No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined herein) may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

*These securities have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

Offering Document under the Listed Issuer Financing Exemption **March 25, 2025**

LITHIUMBANK RESOURCES CORP.
(the "**Company**" or "**LithiumBank**")

SUMMARY OF OFFERING

What are we offering?

Offering:	Units (**"Units"**) of the Company, with each Unit being comprised of one common share of the Company (a **"Common Share"**) and one-half of one common share purchase warrant (each whole warrant, a **"Warrant"**). Each Warrant will be exercisable to acquire an additional Common Share (a **"Warrant Share"**) at an exercise price of $0.50 per Warrant Share for a period of 36 months following the Closing Date (as defined herein).
Offering Price:	$0.35 per Unit.
Offering Amount	A minimum of 5,714,285 Units and a maximum of 8,571,428 Units, for gross proceeds of up to $3,000,000 (the **"Offering"**).
Closing Date:	On or about April 4, 2025 (the "**Closing Date**"). The Offering is not anticipated to close in tranches.
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "LBNK" and on the OTCQX under the trading symbol "LBNKF".
Last Closing Price:	The last closing price of the Common Shares on the TSXV on March 24, 2025, was $0.36.

LithiumBank Resources Corp. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed $5,000,000.**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact, information contained herein constitutes "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities legislation. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "planned", "expect", "project", "predict", "potential", "estimate", "targeting", "intends", "believe", and similar expressions, or describes a "goal", or variation of such words and phrases or states that certain actions, events or results "may", "should", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: the Company's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date; tax treatment in respect of the FT Units (as defined below); the completion of the Concurrent FT Placement (as defined below); use of proceeds from the Concurrent FT Placement (defined below); the deposits and properties the Company intends to target for future exploration and development; the types of precious metals being targeted for exploration by the Company; changes in project parameters as plans continue to be refined; the Company's ability to continue as a going concern; and the Company's going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the future prices of minerals and precious metals, the price of other commodities such as, fuel and electricity; currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; estimates of costs and expenditures to complete the Company's programs and goals; the reliability of historical data and the accuracy of publicly reported information regarding past and historic mines in Alberta; the Company's ability to raise sufficient capital to fund planned exploration activities and maintain corporate capacity; stability in financial and capital markets; and there being no significant disruptions affecting the development and operation of the Company's projects.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the market of the Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Common Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company may be unable to successfully identify suitable acquisition candidates and partners, negotiate acceptable terms or integrate their operations with the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, development and processing activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company's mineralization estimates may be inaccurate, which could negatively impact the Company's ability to obtain the necessary capital to operate; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, the ongoing war in Ukraine, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all is uncertain; as well as other risk factors in the Company's other public filings available at www.sedarplus.ca. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

Scientific and Technical Information

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Mr. Kevin Piepgrass, Chief Operations Officer of the Company, a member of the Association of Professional Engineers and Geoscientists of the Province of British Columbia (APEGBC) and a member of the Association of Professional Engineers and Geoscientists of Alberta (APEGA) and a "qualified person" ("**QP**") within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

LithiumBank is a publicly traded lithium company that is focused on developing its two flagship projects in Western Canada: the Boardwalk Lithium Brine Project (**"Boardwalk"**) and the Park Place Lithium Brine Project (**"Park Place"**. LithiumBank holds 1,787,594 acres of brown-field lithium brine licenses, across three districts in Alberta and Saskatchewan.

LithiumBank owns a 100% interest in Boardwalk. The Company considers Boardwalk to be material property for the purposes of applicable Canadian securities laws. For more information on Boardwalk, refer to the technical report titled "*Preliminary Economic Assessment (PEA) for LithiumBank Resources Boardwalk Lithium-Brine Project in West-Central Alberta, Canada"* (the **"Boardwalk Technical Report"**), prepared by Stefan Hlouschko, P. Eng., Lisa Jane Park, FAusIMM CP(Met) RPEQ(Met) GAICD, Egon Linton, P. Eng., Evan Jones P. Eng., D. Roy Eccles, P. Geol., Kim Mohler, P. Eng., James (Jim) Touw, P. Geol., Gordon MacMillan, P. Geo., and Frederick M. Csott, P. Eng., all QPs as defined under NI 43-101, with an effective date of February 22, 2024. The Boardwalk Technical Report is available in its entirety on the System for Electronic Document Analysis and Retrieval Plus ("**SEDAR+**") at www.sedarplus.ca and readers should review it in its entirety for a full description of Boardwalk.

LithiumBank also owns a 100% interest in Park Place which hosts the largest lithium-bearing brine, by volume, held by a single operator in North America at 76.3 km^3 of brine (76.3 B m^3). The Company considers Park Place to be a material property for the purposes of applicable Canadian securities laws. For more information on Park Place, refer to the technical report titled *"LithiumBank Resources Corp. Park Place NI 43-101 Technical Report"* (the **"Park Place Technical Report"**), prepared by D. Roy Eccles M.Sc., P. Geol., Alexander Haluszka, M.Sc., P.Geol., and Maurice Schevalier, M.Sc., P.Chem., all QPs as defined under NI 43-101, with an effective date of June 24, 2024. The Park Place Technical Report is available in its entirety on SEDAR+ and readers should review it in its entirety for a full description of Park Place.

Recent developments

There are no material recent developments in respect of the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

Material facts

Concurrent with closing of the Offering, the Company anticipates closing a private placement of up to 5,000,000 flow-through units that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)) (the **"FT Units"**) at a price of $0.40 per FT Unit for aggregate gross proceeds of up to $2,000,000 **(**the **"Concurrent FT Placement"**). Each FT Unit will consist of one flow-through common share of the Company (each, a **"FT Share"**) and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a **"FT Warrant"**), each to be issued as a "flow-through share" within the meaning of the *Income Tax Act* (Canada). Each FT Warrant shall entitle the holder to purchase one common share of the Company (each, a **"FT Warrant Share"**) at a price of $0.60 per FT Warrant Share at any time on or before the date which is 36 months after the Closing Date. The Company intends to use the proceeds of the Concurrent FT Placement primarily for eligible costs including drilling related expenses, reservoir data analysis and metallurgy. The FT Shares will be subject to a statutory hold period in Canada ending on the date that is four months plus one day following their issuance. Purchasers are advised to consult their own legal advisors in this regard.

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document and the date the Company's most recent audited annual financial statements were filed.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the net proceeds of the Offering to maintain key mineral rights, sustain operations and continue to advance the resource toward the next phase of project feasibility. These accomplishments will move the Boardwalk project closer toward permitting of a commercial production facility.

Business Objectives and Milestones	**Anticipated timeline**	**Assuming minimum Offering only**	**Assuming 100% of the Offering**
Brine hosted mineral license payments(1)	April 2025	$1,410,000	$1,410,000
Environmental assessment studies(2)	October 2026	$100,000	$250,000
Community consultations(3)	October 2026	$50,000	$250,000
Total		$1,560,000	$1,910,000

Notes:

(1) Annual brine hosted mineral payment for all Alberta properties.

(2) Environmental assessment studies in the area of proposed Boardwalk production area which includes, but not limited to, the impact on water, land, fish and wildlife.

(3) Consultation with communities and First Nations in the area of the Boardwalk project.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The expected total available funds to the Company following completion of the minimum Offering is estimated to be $3,510,000 and following closing of 100% of the Offering is estimated to be $4,370,000.

		Assuming minimum Offering only	**Assuming 100% of Offering**
A	Amount to be raised by this offering	$2,000,000	$3,000,000
B	Selling commissions and fees for Offering	($70,000)	($210,000)
C	Estimated offering costs (e.g., legal and regulator fees)	($20,000)	($20,000)
D	Net proceeds of offering: D = A – (B+C)	$1,910,000	$2,770,000
E	Working capital as at most recent month end (deficiency)	$1,600,000	$1,600,000
F	Additional sources of funding	Nil	Nil

		Assuming minimum Offering only	Assuming 100% of Offering
G	**Total available funds: G = D+E+F**	$3,510,000	$4,370,000

There has been a decline in the Company's working capital since September 30, 2024 as, subsequent to September 30, 2024, the Company completed active direct lithium extraction pilot plant work and completed an updated NI 43-101 resource estimate at Boardwalk.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum Offering only	Assuming 100% of Offering
Selling commission, fees and legal costs for concurrent flow-through financing	$165,000	$165,000
Brine hosted mineral license payments Alberta properties	$1,340,000	$1,410,000
Brine hosted mineral license payments Saskatchewan properties	$200,000	$200,000
Environmental assessment studies(1)	$100,000	$250,000
Community consultations(2)	$50,000	$150,000
General and administrative(3)	$1,600,000	$1,980,000
Unallocated working capital	$55,000	$215,000
Total	$3,510,000	$4,370,000

Notes:

(1) Environmental assessment studies in the area of proposed Boardwalk production area which includes, but not limited to, the impact on water, land, fish and wildlife.

(2) Consultation with communities and First Nations in the area of the Boardwalk project.

(3) Comprised of: consulting fees ($354,000), directors' fees ($108,000), filing and transfer agent fees ($72,000), insurance related costs ($80,000), IT related costs ($30,000), other general and administrative costs ($70,000), professional fees ($204,000), travel ($78,000), geological consulting services ($270,000), and management fees ($714,000), provided that management fees will be lowered if the maximum Offering is not completed.

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "*Cautionary Statement Regarding Forward-Looking Information*" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to make its brine hosted mineral licenses payment, complete environmental assessment studies, and conduct community consultation and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

The Company has not raised other funds in the past 12 months.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Company may pay a cash finder’s fee of up to 7% of the gross proceeds raised by the Company from the sale of Units to purchasers directly introduced to the Company by eligible finders. In addition, the Company may issue to such eligible finders such number of non-transferable finder’s warrants equal to up to 7% of the number of Units sold to such purchasers. Such finder warrants shall entitle the holder to acquire one common share at a price of $0.35 for a period of 36 months from the Closing Date. As of the date of this Offering Document, the Company has not engaged any finders in connection with the Offering, and the names of any such finders and the amount of compensation to be paid are unknown.

PURCHASERS’ RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- **(a) to rescind your purchase of these securities with the Company, or**
- **(b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all Purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Company's profile.

For further information regarding the Company, visit our website at: https://www.lithiumbank.ca/.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after March 25, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

March 25, 2025

(signed) *"Robert Shewchuk"*	(signed) *"Paul Matysek"*
Robert Shewchuk	Paul Matysek
President, Chief Executive Officer, President & Director	Executive Chairman & Director