





MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") has been prepared by management as of May 25, 2023 and provides a summary of the activities, results of operations, and financial condition of E3 Lithium Ltd. ("E3 Lithium" or the "Company") as at and for the three months ended March 31, 2023 and should be read in conjunction with the unaudited condensed consolidated interim financial statements as at and for the three months ended March 31, 2023, and the MD&A and audited consolidated financial statements for the year ended December 31, 2022 and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in thousands of Canadian Dollars unless otherwise indicated. This MD&A should also be read in conjunction with "Forward-Looking Statements" below. Additional information about E3 Lithium is available on E3 Lithium's website www.e3lithium.ca and on SEDAR at www.sedar.com, including the Company's most recently filed Annual Information Form.

BUSINESS OVERVIEW

E3 Lithium is a lithium resource company with a current focus on commercial development of lithium extraction from brines contained in its mineral properties in Alberta. E3 Lithium's shares are listed on the TSX Venture Exchange under the symbol ETL.

E3 LITHIUM'S STRATEGIC VISION

Our vision is to be a global leader in responsibly sourced lithium, fueling the global transition towards a brighter energy future. We are focused on creating long-term, sustainable value for the future by creating a world-class, large-scale, long-life lithium production company. We are focused on safe operations, maintaining a strong balance sheet and taking advantage of the enormous potential across our world-class asset base.

MARKET OUTLOOK

Although current lithium hydroxide prices have softened, market data indicates demand for lithium remains strong in the medium-to-long term, with a forecast lithium supply deficit that may start as early as 2024 and continue into the later part of this decade due to sustained demand growth and a lack of producing mines, creating a favorable market environment that will likely coincide with our planned first lithium production and commercial facility in 2026.

Q1 2023 HIGHLIGHTS

2023 Catalysts: Path to first lithium

First quarter 2023 set E3 Lithium firmly on the path and direction outlined in our 2023 guidance announced on March 2, 2023. We believe in our comprehensive strategy and focused path to first lithium production and are well positioned to continue to execute.



| Timing | Goal | Milestones |
|-------------|---|--|
| Q1 2023 | Resource upgrade to Measured & Indicated | Announce results of the Measured and Indicated upgrade Publish the NI 43-101 report (within 45 days of March 21, 2023) |
| Q3 2023 | Field pilot plant | Obtain approval on facility license from the Alberta Energy Regulator Complete Detailed Engineering and Design Publish Key Performance Indicators (KPIs) on expected pilot performance Commission equipment on site Commence pilot operations Publish results against the previously outlined KPIs |
| Q3-Q4 2023 | Lithium hydroxide samples | Initiate testing program with an industry leader for lithium hydroxide production Publish results and specification of the lithium hydroxide produced |
| End of 2023 | Pre-Feasibility Study (PFS) | Engage Pre-Feasibility EPC firm Define capacity for the first commercial facility Publish the results of the PFS |

Increased land position by acquiring last remaining permit in the Bashaw District

On January 25, 2023, the Company announced it had acquired the last remaining tenure for metallic and industrial minerals in the Exshaw Area of the Bashaw District. The permit was acquired directly from the Government of Alberta and covers 4,606 hectares. In addition to increasing E3 Lithium's permit area, it ensures a continuous land position in the Bashaw District, in which first commercial operations are planned.

Awarded \$3.5M in funding from Government of Canada

On March 7, 2023, E3 Lithium announced that it had been awarded \$3.5 million in funding through Natural Resources Canada's Critical Minerals Research, Development and Demonstration ("CMRDD") program. The non-dilutive and non-repayable funds will be used to support the construction and operation of E3 Lithium's 2023 field pilot plant. The funding from the Government of Canada is non-share dilutive and is not required to be repaid. E3 Lithium shall submit and be reimbursed for eligible expenses on an ongoing basis throughout the term of the agreement. Additional and previously announced funding to support E3 Lithium's pilot plant includes a \$1.8 million grant from Alberta Innovates and a \$27 million conditionally repayable investment from the Strategic Innovation Fund to support a breadth of development costs towards E3 Lithium's commercial operations.

Resource upgrade to 16.0 million tonnes Measured and Indicated ("M&I")

On March 21, 2023 E3 Lithium announced the upgrade of its mineral resource to Measured and Indicated (M&I). The mineral resource upgrade includes 6.6 million tonnes (Mt) of Lithium Carbonate Equivalent ("LCE") Measured and 9.4 Mt of LCE Indicated for a total of 16.0 Mt M&I within its Bashaw District. On April 20, 2023, the Company filed its E3 Lithium 43-101 Technical Report: Lithium Resource Estimate, Bashaw District Project, Central Alberta further to its news release dated March 21, 2023. The report is available on www.sedar.com and www.e3lithium.ca/technical-reports.The Qualified Persons for the above report are Daron Abbey, M.Sc., P.Geo and Alex Haluszka, M.Sc., P.Geo of Matrix Solutions Inc. and Peter Ehren, M.Sc. AusIMM of Ehren-González Limitada.

DLE Field Pilot Plant

On April 11, 2023 the Company announced it had received approval on its Facility Application from the Alberta Energy Regulator ("AER") for its 2023 field pilot plant. The field pilot is on target to be constructed and operational during Q3 2023, where we will demonstrate ion exchange Direct Lithium Extraction ("DLE") technology under real world operating conditions. As of the end of Q1 2023, we were in the process of completing the final engineering, design and construction plans for the plant with a goal of commissioning equipment on site in Q3 2023. On May 16, 2023 E3 Lithium began field pilot plant site construction and plans to share Key Performance Indicators for the lithium extraction processes at the pilot plant prior to commissioning.



SUMMARY OF OPERATIONS

Operating Expenses

| | Thro | Three months ended March 31 | |
|--------------------|------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| Operating expenses | 116 | - | 100% |

Operating expenses consist primarily of lease rentals, property taxes, repairs & maintenance and other costs incurred to maintain and operate the Company's lithium evaluation wells. During the three months ended March 31, 2023, the Company incurred \$0.1 million in operating expenses with no similar charges in the prior year comparative period as the Company's drilling program commenced in the second quarter of 2022.

Business Development and Marketing

| | Three months ended March 31 | | |
|--------------------------|-----------------------------|------|----------|
| | 2023 | 2022 | % Change |
| Business development and | 979 | 405 | 142% |
| marketing | | | |

Business development expenditures are comprised of costs incurred for building strategic relationships and exploring potential partnership offtake opportunities. Marketing expenditure refers primarily to the costs of advertising, conferences, and external consulting fees incurred for brand building and strategic positioning. For the three months ended March 31, 2023, business development and marketing expenses were \$1.0 million as compared to \$0.4 million in the same period of prior year as the Company continues building on its marketing strategy and relationship development.

General and Administrative

| | Thre | Three months ended March 31 | |
|----------------------------|------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| General and administrative | 850 | 480 | 77% |

General and administrative expenses were \$0.9 million for the three months ended March 31, 2023, an increase of \$0.4 million from the comparable period in the prior year. General and administrative costs increased relative to the prior year as a result of a higher headcount and general office-related expenditures.



Share-Based Compensation

| | Thr | Three months ended March 31 | |
|--------------------------|------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| Share-based compensation | 590 | 377 | 56% |

Share-based compensation refers to compensation expenses resulting from the issuance and vesting of equity-based rewards. For the three months ended March 31, 2023, share-based compensation was \$0.6 million, compared to \$0.4 million in the comparable prior year period due to 2.8 million options issued during 2022.

| | | Weighted Average |
|----------------------------|---------------|---------------------|
| | Stock Options | Exercise Price (\$) |
| Balance, January 1, 2022 | 2,876,750 | 1.42 |
| Granted | 2,750,000 | 2.57 |
| Exercised | (67,900) | 0.91 |
| Forfeited/expired | (533,083) | 2.17 |
| Balance, December 31, 2022 | 5,025,767 | 1.98 |
| Granted | - | - |
| Exercised | (85,000) | 1.08 |
| Forfeited/expired | (55,767) | 2.41 |
| Balance, March 31, 2023 | 4,885,000 | 1.99 |

Financing Expenses

| | Thre | Three months ended March 31 | |
|--------------------|------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| Accretion | 2 | - | 100% |
| Interest on leases | 12 | 6 | 100% |
| | 14 | 6 | 133% |

Financing expenses relate to interest expense from the Company's head office and laboratory leases and accretion on its decommissioning obligations from its three-well exploratory program which commenced during the second quarter of 2022.

Depreciation

| | Thr | Three months ended March 31 | |
|--------------|------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| Depreciation | 39 | 56 | (30%) |

For the three months ended March 31, 2023, depreciation was lower than the comparable period in 2022. The Company uses the declining balance method on the majority of its corporate assets resulting in lower depreciation relative to prior year.



Other Income

| | Three | Three months ended March 31 | |
|-----------------|-------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| Interest income | 95 | 14 | 579% |

Interest income results from the Company's short-term savings deposits. Interest income for the three months ended March 31, 2023 was \$0.1 million which represents significant increases over the prior period as a result of rising interest rates.

Net Loss

The Company incurred a net loss of \$2.5 million and \$0.04 per common share during the three months ended March 31, 2023, compared to a net loss of \$1.3 million and \$0.02 per common share in the prior year's period.

CAPITAL EXPENDITURES

The Company has three main sources of capital expenditures:

- Exploration and evaluation ("E&E") assets the acquisition of mineral permits and licenses
- Property and equipment ("P&E") corporate assets such as computer equipment and software
- Intangible assets costs incurred to further the Company's proprietary DLE technology

| | Three n | Three months ended March 31 | |
|-------------------------------|---------|-----------------------------|----------|
| | 2023 | 2022 | % Change |
| E&E expenditures | 984 | 1,171 | (16%) |
| P&E expenditures | 6 | 24 | (75%) |
| Intangible asset expenditures | 771 | 573 | 35% |
| Total capital expenditures | 1,761 | 1,768 | 0% |

E&E expenditures were \$1.0 million for the three months ended March 31, 2023 compared to \$1.1 million in the comparative prior year period. E&E expenditures in the current period primarily related to geological and geophysical studies. In March 2023, the Company announced an upgrade of its mineral resource to 16.0 Mt M&I, resulting in Canada's largest and one of the largest DLE brine projects and M&I mineral resources globally. During the three months ended March 31, 2022, the Company incurred higher E&E expenditures in preparation for its three-well exploratory program including seismic and drilling costs which was completed in the latter half of 2022.

For the three months ended March 31, 2023, P&E expenditures decreased by 18% from the comparable prior period. The Company experienced an increase in headcount and office costs in prior year resulting in higher P&E expenditures.

For the three months ended March 31, 2023, intangible asset expenditures were \$0.8 million, compared to \$0.6 million during the three months ended March 31, 2022. The Company continues to make significant progress with respect to its DLE development and has incurred additional costs in the current year in preparation for its field pilot scheduled in the latter half of 2023.



Impairment Analysis

The Company does not consider its exploration and evaluation or intangible assets to be impaired. The Company's ability to realize the value of these assets is dependent on the successful completion of an economically feasible pilot plant, followed by the construction of commercial scale lithium production facilities. Based on the current development progress of its proprietary direct lithium extraction technology and positive results from geological testing, the Company does not believe that these assets are impaired. Current market prices show that there is a short supply of lithium and that the demand for battery-grade lithium is at all-time highs.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at March 31, 2023.

LIQUIDITY AND CAPITAL RESOURCES

During the three months ended March 31, 2023, the Company:

- used \$1.4 million (2022 \$0.9 million) in operating activities primarily due to increases in business development and general and administrative expenses to support the Company's expansion;
- used \$1.8 million (2022 \$1.8 million) in investing activities primarily as a result of technology and field pilot project costs;
- generated \$2.1 million (2022 \$1.0 million) from its financing activities due to \$2.0 million in proceeds received from the exercise of options and warrants.

As at March 31, 2023, the Company had working capital of \$16.7 million compared to working capital of \$17.0 million at December 31, 2022.

Government Grants

Alberta Innovates ("AI")

In the prior year, on April 6, 2022, the Company was awarded a \$1.8 million grant to assist in the scale up and development of its field pilot plant. As at March 31, 2023, life-to-date claims under AI is \$1.1 million (December 31, 2022 - \$1.1 million) and the Company has received \$1.1 million (December 31, 2022 - \$1.1 million). The remaining amount is expected to be claimed upon the completion of the field pilot plant in 2023.

Strategic Innovation Fund ("SIF")

On November 28, 2022, the Company was awarded a \$27 million grant from the Government of Canada's Innovation, Science and Economic Development's SIF to support several aspects of the Company's resource and technology development up until commercial production. Eligible costs under the agreement are reimbursed at 33,94% to a maximum of \$27 million.

Contingent on the Company's success and reaching commercial lithium production, the grant becomes repayable at 1.4 times the amount disbursed from the SIF grant. The repayment period begins the second-year post project completion at a rate of 1% of annual gross business revenues over a 20-year period. Currently, it is possible but not probable whether the Company will realize an outflow of benefits to settle the contingent obligation as the Company has not yet achieved commercial production. The Company has not recognized a provision at March 31, 2023 (December 31, 2022 – nil).



As at March 31, 2023, life-to-date claims under the SIF grant is \$4.9 million (December 31, 2022 - \$4.4 million) and the contingent obligation related to SIF is estimated to be \$6.7 million (December 31, 2022 - \$6.4 million). Subsequent to the quarter, in April 2023, the Company received \$4.4 million related to the Company's first claim.

Natural Resources Canada's ("NRCan") Critical Minerals Research, Development, and Demonstration ("CMRDD")

On March 7, 2023, the Company announced it was awarded \$3.5 million in funding through NRCan's CMRDD program. The funds are non-dilutive and non-repayable. The funds will be used to support the construction and operation of the Company's field pilot plant. The Company shall submit and be reimbursed for eligible expenses on an ongoing basis throughout the term of the agreement.

As at March 31, 2023, life-to-date claims under the NRCan CMRDD grant are \$0.7 million.

Share Capital

The table below summarizes the change in share capital:

| Number of Shares | March 31, 2023 | December 31, 2022 |
|---|----------------|-------------------|
| Balance, beginning of period | 63,229,773 | 57,759,871 |
| Exercise of stock options and warrants | 1,289,409 | 5,241,878 |
| Stock options exercised in prior period | - | 100,000 |
| Shares issued – Finder's fee | - | 128,024 |
| Balance, end of period | 64,519,182 | 63,229,773 |

Warrants

The following table summarizes the change in warrants:

| | Warrant (units) | Weighted Average Exercise Price (\$) |
|----------------------------|--------------------|---|
| Balance, January 1, 2022 | 7,018,165 | 1.43 |
| Broker warrants | 484,722 | 1.65 |
| Imperial warrants | 3,413,979 | - |
| Exercised | (5,173,978) | 1.30 |
| Forfeited/expired | (92,243) | 1.40 |
| Balance, December 31, 2022 | 5,650,645 | 0.65 |
| Exercised | (1,204,409) | 1.65 |
| Forfeited/expired | (1,032,257) | 1.65 |
| Balance, March 31, 2023 | 3,413,979 | - |

Stock Options

See "Share-Based Compensation" above for summary of changes.



Commitments

The following is a summary of the Company's estimated commitments as at March 31, 2023:

| As at March 31, | 2023 | 2024 | 2025 | 2026 | 2027 | Thereafter | Total |
|----------------------|-------|-------|-------|-------|-------|------------|--------|
| Office leases (1) | 193 | 271 | 245 | 245 | 245 | 82 | 1,281 |
| Mineral license fees | 1,804 | 1,804 | 1,804 | 1,804 | 1,804 | - | 9,020 |
| Total | 1,997 | 2,075 | 2,049 | 2,049 | 2,049 | 82 | 10,301 |

⁽¹⁾ Represents undiscounted estimated operating cost payments for office and lab leases.

In December 2022, amendments to the Metallic and Industrial Minerals Tenure regulation were approved by Cabinet and were made effective January 1, 2023. Under the new regulation, brine-hosted mineral rights are granted through new agreements: brine-hosted minerals license and brine-hosted minerals lease. Brine-hosted mineral licenses are available for a 5-year, non-renewable term. Holders of brine-hosted mineral licenses have exclusive rights to apply for brine-hosted mineral leases with 10-year primary terms and indefinite continuation. The Company will be required to pay an annual fee to remain in good standing.

As at May 25, 2023 there were 65,019,182 common shares in the capital of E3 Lithium issued and outstanding.

RELATED PARTY TRANSACTIONS

Amounts due from related parties of \$0.1 million as at March 31, 2023 (December 31, 2022 - \$0.1 million) were withholding taxes remitted on behalf of employees arising from previous stock option exercises.

GOING CONCERN

As at March 31, 2023 the Company has not generated revenues from operations and has an accumulated deficit of \$36.2 million (December 31, 2022 – \$33.7 million) including a net loss of \$2.5 million (March 31, 2022 – \$6.9 million) as at and for the three months ended March 31, 2023. The Company's ability to continue as a going concern is dependent upon its ability to raise equity financing to further develop its proprietary technology and commence construction of a pilot project.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are based on note 4 of the Annual Consolidated Financial Statements. In preparation of the Annual Consolidated Financial Statements, estimates may be necessary to make a determination of the carrying value of certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the Annual Consolidated Financial Statements. Management regularly reviews assumptions used for estimates. Additionally, management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.



E3 Lithium's critical accounting estimates that may impact financial and operating results include:

- Estimates regarding the evaluation of progress towards establishing the technical feasibility and commercial viability of E&E assets and intangible assets;
- Estimates of share-based compensation and inputs into the Black-Scholes Option Pricing Model including risk-free interest rate, expected stock price volatility, expected life, expected dividend yields, and the fair value per option granted;
- Estimated values of decommissioning obligations include the expected amount and timing of future cash flows and discount rate used:
- Estimates of deferred income taxes incorporating management's interpretation of tax regulations and legislation in various tax jurisdictions.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

E3 Lithium's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and due from related parties. The Company's financial instruments at March 31, 2023 approximate fair value due to their short-term nature. Accounts receivable, accounts payable and accrued liabilities and due from related parties are carried at amortized cost. The Company has cash carried at fair value through profit or loss.

All of the Company's financial instruments are classified as Level 1 in the fair value measurement hierarchy and there were no transfers between levels for the three months ended March 31, 2023. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date. The Company's financial instruments are exposed to credit risk, currency risk, and liquidity risk.

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss. The Company is exposed to credit risk with respect to its carrying balances of accounts receivable and due from related parties.

Accounts receivable outstanding as at March 31, 2023 relate to government grants and refundable tax credits which have minimal credit risk. Due from related parties as at March 31, 2023 were withholding taxes remitted on behalf of current and former employees from exercising their stock options. Based on management's assessment, the risk of default is considered low.

Currency Risk

The Company's exposure to foreign currency risk is not considered to be material as it transacts primarily in the Canadian dollar.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to maintain sufficient and readily available cash-on-hand in order to meet its liquidity requirements at any point in time.

As at March 31, 2023, the Company has positive working capital of \$16.7 million (December 31, 2022 - \$17.0 million) and does not foresee a shortfall in capital within the next twelve months.



RISK FACTORS

Liquidity and Capital Resources

Historically, capital requirements have been primarily funded through the sale of securities of the Company. Factors that could affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets and investor perceptions and expectations of the global market for lithium and its derivatives. There can be no assurance that such financing will be available in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. Based on the amount of funding raised, the Company's planned exploration or other work programs may be postponed, or otherwise revised, as necessary.

Development of the Alberta Lithium Project

The Company's business strategy depends in large part on developing the Alberta Lithium Project. The capital expenditures and time required to develop the Alberta Lithium Project are significant and the Company has not yet secured funding that it believes will be sufficient to cover its share of capital expenditure obligations for the development of the Alberta Lithium Project. If the Company is unable to develop all or any of its projects, its business and financial condition will be materially adversely affected.

The Company believes that one of the key elements to the successful development of a feasible project in the future is the continued scale-up of the Extraction Technology. The successful development of the Extraction Technology is dependent on the development of the Lab Pilot Plant, which will enable the development of the Field Pilot Plant. The Company believes that a successful pilot program should enable the design of a commercial process. There is no guarantee that the Company will be successful in developing the Lab Pilot Plant, the Field Pilot Plant or a commercial lithium production facility within estimated timeframes. Hence, there is no guarantee that the Company will be successful in developing the Extraction Technology. If the Company is unable to develop the Extraction Technology, its business and financial condition will be materially adversely affected.

Negative Operating Cash Flows

Given that the Company has yet to enter commercial production and generate cash flow, the Company had negative operating cash flow for the three months ended March 31, 2023. To the extent that the Company has negative cash flow in future periods, the Company may need to deploy a portion of its cash reserves or a portion of the proceeds of any offering of securities to fund such negative cash flow.



SUMMARY OF QUARTERLY INFORMATION

| | Q1 2023 | Q4 2022 | Q3 2022 | Q2 2022 |
|---------------------------|------------|------------|------------|------------|
| Net loss | (2,493) | (1,981) | (1,798) | (1,848) |
| Net loss per share | (0.04) | (0.03) | (0.03) | (0.03) |
| Total assets | 36,316 | 36,101 | 36,815 | 28,035 |
| Total liabilities | 2,668 | 2,629 | 5,034 | 3,306 |
| Common shares outstanding | 64,519,182 | 63,229,773 | 61,039,349 | 59,466,611 |
| | Q1 2022 | Q4 2021 | Q3 2021 | Q2 2021 |
| Net loss | (1,310) | (1,198) | (942) | (1,053) |
| Net loss per share | (0.02) | (0.02) | (0.03) | (0.02) |
| Total assets | 25,729 | 25,991 | 19,890 | 20,052 |
| Total liabilities | 1,125 | 990 | 725 | 606 |

SELECTED ANNUAL INFORMATION

Common shares outstanding 58,291,018

| | 2022 | 2021 | 2020 |
|----------------------|---------|---------|---------|
| Net loss | (6,944) | (4,780) | (2,095) |
| Loss per share | (0.12) | (0.10) | (0.07) |
| Total assets | 36,101 | 25,991 | 10,641 |
| Total liabilities | 2,629 | 990 | 544 |
| Capital expenditures | 14,074 | 3,585 | 796 |

57,759,871

53,426,406

52,968,406



FORWARD-LOOKING STATEMENTS

These forward-looking statements are based on current expectations and various estimates, factors and assumptions, and involve known and unknown risks, uncertainties and other factors. All statements, other than statements of historical fact, included herein, including without limitation, statements about the Company's ability to effectively implement its planned exploration programs; unexpected events and delays in the course of its exploration and drilling programs; the ability of the Company to raise the capital necessary to conduct its planned exploration programs and to continue exploration on its properties; the failure to discover any significant amounts of lithium or other minerals on any of the Company's properties; the fact that the Company's properties are in the exploration stage and exploration and development of mineral properties involves a high degree of risk and few properties which are explored are ultimately developed into producing mineral properties; the fact that the mineral industry is highly competitive and E3 Lithium will be competing against competitors that may be larger and better capitalized, have access to more efficient technology, and have access to reserves of minerals that are cheaper to extract and process; the fluctuations in the price of minerals and the future prices of minerals; the fact that if the price of minerals deceases significantly, any minerals discovered on any of the Company's properties may become uneconomical to extract; the continued demand for minerals and lithium; that fact that resource figures for minerals are estimates only and no assurances can be given that any estimated levels of minerals will actually be produced; governmental regulation of mining activities and oil and gas in Alberta and elsewhere, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; environmental regulation, which mandate, among other things, the maintenance of air and water quality standards and land reclamation, limitations on the general, transportation, storage and disposal of solid and hazardous waste; environmental hazards which may exist on the properties which are unknown to E3 Lithium at present and which have been caused by previous or existing owners or operators of the properties; reclamation costs which are uncertain; the fact that commercial quantities of minerals may not be discovered on current properties or other future properties and even if commercial quantities of minerals are discovered, that such properties can be brought to a stage where such mineral resources can profitably be produced there from; the failure of plant or equipment processes to operate as anticipated; the inability to obtain the necessary approvals for the further exploration and development of all or any of the Company's properties; risks inherent in the mineral exploration and development business; the uncertainty of the requirements demanded by environmental agencies; the Company's ability to hire and retain qualified employees and consultants necessary for the exploration and development of any of E3 Lithium's properties and for the operation of its business; and other risks related to mining activities that are beyond the Company's control.

Forward-looking statements contained herein are made as of the date of this MD&A, and the Company disclaims any obligation to update any forward-looking statements, except as required by law, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.



