LIBERTY ONE LITHIUM CORP.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2016

October 25, 2017

1920 - 1177 W Hastings Street
Vancouver, British Columbia
V6E 2K3

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INTRODUCTORY NOTES

NOMENCLATURE

In this AIF, unless the context otherwise dictates, “**we**”, “**Liberty One**” or the “**Company**” refers to Liberty One Lithium Corp. and its subsidiaries.

TECHNICAL AND SCIENTIFIC INFORMATION

All information of a scientific or technical nature in this AIF in respect to the Pocitos West Property has been reviewed and approved by Iain Scarr, AIPG CPG-11753, a qualified person under NI 43-101.

All information of a scientific or technical nature in this AIF in respect to the Paradox North Property has been reviewed by Bradley C. Peek, MSc., CPG – 11299, a qualified person under NI 43-101.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” or "forward looking information" (hereinafter referred to together as "**forward-looking statements**") under applicable securities laws, which include all statements other than statements of historical fact.

Such forward-looking statements are current only as at the date of this AIF and are based on numerous material assumptions (that management believes were reasonable at the time they were made) regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including other assumptions are discussed throughout this AIF and, in particular, under "Risk Factors". Although the Company has attempted to identify important factors that could cause actual results to differ materially, the assumptions made may not prove to be correct or there may be unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Except as may be required by applicable laws, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

The reader is cautioned not to place undue reliance on forward-looking statements.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

This AIF contains references to Canadian dollars. All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars, which are referred to as “$”.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of Liberty One are specifically incorporated by reference into, and form an integral part of, this AIF:

1. the technical report dated June 22, 2017 entitled "Technical Report on the Pocitos West Project, Salta Province, Argentina" prepared for the Company by Nivaldo Rojas of Rojas Mining Advisors.

2. The technical report dated January 30, 2017 entitled "Paradox Basin Lithium Exploration Project, Grand County, Utah, USA" prepared for the Company by Bradley C. Peek, MSc., CPG.

GLOSSARY OF TERMS

The following is a glossary of terms used in this AIF:

"**$**" means Canadian dollars, the lawful currency of Canada;

"**AIF**" or "**Annual Information Form**" means this annual information form of the Company in respect of the year ended December 31, 2016;

"**Board**" or "**Directors**" means the directors of the Company as at the date of this document;

"**Common Shares**" means the common shares without par value in the capital of the Company;

"**Company**" or "**Liberty One**" means Liberty One Lithium Corp.;

"**NI 43-101**" means National Instrument 43-101 *Standards of Disclosure* for Mineral Projects of the Canadian Securities Administrators;

"**Paradox North Property**" has the meaning ascribed to such term in the Paradox North Report;

"**Paradox North Report"** means the technical report dated January 30, 2017 entitled "Paradox Basin Lithium Exploration Project, Grand County, Utah, USA" prepared for the Company by Bradley C. Peek, MSc., CPG;

"**person**" means a company or individual;

"**Pocitos West Project**" has the meaning ascribed to such term in the Pocitos West Report;

"**Pocitos West Property**" has the meaning ascribed to such term in the Pocitos West Report;

"**Pocitos West Report**" means the technical report dated June 22, 2017 entitled "Technical Report on the Pocitos West Project, Salta Province, Argentina" prepared for the Company by Nivaldo Rojas of Rojas Mining Advisors;

"**Qualified Person**" has the meaning set out in NI 43-101;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval filing system, available on
the Internet at http://www.sedar.com;

"**TSXV**" means the TSX Venture Exchange; and

“United States” means the United States of America.

CORPORATE STRUCTURE

NAME, ADDRESS AND INCORPORATION

Liberty One Lithium Corp. was incorporated under the laws of the Ontario on August 1, 1994, and was continued, pursuant to section 181 of the *Business Corporations Act* (Ontario) and Section 302 of the *Business Corporations Act* (British Columbia), to the Province of British Columbia on September 15, 2016. Upon continuation into the Province of British Columbia the Company changed its name from Petro Basin Energy Corp. to Peace River Capital Corp. On December 1, 2016, the Company announced another name change to its current name, Liberty One Lithium Corp. On May 2, 2017, the Company received approval for the reactivation and graduation for trading on the TSXV under the symbol "LBY."

On June 26, 2014, the shareholders ratified new by-laws which include advance notice provisions (the "**Advance Notice Provisions**"). The Advance Notice Provisions require that advance notice be provided to the Company in circumstances where nominations of person for election to the Board are made by shareholders of the Company other than pursuant to: (i) a requisition of a meeting of shareholders; or (ii) a shareholder proposal. A copy of the new by-laws is available on SEDAR under the Company's profile.

The Company's registered and records office is located at 1055 West Georgia Street, Suite 1500, PO Box 11117, Vancouver, British Columbia, V6E 4N7 Canada.

INTERCORPORATE RELATIONSHIPS

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS OF THE COMPANY

THREE YEAR HISTORY

The following section reports on how the Company's business has developed over the last three completed financial years including events and conditions that have influenced the general development of the business. It also discusses changes in the Company's business that are expected to occur during the current financial year.

2014

At December 31, 2014, the Company has a 8.36% working interest, subject to 12.5% freehold royalty in producing oil wells located in Gosfield Township, Ontario. As at December 31, 2014, the wells were non-operating and the Company had no immediate plans for development.

On August 16, 2011, the Company entered into an agreement, electing to participate as a non-operator in the drilling and completion of the Hawkins Well in Roosevelt County, Montana. The Company has a 3.125% working interest subject to a freehold royalty rate of 12.96% for a net revenue interest of 2.72%. During the year ended December 31, 2014, the Company did not complete any drilling.

The Company has held working interests from 25% to 100% in certain oil and gas leases throughout Montana, United States. These leasehold interests were acquired for cash consideration of $399,195. The leases are exploration-stage leases with no reserves assigned and are subject to 12.5% to 16.67% gross over-riding royalty interests on production held by the land-owners. During the years ended December 31, 2014 and 2013, the Company did not make any payments to maintain its interest in the properties. As a result, some of the leases were terminated.

2015

On June 4, 2015, the Company entered into a letter of intent (the "**Letter of Intent**") with Breathtec Biomedical, Inc., a private company incorporated in the state of Florida for the purpose of the Company completing a plan of arrangement under the *Business Corporations Act* (Ontario) (the "**Arrangement**"). The Company entered into an Arrangement Agreement dated June 25, 2015 with PBA Acquisitions Corp. ("**PBA**"), a wholly-owned subsidiary of the Company incorporated in order to effect the Arrangement. The Arrangement was completed on September 23, 2015. In consideration, the Company:

(a) transferred to PBA all of its interest in a the Letter of Intent; and

(b) paid $42,000 cash.

2016

The Company entered into an Arrangement Agreement dated April 25, 2016 with Centennial Acquisitions Corp. ("**Centennial**") and Glenwood Acquisitions Corp. ("**Glenwood**"), companies incorporated in order to effect the plan of arrangement under the *Business Corporations Act* (Ontario) (the "**CG Arrangement**"). The CG Arrangement was completed on June 30, 2016.

In connection with the CG Arrangement, the Company has entered into a letter of intent dated March 31, 2016 (the "**StartMonday LOI**") with StartMonday B.V, a private company incorporated pursuant to the laws of the Netherlands ("**StartMonday**"). The StartMonday LOI contemplates that subsequent to and subject to the completion of the Arrangement, Centennial anticipates entering into a definitive agreement with StartMonday involving a potential business combination. StartMonday is a development-stage company focused on the development and commercialization of a mobile based application that allows users to submit a video job application.

In addition, the Company has entered into a letter of intent dated April 8, 2016 (the "**Lexington LOI**) with Lexington Biosciences, Inc., a private British Columbia corporation ("**Lexington**"). The Lexington LOI contemplates that subsequent to and subject to the completion of the Arrangement, Glenwood anticipates entering into a definitive agreement with Lexington involving a potential business combination. Lexington is a development-stage company focused on the development and commercialization of a technological device being developed to advance the testing and monitoring of cardiovascular health.

The Company entered into an Arrangement Agreement dated September 16, 2016 with Avonhurst Capital Corp. ("**Avonhurst**"), a company incorporated in order to effect the plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**Avonhurst Arrangement**"). In connection with the Avonhurst Arrangement, the Company has entered into a

letter of intent dated July 19, 2016 (the "**Spacefy LOI**") with Spacefy Inc., a private company incorporated pursuant to the laws of Ontario ("**Spacefy**"). The Spacefy LOI contemplates that subsequent to and subject to the completion of the Arrangement, Avonhurst anticipates entering into a definitive agreement with Spacefy involving a potential business combination. On November 25, 2016, the Company completed the Avonhurst Arrangement.

On September 30, 2016, the Company sold all wholly-owned subsidiaries which held non-operating oil and gas properties in Ontario, Canada and Montana, USA to an arm's length third party for total cash consideration of $1,000.

On October 18, 2016, the Company entered into a Mineral Claims Purchase and Sale Agreement with Sustainable Capital Corp., a private Alberta company and a Utah limited liability company which holds legal title to acquire a 100% interest in the Paradox North Property located in Grand County, Utah. On October 31, 2016, the Company announced the completion of the acquisition of the 100% interest in the Paradox North Property. The Company paid cash consideration of US$150,000 and issued 2,500,000 Common Shares.

Financings

On June 24, 2015, the Company completed a non-brokered private placement of 500,000 units at a price of $0.02 per unit for total gross proceeds of $100,000. Each unit consists of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder thereof to purchase one additional Common Share at a price of $0.05 until June 24, 2016.

On November 23, 2016, the Company completed a non-brokered private placement of 740,000 units at a price of $0.25 per unit for gross proceeds of $185,000. Each unit consists of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder to acquire one additional Common Share at a price of $0.40 per share until November 23, 2017.

On December 15, 2016, the Company completed a non-brokered private placement of 3,720,000 units at a price of $0.25 per unit for proceeds of $930,000. Each unit consists of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder thereof to acquire one additional Common Share at a price of $0.40 per share until December 15, 2017.

Subsequent Events

Subsequent to the financial year end December 31, 2016, the Company announced on May 1, 2017 its graduation from the NEX to the TSXV. Effective May 2, 2017, the Common Shares began trading on the TSXV. The Company's application for reactivation and graduation was based on its acquisition of a 100% ownership interest in the Paradox North Property.

On May 2, 2017, the Company closed the first tranche of its non-brokered private placement of units. The first tranche consisted of 10,238,904 units at a price of $0.35 per unit for gross proceeds of $3,583,616.70. Each Unit consists of one Common Share and one Common Share purchase warrant. Each Common Share purchase warrant entitles the holder thereof to purchase one additional Common Share at a price of $0.50 per Common Share until May 2, 2018. On May 4, 2017, the Company closed the second and final tranche of its non-brokered private placement for aggregate proceeds of $4,175,641.70. The second tranche consisted of 1,691,500 Units at a price of $0.35 per unit for gross proceeds of $592,025. Each Unit consists of one Common Share

in the Capital of the Company and one Common Share purchase warrant. Each warrant entitles the holder thereof to purchase one additional Common Share at a price of $0.50 per Common Share at a price of $0.50 until May 4, 2018. The Company paid eligible finders a cash commission in the aggregate amount of $247,689.80 under the first tranche and $41,441.75 for the second tranche being 7% of the aggregate proceeds from the sale of units to purchasers introduced by the finders as well as issued an aggregate of 707,685 non-transferable finders warrants for the first tranche and 118,405 finders warrants for the second tranche, which is equal to 7% of the number of units sold to purchasers introduced by the finders. Each finders warrant entitles the finder to acquire a Common Share at an exercise price of $0.50 per Common Share for a period of one year from the date of issuance.

The Company granted 2,250,000 incentive stock options to certain directors and officers of the Company. The stock options are exercisable at a price of $0.55 until April 27, 2022. The Company granted 600,000 incentive stock options to investor relations consultants. The stock options are exercisable at a price of $0.55 for a period of 5 years from the date of grant.

On June 15, 2017, the Company announced the closing of a mineral option and joint venture agreement with Millennial Lithium Corp. The agreement grants the Company the sole and exclusive right and option to acquire up to an 80% percent undivided beneficial right, title and interest in the Pocitos West project in Argentina consisting of a total area of 15,857 Ha (approx.39,000 acres) along the western portion of the Pocitos Salar located in Los Andes Department, western Salta Province. The project is ideally located directly in the middle of the Argentinian segment of the well-known lithium triangle. The Company announced plans for a geophysical survey at its 15,857 hectare (39,183 acre) joint venture interest in the Pocitos West Project located on the Pocitos Salar in Salta Province, Argentina. On August 17, 2017, the Company announced the results from the geophysical survey at its Pocitos West property. The Company detected a conductive thick, contiguous zone across the entire 29km length of Pocitos West Salar. On October 17, 2017, the Company announced that it received environmental and drilling permits for the property and intends to commence drilling before the end of October 2017.

On June 28, 2017, the Company announced it met the compliance requirements of the Financial Industry Regulatory Authority (FINRA) and initiated price quotation on OTC Link (OTCQB Venture Market) under the ticker symbol: LRTTF.

On July 20, 2017, the Company closed a non-brokered private placement of 2,000,000 units of the Company at $0.50 per unit for gross proceeds of $1,000,000. Each unit consists of one Common Share in the capital of the Company and one-half of one Common Share purchase warrant. Each warrant entitles the holder to purchase one additional Common Share at a price of $0.75 on or before July 20, 2018. The Company paid an eligible finder a cash commission in the amount of $26,670, being 7% of the aggregate proceeds from the sale of units to purchasers introduced by the finder.

On August 3, 2017, the Company announced that it has completed and filed the Pocitos West Report.

OVERVIEW OF BUSINESS

GENERAL

The Company is engaged in the exploration of mining properties located in Argentina and the United States. The Company was previously engaged in the exploration and production of oil and gas interests located in Ontario, Canada and Montana, United States. Additionally, the Company holds an interest encompassing approximately 4,000 acres of mining licenses in the Paradox Basin of southwestern Utah.

The Company's main interest is to define possible resources and develop facilities to produce concentrated lithium brines, lithium carbonate or other lithium compounds, and possibly by-products that might include potassium salts, borates and other chemical compounds of value.

Stage of Development

The Company is in the exploration and development stage and does not produce, develop or sell any products at this time. The progress on, and results of, work programs on the Company's material mineral property, the Pocitos West Property is set out below under the heading "Description of Mineral Properties".

Specialized Skill and Knowledge

All aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, drilling, logistical planning and implementation of exploration programs, mining, metallurgy, accounting and law. The Company believes that it can locate and retain such employees and consultants necessary to operate its business and achieve its stated corporate objectives.

Brad Nichol was appointed as the Company's President and CEO on July 25, 2017. Mr. Nichol is a successful international entrepreneur and a Registered Professional Engineer with an honours MBA from London Business School. Mr. Nichol has held senior technical, managerial, financial, operational and director roles in public and private companies in several industries and on several continents, including oil and gas exploration, development and production; helium exploration and liquefaction; pig iron manufacturing; bottling and brewing; farming; and IT consulting. Mr. Nichol also worked at a top-tier management consulting firm where he gained valuable international financial and strategic experience working with the c-suite executives and boards of Fortune 50 companies.

In Argentina, through the joint venture agreement with the Company's operating partner, Millennial Lithium, all necessary operational and managerial tasks are provided by Millennial Lithium. The Millennial Lithium team is highly experienced in exploration stage lithium projects in Argentina.

Competitive Conditions

Competition in the mineral exploration industry is intense. The Company competes with other mining companies, many of which have greater financial resources and technical facilities for the acquisition and development of, and production from, mineral concessions, claims, leases and other interests, as well as for the recruitment and retention of qualified employees and consultants.

Components

All of the raw materials the Company requires to carry on its business are readily available through normal supply or business contracting channels in Argentina, the United States and Canada.

Cycles

The mining business is subject to significant volatility, including cyclicality, in commodity prices and in the supply and cost of labor, equipment, fuel and other resources integral to development and operating of a mining project. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles.

Economic Dependence

The Company's business is not substantially dependent on any contract such as a contract to sell the major part of its products or services or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or license or other agreement to use a patent, formula, tradesecret, processor trade name upon which its business depends. If it is successful in the exploration stage, the Company will likely seek multiple off-take agreements with multiple parties to lessen concentration risk of its potential sales of its final product.

Changes to Contracts

It is not expected that the Company's business will be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts.

Environmental Protection

The Company is in full compliance with all environmental protection requirements under applicable law, and such requirements do not have a material impact on the capital expenditures, profit or loss or the competitive position of the Company, nor it is expected that such requirements will have any such impact in future years.

Employees

As at December 31, 2016, the Company had no employees. The Company relies upon consultants and contractors to carry on its activities.

Foreign Operations

The Company conducts its mining operations in Argentina. The property in the United States is not being pursued at this time and the Company is seeking value-maximizing opportunities for the Utah property.

Social or Environmental Policies

The Company has not implemented any social or environmental policies that are fundamental to its operations.

DESCRIPTION OF THE MINERAL PROPERTIES

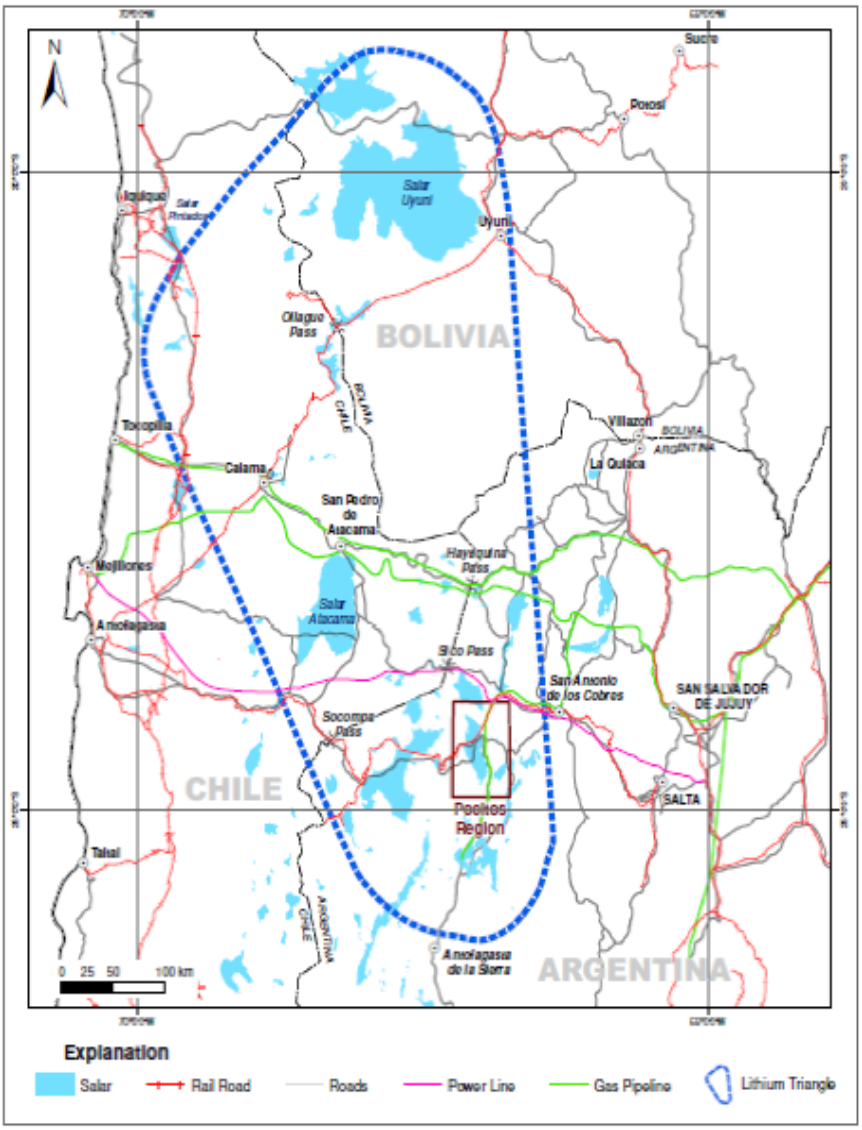
Pocitos West Project

The following description of the Pocitos West Project has been summarized from the Pocitos West Report and is qualified in its entirety with reference to the full text of the Pocitos West Report. The below summary is subject to all the assumptions, conditions and qualifications set forth in the Pocitos West Report. The Pocitos West Report was prepared in accordance with NI 43-101 and for additional technical details, reference should be made to the full text of the Pocitos West Report which was filed with the regulatory authorities and was posted on SEDAR at www.sedar.com on August 3, 2017. Defined terms and abbreviations used in this section and not otherwise defined in this AIF have the meanings attributed to them in the Pocitos West Report. Unless otherwise specified, the information provided in this section is derived from the information provided in the Pocitos West Report.

Project Location and Description

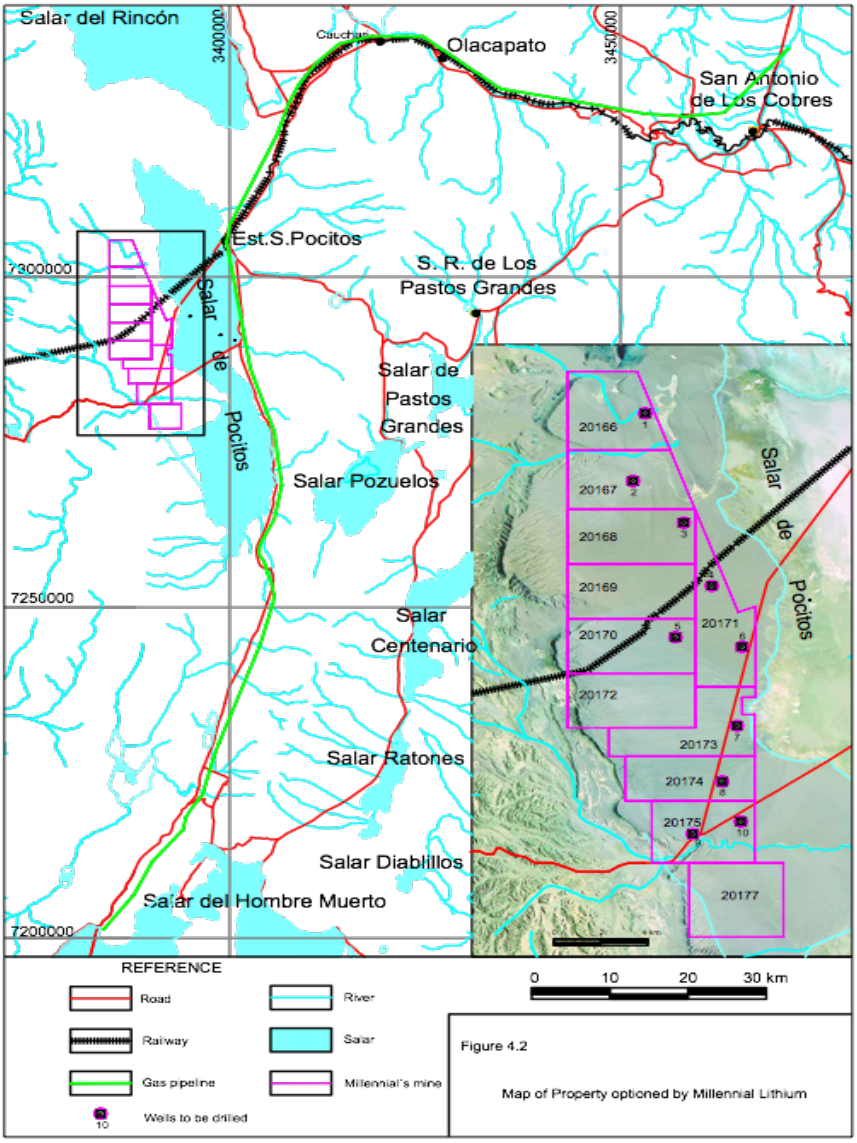
Property Location

In the regional scenery the Pocitos West Project lies within a high elevation-arid climate plateau known as the Altiplano or Puna territory of Bolivia-Chile-Argentina. This particular region has been named as the Lithium Triangle, which holds the 75% of the lithium reserves and resources worldwide.



Location of the Pocitos West Project, Pocitos Salar, Salta, Argentina

The block of properties addressed in this report are located in the Los Andes Department, in the Central portion of the Puna region of Salta Province, northwestern Argentina. They lie along the western margin of the Salar de Pocitos Basin, centered 15 kilometres west-southwest of the small town of Pocitos, some 85 kilometers west of the regional administrative centre of San Antonio de los Cobres, and 165 kilometers northwest of the city of Salta, the provincial capital. The Property is 350 kilometers straight line distant east-south-east of Antofagasta, the closest sea port. The central coordinates of the claim block are 24°29'33"south latitude and 67°5'39" west longitude, at an average elevation of 3,785 metres above sea level (masl).



Location of the Pocitos West Properties with respect to the Salar de Pocitos and San Antonio de los Cobres

Property Description

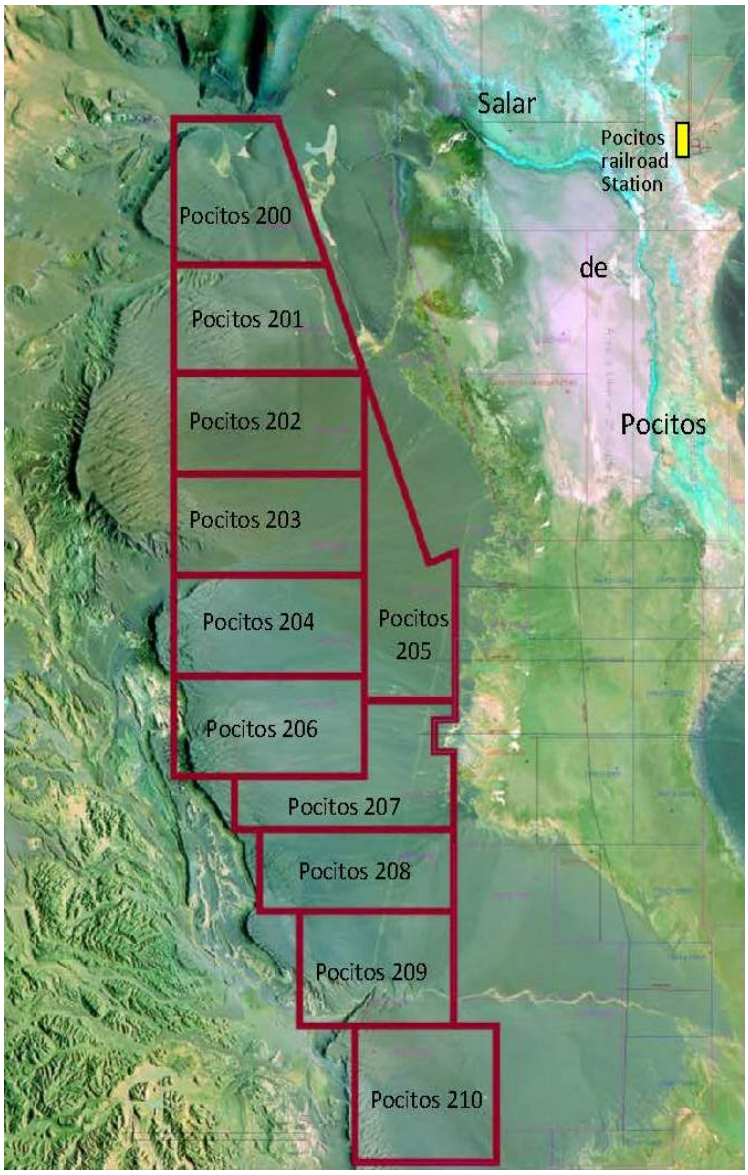
The present surface expression of the Pocitos Salar is elongate in a north-south direction, measuring 57 km north-south, varying between 6-9 kilometers east-west. The salt pan is almost completely flat with portions of the older salar surface covered by talus and alluvial fan.

The mining properties being acquired by Liberty One (Table 1) are registered to Marcela Ines Casini and Rodrigo Castañeda Nordmann, of Salta, Argentina. The properties are irregularly shaped and cover a surface area of 1585.34 hectares. The properties lie along the edge of the present-day salar, in an area that is covered by a wide portion of sediments washed from over-thrust older Tertiary red sediments.

Table 1: Properties optioned to Liberty One at Pocitos Region. Corner coordinates (Gauss Kruger/Posgar Zone 3

Name	File	Location	x=East (m)	y = East (m)	Status	Surface
POCITOS 200	20166	Pocitos	3,384,582.66	7,305,533.13	Granted	1,458.57
			3,387,546.20	7,305,533.13		
			3,388,959.68	7,301,559.12		
			3,384,582.66	7,301,559.12		
POCITOS 201	20167	Pocitos	3,390,017.90	7,298,583.91	Pending	1,459.68
			3,388,959.68	7,301,559.12		
			3,384,582.66	7,301,559.12		
			3,384,582.66	7,298,583.91		
POCITOS 202	20168	Pocitos	3,384,582.66	7,298,583.91	Granted	1,496.48
			3,390,017.90	7,298,583.91		
			3,390,017.90	7,295,830.61		
			3,384,582.66	7,295,830.61		
POCITOS 203	20169	Pocitos	3,384,582.66	7,295,830.61	Pending	1,496.48
			3,390,017.90	7,295,830.61		
			3,390,017.90	7,293,077.32		
			3,384,582.66	7,293,077.32		
POCITOS 204	20170	Pocitos	3,384,582.66	7,293,077.32	Granted	1,496.48
			3,390,017.90	7,293,077.32		
			3,390,017.90	7,290,324.02		
			3,384,582.66	7,290,324.02		
			3,384,582.66	7,293,077.32		
			3,390,017.90	7,293,077.32		
			3,390,017.90	7,290,324.02		
			3,384,582.66	7,290,324.02		
POCITOS 205	20171	Pocitos	3,390,017.90	7,298,583.91	Pending	1,456.83
			3,390,017.90	7,289,649.54		

			3,392,599.39	7,289,649.54		
			3,392,599.39	7,293,687.21		
			3,391,860.47	7,293,403.51		
POCITOS 206	20.172	Pocitos	3,384,582.66	7,290,324.02	Granted	1,496.48
			3,390,017.90	7,290,324.02		
			3,390,017.90	7,287,570.73		
			3,384,582.66	7,287,570.73		
POCITOS 207	20173	Pocitos	3,386,332.01	7,287,570.73	Pending	1,379.16
			3,386,332.01	7,286,132.77		
			3,392,564.87	7,286,132.77		
			3,392,564.87	7,288,239.89		
			3,392,015.69	7,288,239.89		
			3,392,015.69	7,289,121.08		
			3,392,599.39	7,289,121.08		
			3,392,599.39	7,289,649.54		
			3,390,017.90	7,289,649.54		
			3,390,017.90	7,287,570.73		
POCITOS 208	20.174	Pocitos	3,387,040.77	7,286,132.77	Pending	1,235.63
			3,392,564.87	7,286,132.77		
			3,392,564.87	7,283,895.97		
			3,387,040.77	7,283,895.97		
POCITOS 209	20.175	Pocitos	3,392,564.87	7,283,895.97	Pending	1,377.59
			3,388,166.00	7,283,895.97		
			3,388,166.00	7,280,764.27		



Map of the properties optioned to Liberty One Lithium Corp. in Salar de Pocitos basin

Type of Mineral Tenure

According to Argentine Law, mineral resources belong to the province where the resource is located. Each province has the authority to grant exploration permits and exploitation concession rights to private applicant entities. However, the Federal Congress is entitled to enact the National Mining Code and any substantive mining legislation which is similarly applicable in all of the country. Provinces have the authority to regulate the procedural aspects of the National Mining Code and to organize each enforcement authority within its territory.

In general, there are two types of mining rights that can be granted under Argentinean mining law:

- Exploration Permits (usually refer to as “Cateos”) that are limited in time and have limited obligations, and

- Exploitation Concessions (usually refer to as “Minas” or “Claims”) that are unlimited in time as long as obligations set out in the National Mining Code are met by the title holders.

All concessions are granted by the regulating province either by a judicial (Salta) or administrative decision, depending on the province. An Exploration Permit can be transformed into a Mining Permit any time before the expiry date of the Exploration Permit by presenting a report and paying a canon (rent). Tenure for exploitation concessions is indefinite, providing that semi-annual payments are made in February and July each year.

In the Salta province all concessions are granted by a judge in the Mining Court. Each property is recorded by number in the Mining Court registry, and each property has its own judicial file. In addition, the Mining Secretariat records the property in the graphic register, and adds the property to an overall digital map of the mining properties for the province.

The eleven separate minas, or claims that make up the Pocitos West Property are “minas” or mining permits and therefore are unlimited in duration, provided that the biannual rents are paid each year. In respect of mining permits relating to exploitation of lithium, the biannual rents equate to AR$1,600 (approximately $100 USD) per 100 hectares (at the present exchange rate of $16/USD).

Work Permitting

The permitting process in Argentina is very straightforward, particularly in Salta. The permit to mine is granted as part of the mining license but environmental approval is required by the office of the Mining Secretary for the Province of Salta. This authorization is obtained by filing an Environmental Impact Report (“**Informe Impacto Ambiental**” or “**IIA**”).

The contents of these reports will vary according to the type and stage of activity being carried out on the property. The information requested is submitted administratively as an extraction permit, covering quarries, water and brine. The areas to be addressed, as requested by the Mining Secretary are:

- The nature of the contractual agreement between the company applying and the owner;
- The drilling schedule;
- Submission of a form stating that the company is debt free; and
- Statement of the company’s legal address in Salta.

The Company, working through Ingenieria & Ambiente Consultora S.R.L. (IAC) submitted the necessary documentation and received approvals for exploration in early October, 2017. The Environmental Impact Report must be renewed every two years or when there is a change in activity expected to occur on the property.

The Property acquisition was subject to a thorough legal due diligence which revealed no other significant factors and risks that may affect access, title or right and the ability to work on the property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Access from Salta is via National Route 51 (RN-51) 170 km west and northwest to San Antonio de los Cobres. From San Antonio de los Cobres, the route follows 66 km continuing on RN-51 to the junction of Provincial Route 27 (RP 27) at the abandoned village of Cauchari. From there on RP 27, there are 36km to the town of Pocitos. The project area is located 10 km west of the village, on the un-numbered continuation of RP 27 towards Tolar Grande and the international Socompa Pass.

From Antofagasta, Chile, the access to the project area is via the Panamerican Highway (5N) for 70 km to Baquedano, proceeding east along routes 365, 367 and 23 for some 300 km to the Sico international pass. From Sico, the most convenient access to the project site is 110 km via routes RN-51 and RP-27 through Cauchari and Salar de Pocitos.

Climate

Climate conditions in the Puna region are characterized by extremely aridity, occasional high winds, low temperature and high altitude, resulting in oxygen depleted air. The average annual rainfall decreases significantly from east to west and from north to south. For example, rainfall averages 115 millimetres at San Antonio of Cobres (coordinates S24.2232°, W66.3192°), while it is just 32 mm in Unquillal Railroad Station (coordinates S24.535729, W67.205349°). In the areas of San Antonio de los Cobres and Salar del Hombre Muerto, records indicate winter precipitations, mainly as snow and hail, but in small quantities. Snow at the Puna does not accumulate on the ground for long, due to the high evaporation, the extreme dryness of the air and constant strong winds. Nevertheless, in places, strong wind accumulates snow in low areas and road cuts making access by vehicular traffic at times temporarily difficult during winter. These accumulations become stronger and more frequent at higher elevation (over 4,200 masl).

Wide diurnal temperature differences are common during both summer and winter. Thermal amplitudes of 30°C to 35°C are common, and are more pronounced during the winter months.

Rainfall during the mid-summer months (late December - early March) can sometimes disrupt exploration activities. Local rainfall in this region of the Puna averages 70mm per year. In dry years, the rain does not significantly impact exploration activities. In others, the rain can be heavy enough to inundate low areas in salars with a very shallow level of water. The Pocitos West claim area is elevated above the floor of the salar and is accessible by an elevated, well maintained road, enabling uninterrupted operations year-round.

Disruptive snowfall is not common in this portion of the Puna, but when it does occur it can stop operations for a matter of days, but no more than a week.

Net annual evaporation (evaporation minus precipitation) in this region of the Puna is typically 2,500mm per year, with evaporation rates peaking mid-spring to early summer (August - December), and late summer to mid-autumn (February - June). Solar evaporation slows in the cooler winter months, and can be locally offset by rain showers during the mid-summer months. In general, evaporation variations are predictable and can be managed by experienced evaporations ponds operators.

Local Resources

While no significant resources are available at the Property itself, basic first aid, accommodation and food can be found at the village of Pocitos, some 10 kilometers distant.

Infrastructure in the Region

No local production of basic domestic or industrial goods is found at the Property or neighbouring areas. Most of the provisions needed are brought from Salta or San Antonio de los Cobres. The village at Pocitos, with less than 100 inhabitants and 10 Km northeast of the Property, provides basic infrastructure including a domestic water system and diesel based power generation of 220 volts, a first aid station with ambulance service, public basic school and a small number of basic hosting and restaurant services. It is also the terminus of the Puna Gasoduct, now feeding a dedicated extension for the Mina Fenix (lithium) operation at Salar del Hombre Muerto and recently feeding the Tincalayu borate operation (borate-tincal) with a 5"pipeline connection. With the extension to Tincalayu, the pipeline in its present configuration will be fully subscribed at peak usage, however there are several new infrastructure projects in the Puna region that are likely to ease that shortage within 5 years or less.

The town of San Antonio de Los Cobres, at 105 km and approximately one and three quarter hour drive from Pocitos is the center of the Department of Los Andes. With a population of approximately 6,000 people, it is an active commercial and tourist center with several hotels (2-3 stars) and a number of restaurants that provide good support for explorers in the region.

Major infrastructure is linked to San Antonio de los Cobres and Salta with connections to Chile and other communities of the Puna region.

Physiography

The present-day Salar de Pocitos comprises an area of some 300 square kilometres of mostly flat sandy-silty salt crust. The Salar is bounded by surrounding mountain ranges: i) north the volcanoes of Tultul, Del Medio, Pocitos and El Quevar; ii) to the east the Sierra de Pozuelos; iii) at the south small hills of the Sierra de Incahuasi; and iv) to the west the El Macón and Calalaste ranges.

The surface area of the salar is sufficient to host evaporation ponds as envisioned by Liberty One for a 25,000 - 40,000 tonne per annum producing plant. While pond sizing has yet to be determined, a 25ktpa lithium operation can be anticipated to require approximately 9 to 11 square kilometres of total ponds area, including liming ponds, halite concentration ponds, potash ponds and final lithium concentration ponds. The areas covered by minas controlled by Liberty One are in themselves more than sufficient to contain the required ponds, but in the case the topography within the minas is not appropriate, it is possible to apply for a "servidumbre", or easement for adjacent areas related to infrastructure and operations.

Development of soils in the Puna area is scarce, classified as skeletal soils of Aridisol type.
These are soils of arid zones, ocher, with very low organic matter, low fertility and coarse texture.

According to the map of the soils of Nadir and Chafatinos (UNSA, 1990), in the area of Pocitos Salar, soils are lithosols of the Earth Group "E". Lithosols are a type of azonal soil consisting chiefly or partly of weathered rock fragments that are typically found on steep slopes and have no economic value. There is a relatively wide zone of soil at the western edge of the Pastos Grandes Salar but within the salar, surface soil is crusted salt or solid halite. According to the SEGEMAR (Argentina Geological Mining Service) classification (Soil Taxonomy, 2006), the Pocitos salar has a saline soil type "La". Soils in the remaining territory where consolidated rock outcrops and on natural elevations are classified as EKtc-14 and ENi -6 soils.

History

The mining and exploration history of the Pocitos salar includes mainly exploration for ulexite (borates) and minor exploration and development for sodium sulphate at the southern extreme of the basin. Lithium-related activity included a 1979 regional program by Dirección General Fabricaciones Militares (DGFM), more recent work by Lacus and Li3E, consisting of near-surface sampling and geophysics; and geophysics surveys reported by Pepinnini Minerals and by Millennial Lithium.

Pocitos salar was one of many in Chile, Argentina, Bolivia and Peru that were explored in the early 19th century, primarily by the Pacific Coast Borax Company, the predecessor of Rio Tinto Borax. There has been intermittent small scale mining for ulexite at Salar de Pocitos, but nothing on the scale of the borate mines at Hombre Muerto, Diablillos, Centenario or Cauchari.

The southern portion of Pocitos Salar has been the site of intermittent sodium sulphate development and small-scale mining. As reported by DGFM, a 20cm bed of sodium sulphate had been mined in the southern sector. Largely inactive due to lack of infrastructure and market, the area has been considered for exploitation to supply the mineral to various potential lithium producers with brine deficient in SO4 for evaporation processes.

Both Li3E and Lacus Minerals reported in 2010 the results of geophysics and surface sampling programs for the same area within the core of the salar, to the east of the Liberty One Lithium properties. Lacus reported a 95 sample program with a minimum of 6.8 meter deep hand-dug holes. The sample map (but no numerical assays) reported by Lacus indicates scattered surface anomalies for Li, of up to 194 mg/L.

The Lacus and Li3E geophysics surveys were variations of conductivity surveys, identifying and quantifying an estimated depth for conductive layers that can be interpreted in this setting to be brine-rich sections. The Li3E report claimed to have identified potential brine-bearing section from near surface to as deep as 550 meters throughout their 4km long survey profile. Lacus measured 42 conductivity (VES) stations immediately to the east of the current Liberty One claims, and claimed to have identified near surface and discreet deep brine aquifers. The near surface aquifer lies at an average 10 meters depth and is an estimated 40m thick. Lacus claimed the deeper conductive horizon lies at 150 meters to the top of the conductor, and is on average 140m thick.

In February 2017, Pepinnini Minerals Ltd. reported the results of resistivity surveys over their properties on both the east and west margins of the salar. They reported finding up to three conductive layers over an average thickness of 181 meters from as shallow as 2.1 meters to as deep as 264 meters. In September 2017, Pepinnini announced results from drilling did not meet expectations.

Also in February 2017, Millennial Lithium in partnership with Southern Lithium contracted a Transient Electromagnetic Survey (TEM) covering 20.25 square kilometres at the north end of the Pocitos basin. The results indicated a continuous north-south trending conductive unit over a distance greater than 6 kilometres, the full length of their “Cruz” Property. Two holes drilled on the northernmost property returned only low lithium grades, and the exploration contract was tempted in October 2017.

Geological Setting and Mineralization

Regional Geology

The Salar de Pocitos sits in the vicinity of the intersection of two main geological features consisting of north-south structurally controlled basins and northwest magmatic-structural

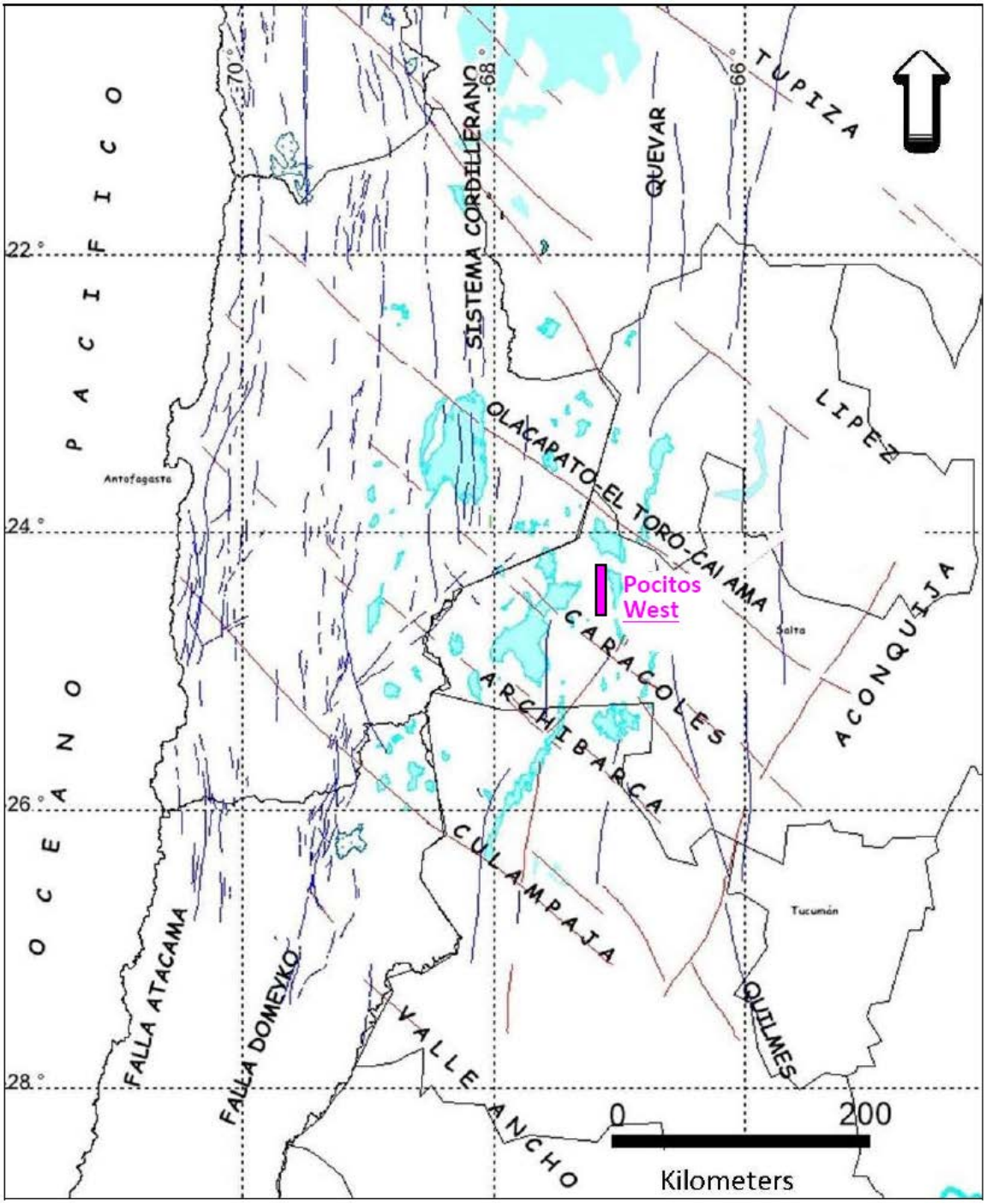
corridors. The intersection between these structural units has a significant influence in the evolution of the western portion of the Central Andes of South America. The north-south structures exhibit in general periods of normal and reverse faulting, whereas the north-west structures are characterized by reverse and dextral offsets (Coira et al., 1982; Marret et al., 1994; Allmendinger et al. 1997; Chernicoff et al., 2002).

These structural features are of regional-continental scale, and were developed inland on the western continental margin from at least the middle Paleozoic. Periods of compression and relaxation are characterized by reverse and normal faulting, forming a succession of basin and range style morphology along the continental back-arc regions. This is a consequence of a compressive-erosive subduction contributing to the uplift of the Puna/Altiplano highland terrains. These elevated enclosed basins hosted high altitude seas and lakes that evolved as extended inland depressions. The intersection of the northsouth and north-west main features and other northeast structures generated weak spots where magmatism and hydrothermal activity has been developed at least from the Cretaceous.

This main set of structures and especially those of northwest orientation repeat along intervals of 80-150 km, conditioning succession of magmatic-hydrothermal-mineralization northwest oriented corridors at the Argentinean-Chilean-(Bolivian) Altiplano (Puna). The best developed from north to south include the Calama-Olacapato-Toro in the area of Salar de Pocitos, Archibarca-Cerro Galan (Hombre Muerto) and the Culampajá in the southern portion of the Puna Block.

In the Pocitos area several parallel north-south structures intercept the Calama-Olacapato-Toro lineament characterized by Upper Miocene-Oligocene acidic-intermediate volcanism and development of large volcanic cones including the nearby Cerros del Rincon-Tultul-Del Medio-Pocitos, and to the east, El Quevar-El Azufre and the Acay systems. Large ignimbrite fields, major caldera nests, surge pyroclastic fields, as well as hot spring systems have contributed calcium-magnesium and sodium-potassium-lithium and boron anomalous solutions that have concentrated in the basins over time. These concentrations occur throughout the geologic column at different levels and positions of the salt lakes and salars dating from the early Tertiary.

The lithology of the area is comprised of Precambrian meta-sediments consisting of slates and phyllites of the Puncoviscana Formation and Lower Ordovician turbidites (shales and sandstone) of the Caucota and Copalayo formations. These sedimentary units are intruded by Late Ordovician granitoids (Oire Eruptive Complex or Eruptive Belt of the Puna), consisting of large feldspar dacitic porphyries, granites and granodiorites. These rocks are overlain by Tertiary continental sedimentary units (Pastos Grandes Group/Geste, Pozuelos, Sijes, Singuel Formations) consisting of red-beds, tuffs, halite, borates and gypsum. The Tertiary sedimentary units are covered by Upper Miocene volcanics, characteristically dacitic lava flows and subvolcanic intrusions (Aguas Calientes Formation), dacitic tuffs and ignimbrites of the Tajamar Formation. The sequence is topped by Recent-Quaternary sediments covering the upper part of the salar basins with salt deposits, slope deposits and eolian sandstones (Turner, 1972).



Structural setting of Puna Region showing location of Salar de Pocitos

Local Geology

Geomorphology

The setting corresponds to the Puna Austral or Salto-Catamarqueña (Alonso et al 1984b), comprising a series of physiographic and structural aspects that distinguish it from the Northern Puna or Jujeña. The Puna, in general, consists of raised blocks separated by endorheic elongated basins occupied by evaporate deposits, or salars. The ridges separating the basins have a north-south orientation and are typical in form of uplifting in blocks as the result of reverse faulting.

The area of the Pocitos West claims lie in an area of higher relief, up to 100 m in elevation above the Pocitos salt flats.

The Pocitos Salt Flats, together with the Rincon Salar lie within the same original tectonic depression, bounded to the east by the Pozuelos Ridge (4,981 m) and to the west by the Macon summits (5,548 m). The “del Medio”, “Pocitos” ad Tul-Tul Neogene volcanoes, ranging 5,314 m 5,100 m, constitutes the northern boundary of the salt lake north of which the Rincon salt lake is located. The Los Pozuelos ridge constitutes the eastern boundary of the basin, while the Macon - Calalaste Mountain ranges define the western boundary.

The eastern and western margins of the salar have distinctly different geometries. On the western margin, the boundary between the clastic alluvial fan facies and the evaporitic facies is well defined: the alluvial deposits constitute terraces elevated with respect to the salar. On the eastern edge, the contact between the distal accumulations of the Pozuelos ridge and the evaporitic deposits is gradual. There, remnants of sandy-loam deposits with scattered gypsum and gypsum intercalations are evident, suggestive of a slightly humid climatic pulse that briefly interrupted the typical Holocene aridity.

Pocitos is a mixed type salar: terrigenous and evaporitic. The terrigenous facies are composed of clay, silt and fine sand with salt efflorescence and crystalline matrix. The evaporite facies varies from north to south, but occurs mainly as a salt crust. On the surface, two morphological types of saline crust have developed, distinguished by color, one light brown and the other white with light grey. The surface varies between rough and hard throughout the central salar, with a smooth surface occurring primarily at the margins.

The Tertiary-aged sedimentary deposits along west margin (to the south and west of the Liberty One claims) have little resistance to erosion, showing rounded reliefs and in some cases forming badlands.

The surface runoff in the northern Pocitos Salt Flat is southward; towards the south the salar is dry. The wettest areas correspond to the contact of alluvial fans with the margins of the salar. The in-flow of water from the south end of the salar is at times more intense, at times forming “vegas” and small lagoons (Aguada de Huapal).

The greatest number of perimeter springs are located at the salar’s northern end, at the foot of the Tul-Tul volcano. In this sector, the salt hosts subsurface water and even forms swampy areas in the summer.

At the eastern margin of Pocitos salar, the contributions of flow are more evenly dispersed, sourced from the western flank of the Pozuelos ridge. The most important contributions are those of the Quebrada Honda River and of the Incahuasi ravine, sourced from the Quevar and Azufre mountains.

Although the network of streams that originate from the eastern foothills of the Calalaste-Macon mountain range is dense, the porosity of the sediments through which they travel and the great distance to the western margin of the salar, suggests that the flows from that areas are almost nonexistent, excepting the Quebrada de Macon, which flows during summer.

Geology

Ordovician

Copalayo – Coquena Formations and equivalents

Ordovician sedimentary Tolar Chico, Las Vicuñas, Coquena and equivalent Formations are widely distributed in the area; comprised of mainly fossiliferous metapelites and metapsamites, they are associated with magmatic units, including pillow basalts, and pyroclastic and ecliptic rocks.

Ordovician outcrops located east of Pocitos Salt Flats (Pozuelos Rim, Unquillal Hill and Copalayo Rim) are composed of shale, limolite and yellowish-green sandstone, with evidence of low-grade regional metamorphism and intercalations of submarine acid volcanic material up to 1 m thick.

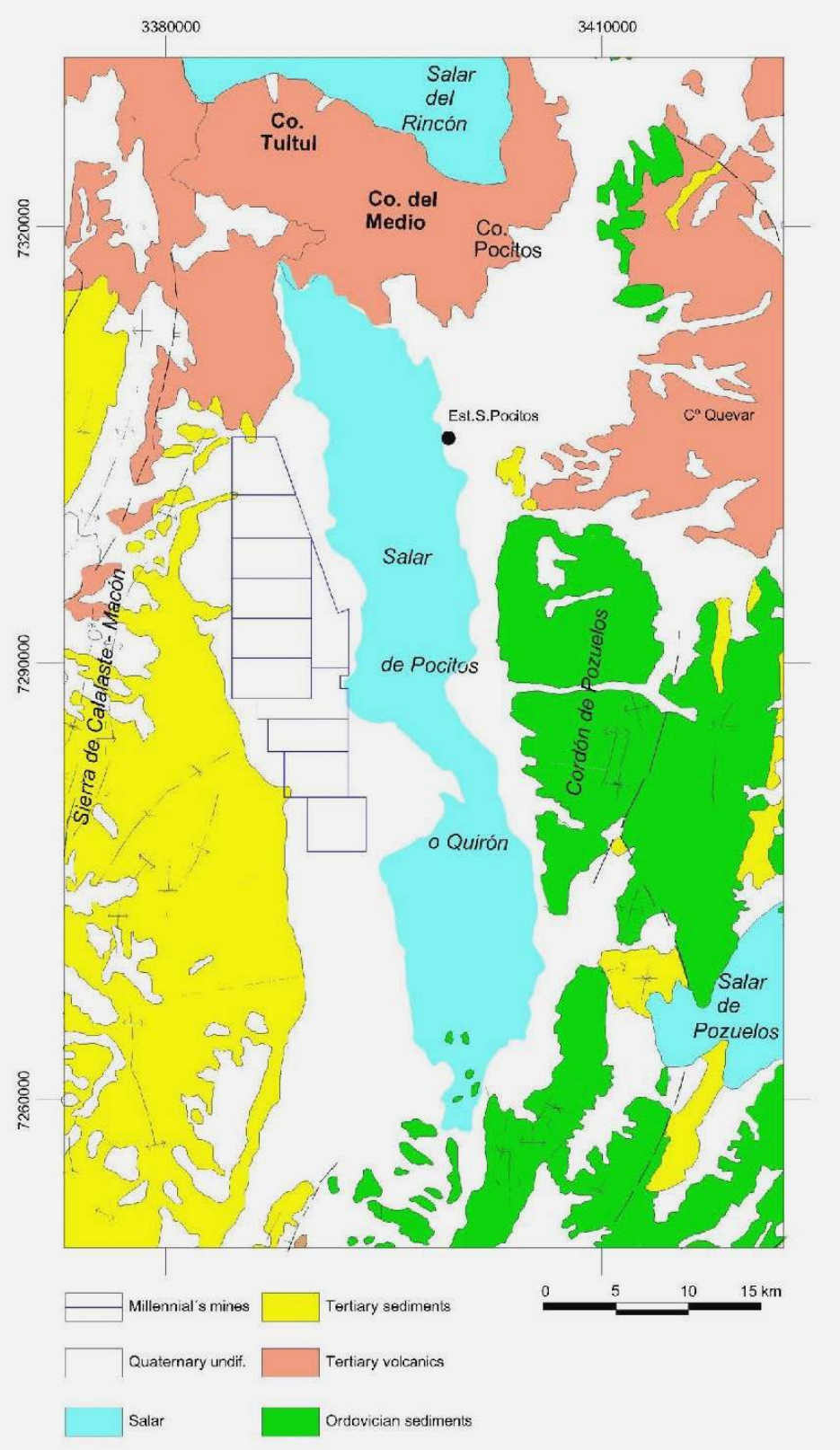
Upper Ordivician – Silurian

A set of Ordovician outcrops in the Western Puna area form a volcano-sedimentary and intrusive belt known as the Eruptive Strip of the Western Puna. Assigned to the Upper Ordovician (Coira et al., 1999), the Chachas, Taca Taca (419 ± 16 Ma), Arita (419-418 Ma), Macón - Navarro (429 ± 36 Ma) and La Chance occur in the mountain ranges between Arizaro and Pocitos basins.

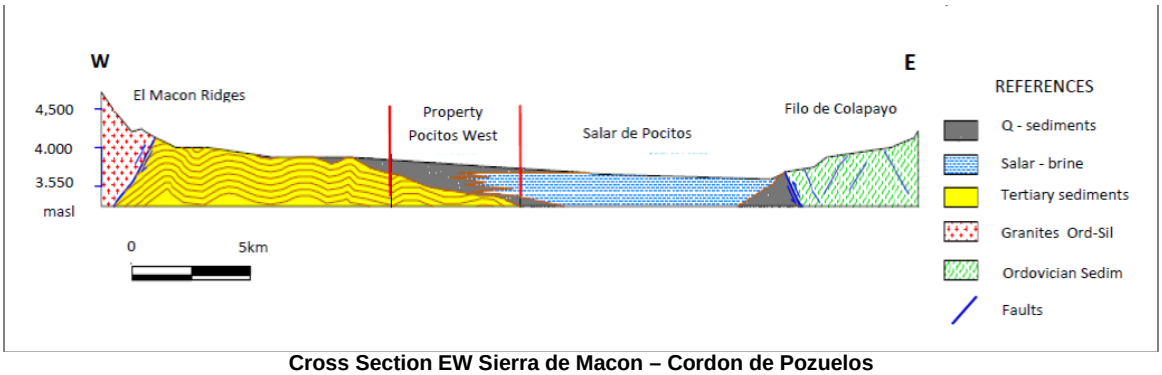
In the Macon range, granodiorites can be identified, varying from tonalites and granites with biotite and hornblende, with alanite, apatite, zirconium and titanite. They are coarse-grained and their colors vary from gray to pink. The associated pluton is shallow and contains microgranular mafic fragments.

At the southern end of the Pocitos Salt Flats mafic and ultramafic rocks (gabbro and serpentine) are well developed. These occur as fine layers interspersed between the greywackes.

Strongly folded outcrops of the Coquena Fm. in Pozuelos Ridge



General Geology on the Salar de Pocitos Basin



Cross Section EW Sierra de Macon – Cordon de Pozuelos

Tertiary sediments

Pasto Grandes Group

Tertiary sedimentation began in a single basin developed on a Precambrian-Paleozoic basement. During its evolution, the basin was divided into smaller basins, each of which shows a remarkable vertical development due to subsidence. This continental clastic sedimentation, with intercalations of evaporates and pyroclastites, due to the lithological differences, was divided in three formations (from base to uppermost): Geste, Pozuelos and Sijes, to which later one more unit was added, the Singuel Formation. In the area of the Liberty One mines, only the Geste and Pozuelos formations are represented.

Geste Formation: The Geste Formation demonstrates a strong angular discordance with the Ordovician sedimentary rocks of the Copalayo - Coquena Formation. It is comprised of conglomerates, argillaceous sandstones and sandy marls of intense reddish to purple color. The thickness of the formation is laterally variable. Turner (1960) estimated the thickness at 1500 meters, while Gutierrez (1981) measured 550 meters. It should be noted that both authors considered the thickness in different sections. Gutierrez (op.cit.) considers as Formation Pozuelos part of what Turner includes in his Geste Formation. At the level of the El Paso gorge the Formation measures 150 meters thick, according to Alonso, 1986. Based on its fossil content it has been assigned a Paleogene age, which corresponds to the Mammalian age.

Pozuelos Formation**:** Above the Geste Formation are superimposed conglomerates, sandstones, sandy fangolites, argillites and evaporites of reddish brown, light brown, pink and gray, belonging to the Pozuelos Formation.

The lower part of the profile is predominantly composed of conglomerates and marly sandstones. Towards the upper limits are politic material and evaporites. The middle proton hosts younger saline deposits, whereas in the upper third there is a deformed mass of rock salt that has been described and defined as the "Pastos Grandes salt megalobody" (Alonso et al., 1984). Towards the upper limit the formation becomes pelitic with some intercalations of gypsum, tuffs, tuffites, and borates.

Based on profile measurements Alonso (1986) considers a minimum thickness the formation of 1500 meters. The age is estimated on the basis of dating on zircon crystals in tuffs that gave an age of 7.6 Ma (Vandervoort, 1995).

Tertiary volcanics

Tertiary volcanism covers the northern end of the basin with lava and ignimbrites. These are linked to the complex formed by the Tul-Tul strata from the Middle and Pocitos to the north, and to the northeast the Quevar Volcanic Complex.

The Tul Tul, Medio and Pocitos peaks have a main body formed by hypersensitive hornblende or lamprobolitic andesite. Andesitic flows and fall deposits are also linked to the activity of this complex.

To the north and east, the Quevar Volcanic Complex includes a wide variety of lava types (andesites, dacites and rhyolites) and ignimbrite deposits.

Quaternary

Surface Sediments

Quaternary terraces were developed on the western margin of Pocitos Salt Flat. These comprise intercalations of sediments of variable granulometry, from gravel and sand to silty - loam facies. Silty clay facies correspond to lake deposits, while the sand and gravel represent river environments.

View east from the Project area. In the foreground are terraced Quaternary deposits, to the right outcrops of the re-worked Tertiary sediments, behind which are evaporite deposits of Pocitos salar, and in the background the Copalayo ridge.

Terraces elevated above the salar are indicative of active tectonism in the region from the Tertiary to the present.

Neo-tectonism is evident in the anticline which elevated the Los Colorados ridge. The ridge is comprised of folded continental Tertiary and Quaternary sediments.

Piedmont deposits

Cones and coalescent alluvial fans formed by the streams that drain the Pozuelos ridge and flow into the salt comprise piedmont deposits in some areas surrounding the salar. The granulometry is mainly coarse with intercalations of sand and gravel. In the distal parts, the transition to the evaporite facies is evident, in the form of interbedded finer grained sediments and lacustrine sediments.

Evaporite deposits

Pocitos is mixed-type salar, consisting of surficial terrigenous classics and crystalline halite. There occurs a marked zonation of the evaporitic facies in the longitudinal direction.

View of the western sector of the Pocitos salt flat where terrigenous/evaporite facies are exposed

Ulexite and caliche-travertine accumulations occur in the northern areas of the salar, halite and gypsum predominates in the center, and southern portion is dominated by selenite and mirabilite-thenardite (Battaglia et al., 2001). According to Battaglia, the evaporitic mineralization of Pocitos salar is related to the activity of old thermal springs aligned along the fracture define the eastern edge of the salar. Solutions rich in boron, lithium, chlorine and sulfur of hydrothermal origin

ascended to the surface through fractures associated with magmatic chambers related to the Pocitos, Tul Tul and del Medio eruptive complex that constitutes the northern limit of the salar.

Deposit Types

Pocitos Salar is classified as a “Silver Peak, Nevada” type terrigenous salar. Silver Peak, Nevada, USA was the first lithium-bearing brine deposit exploited in the world. Lithium-enriched brine deposits associated with this type of setting are characterized by containment in restricted basins within deep structural depressions filled with sediments, typically interbedded units of clays, salt (halite), sands and gravels. Typical of these cases, at Pocitos the salar surface is presently comprised of clay, silt and sand, with sodium chloride, sulphates, carbonates and borates.

Continental brines are the primary source of lithium products worldwide. Bradley, et al. (2013) noted that “all producing lithium brine deposits share a number of first-order characteristics: (1) arid climate; (2) closed basin containing a playa or salar; (3) tectonically driven subsidence; (4) associated igneous or geothermal activity; (5) suitable lithium source-rocks; (6) one or more adequate aquifers; and (7) sufficient time to concentrate a brine.” Large deposits are mined in Chile at the Salar de Atacama (SQM and Albemarle), In Argentina at Salar de Hombre Muerto (FMC); the Olaroz salar basin (Orocobre), and in Clayton Valley, Nevada (Albemarle), the only North American producer.

Recent discoveries, particularly in northern Argentina illustrate the importance of sedimentary sequences in the host basins. Discoveries since 2010 in the Cauchari, Olaroz, Centenario and Pastos Grandes salars involve deeper, early basin in-fill coarse sediments hosting lithium and potassium-enriched brines. It appears that as the regional tectonic relaxation gave rise to pull-apart basins, the first sediment to fill these basins were coarse, higher energy sediments derived from the nearby steep terrain. These coarser sediments have more and larger pore spaces, increasing the transmissivity of the formation. As the basins filled and the higher topography was eroded, the sediments tended to become finer. Runoff and hydrothermal fluids concentrated in the closed basins, common salt (NaCl) tended towards saturation, while lithium, boron, potassium and other elements became more concentrated as fresh water evaporated at the surface, and in particular at the basin margins.

As the trapped fluids became brackish and eventually evolved into brines containing greater than 10,000ppm contained salts, the density increased, typically to slightly in excess of 1.2g/cm3. The more dense brine tends to separate and sink beneath fresh water and less saturated solutions, and even to start migrating outwards beneath the encroaching fresh water at the basin margins.

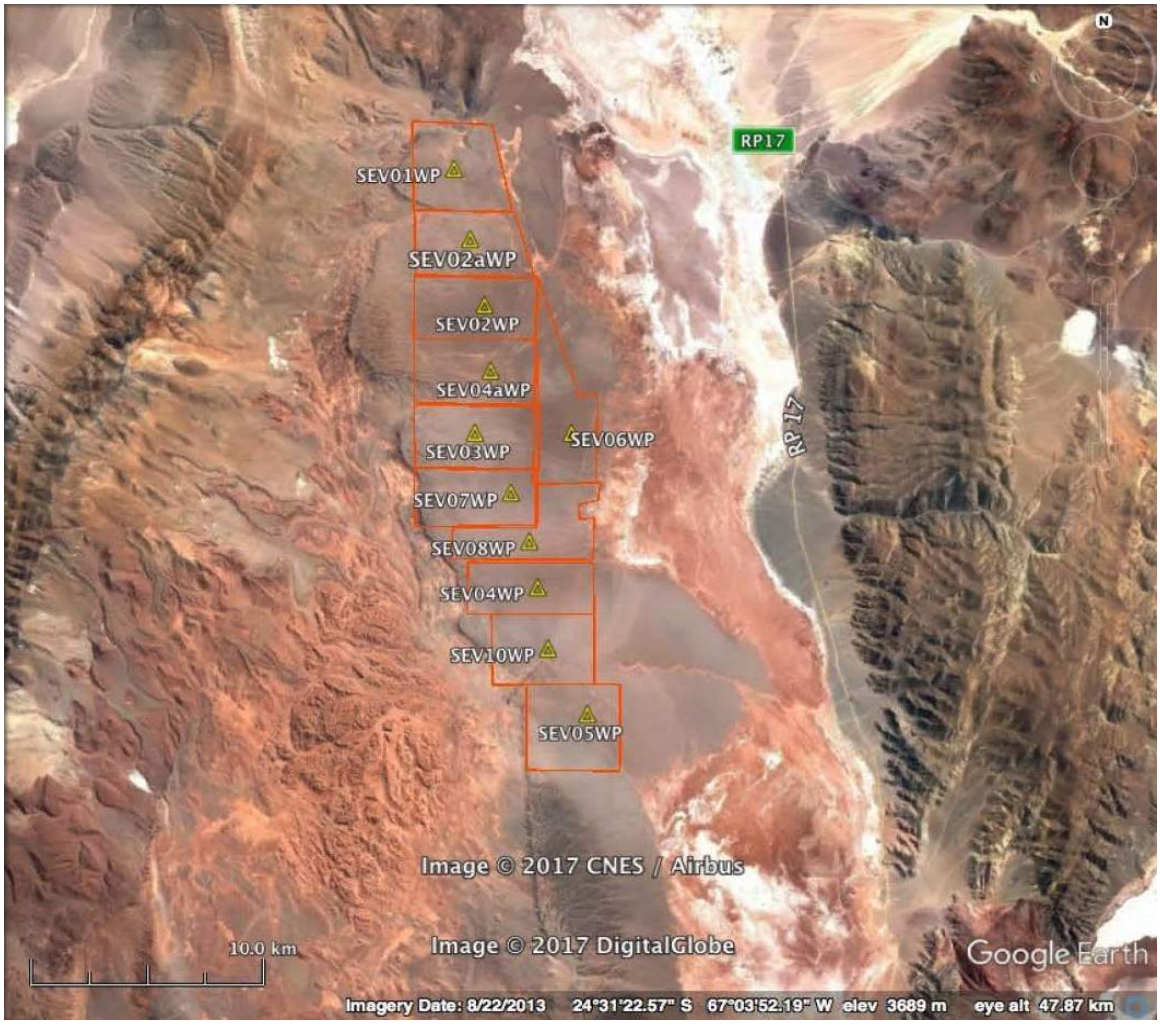
Lithium concentrations tend to increase in a direct relationship to density, thus it is not surprising to find more consistent and higher grades at depth. The deeper, coarser sediments at the same time tend to make higher yielding aquifers. The Pocitos program will focus on exploration for brine, testing for lithium content, and in addition will target deeper sediments to both increases the probability for resource and to improve well brine yields, which has the potential to reduce operating costs if the project is developed.

Exploration

The only work to date completed on behalf of the Company has been desktop research and a conductivity/resistivity geophysical survey consisting of Vertical Electric Sounding (VES). This survey was conducted to define subsurface concentrations of conductive brine. This field work was contracted by Millennial Lithium on behalf of Liberty One.

Vertical Electrical Sounding Survey

A Vertical Electrical Sounding (VES) survey was conducted by Tecnología y Recursos (Technology and Resources), a Salta-based geophysics firm that specializes in this type of work. The primary objective of the program was to detect and trace the sub-surface extent of the salar brine beneath the recent alluvial cover comprising most of the Liberty One properties. Eleven (11) survey sites were measured, one for each of the Liberty One properties. Eleven (11) survey sites were measured, one for each of the Liberty One properties.



Location of the measured SEV stations at Pocitos West

The VES readings are modeled on a simplified 4 layer basis, comprising the following packages as defined by Tecnología y Recursos in which conductive and resistive layers are defined as:

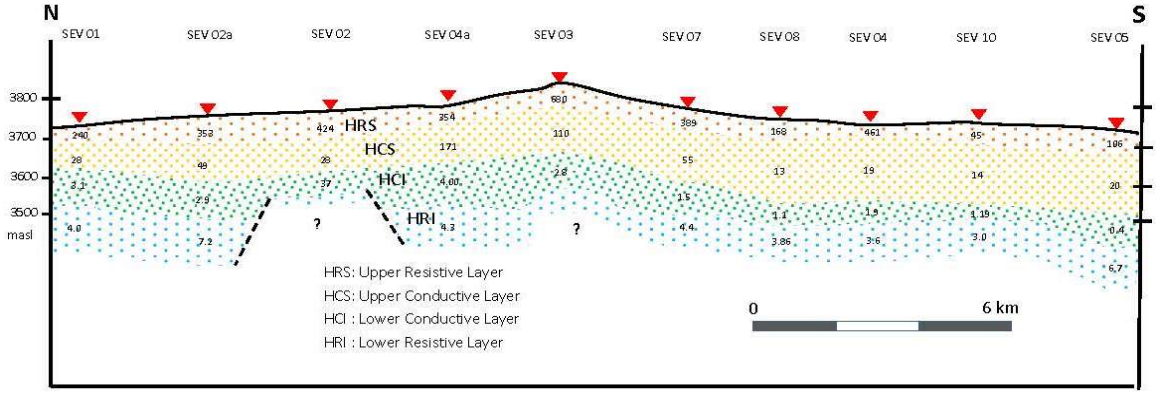
HRS: Upper Resistive Layer. In the Pocitos west these are likely dry alluvial sediments.

HCS: Upper Conductive Layer. This might represent saturated to semi-saturated alluvium, or possibly a mixed halite. In the case of sediments, the resistivity values suggest fresh to brackish fluids.

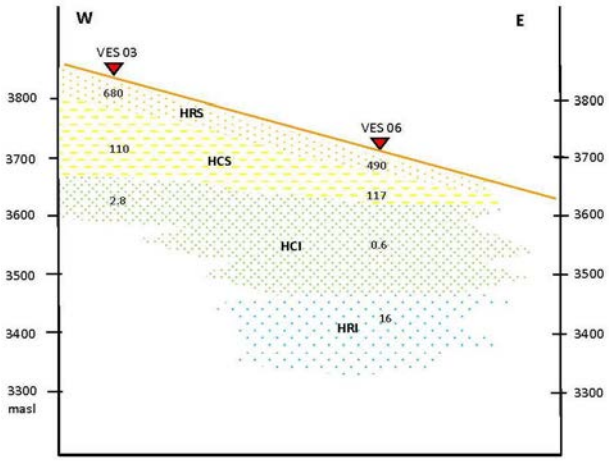
HCI: Lower Conductive Layer. This can be either consolidated clay-dominant sediments, brine-saturated coarser sediments, or a combination of both.

HRI: Lower Resistive Layer. Possibly Tertiary sediments or a clay-rich aquitard with reduced fluid content.

As shown in the longitudinal section, the lower conductive layer was detected over most of the 25 kilometer length of the north-south section. Furthermore, the west-east section suggests that the lower conductive layer is relatively flat, as would be expected of buried paleo-salar sediments as opposed to tilted basement material.



Distribution of the layers the underground layers. Resistivity model at Pocitos West: (N-S Section). Sections show resistivity measures in ohm/metre and VES stations survey locations.

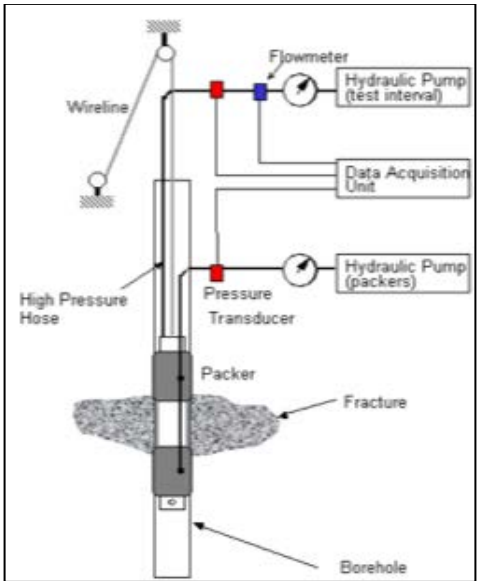


Distribution of the layers building the underground resistivity model at Pocitos West (East-West Section).

Drilling & Pumping Tests

The Pocitos West properties have not yet been drilled. The initial plan was to drill as many as eleven exploration core holes to test the extension of the potential brine-saturated zone, represented by the HCI response in the VES analysis. Results will determine the number of holes that will be drilled. If this initial reconnaissance drilling program is successful, the Company will complete the core holes with two inch diameter casing as monitoring wells for follow-up well drilling. Ultimately for first holes, the Company decided to proceed with a rotary drilling program, employing a packer system to collect depth-specific samples. If those holes can be shown to yield brine, the program will proceed with pumping test wells and core drilling of monitoring wells.

The rotary and core drilling will be undertaken using a local drilling contractor employing a portable drilling machine, typically a Sandvik DE710 or Atlas-Copco c6c, which are readily available locally, or equivalent machines of the same or greater capacity. Core size is HQ (63.5mm OD core) or NQ (47.6mm OD). Sampling for fluids in the formation is undertaken post-drilling using a hydraulic double-packer.



Double Packer

The double packer system is the same as that commonly used in oil and gas exploration. The packer consists of two inflatable seals (packers) that are inflated using hydraulic pressure to seal off discreet interval in an open drill hole. Once the seals have been inflated, the intervening interval is cleaned by injecting water and the competence of the seal is tested. On confirmation that the zone is sealed, the flow is reversed to obtain a depth-specific sample of the desired interval.

If a pumping test well is justified by the core drilling results, a hole will be drilled using conventional rotary techniques. Ideally the hole will be drilled with a 16” diameter and the well-constructed with 10-inch diameter slotted casing, isolated from the formation by a filter consisting of gravel of a size appropriate for the formation and casing slot size. A typical design is 0.5 -0.75 slots in the casing and 1.0-1.5 mm gravel.

Sample Preparation, Analyses and Security

Sample Preparation

The program for preparation, assaying, physical parameters and security, as recommended to the Company, are indicated in the following parameters. Neither porosity samples (core) nor chemistry samples (brine) will be subjected to additional preparation prior to shipment to participating laboratories. After the samples are sealed on site, they will be stored in a cool location and then shipped in sealed containers to the laboratories for analysis.

Sample Analyses

Porosity analyses will be conducted by Core Laboratories Petroleum Services Division, Houston, Texas. Core Laboratories provides state of the art petrophysical and geological analysis and interpretation of core samples from rock, and has demonstrated that its Quality Management System is in compliance with ISO 9000-2008 Certificate of Registration. Selected representative samples are to be submitted for laboratory analyses.
Brine chemistry samples will be analyzed by laboratories with known and verifiable experience analyzing lithium-bearing brines. One of the logical choices for the Pocitos West project includes Alex Stewart Laboratory in Mendoza, Argentina. Accredited to ISO 9001, they operate according to Alex Stewart Group standards consistent with ISO 17025 methods at other laboratories. Selected duplicate samples are to be sent to a second accredited laboratory, as part of the QA/QC procedure.

<u>Laboratory Analytical Procedures for Drainable Property</u>

Laboratory analytical procedures for drainable porosity by centrifuge, as described by Core Laboratories consists of the following steps:

1. Cut 38mm (1.5-inch) diameter cylindrical plug from sample material (plunge cut or drill); typical length is about 45 mm (1.75-inch).
2. Freeze sample material with dry ice if needed to maintain integrity.
3. Caliper bulk volume of the cylindrical plug, and weigh sample.
4. Encapsulate plug as needed in Teflon and nickel foil, with nickel screen on ends of plugs, and weigh encapsulated sample.
5. Calculate bulk density as (mass of plug before encapsulation)/(Caliper bulk volume).
6. Place plug in brine and saturate under vacuum to ensure full saturation: A sample of brine was from the project area will be shipped to Core Laborites for this purpose.
7. Record weight of saturated core.
8. Desaturate samples in high speed centrifuge for 4 hours. Spin rates are calculated to give drainage pressure of 1 pound per square inch (psi) for poorly cemented or loose sands; and 5psi for clay and halite. Pressure is calculated at the center of the plug placed in the centrifuge.
9. Collect any drainage and record volume; discard drained fluid. (Fluid collected from these cores is not representative of in situ brines, due to re-saturation with NaCl.
10. Remove plug from centrifuge and record weight.
    a. Drained fluid volume is calculated as (saturated plug weight – drained plug weight)/density
    b. Drainable porosity is calculated as (Drained fluid volume)/(Caliper bulk volume)

Drainable porosity is given as a fraction of the total rock volume and is unitless. For example, if a rock has a volume of 100 milliliter (ml), and 10 ml of fluid can drain from the rock, the drainable porosity is 10/100, or 0.10. Although determined by laboratory methods, the drainable porosity is essentially the same as specific yield as defined in classical aquifer mechanics.

Laboratory Analytical Procedures for Total Porosity

After drainable porosity measurements, the plug samples from the centrifuge are analyzed for total porosity, using the following steps:

1. Oven dry sample for 5 days at 115.6 degrees Celsius (240 degrees Fahrenheit)
2. Weigh oven-dried sample
3. Assume that all weight loss is pure water lost from pore space: Therefore volume of water lost due to oven-drying is calculated as
   ((Drained plug weight)-(Oven-dried plug weight))/(water density of 1 g/cc)
4. Total porosity is calculated as ((Drained fluid volume) + (Oven drying fluid loss))/(Caliper bulk volume)

Total porosity, like drainable porosity, is given as a fraction of the total rock volume and is unitless.

Laboratory Analytical Procedures for Brine Chemistry

Samples from Pocitos west will be analyzed by a laboratory selected for extensive experience in lithium brine analysis and based on performance judged from the results of an ongoing "round robin" of analyses for samples from the nearby Pastos Grandes project to select laboratories on the basis of best performance in terms of accuracy and precision.

Each laboratory uses the same methods based upon American Public Health Association (APHA), Standard Methods for Examination of Water and Wastewater, Environmental Protection Agency (EPA), and American Society for Testing Materials (ASTM) protocols. Physical parameters, including pH, conductivity, density, and total dissolved solids are determined directly upon brine samples. Determination of lithium, potassium, calcium, sodium and magnesium is achieved by fixed dilution of filtered samples and direct aspiration into inductively coupled plasma instruments.

List of the Basic Suite of Analyses for Lithium-Bearing Brine Samples

Analysis Type	Alex Stewart	University of Antofagasta	Acme	Method Description
Physical Parameters				
Total dissolved solids	SM 2540-C	APHA 2540-C	2B05-B	Total Dissolved Solids Dried at 180°C
pH	SM 4500-H+-B	APHA 4500-H+-B	2B02	Electrometric Method
Conductivity	SM 2510-B	APHA 2510-B	2B03	Meter
Density	IMA-28	Pycnometer	2B14	Pycnometer
Alkalinity	SM 2320-B	APHA 2320-B	2B06	Titration Method
Alkalinity (carbonates)	SM 2320-B	APHA 2320-B	2B13-B	Titration Method
Alkalinity (bicarbonates)	SM 2320-B	APHA 2320-B	2B13-B	Titration Method
Inorganic Parameters				

Boron (B)	IMA-23-Version 1	APHA 4500-B-C	2C	Carmine Method
Chloride (Cl)	SM 4500-Cl-B	APHA 4500-Cl-B	2B12	Argentometric Method
Sulphates (SO4)	SM 4500-SO4-C	APHA 4500-SO4-C	SO4	Gravimetric Method with Ignition of Residue
Dissolved metals				
Lithium (Li)	ICP-13	APHA 3500-Li-B	2C	Direct Aspiration - ICP or AA Finish
Potassium (K)	LACM16	APHA 3500-K-B	2C	Direct Aspiration - ICP or AA Finish
Sodium (Na)	LACM16	APHA 3500-Na-B5	2C	Direct Aspiration – ICP or AA Finish
Calcium (Ca)	LACM16	APHA 3111-B-D	2C	Direct Aspiration – ICP or AA Finish
Magnesium (Mg)	ICP-13	APHA 3111-B-D	2C	Direct Aspiration - ICP or AA Finish

Quality Control Results and Analyses

Analytical quality will be monitored through the use of randomly inserted quality control samples, including standards, blanks and duplicates, as well as check assays at independent laboratories. In each batch of samples submitted to the laboratory, at least one blank, one low grade standard, one high grade standard and two sample duplicates will be included. Approximately 38 percent of the samples submitted for analysis are to be quality control samples.

Mineral Processing and Metallurgical Testing

The Property is at a relatively early stage of exploration. No metallurgical testing or assessment of potential mineral processing regimes has been conducted to date. Such testing and assessment will follow in the recommendations outlined in the Pocitos West Report.

Mineral Resources Estimates

The pre-exploration work conducted to date for the Pocitos West Property is preliminary and includes mainly research of regional and local geology and comparative studies of similar setting with known lithium resources in this region. It is not possible at this stage to develop a resource or reserve estimates with the existing dataset, nor to comment on resource potential.

Mineral Reserves Estimates

The pre-exploration work conducted to date for the Pocitos West Property is preliminary and includes mainly research of regional and local geology and comparative studies of similar setting with known lithium resources in this region. It is not possible at this stage to develop a resource or reserve estimates with the existing dataset, nor to comment on resource potential.

Conclusions and Recommendations

Based on the results of past work and recent field examinations, the QP concluded that Pocitos West is a project of merit for initial exploration and, if successful, it can evolve through rapid development for lithium and potassium brine mineralization.

The Pocitos West project is an initial-stage project for which existing data and its location within a region productive for lithium suggest a reduced level of risk that can justify drilling-stage exploration efforts and expenditures.

The Pocitos West target covering some 150 square kilometers is considered relatively large, however it can be tested to determine the potential for development of a resource in a rather short time. If initial deep reconnaissance drilling is successful in identifying lithium-bearing brine of commercial interest, further exploration work will be undertaken to determine the resources of lithium in brine, the effective recovery of brine and the economic viability and subsequent mining and refining operations.

The initial exploration at Pocitos West would consist of the following staged proposal:

Stage 1:

1. Rotary drilling to detect the presence of brine.
2. Core drilling to test potentially productive brine aquifers, and;
3. Further surface geophysics to target resource in-fill drilling (CSAMT, seismic and VES).

Stage 2:

4. Follow-on rotary drilling and well construction.
5. Pumping trials.
6. Basic process test works (including lab and field evaporation trials).
7. NI43-101 technical report update.

Recommendation Exploration Activities, Schedule and Cost Estimates

Stage	Activities	Schedule
I	Drill Testing - test for lithium content to depth, test brine recovery.	October 2017 to November 2017
II	In-fill resource drilling, pumping tests, evaporation testing – lab and field pilot studies, geophysics, weather monitoring.	November 2017 to June 2018

Stage I: testing for lithium brine content: three rotary/monitoring holes drilled to a minimum depth of 350 meters and adjacent pumping test well, if justified (assumed here to be 350m also). Costs include field and administrative support, environmental reporting and permits.

Stage II: At the completion of Phase I activities, if successful, Liberty One will be in a position to evaluate the Property for its potential to host a resource of lithium brines amenable to current extraction and processing methods. Contingent on the Company confirming the presence of lithium brines similar to those encountered in adjacent and nearby basins, the Company would continue its exploration program with a Phase II program advancing the project to include evaporation testing and other field monitoring. The cost of Stage 2 are estimated at $CN 8 million.
Recommended Phase I Exploration Cost Estimates

Phase I Component	Costs ($)
Core an rotary drilling	1,000,000
Site set up	15,000
Environmental and consulting	25,000
Fuel	67,200
Fuel delivery and storage	5,000
Camp and lodging	7,500
Local accommodation	7,500
Drill crew lodging	20,000
Geologists	50,000
Technicians	20,000
Vehicles	48,000
Assaying and analytical	25,000
Total	**1,290,200**

Paradox North Property

The Paradox North Property is located in Grand County, Utah. The center of the claims lies approximately 10 miles (16 kilometers) west of the city of Moab. The property position consists of 223 placer mining claims staked on U.S. Government land administered by the U.S. Bureau of Land Management (BLM). Each claim covers an area of 20 acres (8.1 hectares). The claims are in one contiguous group, named the Walker group, covering a total of 4,460 acres (1,805 hectares). They were located on September 1 and September 2, 2016. The claims were staked by Plateau Ventures LLC for Sustainable Capital Corp. and were subsequently acquired by the Company through purchase. All 223 claims are owned 100% by the Company. For further information concerning the Paradox North Property, consult the full text of the Paradox North Report.

The above summary of the Paradox North Project has been summarized from the Paradox North Report and is qualified in its entirety with reference to the full text of the Paradox North Report. The above summary is subject to all the assumptions, conditions and qualifications set forth in the Paradox North Report. The Paradox North Report was prepared in accordance with NI 43-101 and for additional technical details, reference should be made to the full text of the Paradox North Report which was filed with the regulatory authorities and was posted on SEDAR at www.sedar.com on October 31, 2017. Defined terms and abbreviations used in the above summary and not otherwise defined in this AIF have the meanings attributed to them in the Paradox North Report. Unless otherwise specified, the information provided in the above summary is derived from the information provided in the Paradox North Report.

RISK FACTORS

Our operations are speculative due to the high-risk nature of business related to the exploration and acquisition of rights to potential mineable deposits of metals. These risk factors could materially affect the Company's future results and could cause actual events to differ materially from those described in forward-looking statements relating to our Company.

Exploration, Development and Operating Risks

Future funding requirements and risk

The Company has no producing mines and has no source of operating cash flow other than through debt and/or equity financing. There is no assurance that additional funding will be available to allow the Company to proceed with development of its projects. Failure to obtain additional financing on a timely basis could cause the Company to reduce or terminate its proposed operations.

No production history

As an exploration company that has no production history, the Company expects to incur losses in the future. The Company has never had mineral producing properties and cannot be certain that commercial quantities or grades of minerals will ever be recovered.

Reliance on strategic relationships

In conducting its business, the Company relies on continuing existing strategic relationships and has been forming new relationships with other entities in the mineral exploration and mining industry, including alliance partners, third party contractors, and certain regulatory and governmental departments. There can be no assurance that existing relationships will continue to be maintained or that new ones will be successfully formed and the Company could be materially adversely affected by changes to such relationships or difficulties in forming new ones.

Default by partners and counterparties

The Company could be materially adversely affected by changes to relationships with its partners and counterparties or by the default of a partner or counterparty.

Litigation

Legal proceedings may arise from time to time in the course of the Company's business. There have been a number of cases where the rights and privileges of mining companies have been subject to litigation. The Directors cannot preclude that such litigation may be brought against the Company in the future from time to time or that it may be subject to any other form of litigation.

Disruption from non-governmental organizations

As is the case with many businesses which operate in the mining industry, the Company may become subject to pressure and lobbying from non-governmental organizations. There is a risk that the demands and actions of non-governmental organizations may cause significant disruption to the Company's business which may have a material adverse effect on its operations and financial condition.

Dependence on the Directors and officers

The Company's future success is dependent on the ability of the Directors and the officers of the Company to deal effectively with complex risks and relationships and to execute the Company's

exploration and development plans. The success of the Company is, and will continue to be, to a significant extent dependent on the expertise and experience of its Directors and officers and the loss of one or more of the Directors or officers could have a material adverse effect on the Company. The success of the Company will depend on the ability of its Directors and officers to interpret market and geological data correctly and to interpret and respond to economic, market and other conditions relevant to the Company's ongoing business plans.

Dependence on key personnel

The Company has a small management team and the loss of a key individual or its inability to attract suitably qualified persons in the future could have a material adverse effect on the Company.

Insurance risk

Any insurance coverage the Company currently has, or may obtain, may not cover all potential losses. The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. Where considered practical to do so, the Company maintains insurance in amounts it believes to be reasonable, including insurance for workers' compensation, theft, general liability, destruction of property, autos and mobile equipment. Such insurance, however, contains exclusions and limitations on coverage. Accordingly, the Company's insurance policies may not provide coverage for all losses related to its business (for example, the total extent of, amongst other things, environmental liabilities and losses). The occurrence of losses, liabilities or damage not covered by such insurance policies could have a material adverse effect on the Company's results of operations and financial condition. The Company cannot be certain that insurance will be available, or that it will be available on terms and conditions acceptable. In some cases, coverage is not available or considered too expensive relative to the perceived risk.

Political instability

The Company's mineral exploration activities could be affected in varying degrees by political instability and changes in government regulation relating to foreign investment and the mining business, including expropriation. Operations may also be affected in varying degrees by possible terrorism, military conflict, crime, fluctuations in currency rates and high inflation. In addition, from time to time governments may nationalize private businesses including mining companies. There can be no assurance that the governments of countries where the Company operates will not nationalize mining companies and their assets in the future.

The Company operates in Argentina and Argentina has experienced political and social unrest and protestors have at times targeted foreign firms in the mining sector. The Company's projects could suffer delays and losses due to insurgent activities which could disrupt operations.

Information Technology Risk

The Company is dependent on information technology systems, which are subject to certain risks. The Company depends upon information technology systems in a variety of ways throughout its operations. Any significant breakdown of those systems, whether through virus, cyber-attack, security breach, theft, or other destruction, invasion or interruption, or unauthorized access to our systems, could negatively impact the Company's business and operations. To the extent that such invasion, cyber-attack or similar security breach results in disruption to our operations, misappropriation of funds, loss or disclosure of, or damage to, our data including our confidential or proprietary information, our reputation, business, results of operations and financial condition could be materially adversely affected. The Company's systems, internal controls and insurance for protecting against such cyber security risks may be insufficient.

The Company may be required to expend significant additional resources to continue to modify and enhance its protective measures or to investigate, restore or remediate any information technology security vulnerabilities.

Management of growth

The ability of the Company to implement its strategy requires effective planning and management control systems. The Company's plans may place a significant strain on the Company's management, operational, financial and personnel resources. The Company's future growth and prospects will depend on its ability to manage this growth and to continue to expand and improve operational, financial and management information and quality control systems on a timely basis, whilst at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with the Company's growth could have a material adverse effect on the Company's business, financial condition and results of operations.

Labour and employment matters

While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations which may be introduced by the relevant governmental authorities. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition.

Currency risk

The Company's operations incur most expenditures in US Dollars, but also incur expenditure in the local currencies of Argentina, United States and Canada. As a result of the use of these different currencies, the Company is subject to foreign currency fluctuations which may materially affect its business, results of operations and financial condition.

Lack of recognition of risks

There is a risk that management of the Company may not be skilled or knowledgeable enough to foresee, recognize, contemplate or quantify the risk factors or take any steps to mitigate or lessen the impact of any risks.

Conflicts of interest

Certain Directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these Directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and are required to follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Risks Relating to the Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate.

Market risk

Whether a mineral deposit will be commercially viable depends on a number of factors. Factors may include: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Commodity prices

The profitability of mining operations is significantly affected by changes in the market price of lithium and other metals and the cost of labour, power, petroleum fuels and oil. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal, precious metal and oil prices.

Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of lithium and other metals and oil has fluctuated widely in recent years. Depending on the price of lithium and other metals, and the cost of power, petroleum fuels and oil, cash flow from mining operations may not be sufficient to cover the Company's operating costs or costs of servicing debt.

The Company is not currently party to any commodity hedging contracts as the Company has no production. The Company expects that in connection with any debt financing facility that may be required for the business of the Company, mandatory hedging will be required for a portion of estimated annual production. To the extent that the Company participates in any option and spot-deferred contracts for metals, the realization of any gain by the Company as a result of increased metal prices may be limited.

Economic operations

While the discovery of a mineralized body may result in substantial rewards, few properties which are explored are ultimately developed into production. Major expenses may be required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in the discovery of a mineralized body or a profitable commercial mining operation, and on an industry statistical basis it is unlikely that an economic operation will be developed.

Competition

The mining industry is very competitive. The competition, to the extent that it will affect the Company, relates to competition from new players in the mining industry, for the availability of exploration and drilling equipment, related mining equipment and specialized personnel. There is a risk that competitors may find substitutes for the metals for which the Company is exploring, or find lower cost sources of, or more efficient processes to extract, these metals.

Government regulation

The exploration activities of the Company are subject to various international, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Although the Company believes that its exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Permits and licences

The exploitation and development of the Company's mineral properties will require the Company to obtain regulatory or other permits and licenses (including mining leases) from various governmental licensing bodies. While the Company has received the requisite environmental and

drilling permits for its Pocitos West Project, there can be no assurance that the Company will be able to obtain all necessary operating permits and licenses that may be required to carry out development, mining and processing operations on its other Pocitos West Project. Further, there can be no assurance that the Company will be able to obtain all permits and licenses that may be required to carry out exploration, development, mining and processing operations on its other properties.

Environmental risks and hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which the Company operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations or results.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, 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 mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Global Financial Conditions

Following the onset of the credit crisis in 2008, global financial conditions were characterized by extreme volatility and several major financial institutions either went into bankruptcy or were rescued by governmental authorities. While global financial conditions subsequently stabilized, there remains considerable risk in the system given the extraordinary measures adopted by government authorities to achieve that stability. The deteriorating financial condition of certain government authorities has significantly increased the potential for sovereign defaults in a number of jurisdictions, including within the member states of the European Union. Global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises. Future economic shocks may be precipitated by a number of causes, including changes in commodity prices, geopolitical instability and natural disasters.

Global financial conditions continue to be subject to increased volatility. Many industries, including the mining industry, are impacted by global market conditions. Some of the key impacts of financial market turmoil can include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global and specifically mining equity markets, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A slowdown in the financial markets or other economic conditions, including but not limited to, reduced consumer spending, increased unemployment rates, deteriorating business conditions, inflation, deflation, volatile fuel and energy costs, increased consumer debt levels, lack of available credit, lack of future financing, changes in interest rates and tax rates may adversely affect Nautilus' operations and business plans. Any of these factors may impact the ability of Nautilus and its joint venture partners or potential partners to obtain equity or debt financing in the future and, if obtained, on favourable terms. Additionally, any such occurrence could cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses.

Canadian Corruption of Foreign Public Officials Act and similar worldwide anti-bribery laws

The Canadian *Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act* and anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. The Company's policies mandate compliance with these anti-bribery laws, which often carry substantial penalties. The Company operates in jurisdictions that have experienced governmental and private sector corruption to some degree, and, in certain circumstances, strict compliance with anti-bribery laws may conflict with certain local customs and practices. There can be no assurance that the Company's internal control policies and procedures will always protect it from reckless or other inappropriate acts committed by the Company's affiliates, employees or agents. Violations of these laws, or allegations of such violations, could have a material adverse effect on the Company's business, financial position and results of operations and could cause the market value of the Common Shares to decline.

Risks Relating to our Common Shares and the Trading Market

Sale of substantial amounts of Common Shares in the public market

The Company is unable to predict whether a large number of its Common Shares will be sold in the open market. Any future sales of substantial amounts of Common Shares in the public market by any significant shareholder or a block of shareholders, or even the perception that such sales could occur, may decrease the market price of the Common Shares.

Market price volatility

The market price of the Common Shares may be volatile and subject to wide fluctuations. The market price of the Common Shares may fluctuate as a result of a variety of factors, including but not limited to period-to-period variations in operating results or changes in turnover or profit estimates by the Company, industry participants or financial analysts.

The market price could also be adversely affected by developments unrelated to the Company's operating performance, such as: the operating and share price performance of other companies that investors may consider comparable to the Company; speculation about the Company in the press or the investment community; strategic actions by competitors, such as acquisitions and restructurings; changes in market conditions; and regulatory changes.

Further issues of Common Shares

It is likely that the Company will issue additional Common Shares to fund its growth plans. Any such issue could dilute the interests of Shareholders and impact the price of the Common Shares. Any such Common Shares may be issued at market price or a discount to the market price.

Liberty One has not and does not plan to pay dividends

The Company has never declared or paid any dividends on its Common Shares and does not currently intend to pay dividends in the future. Earnings, if any, will likely be retained to finance further growth and development of the Company's business, at least in the first instance.

DIVIDENDS AND DISTRIBUTIONS

The Company has not declared nor paid any cash dividends on any of its issued shares since its inception. Other than requirements imposed under applicable corporate law, there are no other restrictions on the Company's ability to pay dividends under the Company's constating documents. The Company has no present intention of paying dividends on the Common Shares,

as it anticipates that all available funds will be invested to finance the growth of its business and, when appropriate, retire debt.

DESCRIPTION OF CAPITAL STRUCTURE

The Company's authorized share capital consists of an unlimited number of Common Shares without par value, unlimited Special Shares without par value and unlimited Preference Share without par value.

As at December 31, 2016, the issued share capital consisted of 32,734,396 Common Shares. No Special Shares and Preference Shares were issued or outstanding.

Common Shares

Each Common Share carries the right to attend and vote at all general meetings of shareholders. Holders of Common Shares are entitled to receive on a *pro rata* basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a *pro rata* basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a *pro rata* basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Special Shares

Holders of Special Shares are entitled to receive on a *pro rata* basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a *pro rata* basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to but be entitled to preference over the Common Shares or on a *pro rata* basis with the holders of Special Shares with respect to dividends or liquidation. The Board of Directors of the Company may determine whether the Special Shares will carry any pre-emptive, subscription, redemption or conversion rights, or any sinking or purchase fund provisions at the time of issuance. In addition, the Board of Directors of the Company may determine whether the Special Shares carry any rights to attend and vote at meeting of shareholders. The Special Shares may be convertible into Common Shares.

Preference Shares

Each Preference Share carries the right to attend and vote at all general meetings of shareholders. Holders of Preference Shares are not entitled to receive dividends. In the event of liquidation, dissolution or winding up of the Company, the holders of Preference Shares are entitled to repayment of the amount paid up on such shares in priority to the Common Shares but they shall not confer a right to any further participation in the profits or assets of the Company. The Preference Shares shall be redeemable at any time at the option of the Company without the consent of the holders thereof at the amount paid up thereon.

As of the date of this AIF, there are 64,360,513 Common Shares issued and outstanding, no Special Shares and no Preferred Shares are issued and outstanding.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

The Company trades on the TSX-V under the symbol "LBY". The table below summarizes the range and volume of trading prices for each of the months stated:

Month	Price Range($)		Total Volume (#)
	High	Low	
October 2016	0.40	0.08	1,480,521
November 2016	0.42	0.31	315,164
December 2016	0.43	0.31	479,625
January 2017	0.48	0.41	438,427
February 2017	0.62	0.44	1,378,406
March 2017	0.70	0.45	1,464,643
April 2017	0.63	0.51	1,067,270
May 2017	0.6	0.51	1,658,581
June 2017	0.58	0.47	3,119,246
July 2017	0.73	0.56	7,125,314
August 2017	0.83	0.50	16,100,363
September 2017	0.68	0.57	9,500,206
October 1 - 25 2017	2.49	0.61	37,292,384

PRIOR SALES

During the financial year ended December 31, 2016, the Company issued the following Common Share or securities convertible into common shares:

Date of Issuance	Security	Number of Securities	Issue/Exercise Price Per Security
November 23, 2016	Units[(1)]	740,000	$0.25
November 23, 2016	Finder Warrants[(2)]	58,400[(2)]	$0.40
December 15, 2016	Units[(3)]	3,720,000[(3)]	$0.25
December 15, 2016	Finder Warrants[(4)]	295,256[(4)]	$0.40
October 31, 2016	Common Shares[(5)]	2,500,000	$0.11

Notes:

(1) Issued pursuant to a non-brokered private placement of units for gross proceeds of $185,000. Each unit consists of one Common Share and one Common Share purchase warrant. Each Common Share purchase warrant entitles the holder thereof to acquire one additional Common Share at a price of $0.40 per share until November 23, 2017.

(2) Finder's warrants were issued pursuant to the private placement completed on November 23, 2016. Each finder's warrant entitles the holder thereof to acquire one additional Common Share at an exercise price of $0.40 per share until November 23, 2017.

(3) Issued pursuant to a non-brokered private placement of units for gross proceeds of $930,000. Each unit consists of one Common Share and one Common Share purchase warrant. Each Common Share purchase warrant entitles the holder thereof to acquire one additional Common Share at a price of $0.40 per share until December 15, 2017.

(4) Finder's warrants were issued pursuant to the private placement completed on December 15, 2016. Each finder's warrant entitles the holder thereof to acquire one additional Common Share at an exercise price of $0.40 per share until December 15, 2017.

(5) Issued pursuant to the acquisition of the Paradox North Property.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As of the date of this AIF, there are no securities subject to escrow or securities subject to contractual restriction on transfer.

DIRECTORS AND OFFICERS

NAME, OCCUPATION AND SECURITY HOLDING

The following table sets forth information regarding our directors and executive officers. The term of office for the Directors expires at the Company's next Annual General Meeting.

Name, Province/State, Country and Nationality	**Principal Occupation, Business or Employment for the last five years**	**Position with the Company**
Brad Nichol President and Chief Executive Officer Calgary, Alberta	President and Chief Executive Officer of the Company (since July 25, 2017); President and CEO of Edge Resources Inc; (June 2009 to April 2016). President of Acadia Iron Inc. (September 2016 to present)	President and Chief Executive Officer since July 25, 2017

Morgan Tincher Chief Financial Officer, Corporate Secretary and Director British Columbia, Canada	Management consultant; President of Smorgasbord Holdings Ltd., a private company (since December 2004); Director of Blue Mounds Resources Inc., a private company (since November 2004).	Director since May 9, 2013 Corporate Secretary since January 24, 2012 Chief Financial Officer since March 5, 2017
John Davidson Director British Columbia, Canada	Sales Manager of FLSmidth (since June 2016); Director of True North Automation (from May 2015 to June 2016); Account Executive of GE Canada (from June 2013 to May 2015); Account Executive of Tyco International PLC (February 2007 to June 2013)	Director since March 5, 2017
Patrick Whibley Director British Columbia, Canada	VP of Investments of Fortuna Investment Corp.(since May 2017); Sales Associate of Sentry Investments (June 2016 to May 2017); Investment Advisor of PI Financial Corp. (October 2005 to May 2016).	Director since May 30, 2017
Kyle Stevenson Director British Columbia, Canada	President of Stevenson and Associates Investor Relations Ltd. (since November 2007) President and a Director at Millennial Lithium Corp. (since June 2016)	Director since June 22, 2017

The principal occupations, businesses or employments of each of the directors and executive officers during the past five years are disclosed in the brief biographies set forth below.

Brad Nichol *(President and Chief Executive Officer)*

Mr. Nichol is a Registered Professional Engineer with an MBA from London Business School. He has held director, senior executive, operational and technical roles in several public and private companies over a 25 year career. Mr. Nichol was most recently President of Acadia Iron Inc., a private company engaged in the design, financing and construction of a US$500 million pig iron manufacturing facility. Mr. Nichol was also the COO of Yellow Line LLC, a private Delaware company engaged in the exploration for, and liquefaction of, gaseous helium in Canada and the United States. Prior, Mr. Nichol was the President, CEO and director of Edge Resources, a public oil and gas exploration and production company in Alberta and Saskatchewan. He was previously CEO of Poplar Point Energy Ltd., a private oil and gas company that was sold to a Korean conglomerate. He also worked as a Management Consultant for two years in London and New York and spent a total of 10 years at Schlumberger Limited in Canada, the USA, Colombia, Sweden, France, Italy and the United Kingdom.

Morgan Tincher *(Chief Financial Officer, Corporate Secretary and Director)*

Mr. Tincher has over 20 years of corporate finance and development experience in the natural resources, technology and entertainment industries. Mr. Tincher has been a director and/or officer of a number of public companies and as a director has been responsible for approving financial statements. Mr. Tincher has the ability to read and understand financial reporting, especially as this relates to reporting company disclosure obligations under relevant securities laws.

John Davidson *(Director)*

Mr. Davidson has extensive business development and commercial leadership experience in the Mining and Metals industry. Mr. Davidson has held various roles in Mining, Infrastructure, Materials Handling and Minerals Processing fields with firms such as General Electric, Tyco International PLC and is presently Sales Manager Capital Projects with FLSmidth.

Patrick Whibley *(Director)*

Mr. Whibley is a finance professional with over 17 years of capital market experience. Prior to joining the Company, Mr. Whibley served extensively as an Investment Advisor with PI Financial Corp. and Global Securities Corporation in Vancouver. He has assisted in raising a significant amount of capital for venture companies, many in the go-public stage. Mr. Whibley has built his career by cultivating strong relationships and networks with both retail and high-net worth clients, brokers, analysts and investment bankers.

Kyle Stevenson *(Director)*

Mr. Stevenson is currently the President and a Director at Millennial Lithium Corp. and brings over 15 years of experience in finance, marketing and operations to the team at the Company. Kyle has filled several high-profile roles over the years, including; President/Director of RuralCom Networks Corp., a licensed Canadian telecom provider acquired by Investel Capital Corp. in 2016, Founder/Director of Liquid Media Group Ltd., Director of Waterproof Studios, a top tier animation and visual effect studio, and Founder/President/Director of High North Resources Ltd., an oil and gas producer focused on western Canada.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Other than as set out below, no director or executive officer of the Company is, as at the date of this AIF, or has been within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that was:

(a) subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer,

(b) subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

(c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;

(d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into settlement agreement with a securities regulatory authority; or

(e) subject to any penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security-holder in deciding whether to vote for a proposed director.

Morgan Tincher, a director of the Corporation, was (from March 2008 to April 2011) Vice President Finance, and previously (from November 2007 to March 2008) acting Chief Financial Officer of Probe, then an oil and natural gas exploration and production company publicly trading on the TSXV. A management cease trade order was issued on January 3, 2008 for failure to file

its annual financial statements in the required time. Probe's annual financial statements were filed on February 18, 2008 and the British Columbia Securities Commission issued a revocation order under section 164(1) of the British Columbia *Securities Act* on February 29, 2008. Probe announced by press release dated November 16, 2010 that Probe's U.S. subsidiaries had filed voluntary Chapter 11 petitions in U.S. Bankruptcy Court for the Southern District of Texas in Houston, Texas. In March 2011 Probe completed its Chapter 11 Restructuring and subsequently filed its delinquent financial statements during 2011.

On April 29, 2016, Edge Resources Inc., ("Edge"), of which Mr. Nichol was a director and officer, received an order of the Court of Queen's Bench of Saskatchewan appointing Grant Thornton as receiver over the company's Saskatchewan-based assets and, on September 2, 2016, received an order of the Court of Queen's Bench of Alberta appointing Grant Thornton as receiver over the company's Alberta-based assets. The receiver was discharged on the Alberta-based assets on December 19, 2016 and on the Saskatchewan-based assets on February 1, 2017.

On August 5, 2016 Edge, of which Mr. Nichol was a director and officer, received a cease trade order from the Alberta Securities Commission for failure to file financial statements. Since a Receiver had been appointed for Edge on April 29, 2016, the officers and directors of Edge were no longer in control of the assets or undertaking of Edge, being replaced by Grant Thornton (the Receiver). This made it impossible, following such date, for the directors of Edge to affect the continuance of Edge's public filings.

On October 29, 2015, Aroway Energy Inc. ("Aroway"), of which Mr. Nichol is a director, was granted a management cease trade order from the British Columbia Securities Commission, which is imposed against all persons who are currently directors or officers of Aroway to trade securities of Aroway.

On January 4, 2016 Aroway, of which Mr. Nichol is a director, received a cease trade order from the British Columbia Securities Commission for failure to file its annual audited financial statements, management's discussion and analysis and CEO and CFO certificates. As Aroway has not yet been able to complete its requirements under applicable securities laws, Aroway continues to be subject to the cease trade order on NEX.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act* (British Columbia) ("**BCBCA**") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and the best interest of the Company.

PROMOTORS

A "Promoter" is defined in the *Securities Act* (British Columbia) as a "person who (a) alone or in concert with other persons directly or indirectly takes the initiative of founding, organizing or substantially reorganizing the business of the issuer; or (b) in connection with the founding, organization or substantial reorganization of the business of the Company, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the Company's own securities or 10% or more of the proceeds from the sale of a class of the Company's own securities of a particular issue.

Within the two most recently completed financial years ended December 31, 2016 and to the date of this AIF, there is no person who would be considered promoters of the Company pursuant to such securities law definition.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

During the financial year ended December 31, 2016, there are no legal proceedings to which the Company is a party to or to which any of its property is subject outside of the ordinary course of the Company's business, and no such proceedings are known to the Company to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this AIF and in the consolidated financial statements of the Company for the year ended December 31, 2016, to the best of the Company's knowledge, none of the directors or executive officers of the Company, or any shareholders who beneficially own, control or direct, directly or indirectly, more than 10% of the Company's outstanding Common Shares, or any known associates or affiliates of such persons, had any material interests, direct or indirect, in any transaction within the three most recently completed financial years or during the current year that has materially affected or is reasonably expected to materially affect the Company.

TRANSFER AGENTS AND REGISTRARS

The Company's Registrar and Transfer Agent is AST Trust Company, located at 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6.

MATERIAL CONTRACTS

Other than contracts entered into the ordinary course of business or as disclosed elsewhere in this AIF, the Company has not entered into any material contracts within the most recently completed financial year or previous to the most recently completed financial year, that are still in effect.

INTERESTS OF EXPERTS

Name of Experts

The following are the persons or companies who were named as having prepared or certified a statement, report or valuation in this AIF either directly or in a document incorporated by reference and whose profession or business gives authority to the statement, report or valuation made by the person or company:

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, the Company's independent auditors, has prepared an independent audit report dated May 1, 2017 in respect of the Company's audited consolidated financial statements for the years ended December 31, 2016 and 2015.

Nivaldo Rojas who is a "qualified person" for the purposes of NI 43-101, was responsible for the preparation the Pocitos West Report.

Bradley C. Peek who is a "qualified person" for the purposes of NI 43-101, was responsible for the preparation the Paradox Basin Report.

Interests of Experts

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, auditors of the Company, have confirmed that they are independent of the Company within the meaning of the 'Rules of Professional Conduct' of the Institute of Chartered Accountants of British Columbia.

To the knowledge of the Company, none of the qualified persons listed above, at the time of preparing the Pocitos West Report or at the time of preparing the Paradox Basin Report, held or has received or will receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of one of the Company's associates or affiliates or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

ADDITIONAL INFORMATION

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

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, as applicable, is contained in our most recently filed Management Information Circular. Additional financial information is provided in our financial statements and managements' discussion and analysis for the fiscal year ended December 31, 2016, which can also be found on SEDAR at www.sedar.com.

Unless otherwise stated, information contained herein is as at December 31, 2016.