Li-FT POWER LTD.

Management's Discussion and Analysis

For the three and six months ended May 31, 2024

TSX-V: LIFT I OTCQX: LIFFF I FRANKFURT: WS0

www.li-ft.com

GENERAL

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements of Li-FT Power Ltd. (the "Company" or "LIFT") for the three and six months ended May 31, 2024, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board as applicable to the preparation of interim financial statements, including International Accounting Standard IAS 34 Interim Reporting. The unaudited condensed interim consolidated financial statements should also be read in conjunction with the Company's audited consolidated financial statements for the year ended November 30, 2023 and 2022, which are prepared in accordance with IFRS on a going concern basis. These documents, along with additional information on the Company including the Company's Annual Information Form ("AIF") for the year ended November 30, 2023, are available under the Company's SEDAR+ profile at www.sedarplus.ca.

In this MD&A, unless the context otherwise requires, references to the "Company", "LIFT", "we", "us", and "our" refer to Li-FT Power Ltd. and its subsidiaries.

This MD&A contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws. See the section in this MD&A titled "Forward-Looking Statements" for further details and "Risk Factors" for a discussion of the risks, uncertainties and assumptions relating to such information. In addition, this MD&A has been prepared in accordance with the requirements of Canadian securities laws, which differ in certain material respects from the disclosure requirements of United States securities laws.

All dollar amounts included in this MD&A are expressed in Canadian dollars unless otherwise noted. This MD&A is dated as of July 25, 2024, and all information contained in this MD&A is current as of July 25, 2024.

DESCRIPTION OF BUSINESS

Li-FT Power Ltd. was incorporated under the Business Corporations Act (British Columbia) on May 28, 2021. The Company is an exploration stage company engaged in the acquisition, exploration, and development of mineral properties, with a focus on lithium in Canada.

The head office of the Company and principal address is Suite 1218-1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3, and the registered and records office of the Company is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

PROJECTS OVERVIEW

The Company holds interests in two mineral properties in the Northwest Territories being the Yellowknife Lithium Project and the Cali Project, and three mineral properties in Quebec, the Rupert Project, the Pontax Project and the Moyenne Project. Key agreements for each are described in further detail in the section below.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth selected consolidated financial information of the Company as of the period ended May 31, 2024, 2023, and 2022. The selected consolidated financial information is extracted from the Company's unaudited condensed interim consolidated financial statements for the six months ended May 31, 2024, 2023, and 2022, prepared in accordance with IFRS as applicable to the preparation of interim financial statements, including International Accounting Standard IAS 34 Interim Reporting.

Financial Results (in $000s Except for per Share Amounts):		For the six months ended May 31, 2024, 2023 and 2022		
		2024	2023	2022
Exploration and evaluation properties [1]	$	23,280	4,362	3,694
Net income (loss) and comprehensive income (loss) for the period		(2,762)	437	(126)
Total Cash Used in Operating Activities [2]		2,457	9,192	134
Basic and Diluted Net loss Per Share (in Dollars) [3]		(0.02)	0.01	(0.00)
Financial Position (in $000s):		**May 31, 2024**	**November 30, 2023**	**November 30, 2022**
Cash	$	6,166	17,737	5,442
Working Capital [4]		3,334	16,643	1,410
Exploration and Evaluation Assets		259,584	236,304	10,004
Total Assets		267,728	261,713	15,488
Total Liabilities		17,281	16,521	4,074

(1) Represents mineral property expenditures per the condensed interim consolidated statements of financial position.
(2) Per the condensed interim consolidated statements of cash flows in each corresponding period.
(3) The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants, where applicable.
(4) This is a non-IFRS measurement with no standardized meaning under IFRS and may not be comparable to similar financial measures presented by other issuers. For further information please see the section in this MD&A titled *"Non-IFRS Measures"*

In terms of the mineral property expenditures, the following summarizes the 2023-2024 work programs at each of the key project locations:

Yellowknife Lithium Project

Exploration on the Yellowknife Lithium Project commenced on June 2, 2023. As at the date of this MD&A, a total of 49,548 metres of diamond drilling over 286 holes were completed over 8 known spodumene bearing pegmatite dikes. Bulk sampling was completed on the 8 dikes drill tested and submitted to SGS Lakefield for metallurgical analysis, results expected in Q3 of 2024. Bases of exploration were established in the town of Yellowknife, at Hidden Lake exploration camp and Echo satellite camp. Environmental baseline studies were initiated in 2023 to support a PEA level scoping study. The 2023 summer exploration program was impacted by wildfires and the evacuation of the town of Yellowknife from August 15 to September 10, 2023. The Company continued resource definition drilling in the winter 2024 program which began on January 5, 2024 and included approx. 16,000 metres of drilling with announced drill results for 80 holes.

Cali Lithium Project

LIFT initiated surface mapping and geochemical sampling on August 17, 2023, at the Cali Lithium Project. A total of 183 chip samples and 1,222 soil samples were collected. Mapping identified three distinct sheeted dike corridors over a collective width of 110 metres and a strike of 1,300 metres. Numerous surface occurrences of spodumene hosted pegmatite dikes returned >1.5% Li_2O in soil samples. Soil geochemical anomalies define the outcropping pegmatite corridors as well as two additional coherent trends of anomalous Li-Cs-Be values. LIFT has plans to follow up these positive results with further exploration in the second half of 2024.

Rupert Lithium Project

A multi-phase exploration program was initiated in March 2023 on the Rupert Lithium Project (including the Moyenne and Pontax tenure packages) which completed in October 2023. A total of 4,611 metres of diamond drilling was completed over 12 holes. Of these, 6 holes each were drilled to test bedrock at the head of two coherent robust till geochemical anomalies. A total of 6,248 soil, 183 rock and 731 heavy mineral concentrate (HMC) samples were collected on the Pontax and Rupert tenure packages. A short top-of-bedrock RC drilling program ceased as a result of the wildfire activity in April and May of 2023. Heavy mineral concentrate samples from the RC program were submitted to Overburden Drilling Management for indicator mineral counts and a follow up drill program commenced in July 2024.

LITHIUM PROJECT LOCATIONS AND HISTORY

i) NORTHWEST TERRITORIES

YELLOWKNIFE LITHIUM PROJECT

On November 23, 2022, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with 1361516 B.C. Ltd. (the "Target"), a private company holding a 100% indirect interest in the Yellowknife Lithium Project (the "Project" or the "Properties"), whereby the Company agreed to acquire all the issued and outstanding shares of the Target. On December 30, 2022, the transaction was completed for total share consideration of $198,000,000.

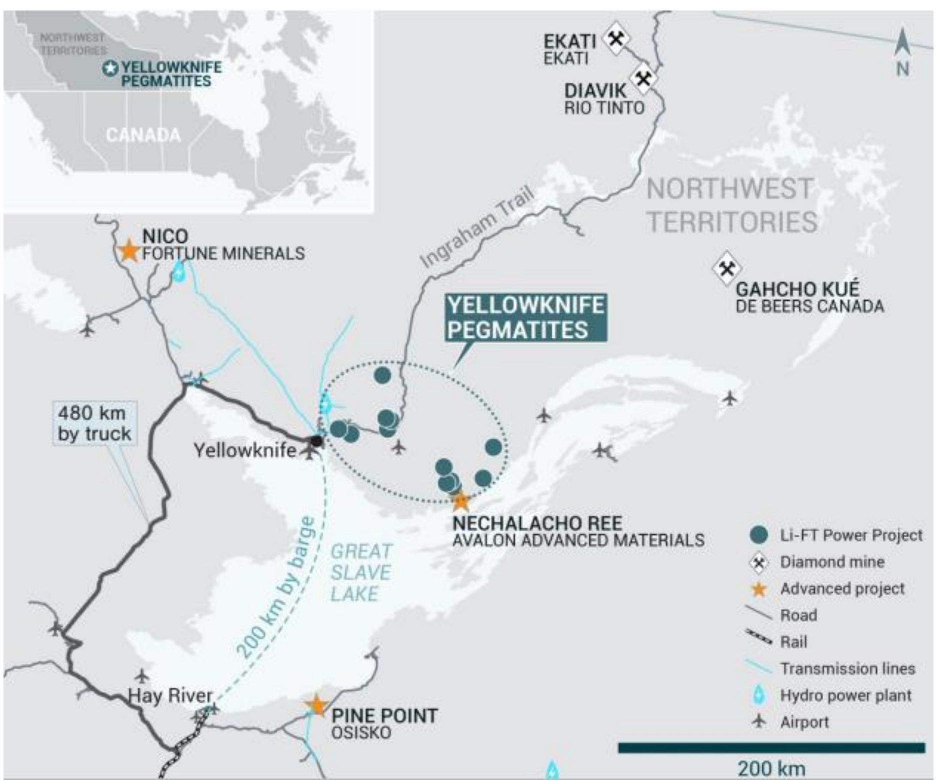
The Yellowknife Lithium Project ("YLP") is comprised of thirteen mineral leases that cover most of the lithium pegmatites that make up the Yellowknife Pegmatite Province ("YPP"). Numerous spodumene-bearing pegmatites with strike lengths up to 1,800 metres and widths up to 40 metres outcrop within the Project and are plainly visible from satellite imagery. The YPP also benefits from excellent existing infrastructure, including roads and a skilled labour force that could support the development of this project. The Property is subject to an underlying 2% net smelter royalty ("NSR") and an overriding 2% gross production royalty.

Lithium mineralization hosted in spodumene-bearing pegmatites of the Yellowknife Pegmatite Province was first discovered in the 1940's and intermittently explored through to the 1980's. Canadian Superior Exploration Limited (CSEL), the exploration arm of Superior Oil, completed systematic mapping, spodumene crystal counts, trenching, channel sampling and diamond drilling in the area from 1975 to 1979.

Superior Oil was acquired by Mobil in 1984 which led to the divestment of the CSEL mineral properties and the claims holding the largest lithium pegmatites were transferred to Erex International Ltd. ("Erex"), a private company acquired by the Target. In 1985, Erex entered into an option agreement with Equinox Resources Ltd. who collected bulk samples in 1987 for initial metallurgical testing. The results from initial metallurgical testing were positive and Equinox recommended a full feasibility study. Equinox was later acquired by Hecla Mining Company and the YPP lithium deposits reverted to Erex. Since 1987, very little exploration work completed on any of the pegmatites.

On February 18, 2023, the Company acquired an option to purchase a 100% interest in 13 mineral leases covering 991 hectares that comprise the Thompson-Lundmark Project (the "Property") and one lease, covering 115 hectares to the north of the Property. The terms of the option require the Company to make aggregate cash payments of $3 million (of which $1,250,000 has been paid to date) and exploration expenditures of $1.3 million over the two-year term of the option agreement. A 1.5% NSR will be retained by the vendor of the Property, one third of which can be purchased at any time for $500,000. The Company also holds a first right of refusal on the royalty.

The Thompson-Lundmark Property is contiguous with LIFT's Ki mineral lease that hosts the Ki lithium pegmatite occurrence, part of LIFT's Yellowknife Lithium Project, in the Northwest Territories. The lithium pegmatite dykes exposed on the Thompson-Lundmark Property have widths, on surface, up to 25 metres and are on strike with LIFT's Ki lithium pegmatite that has reported an intersect of 13 metres at 1.80% Li_2O in a single diamond drill hole from the 1970's. Outcrops of the Ki pegmatite within the Ki lease have been described to contain 15 to 20% spodumene content approximately 40 metres from the Property boundary. The dykes add 600 metres of strike length to the Ki pegmatite system for a total of 1.5 kilometres which is scheduled to be one of the targets for systematic follow-up drilling commencing in the summer 2024 program.



On April 19, 2023, the Company announced it has signed a Memorandum of Understanding ("MOU") with the Yellowknives Dene First Nation ("YKDFN") regarding the Yellowknife Lithium Project located approximately 60 kilometres east of Yellowknife, Northwest Territories in YKDFN's traditional territory; Chief Drygeese Territory. The MOU stated that both LIFT and YKDFN will enter into an Exploration Agreement based upon the terms outlined in the MOU, and that LIFT could mobilize equipment and supplies for the summer 2023 drill campaign at the Yellowknife Lithium Project with an anticipated start date on or around June 1, 2023. The exploration agreement was formally entered into on June 5, 2023 with YKDFN.

The summer drill campaign at the Yellowknife Lithium Project began on June 2, 2023, and was expected to be approximately 45,000 metres and run until November 2023. The drill program was targeting seven outcropping spodumene-bearing pegmatite dyke complexes that are within 10 kilometres of an all-season highway. Drilling began by targeting areas that, based on historic trench sample results, returned the highest lithia grades from outcropping pegmatites. The Fi Southwest and Fi-Main pegmatites were the first targets that were drilled. The Company planned to drill each pegmatite target at 100 metre by 100 metre centers to a vertical depth of 300 metres.

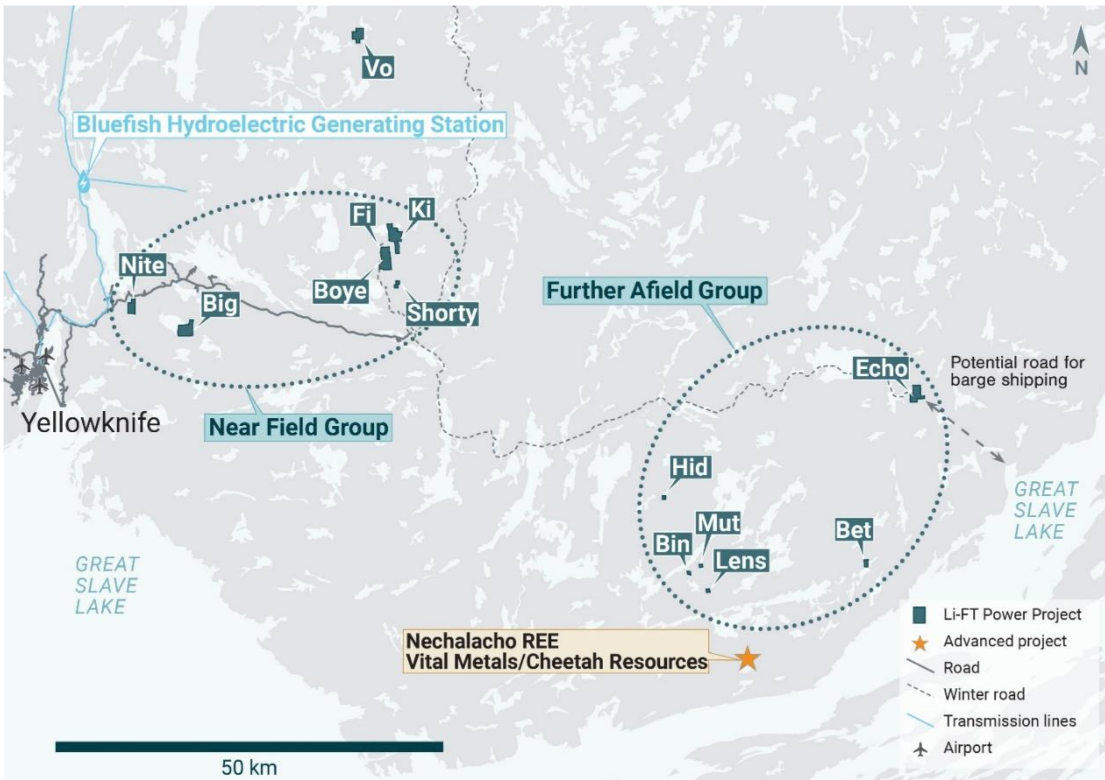
On June 14, 2023, the Company announced that initial drilling below the Fi Southwest pegmatite had intersected widths of spodumene-bearing pegmatite similar to surface exposures and that the dyke contains similar amounts of spodumene to what was reported in historic work completed in the 1970s and 1980s (locally 5 – 50% spodumene content).

On August 15, 2023, the Company announced that due to forest fire activity in the Northwest Territories, LIFT temporarily demobilized personnel, essential equipment, and key drill core from the Hidden Lake Camp. LIFT worked with the Government of the Northwest Territories to support local fire-fighting efforts and released a helicopter to support the campaign. Subsequently on September 14, 2023, LIFT announced that diamond drilling resumed with one drill rig at the Echo target and planned to scale up to six rigs by mid-September. The Company reported that there was no damage to any samples, equipment, or infrastructure during the evacuation period.

LIFT was issued a Type A Land Use Permit (MV2022C0022), a non-federal Type B Water Licence (MV2022L8-0008), and a federal Type B Water Licence (MV2022L8-0008) on January 3, 2023. LIFT subsequently received approval for amendments to its Land Use Permit and Water Licences for the Yellowknife Lithium Project on May 29 and December 12, 2023. The amendments allow LIFT to use additional water sources, enabling the Company to drill on all of the leases associated with its Yellowknife Lithium Project. The amendments also allow LIFT to build a winter road that connects the Echo area to the all-season road to Yellowknife, effectively creating an option for a road-based link between Echo to the global market.

On November 30, 2023, the Company announced that it has obtained a Type A Land Use Permit from Mackenzie Valley Land and Water Board for its Cali project in Northwest Territories. The Land Use Permit will enable LIFT to expand its exploration activities in the Cali area and allows the Company to establish an exploration camp and fuel caches, conduct diamond and reverse circulation drilling, and construct and maintain winter access roads. This Permit will grant the Company adaptability to scale up its exploration efforts, adjusting its approach according to the findings and enhanced knowledge of the area. The Land Use Permit has a term of five years, which may be extended for an additional two years.

(Expressed in Canadian dollars, unless otherwise indicated)



Between July 25, 2023, and June 11, 2024, the Company announced drill results for 286 holes (approximately 49,548 metres of drilling) across 8 pegmatite targets. Highlights of these drill hole intercepts are included in the table below, and the complete list of drill hole results can also be found on the Company website www.li-ft.com/projects/yellowknife/

Hole	From (m)[1]	To (m)	Interval (m)[2]	Li_2O (%)[3]	Dyke
YLP0001	73	108	35	1.30	Fi SW
inc.	75	102	27	1.58	
YLP0003	55	94	39	1.43	Fi SW
inc.	57	92	35	1.57	
YLP0004	55	88	33	1.39	Fi SW
inc.	56	85	29	1.55	
YLP0005	52	131	79	1.13	Fi SW
inc.	73	129	56	1.42	
YLP0006	45	125	80	0.87	Fi SW
inc.	63	107	44	1.14	

(Expressed in Canadian dollars, unless otherwise indicated)

Hole	From (m)[1]	To (m)	Interval (m)[2]	Li_2O (%)[3]	Dyke
YLP0007	43	103	60	1.26	Fi SW
inc.	64	103	39	1.38	
YLP0011	57	83	26	1.22	Fi Main
inc.	59	82	23	1.37	
YLP0015	84	111	27	1.00	Fi Main
inc.	98	108	10	1.84	
YLP0017	64	94	30	1.13	Fi Main
inc.	69	92	23	1.42	
YLP0023	78	108	30	1.10	Fi Main
inc.	83	106	23	1.33	
inc.	87	104	17	1.42	
YLP0024	71	95	24	1.12	Fi Main
inc.	78	93	15	1.47	
YLP0031	154	176	22	1.46	Fi SW
inc.	155	174	19	1.63	
YLP0032	58	73	15	0.75	Big East
inc.	60	68	8	1.04	
inc.	65	68	3	1.35	
and	86	104	18	1.04	
inc.	95	102	7	1.45	
YLP0033	42	67	25	1.13	Shorty
inc.	50	66	16	1.50	
YLP0037	55	88	33	0.71	Fi SW
inc.	56	80	24	0.91	
YLP0038	67	101	34	1.35	Fi SW
inc.	72	99	27	1.53	
YLP0039	66	79	13	1.05	Big East
and	92	122	30	0.87	
YLP0049	0.7	13	12	1.28	Big East
and	24	33	9	0.66	
and	38	52	14	1.50	
inc.	39	51	12	1.73	
YLP0053	71	81	10	0.76	Big East
and	117	138	21	1.08	
YLP0054	180	217	37	1.22	Fi-SW
YLP0055	48	65	17	1.14	Shorty

(Expressed in Canadian dollars, unless otherwise indicated)

Hole	From (m)[1]	To (m)	Interval (m)[2]	Li_2O (%)[3]	Dyke
inc.	50	64	14	1.36	
YLP0064	28	38	10	1.04	Big East
and	56	69	13	1.55	Big East
YLP0092	163	181	18	1.72	Big East
and	189	196	7	1.58	Big East
YLP0068	109	135	26	1.02	Big East
inc.	110	120	10	1.65	Big East
inc.	128	133	5	1.36	Big East
YLP0109	45	63	18	1.75	Big East
YLP0073	51	70	19	1.16	Shorty
YLP0093	184	191	7	1.99	Big East
and	198	219	21	1.40	Big East
YLP0077	212	234	22	1.35	Big East
YLP0108	67	81	14	1.27	Big East
and	90	105	15	1.28	Big East
YLP0087	69	90	21	1.12	Ki
inc.	72	83	11	1.70	Ki
YLP0088	5	11	6	1.04	Shorty
and	63	83	20	1.52	Shorty
YLP0097	126	136	10	0.84	Shorty
inc.	129	132	3	1.73	Shorty
and	193	216	23	1.03	Shorty
inc.	203	214	11	1.69	Shorty
YLP0102	170	196	26	1.14	Fi SW
inc.	171	178	7	1.42	Fi SW
and inc.	184	196	12	1.33	Fi SW
YLP0121	63	69	6	0.97	Big East
and	77	105	28	1.70	Big East
YLP0115	253	281	28	0.99	Big East
YLP0117	164	190	26	1.56	Big East
YLP0125	226	249	23	1.50	Fi SW
YLP0141	52	79	27	1.26	Fi Main
YLP0147	64	86	22	1.53	Fi Main
YLP0148	72	95	23	1.40	Fi Main
YLP0165	61	84	23	1.25	Ki
YLP-0199	58	80	22	1.05	Fi SW

(Expressed in Canadian dollars, unless otherwise indicated)

Hole	From (m)[1]	To (m)	Interval (m)[2]	Li_2O (%)[3]	Dyke
YLP-0200	50	69	19	1.31	Fi SW
YLP-0212	16	21	5	1.36	Echo
and	31	32	1	0.68	
and	62	78	16	1.29	
and	134	139	5	1.19	
YLP-0216	15	25	10	1.57	Echo
and	62	72	10	1.29	
and	77	93	16	1.26	
YLP-0223	20	34	14	1.55	Echo
YLP-0237	37	53	16	1.31	Fi Main
YLP-0259	57	100	43	0.85	Echo
inc.	75	99	24	1.33	
YLP-0251	99	127	28.00	1.06	Big East
inc	99	109	10.00	1.69	
and inc	124	127	3.00	1.59	
YLP-0258	88	104	16.00	1.48	Big East
YLP-0271	84	119	35.00	1.34	Big East
YLP-0283	31	66	35.00	1.32	Shorty
YLP-0284	52	70	18.00	1.41	Shorty
and	77	102	25.00	1.21	
and	131	141	10.00	1.00	
inc	133	138	5.00	1.76	

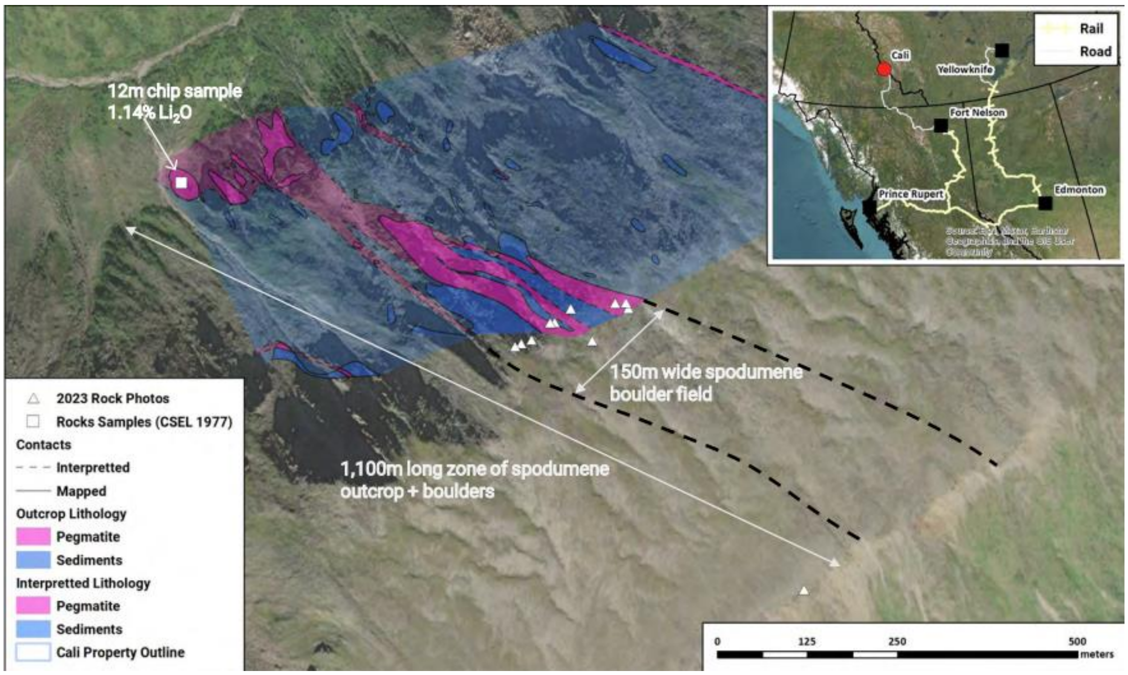
[1] From, to, and interval lengths in metres, as measured down core axis, not true width.
[2] Individual sample lengths = 1 metre.
[3] Lithium assays performed by ALS Global on saw cut half HQ core using method ME- ICP82b; results reported in Li%, converted to Li_2O by multiplying by 2.154.

CALI LITHIUM PROJECT

In addition to the Yellowknife Lithium Project, as part of the YLP transaction acquiring the Target, the Company acquired the Cali lease which is located in the Little Nahanni Pegmatite Group in the Mackenzie mountains in Northwest Territories near the Yukon border. The Little Nahanni Pegmatite Group has been noted to have greater than 275 complex rare element pegmatites over an area of 13 by 2.5 kilometres (Barnes, 2010). CSEL also held the Cali pegmatite in the 1970's that was subsequently acquired during the portfolio acquisition in 1983.

The Cali pegmatite was mapped by CSEL in 1977 and was described as outcropping over a 500-metre strike length, having a 300-metre outcropping vertical extent, and having up to a 100-metre width. Panels of metasedimentary country rock occur within the spodumene-bearing pegmatite which has been described to have 60 metres of pegmatite dyke material. Float mapping suggests that the lithium bearing dyke could be up to 1,200 metres in strike length.

In November 2022, the Company staked four mineral claims that adjoin the Cali lease, bringing the combined area to 2,341.2 hectares. The Cali lease is subject to a 2% gross overriding royalty.



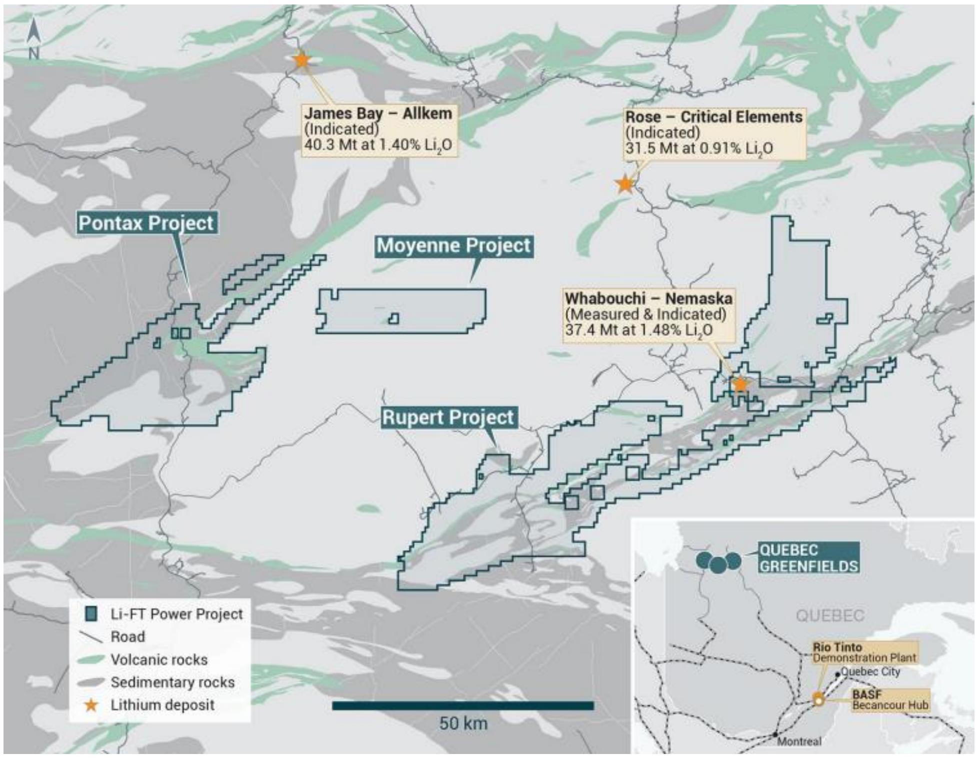
On August 22, 2023, the Company announced the start of exploration activities at the 100% owned Cali Lithium Project. The exploration program was designed to better understand the average grade across the dyke's exposed strike length to 300 metres vertical with systematic rock sampling and mapping. Prospecting for other parallel dykes and dyke extensions trending onto the CALI project from the south were planned to be carried out through detailed soil sampling. The Company plans to integrate the data collected into a 3D geology model for exploration targeting and planning for an exploration/resource definition drill program in summer 2024.

ii) QUEBEC LITHIUM PROJECTS

RUPERT PROJECT

The Rupert Project, in its entirety, covers approximately 228,237 hectares or 2,282 square kilometres of mineral tenure in the James Bay region of Quebec. The Rupert Project is composed of three separate project areas: the Pontax Lithium Project, the Moyenne Lithium Project, and the Rupert Project. The Rupert Project area straddles the Whabouchi Trend whereas the Pontax and Moyenne Lithium Projects straddle the Pontax trend and covers the boundary between the La Grande and Nemiscau geologic subprovinces. The Whabouchi Trend covers approximately 950 square kilometres of the Lac des Montagnes greenstone belt which hosts the Whabouchi Li-pegmatite deposit (53.6 Mt at 1.45% Li_2O total resources and reserves).

The Pontax Trend covers approximately 350 square kilometres of the Pontax greenstone belt which hosts several Li pegmatite showings. The geology of the Pontax trend is similar to the Whabouchi Trend and has similar characteristics for Li prospectivity. The Moyenne Trend covers an east-trending shear zone which has potential to host Li pegmatites.



The Rupert Project has been accumulated by entering into the following agreements:

(a) Rupert Option Agreement

On June 11, 2021, the Company entered into a definitive option agreement with Kenorland Minerals Ltd. (“Kenorland”) pursuant to which the Company was granted the option to acquire up to a 100% interest in and to certain mineral claims at the Rupert, Pontax and Moyenne Projects (collectively known as the “Rupert Option Agreement”).

In order to exercise the Rupert Option Agreement, the Company agreed to pay $200,000 in cash (paid) and to issue to Kenorland 9.9% of the Company’s issued and outstanding shares upon closing (issued) and such number of additional common shares to maintain Kenorland’s pro rata interest in the Company at 9.9% prior to the listing of the Company’s common shares on a recognized stock exchange (issued). This pro-rata commitment ended once the Company listed on the CSE in July 2022 and the option has been exercised in full.

Upon the exercise of the Rupert Option Agreement, the Company granted Kenorland a 2% NSR in respect of the Rupert Property.

The Company is responsible for all operations conducted at the Rupert Property and has the exclusive right to manage and operate all programs. On closing, the Company entered into an operator agreement with Kenorland pursuant to which the Company engaged Kenorland as operator of the Rupert Property. The Company has agreed to pay an operator's fee to Kenorland equal to 10% of all exploration costs.

On February 2, 2022, the Company issued 1,751,913 common shares valued at $3,503,826 to Kenorland pursuant to the Rupert Option Agreement related to the Rupert Property.

(b) James Bay Option Agreement

On August 11, 2021, the Company entered into a property option agreement with two private individuals (the "James Bay Option") to acquire a 100% undivided interest in and to certain mineral claims (the "James Bay Property"), subject to 2% net smelter returns royalty.

The James Bay Option may be exercised by the Company by making cash payments to the optionors in an aggregate amount of $100,000, as follows:

A. $20,000, upon the execution and delivery of the James Bay Option by all parties (paid).
B. An additional $25,000, on or before the first anniversary of the James Bay Option (paid).
C. An additional $25,000, on or before the second anniversary of the James Bay Option (paid).
D. An additional $30,000, on or before the third anniversary of the James Bay Option.

(c) Whabouchi Purchase Agreement

On April 12, 2022, the Company entered into a mineral property purchase agreement with 9228-6202 Quebec Inc. to acquire a mineral claim located in James Bay, Quebec (the "Whabouchi Claims").
In consideration for the sale, transfer, assignment and conveyance of the mineral claim, the Company paid an aggregate of $15,000 in cash and granted a 3.0% NSR. The Company has the right at any time to buy back 1.5% of the NSR upon payment of $2,000,000 in cash.

(d) Ravenclan Purchase Agreement

On January 13, 2022, the Company entered into a mineral property purchase agreement with Marino Specogna and Ravenclan Ltd. to acquire eight mineral claims located in James Bay, Quebec (the "Ravenclan Claims").

In consideration for the sale, transfer, assignment and conveyance of the eight mineral claims, the Company paid an aggregate of $10,000 in cash.

(e) Lac des Montagnes Option Agreement

On September 22, 2022, the Company entered into an option agreement (the "Montagnes Option Agreement") with 9219-8845 Quebec Inc. ("9219") and Steve LaBranche (collectively with 9219, the "Montagnes Optionors") pursuant to which the Company was granted the option to acquire a 100% interest in the Lac des Montagnes Lithium Property, located near Nemaska Village in the Province of Quebec (the "Lac des Montagnes Property").

Under the terms of the Montagnes Option Agreement, the Company can earn a 100% interest in the Lac des Montagnes Property by issuing 225,000 common shares to the Montagnes Optionors on closing of the agreement (issued), paying an aggregate of $300,000 in cash, due upon signing (paid), and issuing in aggregate fully paid common shares with a value of $3,000,000 to the Optionors. The payment schedule is as follows:

A. $300,000 in cash and 225,000 LIFT Shares within five (5) business days of the effective date (paid).
B. An additional $1,500,000 in value of LIFT Shares on the 6-months anniversary of the effective date (issued 173,169 common shares).
C. An additional $1,500,000 in value of LIFT Shares on the 12-months anniversary of the effective date (issued 185,945 common shares).

PONTAX PROJECT

The Pontax Project is within an area that was affected by the marine incursion of the Tyrell Sea at the end of the last glaciation. Topographic lows are infilled with glaciomarine sediments and topographic highs usually have outcropping till. Till on topographic highs may have been reworked by the Tyrell Sea, which could cause variability in till geochemistry results.

In addition to the Pontax Project claims acquired through the Rupert Option Agreement with Kenorland, and associated 2% NSR, on July 20, 2022, the Company entered into a mineral property purchase agreement (the "Harfang Agreement") with Harfang Exploration Inc. ("Harfang") to acquire a 70% interest of Pontax mineral claims located in the James Bay region in Quebec (the "Pontax Property").
In accordance with the Harfang Agreement, the Company may exercise the first option to earn 51% interest by making payments in an aggregate amount of $100,000, as follows:

A. $25,000 in cash (paid) upon the execution and delivery of the agreement by both parties.
B. An additional $25,000 (paid) on or before the first anniversary date.
C. An additional $25,000 (paid subsequent to May 31, 2024) on or before the second anniversary date.
D. An additional $25,000 on or before the third anniversary date.
E. Incurring $1,650,000 in expenditures on the Pontax Property during the first option period.

Upon the exercise of the first option, Harfang is contractually required to grant the second option. Within 60 days of the grant of the second option, the Company shall provide Harfang written notice that it either (a) accepts the grant of the second option, which shall be accompanied by a payment of $50,000 in cash or through the issuance of common shares, at the Company's discretion or (b) elects not to accept the grant of the second option, in which case a joint venture is to be formed with the initial participating interest of 51% and 49% for the Company and Harfang, respectively.

To exercise the second option and acquire a further 19% interest (for an aggregate 70% interest), the Company is required to incur an additional $3,350,000 in expenditures on the Pontax Property by the sixth anniversary of the agreement.

Upon the exercise of the second option, Harfang will have the option of converting its remaining participating interest of 30% into a 2.5% NSR or to form a joint venture to further explore the Pontax Property.

MOYENNE PROJECT

The Moyenne Project comprises additional claims acquired through the Rupert Option Agreement with Kenorland, and the associated 2% NSR.

The Moyenne Project has more discreet and discontinuous geochemical anomalies than the Pontax and Rupert Projects (see press release dated November 9, 2022, for Rupert till results). The Company will design a modest follow-up exploration program to screen low-level anomalism in the Moyenne Project area.

Recent Updates – Quebec

On March 29, 2023, the Company announced it had commenced the first diamond drill program at the Rupert Lithium Project located in the James Bay region of Quebec. During the summer 2023 program, a total of 12 holes were drilled for 4,069 metres which tested targets generated by the 2021 and 2022 exploration programs (see press release dated November 9, 2022, for further details).

To enhance targeting under widespread glacial till cover, a geological targeting model has been produced from the 3D inversion of property-wide magnetics data and combined with government survey maps, field observations and LiDAR. Favourable structures for emplacement of pegmatite dykes were identified in the model and targeted where they trend under the heads of the lithium dispersion anomalies.

2024 OUTLOOK

The Company remains focused on advancing the Company's strategic objectives and near-term milestones, which include the following:

- The goal of the exploration programs at the Company's projects is to discover, define and develop new mineral resources, focussing on lithium in NWT and Quebec, Canada.
- Following a successful Summer 2023 program at YLP, infill and resource development drilling are the focus of the 2024 Winter and Summer programs, plus further exploring new pegmatite dikes such as Echo, Nite, etc.
- Metallurgical test work is underway on certain of the YLP pegmatite dikes including gravimetric and magnetic separation, comminution testing and hydrometallurgical testing amongst others.
- Environmental base-line data collection is underway at YLP and planned throughout 2024. Consultation with local communities in the areas surrounding our projects got off to a positive start in 2023 and will continue through 2024 with planned meetings and consultations. The release of the Company's maiden ESG report is planned for the 3rd quarter of 2024.
- Planned scout drilling program at Cali in Summer 2024 to better understand the pegmatite and below cover potential of the region.
- Early-stage exploration programs are planned at the Quebec projects: Rupert, Pontax and Moyenne, with the potential for resource discovery drilling at Rupert.
- Maiden NI43-101 Resource for YLP planned for release in late 2024.
- The Company remains committed to reviewing complimentary exploration opportunities in Canada, with a focus on the potential to expand the portfolio of critical mineral hard rock lithium projects.

SELECTED QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the condensed interim consolidated financial statements of the Company for the interim periods ended.

In $000s except per share amounts	May 31, 2024	Feb 29, 2024	Nov 30, 2023	Aug 31, 2023	May 31, 2023	Feb 28, 2023	Nov 30, 2022	Aug 31, 2022
	$	$	$	$	$	$	$	$
Net income (loss)	**(841)**	**(1,921)**	**(2,337)**	**5,449**	**946**	**(509)**	**(369)**	**(246)**
Net income (loss) per share – basic and diluted	(0.02)	(0.05)	(0.10)	0.14	0.04	(0.02)	(0.02)	(0.01)
Capitalized E&E expenditures:								
- Yellowknife Lithium Project	12,281	10,817	12,596	14,495	2,265	176	-	-
- Cali Project	13	65	562	182	50	-	-	-
- Rupert Project	122	(226)	1,711	1,053	1,466	-	8,650	2,995
- Pontax Project	109	91	336	485	370	-	-	-
- Moyenne Project	3	7	1	1	35	-	-	-
Total assets	**267,728**	**258,776**	**261,713**	**249,036**	**246,892**	**212,837**	**15,488**	**8,224**

The variation seen over the quarters is primarily related to the success of the Company's ongoing business development, property evaluation and acquisition program and the timing and results of the Company's exploration activities on its current properties. The increase in total assets between the quarter ended November 30, 2022, to the quarter ended February 28, 2023, is primarily due to the acquisition of Yellowknife Lithium Project for $198,000,000. The increase in net income for the quarters ended August 31, 2023 and May 31, 2023, is primarily due to an increase in deferred income tax recovery as a result of flow-through spending in the periods. This is offset by an increased corporate operating expenditures following its listing on the TSX-V. The net income recorded in the quarters ended May 31, 2023, and August 31, 2023 were connected to flow-through spending on the exploration projects and corresponding reversal of the flow-through share premium liability. Prior to this time there were minimal corporate overheads following incorporation.

RESULTS OF OPERATIONS

Amounts in $000s	Three months ended	
	May 31, 2024	May 31, 2023
Operating expenses	**$**	**$**
Amortization	40	-
Director fees	25	30
Exploration expenses	24	-
Filing fees	71	30
Investor relations	238	113
Management, consulting fees and salaries	126	23
Office expenses	100	46
Professional fees	142	225
Share based compensation	344	115
Travel expenses	75	113
Finance expenses	5	5
Foreign exchange	6	1
Interest income	(83)	(268)
Deferred income tax recovery	(272)	(1,379)
Net loss (income) for the year	**841**	**(946)**

For the three months ended May 31, 2024 and 2023

Net and comprehensive loss for the three months ended May 31, 2024, was $841,000 compared to a net and comprehensive income of $946,000 for the three months ended May 31, 2023. The decrease in the net and comprehensive income was mainly attributable to the $490,000 increase in operating expenses, decrease in deferred income tax recovery of $1,107,000 that is related to the Company spending flow-through funds on its exploration projects in Canada and with less earned interest on lower cash balances.

The net and comprehensive income noted above is related to changes in the following expenditure categories:

- Investor relations expenses increased by $125,000, from $113,000 during the three months ended May 31, 2023, to $238,000 during the three months ended May 31, 2024. The increase is due to marketing and investor relations efforts to keep up with investor exposure.

- Management, consulting fees and salaries increased by $103,000, from $23,000 during the three months ended May 31, 2023, to $126,000 during the three months ended May 31, 2024. The increase is due to additional management, consulting fees and salaries paid or accrued during period as result of the continuous growth of the Company compared to prior periods.

- Share based compensation increased by $229,000, from $115,000 during the three months ended May 31, 2023, to $344,000 during the three months ended May 31, 2024. The increase in share-based compensation results from the timing of the vesting of stock option grants to management, directors, consultants and employees.

- Travel expenses decreased by $38,000, from $113,000 during the three months ended May 31, 2023, to $75,000 for the three months ended May 31, 2024. The decrease in travel expenses relates to decreased corporate travel for management when compared to the prior period.

- Interest income decreased by $185,000, from $268,000 during the three months ended May 31, 2023 to $83,000 for the three months ended May 31, 2024. The decrease is due to the lower cash balance including investments in GICs when compared to the prior year period which resulted in lower interest income during the three months ended.

- Deferred income tax recovery decreased by $1,107,000 from $1,379,000 during the three months ended May 31, 2023, to $272,000 for the three months ended May 31, 2024. The decrease in deferred income tax recovery is due to the recording of the deferred income tax liability and corresponding expense of $3,646,000 which was offset by deferred income tax recovery resulting from incurring eligible flow-through expenditures on its exploration projects during the period of $3,374,000 resulting in a net recovery of $272,000.

Amounts in $000s	Six months ended	
	May 31, 2024	May 31, 2023
Operating expenses	**$**	**$**
Amortization	92	-
Director fees	48	60
Exploration expenses	24	19
Filing fees	127	58
Investor relations	2,890	164
Management, consulting fees and salaries	377	313
Office expenses	170	72
Professional fees	183	288
Share based compensation	997	115
Travel expenses	169	155
Finance expenses	11	7
Foreign exchange	(74)	9
Interest income	(245)	(318)
Deferred income tax recovery	(2,007)	(1,379)
Net loss (income) for the year	**2,762**	**(437)**

For the six months ended May 31, 2024 and 2023

Net and comprehensive loss for the six months ended May 31, 2024, was $2,762,000 compared to a net and comprehensive income of $437,000 for the six months ended May 31, 2023. The increase in the comprehensive loss was mainly attributable to the $3,833,000 increase in operating expenses which was partially offset by the increased deferred income tax recovery of $628,000 that is related to the Company spending flow-through funds on its exploration projects in Canada.

The net and comprehensive loss (income) noted above is related to changes in the following expenditure categories:

- Investor relations expenses increased by $2,726,000, from $164,000 during the six months ended May 31, 2023, to $2,890,000 during the six months ended May 31, 2024. The increase is due to targeted marketing and investor relations efforts to keep up with investor exposure and increase the company profile to new investor audiences.

- Management, consulting fees and salaries increased by $64,000, from $313,000 during the six months ended May 31, 2023, to $377,000 during the six months ended May 31, 2024. The increase is due to additional management, consulting fees and salaries paid during the period as result of the continuous growth of the Company compared to prior periods.

- Share based compensation increased by $882,000, from $115,000 during the six months ended May 31, 2023, to $997,000 six months ended May 31, 2024. The increase in share-based compensation results from the vesting of stock option grants to management, directors, consultants and employees and additional grants issued compared to prior periods.

- Travel expenses increased by $14,000, from $155,000 during the six months ended May 31, 2023, to $169,000 during the six months ended May 31, 2024. The travel expenses relate to increased corporate travel for a larger team when compared to the prior period.

- Interest income decreased by $73,000, from $318,000 for the six months ended May 31, 2023 to $245,000 for the six months ended May 31, 2024. The decrease is due to the lower cash balance including investments in GICs when compared to the prior year period which resulted in lower interest income during the three months ended.

- Deferred income tax recovery increased by $628,000, from $1,379,000 for the six months ended May 31, 2023, to $2,007,000 for the six months ended May 31, 2024. The increase in deferred income tax recovery is due to the recording of the deferred income tax liability and corresponding expense of $5,389,000 which was offset by deferred income tax recovery resulting from incurring eligible flow-through expenditures on its exploration projects during the period of $7,396,000 resulting in a net recovery of $2,007,000.

LIQUIDITY AND CAPITAL RESOURCES

(in $000s)	Six months ended May 31, 2024 and 2023	
	2024	2023
CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN)		
Operating activities	$ (2,457)	$ (9,192)
Investing activities	(19,304)	6,069
Financing activities	10,190	32,960
CHANGE IN CASH	**(11,571)**	**29,837**
Working capital	3,334	28,025
Cash, beginning	17,737	5,442
Cash, ending	$ **6,166**	$ **35,279**

During the six months ended May 31, 2024, the Company used $2,457,000 cash for operating activities compared to $9,192,000 for the six months ended May 31, 2023. Funds used for operating activities resulted from the net loss of $2,762,000 for the period (2023 – net income of $437,000) and was reduced by adjustments for non-cash items, such as a deferred income tax recovery of $2,564,000, amortization of $92,000, and share-based payments of $997,000, as well as changes in non-cash working capital items totaling $1,781,000 (2023 – $8,365,000).

During the six ended May 31, 2024, the Company used $19,304,000 cash from investing activities compared to $6,069,000 generated during the six months ended May 31, 2023. Cash used in investing activities consists exclusively of exploration and evaluation expenditures, including cash payments for mineral property acquisitions.

During the six months ended May 31, 2024, the Company generated $10,190,000 in financing activities compared to generating $32,960,000 during the six months ended May 31, 2023. During the current period, the Company incurred $10,000 in financing charges related to its lease liability and generated $10,691,000 from proceeds of issuance of shares (2023 - $35,004,000).

From time to time the Company works to raise additional capital through private placements and other forms of equity financing. Its ability to fund exploration projects is dependent upon its ability to obtain sufficient funding for operations and is ultimately dependent on the recoverability of the amounts capitalized to mineral exploration properties. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. Because the Company is not yet a producer, the primary source of future funds is through the sale of additional equity capital and optioning of resource properties. The Company has incurred losses from inception and does not currently have the financial resources to sustain its operations and exploration programs. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. If it is not successful in raising sufficient capital, it may have to curtail or otherwise limit operations.

As at May 31, 2024 shareholders' equity totaled $250,447,000 and consisted of share capital in the amount of $246,523,000, contributed surplus in the amount of $3,953,000 and deficit in the amount of $29,000.

During the year ended November 30, 2023, the Company closed flow through brokered financings for gross proceeds of $47,438,000. These funds were used to advance the Company's exploration project in the Northwest Territories.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties consist of the Company's Directors and Officers and enterprises which are controlled by these individuals as well as persons performing similar functions. The compensation paid or payable to key management for services during the six months ended May 31, 2024 and 2023 is as follows:

Amounts in $000s	May 31, 2024	May 31, 2023
	$	$
Directors' fees	48	60
Management, consulting fees and salaries	475	313
Share-based compensation	1,396	171
Total Transactions	**1,919**	**544**

Included in accounts payable and accrued liabilities as at May 31, 2024 was $83 due to related parties (2023 - $39).

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SHARE CAPITAL

Authorized share capital

The Company has an authorized share capital of an unlimited number of common shares with no par value.

As at May 31, 2024 and at the date of this MDA, the Company has 42,733,337 common shares issued and outstanding.

As at May 31, 2024, the Company had 1,060,000 stock options issued and outstanding. As at the date of this MD&A, the Company had 1,060,000 stock options issued and outstanding with a weighted average share price of $8.75. 620,000 and 30,000 options have an exercise price of $10.00 and $7.00 per share, respectively and are exercisable for a period of five years. The options vest over a two-year period, with one quarter of total options vesting at each six-month anniversary.165,000 options have an exercise price of $7.00 per share and are exercisable for a period of five years. The options vest over an 18-month period, with one quarter of the total options vesting on the grant date, and a quarter of the total options vesting at each six-month anniversary. The remaining 245,000 stock options have an exercise price of $7.00 per share and are exercisable for a period of five years. The options vest over a two-year period, with half of the total options vesting at each twelve-month anniversary.

Issuance of shares

a) Brokered and Private Placement Financings

On March 27, 2024, the Company announced the completion of a brokered financing of 1,179,500 flow-through common shares of the Company at a price of $6.05 per flow-through common share for aggregate gross proceeds of $7,136,000. Concurrently, the Company also completed a non-brokered private placement financing of 689,660 flow-through common shares of the Company at a price of $4.35 per flow-through common share for aggregate gross proceeds of $3,000,000.

On November 17, 2023, the Company completed a public offering and issued 1,437,500 flow-through shares of the Company at a price of $8.65 per flow-through share for total proceeds of $12,434,000. The Company paid share issue costs of $811,000 consisting of commissions and other capital raise related expenditures.

On March 22, 2023, the Company completed a brokered private placement and issued 2,602,500 flow-through shares of the Company at a price of $13.45 per flow-through share for total proceeds of $35,004,000. The Company paid share issue costs of $2,249,000 consisting of commissions and other capital raise related expenditures.

On November 3, 2022, the Company completed a private placement and issued 428,400 flow-through shares of the Company at a price of $16.34 per flow-through share for total proceeds of $7,000,000. The Company paid share issue costs of $208,000 consisting of commissions and other capital raise related expenditures.

b) Share issued for Exploration and Evaluation Properties

On July 18, 2024, it was announced that the Company had entered into a mineral property purchase agreement to acquire the Short West mineral claim, which is adjacent to the flagship Yellowknife Lithium Project. As consideration, the Company will issue 12,000 common shares, subject to approval of the TSX Venture Exchange.

On September 22, 2023, the Company issued 185,945 common shares valued at $1,500,000 pursuant to the third payment of its Lac des Montagnes option agreement.

On March 22, 2023, the Company issued 173,169 common shares valued at $1,500,000 pursuant to the Lac des Montagnes Option Agreement.

On December 30, 2022, the Company completed the amalgamation transaction with 1361516 BC Ltd. ("136") and issued 18,000,000 common shares valued at $198,000,000 ($11.03 per share) to the shareholders of 136 in exchange for all issued and outstanding shares of 136.

INCOME (LOSS) PER SHARE

The calculation of basic and diluted income per share for the three and six months ended May 31, 2024, was based on the net loss of $841,000 and $2,762,000, respectively, and the weighted average number of common shares of 40,896,238 and 40,528,086, respectively. The stock options outstanding at May 31, 2024, were not dilutive, as their exercise price of $10.00 and $7.00 were higher than the share price at any time between grant and May 31, 2024.

The calculation of basic and diluted loss per share for the three and six months ended May 31, 2023, was based on the net income of $946,000 and 437,000, respectively, and the weighted average number of common shares of 34,579,894 and 37,299,256, respectively.

NON-IFRS MEASURES

Alternative performance measures in this document such as "working capital" are furnished to provide additional information. These non-IFRS performance measures are included in this MD&A because these statistics are used as key performance measures that management uses to monitor and assess future performance of the Company and its exploration projects, and to plan and assess the overall effectiveness and efficiency of operations.

In addition, the Company has included certain non-IFRS measures in the annual and quarterly information tables above and calculates working capital as current assets, less current liabilities. The Company believes that these measures provide investors with an improved ability to evaluate the performance of the Company.

Non-IFRS measures do not have any standardized meaning prescribed under IFRS. Therefore, such measures may not be comparable to similar measures employed by other companies. The data 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.

CRITICAL JUDGMENTS AND ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates, judgements, and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the period. The Company's most significant accounting judgements relate to the going concern assessments, ongoing viability of its exploration and evaluation properties, determining if an acquisition is a business combination or an asset acquisition, and the assumptions used to estimate share-based compensation.

(i) SIGNIFICANT JUDGEMENT

(a) Going-concern

In preparation of these condensed interim consolidated financial statements on a going concern basis, as disclosed in Note 2 to the condensed interim consolidated financial statements, management's critical judgement is that the Company will be able to meet its obligations and continue its operations for the next twelve months. Actual amounts could differ from these estimates.

(b) Impairment indicators for exploration and evaluations properties

Management must also determine if there are indicators that its rights to explore its mineral properties have expired or may expire in the future, that future exploration and evaluation plans are not warranted, or that the development of the properties or portions thereof is unlikely to recover existing exploration and evaluation costs. Should any of these indicators be present, the mineral property could be impaired.

(c) Business combination or asset acquisition

With each acquisition, the Company has to determine whether it should be accounted for as a business combination or an asset acquisition. As dictated by IFRS 3, the components of a business must include inputs, processes and outputs. Management has assessed its acquisition and has concluded that it did not include all the necessary components of a business. As such, it was recorded as an asset acquisition, being the purchase of exploration and evaluation properties and/or working capital.

(ii) SIGNIFICANT ESTIMATES

(a) Share-based payments

The Company uses the Black-Scholes Option-Pricing Model to estimate the fair value of options and warrants, which requires the input of subjective assumptions including the expected price volatility of the Company's common shares and the expected life and forfeiture rate of the security. Changes in these subjective input assumptions can materially affect the fair value estimate.

FINANCIAL INSTRUMENTS

Categories of financial instruments

Amounts in $000s	May 31, 2024	November 30, 2023
	$	$
FINANCIAL ASSETS, at amortized cost		
Cash and cash equivalents	6,166	17,737
Total financial assets	**6,166**	**17,737**
Other liabilities, at amortized cost		
Accounts payable and accrued liabilities	2,083	2,238
Lease liabilities	163	314
Total financial liabilities	**2,246**	**2,552**

The carrying values of cash and cash equivalents, accounts payable and accrued liabilities and lease liabilities approximated their fair values because of the short-term nature of these financial instruments. These financial instruments are financial assets and liabilities at amortized cost.

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

- Market Risk
- Credit Risk
- Liquidity Risk

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

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them during the period unless otherwise stated in the note.

General Objectives, Policies and Processes

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

The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

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

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's primary credit risk is associated with its Canadian cash balances, which are held through major Canadian financial institutions with high investment grade ratings. The Company limits exposure to credit risk by maintaining its cash with major financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk by maintaining adequate cash to settle its liabilities. The Company continuously monitors both actual and forecasted cash flows and matches the maturity profile of financial assets and liabilities.

As at May 31, 2024, the Company had cash of $6,166 to settle current liabilities of $4,268. The Company has incurred losses from inception and does not currently have the financial resources to sustain its operations and exploration programs. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Venture issuer companies are not required to provide representations in the annual or interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual or interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer (as defined in NI 52-109) to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of annual filings and other reports provided under securities legislation.

CONTROLS AND PROCEDURES

In connection with NI 52-109 the CEO and CFO of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements and respective accompanying MD&A as at July 25, 2024 (together the "Interim Filings").

In contrast to the certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca.

QUALIFIED PERSONS

Ron Voordouw, Ph.D., P.Geo**.,** Partner, Director Geoscience, Equity Exploration Consultants Ltd. and Don Cummings, P. Geo., OGX Member 2183 are Qualified Persons as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101) for Li-FT Power Ltd. and have reviewed and approved the technical content of this document.

CORPORATE GOVERNANCE

Management and the Board recognize the value of good corporate governance and the need to adopt best practices. The Company is committed to continuing to improve its corporate governance practices considering its infancy and early stages of mineral exploration to evolve best practices and regulatory guidance.

The Board currently has three committees: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Each Committee has a committee charter, which outlines the Committee's mandate, and procedures for calling a meeting, and provides access to outside resources. Additional committees may be formed in the future as the Company continues its growth and project development.

LIFTs Board is currently preparing a Board mandate document which will outline its responsibilities and define its duties. In addition, the Board is in the process of formally adopting a Code of Business Conduct and Ethics, which will govern the ethical behavior of all employees, management, and directors. These documents along with other relevant corporate governance items will be displayed on the Company website www.li-ft.com.

For further details on the Company's corporate governance practices, please refer to the statement of Corporate Governance contained in LIFT's Management Information Circular dated January 15, 2024. The Management Information Circular is available on LIFT's website and on SEDAR+ www.sedarplus.ca.

The Company's Directors have expertise in exploration, metallurgy, mine development and mine operations including offtake arrangements permitting and government relations, environmental considerations, relations with indigenous and local communities, financial reporting and accounting, corporate finance, mergers & acquisitions, human resources, information technology and ESG. The Board meets at least four times per year.

RISK FACTORS

Risk Associated with LIFT

LIFT is currently in the business of exploring for lithium in Canada, which involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The risks described below are not the only ones facing LIFT. Additional risks not currently known to LIFT, or that LIFT currently deems immaterial, may also impair LIFT's operations. If any of the following risks actually occur, LIFT's business, financial condition and operating results could be adversely affected.

In evaluating LIFT and its business, shareholders should carefully consider, in addition to the other information contained in this MD&A, the risk factors, below. The risk factors below may not be a definitive list of all risk factors associated with the Company.

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by LIFT in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks, which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance LIFT has, or will have, commercially viable ore bodies. There is no assurance that LIFT will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to LIFT, recognizing that it may be exposed to other additional risks from time to time:

- Limited business history of LIFT, including lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues
- Commodity price risk
- Risk associated with obtaining permitting

LIFT is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

Risk Factors Affecting the Mining Industry

The Company is subject to a number of risks and uncertainties due to the nature of its business. The Company's exploration activities expose it to various financial and operational risks that could have a significant impact on its level of operating cash flows in the future.

Readers are advised to study and consider risk factors disclosed in the Company's AIF for the fiscal year ended November 30, 2023, dated March 27, 2024 and available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca and its Company website at www.li-ft.com.

FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements. The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify such forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations, or if and when an undeveloped project is actually developed.

Forward-looking statements involve a number of known and unknown risks and uncertainties including statements regarding the outlook of Li-FT Power Ltd.'s business and results of operations. By their nature, these risks and uncertainties could cause actual results, performance, and achievements to differ materially from those indicated. Such factors include, without limitation, risks inherent in mineral exploration, changes in commodity prices, geological and metallurgical assumptions (including with respect to size, grade and recoverability of mineral resources and mineral reserves), the Company's history of operating losses and uncertainty of future profitability, uncertainty of access to additional capital, environmental risks. In making the forward-looking statements in this MD&A, the Company has applied material assumptions, including without limitation, the assumption that any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, weak commodity prices and general metal price volatility; the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand; and securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure investors that any of these assumptions will prove to be correct.

Li-FT Power Ltd. disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as is required by applicable securities regulations. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date the statements were made, and are also advised to consider such forward looking statements while considering the risk factors set forth in this MD&A.