

MILLENNIAL LITHIUM CORP.
(formerly Redhill Resources Corp.)

Management Discussion and Analysis
For the three and nine months ended
November 30, 2016

GENERAL

The purpose of this Management Discussion and Analysis ("MD&A") is to explain management's point of view of Millennial Lithium Corp.'s (the "Company") (formerly Redhill Resources Corp.) past performance and future outlook. This report also provides information to improve the reader's understanding of the financial statements and related notes, and should therefore be read in conjunction with the condensed interim consolidated financial statements of the Company and notes thereto for the three and nine months ended November 30, 2016 (the "Financial Statements"). Additional information on the Company is available on SEDAR and on the Company's website, www.millenniallithium.com. All information contained in this MD&A is current as of January 30, 2017 unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

Certain sections of this MD&A may contain forward-looking statements.

All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking statements may relate to the Company's future financial conditions, results of operations, plans, objectives, performance or business developments including, among other things, exploration and work programs, drilling plans and timing of drilling, plans for development and facilities construction and timing, method of funding and completion thereof, the performance characteristics of the Company's and oil and gas reserves, drilling results of various projects of the Company, commercial viability of exploration and development wells and producing mines, the existence of resources or reserves and the timing of development thereof, projections of market prices and costs, supply and demand for oil and gas and lithium, expectations regarding the ability to raise capital and to acquire reserves through acquisitions and/or development, treatment under governmental regulatory and royalty regimes and tax laws, and capital expenditure programs and the timing and method of financing thereof.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this MD&A, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth herein and in the MD&A, or as otherwise expressly incorporated herein by reference as well as: (1) there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment, adverse weather conditions or otherwise; (2) permitting, access, exploration, expansion and acquisitions at our projects (including, without limitation, land acquisitions for and permitting of exploration plans) being consistent with our current expectations; (3) prices for and availability of equipment, labor, natural gas, fuel oil, electricity, water and other key supplies remaining consistent with current levels; (4) labour and materials costs increasing on a basis consistent with the Company's current expectations; (5) the availability and timing of additional financing being consistent with the Company's current expectations. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of oil and gas and lithium, or certain other commodities (such as diesel fuel and electricity); changes in national and local government legislation and royalty regimes, taxation, controls, regulations and political or economic developments in the countries the Company operates

in; business opportunities that may be presented to, or pursued by, us; our ability to successfully integrate acquisitions; operating or technical difficulties in connection with exploration or development activities; employee relations; the speculative nature of mineral resources and oil and gas exploration and development, including the risks of obtaining necessary licenses and permits; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, geological, technical, drilling and processing problems, fluctuations in foreign exchange or interest rates and stock market volatility, changes in income tax laws or changes in tax laws and incentive programs relating to the resource industry; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of mineral resources and oil and gas exploration and development including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and/or uncontrolled mineral resources and oil and gas releases (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks).

Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. 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. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future.

All of the forward-looking statements made in this MD&A are expressly qualified by these cautionary statements and those made in our other filings with applicable securities regulators in Canada. These factors are not intended to represent a complete list of the factors that could affect the Company and readers should not place undue reliance on forward-looking statements in this MD&A. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

The forward looking statements contained herein are based on information available as of January 30, 2017.

OVERALL PERFORMANCE

The Company is a tier two reporting issuer in British Columbia and Alberta and trades on the TSX-Venture Exchange ("TSX-V") under the symbol "ML" and the OTCQB markets in the United States under the symbol "MLNLF". The Company also trades on the Frankfurt stock exchange. The Company's head office and principal address are located at Suite 2000, 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3. The registered and records office is located at Suite 650, 1188 West Georgia Street, Vancouver, BC, V6E 4A2.

In June 2016, the Company completed its name change to Millennial Lithium Corp. from Redhill Resources Corp. Furthermore, the Company also completed a share consolidation on the basis of one new post-consolidation common share for every two pre-consolidation common shares. All current and comparative references to the number of common shares, weighted average number of common shares, loss per share, stock options and warrants have been restated to give effect to this share consolidation.

In June 2016, Jamie Carlson resigned as CEO of the Company and Kyle Stevenson was appointed as the new CEO.

In August 2016, the Company appointed Iain Scarr as the VP of Exploration and Development. Mr. Scarr will bring the expertise needed in the development and commercialization of mineral deposits, particularly lithium brine deposits in the "Lithium Triangle" of South America. In September 2016, the Company added Vijay Mehta and G.A. Ben Binniger to form the Company's Technical Advisory Board for its lithium development activities, particularly the Pastos Grandes Lithium project in Argentina.

The Company is engaged in the acquisition, exploration, and development of exploration and evaluation assets which includes mineral properties and oil and gas properties.

Key highlights:

Exploration and evaluation assets:

- a. In May 2016, the Company entered into a property option and assignment agreement with a vendor to acquire 100% right, title and interest in and to the Lincoln Lithium Property (the "Lincoln Property") in Nevada.
- b. In July 2016, the Company entered into an initial purchase agreement to purchase 100% of the Pastos Grandes Lithium Property (the "Pastos Grandes Property") in Salta Province, Argentina. In September 2016, the Company finalized a definitive agreement with the vendors.
- c. In September 2016, the Company entered into a property option agreement with a vendor to acquire 100% of the Cauchari East Lithium Property (the "Cauchari East Property") in Jujuy Province, Argentina.
- d. In October 2016, the Company entered into a property option agreement with a vendor to acquire 100% of the Cruz Lithium Property (the "Cruz Property") in Salta Province, Argentina.
- e. In November 2016, the Company entered into a property option agreement with Southern Lithium Corp. ("Southern Lithium") whereby Southern Lithium will be granted the option to acquire up to an 80% interest in the Cruz Property

For a more detailed description of the Company's interest in its exploration and evaluation assets along with current and future exploration plans, please refer to the section "Summary of Exploration Activities".

Share capital:

- a. In June 2016, the Company granted 450,000 share options to various officers, directors and consultants of the Company for a term of five years with an exercise price of \$0.30 per option.
- b. In July 2016, the Company completed a non-brokered private placement which consisted of the issuance of 8,000,000 units (the "Units") at a price of \$0.15 per unit for gross proceeds of \$1,200,000. Each Unit consisted of one common share and one share purchase warrant (the "Warrant") exercisable for a two-year period at an exercise price of \$0.30 per warrant.
- c. In August 2016, the Company issued 25,000 common shares in connection with the exercise of 25,000 share options at \$0.31 per option for proceeds of \$7,750.
- d. In August 2016, the Company granted 800,000 share options to various officers, directors and consultants of the Company for a term of five years with an exercise price of \$1.22 per option.
- e. In September 2016, 187,500 share options were forfeited.
- f. In September 2016, the Company closed a non-brokered private placement for gross proceeds of \$4,875,000. The private placement consists of the issuance of 7,500,000 units (the "Units") at a price of \$0.65 per unit. Each Unit consisted of one common share and one-half share purchase warrant (the "Warrant") exercisable for a two-year period at an exercise price of \$1.00 per warrant. The Company paid finders' fees of \$106,938 and issued 164,137 finders' shares in connection with the closing of this private placement.
- g. In September 2016, the Company issued 500,000 common shares of the Company pursuant to the Pastos Grandes Property option agreement. The Company also issued an additional 25,000 common shares as finder's fees in connection with this option agreement.
- h. In October 2016, the Company granted 1,550,000 share options to certain officers, directors and consultants of the Company with a term of 5 years which are exercisable at a price of \$1.65 per common share.
- i. In September and October, the Company issued 1,803,206 common shares as a result of the following:

- i. Exercise of 390,000 share options for proceeds of \$128,250 based on the exercise of 125,000 share options at \$0.31 per option, 20,000 share options at \$0.80 per option, and 245,000 share options at \$0.30 per option; and
- ii. Exercise of 1,413,206 warrants for proceeds of \$428,539 based on the exercise of 1,406,667 warrants at \$0.30 per warrant and 6,539 warrants at \$1.00 per warrant.

Subsequent events:

- a) In December 2016, the Company granted 225,000 share options to certain consultants of the Company with a term of 5 years which are exercisable at a price of \$1.45 per common share.
- b) In January 2017, the Company granted 400,000 share options to certain consultants of the Company with a term of 2 years which are exercisable at a price of \$1.40 per common share.
- c) In December 2016 and January 2017, the Company issued 2,226,090 common shares as a result of the following:
 - i. Exercise of 80,000 share options at \$0.30 per option for proceeds of \$24,000.
 - ii. Exercise of 2,145,362 warrants for proceeds of \$755,154 based on the exercise of 1,987,051 warrants at \$0.30 per warrant and 159,039 warrants at \$1.00 per warrant.

SELECTED QUARTERLY INFORMATION

As at November 30, 2016, the Company was a Tier 1 issuer. The Company has not recorded any revenues in the current fiscal period, and depends upon share issuances to fund its administrative expenses. See the summary of results, below:

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2016	2015	2016	2015
	\$	\$	\$	\$
Revenues	-	-	-	-
Expenses	3,274,679	223,260	5,181,831	696,277
Other income (expenses)	65,888	(517,890)	(1,267,767)	(1,007,281)
Net loss for the period	(3,208,791)	(741,150)	(6,449,598)	(1,703,558)
Comprehensive loss for the period	(3,208,791)	(415,962)	(6,449,598)	(1,703,558)
Basic and diluted net loss per common share	(0.11)	(0.07)	(0.35)	(0.16)
Exploration and evaluation assets	3,405,015	1,057,659	3,405,015	1,057,659
Total assets	8,049,471	1,950,593	8,049,471	1,950,593
Total long-term liabilities	-	-	-	-
Working capital	4,427,626	791,179	4,427,626	791,179
Dividends per share	-	-	-	-

The Company's current projects are at the exploration stage and have not generated any revenues.

At November 30, 2016, the Company had not yet achieved profitable operations and has accumulated losses of \$58,485,798 (February 29, 2016 – \$52,187,589) since inception. The net losses for the quarters ended November 30, 2016 and 2015 resulted in a net loss per share of \$0.11 and \$0.07, respectively.

At November 30, 2016, the Company has no continuing source of operating revenues and related expenditures. The Company has not paid any dividends on its common shares nor does it have any present intention of paying dividends on its common shares, as it anticipates that all available funds for the foreseeable planning horizon will be invested to finance its business activities.

RESULTS OF OPERATIONS

As an exploration company, the Company has not generated any revenues from its current ongoing projects.

The table below details the significant changes in administrative expenditures for the three months ended November 30, 2016 as compared to the three months ended November 30, 2015.

Expenses	Increase / Decrease in Expenses	Explanation for Change
Advertising and related	Increase of \$153,340	Increased due to increased marketing materials being acquired.
Bad debts	Increase of \$16,800	Increased as management determined that some receivables were deemed likely uncollectible.
Consulting fees	Increase of \$430,643	Increased as the Company engaged new consultants during the period in connection with increased corporate activity.
Management and directors fees	Increase of \$51,000	Increased due to new management and consultant agreements entered into in a previous quarter this year.
Office and rent	Increase of \$27,275	Increased due to increased operational costs in the current period from the commencement of the Argentinean subsidiary.
Professional fees	Increase of \$100,753	Increased due to 1) increased accounting fees due to operations commenced in the Argentinean Subsidiary and 2) higher legal fees as a result of increased corporate activity.
Property investigation and due diligence	Increase of \$19,873	Increased due to various due diligence costs associated with sourcing out potential new projects.
Regulatory and shareholder services	Increase of \$30,863	Increased due to higher corporate activity.
Salaries and wages	Increase of \$33,606	Increased due to the hiring of employees in Argentina.
Share-based compensation	Increase of \$2,027,815	Increased due to stock options granted in the current period as there were none granted in the comparative period.
Travel and related	Increase of \$145,905	Increased due to higher corporate activity and various travel costs to Argentina.

In addition to the above, the Company reported the following variations for the three months ended November 30, 2016 as compared to the three months ended November 30, 2015:

- a decrease of \$293,959 in the impairment of financial assets as management determined the investment in High North was permanently impaired during the comparative quarter;
- a loss on sale of financial assets of \$224,596 recognized in the comparative quarter in connection with the Company's High North shares; and
- a gain of \$63,620 recognized in the current quarter in connection with the recovery of costs on the Cruz Property from Southern Lithium.

The table below details the significant changes in administrative expenditures for the nine months ended November 30, 2016 as compared to the nine months ended November 30, 2015.

Expenses	Increase / Decrease in Expenses	Explanation for Change
Advertising and related	Increase of \$153,340	Increased due to increased marketing materials being acquired
Bad debts	Increase of \$40,425	Increased as management determined that some receivables were deemed likely uncollectible.
Consulting fees	Increase of \$542,532	Increased as the Company engaged new consultants during the period in connection with increased corporate activity.
Investor relations	Increase of \$10,820	Increased due to higher activity related to corporate awareness campaigns.
Management and directors fees	Decrease of \$45,501	Decreased as there were higher management fees in the comparative period associated with an executive who resigned in July 2015.
Professional fees	Increase of \$151,540	Increased due to 1) increased accounting fees due to operations commenced in the Argentinean Subsidiary and 2) higher legal fees as a result of increased corporate activity.
Property investigation and due diligence	Increase of \$72,905	Increased due to various due diligence costs associated with acquiring the Pastos Grandes Lithium project and sourcing out potential new projects.
Regulatory and shareholder services	Increase of \$47,589	Increased due to higher corporate activity.
Salaries and wages	Increase of \$33,606	Increased due to the hiring of employees in Argentina.
Share-based compensation	Increase of \$3,254,485	Increased due to stock options granted in the current period as there were none granted in the comparative period.
Travel and related	Increase of \$207,910	Increased due to higher corporate activity and various travel costs to Argentina.

In addition to the above, the Company reported the following variations for the nine months ended November 30, 2016 as compared to the nine months ended November 30, 2015:

- a write-down of exploration and evaluation assets of \$1,333,655 in the current period related to the Lincoln Lithium Project whereas in the comparative period, the Company had a recovery of \$183,492 from receiving a mining exploration tax credit on a previously written down project;
- a decrease of \$293,959 in the impairment of financial assets as management determined the investment in High North was permanently impaired during the comparative period;
- an impairment charge of \$610,168 recognized in the comparative period in connection with the Company's loan receivable;
- a decrease of \$27,374 in interest income as the amount of interest bearing financial instruments held by the Company had decreased during the current period;
- a loss on sale of financial assets of \$315,364 recognized in the comparative period in connection with the Company's High North shares; and
- a gain of \$63,620 recognized in the current quarter in connection with the recovery of costs on the Cruz Property from Southern Lithium.

SUMMARY OF QUARTERLY RESULTS FOR THE LAST CONSECUTIVE 8 QUARTERS

The following selected quarterly financial information is derived from the financial statements of the Company.

Three Months Ended	3rd Quarter November 30, 2016 \$	2nd Quarter August 31, 2016 \$	1st Quarter May 31, 2016 \$	4th Quarter February 29, 2016 \$
Total revenue	-	-	-	-
Net loss	(3,208,791)	(3,129,838)	(110,969)	(232,351)
Total comprehensive loss	(3,208,791)	(3,129,838)	(110,969)	(232,351)
Loss per share-basic and diluted	(0.11)	(0.19)	(0.01)	(0.02)

Three Months Ended	3rd Quarter November 30, 2015 \$	2nd Quarter August 31, 2015 \$	1st Quarter May 31, 2015 \$	4th Quarter February 28, 2015 \$
Total revenue	-	-	-	-
Net loss	(741,150)	(7,164)	(955,245)	(2,025,217)
Total comprehensive loss	(415,962)	(222,907)	(1,064,690)	(1,380,217)
Loss per share-basic and diluted	(0.07)	(0.00)	(0.09)	(0.20)

The variations in net loss from quarter to quarter are a result of the extent of the amount of administrative expenses needed, the amount of activity the Company is incurring on its exploration and evaluation assets, and the amount of write-downs and impairments recorded. The difference between the net loss and total comprehensive loss is due to the change in the fair market value of the Company's financial assets.

The following one time events also occurred:

- the quarter ended November 30, 2016 included (1) share based compensation of \$2,027,815 as a result of the Company granting 1,550,000 share options and (2) a gain on recovery of exploration and evaluation assets of \$63,620 pursuant to the option agreement with Southern Lithium;
- the quarter ended August 31, 2016 included (1) share based compensation of \$1,226,670 as a result of the Company granting 1,250,000 share options and (2) write down of \$1,333,655 due to the impairment of the Lincoln Lithium project;
- the quarter ended February 29, 2016 included impairment of financial assets of \$44,270 in connection with the remaining High North shares held by the Company;
- the quarter ended November 30, 2015 included (1) a loss on sale of financial assets of \$224,594 from the sale of High North shares and (2) an impairment of financial assets of \$293,959 as management determined that the High North shares were permanently impaired;
- the quarter ended August 31, 2015 included a recovery of exploration and evaluation assets of \$183,492 for a mining exploration tax credit;
- the quarter ended May 31, 2015 included a loss on sale of financial assets due to the sale of High North shares and an impairment of \$595,916 on its loan receivable; and
- the quarter ended February 28, 2015 included a reclassification of \$1,575,000 from other comprehensive income to net loss due to the impairment of the High North shares.

SUMMARY OF EXPLORATION ACTIVITIES – OIL AND GAS PROPERTIES

The total cumulative oil and gas interests to November 30, 2016 are summarized as follows:

	Canada	Total \$
	Montney \$	
Acquisition costs	1,008,640	1,008,640
Exploration expenditures		
Geological and engineering contractors	34,145	34,145
Lease rentals	21,504	21,504
Professional fees	625	625
Balance, November 30, 2016	1,064,914	1,064,914

For the nine months ended November 30, 2016, the Company incurred \$7,255 in exploration expenditures compared to \$33,851 in acquisition and exploration expenditures for the corresponding quarter ended November 30, 2015.

The following is a breakdown of the changes in the material components of the Company's oil and gas expenditures for the nine months ended November 30, 2016 and 2015:

Change during the quarter ended November 30, 2016

	Canada	Total \$
	Montney \$	
Exploration expenditures		
Geological and engineering contractors	87	87
Lease rentals	7,168	7,168
November 30, 2016	7,255	7,255

Change during the quarter ended November 30, 2015

	Canada	Total \$
	Montney \$	
Exploration expenditures		
Geological and engineering contractors	26,683	26,683
Lease rentals	7,168	7,168
November 30, 2015	33,851	33,851

Current Project

Montney, Alberta, Canada

In September 2014, the Company acquired a 100% interest in a total of eight sections of crown petroleum and natural gas leases (the "Montney Leases") in the Government of Alberta's September 17, 2014 public offering of Crown land rights. The Montney Leases cover 2,048 hectares in North Western Alberta, have a four year exploration term, and require annual lease rentals of \$7,168.

In February 2016, the Company entered into a farm-out arrangement with an arm's length party ("PrivateCo"). Under the terms of the arrangement, PrivateCo is required to drill a single step-out well by October 31, 2016 (later extended to January 31, 2017) on the project to earn the lands and evaluate the project for subsequent drilling and development. Upon completion of a test well to the Montney formation, PrivateCo will earn 100% of the Company's pre farm-out working interest in the Montney project.

In exchange for the earned rights, PrivateCo will pay a gross overriding royalty to the Company of 2.5% of the gross monthly production thereof produced from each Royalty well, payable prior to operating expenses, and at no capital risk to the Company.

SUMMARY OF EXPLORATION ACTIVITIES – MINERAL PROPERTIES

The total cumulative mineral property interest to November 30, 2016 is summarized as follows:

	USA	Argentina			Total \$
	Lincoln Lithium Project \$	Pastos Grandes Lithium Project \$	Cauchari East Lithium Project \$	Cruz Lithium Project \$	
Acquisition costs	1,325,000	1,904,559	12,807	201,897	3,444,263
Exploration expenditures					
Drilling and metallurgical	-	31,470	-	-	31,470
Geological and engineering contractors	8,655	357,312	105	-	366,072
Maintenance	-	7,410	-	-	7,410
Field supplies	-	4,045	-	-	4,045
Travel and accommodations	-	22,393	-	92	22,485
Subtotal	1,333,655	2,327,189	12,912	201,989	3,875,745
Write-off of exploration and evaluation assets	(1,333,655)	-	-	-	(1,333,655)
Recovery of exploration and evaluation assets	-	-	-	(201,989)	(201,989)
Balance, November 30, 2016	-	2,327,189	12,912	-	2,340,101

The total cumulative costs shown in the table above also represents the total costs incurred during the nine months ended November 30, 2016 as all of the lithium projects were acquired during the 2017 fiscal year.

Current Projects

Pastos Grandes Lithium Project, Argentina

In July 2016, the Company entered into an initial purchase agreement to purchase 100% of the Pastos Grandes Lithium Property (the "Pastos Grandes Property") in Salta Province, Argentina. In September 2016, the Company finalized a definitive agreement with the vendors. Pursuant to the terms of the agreement, the Company can acquire a 100% interest in the Pastos Grandes Property in consideration for the following payments and share issuances to the vendor:

- Pay US\$200,000 (Cdn\$260,780 paid) deposit on execution of the Initial Agreement;
- Pay US\$500,000 (Cdn\$661,350 paid) and issue 500,000 common shares (issued) on TSX-V exchange approval of the definitive agreement;
- Pay US\$500,000 and issue 500,000 in common shares of the Company on or before April 6, 2017;
- Make exploration expenditures of US\$1,600,000 on or before September 16, 2017; and
- Pay US\$1,000,000 to the vendors on or before October 6, 2017.

The Pastos Grandes Property is subject to a royalty equal to 1.5% of the gross annual sales of lithium from the project, which the Company has the option to purchase for US\$3,000,000 after October 6, 2019.

A finder's fee equal to 5% of all cash payments and share issuance is payable based on the cash payments and share issuance schedule required to be made to the vendors as described above. As at November 30, 2016, \$46,146 (US\$35,000) was paid in cash and 25,000 common shares, with a value of 44,500, have been issued.

The Pastos Grandes Property is located 231 km from the city of Salta at an elevation of 3800 meters. The project is accessible year-round using paved highway and dirt roads from Salta. Eramine Sudamerica SA previously invested over \$4 million US on the project over a 2 year period starting in 2011. Historical development work included 6 exploration wells, pumping test and evaporation studies. Sampling at the Pastos Grandes Property has determined that the salar contains brines with a density of 1.2+ and Li contents of 400mg/l to 600mg/l. The Company intends to continue development at the Pastos Grandes Property with a near term goal of defining a lithium resource.

The project is strategically located within the Argentine portion of the lithium triangle, which is host to some of the world's largest lithium resources. The project is approximately 1,200 hectares in size and ideally situated in the centre of the Pastos Grandes Salar in Salta, Argentina. The region exhibits significant lithium and potassium brines, and, historically, the project has been tested by surface geochemical sampling, magnetotelluric (MT) surveying, CSAMT, vertical electrical sounding (VES) geophysical surveying, and by four pumping wells testing and measuring brine flows in aquifers, with significant lithium and potassium assays. Millennial is planning to continue with exploration and development of the project, and expects to report on such exploration plans.

Cauchari East Lithium Project, Argentina

In September 2016, the Company entered into a property option agreement with a vendor to acquire 100% of the Cauchari East Lithium Property (the "Cauchari East Property") in Jujuy Province, Argentina. Under the terms of the agreement, the Company can acquire a 100% interest in the Cauchari East Property in consideration of the following payments, shares issuances, and work commitments:

- To earn a 50% interest in the property:
 - Pay to the vendor US\$250,000 (Cdn\$13,076 (US\$10,000) paid) upon execution of the agreement and confirmation of title to the property being obtained by the Company;
 - Issue to the vendor US\$500,000 worth of the Company's common shares within 10 business days of the date of the TSX-V exchange approval (the "Approval Date") of this agreement;
 - Pay to the vendor an additional US\$70,000 on or before the first anniversary of the Approval Date;
 - Issue to the vendor an additional US\$1,000,000 worth of the Company's common shares on or before the first anniversary of the Approval Date; and

- Make US\$2,000,000 in expenditures on or before the first anniversary of the Approval Date unless another date is agreed by the parties;
- To earn a further 50% interest in the property:
 - pay to the vendors and additional US\$1,000,000 on or before the third anniversary date of the Approval Date;
 - issue to the vendors an additional US\$1,000,000 worth of the Company's common shares on or before the third anniversary date of the Approval Date; and
 - make an additional US\$2,000,000 in expenditures on or before the third anniversary of the Approval Date.

Upon acquiring a 100% interest in the Cauchari East Property, the vendor will retain a 3.5% gross overriding royalty. The Company may purchase 2% of the gross overriding royalty for cash consideration of US\$2,000,000.

A finder's fee of US\$157,500 in cash payments is payable on acquiring the first 50% interest in the property and a further US\$100,000 in cash payments is payable if the Company earns a 100% interest in the property. As at November 30, 2016, no finder's fees had been paid.

The Cauchari East Property covers an area of 2,990 hectares on the eastern side of the Cauchari-Olaroz Salar, adjacent to Orocobre's producing Salar de Olaroz and Lithium Americas Corp.'s advanced-stage Cauchari-Olaroz. The property displays geological characteristics common with the deeper, buried salar-type mineralization that has been proven for both of those projects. Gravity and magnetotelluric (MT) survey profiles to the south of the property reported in the Orocobre technical report, and VES (vertical electrical sounding) survey results to the north of the property as reported by Lithium Americas both indicate that the brine-hosting aquifers extend beneath the Cauchari East Property.

Since 2009, considerable work has been completed in the Cauchari Salar by Orocobre and Lithium Americas, much of which is detailed in environmental reports and National Instrument 43-101 technical reports on the salar. In addition to the geophysics surveys, the reports disclose significant geochemical data confirming that brine resources with high lithium concentrations extend to the eastern boundaries of the basin, in the direction of the Cauchari East project. Lithium enrichment in this area of the Cauchari basin appears to be related to the deep structure that hosts the Cerro Negro volcano and which bounds the Cauchari East Property along its western limit.

The Company plans to apply a rapid development strategy to the Cauchari East Property. Pending government and community approvals, the company will advance through geophysics to drilling in order to make, in as short an amount of time as possible, an assessment of resource potential. As warranted, the company plans on advancing the project through the necessary work and studies to estimate a resource, and, if a resource can be proven, to determining if commercial production is feasible.

Cruz Lithium Project, Argentina

In October 2016, the Company entered into a property option agreement with a vendor to acquire 100% of the Cruz Lithium Property (the "Cruz Property") in Salta Province, Argentina. Under the terms of the agreement, the Company can acquire a 100% interest in the Cruz Property in consideration of the following payments:

- Pay to the vendor US\$25,000 (Cdn\$33,285 paid) within 10 business days of the execution of this agreement;
- Pay to the vendor US\$125,000 (Cdn\$169,838 paid) upon receiving TSX-V exchange approval;
- Pay to the vendor US\$550,000 on or before October 11, 2017; and
- Pay to the vendor US\$550,000 on or before October 11, 2018.

In November 2016, the Company entered into a property option agreement with Southern Lithium Corp. ("Southern Lithium") whereby Southern Lithium will be granted the option to acquire up to an 80% interest in the Cruz Property. Under the terms of the agreement, Southern Lithium can acquire an 80% interest in the Cruz Property in consideration of the following payments, shares issuances, and work commitments:

- To earn a 70% interest in the property:
 - Pay to the Company US\$150,000 (Cdn\$200,750 received) prior to the execution of the agreement;
 - Pay to the Company US\$50,000 (Cdn\$67,340 received) upon execution of the agreement;
 - Issue to the Company 540,000 common shares of Southern Lithium within 5 business days of the date of the TSX-V exchange approval of this agreement is received by Southern Lithium;
 - Deposit to a joint exploration bank account US\$500,000 prior to November 30, 2016 (deposit made subsequently);
 - Expend US\$500,000 in exploration expenditures on the property on or before October 1, 2017;
 - Pay to the Company US\$1,000,000 on or before October 1, 2017; and
 - Pay to the Company US\$1,000,000 on or before October 1, 2018;
- To earn a further 10% interest in the property, Southern Lithium must complete a bankable commercial feasibility study on the property on or before May 10, 2020.

The Cruz Property, comprising 2500 hectares at the extreme northwest core of the Pocitos Salar is an exploration play located adjacent to the volcano centre thought to be the likely source of lithium in the Rincon project.

Previous Project

Lincoln Lithium Project, USA

In May 2016, the Company entered into a property option and assignment agreement with a vendor to acquire 100% right, title and interest in and to the Lincoln Lithium Property (the "Lincoln Property") in Nevada. To earn its interest in the Lincoln Property, the agreement called for the Company to pay the underlying owner of the Lincoln Property:

- (1) a non-refundable deposit of \$25,000 (paid) upon signing of the agreement; and
- (2) an additional \$225,000 (paid) upon approval of the agreement by the TSX Venture Exchange.

The Company was also required to expend \$250,000 in exploration expenditures on the Lincoln Property and pay an additional \$750,000 to the vendor to earn its interest on or before July 7, 2017. The vendor was issued 1,500,000 common shares upon closing of the agreement. A finder's fee of \$25,000 was paid in connection with this agreement.

Upon exercise of the option agreement, the underlying owner would retain a 1% gross overriding royalty. The Company could have purchased the gross overriding royalty at any point in time for cash consideration equal to \$1,000,000.

Based on certain assay results from drill activity in October 2016, management decided to cease exploration activity on the project and not pay any further option payments to maintain the property in good standing; as such, the Company wrote-down this project to \$nil as at August 31, 2016.

Quality Control and Quality Assurance

The scientific and technical content and interpretation contained in this MD&A has been reviewed, verified and approved by Iain Scarr, the Company's VP of Exploration and Development, a Qualified Person as defined by NI 43-101, Standards of Disclosure for Mineral Projects.

LIQUIDITY, FINANCIAL POSITION, AND CAPITAL RESOURCES

The Company has no known resources and is not in commercial production on any of its properties; accordingly, the Company does not generate cash from operations. The Company finances development and exploration activities by raising capital from equity markets from time to time.

The Company's liquidity and capital resources are as follows:

	November 30, 2016	February 29, 2016
	\$	\$
Cash	3,673,463	611,557
Receivables	37,649	7,435
Prepaid expenses	909,407	29,820
Total current assets	4,620,519	648,812
Accounts payables and accrued liabilities	188,263	35,939
Customer deposit	4,630	1,985
Total current liabilities	192,893	37,924
Working capital	4,427,626	610,888

The Company's operations consist of acquisition, maintenance, and exploration of mineral properties and oil and gas assets including actively seeking joint venture partners to assist with exploration funding. The Company's financial success will be dependent on the extent to which it can discover new resources. In order for the Company to continue exploration of these assets, the Company will need to raise additional financing through or a combination of equity offerings, debt, and joint venture activities.

At November 30, 2016, the Company had cash of \$3,673,463 (February 29, 2016 - \$611,557). This balance consisted mainly of cash received from the closing of the September 2016 private placement. The increase in cash during the three months ended November 30, 2016 was \$1,348,497 which was primarily the result of the share capital activity during the quarter (as previously mentioned). However, the increase in cash was partially offset by exploration expenditures pursuant to the lithium projects in Argentina along with cash used to fund operating activities and consulting contracts.

Subsequent to November 30, 2016, the Company issued 2,226,090 common shares for proceeds of \$779,154 in connection with the exercise of share options and warrants.

The Company's continuation as a going concern is dependent upon successful results from its mineral and oil and gas properties exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. See "Risks and Uncertainties" below. Management intends to finance operating costs over the next twelve months with current cash on hand, proceeds from the exercise of stock options or warrants, and further equity financings if required. See "Risks and Uncertainties".

OFF BALANCE SHEET ARRANGEMENTS

The Company retains a 2.5% gross overriding royalty ("GORR") in any production on seven crown petroleum and natural gas leases located in North Western Alberta.

In addition, the Company has a farm out arrangement with PrivateCo on the Montney Project whereby the Company will retain a 2.5% GORR based on the gross monthly production produced from each Royalty well.

As at the date of this report, the Company has not received any royalty revenue in relation to these leases.

COMMITMENTS

- a) Commencing June 1, 2009, the Company entered into a three-year term lease agreement for office space in Vancouver, British Columbia. The Company receives recoveries on a month to month basis from various sub-tenants. On January 4, 2012, the Company signed a lease amending agreement extending the lease for an additional five years. The remaining minimum future lease payments, excluding operating costs are as follows:

September 1, 2016 to February 28, 2017	\$26,768
March 1, 2017 to May 31, 2017	\$26,768

- b) In August 2016, the Company entered into an agreement with a consultant to provide consulting services to the Company for a one-year period of \$22,000 per month. Included in this agreement is a provision for a sixty-day payout, approximately \$44,000, in the event of a termination without notice.

RELATED PARTY TRANSACTIONS

In July 2016, the Company signed several new consultant agreements with the CEO, CFO and a director of the Company. The agreements require total combined payments of \$60,000 per month for an effective term of five years. Included in each agreement is a provision for a one-year payout, on a collective basis of approximately \$720,000, in the event of a termination without notice.

In August 2016, the Company signed a consultant agreement with the VP of Exploration and Development whereby the consultant will earn a monthly salary of USD\$17,940 for an effective term of one year and a signing bonus of \$130,000. Included in the agreement is a provision for a ninety-day payout, approximately US\$53,820, in the event of a termination without notice.

During the nine months ended November 30, 2016, the Company entered into the following transactions with related parties:

- a) Incurred management fees of \$Nil (November 30, 2015 - \$30,000) to Paul McDougall, former director and CEO of the Company (who resigned in July 2015). In July 2015, Mr. McDougall agreed to settle \$60,000 of deferred salary for a one-time payment of \$30,000.
- b) Incurred management fees of \$54,000 (November 30, 2015 - \$135,000) to Jamie Carlson, a former director, President, and CEO of the Company who resigned in June 2016. As at November 30, 2016, \$Nil (February 29, 2016 - \$400) was included in accounts payable and accrued liabilities. Concurrent with the closing of the Lincoln Lithium Property agreement, Mr. Carlson entered into a settlement agreement in June 2016 to resign from his positions in exchange for a termination payment of \$40,000.
- c) Incurred director's fees of \$Nil (November 30, 2015 - \$5,000) to Brent Butler, a director of the Company.
- d) Incurred consulting fees of \$116,000 (November 30, 2015 - \$135,000) to Graham Harris, a director and CFO of the Company.
- e) Incurred consulting fees of \$116,000 (November 30, 2015 - \$135,000) to Bowering Projects Ltd., a company controlled by Andrew Bowering, a director of the Company.
- f) Incurred consulting fees of \$100,000 (November 30, 2015 - \$Nil) to Stevenson IR, a company controlled by Kyle Stevenson, a director and CEO of the Company.
- g) Incurred management and consulting fees of \$43,500 (November 30, 2015 - \$21,500) to Brian Morrison, a director of the Company.

- h) Incurred consulting fees charged to exploration and evaluation assets of \$226,124 (November 30, 2015 - \$Nil) to Iain Scarr, the VP of Exploration and Development for the Company.
- i) Incurred salaries of \$Nil (November 30, 2015 - \$10,000) to Marla Collier, the former Corporate Secretary of the Company.
- j) Rent recoveries of \$13,000 (November 30, 2015 - \$18,800), office recoveries of \$14,000 (November 30, 2015 - \$16,200), and payroll recoveries of \$Nil (November 30, 2015 - \$4,000) were received from companies related by way of common directors and officers.

As at November 30, 2016, the Company had a receivable of \$Nil (February 29, 2016 - \$147) owing by Windfire Capital Corp., a company related by way of a director whom acts in capacity as an officer of Windfire Capital Corp.

As at November 30, 2016, the Company made prepayments of \$285,000 (February 29, 2016 - \$Nil) to officers and directors of the Company for future management fees which is included in prepaids.

As at November 30, 2016, the Company owed \$1,922 (February 29, 2016 - \$400) to directors of the Company for reimbursement of expenses which is included in accounts payable and accrued liabilities and \$6,300 (February 29, 2016 - \$Nil) to a company related by way of common directors and officers for an advanced rent payment.

Summary of key management personnel compensation:

	Nine months ended November 30,	
	2016	2015
Director's fees	\$ -	\$ 5,000
Management fees	429,500	466,500
Professional fees	16,015	
Exploration expenditures – consulting	248,907	-
Share based compensation	2,084,926	-
	2,779,348	471,500

RISKS AND UNCERTAINTIES

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks are associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

The Company is engaged in the acquisition, exploration and development of oil and gas and mineral properties. Given the nature of the resource business, the limited extent of the Company's assets, and the present stage of exploration, the following risks factors, among others, should be considered.

Exploration, Development and Operating Risks

The Company is in the process of exploring its properties and has not yet determined whether any of the projects contain economically recoverable reserves and, therefore, does not generate any revenues from production. The recovery of expenditures on oil and gas and mineral properties and the related exploration and evaluation expenditures are dependent on the existence of economically recoverable mineralization, the ability of the Company to obtain financing necessary to complete the exploration and development of its Projects, and upon future profitable production, or alternatively, on the sufficiency of proceeds from disposition. Resource exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful.

Fluctuating Resource Prices

The economics of resource exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the quantity and quality of oil and gas resources and fluctuations in the market price of those resources. Depending on the price of resources, the Company may determine that it is impractical to continue a resource exploration operation. Resource prices are prone to fluctuations and the marketability of resources are affected by government regulation relating to price, royalties, allowable production and the importing and exporting of resources, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any resources found on the properties.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of oil and gas and mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on the properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Financing Risks and Dilution to Shareholders

The Company has limited financial resources and no revenues. The Company will require additional funds to continue exploring for oil and gas and mineral resources. Additionally, if the Company's exploration programs on its Projects are successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to the Company's shareholders.

Title to Properties

Acquisition of title to oil and gas and mineral properties is a very detailed and time-consuming process. Title to, and the area of, oil and gas properties may be disputed. The Company cannot give an assurance that title to the properties will not be challenged or impugned. Oil and gas properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Optionors or the Company, as the case may be, does not have title to its properties could cause the Company to lose any rights to explore, develop and mine any resources or minerals on its properties without compensation for its prior expenditures relating to its properties.

Competition

The resource exploration and development industry is highly competitive. The Company will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, oil and gas leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other oil and gas and mining companies could have a material adverse effect on the Company and its prospects.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the resource business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and gas and mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Currency Risks

The Company's financial results are reported in Canadian dollars. The Company's exploration properties are located in Argentina and the Company incurs most of its expenditures in United States dollars. Any appreciation in the currency of the United States against the Canadian dollar will increase the Company's costs of carrying out operations and its ability to continue to finance its operations. Such fluctuations could have a material adverse effect on the Company's financial results.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration and development the Company's Projects could be subject to resistance from local residents that could either prevent or delay exploration and development of its properties.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including oil and gas and/or mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Political Risks

The Company's operations may be adversely affected by changes in Governmental policies or other economic developments which are not within the control of the Company including a change in taxation policies, economic sanctions, and currency control. The Company is subject to various laws governing exploration, development, production, taxes, labour standards and occupational health, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could increase the cost of operations.

Uninsurable Risks

Exploration, development and production operations on resource properties involve numerous risks, including unexpected or unusual geological and/or operating conditions, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, as well as the reported revenues and expenses during the reporting period. Based on historical experience and current conditions, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates, and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the financial statements materially and involve a significant level of judgment by management.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets including oil and gas interests, determination of functional currency, valuation of share-based compensation and other equity based payments, and the recoverability and measurement of deferred tax assets and liabilities.

A detailed summary of the Company's significant accounting estimates is included in Note 2 to the condensed interim consolidated financial statements for the three and nine months ended November 30, 2016.

ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED

There were no significant changes to the Company's accounting policies during the nine months ended November 30, 2016.

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the nine months ended November 30, 2016 and have not been applied in preparing the Financial Statements. For further details, refer to Note 2 to the condensed interim consolidated financial statements for the three and nine months ended November 30, 2016.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and customer deposits. The fair value of receivables, accounts payables and accrued liabilities, and customer deposits approximates their carrying values. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity, commodity price and market price risk.

a) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The functional currency of the Company and its wholly owned subsidiary is the Canadian dollar. While the Company's parent is Canadian and its capital is raised in Canadian dollar, the Company conducts business outside of Canada where it has a mineral property located in the United States of America and Argentina. Therefore, the Company is exposed to foreign currency risk to the extent expenditures incurred and balances maintained by the Company are denominated in currencies other than the Canadian dollar (primarily United States dollars ("US") and Argentinean pesos ("pesos")).

As at November 30, 2016, the Company has net monetary assets of US\$787,083 (February 29, 2016 –US\$12) so each 1% change in the Canadian dollar versus the United States dollar would result in a gain/loss of approximately US\$7,900.

As at November 30, 2016, the Company has net monetary assets of 1,411,122 pesos (February 29, 2016 –US\$12) so each 1% change in the Canadian dollar versus the Argentinean peso would result in a gain/loss of approximately 14,100 pesos.

The Company has not entered into any foreign currency contracts to mitigate any currency risks.

b) Credit risk

Credit risk is risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and its receivables consist of amounts due from the Canadian and Argentinean governments and various businesses. The Company is not exposed to significant credit risk on its balances due from the Canadian and Argentinean governments; however, there is credit risk related to the balances due from the various businesses as there is no guarantee those receivables will be fully collected. As at November 30, 2016, the Company recorded \$80,325 of allowance for doubtful accounts, which is representative of the high credit risk associated with these receivables.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There is a minimal interest rate risk as the Company does not have any interest-bearing debt.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at November 30, 2016, the Company had a cash balance of \$3,673,463 and working capital of \$4,427,626. However, additional funds may be required to meet the option payments pursuant to the options agreements for the Pastos Grandes Lithium Project, Cauchari East Lithium Project, and Cruz Lithium Project to keep these properties in good standing.

e) Commodity price risk

The Company is subject to price risk for fluctuations in the market price of oil and gas and lithium. Mineral resources and oil and gas prices are affected by numerous factors beyond the Company's control, including central bank sales, producer hedging activities, the relative exchange rate of the US with other major currencies, global and regional demand, and political and economic conditions. Worldwide lithium and oil and gas production levels also affect the respective pricing of these resources, and the price of oil and gas are occasionally subject to rapid short-term changes due to speculative activities. The Company does not actively manage its exposure to price risk associated with these commodities.

f) Market price risk

Market price risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES, OPTIONS AND WARRANTS

Common Shares:

The Company has one class of common shares. Below is a summary of the common shares and stock options issued and outstanding as at November 30, 2016 and the date of this report.

	As at November 30, 2016	As at the date of this report
Common shares	32,787,873	35,013,963
Stock options	2,730,000	3,275,000
Warrants	7,874,530	5,728,440

Stock Options:

The Company has issued incentive options to certain directors, employees, officers, and consultants of the Company. As of the date of this report, there are five tranches as shown below.

Options Issue Date	Number of Options Outstanding	Exercise Price	Expiry Date
August 11, 2014	175,000	\$0.80	August 11, 2019
September 25, 2014	50,000	\$1.00	September 25, 2019
June 25, 2016	75,000	\$0.30	June 25, 2021
August 25, 2016	800,000	\$1.22	August 24, 2021
October 12, 2016	1,550,000	\$1.65	October 12, 2021
December 20, 2016	225,000	\$1.45	December 20, 2021
January 16, 2017	400,000	\$1.40	January 16, 2019
Total:	3,275,000		

Warrants:

As of the date of this report, there are two tranches of warrants outstanding as shown below.

Warrants Issue Date	Number of Warrants Outstanding	Exercise Price	Expiry Date
July 7, 2016	2,061,949	\$0.30	July 7, 2018
September 16, 2016	3,666,491	\$1.00	September 16, 2018
Total:	5,728,440		

EVALUATION OF DISCLOSURE CONTROLS & PROCEDURES

Management has evaluated the effectiveness of its disclosure controls and procedures and has concluded that they are sufficiently effective to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedar.com;
- the Company's condensed interim consolidated financial statements for the three and nine months ended November 30, 2016; and
- the Company's audited consolidated financial statements for the year ended February 29, 2016.

This MD&A was approved by the Board of Directors of Millennial Lithium Corp. effective January 30, 2016.