company, having been newly incorporated.

Expenses incurred during the three months ended September 30, 2022 included:

- \$4,210,882 related to the acquisition of the Galvani licenses
- \$2,078,253 in project exploration and evaluation expenses with the ramping up of drilling in the area
- \$410,537 in consulting and management fees
- \$105,750 in share-based compensation expense
- \$85,090 in shareholder communications costs
- \$80,006 in interest income earned from GICs.

Nine months ended September 30, 2022

During the nine months ended September 30, 2022, the Company recorded a loss of \$19,455,167 and a comprehensive loss of \$19,540,575 or \$0.23 per share.

Expenses incurred during the nine months ended September 30, 2022 included:

- \$4,339,140 related to the acquisition of the Galvani licenses
- \$2,996,608 in project exploration and evaluation expenses, which included drilling, geophysics and technical reporting
- \$4,640,918 in transaction costs related to the reverse acquisition transaction
- \$5,033,246 in share-based compensation expense
- \$2,022,209 in consulting and management fees

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Cash flows

Nine months ended September 30, 2022

During the nine months ended September 30, 2022, the Company used cash of \$10,829,271 in operating activities (nine months ended September 30, 2021: \$nil). This includes the \$4,339,140 paid for the Galvani licenses as described in the Exploration section. Non-cash working capital used \$969,467 during the nine months ended September 30, 2022. The net change in non-cash working capital reported on the cash flow statement identifies the changes in current assets and current liabilities that occurred during the period. An increase in a liability (or a decrease in an asset) is a source of funds, while a decrease in a liability (or an increase in an asset) account is a use of funds.

During the nine months ended September 30, 2022, investing activities provided \$647,066 in cash (nine months ended September 30, 2021: \$nil). Cash acquired from the reverse acquisition transaction was \$701,110. As well, the Company used \$54,044 in cash for the purchase of equipment.

During the nine months ended September 30, 2022, cash provided by financing activities was \$14,070,846 (nine months ended September 30, 2021: \$nil), consisting primarily of gross proceeds from the subscription receipt financing of \$14,000,000 less cash costs to issue shares of \$298,998. Options exercised generated \$306,400 and warrants exercised generated \$71,182 in cash proceeds. Payments on lease liabilities for the nine months ended September 30, 2022 was \$7,738.

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 include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, and lease liabilities. The carrying values of these financial instruments reported in the statement of financial position approximate their respective fair values due to the relatively short-term nature of these instruments. As at September 30, 2022, the Company's financial instruments that are carried at fair value, being cash equivalents, are classified as Level 2 within the fair value hierarchy.

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

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

(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.

Trade credit risk

The Company is not exposed to significant trade credit risk.

Cash

In order to manage credit and liquidity risk the Company's policy is to invest only in highly rated investment grade instruments that have maturities of three months or less. 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. 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, 2022 and December 31, 2021, the Company had the following financial instruments and denominated in foreign currency (expressed in Canadian dollars):

September 30, 2022		
	Brazilian reals	US dollars
Cash	\$ 33,303	\$ 179,885
Accounts payable and accrued liabilities	(546,408)	-
Lease liabilities	(130,599)	-
	\$ (643,704)	\$ 179,885

December 31, 2021		
	Brazilian reals	US dollars
Cash	\$ 41,368	\$ -
Accounts payable and accrued liabilities	(12,703)	-
	\$ 28,664	\$ -

A 10% strengthening (weakening) of the Canadian dollar against the Brazilian real would decrease (increase) net loss by approximately \$68,000 (December 31, 2021 - \$2,866).

A 10% strengthening (weakening) of the Canadian dollar against the US dollar would decrease (increase) net loss by approximately \$18,000 (December 31, 2021 - \$nil).

(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, 2022, the Company had a cash balance of \$11,677,328 (December 31, 2021 - \$7,788,687) to settle current liabilities of \$710,053

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

(December 31, 2021 - \$945,956, excluding other liabilities). The Company's trade payables 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 as the Company is not a producing entity.

Critical Accounting Policies

The Company's significant accounting policies are described in Note 2 of the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2022. The preparation of statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The following is a list of the accounting policies that management believes are critical, due to the degree of uncertainty regarding the estimates and assumptions involved and the magnitude of the asset, liability or expense being reported:

- Foreign currencies
- Exploration and evaluation properties

Foreign currencies

The Foreign currency translation presentation and functional currency of the Company and its subsidiary is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Exchange differences are recognized in operations in the period in which they arise.

The Company makes expenditures and incurs costs in Brazilian reals ("BRL"). At September 30, 2022, one Canadian dollar was worth BRL 3.9386 (December 31, 2021 - BRL 4.3956). During the nine months ended September 30, 2022, the average value of one Canadian dollar was BRL 3.9755 (December 31, 2021 - BRL 4.4401).

Project evaluation expenses

The Company expenses exploration and evaluation expenses as incurred. Exploration and evaluation expenses include acquisition costs of mineral property rights and exploration and evaluation activities. Once a project has been established as commercially viable, technically feasible and the decision to proceed with development has been approved by the Board of Directors, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production.

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2022	2021	2022	2021
Mining licenses (Note 8)	\$ 4,210,882	\$ -	\$ 4,339,140	\$ -
Drilling and geophysics	1,329,108	-	1,590,903	-
Labour	19,932	-	25,964	-
Land management fees, taxes and permits	34,457	-	51,175	-
Professional fees	5,597	-	35,760	-
Project overhead costs	64,086	-	106,085	-
Technical reports	570,924	-	1,094,981	-
Travel, meals and accomodation	54,149	-	91,740	-
Total exploration and evaluation expenses	\$ 6,289,135	\$ -	\$ 7,335,748	\$ -

Commitments and Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually updated and may become 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.

The Company is 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.

The Company is party to certain management contracts. As of September 30, 2022, these contracts require payments of approximately \$3,430,000 (December 31, 2021 - \$1,293,000) 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 \$1,740,000 (December 31, 2021 - \$646,500) pursuant to the terms of these contracts as of September 30, 2022. As a triggering event has not taken place on September 30, 2022, these amounts have not been recorded in these condensed interim consolidated financial statements.

Refer to Notes 1, 7 and 8 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2022.

Transactions with Related Parties

As at September 30, 2022, an amount of \$28,250 (December 31, 2021 - \$450,000), included in accounts payable and accrued liabilities, was owed to directors and officers of the Company. Such amounts are unsecured and non-interest bearing.

Acquisition of Subsidiary – see Note 3 to the condensed interim consolidated financial statements for the nine months ended September 30, 2022.

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

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 nine months ended September 30, 2022, the remuneration of directors and other key management personnel is as follows:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2022	2021	2022	2021
Management and Consulting fees	\$ 492,428	\$ -	\$ 1,867,959	\$ -
Share-based compensation	-	-	3,690,575	-
Total	\$ 492,428	\$ -	\$ 5,558,534	\$ -

Off-balance sheet arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Risk Factors

Mining exploration inherently contains a high degree of risk and uncertainty, which even a combination of careful evaluation, experience and knowledge may not eliminate. The following are certain factors relating to the business of the Company, which investors should carefully consider when making an investment decision concerning the Company's shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected. An investment in the Company is speculative. An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the Company.

Novel Coronavirus ("COVID-19")

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations. Despite the severity of the COVID-19 pandemic, there were no material impacts on the Company's operations and finances for the period ended December 31, 2021.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

prices, environmental rehabilitation or restitution, current financial conditions, revenues, taxes, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations, and no revenues. Even if the Company's exploration program on one or more of the properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which would result in dilution to the Company's shareholders.

Limited Operating History

The Company is a relatively new company with limited operating history. The Company only recently acquired its interest in its material properties and the Company has no history of business or mining operations, revenue generation or production history. The Company has yet to generate a profit from their activities. The Company will be subject to all the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

No Mineral Resources or Mineral Reserves

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

The Company's properties are in the exploration stage only and, to date, no mineral resources or mineral reserves have been identified. Development of the Company's properties will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that any mineral resources or mineral reserves will be identified or developed. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish mineral resources and mineral reserves and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Fluctuating Mineral Prices

The economics of mineral exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, the Company may determine that it is impractical to continue a mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals that may be found on the Company's properties.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations that may concern, among other things, exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules because of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on its properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to some or all the Company's interest in its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have the interest it understands it has in its properties could cause the Company to lose any rights to explore, develop and mine any minerals on such properties without compensation for its prior expenditures relating thereto.

Competition

The mineral exploration and development industry is highly competitive. The Company will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete

successfully against other companies could have a material adverse effect on the Company and its prospects.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the exploration, development and mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and national and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with exploration, development and mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration, development and mining of the Company's properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

Foreign Operations

The Company's properties are located in Brazil. As such, the Company's proposed activities with respect to its properties will be subject to governmental, political, economic and other uncertainties, including but not limited to expropriation of property without fair compensation, repatriation of earnings, nationalization, currency fluctuations and devaluations, exchange controls and increases in government fees, renegotiation or nullification of existing concessions and contracts, changes in taxation policies, economic sanctions and the other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations will be conducted, as well as risks including loss due to civil strife, acts of war, insurrections and the actions of national labour unions. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company. No assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Brazil. Any changes in regulations or shifts in political attitudes will be beyond the Company's control and may adversely affect the Company's business.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, equipment and mines, damage to life or property, environmental damage and possible legal liability.

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company securities.

Litigation

The Company and/or its directors or officers may be subject to a variety of civil or other legal proceedings, with or without merit.

Outstanding Share Data

As at the date of this MD&A, the Company has:

- 1) 116,799,354 common shares outstanding.
- 2) 4,488,450 warrants outstanding, with expiry dates ranging from April 5, 2023 to October 5, 2024. If all the warrants were exercised, 4,488,450 shares would be issued for gross proceeds of \$2,892,347.
- 3) 11,290,000 options outstanding, with expiry dates ranging from April 20, 2027 to November 3, 2027. If all the options were exercised, 11,290,000 shares would be issued for gross proceeds of \$11,292,100.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This MD&A contains, or incorporates by reference, "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the future performance of Lithium Ionic, Lithium Ionic's mineral properties, the future price of lithium, the estimation of mineral resources and mineral reserves, results of exploration activities and studies, the realization of mineral resource estimates, exploration activities, costs and timing of the development of new deposits, the acquisition of additional mineral resources, the results of future exploration and drilling, costs and timing of future exploration of the mineral projects, requirements for additional capital, management's skill and knowledge with respect to the exploration and development of mining properties in Brazil, government regulation of mining operations and exploration operations, timing and receipt of approvals and licenses under mineral legislation, the Company's local partners, and environmental risks and title disputes. In certain cases, forward-looking statements 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 state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks associated with the Company's dependence on the mineral projects; general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; risks associated with dependence on key members of management; conclusions of economic evaluations and studies; currency fluctuations (particularly in respect of the Canadian dollar, the United States dollar, the Brazilian real and the rate at which each may be exchanged for the others); future prices of lithium; uncertainty in the estimation of mineral resources; exploration and development risks; infrastructure risks; inflation risks; defects and adverse claims in the title to the projects; accidents, political instability, insurrection or war; labour and employment risks; changes in government regulations and policies, including laws governing development, production, taxes, royalty payments, labour standards and occupational health, safety, toxic substances, resource exploitation and other matters; delays in obtaining governmental approvals or financing or in the completion of development or construction

Lithium Ionic Corp.
Management's Discussion and Analysis
For the nine months ended September 30, 2022
(in Canadian dollars, unless otherwise noted)

activities; insufficient insurance coverage; the risk that dividends may never be declared; and liquidity and financing risks related to the global economic crisis. Such forward-looking statements are based on a number of material factors and assumptions, including; that contracted parties provide goods and/or services on the agreed timeframes; that ongoing contractual negotiations will be successful and progress and/or be completed in a timely manner; that no unusual geological or technical problems occur; that plant and equipment work as anticipated and that there is no material adverse change in the price of lithium. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated, or intended. Forward-looking statements contained herein are made as of the date of this MD&A. There can be no assurance that the forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements due to the inherent uncertainty therein.