

American Lithium Corp.

Management Discussion and Analysis

For the three months ended May 31, 2019

(Expressed in Canadian Dollars)

Introduction

American Lithium Corp. (the "Company" or "American Lithium") was incorporated in British Columbia under the *Business Corporations Act* (British Columbia) and is engaged in the acquisition, exploration and development of resource properties. The Company's common shares are listed for trading on Tier 2 of the TSX Venture Exchange (the "Exchange") under the symbol "LI", the Frankfurt Stock Exchange under the symbol "5LA", and the OTCQB under the symbol "LIACF".

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of the Company for the three months ended May 31, 2019 and is prepared as of July 30, 2019. The MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended May 31, 2019, and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS"); and they should be read in conjunction with our IFRS financial statements for the fiscal year ended February 28, 2019.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

Cautionary Note Regarding Forward-Looking Information

This document may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, the Company and its operations, its planned exploration activities, the adequacy of its financial resources and statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's condensed interim and annual consolidated financial statements and management discussion and analysis of those statements, all of which are filed and available for review under the Company's profile on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides 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.

Description of Business

American Lithium Corp. is an exploration stage company engaged in the acquisition, exploration and development of resource properties.

On April 30, 2019, the Company terminated the option agreements for the Fish Lake Valley Property, Atlantis Property, and Fish South Property.

Overall Performance

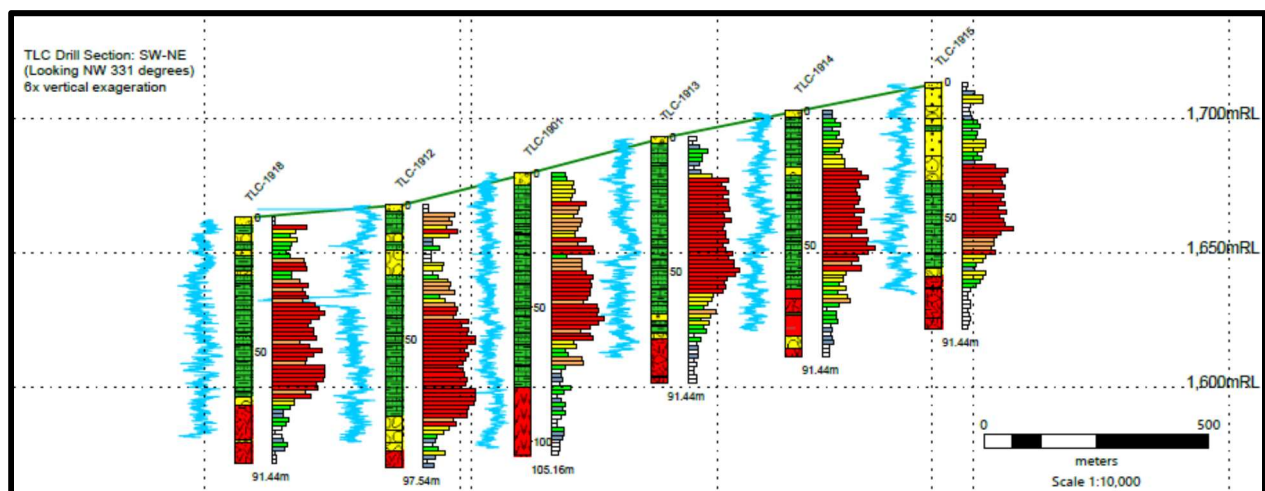
The Company has been actively involved in lithium exploration since April 2016 and has been focussed on the acquisition, exploration and development of US based properties prospective for lithium deposits. To that end, American Lithium has concluded transactions to acquire interests in eight Nevada properties: Fish Lake Valley, Atlantis, Fish South Property, Colorado Property, Gap Lode Claim Block Property, TLC Property, and Extinction Ridge Property. Until 2019 the main focus of work was the Fish Lake Valley properties; North and South Playas. In January 2019, the company recognized the greater potential to develop resources on development of lithium claystones resources and in particular has focused on the TLC GAP/Colorado and Extinction Ridge properties.

The TLC Property

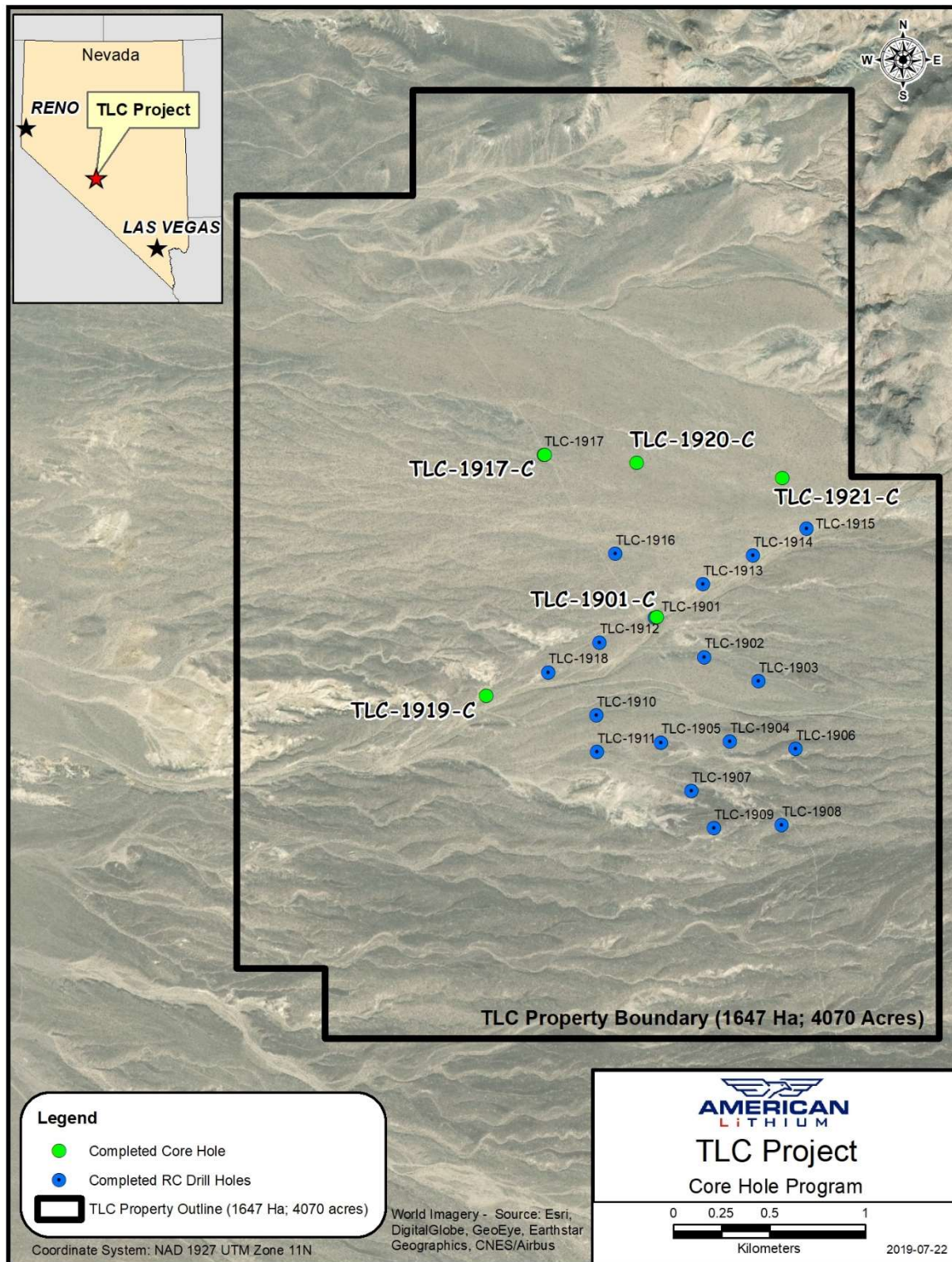
The TLC Project has been the focus of the company's exploration efforts in Calendar 2019. Lithium claystone mineralization is found consistently in near surface sampling across a 3 square kilometres area and is open to expansion to the north, south and west sides of the project. The Phase I RC Drill Program Ran was completed in late winter 2019 with a total of 18 drill holes and 1711.5m of drilling completed. Significant lithium enriched claystone beds have been identified over area 2.5km long and 1.5km wide. There is a consistent stratigraphic and grade correlation between adjacent drill holes, (see below). Additional staking has expanded the claim block to a total of 197 claims which have an area of 1647 hectares, (4070 acres), (see figure below).

A Phase II Core recovery and RC drill program was started in mid-June 2019. Five diamond drill holes have been completed to date with additional RC drilling pending. Assay results are pending on the 5 core recovery drill holes.

Mineralogical and Metallurgical tests are underway and a maiden 43-101 resource has been commissioned.



Drill holes in section SW-NE TLC-1918 to TLC-1915



TLC Claim map with Collar Locations

Significant Intercepts at TLC Lithium Claystone Project

Drill Hole ID	Top (m)	Bottom (m)	Interval (m)	Grade (Li ppm)
TLC-1901	10.7	71.7	61	1109
TLC-1902	27.4	63.8	36.4	1084
TLC-1903	41.1	83.8	42.7	994
TLC-1904	24.4	68.6	44.2	934
TLC-1905	3.0	24.3	21.3	739
and	44.2	61.0	16.8	868
TLC-1906	71.7	86.9	15.2	1098
TLC-1907	3.0	79.2	76.2	855
TLC-1908	27.4	51.8	24.4	635
and	70.1	91.4	21.3	987
TLC-1909	3.0	76.2	73.2	829
TLC-1910	18.3	67.1	48.8	1140
TLC-1911	13.7	51.8	38.1	1011
TLC-1912	27.4	85.3	57.9	1194
TLC-1913	13.7	67.0	53.3	1125
TLC-1914	16.8	71.7	54.9	1034
TLC-1915	30.5	67.1	36.6	1142
TLC-1916	29.0	96.1	67.1	1237
TLC-1917	44.2	115.8	71.6	1201
TLC-1918	3.0	70.1	67.1	1083
Drill intersections at a lithium cutoff grade of 600ppm				

Colorado Claims

The Company has received historic assay data for samples taken from Claystone sedimentary rocks on the Colorado Claims on the northern extension of its Fish Lake Valley property. The highest-grade sample was confirmed using the SciAps Inc. handheld Z300 Laser-induced breakdown spectroscopy, ("LIBS").

Four samples assayed by ALS Chemex in 2010 returned the following historic results:

Sample #	Li ppm	B ppm
RECON-312	500	320
RECON-313	930	500
RECON-314	580	160
RECON-315	304	280

**Sample results stated in the historic reports have not been verified by the Company, and readers are cautioned not to place undue weight on such results. The historical grades are considered relevant; however, the reliability, assumptions, parameters and methods used in preparing the reports are unknown.*

The Company conducted an initial site visit on November 29, 2018 of location Sample Recon-301 and conducted on-site analysis using the LIBS* device. Three analysis returned Li assay values of 1142, 984 and 1037 ppm Li, averaging 1054 ppm Li, a 13% increase over the historic 2010 ALS Chemex numbers.

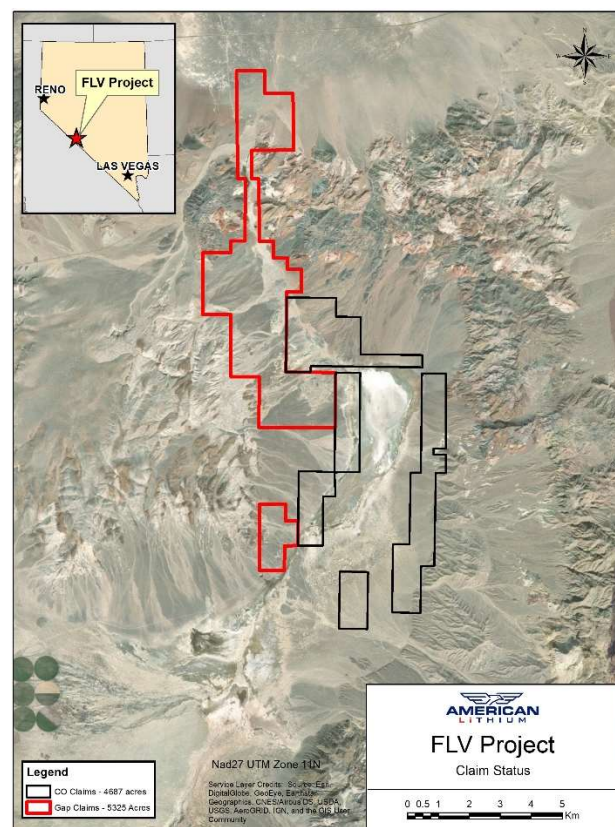
**The Z300 hand held LIBS analyser was calibrated for lithium using sample splits from American Lithium's nearby TLC Lithium project which has similar grade ranges to what is reported here. The TLC samples were sent for analysis by ICP-MS with ALS Analytical in Reno Nevada. ALS returned pulp splits which were used for the calibration process. Field assays are useful for prospecting and targeting but do not replace formal third-party sample analysis.*

The sample locations are found in the Rhyolite Ridge Tuff unit that hosts the nearby Rhyolite Ridge Lithium/Boron claystone deposit. Detailed sampling and mapping is planned to expand on the nearly one by one half kilometer extent of this mineralization as well as identifying mineral extension beyond the known samples. The Rhyolite Ridge Tuff has been mapped as extending to the north into the Company's GAP Claims.

While anomalous lithium results have been identified in the claystone units on the Colorado Claims but this has not been followed up with the corporate focus on the TLC property.

The GAP Claims

Initial work on the GAP Claims has focused on surface sampling and mapping of claystone units. Anomalous lithium results have been identified in the claystone units on the Gap Claims but this has not been followed up with the corporate focus on the TLC property.



Extinction Ridge Vanadium Project

With a total of 52 claims, Extinction Ridge is 30 miles north of Eureka and 55 miles south of Carlin, Nevada, and about 6 west of Highway 278 on a County maintained road. The Extinction Ridge project lies in the middle of a north-south trend between Cornerstone Metals Carlin Vanadium project and Prophecy Development's Gibellini Vanadium Project.

Historic sampling* has returned grades of 1.4% V₂O₅ over a 9m Section of gray to black mudstone and shale unit in the Vinini Formation, (Berry, WBN, GSA Annual Meeting 2001). 60 Assays from the Vendor's sampling of shallow oxidized material returned a range of from trace to 0.72% V₂O₅, including a 30m long trench cross-cutting a mineralized zone averages 0.46% V₂O₅. This sampling indicates wide spread occurrence of near surface vanadium mineralization.

**The historic and vendor assays have not been verified by the Company, and readers are cautioned not to place undue weight on such results. The historical grades are considered relevant; however the reliability, assumptions, parameters and methods used in preparing the reports are unknown.*

The company is designing and permitting a surface exploration program to trench known mineralized zones at depth to be able to assay unoxidized samples which will be more representative of the potential of the Extinction Ridge project.

Michael Collins P.Geo. is the qualified person for American Lithium and is independent of the Company.

Outlook

The Company continues to believe that the growing demand for lithium ion batteries will continue to drive demand for lithium products and that the domestic market for lithium products will be under supplied for many years to come. This situation positions the Company well should the Company be able to raise the required capital to continue its exploration efforts with the goal of successfully identifying commercially viable lithium deposits.

Exploration and Evaluation Properties

For the three months ended May 31, 2019, the Company incurred exploration and evaluation acquisition costs of \$27,674 as compared to \$250,268 in the comparative period for 2018.

Change during the three months ended May 31, 2019:

	Fish Lake Valley Property	Atlantis Property	TLC Property	Total
	\$	\$	\$	\$
Maintenance fees	-	-	27,674	27,674
For the three months ended May 31, 2019	-	-	27,674	27,674

Change during the three months ended May 31, 2018:

	Fish Lake Valley Property	Atlantis Property	TLC Property	Total
	\$	\$	\$	\$
Common shares issued	76,500	32,000	-	108,500
Maintenance fees	128,940	12,828	-	141,768
For the three months ended May 31, 2018	205,440	44,828	-	250,268

The total cumulative acquisition and deferred exploration costs for the Company's current projects to May 31, 2019 are summarized as follows:

	Colorado Property	Gap Lode Claim Block Property	TLC Property	Extinction Ridge Property	Total
	\$	\$	\$	\$	\$
Common shares issued	4,826,000	4,140,000	130,000	107,500	9,203,500
Option payments in cash	-	39,201	131,785	131,115	302,101
Maintenance fees	54,309	12,156	42,413	-	108,878
Balance, May 31, 2019	4,880,309	4,191,357	304,198	238,615	9,614,479

Current Properties

Colorado Property - Nevada, USA

On May 24, 2016, the Company finalized an agreement to acquire all the outstanding share capital of 1067323 B.C. Ltd. ("1067323 BC"), a privately-held British Columbia based mineral exploration company with a common director. In consideration, the Company issued 1,200,000 common shares to acquire all of the outstanding share capital of 1067323 BC.

1067323 BC is a party to an earn-in option agreement with Colorado Exploration Inc. ("Colorado Exploration") to acquire a series of 193 placer and 44 lode claims, over 4,870 acres (1971 hectares) in Fish Lake Valley, Nevada, USA (the "Colorado Property"). Under an earn-in option agreement, the Company has the right to acquire a 100% interest in the Colorado Property, subject to a one percent (1.0%) net smelter returns royalty, by making a payment of \$200,000 and issuing 80,000 common shares to Colorado Exploration. The Company acquired the Colorado Property during its 2017 fiscal year.

Gap Lode Claim Block Property - Nevada, USA

On March 6, 2018, the Company entered into a share purchase agreement to acquire 100% of 1134989 B.C. Ltd. ("1134989 BC"). 1134989 BC has a wholly-owned subsidiary, 1134989 Nevada Ltd. ("1134989 Nevada"), which is the registered and beneficial owner of the earn-in option to acquire a 100% undivided interest in the Gap Lode Claim Block Property. The Gap Lode Claim Block Property consists of a series of 54 unpatented lode claims located in Esmeralda County, Nevada, USA. Under the mineral property option agreement, the Company, after the acquisition of 1134989 BC, has the right to acquire the 100% interest by fulfilling the commitments outlined below:

	Cash	Exploration Expenditures
	US \$	US \$
Upon closing (paid)	10,000	-
On or before October 30, 2018 (paid and incurred)	20,000	10,000
On or before October 30, 2019	30,000	20,000
On or before October 30, 2020	40,000	30,000
On or before October 30, 2021	100,000	50,000
Total	200,000	110,000

Tonopah Claystone Claims ("TLC") Property - Nevada, USA

On August 13, 2018, the Company finalized a purchase/royalty agreement with Nevada Alaska Mining Co., Inc. ("TLC Royalty Holder"), who has the claims and title to a series of unpatented lode mining claims located in Nye County, Nevada, USA, subject to an overriding 2.5% gross royalty, of which 1.25% can be purchased within 3 years for \$1 million. Under the agreement, the terms of the purchase is outlined below:

	Common Shares	Cash
	#	US\$
On or before three business days following receipt of the approval of the TSX-V to the transaction ("TLC Closing Date") (issued and paid)	250,000	50,000
Within 90 days of the TLC Closing Date (paid)	-	50,000
Total	250,000	100,000

In addition, if the Company calculates a mineral resource on the TLC Property exceeding 500,000 tons of Lithium Carbonate Equivalent ("LCE") in all reserve categories, the Company will issue a bonus payment of 250,000 shares to TLC Royalty Holder. An additional 250,000 shares will be issued to TLC Royalty Holder if the calculation exceeds 1,500,000 tons of LCE on the TLC Property.

As at November 21, 2018, the Company fulfilled its commitments and acquired an 100% undivided interest in the Fish South property.

Extinction Ridge Property - Nevada, USA

On November 5, 2018, the Company finalized a purchase/royalty agreement with Nevada Alaska Mining Co., Inc. ("Extinction Ridge Royalty Holder"), who has the claims and title to a series of unpatented lode mining claims located in Eureka County, Nevada, USA (the "Extinction Ridge Property"), subject to an overriding 2% gross royalty, of which 1% can be purchased within 6 years for \$1 million. Under the agreement, the terms of the purchase is outlined below:

	Common Shares	Cash
	#	US\$
On or before five business days following receipt of the approval of the TSX-V to the transaction ("Extinction Ridge Closing Date") (issued and paid)	250,000	50,000
Within 90 days of the Extinction Ridge Closing Date (paid)	-	50,000
Total	250,000	100,000

In addition, if the Company calculates a mineral resource on the Extinction Ridge Property exceeding 50,000,000 pounds of Vanadium Pentoxide ("V₂O₅") in all reserve categories, the Company will issue a bonus payment of 250,000 shares to Extinction Ridge Royalty Holder. An additional 250,000 shares will be issued to Extinction Ridge Royalty Holder if the calculation exceeds 150,000,000 pounds of V₂O₅ on the Extinction Ridge Property.

As at February 4, 2019, the Company fulfilled its commitments and acquired an 100% undivided interest in the Extinction Ridge Property.

Abandoned Properties

Fish Lake Valley Project - Nevada, USA

The Fish Lake Valley project consists of a series of 98 placer claims comprising a total of 7,840 acres in Esmeralda County, Nevada, USA.

On April 30, 2019, the Company decided not to proceed with the acquisition and terminated the option agreement. As at February 28, 2019, the Company wrote-off the related costs it had incurred.

Atlantis Property - Nevada, USA

The Atlantis property consists of a series of 69 placer claims and 19 association placer claims, comprising a total of 2,882 acres, located in Esmeralda County, Nevada, USA.

On April 30, 2019, the Company decided not to proceed with the acquisition and terminated the option agreement. As at February 28, 2019, the Company wrote-off the related costs it had incurred.

Fish South Property - Nevada, USA

On June 1, 2016, the Company finalized an option agreement with TY & Sons Explorations (Nevada) Ltd. ("FS Optionor"), who has the right to acquire a 100% interest in a series of mineral claims located in Esmeralda County, Nevada, USA ("the Fish South Property").

On April 30, 2019, the Company decided not to proceed with the acquisition and terminated the option agreement. As at February 28, 2019, the Company wrote-off the related costs it had incurred.

Summary of Quarterly Results

The following table sets out selected quarterly financial information for each of the eight recently completed quarters. The financial information has been reported in accordance with IFRS.

	May 31, 2019	Feb 28, 2019	Nov 30, 2018	Aug 31, 2018
	\$	\$	\$	\$
Total assets	10,076,431	11,015,800	21,126,559	19,194,345
Total liabilities	330,387	719,848	297,645	417,596
Working capital	49,092	631,833	2,459,566	698,205
Revenues	-	-	-	-
Net loss	(718,658)	(10,969,592)	(2,933,547)	(2,132,662)
Loss per share	(0.01)	(0.18)	(0.05)	(0.05)

	May 31, 2018	Feb 28, 2018	Nov 30, 2017	Aug 31, 2017
	\$	\$	\$	\$
Total assets	16,708,666	17,377,457	17,839,579	17,870,996
Total liabilities	328,795	325,869	346,527	203,347
Working capital (deficit)	2,788,514	3,711,022	(204,950)	(20,129)
Revenues	-	-	-	-
Net loss	(780,217)	(5,653,829)	(174,597)	(898,209)
Loss per share	(0.02)	(0.30)	(0.02)	(0.08)

These amounts fluctuate from quarter to quarter and year to year depending on its outstanding cash balance. The Company has not yet earned revenue from any of its mineral properties. If a property is determined to have limited exploration potential the property is abandoned and expenditures are written off to operations.

Variances quarter over quarter can be explained as follows:

For the quarter ended February 28, 2019, the higher net losses are related to significant marketing expenses of \$1,864,427, exploration and evaluation costs of \$432,803, and a write-off of exploration and evaluation assets of \$8,908,706 for the Fish Lake Valley Property, Atlantis Property, and Fish South Property. For the quarter ended November 30, 2018, the higher net losses are related to significant marketing expenses of \$1,677,024, consulting fees of \$365,000, and exploration and evaluation costs of \$678,663. For the quarter ended August 31, 2018, the higher net losses are related to significant marketing expenses of \$748,069, exploration and evaluation costs of \$666,896, and share-based compensation estimated fair values of \$385,080. For the quarter ended February 28, 2018, the higher net losses are related to share-based compensation estimated fair values of \$1,034,115 and a write-off of exploration and evaluation assets of \$4,782,672 for Clayton Valley BFF property and San Emidio property. For the presentation of the operating expenses within the February 28, 2019 annual financial statements, various categories of operating expenses were reclassified, the above amounts are reflective of these reclassifications.

Results of Operations

The following financial data is derived from the Company's condensed interim financial statements:

	For the three months ended May 31,	
	2019	2018
	\$	\$
Revenues	-	-
General and administrative expenses	(718,658)	(780,217)
Loss and comprehensive loss	(718,658)	(780,217)
Basic and diluted loss per common share	(0.01)	(0.02)
Working capital	49,092	2,788,514
Total assets	10,076,431	16,708,666
Total liabilities	330,387	328,795

At May 31, 2019, the Company had not yet achieved profitable operations and has accumulated losses of \$33,556,023 (February 28, 2019 - \$32,837,365) since inception. The basic and diluted loss per share for the three months ended May 31, 2019 and 2018 was \$0.01 and \$0.02, respectively.

The Company's future financial success will be dependent upon the ability to obtain necessary financing to complete the development of reserves or the discovery and development of a body of commercial ore. Such discovery and development may take years, if at all, to complete and the amount of resulting income, if any, is impossible to determine.

The table below details the significant changes in administrative expenditures for the three months ended May 31, 2019 as compared to the corresponding period ended May 31, 2018:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Consulting fees	Decrease of \$122,076	Decreased due to engagement of less financial advisory and business development consultants.
Exploration and evaluation expenses	Increase of \$83,011	Increased due to the expanded exploration budget.
Management fees	Increase of \$33,822	Increased due to fees paid to directors for business development and management services

Liquidity and Capital Resources

The Company's liquidity and capital resources at the following dates are as follows:

	May 31, 2019	February 28, 2019
	\$	\$
Cash	203,538	1,040,477
Term deposit	29,144	29,017
Amounts receivable	79,505	94,043
Prepaid expenses and deposits	67,292	188,144
Accounts payables and accrued liabilities	(298,722)	(719,848)
Due to related parties	(31,665)	-
Working capital	49,092	631,833

The Company has no revenue generating operations from which it can internally generate funds and therefore has been incurring losses since inception. The Company has financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements and the exercise of stock options. When acquiring interests in resource properties through purchase or option, the Company issues common shares or a combination of cash and shares to the vendors of the property as consideration for the property in order to conserve its cash. The Company expects that it will continue to operate at a loss for the foreseeable future and will require additional financing to fund the exploration of its existing properties and the acquisition of potential resource properties.

As at May 31, 2019, the Company had a working capital of \$49,092 (February 28, 2019 – \$631,833) and had no long-term debt. During the three months ended May 31, 2019, the Company's cash position decreased by \$836,939, compared to a decrease of \$1,407,452 during the three months ended May 31, 2018. The decrease in the current period of 2019 was mainly due to funding operating expenses and no financings being undertaken.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's business and the present stage of exploration of its resource properties (which are primarily early stage exploration properties with no known resources or reserves that have not been explored by modern methods), the following risk factors will apply:

Mining Industry is Intensely Competitive: The Company's business will be the acquisition, exploration and development of resource properties. The mining industry is intensely competitive and the Company will compete with other companies that have far greater resources.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Permits and Licenses: The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Uninsured or Uninsurable Risks: The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any mineral deposit will be such that any of its resource properties could be mined at a profit.

No Assurance of Profitability: The Company has no history of earnings and, due to the nature of its proposed business, there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Going Concern: The Company's condensed interim consolidated financial statements have been prepared on the basis that it will continue as a going concern. For the three months ended May 31, 2019, the Company incurred a comprehensive loss of \$718,658 (2018 - \$780,217). As at May 31, 2019, the Company had an accumulated deficit of \$33,556,023 (February 28, 2019 - \$32,837,365), which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors give rise to a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern.

Government Regulation: Any exploration, development or mining operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Financing Risks: The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources: The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties. In particular, failure by the Company to raise the funding necessary to maintain in good standing its various option agreements could result in the loss of its rights to such properties.

Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce minerals from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical and mining personnel and consultants is particularly intense in the current marketplace.

Potential conflicts of interest: Certain of the Company's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to manage other business interests. This may result in certain conflicts of interest, to the extent that such other companies may participate in ventures in which the Company is also participating. The laws of British Columbia require the directors and officers to act honestly, in good faith, and in the best interests of the Company. In addition, each director must declare his or her interest and abstain from voting on any contract or transaction in which the director may have a conflict of interest.

Surface Rights and Access: Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

Exploration and development activities are inherently risky: The business of exploration and extraction involves a high degree of risk. Few properties that are explored are ultimately developed into production. Unusual or unexpected formations, formation pressures, power outages, labour disruptions, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. These factors can all affect the timing, cost and success of exploration programs and any future development. Although the Company carries liability insurance with respect to its exploration operations, the Company may become subject to liability for damage to life and property, environmental damage, cave-ins or hazards against which it cannot insure or against which it may elect not to insure.

Previous operations may have caused environmental damage at certain of the Company's properties. It may be difficult or impossible to assess the extent to which such damage was caused by the Company or by the activities of previous operators, in which case, any indemnities and exemptions from liability may be ineffective, and the Company may be responsible for the costs of reclamation.

If any of the Company's properties move to a development stage, the Company would be subject to additional risks respecting any development and production activities.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

	For the three months ended May 31,	
	2019	2018
	\$	\$
Consulting fees	-	30,000
Management fees	99,130	45,821
	99,130	75,821

During the three months ended May 31, 2019, the Company entered into the following transactions with key management personnel:

Related party	Nature of transaction
Michael Kobler ("Kobler")	Management fees for the services provided by Michael Kobler, Executive Chair and the Chief Executive Officer.
Andrew Bowering ("Bowering")	Management fees for the services provided by Andrew Bowering, Director.

- (a) Paid or accrued management fees of \$69,130 (May 31, 2018 – \$45,821) to Kobler and to a company controlled by Kobler.
- (b) Paid or accrued management fees of \$30,000 (May 31, 2018 – \$nil) and consulting fees of \$nil (May 31, 2018 - \$30,000) to Bowering and a company controlled by Bowering.
- (c) As at May 31, 2019, the Company owed \$31,665 (February 28, 2019 - \$nil) to related parties for unpaid fees.

Critical Accounting Estimates

In the application of the Company's accounting policies, which are described in note 3 to the condensed interim consolidated financial statements for the three months ended May 31, 2019 and 2018, management is required to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant estimates and judgments applying to the Company's financial statements include:

- the determination of the element of costs recorded as exploration and evaluation assets and determination of reclamation obligations;
- recognition of deferred tax assets and liabilities;
- the determination that the Company will continue as a going concern for the next year; and
- assumptions used in valuing options and warrants in share-based compensation calculation

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

Financial Instruments and Risk Management

Fair value of financial instruments

The Company's condensed interim consolidated financial instruments consist of cash, term deposit, amounts receivable, accounts payable and due to related parties. As at May 31, 2018, the Company classifies its cash, term deposit, and accounts receivable as fair value through profit and loss, and its accounts payable and due to related parties as other financial liabilities. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Cash and term deposit is classified under Level 1.

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The Company does not have any financial instruments classified under Level 2.

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data. Accounts payable are classified under Level 3.

The Company's financial instruments are exposed to the following risks:

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and term deposit. The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at May 31, 2019 relating to cash and term deposit of \$232,682. The cash and term deposit is held at a Canadian chartered bank and the Company considers the credit risk to be minimal.

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 May 31, 2019, the Company had a cash balance of \$203,538 to settle liabilities of \$330,387.

Foreign Exchange Risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable, and commitments that are denominated in a foreign currency. As at May 31, 2019, a 10% fluctuation in the foreign exchange rate of the United States dollar against the Canadian dollar would affect the Company's cash, account payable, and commitments by approximately \$32,000.

Interest Rate Risk

The Company has cash balances and term deposits with interest based on the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of lithium. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

During the three months ended May 31, 2019, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders, to maintain creditworthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares. The Company includes the components of shareholders' equity in its management of capital.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares to raise cash and obtain bridging loans from related parties. The Company's investment policy is to invest its cash in investment instruments in financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

There were no changes in the Company's management of capital during the three months ended May 31, 2019.

Outstanding Share Data

As at the date of this report:

a) Authorized: unlimited common shares without par value.

b) Issued and outstanding: 62,605,742 common shares.

c) Outstanding stock options:

Number of options	Exercise price \$	Expiry date
3,400,000	0.31	February 9, 2023
1,200,000	0.35	June 29, 2023
4,600,000		

d) Outstanding warrants:

Number of warrants	Exercise price \$	Expiry date
130,000	0.50	September 17, 2020
595,000	2.50	April 6, 2020
2,041,232	1.25	February 28, 2020
21,411,430	0.375	February 1, 2020
5,978,705	0.75	September 25, 2020
30,156,367		

Other MD&A Requirements

Additional information relating to the Company may be found on SEDAR at www.sedar.com including, but not limited to:

- the Company's condensed interim consolidated financial statements for the three months ended May 31, 2019 and 2018; and
- the Company's audited consolidated financial statements for the years ended February 28, 2019 and 2018.

This MD&A has been approved by the Board on July 30, 2019.