USHA RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JUNE 30, 2023

The effective date of this report is August 29, 2023

Management Discussion & Analysis:

Management's discussion and analysis ("MD&A") provides a detailed analysis of the results and financial condition of Usha Resources Ltd. (the "Company" or "Usha") for the three months ended June 30, 2023. The following management discussion and analysis, prepared as of August 29, 2023, should be read together with the unaudited consolidated financial statements for the three months ended June 30, 2023 with the related notes attached thereto and the audited financial statements for the year ended March 31, 2023 with the related notes attached thereto, prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A supplements, but does not form part of the financial statements. Management is responsible for the preparation of the financial statements and the MD&A for the three months ended June 30, 2023. News releases and previous filings may be found on SEDAR+ at www.sedarplus.ca.

Description of Business:

The Company was incorporated as a private company by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 26, 2018. The Company was classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 and its Qualifying Transaction was approved by the regulatory authorities was approved by the TSX-V on December 6, 2019. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol USHA.V, on the OTCQB® under the symbol USHAF, and the Frankfurt Stock Exchange under the symbol JO0.

The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiaries, Usha Resources (USA) Corp which was incorporated on June 1, 2020.

The Company's business is to acquire and explore interests in mineral properties located in North America and its portfolio includes Jackpot Lake, a lithium project in Nevada and White Willow, a lithium pegmatite project in Ontario that is the flagship among its growing portfolio of hard-rock lithium assets.

The Company's first acquisition was the Nicobat Project in Ontario, Canada. The company had an 85% interest that was subsequently spun-out into its former subsidiary, Formation Metals Inc. ("FMI"), whereby through an Arrangement Agreement (the "Arrangement"), USHA shareholders were issued one (1) share of FMI with respect to every five (5) shares of USHA owned on the share distribution record date (the "Share Distribution Record Date") of April 12, 2023. Pursuant to the arrangement agreement and on the payable date of April 20, 2023, USHA completed the transfer of the Property and distributed 9,480,476 common shares of FMI to the USHA shareholders on a pro rata basis.

The Company's second acquisition was the Lost Basin Project in Arizona, USA. The Company entered into a binding Letter of Intent with AJA Mining LLC and Gold Basin Mining EXP LLC (collectively, the "Optionors") on June 3, 2020, whereby the Optionors granted the Company the exclusive option (the "Option") to acquire (the "Acquisition") 100% interest in certain 133 mineral claims in exchange for annual lease payments of US$25,000, issuance of 1,000,000 shares upon Exchange approval of the transaction, and within three years make a final payment of

US$3,000,000 in cash or common shares. The Company did not make the final payment, dropping the option, and recorded an impairment of $501,714 for the acquisition and exploration expenditures related to the asset, reducing the value to $nil.

The Company's third acquisition is the Jackpot Lake Lithium Brine Property located within Clark County, 35 kilometres northeast of Las Vegas, Nevada, and is comprised of 140 mineral claims (the "core claims") that total 2,800 acres (approximately 11.3 km^2). The Company has also staked 302 claims totalling 5,914 acres surrounding the 140 optioned claims. The total footprint of the project now comprises 442 mineral claims with a total area footprint of approximately 35.3 square kilometres or 8,714 acres. The Company has exercised its option to acquire a 100% interest in the core claims, paying Ares Strategic Mining Inc. (the "Vendor") $75,000 cash and a total of 3,077,165 shares valued at $1,011,384, for total aggregate value of $1,086,384.

The Company's fourth acquisition is the White Willow Lithium Pegmatite Property located within the Thunder Bay Mining Division near Atikokan, Ontario and is comprised of 712 unpatented mining claims that total 15,510 hectares. On March 28, 2023, the Company received approval from the TSX-V for its Option Agreement and Assignment Agreement with 2758145 Ontario Ltd. ("Vendor") and Grid Metals Corp. ("Assignor"), respectively, whereby it may acquire a 100% interest for total consideration of $220,000 cash and 3,600,000 common shares of the Company as indicated in the table below:

	Vendor		Assignor		Total	
Payment	**Cash**	**Shares**	**Cash**	**Shares**	**Cash**	**Shares**
Signing	$50,000[1]	500,000	$20,000[1]	350,000	$70,000	850,000
1st Anniversary	$50,000	500,000[2]	-	500,000[2]	$50,000	1,000,000
2nd Anniversary	$50,000	500,000[2]	-	750,000[2]	$50,000	1,250,000
3rd Anniversary	$50,000	500,000[2]	-	-	$50,000	500,000
Total	$200,000	2,000,000	$20,000	1,600,000	$220,000	3,600,000
Notes	1. Payable within five (5) days from receipt of approval to the Agreements from the Exchange (the "Approval"). 2. Shares of the Company are to be issued at a deemed value based on the Discounted Market Price at the time of issuance.					

On March 28, 2023, the Company completed its first payment of $70,000 cash and issued 850,000 common shares to the Vendor and Assignor for the White Willow property.

Subsequently, the Company entered into a separate option agreement with 2758145 Ontario Ltd., Peter Gehrels and Allan George Onchulenko to acquire a 100% interest in the "Nym" group of claims comprising 8 unpatented claims within the centre of the White Willow Property by making payments of cash and common shares of the Company as follows:

Payment	Cash	Shares
Signing	$15,000	150,000
1st Anniversary	$20,000	150,000
2nd Anniversary	$25,000	150,000
3rd Anniversary	$40,000	150,000
Total	$100,000	600,000
Notes	1. Payable within five (5) days from receipt of approval to the Agreements from the Exchange (the "Approval"). 2. Shares of the Company are to be issued at a deemed value based on the Discounted Market Price at the time of issuance.	

On April 26, 2023, The Company completed its first payment of $15,000 cash and issued 150,000 common shares to the Vendor of the Nym Claims.

On May 3, 2023, the Company entered into five (5) option agreements with 2758145 Ontario Ltd. of Atikokan, Ont., to acquire a 100% interest in five lithium pegmatite projects located in Ontario: the Lee Lake, Mead, Bluett, Gathering Lake and Triangle Lake projects. The Company can acquire a 100% interest in the property by making payments of cash and common shares of the Company as follows:

Property	Lee Lake		Bluett		Mead		Gathering Lake		Triangle Lake	
Payment	Cash	Shares	Cash	Shares	Cash	Shares	Cash	Shares	Cash	Shares
Signing	$10,000	75,000	$5,000	50,000	$5,000	50,000	$12,000	50,000	$13,350	50,000
1st Anniversary	$20,000	100,000	$12,500	75,000	$12,500	75,000	$12,500	75,000	$12,500	75,000
2nd Anniversary	$40,000	125,000	$20,000	100,000	$20,000	100,000	$20,000	100,000	$20,000	100,000
3rd Anniversary	$60,000	150,000	$25,000	187,500	$25,000	187,500	$25,000	187,500	$25,000	187,500
Total	$130,000	450,000	$62,500	412,500	$62,500	412,500	$69,500	412,500	$70,850	412,500

On June 6, 2023, the Company completed its first payment for each of the options, paying $45,350 cash and issuing 275,000 common shares to the Vendor.

Forward Looking Statements:

This Management Discussion and Analysis contains certain forward-looking statements and information relating to Usha that is based on the beliefs of the Company, or management, as well as assumptions made by and information currently available to the Company or management. When used in this document, the words “anticipate”, “believe”, “estimate”, “expect”, ‘implied”, “intend” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the current view of the Company regarding future events and are subject to certain risks, uncertainties and assumptions, including the risks and uncertainties noted and the recent outbreak of an epidemic or a pandemic, the novel coronavirus (COVID-19). Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, implied, expected or intended. In each instance, forward-looking information should be considered in the light of the accompanying meaningful cautionary statements herein. Usha cautions that forward-looking statements involve risk and uncertainty.

Overall Performance

During the three months ended June 30, 2023, the Company’s loss for the three months ended June 30, 2023 was $1,806,944 (2022: $1,169,043). Working capital at June 30, 2023, was $1,993,991.

As at June 30, 2023, there were 48,127,394 issued and outstanding common shares in the capital of the Company.

Summary of Exploration and Corporate Activities

As at June 30, 2023, the Company's portfolio included Jackpot Lake, a lithium brine project in Nevada; and six lithium pegmatite projects in Ontario: White Willow, Lee Lake, Mead, Bluett, Gathering Lake and Triangle Lake.

Jackpot Lake Lithium Brine Project, Nevada

On April 12, 2023, the Company announced a pause in drilling operations in order for a larger, more powerful rig to mobilize onsite to install a deeper exploration well to 2,000 feet, thereby potentially expanding on the 273-foot interval of sand and conglomerate already identified in JP22-02 where the company believes the best potential brines may be present.

On June 28, 2023, the Company announced the resumption of drilling, electing to advance JP23-02 as a "twin" of JP22-02. The company also announced that it had begun preliminary work on the resource estimate for the project.

White Willow Lithium Pegmatite Project, Ontario

On April 4, 2023, the Company announced it had entered into an option agreement with 2758145 Ontario Ltd. to acquire a 100% interest in a further 8 claims, the "Nym" claims, adding these to the existing 712 claims comprising the White Willow property. The Company completed its first payment for these claims of $15,000 cash and issued 150,000 common shares on April 26, 2023.

On June 14, 2023, the Company provided an update on its initial work at the property which consisted of a two-week site visit with its technical team where it completed a first-pass program comprising sampling pegmatites, mapping and prospecting. Two hundred seventeen rock samples have been collected and submitted for laboratory analysis. Based on the work completed, the Company confirmed that it had identified an LCT pegmatite trend at the project with a potential strike length of over eight kilometres open strike and width. Detailed mapping was completed of approximately three kilometres of strike, with 45 new pegmatites identified, the largest of which was approximately 350 metres by 70 metres, indicating that a significant LCT system is present at White Willow.

In addition, the company also completed a historical data compilation that also demonstrates the White Willow system is very evolved. The following were the key findings from the review:

- One hundred three samples were identified to contain anomalous lithium (greater than 115 parts per million) of which 45 were very anomalous (greater than 300 parts per million). Six samples assayed above 1,000 parts per million (up to 0.5 per cent) LiO2, further demonstrating the potential for spodumene as lithium contents for muscovite from a spodumene pegmatite is usually greater than 1,000 parts per million. A sample from the host rock was also identified to contain 1,300 parts per million lithium, indicating that a secondary lithium-rich fluid had passed through as the enrichment of the host rock would be due to bleed from the pegmatitic melt as it was injected due to intrusion of the parental granite.
- Eighty-six samples were identified to contain anomalous cesium (greater than 50 parts per million), of which 36 were very anomalous (greater than 115 parts per million) with a high of 1,833 parts per million cesium oxide (Cs2O). The presence of very anomalous cesium

indicates that the samples were collected from within the outer zone of a fertile LCT system, which is where spodumene, if present, will be identified.

- Forty-seven samples were identified to contain anomalous tantalum (greater than 30 parts per million), of which six samples were very anomalous (greater than 100 parts per million), including the coarse-grained tantalite that assayed 14.64 per cent Ta2O5 at the Maple Leaf showing.
- Till and lake sediment surveys identified highly anomalous lithium values that are in the 98th percentile of the entire provincial government database.

Lee Lake, Mead, Bluett, Gathering Lake and Triangle Lake Projects, Ontario

On May 3, 2023, the Company entered into five (5) option agreements with 2758145 Ontario Ltd. to acquire a 100% interest in five lithium pegmatite projects located in Ontario: Lee Lake, Mead, Bluett, Gathering Lake and Triangle Lake. On June 6, 2023, the Company completed its first payment for each of the options, paying $45,350 cash and issuing 275,000 common shares to the Vendor.

On June 1, 2023, the Company announced the findings of its initial site visit at Mead, confirming the presence of a fertile lithium-cesium-tantalum (LCT) system through a successful two-day site visit where it identified numerous minerals that are indicative of an LCT-system including garnet, tourmaline and, most importantly, beryl. Given Mead's location within the same granite-sedimentary belt as Decoy, the identification of beryl was a key finding that confirmed the potential for Mead to contain highly evolved LCT-pegmatites that could bear spodumene, the key lithium-bearing mineral in pegmatites. It also announced that it had received its exploration permit for the Mead project from the Ontario Ministry of Mines.

On June 6, 2023, The Company announced the findings of its initial site visit at Gathering Lake, confirming the presence of a fertile LCT system through a successful two (2) week site visit through the identification of beryl and tantalite within pegmatites within the limited exploration completed to-date during the visit. The identification of these minerals was a key finding that confirmed that the Gathering Lake Project has a highly evolved LCT-system as tantalum in particular is present in more evolved phases within an LCT-system, indicating that the system could contain spodumene, the key lithium-bearing mineral in pegmatites.

Critical accounting policies and estimates

The preparation of the annual financial statements in accordance with International Financial Reporting Standards requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results could differ from these estimates. A detailed description of these matters, as well as the significant accounting policies adopted by the Company are disclosed in the notes to the audited financial statements for the three months ended June 30, 2023.

Financial Instruments

IFRS 9 establishes three primary measurement categories for financial assets: fair value through profit and loss (“FVTPL”), fair value through other comprehensive income (“FVOCI”) and amortized cost. The basis for classification depends on the entity’s business model and the contractual cash flow characteristics of the instrument.

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial liability is classified and measured at amortized cost or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Asset or Liability	IFRS 9 Classification
Cash	Amortized cost
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Leases

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For new leases, a right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment.

Selected Annual Information

The following table sets out certain audited financial information for the Company for each of the last three fiscal years.

Fiscal year ended March 31	2023	2022	2021
Loss and comprehensive loss	$ 2,977,621	$ 942,440	$ 467,622
Exploration & evaluation assets	3,699,534	988,645	939,622
Total assets	6,944,172	2,387,040	1,201,488
Deficit	4,590,329	1,690,497	748,057

Summary of Quarterly Results & Results of Operations

The table below provides, for each of the last eight quarterly periods, a summary of corporate losses and is derived from unaudited quarterly financial statements prepared by management. The Company's condensed interim financial statements are prepared in accordance with IFRS applicable to interim financial statements and are expressed in Canadian dollars.

	Loss per quarter	Loss per share share	Property costs
Jan. 1, 2021 - Mar. 31, 2021	$ 129,311.00	$ 0.01	$ 51,772.00
Apr. 1, 2021 - Jun. 30, 2021	61,725.00	-	2,618.00
Jul. 1, 2021 - Sep. 30, 2021	322,319.00	0.02	31,988.00
Oct. 1, 2021 - Dec. 31, 2021	277,408.00	0.02	-
Jan. 1, 2022 - Mar. 31, 2022	280,989.00	0.01	14,418.00
Apr. 1, 2022 - Jun. 30, 2022	1,169,043.00	0.04	13,518.00
Jul. 1, 2022 - Sep. 30, 2022	299,580.00	0.01	709.00
Oct. 1, 2022 - Dec. 31, 2022	517,336.00	0.01	327,142.00
Jan. 1, 2023 - Mar. 31, 2023	991,662.00	0.03	838,863.00
Apr. 1, 2023 - Jun. 30, 2023	1,806,944.00	0.04	282,538.00

Discussion of Operations for the three months ended June 30, 2023

The Company had a net loss and comprehensive loss of $1,806,944 for the three months ended June 30, 2023 (2022 – $1,169,043). The Company's significant operating expenses included the following:

- Consulting and management fees of $349,504 (2022 – $927,308)
- Shareholder communications' expenses of $589,718 (2022 – $nil)
- Share-based payments of $182,847 (2022 – $131,960)

- Office and miscellaneous of $41,279 (2022 - $26,304)
- Professional fees of $19,512 (2022 – $41,384)
- Regulatory and filing fees of $9,313 (2022 – $19,270)
- Travel expense of $7,517 (2022 - $1,696)

Consulting and management fees of $349,504 (2022 – $927,308) relate to fees paid to consultants for the Company's business advisory, management (see "Transaction with Related Parties"), and corporate compliance services. These general consulting expenses cannot be directly attributed to any particular project and relate to the Company's activity; therefore, they have been expensed as general consulting. The management has been actively involved in investigating potential procurement of new mineral properties and engaging new consultants for the exploration activities.

Shareholder communications' expense of $589,718 (2022 – $nil) consist of payments for corporate development and payments to consultants for various marketing and promotional activities of the Company and its projects. With the increased level of exploration activities and to procure additional funding to support those exploration activities, the management has been putting more efforts in corporate promotion and to increase the market presence of the Company. Accordingly, there was a significant increase in the business promotion expense during the current period as compared to the corresponding period in the last year.

Share-based payments of $182,847 (2022 – $131,960) relates to the vested fair value of the share options issued to consultants, officers, and directors of the Company pursuant to the Company's Share Option Plan. The significant increase in the share-based payment expense belongs to the stock options granted and vested during the three months ended June 30, 2023.

Office and miscellaneous expense of $41,279 (2022 - $26,304) relate to office expenses. The increase over prior year is reflective of the increased activity at the company as it increases its exploration activity.

Professional fees of $19,512 (2022 – $41,384) consist of the legal, financial reporting, and audit expenses.

Regulatory and filing fees of $9,313 (2022 – $19,270) relates to expenditures in connection with share capital activities and reporting of the Company.

Travel expenses of $7,517 (2022 - $1,696) relate to expenditures in connection to site visits for management. The increase over prior year is reflective of the increased exploration activity undertaken in the current year.

The overall expenses during the period were higher than the comparative period. The increase is mostly attributable to higher share-based compensation expense, and shareholder communications' expenses. The growth in expenses shows the Company's effort on market expansion for the three months ended June 30, 2023.

During the three months ended June 30, 2023, the Company granted 1,300,000 stock options (2022 – 1,308,000) and 50,000 restricted share units (2022 – nil) having a total fair value of $182,847 (2022 - $131,960) and a weighted average grant-date value of $0.28 (2022 – $0.31) per option. The Company recognized share-based compensation of $182,847 (2022 – $131,960) relating to options vested during the period.

The fair value of options and restricted share units granted was estimated on the date of grant using the Black-Scholes option pricing model, with the following weighted average assumptions:

	June 30, 2023	June 30, 2022
Risk-free interest rate	3.97%	2.58%
Expected dividend yield	Nil	Nil
Expected stock price volatility	72.90%	75.80%
Expected life	2.04 years	2 years
Expected forfeiture rate	Nil	Nil

During the three months ended June 30, 2023, 600,000 of the outstanding stock options were exercised. The corresponding amount of $79,760 was transferred from reserves to share capital.

During the three months ended June 30, 2023, 250,000 of the outstanding stock options were cancelled or expired. The corresponding amount of $38,943 was transferred from reserves to deficit.

Rent and administration charges of $18,000 (2022: $16,000) were paid to a private company that has a director in common with the Company and $13,500 (2022: $7,500) accounting fee paid to the officer of the Company (see related party transactions).

Liquidity, Capital Resources and Capital Expenditures

At June 30, 2023, the Company's working capital, defined as current assets less current liabilities, was $1,993,991 (March 31, 2023: $3,143,106).

Other sources of funds potentially available to the Company are through:

- Exercise of 295,000 stock options granted to directors and officers at a price of $0.10 per share expiring five years from the grant date (until October 12, 2023);
- Exercise of 150,000 stock options granted to directors and officers at a price of $0.20 per share expiring five years from the grant date (until September 17, 2025);
- Exercise of 185,227 stock options granted to directors and officers at a price of $0.20 per share expiring five years from the grant date (until July 5, 2026);
- Exercise of the non-flow through warrants to purchase up to 1,017,915 common shares at a price of $0.30 per share expiring on October 20, 2023;
- Exercise of the non-flow through warrants to purchase up to 50,000 common shares at a price of $0.30 per share expiring on November 22, 2023;
- Exercise of the non-flow through warrants to purchase up to 119,903 common shares at a price of $0.30 per share expiring on December 1, 2023;
- Exercise of the flow through warrants to purchase up to 243,500 common shares at a price of $0.35 per share expiring on December 1, 2023;
- Exercise of the non-flow through warrants to purchase up to 1,483,834 common shares at a price of $0.45 per share expiring on November 12, 2023;
- Exercise of the non-flow through warrants to purchase up to 223,333 common shares at a price of $0.45 per share expiring on December 17, 2023;
- Exercise of the non-flow through warrants to purchase up to 384,667 common shares at a price of $0.45 per share expiring on April 1, 2024;

- Exercise of the non-flow through warrants to purchase up to 1,467,499 common shares at a price of $0.45 per share expiring on May 13, 2024;
- Exercise of the non-flow through warrants to purchase up to 717,500 common shares at a price of $0.45 per share expiring on May 17, 2024;
- Exercise of the non-flow through warrants to purchase up to 2,256,004 common shares at a price of $0.45 per share expiring on June 14, 2024; and
- Exercise of the non-flow through warrants to purchase up to 9,230,769 common shares at a price of $0.50 per share expiring on March 22, 2026.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and interest receivable. The Company limits its exposure to credit

loss by placing its cash and G.I.C.'s with major financial institutions.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year. The Company intends to settle these with funds from its positive working capital position.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

a) *Interest rate risk*

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

b) *Foreign currency* risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency.

c) *Price risk*

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

Related Party Transactions

The aggregate amount of expenditures paid or payable to key management personnel consisting of directors, former directors or companies with common directors was as follows:

Name of the Key management personnel	Company's Name	Nature of Transaction	Three months ended June 30, 2023	Three months ended June 30, 2022
Deepak Varshney, CEO	Castello Q Development Corporation	Management fees	$ 45,000	$ 45,000
Navin Varshney, Director	N.K.V. Engineering & Consulting Ltd	Rent and administration charges	18,000	16,000
Khalid Naeem, CFO	Aterna Advisors Inc.	Accounting fees	13,500	7,500

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Outstanding Share Data

Authorized Capital

Unlimited common shares with no par value and unlimited preferred shares with no par value.

Issued and Outstanding Capital

48,127,394 common shares were issued and outstanding at June 30, 2023.

Stock Options, Restricted Share Units & Warrants Outstanding (at June 30, 2023):

	Number	Exercise Price	Expiry Date
Directors' stock options	295,000	$0.10	Oct. 12, 2023
Directors' stock options	150,000	$0.20	Sep. 17, 2025
Directors' stock options	185,227	$0.20	July 5, 2026
Directors' and Agent's stock options	25,000	$0.335	Oct 7, 2026
Agent's stock options	50,000	$0.355	Nov 11, 2026
Agent's stock options	75,000	$0.29	Jan 07, 2024
Agent's stock options	100,000	$0.31	Feb 09, 2024
Agent's stock options	100,000	$0.30	Apr 5, 2024
Agent's stock options	50,000	$0.30	Apr 19, 2024
Agent's stock options	400,000	$0.285	May 10, 2024
Agent's stock options	237,000	$0.29	May 27, 2024

Agent's stock options	30,000	$0.30	Sep 16, 2024
Agent's stock options	50,000	$0.25	Sep 27, 2024
Agent's stock options	1,150,000	$0.25	Dec 30, 2024
Agent's stock options	235,547	$0.30	Feb 7, 2025
Agent's stock options	50,000	$0.32	Mar 7, 2025
Agent's stock options	100,000	$0.29	Apr 12, 2025
Agent's stock options	600,000	$0.30	May 8, 2025
Agent's RSUs	50,000	$ -	June 8, 2026
Agent's warrants	5,250	$0.30	Oct 21, 2023
Agent's warrants	2,100	$0.30	Dec 2, 2023
Agent's warrants	134,237	$0.45	Nov 12, 2023
Agent's warrants	5,250	$0.35	Dec 2, 2023
Agent's warrants	10,500	$0.45	Dec 17, 2023
Agent's warrants	49,200	$0.45	Apr 1, 2024
Agent's warrants	75,800	$0.45	May 13, 2024
Agent's warrants	114,800	$0.45	May 17, 2024
Agent's warrants	46,427	$0.45	June 14, 2024
Agent's warrants	510,302	$0.50	Mar 22, 2026
Non-flow-through warrants	1,017,915	$0.30	Oct 21, 2023
Non-flow-through warrants	50,000	$0.30	Nov. 23, 2023
Non-flow-through warrants	119,903	$0.30	Dec. 2, 2023
Flow-through warrants	243,500	$0.35	Dec. 2, 2023
Non-flow through warrants	1,483,834	$0.45	Nov 12, 2023
Non-flow through warrants	223,333	$0.45	Dec 17, 2023
Non-flow through warrants	384,667	$0.45	Apr 1, 2024
Non-flow through warrants	1,467,499	$0.45	May 13, 2024
Non-flow through warrants	717,500	$0.45	May 17, 2024
Non-flow through warrants	2,256,004	$0.45	June 14, 2024
Non-flow through warrants	9,230,769	$0.50	Mar 22, 2026

Subsequent Events

Subsequent to the three months ended June 30, 2023:

On August 3, 2023, the Company announced the findings of its second phase of fieldwork at the White Willow project. The fieldwork consisted of a three-week site visit with its technical team where it split its program between further assessing the area in the vicinity of the Maple Leaf dike swarm, which has a strike of greater than eight km, and the newly identified Bingo dike swarm. A total of 287 rock samples were collected and submitted for laboratory analysis. Following the identification of Bingo, the company's technical team traced back along trend toward Maple Leaf and identified several beryl and tantalite-bearing pegmatites between the two swarms. These areas, in addition to Maple Leaf and Bingo, will now be the focus for a more comprehensive field program in the fall following the receipt of all analytical results.

Key findings at Bingo include:

- The swarm is over about two km in length and open in both directions. There are two large pegmatites within the field that are on trend with one another. The pegmatites outcrop 600 and 450 metres in length, respectively, and are up to 75 metres in width. If connected, they would form a single large dike over about 1.2 km in length.
- Excellent geochemical indicators based on the limited data received so far indicating that the dike swarm is highly evolved, with K/Rb ratios below 25 and ore-grade tantalum (248 parts per million) with a Nb/Ta ratio of 0.41.
- Excellent mineralogical indicators indicating that the dike swarm is highly evolved and potentially spodumene-bearing, with spessartine garnets, blue-green apatite, tantalite and lithium amphiboles (holmquistite) identified.
- Beryl was not identified, indicating that the zone being assessed is within the core/intermediate/inner zone of a fertile LCT system which is where spodumene, if present, is anticipated to occur.
- Feldspar crystals up to a metre have been identified indicating the potential for coarse-grained spodumene, if present, to exist at Bingo.

The Company also announced that it had expanded the basal sand and conglomerate zone at the Jackpot Lake Lithium Brine Project to a depth of approximately 1,950 feet through drilling, increasing the previously identified zone from an interval of 273 feet to a total of 423 feet. Assessing this zone is a primary objective of the program at Jackpot Lake as it is a potentially pumpable aquifer into which fluids from the zones above should drain. Coarse-grained basal units are a primary focus for expansion at Albemarle's Silver Peak lithium brine mine, the only domestic supplier of lithium within the United States, and at Pure Energy's Clayton Valley project, where it identified a large volume of brine with superior grades. The company is now working toward completing and developing a well for sampling.

The Company also further announced that it had entered into an option agreement with 2758145 Ontario Ltd., Peter Gehrels and Allan George Onchulenko of Atikokan, Ont., to acquire a 100% interest in the Rubidium Ridge Property, Ontario, comprising 141 mineral claims adjacent to the

White Willow property, by making payments of cash and common shares of the Company as follows:

Payment	Cash	Shares
Signing	$15,000	200,000
1st Anniversary	$20,000	200,000
2nd Anniversary	$25,000	200,000
3rd Anniversary	$40,000	200,000
Total	$100,000	200,000
Notes	3. Payable within five (5) days from receipt of approval to the Agreements from the Exchange (the "Approval"). 4. Shares of the Company are to be issued at a deemed value based on the Discounted Market Price at the time of issuance.	

On August 3, 2025, the Company granted stock options to consultants to acquire 2,475,000 common shares exercisable at $0.16 expiring on August 3, 2025. the Company also cancelled the following stock options granted to consultants: 100,000 stock options exercisable at $0.31, 1,150,000 stock options exercisable at $0.25 and 150,000 stock options exercisable at $0.30.

On August 9, 2023, the Company cancelled the following stock options granted to consultants: 25,000 stock options exercisable at $0.335, 75,000 stock options exercisable at $0.290, 50,000 stock options exercisable at $0.32 and 75,000 stock options exercisable at $0.30.

On August 24, 2023, 600,000 stock options were exercised at a strike price of $0.16.

On August 28, 2023, the Company granted stock options to consultants to acquire 500,000 common shares exercisable at $0.20 expiring on August 28, 2025.