LI-FT POWER LTD.
OVERNIGHT MARKETED PUBLIC OFFERING OF FLOW-THROUGH SHARES
AMENDED TERM SHEET – NOVEMBER 10, 2023

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, except Quebec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed is required to be delivered with this document.
This document does not provide full disclosure of all material facts relating to the Flow-Through Shares. Investors should read the final base shelf prospectus, any amendment and any applicable prospectus supplement, for disclosure of those facts, especially risk factors relating to the Flow-Through Shares, before making an investment decision.
All amounts in C$ unless otherwise stated.

Issuer:	Li-FT Power Ltd. (the "**Company**").
Offering:	1,250,000 common shares of the Company that will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)("**Tax Act**") (the "**Flow-Through Shares**").
Offering Price:	$8.65 per Flow-Through Share (the "**Offering Price**").
Size of Offering:	$10,812,500.
Flow-Through Tax Considerations:	The Company agrees and covenants that it will use an amount equal to the gross proceeds from the sale of the Flow-Through Shares, pursuant to the provisions in the Tax Act, to incur eligible "Canadian exploration expenses" within the meaning of the Tax Act that qualify as "flow-through critical mineral mining expenditures" (as defined in the Tax Act) (the "**Qualifying Expenditures**") on the properties of the Company, on or before December 31, 2024, and to renounce all the Qualifying Expenditures in favour of the subscribers of the Flow-Through Shares effective December 31, 2023. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2023 for each Flow-Through Share purchased in an aggregate amount not less than the gross proceeds of the sale of the Flow-Through Shares, the Company will indemnify each subscriber for the additional taxes payable by such subscriber as a result of the Company's failure or inability to renounce the Qualifying Expenditures as agreed.
Over-Allotment Option:	The Company has granted to the Agents an option (the "**Over-Allotment Option**") exercisable, in whole or in part until 24 hours prior to the Closing Date to sell up to such number of additional Flow-Through Shares at the Offering Price, as is equal to 15% of the number of Flow-Through Shares issued pursuant to the Offering to cover over-allotments, if any.
Use of Proceeds:	The gross proceeds of the Offering will be used to incur Qualifying Expenditures.
Form of Offering:	Overnight marketed public offering by way of a prospectus supplement to the Company's short form base shelf prospectus dated September 21, 2023, to be filed in all of the provinces of Canada (other than the province of Quebec). The Flow-Through Shares may also be sold (or resold) in the United States on a private placement basis pursuant to one or more exemptions from the registration requirements of the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**"), and may also be sold (or resold) in certain jurisdictions outside of Canada and the United States provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.
Agency Agreement:	The Company and the Agents will enter into a definitive agency agreement which agreement will contain "material change out", "disaster and regulatory out", "breach out" and "market out" clauses running to the closing of the Offering.
Listing:	The common shares of the Company are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "LIFT". The Flow-Through Shares shall be listed on the TSXV which listing shall be conditionally approved prior to the Closing Date.
Lead Agent:	Canaccord Genuity Corp.
Commission:	Cash commission equal to 5.0% of the gross proceeds of the Offering.
Closing Date:	November 17, 2023 or such other date as Canaccord Genuity and the Company may agree.

No agent has been involved in the preparation of the Base Shelf Prospectus nor has any underwriter performed any review of the contents of the Base Shelf Prospectus. Investing in the securities being offered is highly speculative and involves significant risks. Prospective purchasers of the securities should carefully consider all the information in the Base Shelf Prospectus (including any Prospectus Supplement and in the documents incorporated by reference) as well as the information under the heading "Forward Looking Information." See also "Risk Factors."