

# ANNUAL INFORMATION FORM

For the year ended November 30, 2024



March 21, 2025

## **LI-FT POWER LTD.**

("LIFT" or the "Company")

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## TABLE OF CONTENTS

<b>ITEM 1: GENERAL</b> .....	<b>3</b>
1.1 EFFECTIVE DATE OF INFORMATION .....	3
1.2 FORWARD LOOKING STATEMENTS .....	3
1.3 INCORPORATED BY REFERENCE .....	6
1.4 CURRENCY .....	6
<b>ITEM 2: CORPORATE STRUCTURE</b> .....	<b>6</b>
2.1 NAMES, ADDRESS AND INCORPORATION .....	6
2.2 INTERCORPORATE RELATIONSHIPS .....	7
<b>ITEM 3: GENERAL DEVELOPMENT OF THE BUSINESS</b> .....	<b>7</b>
3.1 THREE YEAR HISTORY .....	7
3.2 SIGNIFICANT ACQUISITIONS AND DISPOSITIONS .....	18
<b>ITEM 4: DESCRIPTION OF THE BUSINESS</b> .....	<b>18</b>
4.1 GENERAL .....	18
4.2 RISK FACTORS .....	21
<b>ITEM 5: MINERAL PROPERTIES</b> .....	<b>35</b>
5.1 YELLOWKNIFE LITHIUM PROJECT .....	35
5.2 RUPERT PROJECT .....	43
<b>ITEM 6: DIVIDENDS</b> .....	<b>45</b>
<b>ITEM 7: DESCRIPTION OF CAPITAL STRUCTURE</b> .....	<b>46</b>
7.1 GENERAL DESCRIPTION OF CAPITAL STRUCTURE .....	46
7.2 CONSTRAINTS .....	46
7.3 RATINGS .....	46
<b>ITEM 8: MARKET FOR SECURITIES</b> .....	<b>46</b>
8.1 TRADING PRICE AND VOLUME .....	46
8.2 PRIOR SALES .....	47
<b>ITEM 9: ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER</b> .....	<b>47</b>
<b>ITEM 10: DIRECTORS &amp; OFFICERS</b> .....	<b>49</b>
10.1 NAME, OCCUPATION AND SECURITY HOLDING .....	49
10.2 CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS .....	51
10.3 CONFLICTS OF INTEREST .....	52
<b>ITEM 11: AUDIT COMMITTEE</b> .....	<b>52</b>
<b>ITEM 12: PROMOTERS</b> .....	<b>55</b>
<b>ITEM 13: LEGAL PROCEEDINGS</b> .....	<b>56</b>
<b>ITEM 14: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS</b> .....	<b>56</b>
<b>ITEM 15: TRANSFER AGENTS AND REGISTRARS</b> .....	<b>56</b>
<b>ITEM 16: MATERIAL CONTRACTS</b> .....	<b>56</b>
<b>ITEM 17: INTERESTS OF EXPERTS</b> .....	<b>57</b>
17.1 NAMES OF EXPERTS .....	57
17.2 INTERESTS OF EXPERTS .....	57
17.3 AUDITORS .....	57

**ITEM 18: ADDITIONAL INFORMATION..... 57**

**SCHEDULE "1" ..... 1**

**1.0 PURPOSE OF THE COMMITTEE..... 1**

**2.0 MEMBERS OF THE COMMITTEE..... 1**

**3.0 MEETING REQUIREMENTS ..... 1**

**4.0 DUTIES AND RESPONSIBILITIES ..... 1**

**5.0 MISCELLANEOUS..... 3**

## **ITEM 1: GENERAL**

### **1.1 Effective Date of Information**

All information in this annual information form (AIF) is as of March 20, 2025 unless otherwise indicated.

### **1.2 Forward Looking Statements**

#### ***Cautionary Statement Regarding Forward-Looking Statements***

This AIF contains “forward-looking statements” concerning anticipated developments and events that may occur in the future. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements include, but are not limited to, statements with respect to

- the future price of lithium products;
- the estimation of mineral resources and realization of mineral reserve estimates;
- the development, expansion and assumed future results of exploration and operations from the Company’s mineral projects;
- success of exploration activities;
- disruptions of the Company’s business operations;
- permitting timelines;
- currency fluctuations;
- requirements for additional capital and the Company’s expectations regarding its ability to raise capital;
- government regulation of mining operations;
- environmental risks;
- occupational health and safety risks;
- unanticipated reclamation expenses;
- title disputes or claims;
- land access risks;
- limitations on insurance coverage;
- uncertainty due to conflicts, such as those in Ukraine and the Middle East, that may affect global economic activity and demand for and the price of lithium products other battery metals and other natural resources; and

- the Company's plans and expectations for its properties.

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 state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this AIF, the Company has made various material assumptions, including but not limited to (i) obtaining necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) the accuracy of the interpretation of drilling and other results on the Company's mineral projects; (viii) anticipated results of exploration activities and (ix) predictable changes to market prices for lithium products and other battery metals and other predicted trends regarding factors underlying the market for such products.

Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements.

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:

- the Company's actual financial position and results of operations may differ materially from the expectations of the Company's management;
- the Company expects to incur significant ongoing costs and obligations relating to its mineral projects;
- the Company may not be able to secure additional financing for current and future operations and capital projects;
- inherent uncertainties and risks associated with mineral exploration;
- the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- volatility in the market prices for lithium products, other battery metals and other natural resources;
- the risk that the Company's title to its properties could be challenged;

- the Company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the Company faces competition from other companies where it will conduct business that may have a higher capitalization, more experienced management or may be more mature as a business;
- risks related to the Company's ability to attract and retain qualified personnel;
- uncertainties related to global financial and economic conditions;
- uncertainty due to conflicts, such as those in Ukraine and the Middle East, and foreign economic policies, such as tariffs, that may affect global economic activity and demand for and the price of lithium products, other battery metals and other natural resources;
- risks associated with the Company being subject to government regulation, including changes in regulation, including changes in environmental laws and regulations;
- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- uninsured risks and hazards;
- risks relating to environmental regulation and liabilities;
- the Company will continue to sell shares for cash to fund operations, capital expansion, mergers and acquisitions that will dilute the current shareholders;
- the Company's officers and directors may be engaged in a range of business activities resulting in conflicts of interest;
- the market price for Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control; and
- the Company does not anticipate paying cash dividends in the near future;

as well as those factors discussed in Item 4.2 entitled "Risk Factors" in this AIF and in the documents incorporated by reference herein.

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. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this AIF and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances.

### 1.3 Incorporated by Reference

Incorporated by reference into this AIF are

- (a) the audited consolidated financial statements of the Company for the years ended November 30, 2024 and 2023;
- (b) management's discussion and analysis of the Company for the year ended November 30, 2024;
- (c) the technical report titled "NI 43-101 Technical Report for the Rupert Lithium Project" (the "**Rupert Report**") dated April 28, 2022 and prepared by Don Cummings, P. Geo, OGQ Member 2183;
- (d) the technical report titled "Initial Mineral Resource Estimate for the Yellowknife Lithium Project, Northwest Territories, Canada" (the "**Technical Report**") dated November 13, 2024 and authored by Allan Armitage, Ph.D., P.Geo., and Ben Eggers, B.Sc.(Hons), MAIG, P.Geo., of SGS Geological Services.

all of which were filed via SEDAR+ and are accessible for review at [www.sedarplus.ca](http://www.sedarplus.ca). Copies may also be obtained from the Company upon request. See "*Additional Information*" in this AIF.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Annual Information Form to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Annual Information Form.

### 1.4 Currency

Unless otherwise indicated, all references to "\$" or "dollars" in this AIF refer to Canadian dollars and the functional currency of the Company's accounts are maintained in Canadian dollars.

## ITEM 2: CORPORATE STRUCTURE

### 2.1 Names, Address and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on May 28, 2021.

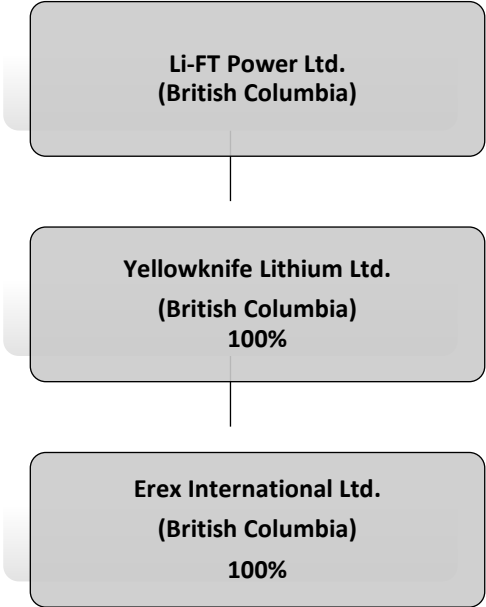
The head office of the Company is located at Suite 1218-1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3, and the registered and records office of the Company is located at Suite 830-999 West Broadway, Vancouver, British Columbia V5Z 1K5.

The Company is listed on the TSX Venture Exchange (“**TSXV**”) and trades under the symbol “**LIFT**”, on the OTCXQ under the symbol “**LIFFF**” and on the Frankfurt Stock Exchange under the symbol “**WSO**”. The Company is a reporting issuer in each of the provinces and territories of Canada.

**2.2 Intercorporate Relationships**

The Company currently has two wholly owned Canadian subsidiaries.

The diagram below represents the corporate structure of the Company.



**ITEM 3: GENERAL DEVELOPMENT OF THE BUSINESS**

**3.1 Three Year History**

LIFT is a TSXV listed lithium exploration company with projects in Northwest Territories and Quebec.

**Overview**

LIFT is a mineral exploration company engaged in the acquisition, exploration, and development of lithium pegmatite projects located in Canada. The Company is exploring for lithium.

The Company holds interests in three mineral projects in the Northwest Territories, the Yellowknife Lithium Project (“**YLP**”), the North Arrow Project (“**NAR**”), and the Cali Project, as well as three mineral projects in Quebec referred to as the Rupert Project, the Pontax Project and the Moyenne Project. At present, the Company's mineral properties are not at a commercial development or production stage.

Northwest Territories

The YLP is comprised of 13 mineral leases and one mineral claim within the Yellowknife pegmatite province, all of which are held by the Company, through its wholly owned subsidiary Erex International



Ltd. (“**Erex**”), subject to an overriding 2% gross overriding royalty (the “**Erex GORR**”) and in the case of 11 of the mineral leases, a 2% net profits royalty (the “**Erex NPI**”).

The NAR Project consists of six leases and fourteen mineral claims that are split between three separate properties; Lac De Gras (“**LDG**”), Mackay, and DeStaffany. The LDG property is subject to a 2% gross overriding diamond royalty, and the lease forming a part of the LDG Project is also subject to a 2% net smelter returns royalty. Both of those royalties contain buy-back provisions for one-half (1%) through payments to the royalty holder of CAD \$2,000,000 and CAD \$3,000,000 respectively. The DeStaffany property is subject to a 2% gross overriding royalty of which one-half (1%) may be repurchased at anytime on payment of CAD \$2,000,000 to the royalty holder. Erex holds a 100% interest in the NAR Project and is subject to the Erex GORR.

The Cali Project is comprised of one mineral lease and fifteen mineral claims within the Little Nahanni Pegmatite Group, located in the Northwest Territories near the Yukon border (the “**Cali Project**”). Erex holds a 100% interest in the Cali Project, subject to the Erex GORR.

## Quebec

The Rupert Project comprises 2,672 claims for 141,755 hectares located in the James Bay Region in Quebec. The Company holds a 100% interest in 2,667 of those claims. Full transferal of the 5 remaining claims to the Company, which forms the entirety of the Rupert Project is currently being processed. The entirety of the Rupert Project is subject to a 2% net smelter royalty held by a subsidiary of Kenorland Minerals Ltd. (the “**Kenorland NSR**”). Thirty of the claims held are also subject to a 3% net smelter royalty held by two private parties, 78 claims are subject to a 2% net smelter royalty held by two further private individuals and 348 claims are subject to a 2% net smelter royalty held by two other private parties.

The Pontax Project comprises 61,894 hectares located in the James Bay region in Quebec. The Company holds a 100% interest in the majority of the claims, subject to the Kenorland NSR. The Company holds the sole and exclusive option to acquire up to a 70% interest in 287 of the mining claims forming 15,323 hectares of the Pontax Project from Harfang Exploration Inc. (“**Harfang**”).

The Moyenne Project comprises 25,145 hectares located in the James Bay region in Quebec. The Company holds a 100% interest in the property, subject to the Kenorland NSR.

The Company’s material mineral properties are the Yellowknife Lithium Project and the Rupert Project.

## ***Mineral Property Acquisitions***

### **Northwest Territories**

#### **Acquisition of 136/Yellowknife Lithium Project**

On November 22, 2022, the Company entered into an amalgamation agreement (the “**Amalgamation Agreement**”) with 136, and a wholly owned subsidiary of the Company, 1386798 B.C. Ltd. (“**Subco**”). 136 held all of the issued and outstanding shares of Erex, which in turn holds a 100% interest in the 13 mineral leases in Yellowknife Lithium Project and one mineral lease in the Cali Project.

The acquisition of the 136 (the “**Transaction**”) was completed by way of a three-corner amalgamation under the BCBCA, whereby, among other things

- a) Subco, a subsidiary created for the purposes of completing the Transaction, was amalgamated with and into 136, with the amalgamated entity, Yellowknife Lithium Ltd., becoming a wholly owned subsidiary of the Company, and;
- b) each outstanding share of 136 was exchanged for 0.60 of Common Shares, with the Transaction resulting in the issuance of an aggregate of 18,000,000 Common Shares.

No finder's fees were paid in connection with the Transaction.

All of the leases held by Erex are subject to the Erex NPI and the Erex GORR. The Erex GORR will apply to all after acquired mineral interests of Erex and 136 in the Northwest Territories.

#### Thompson-Lundmark Property

On February 18, 2023 the Company entered into an option agreement with Perlis Enterprise Inc., a private Canadian corporation pursuant to which it was granted the option to acquire a 100% interest in 13 mineral leases located in Northwest Territories, which leases were adjacent to the YLP mineral leases.

In order to exercise the option, the Company was required to make aggregate cash payments of \$3,000,000 and incur \$1,300,000 in aggregate exploration expenditures.

On February 18, 2025, the Company has terminated the Thompson Lundmark Agreement by giving the optionors written notice of same, in accordance with the Thomson Lundmark Agreement.

A copy of the Thomson Lundmark Agreement is available on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

#### Shorty West Lithium Claim Acquisition

On July 18, 2024, the Company entered into a mineral purchase property purchase agreement dated July 17, 2024 with Infinity Stone Ventures Corp. to acquire the Shorty West Lithium mineral claim (the "**Shorty West Claim**"), which is adjacent to the Company's Yellowknife Lithium Project. Subsequently, on September 3, 2024, the Company announced that at the request of Infinity Stone Ventures Corp., it has terminated the mineral property purchase agreement dated July 17, 2024 regarding the Shorty West Claim. In connection with the termination, beneficial ownership of the claim was transferred to an arm's length private entity. Subsequently, the Company has entered into a mineral property purchase agreement dated August 16, 2024 with that entity to acquire the Shorty West Claim in consideration of the issuance 12,000 common shares in the capital of the Company.

The Shorty West Claim is adjacent to YLP mineral leases and forms a part of the Yellowknife Lithium Project and is subject to the Erex GORR.

No finder's fees were paid in connection with the acquisition of the Shorty West Claim.

#### Cali Project Claim Staking

On September 3, 2024, the Company reported that it has quadrupled the size of the Cali Project by staking an additional 9,681 hectares of 11 contiguous claims. All claims are subject to the Erex GORR.

## NAR Project Acquisition

On January 23, 2025, the Company acquired all rights, title, and interest in the, DeStaffany, LDG and Mackay Lithium Projects (represented by 14 mineral claims and six leases) pursuant to a property purchase agreement dated December 17, 2024 from North Arrow Minerals Inc. in consideration of the issuance of 250,000 common shares. The acquisition also included the transfer of associated reclamation bonds, ensuring responsible environmental stewardship as these projects are developed, of which the Company will make a post-closing cash reimbursement of approximately CAD \$47,500 to North Arrow related to the reclamation bond for the DeStaffany Project.

The DeStaffany Project is subject to a 2% gross overriding royalty of which one-half (1%) may be repurchased at anytime on payment of CAD \$2,000,000 to the royalty holder. In addition, the LDG Project is subject to a 2% gross overriding diamond royalty, and the lease forming a part of the LDG Project is also subject to a 2% net smelter returns royalty. Both of those royalties contain buy-back provisions for one-half (1%) through payments to the royalty holder of CAD \$2,000,000 and CAD \$3,000,000 respectively. All of the claims and leases forming the DeStaffany, LDG and Mackay Projects are subject to the Exex GORR.

## Quebec

### Rupert Project

The Rupert Project is comprised of claims staked by the Company as well as groups of claims acquired through acquisitions and options as described below.

#### *The Kenorland claims*

On June 11, 2021, the Company entered into an option agreement (the “**Kenorland Option Agreement**”) with Kenorland Minerals Ltd. (“Kenorland”) pursuant to which the Company was granted by Kenorland an option to acquire a 100% interest in and to 2,984 claims now forming part of the Rupert and Pontax Projects (the “**Kenorland Claims**”) which gives the Company the right to acquire up to a 100% interest in the Kenorland Claims.

In order to exercise the option, the Company paid \$200,000 in cash to Kenorland and issued 1,751,913 common shares in its capital to Kenorland, representing 9.9% of the issued and outstanding common shares of the Company at its listing on the CSE on June 24, 2022. The Company also granted the Kenorland NSR on the Kenorland Claims as well as any additional claims or mineral rights acquired by the Company within a two kilometer area of interest. The option was exercised in full on June 27, 2022.

Concurrently with the execution of the Kenorland Option Agreement, the Company entered into an operator services agreement dated June 11, 2021 with Kenorland (the “**Operator Services Agreement**”) pursuant to which the Company engaged Kenorland as operator of the Kenorland Claims. The Company will pay an operator’s fee to Kenorland equal to 10% of all exploration costs.

A copy of the Kenorland Option Agreement is available on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *The James Bay Claims*

The Company was granted an option to acquire up to a 100% interest in 78 claims (the “**James Bay**

**Claims**”), pursuant to an option agreement dated August 11, 2021 (the “James Bay Option Agreement”) with Glenn Griesbach and Juanita Tedy Asihto.

The Company exercised the option by paying an aggregate of \$100,000 in cash over a 3-year period. The Company also granted a 2% net smelter royalty on the James Bay Claims to the optionors (the “**James Bay Royalty**”). The option was exercised in full on August 11, 2024.

The Company has the right at any time after the exercise of the option to purchase from the optionors 1.5% of the James Bay Royalty for an amount of \$1,500,000 payable in cash. In addition, the Company has the right of first refusal to purchase the James Bay Royalty if the optionors wish to sell, assign, transfer, convey or otherwise dispose of or deal with the James Bay Royalty in accordance with the provisions of the James Bay Option Agreement. The James Bay Royalty has a term of 99 years, subject to termination by mutual agreement.

A copy of the James Bay Option Agreement is available on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *Ravenclan Claims*

On January 13, 2022, the Company entered into a purchase agreement with Marino Specogna and Ravenclan Ltd., a private Canadian corporation, to acquire eight mineral claims located in James Bay, Quebec (the “**Ravenclan Claims**”). The Company acquired the Ravenclan Claims for a purchase price of \$10,000 paid in cash on January 11, 2022. The Ravenclan Claims are subject to the Kenorland Royalty.

A copy of the purchase agreement for the Ravenclan Claims is available on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *Whabouchi Claims*

On April 12, 2022, the Company entered into a purchase agreement with 9228-6202 Quebec Inc., a private Quebec company, to acquire 30 mineral claims located in James Bay, Quebec (the “**9228 Claims**”). The Company acquired the 9228 Claims for a purchase price of \$15,000 paid in cash on April 19, 2022 and the grant of a 3.0% net smelter returns royalty on the 9228 Claims, one-half of which may be acquired at any time for payment of \$2,000,000 in cash.

A copy of the purchase agreement for the 9228 Claims is available on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### Lac Des Montagnes Property

The Company was granted the sole and exclusive option to acquire up to a 100% interest in the Lac des Montagnes Property, pursuant to an option agreement dated September 22, 2022 (the “**Lac des Montagnes Agreement**”) with 92198845 Quebec Inc., a private Quebec corporation, and Steve LaBranche.

The Company exercised the option by issuing an aggregate of 584,114 common shares and paying an aggregate of \$300,000 in cash over a 12 month period. The Company also granted a 2% net smelter royalty on the Lac des Montagnes Property to the optionors. The option was exercised in full on September 23, 2023.

## Pontax Property

The Company was granted the sole and exclusive option to acquire up to a 70% interest in the mineral claims comprising the Pontax property (the “**Pontax Property**”), pursuant to an option agreement dated July 20, 2022 (the “**Pontax Agreement**”) with Harfang. Pursuant to the Pontax Agreement, the Company may exercise a first option to earn an initial 51% interest in the Pontax Property by paying \$25,000 in cash on signing (paid), additional payments of \$75,000 (\$25,000 per year)(\$50,000 paid currently), payable in cash or in common shares at the discretion of the Company and incurring \$1,650,000 in exploration expenditures on the Pontax Property on or before the third anniversary of the Pontax Agreement.

Upon earning the 51% interest, the Company may exercise a second option to acquire a further 19% interest (for an aggregate 70% interest) by making an additional \$50,000 payment, in cash or in common shares at the discretion of the Company on election and incurring a further \$3,350,000 in exploration expenditures on the Pontax Property on or before a period ending three years after the exercise of the first option. Upon exercise of the second option, Harfang has the option to convert its remaining interest in the Pontax Property into a 2.5% net smelter royalty or to form a joint venture on the Pontax Property.

The Company has the right to accelerate the cash payments and exploration expenditures to exercise each of the first and second option early. The Company also retains the right to pay cash in lieu of incurring expenditures within sixty days of the date expenditures were required to be incurred.

The Company has the right to abandon any of claims forming the Pontax Property at any time by giving 60 days written notice to Harfang, which may elect to have such claims transferred back to it without warranty and at its own cost.

A one kilometer area of interest applies to the Pontax Property such that if either Harfang or the Company acquires mineral claims within the area of interest they shall notify the other in writing including all details regarding such claims, including the cost thereof, and the other party may elect within 30 days of such notice to require such claim be included in the Pontax Property. If the acquiring party is Harfang, the Company shall reimburse all acquisition costs to Harfang, which costs shall constitute expenditures on the Pontax Property. If the Company is the acquiring party, no reimbursements shall occur, but the acquisition costs shall constitute expenditures on the Pontax Property.

Harfang may terminate the Pontax Agreement at any time prior to the exercise of the first option if the Company fails to make any of the cash payments or incur the expenditures noted above if such failure is not cured within 60 days after the date the particular payment was required to be made or expenditures were required to be incurred, subject to any payment of cash in lieu. The Company may terminate Pontax Agreement at any time by providing written notice of same to Harfang, provided that, among other things, all claims forming the Pontax Property are left in good standing for a period of one year after the date of termination of the Pontax Agreement.

A copy of the Pontax Agreement is available on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

An aggregate of 7 claims were acquired for cash consideration in non-material values during the financial year. Six claims are subject to a 1% net smelter returns royalty.

## ***Mineral Property Developments***

### **Yellowknife Lithium Project**

LIFT was issued a Type A Land Use Permit (MV2022C0021), a non-federal Type B Water Licence (MV2022L8-0008), and a federal Type B Water Licence (MV2022L8-0009) on January 3, 2023. LIFT subsequently received approval for amendments to its Land Use Permit and Water Licences for the Yellowknife Lithium Project on May 29 and December 12, 2023. The amendments allow LIFT to use additional water sources, enabling the Company to drill on all the leases associated with its Yellowknife Lithium Project. The amendments also allow LIFT to build a winter road that connects the Echo area to the all-season road to Yellowknife, effectively creating an option for a road-based link between Echo to the global market.

On June 2, 2023, the Company commenced its summer drill campaign at the Yellowknife Lithium Project. The drill program was scheduled to run until November 2023 and targeted seven outcropping spodumene-bearing pegmatite dyke complexes that are within 10 kilometres of an all-season highway. Drilling began by targeting areas that, based on historic trench sample results, returned the highest lithia grades from outcropping pegmatites. The Fi Southwest and Fi-Main pegmatites were the first targets that were drilled. The Company planned to drill each pegmatite target at 100 metre by 100 metre centers to a vertical depth of 300 metres.

On August 15, 2023, the Company announced that due to forest fire activity in the Northwest Territories, LIFT temporarily demobilized personnel, essential equipment, and key drill core from the Hidden Lake Camp. LIFT worked with the Government of the Northwest Territories to support local fire-fighting efforts and released a helicopter to support the campaign.

Subsequently on September 14, 2023, LIFT announced that diamond drilling resumed with one drill rig at the Echo target and planned to scale up to six rigs by mid-September. The Company reported that there was no damage to any samples, equipment, or infrastructure during the evacuation period.

On January 29, 2024, the Company announced that it has commenced a winter diamond drill program at the Yellowknife Lithium Project. This 2024 winter drilling program aims to drill just over 100 holes for 18,600 m on six of LIFT's pegmatite prospects to build on the 34,200 m of drilling completed in 2023.

Between July 25, 2023 and June 11, 2024, the Company announced drill results for 286 drill holes (approximately 49,548 metres of drilling) across 8 pegmatite targets. The results indicated lithium grades averaging between 1.0% Li<sub>2</sub>O and 1.2% Li<sub>2</sub>O, with intercept widths of 10 to 30 meters.

### **Metallurgical Testing**

On September 23, 2024, the Company reported results from the metallurgical sampling program completed in 2023 and 2024 across eight spodumene deposits within the Yellowknife Lithium Project. Metallurgical test work comprised of heavy liquid separation (HLS) testing, dense media separation (DMS) testing, and batch flotation testing was executed by SGS Canada Inc. ("SGS") in Lakefield, Ontario.

For the two-stage DMS tests, global lithium recovery ranged from 49.9% to 60.4% with spodumene concentrate grade ranging from 5.81% to 6.41% Li<sub>2</sub>O with relatively low iron content ranging from 0.62% to 0.88% Fe<sub>2</sub>O<sub>3</sub>. For single-stage DMS operation (pre-concentrate production), global lithium recovery to

the fines and sinks stream ranged from 93.0% to 95.2%. Pre-concentrate grades ranged from 1.90% to 2.02% Li<sub>2</sub>O and 0.53% to 0.55% Fe<sub>2</sub>O<sub>3</sub>.

Flotation tests yielded 5.5% Li<sub>2</sub>O concentrate with lithium recoveries from 56% to 77%. Combined DMS and flotation flowsheets produced concentrates of 5.75% to 6.17% Li<sub>2</sub>O, with overall lithium recoveries ranging from 81% to 87%. Tests with a single-stage DMS pre-concentration followed by flotation produced concentrates ranging from 5.59% to 5.77% Li<sub>2</sub>O, with laboratory-scale recoveries between 61% and 72%.

### Mineral Resource Estimate (MRE)

On October 1, 2024, the Company announced its initial NI 43-101 inferred mineral resource estimate (the "Resource Estimate") for the Yellowknife Lithium Project. The Resource Estimate covers 8 of 13 spodumene-bearing pegmatite dykes that comprise the YLP. The consolidated in-pit Resource Estimate is reported at 50.4 million tonnes (Mt) grading 1.00% Li<sub>2</sub>O for 506,000 tonnes of Li<sub>2</sub>O or 1.25 million tonnes of lithium carbonate equivalent (LCE) in the inferred category.

Subsequently, on November 14, 2024 the Company reported that it filed an independent NI 43-101 technical report titled "Initial Mineral Resource Estimate for the Yellowknife Lithium Project, Northwest Territories, Canada" (the "**Report**") dated November 13, 2024 and with an effective date of September 25, 2024. Allan Armitage, Ph.D., P.Geo., and Ben Eggers, B.Sc.(Hons), MAIG, P.Geo., of SGS Geological Services, acted as Qualified Persons as defined under NI 43-101.

A copy of the Report is available on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and is incorporated herein by reference.

### Cali Project

On November 30, 2023, the Company announced that it has obtained a Type A Land Use Permit (MV2023C0013) from Mackenzie Valley Land and Water Board for its Cali project in Northwest Territories. The Land Use Permit will enable LIFT to expand its exploration activities in the Cali area and allows the Company to establish an exploration camp and fuel caches, conduct diamond and reverse circulation drilling, and construct & maintain winter access roads. This Permit will grant the Company adaptability to scale up its exploration efforts, adjusting its approach according to the findings and enhanced knowledge of the area. The Land Use Permit has a term of five years, which may be extended for an additional two years.

On May 7, 2024, the Company reported on the surface work completed during the summer of 2023 at the Cali Project. The Company completed a soil geochemistry survey covering the Cali Project, as well as a mapping and prospecting campaign. Rock sampling and mapping indicate that the spodumene pegmatite dyke swarm system is larger than had been anticipated with numerous spodumene pegmatite swarms present within an area of 1.5 kilometers by 1 kilometer. Out of 163 grab samples collected, 124 returned grades at greater than 1.0% Li<sub>2</sub>O.

### Rupert Project

On March 29, 2023, the Company announced it has commenced the first diamond drill program at the Rupert Project located in the James Bay region of Quebec. During the summer 2023 program, a total of 12 holes were drilled for 4,069 metres which tested targets generated by the 2021 and 2022 exploration programs. To enhance targeting under widespread glacial till cover, a geological targeting model has been

produced from the 3D inversion of property-wide magnetics data and combined with government survey maps, field observations and LiDAR. Favourable structures for emplacement of pegmatite dykes were identified in the model and targeted where they trend under the heads of the lithium dispersion anomalies.

On May 2, 2024, the Company reported results from its summer 2023 surface exploration program, at Rupert and Pontax Projects, which was comprised of geologic mapping, prospecting, and glacial-sediment (till) sampling. Till samples were processed to look for spodumene grains within the till. The results at Pontax revealed a 13 km by 6 km anomaly that has spodumene grain counts similar to till down-ice of the Whabouchi lithium deposit, located approximately 2 km northeast of LIFT's sampling. Additional spodumene anomalies were defined on the Rupert Project where, importantly, background values have been well-defined. The Rupert-Pontax spodumene grain count sampling program was designed to test areas with anomalous till geochemistry for lithium. In addition to spodumene grain counts, LIFT collected 1,654 rock samples which returned lithium values of up to 0.56% Li<sub>2</sub>O (located within the Pontax Project).

### ***Recent Financings***

#### November 2024 Offering

On November 14, 2024, the Company closed a non-brokered private placement consisting of (i) 2,694,895 common shares of the Company that qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)) (each, a "**Flow-Through Share**") at a price of \$5.6575 and (ii) 1,645,105 common shares of the Company (each, a "**Hard Dollar Share**") which were issued to a single purchaser (the "**Strategic Investor**") at a price of \$3.65 per Hard Dollar Share, for aggregate gross proceeds of approximately \$21,251,002 (the "**November 2024 Offering**").

The gross proceeds from the issue of the Hard Dollar Shares will be used to advance the Company's Canadian assets as well as for general corporate purposes. The gross proceeds from the issue of the Flow-Through Shares will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**") related to the Company's projects located in the Northwest Territories, Canada on or before December 31, 2025. All Qualifying Expenditures will be renounced in favour of the subscribers effective December 31, 2024.

Concurrently with the November 2024 Offering, on November 14, 2024, the Company and the Strategic Investor have entered into an amended and restated investor rights agreement pursuant to which the Strategic Investor is entitled to certain rights, provided the Strategic Investor maintains certain ownership thresholds in the Company, including: (a) the right to participate in equity financings and top-up its holdings in relation to dilutive issuances in order to maintain its pro rata ownership interest at the time of such financing or issuance or acquire up to a 9.99% ownership interest in the Company, on a partially-diluted basis; and (b) the right to nominate one person to the board of directors of the Company in the event that the Purchaser's ownership interest in the Company exceeds and remains at or above 10%, on a partially-diluted basis.

#### March 2024 Public Offering

On March 27, 2024, the Company closed a public offering of 1,179,500 Common Shares issued on a "flow-through" basis (each a "**FT Share**") at a price of \$6.05 per FT Share for aggregate gross proceeds of



\$7,135,975 (the “**March 2024 Public Offering**”). The FT Shares will qualify as “flow-through shares” (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)).

The Offering was led by Canaccord Genuity Corp. on behalf of a syndicate of agents, including SCP Resource Finance LP and Beacon Securities Limited. Aggregate cash commissions of \$158,476.97 were paid to the agents in connection with the March 2024 Public Offering.

The gross proceeds of the March 2024 Public Offering are to be used by the Company to incur eligible “Canadian exploration expenses” (as defined in the *Income Tax Act* (Canada)) that qualify as “flow-through critical mineral mining expenditures” (as proposed to be defined in the *Income Tax Act* (Canada)) related to the Yellowknife Lithium Project on or before December 31, 2025.

#### March 2024 Non-brokered Private Placement

Concurrently with the March 2024 Public Offering, the Company closed a non-brokered private placement of 689,660 traditional flow through common shares at a price of \$4.35 per share for aggregate gross proceeds of \$3,000,021 (the “**March 2024 Placement**”).

The gross proceeds of the March 2024 Placement will be used by the Company to incur eligible “Canadian exploration expenses” (as defined in the *Income Tax Act* (Canada)) that qualify as “flow-through mining expenditures” (as defined in the *Income Tax Act* (Canada)) on or before December 31, 2025.

#### November 2023 Public Offering

On November 17, 2023, the Company closed a public offering of 1,437,500 FT Shares at a price of \$8.65 per FT Share for aggregate gross proceeds of \$12,434,375 (the “**November 2023 Offering**”), which includes the full exercise of an over-allotment option granted to the agents to sell up to an additional 187,500 FT Shares. The FT Shares will qualify as “flow-through shares” (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)).

The Offering was led by Canaccord Genuity Corp. on behalf of a syndicate of agents, including SCP Resource Finance LP, Scotia Capital Inc. and Beacon Securities Limited. Aggregate cash commissions of \$621,718.75 were paid to the agents in connection with the November 2023 Offering.

The gross proceeds of the November 2023 Offering are to be used by the Company to incur eligible “Canadian exploration expenses” (as defined in the *Income Tax Act* (Canada)) that qualify as “flow-through critical mineral mining expenditures” (as proposed to be defined in the *Income Tax Act* (Canada)) related to the Yellowknife Lithium Project on or before December 31, 2024. All qualifying expenditures were renounced in favour of the subscribers effective December 31, 2023.

#### March 2023 Brokered Private Placement

On March 22, 2023, the Company closed a brokered private placement of 2,602,500 FT Shares at a price of \$13.45 per FT Share for aggregate gross proceeds of \$35,003,625 (the “**March Offering**”), which includes the full exercise of an over-allotment option granted to the agents to sell an additional 372,000 FT Shares. The FT Shares will qualify as “flow-through shares” (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)).

The Offering was led by Canaccord Genuity Corp. on behalf of a syndicate of agents. Aggregate cash commissions of \$2,100,218 were paid to the agents in connection with the March Offering.

The gross proceeds of the March Offering are to be used by the Company to incur eligible "Canadian exploration expenses" (as defined in the *Income Tax Act* (Canada)) that qualify as "flow-through critical mineral mining expenditures" (as proposed to be defined in the *Income Tax Act* (Canada)) related to the Yellowknife Lithium Project and the Company's projects in Quebec, primarily being the Rupert Project, on or before December 31, 2024. The qualifying expenditures were renounced to the subscribers of the FT Shares with an effective date of December 31, 2023 and in the aggregate amount of the total amount of the gross proceeds raised from the issuance of the FT Shares in the March Offering.

#### November 2022 Brokered Private Placement

On November 3, 2022, the Company closed a brokered private placement 428,400 FT Shares at a price of \$16.34 per FT Share for aggregate gross proceeds of \$7,000,056 (the "**November 2022 Offering**"). The FT Shares will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) and section 359.1 of the *Taxation Act* (Québec)).

The Offering was led by Canaccord Genuity Corp. on behalf of a syndicate of agents. Aggregate cash commissions of \$105,001 were paid to the agents in connection with the November 2022 Offering.

The gross proceeds of the November 2022 Offering were used by the Company to incur eligible "Canadian exploration expenses" (as defined in the *Income Tax Act* (Canada)) that qualify as "flow-through critical mineral mining expenditures" (as proposed to be defined in the *Income Tax Act* (Canada)) related to the projects of the Company in Québec, primarily being the Company's Rupert project. The qualifying expenditures were renounced to the subscribers of the FT Shares with an effective date of December 31, 2022 and in the aggregate amount of the total amount of the gross proceeds raised from the issuance of the FT Shares.

On the same date, the Company also entered into a loan agreement with an arm's length third party for a \$300,000 unsecured principal amount loan to fund its short-term non-flow through expenditures. The loan bore interest at a rate of 3% per annum and was repaid by the Company on March 10, 2023.

#### ***OTCQX Trading Commencement***

On August 10, 2023, the Company commenced trading on the OTCQX Best Market under the ticker symbol "LIFF".

#### ***TSX Venture Exchange Uplisting***

On October 30, 2023, the Company received approval to list its common shares on the TSX Venture Exchange (the "**TSXV**"). and trading of the common shares began trading on TSXV November 1, 2023.

On October 31, 2023, the Company voluntarily delisted its common shares from the Canadian Securities Exchange (the "**CSE**") where it had traded since June 24, 2022.

#### ***Board Appointments & Change in Company Auditor***

On April 14, 2023, Ms. Heidi Gutte resigned from the Board and CFO position and the Company appointed

Mr. Kenneth Scott to the Board.

On January 8, 2024, Ms. Julie Hajduk and Ms. Wanda Cutler resigned from the Board and Mr. Paul Gruner, Ms. Eva Bellissimo and Ms. Andree St-Germain were appointed to the Board.

On August 15, 2023, the Company appointed BDO Canada LLP, Chartered Professional Accountants (“BDO”) to act as Auditor of the Company. The appointment of BDO as Company Auditor was approved by shareholders during the Annual General Meeting held on February 13, 2024.

### **3.2 Significant Acquisitions and Dispositions**

No significant acquisitions or significant dispositions have been completed by the Company during the most recently completed financial year or are contemplated.

## **ITEM 4: DESCRIPTION OF THE BUSINESS**

### **4.1 General**

The Company is a junior exploration company engaged in the business of the exploration and development of lithium pegmatite projects in Quebec and the Northwest Territories. At present, the Company is an exploration stage company with no current operating income cash flow or revenues. There is no assurance that a commercially viable mineral deposit exists on any of the Company’s mineral properties.

#### ***Principal Products***

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor do any of its current properties have any known or identified mineral resources or mineral reserves.

As the Company is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Company has projects at various stages of exploration. There is no assurance that a commercially viable mineral deposit exists on any of the Company’s projects. The Company does not expect to receive income from any of its projects within the foreseeable future. The Company intends to continue to evaluate, explore and develop its mineral projects through additional equity or debt financing. The Company’s primary focus is the advancement of its Yellowknife Lithium Project through infill and resource development drilling, continuous metallurgical test work and environmental baseline data collection. As well, the Company intends to undertake the exploration programs on the and the advancement of its Quebec Projects as recommended its qualified persons. If the results of such programs merit further exploration, the Company may commence further exploration programs.

The Company’s principal product under exploration is lithium. Lithium and its compounds have several industrial applications, including heat-resistant glass and ceramics, lithium grease lubricants, flux additives for iron, steel and aluminium production, lithium metal batteries, and lithium-ion batteries. The production of lithium ion batteries for electric cars and mobile devices is the primary of these applications with most lithium being used for that purpose.

### ***Specialized Skills and Knowledge***

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, and accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon consultants and others for exploration and development expertise. The Company does not anticipate any difficulties in locating competent employees and consultants in such fields.

### ***Market and Marketing***

The Company's principal product under its exploration programs will be lithium, but the Company does not produce, develop or sell any products at this time, nor do any of its properties have any known or identified mineral reserves. As the Company will not be producing in the foreseeable future, it will not be conducting any marketing activities and does not require a marketing plan or strategy.

### ***Competitive Conditions***

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The abilities of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "*Risk Factors*".

### ***Components***

All of the raw materials the Company requires to carry on its business are available through normal supply or business contracting channels in Northwest Territories and Quebec. The Company has secured personnel to conduct its currently contemplated programs. It is possible that delays or increased costs may be experienced in order to proceed with drilling activities during the current period. Such delays could significantly affect the Company if, for example, commodity prices fall significantly, thereby reducing the opportunity the Company may have had to develop a particular project had such tests been completed in a timely manner before the fall of such prices. In addition, assay labs are often significantly backlogged, thus significantly increasing the time that the Company waits for assay results. Such delays can slow down work programs, thus increasing field expenses or other costs (such as property payments which may have to be made before all information to assess the desirability of making such payment is known, or causing the Company to not make such a payment and terminate its interest in a property rather than make a significant property payment before all information is available).

### ***Cycles***

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors.

In addition, the mining business is subject to global economic cycles which affect the marketability of products derived from mining.

### ***Intangible Properties***

The Company's business will not be substantially dependent on the protection of any proprietary rights or technologies.

### ***Economic Dependence***

The Company's business is not substantially dependent on a contract to sell a major part of its products or services or to purchase a major part of its requirements for goods, services or raw materials, or on any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

It is not expected that the Company's business will be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts.

### ***Environmental Conditions***

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With all projects at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should any projects advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

### ***Employees***

As of November 30, 2024, the Company had the following number of employees and contractors:

<b>Location</b>	<b>Full Time Employees</b>	<b>Consultants</b>
Canada	3	7

In addition to employees and key consultants, the Company utilizes contractors to carry on most of its activities and, in particular, to supervise certain work programs on its mineral properties. Fieldwork and drilling services are provided by contractors on a seasonal and as-needed basis. The Company also relies on and engages consultants on a contract basis to assist the Company in carrying on its administrative and exploration activities. In addition, contractors and employees may move between locations from time to time as conditions and business opportunities warrant.

### ***Foreign Operations***

The Company has no foreign operations.

### ***Lending***

The Company does not currently hold any investments or owe any material long-term liabilities. The Company has not adopted any specific policies or restrictions regarding investments or lending. The Company expects that in the immediate future in order to maintain and develop its mineral properties, it will need to raise additional capital which it expects will be completed via equity. If the Company is unable to raise the necessary capital to meet its obligations as they become due, the Company may have to curtail its operations, including obtaining financing at unfavourable terms.

### ***Bankruptcy and Similar Procedures***

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by the Company since its incorporation.

### ***Reorganization***

The Company has not completed any reorganizations or restructuring transactions since its incorporation.

### ***Social or Environmental Policies***

The Company has not adopted any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its mineral exploration projects or human rights policies). However, the Company's management, with the assistance of its contractors and advisors, ensures its ongoing compliance with local environmental laws, permits, and licences in the jurisdictions in which it does business. This includes compliance with project-specific social and environmental management plans that are reviewed and approved by the local regulatory authorities in association with the Company's Land Use Permits and Water Licences.

## **4.2 Risk Factors**

### ***Risk Associated with LIFT***

LIFT is currently in the business of exploring for lithium in Canada, which involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The risks described below are not the only ones facing LIFT. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair Company's operations. If any of the following risks actually occur, LIFT's business, financial condition and operating results could be adversely affected.

In evaluating the Company and its business, shareholders should carefully consider, in addition to the other information contained in this AIF, the risk factors, below. The risk factors below may not be a definitive list of all risk factors associated with the Company.

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks, which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to the Company, recognizing that it may be exposed to other additional risks from time to time:

- Limited business history of LIFT, including lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues
- Commodity price risk
- Risk associated with obtaining permitting

LIFT is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

### ***Risk Factors Affecting the Mining Industry***

#### **Speculative Nature of Mineral Exploration**

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

### Mineral Exploration Risk Generally

The exploration for, and development of, mineral deposits involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, although present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

All of the properties in which the Company has an interest are without any known body of commercial ore. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other 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.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

### Title Risk

While the Company has performed its own due diligence with respect to the validity of the mineral claims in which it holds an interest, this should not be construed as a guarantee of title. There is no assurance that applicable governmental bodies will not revoke or significantly alter the conditions of the applicable



claims that are included in the Company's projects or that such claims will not be challenged or impugned by third parties.

The Company's projects may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Company's projects and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Company's projects or the size of the area to which such claims and interests pertain. The Company may face challenges to the title its projects or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

#### Loss of Interest in Properties

The Company's ability to maintain an interest in the properties owned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep its properties in good standing or, where applicable, make payments and complete obligations under option agreements, and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties transferred to or optioned by the Company.

#### Aboriginal Title

The Yellowknife Lithium Project, the Cali Project, the Rupert Project or other properties owned or optioned by the Company are subject to Indigenous rights and claims, including the unsettled Aboriginal land claims of Indigenous groups in and around the Company's projects. The impact of any such claim on the Company's ownership interest in the properties optioned or owned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned or purchased by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties optioned or owned by the Company. The Supreme Court of Canada's recent decision in *Tilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared Aboriginal title to lands outside of a reserve.

#### Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

#### Indigenous Peoples

Some of the Company's properties may be subject to the rights or the asserted rights of various community stakeholders, including Indigenous peoples. The presence of community stakeholders may

impact the Company's ability to develop or operate its mineral properties and projects or to conduct exploration activities. Accordingly, the Company is subject to the risk that one or more groups may oppose the continued operation, further development, or new development or exploration of the Company's current or future mineral properties and projects. Such opposition may be directed through legal or administrative proceedings, or through protests or other campaigns against the Company's activities. Governments in many jurisdictions must consult with, or require the Company to consult with, Indigenous peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations and permits, pursuant to various international and national laws, codes, resolutions, conventions and guidelines.

Consultation and other rights of Indigenous peoples may require accommodation including undertakings regarding employment, royalty payments and other matters. This may affect the Company's ability to acquire within a reasonable time effective mineral titles, permits or licenses in these jurisdictions, in which title or other rights are claimed by Indigenous peoples, and may affect the timetable and costs of development and operation of the Company's mineral properties in these jurisdictions. In addition, the risk of unforeseen title claims by Indigenous peoples could affect existing operations and development projects. These legal requirements may also affect the Company's ability to expand or transfer existing operations or to develop new projects.

The Company and the Yellowknives Dene First Nation ("YKDFN") entered into an exploration agreement dated June 6, 2023. On March 15, 2024, the Company received a letter from the YKDFN expressing concerns about exploration activities in the Big Hill Lake lease area of the Yellowknife Lithium Project, which is an area of the Yellowknife Lithium Project within which the YKDFN has explicitly consented to exploration activities pursuant to the terms and conditions of the exploration agreement between the Company and YKDFN dated June 6, 2023. In the interest of maintaining a strong and collaborative working relationship with YKDFN, the Company agreed to temporarily pause drilling in the Big Hill Lake area while additional information is gathered about the presence and location of a culturally significant trail in the area. If the trail is located within an area of interest for drilling, the Company intends to work with YKDFN to identify ways to mitigate potential impacts in the area, including adjusting drill locations to avoid culturally sensitive areas if necessary. The Company continues to conduct work on eight of the other leases forming the Yellowknife Lithium Project.

Given the early exploration stage of the Yellowknife Project, it is not possible to determine with any degree of certainty the materiality and economic significance of the Big Hill Lake lease area to the overall potential for the Yellowknife Project.

In the event that the Company is unable to reach an understanding with the YKDFN, the Company and the YKDFN may become involved in legal or administrative proceedings regarding the exploration agreement or the Company may face opposition through protests or other campaigns against its activities at the Yellowknife Project or opposition before regulators and governmental authorities which could impact the Company's ability to secure any necessary authorizations. The Company may be unable to continue activities in the Big Hill Lake lease area temporarily or at all, which may have a material adverse effect on the Company's overall exploration and development of the Yellowknife Lithium Project, as well as the timing and operating costs of same, which in turn may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

## Local Communities

The Company's relationships and reputation, particularly with the communities in which it operates, are important to the future success of existing operations. There is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by those activities. There is a risk that relations with local communities may be strained by real or perceived detrimental effects associated with the Company's activities or those of other mining companies and that those strains may impact the Company's ability to enforce agreements entered into with local first nations communities or obtain necessary permits and approvals to develop and operate its projects. While the Company is committed to operating in accordance with applicable laws and in a socially responsible manner, there can be no assurance that its efforts, in this respect, will mitigate this potential risk.

## Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of any of the Company's projects will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect operations.

## Mineral Resources and Reserves

The estimates of mineral resources for the Yellowknife Lithium Project have been prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"). There are numerous uncertainties inherent in estimating mineral resources and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that any categories of mineral resources will be upgraded to higher categories. The estimation of mineralization is a subjective process, and the accuracy of estimates is a function of quantity and quality of available data, the accuracy of statistical computation and the assumptions and judgments made in interpreting engineering and geological information. There is significant uncertainty in any mineral resource estimate and the actual deposits encountered and the economic viability of a deposit may differ materially from the Company's estimates.

There is no NI 43-101 compliant mineral resource or mineral reserve on any other of the Company's projects. There can be no assurances that an NI 43-101 compliant resource or reserve will ever be estimated on any other of the Company's projects.

Because the Company has not defined or delineated any proven or probable reserves on any of its properties, any future mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

### Fluctuating Price of Metals

Future production, if any, from the Company's mineral properties will be dependent upon the prices of lithium and its compounds being adequate to make these properties economic. Materially adverse fluctuations in the price of such minerals and metals may adversely affect the Company's financial performance and results of operations. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Issuer, including levels of supply and demand, industrial development levels, inflation and the level of interest rates, the strength of the U.S. dollar and geopolitical events in significant mineral producing countries. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in the value of the commodity held, and/or revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from streams, royalties or interests in mineral properties applicable to the relevant commodities. There is no assurance that, even if commercial quantities of lithium are produced, a profitable market will exist for them.

### Competitive Risks

The mineral resource industry is competitive in all of its phases. The Company competes with other companies, some of which have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. The Company competes with other exploration and mining companies for the acquisition of leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the Company can compete effectively with these companies.

### Government and Regulatory Risks

The Company is subject to various laws governing exploration, taxes, labour standards and occupational health, safety, 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 limit or curtail the Company's activities.

Amendments to current laws, regulations and permits governing activities of exploration and mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses or require abandonment or delays in activities.

Failure to comply with any applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### Environmental Risks

All phases of the Company's mining operations will be subject to environmental regulation in Canada.

Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Company's projects which are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, 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 mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

#### License and Permits

In the ordinary course of business, the Company will be required to obtain and renew various federal, provincial and local governmental licenses or permits for exploration, development, construction and commencement of mining on its projects. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

#### Uninsured Risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms.

Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations and a decline in the value of the securities of the Company.

#### ESTMA Non-Compliance

The Canadian Extractive Sector Transparency Measures Act ("**ESTMA**"), which became effective June 1, 2015, requires public disclosure of payments to governments by mining and oil and gas companies engaged in the commercial development of oil, gas and minerals who are either publicly listed in Canada or with business or assets in Canada. Mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments at all levels, including entities established by two or more governments. ESTMA requires reporting on the payment of any taxes, royalties, fees, production entitlements, bonuses, dividends, infrastructure improvement payments and any other prescribed payment over \$100,000. Failure to report, false reporting or structuring payments to avoid reporting may result in fines of up to \$250,000 (which may be concurrent). If the Company becomes subject to an enforcement action or is in violation of ESTMA, this may result in significant penalties, fines and/or sanctions, which may have a material adverse effect on the Company's reputation. The Company is subject to the ESTMA, and any non-compliance there of could lead to significant fines and sanctions.

#### Flow-Through Commitments

There are no assurances that the Company will be able to meet its expenditure requirements to comply with certain flow-through commitments in accordance with its contractual obligations. There is no guarantee that the Company's spending on exploration and development will be considered as eligible flow-through expenditures by the Canada Revenue Agency. Although the Company believes it has and will take reasonable measures to ensure that expenditures claimed as flow-through eligible are correct, these expenditures may be audited and challenged by the tax authorities. Consequences of not meeting the flow-through commitments include, but are not limited to, the return of proceeds to investors, indemnification of investors, and tax penalties.

#### Limited Operating History and Lack of Profits

The Company is an exploration company with a limited operating history. The likelihood of success of the Company's business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which the Company operates.

The Company has no history of earnings and has not commenced commercial production on any of its properties. There are no known commercial quantities of mineral reserves on any properties owned or optioned by the Company. There is no guarantee that economic quantities of mineral reserves will be discovered on any of the properties held by the Company in the near future or at all.

The Company has experienced losses from operations and expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures are likely to increase in future years as needed consultants, personnel and equipment associated with advancing exploration, and, if permitted, development and, potentially, commercial production of its properties, are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results

of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties, government regulatory processes and other factors, many of which are beyond the Company's control. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

## **General Risks**

### Labour and Employment Relations

Exploration at the Company's projects is dependent upon the efforts of, and maintaining good relationships with, employees of the Company. Relations between the Company and its employees may be impacted by changes in labour relations, which may be introduced by, among others, employee groups, unions, and the relevant governmental authorities in whose jurisdictions the Company carries on business. Adverse changes in such legislation or in the relationship between the Company and its employees may have a material adverse effect on the Company's business, results of operations, and financial condition.

### Global Financial Conditions

Events in global financial markets in the past several years, including in relation to the COVID-19 pandemic and the inflationary effects thereafter have had a profound impact on the global economy. Many industries, including the mineral resource industry, were impacted by and continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates, changing foreign economic policies including tariffs, and tax rates, may adversely affect the Company's operations.

Adverse capital market conditions could continue to affect the Company's ability to meet its liquidity needs, as well as its access to capital and cost of capital. The Company needs additional funding to continue development of its internal pipeline and collaborations. The Company's results of operations, financial condition, cash flows and capital position could be materially affected by continued disruptions in the capital markets.

### Financing Risk

Exploration companies need significant amounts of on-going capital to maintain and improve existing operations, invest in large scale capital projects with long lead times, and manage uncertain development and permitting timelines and the volatility associated with fluctuating metals and input prices. The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. 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 on the properties owned by the Company.

LIFT has been successful at financing its projects and operations over the years. However, its ability to continue its exploration activities will depend on the resource industry generally, which is cyclical in nature, and which may, in turn, affect its ability to attract financing, including joint venture financing, debt or bank financing, equity financing or production financing arrangements. Failure to obtain, or difficulty or delay in obtaining, requisite financing could result in delay of certain projects or postponement of further exploration, assessment or development of certain properties or projects and would have a material adverse effect on the Company's business, result of operations and financial condition.

### Share Price

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares to sell their securities at an advantageous price. Market price fluctuations in the Company's shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Company's shares.

Financial markets have historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Company's shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Company's shares may be materially adversely affected.

### Dilution

Common shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into the Company's shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company will issue additional shares from time to time pursuant to the options to purchase shares issued from time to time by the Board. The issuance of these shares will result in dilution to holders of the Company's shares.

### Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as a result, the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any



loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

### Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

### Ability of Company to Continue as a Going Concern

The Company is in the exploration stage and is currently seeking additional capital to develop its exploration properties. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

### Negative Cash Flow from Operations

Since its incorporation, the Company had negative cash flows from operating activities and expects to continue to have negative cash flows and the net proceeds from the Offering will be used to fund such negative cash flow from operating activities. The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

### Dividends

The Company does not anticipate paying any dividends on its shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant. As a result, investors may not receive any return on an investment in the Units unless they sell their shares of the Company for a price greater than that which such investors paid for them.

### Litigation Risk

Legal proceedings may be brought against the Company, for example, litigation based on its business activities, environmental laws, tax matters, volatility in its stock price or failure to comply with its disclosure obligations, which could have a material adverse effect on the Company's financial condition or prospects. Regulatory and government agencies may bring legal proceedings in connection with the enforcement of applicable laws and regulations, and as a result the Company may be subject to expenses of investigations and defense, and fines or penalties for violations if proven, the Company may potentially

incur cost and expense to remediate, increased operating costs or changes to operations, and cessation of operations if ordered to do so or required in order to resolve such proceedings.

### Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the BCBCA. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- Participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- No commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

### Cybersecurity Risks

The Company's operations, and those of its third-party service providers and vendors, depend in part on the proper functioning and availability of IT systems, networks, equipment, and software, and the security of those systems. These systems are vulnerable to an increasing threat of continually evolving cybersecurity risks. These risks may take the form of malware, viruses, cyber threats, extortion, employee error, malfeasance, system errors or other types of risks, and may occur from inside or outside of our organization. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapid evolving nature of the threats, targets and consequences. Additionally, unauthorized parties may attempt to gain access to these systems or the Company's information through fraud or other means of deceiving our third-party service providers, employees or vendors. A significant breach of, disruption or damage to, or failure to maintain, upgrade or replace our IT systems and software could result in IT system failures, delays, the corruption and destruction of the Company's data, misuse of data, extensive personal injury, property damage, loss of confidential information and significant cost increases. There can be no assurance that the Company's ability to monitor for or mitigate cybersecurity risks will be fully effective, and we may fail to identify cybersecurity breaches or discover them in a timely way.

To date, the Company has not experienced any material impact from cyber security events. However, it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

## Public Health Crises

In December 2019, COVID-19 emerged in Wuhan, China. Since then, it has spread to many other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place, and social distancing, most of which measures have since been lifted.

The Company may be adversely affected by other public health crises and other events outside its control. Public health crises, such as epidemics and pandemics, acts of terrorism, war or other conflicts and other events outside of the Company's control, may adversely impact the activities of the Company as well as operating results. In addition to the direct impact that such events could have on the Company's facilities and workforce, these types of events could negatively impact capital expenditures and overall economic activity in impacted regions or, depending on the severity of the event, globally, which could impact the demand for and prices of commodities. A prolonged continuance of a public health crisis could also have a material adverse effect on overall economic growth and impact the stability of the financial markets and availability of credit. Any of these developments could have a material adverse effect on the Company's business, financial position, liquidity and results of operations.

## Climate Change

Climate change has been linked to long-term shifts in climate patterns, including sustained higher temperatures. The potential physical impacts of climate change on the Company's operations are highly uncertain and may be particular to the unique geographic circumstances associated with each of its operations. Climate change, including the potential for extreme weather events and shifts in climate patterns, may have an adverse effect on our operations. The physical effects of climate change, which may include extreme weather events, resource shortages, changes in rainfall and storm patterns, water shortages, changing sea levels and temperatures and higher temperatures may have an adverse effect on our operations. Events or conditions such as forest fires, flooding or inadequate water supplies could disrupt Company's operations, create resource shortages, damage our property or equipment and/or could increase health and safety risks on project sites.

## Other Risks and Hazards

The Company's operations are subject to a number of risks and hazards including:

- environmental hazards;
- discharge of pollutants or hazardous chemicals;
- industrial accidents;
- failure of processing and mining equipment;
- labour disputes;
- supply problems and delays;
- changes in regulatory environment;
- encountering unusual or unexpected geologic formations or other geological or grade problems;
- encountering unanticipated ground or water conditions;
- cave-ins, pit wall failures, flooding, rock bursts and fire;

- periodic interruptions due to inclement or hazardous weather conditions;
- uncertainties relating to the interpretation of drill results;
- inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses;
- results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration or development results will not be consistent with the Company's expectations;
- the potential for delays in exploration or the completion of feasibility studies;
- other acts of God or unfavourable operating conditions.

Such risks could result in damage to, or destruction of, mineral properties or processing facilities, personal injury or death, loss of key employees, environmental damage, delays in mining, monetary losses and possible legal liability. Satisfying such liabilities may be very costly and could have a material adverse effect on future cash flow, results of operations and financial condition.

## **ITEM 5: MINERAL PROPERTIES**

The Company has interests in mineral properties located in Quebec and Northwest Territories.

For the purposes of National Instrument 43-101 – Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators (“**NI 43-101**”), the Yellowknife Lithium Project and the Rupert Project are the Company's material projects.

### **5.1 Yellowknife Lithium Project**

Except as otherwise stated, the information in this section is based on the Technical Report. References should be made to the full text of the Technical Report which is available for review on the Company's profile on SEDAR+ located at [www.sedarplus.ca](http://www.sedarplus.ca).

The information below is excerpted from the summary section of the Technical Report.

#### ***Incorporation by Reference***

The following information contained in the technical report titled “Initial Mineral Resource Estimate for the Yellowknife Lithium Project, Northwest Territories, Canada” dated November 13, 2024 and authored by Allan Armitage, P. Geo. and Ben Eggers, B.Sc.(Hons), MAIG, P.Geo. of SGS Geological Services is incorporated into and forms and integral part of this Annual Information Form, including the text, maps, tables, figures and charts contained within the following sections. The Technical Report is available for review on the Company's profile on SEDAR+ located at [www.sedarplus.ca](http://www.sedarplus.ca).

- 1.1 Property Description, Location, Access, and Physiography
- 1.2 History of Exploration, Drilling
- 1.3 Geology and Mineralization
- 1.4 Mineral Processing, Metallurgical Testing and Recovery Methods
- 1.5 YLP Mineral Resource Estimate
- 1.6 Recommendations

## **Summary**

SGS Geological Services Inc. ("SGS") was contracted by LIFT Power Ltd ("LIFT" or the "Company") to complete an initial Mineral Resource Estimate ("MRE") for the Yellowknife Lithium Project ("YLP" or "Project") in Yellowknife, Northwest Territories ("NWT"), and to prepare a National Instrument 43-101 ("NI 43-101") Technical Report written in support of the initial MRE.

On October 1, 2024, LIFT announced an initial MRE for the Project. The mineral resource estimate covers 8 of 13 spodumene-bearing pegmatite dykes that comprise LIFT's YLP. The consolidated in-pit MRE is reported at 50.4 million tonnes (Mt) grading 1.00% Li<sub>2</sub>O for 506,000 tonnes of Li<sub>2</sub>O (1.25 million tonnes of LCE) in the inferred category.

LIFT Power Ltd. was incorporated under the Business Corporations Act (British Columbia) on May 28, 2021. The Company is an exploration stage company engaged in the acquisition, exploration, and development of mineral properties, with a focus on lithium in Canada.

The head office of the Company and principal address is Suite 1218-1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3, and the registered and records office of the Company is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

LIFT is trading on the TSX Venture Exchange ("TSXV") under the symbol LIFT.

The current report is authored by Allan Armitage, P. Geo. ("Armitage") and Ben Eggers, B.Sc.(Hons), MAIG, P.Geo. ("Eggers") of SGS (the "Authors"). The Authors are independent Qualified Persons as defined by NI 43-101 and are responsible for all sections of this report. The initial MRE presented in this report was estimated by Armitage.

The reporting of the initial MRE complies with all disclosure requirements for Mineral Resources set out in the NI 43-101 Standards of Disclosure for Mineral Projects. The classification of the initial MRE is consistent with the 2014 Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards (2014 CIM Definitions) and adhere as best as possible to the 2019 CIM Estimation of Mineral Resources & Mineral Reserves Best Practice Guidelines (2019 CIM Guidelines).

The current Technical Report will be used by LIFT in fulfillment of their continuing disclosure requirements under Canadian securities laws, including National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). This Technical Report is written in support of an initial MRE completed for LIFT.

### **Property Description, Location, Access, and Physiography**

The Yellowknife Lithium Project ("YLP") consists of 13 mineral leases and one mineral claim, totaling 1,504.7 ha, located 18 km to 120 km east of the city of Yellowknife, NWT in the Northwest Territories Mining District. The 13 mineral leases include: Shorty, Ki, Hid, Bin, Bet, Mut, Nite, Big, Fi, Vo, Lens and Echo covering approximately 1,497.7 ha. The mineral claim named Donovan covers 7 ha.

The thirteen YLP leases are 100% owned and registered in the name of Erex International Ltd. ("Erex"), which is a wholly owned subsidiary of LIFT. Erex directly holds 100% of the rights, title, and interest in the leases. LIFT has acquired an option to purchase a 100% interest in 13 additional mineral leases that comprise the Thompson-Lundmark Project and one lease to the north of the Property.

Access to the leases is by helicopter or fixed wing float plane to nearby lakes in summer; winter access is also achievable by helicopter and fixed wing aircraft on skis. Seven mineral leases (Nite, Big, Ki, Fi, Shorty) are all accessible by vehicle via approximately 1-10 km long access trails that branch off NWT Highway 4. This highway, which connects to the city of Yellowknife and is also referred to as the Ingraham Trail, passes within 500 m of the Nite lease and 5 km of the Big lease, as well as roughly 5-10 km from the Fi, Ki, and Shorty leases.

The YLP mineral leases lie within the Taiga Shield Ecozone, which stretches across Canada's subarctic north with terrain that is typically flat or rolling hills and with numerous depressions left by glacial retreat that are filled with lakes, ponds, or wetlands. Terrain in the project area is more rolling with elevations that range between 200-300 m above mean sea level. Water-filled depressions on all leases provide abundant water to support any potential mining operation.

#### History of Exploration, Drilling

Pegmatites in the YLP were first described in 1940's (Jolliffe, 1944). The flat to gently rolling topography and glaciated nature of bedrock surface exposures made for relatively easy discovery of pegmatites. Further studies by Geological Survey of Canada documented the pegmatites distribution and noted their economic potential (Rowe, 1952, Hutchinson, 1955, Mulligan, 1965, Kretz, 1968, and Henderson, 1985). More recent studies of the mineralogy and geochemistry of the pegmatites have been conducted by Meintzer (1987) and Wise (1987) demonstrated significant spodumene forming the pegmatite.

At least \$406,000 of historical exploration work has been done across the YLP mineral leases, equivalent to just over \$1.2M in 2024 dollars and excluding several work programs that were never filed for assessment, most notably the work done in the 1950's. Historical work consists mostly of geological mapping, trenching and trench resampling, and diamond drilling of nearly 3,500 m.

Since initiating drilling on the Property in June 2023, LIFT has conducted a substantial amount of drilling across eight mineral leases. As of October 1, 2024 (data cut-off date for the MRE), LIFT has completed 286 drill holes totaling 49,547.5 m and collected 10,842 assays. In 2023 drilling totaled 198 holes for 34,216.5 m and 7,394 assays. In 2024 drilling totaled 88 holes for 15,331 m and 3,448 assays. Pattern drilling on target pegmatite complexes has primarily been completed on 100 m and 50 m centres.

#### Geology and Mineralization

The lithium pegmatite dykes in the YLP area form part of the Yellowknife Pegmatite Province ("YPP"), which comprise granitic and lithium-cesium-tantalum ("LCT") pegmatites hosted within the Archean Slave Province. The Slave Province is an Archean craton that consists mostly of c. 2.7-2.6 Ga greenstone, turbidite, granite, migmatite, and gneiss, and lesser amounts of pre-2.8 Ga gneiss and granitoid rocks. Greenstone and turbidite sequences are part of the Yellowknife Supergroup whereas 2.7-2.6 Ga granitic rocks include the YPP. Parts of the Slave Province are covered by Paleoproterozoic to Paleozoic cover rocks and/or Quaternary tills and related unconsolidated sediments. The YPP consists of numerous granitic and lesser amounts of LCT pegmatites that are most likely related to the 2.61-2.58 Ga Prosperous granitoids.

The NWT Government has recorded 53 lithium pegmatite showings within a 4,000 km<sup>2</sup> area that essentially defines the YPP. Nine of these showings occur within the Property. Approximately two-thirds of the YPP showings are known only through surface work whereas about one-third has drilling and/or other more advanced exploration.

All eight mineral leases comprising the Property are predominantly underlain by metasedimentary rocks of the Burwash Formation as well as granitic and LCT pegmatites of the YPP. Within the area of the YPP, the Burwash Formation has been split into areas of lower (biotite) and higher (garnet, sillimanite) metamorphic grade, with the bulk of YPP pegmatites hosted in the higher-grade rocks. Core logging by LIFT splits the Burwash Formation into metamorphosed mud- and siltstone, meta-sandstone, and meta-conglomerate. Metamorphosed mudstone and siltstone are the most abundant unit across all of the YLP mineral leases.

YPP pegmatites within the mineral leases typically occur as swarms of parallel dykes, here referred to as a “complex”, that are intercalated with country rocks to form corridors up to 2 km in length. Pegmatite is the second most abundant lithology in drill core from the Property obtained in 2023, with 16% of all m drilled logged as pegmatite. Individual pegmatite complexes are generally between 100-2,000 m in length, 10-100 m in width, and steeply dipping to subvertical. Individual dykes range up to 1,000 m in length and 20-30 m in width. Structural corridors typically cut at a high angle across predominant fabrics within the host Burwash Formation. One exception is the Shorty dyke, which was emplaced into axial cleavage planes of a pre-existing fold structure.

Most dykes in the YPP have fine-grained (or aplitic) margins that grade inwards into coarser-grained pegmatite. Aplitic margins consist mostly of quartz and feldspar whereas the interior consist of quartz, albite, muscovite, K-feldspar, and, locally, up to 15-30% modal spodumene ± amblygonite. Such spodumene concentrations can extend across the width of the dyke (barring the aplitic margins), for hundreds of metres along strike, and at least 100 m of depth extent. Hydrothermal alteration minerals are locally significant and can be grade destructive through alteration of spodumene to secondary micas.

Part of the Echo pegmatite complex is cut by mafic dykes that may comprise part of 2.0 Ga Lac De Gras diabase dyke swarm or 1.8 Ga mafic dykes (Verley, 2021).

Overburden consists mostly of unconsolidated till that is usually <5 m thick although thicker accumulations can occur within depressions and wet areas. From 2023 drilling, 182/198 holes (92%) report overburden thickness of 5 m or less with the remaining 16 holes drilling through 5-10 m.

#### Mineral Processing, Metallurgical Testing and Recovery Methods

A scoping level metallurgical testwork program was completed on eight samples from the Property in 2024 by SGS Minerals Lakefield. Samples were obtained by LIFT from surface trenching of the YLP pegmatites in 2023. The objective was to evaluate the lithium beneficiation performance of various composite samples using Heavy Liquid Separation (HLS), Dense Media Separation (DMS), and flotation. The objective was to produce lithium concentrate with approximately 6.0% Li<sub>2</sub>O and less than 1.0% Fe<sub>2</sub>O<sub>3</sub>, while maximizing lithium recovery.

A subsample was taken from each composite sample and submitted for head analysis. Lithium concentrations ranged from 0.40% to 0.68% Li (0.86 to 1.46% Li<sub>2</sub>O), primarily associated with spodumene, and there were low Fe<sub>2</sub>O<sub>3</sub> levels (0.24 to 0.48%) typical of pegmatite deposits. Deleterious elements such as MnO, TiO<sub>2</sub>, and P<sub>2</sub>O<sub>5</sub> were minimal, supporting favorable processing conditions. The tantalum (Ta) content was generally low at below 10 g/t for most samples except Var 8, which contained 72 g/t Ta, suggesting limited economic potential as a by-product. Arsenic (As) levels were also low across all samples (<40 g/t in most cases), minimizing environmental and metallurgical concerns. The overall sample chemistry, with high silica and alumina content, suggested good potential for spodumene recovery and high-grade concentrate production.

A subsample from each composite was also submitted for semi-quantitative XRD analysis. The analysis confirmed that spodumene was the primary lithium-bearing mineral, with concentrations ranging from 11.0 to 18.3%. The other major minerals included albite (33.3 to 40.4%) and quartz (26.5 to 28.9%), which are typical of pegmatitic formations. Additional minerals identified included microcline (10.3 to 15.7%) and muscovite (4.1 to 7.8%), adding to the mineralogical complexity of the samples. Minor amounts of fluorapatite (0.5 to 1.1%) and beryl (0.2 to 0.7%) were also detected. Rare occurrences of clinocllore and triphylite were also detected in select samples, although these are present at very low concentrations. This mineralogical composition indicated the variability samples were a spodumene-dominated system with primary gangue minerals characteristic of lithium pegmatites. There was no indication that waste minerals like amphibole/pyroxene were present in these samples.

Heavy Liquid Separation (HLS) was performed to determine the lithium beneficiation potential from each variability sample. The HLS tests at the crush size of -6.35 mm were performed with all samples, while select samples (Var. 1, Var. 2, Var. 3, Var. 7, and Var. 8) were also tested at a coarser crush size of -9.50 mm. For all HLS test, the fine fraction (-0.85 mm) was screened out prior to HLS testing as this material would typically bypass a DMS circuit. Testing determined a crush size of 6.35 mm achieved the best performance, with global lithium recoveries to the interpolated 6.0% Li<sub>2</sub>O concentrates ranging from 21.7 to 61.2%.

Based on these results, the variability samples were categorized into two groups:

- Group 1 included samples Var. 1, Var. 2, Var. 3, Var. 7, and Var. 8, which demonstrated the ability to generate high-grade concentrates (6% Li<sub>2</sub>O) with good lithium recoveries ranging from 43.4 to 61.2% in a potential DMS operation.
- Group 2: Includes samples Var. 4, Var. 5, and Var. 6, which yielded lower lithium recoveries between 21.7 and 28.5%.

Due to the low HLS recoveries with Group 2, it was decided to use a single pass through DMS reject silicate gangue and upgrade the flotation feed. In contrast, Group 1 was processed with two passes through DMS to produce high-grade concentrate, while simultaneously producing a DMS middlings (2nd pass DMS floats) and -0.85 mm bypass fraction which was combined and processed with flotation to improve overall lithium recovery.

The DMS Pilot Plant campaign processed the -6.35 +0.85 mm feed from each variability sample at the target SG cut-points determined by HLS testing.

For Group 1 samples (Var. 1, Var. 2, Var. 3, Var. 7, and Var. 8), the DMS flowsheet included two passes at different SG cut-points:

- First Pass (Low SG Cut - 2.65): The objective was to reject silicate gangue minerals, primarily composed of feldspar and quartz.
- Second Pass (Higher SG Cut): The goal was to produce a high-grade spodumene concentrate.

For the samples in Group 2 (Var 4, 5, and 6) a single DMS pass was used to reject silicate gangue minerals at a coarse size to upgrade the flotation feed. The single stage DMS operation was able to reject 28.0, 31.9, and 33.2% of the mass with lithium losses of 7.0, 4.9, and 4.8% from Var 4, 5, and 6, respectively. For Group 1 variability samples, the feed for flotation testing was prepared by blending the DMS bypass



fraction (-0.85 mm) and the DMS middlings (2nd pass floats). For Group 2, flotation feed was prepared by blending the -0.85 mm DMS bypass fractions with the DMS concentrate (sinks) at a SG cut-point of 2.65. The objective of flotation testing was to produce a spodumene concentrate grading >5.50% Li<sub>2</sub>O while maximizing lithium recovery.

The flotation tests included up to three stages of cleaning to produce a >5.5% Li<sub>2</sub>O lithium concentrate. The results indicated that most samples achieved the target Li<sub>2</sub>O grade in the first stage of cleaning where the first cleaner concentrates of Var 1, 3, 5, 6, 7, and 8 graded 5.77%, 5.68%, 5.78%, 5.76%, 5.84%, and 5.67%, respectively, with <1.0% Fe<sub>2</sub>O<sub>3</sub>. The 2nd cleaner flotation concentrate from Var 4 was able to meet the target at 5.59% Li<sub>2</sub>O grade, while for Var 2, a 3rd cleaning stage was needed to meet the target and produce a 5.55% Li<sub>2</sub>O concentrate. At the target concentrate grade, lithium distribution varied from 58.6% to 75.9% across the variability samples, with higher recoveries reported for samples only requiring a single spodumene cleaning stage.

The overall metallurgical balance (DMS plus flotation) was calculated to evaluate the feasibility of lithium concentrate production sample at Li<sub>2</sub>O grades between 5.50-6.00% and <1.0% Fe<sub>2</sub>O<sub>3</sub> while achieving highest possible recovery.

The results indicated that the spodumene concentrate production varied across the eight samples. After combining the DMS and flotation concentrates, the final Li<sub>2</sub>O grades ranged from 5.59 to 6.17%, which met the 5.5–6.0% Li<sub>2</sub>O concentrate target. Iron oxide (Fe<sub>2</sub>O<sub>3</sub>) levels were below the maximum threshold of 1.0% in all samples, ranging from 0.45 to 0.85%, which confirms the ability to produce high-quality concentrates with minimal iron. The lithium distribution varied significantly, with most samples achieving or exceeding the desired lithium recovery of 80%. The combined performance was only below 80% for samples not including DMS in the proposed flowsheet (Var 4, 5, and 6) with recoveries at 60.8, 70.2, and 72.2, respectively.

The lower lithium recovery with Var 4, 5, and 6 was attributed to differences in liberation characteristics and mineralogy between these samples and those in Group 1. These samples may contain higher proportions of fine-grained lithium-bearing minerals, as indicated by the low HLS recoveries to a 6.0% concentrate, which can also make it challenging for DMS to minimize losses to the tailings. As a result, the global recoveries of these three samples fell short of the Group 1 performance but achieved similar performance in the flotation stage alone. Overall, the variability samples confirmed the amenability of the samples from the Yellowknife Lithium Project to spodumene concentrate production with DMS and flotation. Further mineralogical analysis could help identify the key characteristics limiting lithium recovery which should provide additional for alternate flowsheet configurations to enhance lithium recovery from these samples.

#### YLP Mineral Resource Estimate

The general requirement that all Mineral Resources have “reasonable prospects for eventual economic extraction” implies that the quantity and grade estimates meet certain economic thresholds and that the Mineral Resources are reported at an appropriate cut-off grade, considering extraction scenarios and processing recoveries. To meet this requirement, the Author considers that, based on the location, depth from surface and depth extent, size, shape, general true thickness, and orientation of the YLP deposit mineralization, the YLP mineralization is amenable for open pit extraction.

To determine the quantities of material offering “reasonable prospects for economic extraction” by open pit methods, reasonable mining and processing assumptions to evaluate the proportions of the block model (Inferred blocks) that could be “reasonably expected” to be mined from open pit are used.

The reader is cautioned that the results from the pit optimization are used solely for the purpose of testing the reasonable prospects for eventual economic extraction by an open pit and do not represent an attempt to estimate mineral reserves. There are no mineral reserves on the YLP. The results are used as a guide to assist in the preparation of a Mineral Resource statement and to select an appropriate resource reporting cut-off grade. The YLP Mineral Resources are reported at a base case cut-off grade of 0.40 to 0.50% Li<sub>2</sub>O.

The reporting of the in-pit MREs are presented undiluted and in situ, constrained by continuous 3D wireframe models, and are considered to have reasonable prospects for eventual economic extraction. The in-pit mineral resource grade blocks were quantified above the base case cut-off grade, below topography/overburden and within the 3D constraining mineralized wireframes (the constraining volumes).

The MRE for YLP is presented in Table 1-1 and includes MREs for Big East, Big West, Fi Main, Fi SW, Nite, Shorty, Echo and Ki pegmatite deposits.

Highlights of the YLP Mineral Resource Estimate are as follows:

- A consolidate in-pit Inferred Mineral Resource is estimated at 50.4 Mt grading 1.00% Li<sub>2</sub>O for 506,000 tonnes of Li<sub>2</sub>O (1.25 Mt of LCE).

Table 1-1 Yellowknife Lithium project Deposit In-pit Mineral Resource Estimate, September 25, 2024

Cut-off Grade (Li <sub>2</sub> O%)	Pegmatite Deposit	Tonnes	Li <sub>2</sub> O Grade (%)	Li <sub>2</sub> O (t)	LCE (t)*
0.40	Big East, Fi Main and Fi SW	30,265,000	1.05	317,000	784,000
0.50	Big West, Nite, Shorty, Echo and Ki	20,118,000	0.94	189,000	467,000
<b>Total</b>		<b>50,383,000</b>	<b>1.00</b>	<b>506,000</b>	<b>1,251,000</b>

\* Lithium carbonate equivalent (“LCE”)

**YLP Mineral Resource Estimate Notes:**

- (1) The Mineral Resource Estimate (MRE) was estimated by Allan Armitage, Ph.D., P. Geo. of SGS Geological Services and is an independent Qualified Person as defined by NI 43-101.
- (2) The classification of the current MRE into Inferred mineral resources is consistent with current 2014 CIM Definition Standards - For Mineral Resources and Mineral Reserves. The effective date for the Mineral Resource Estimate is September 25, 2024.
- (3) All figures are rounded to reflect the relative accuracy of the estimate and numbers may not add due to rounding.
- (4) The mineral resource is presented undiluted and in situ, constrained by continuous 3D wireframe models, and are considered to have reasonable prospects for eventual economic extraction.

- (5) *Mineral resources which are not mineral reserves do not have demonstrated economic viability. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that most Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.*
- (6) *The YLP MRE is based on a validated database which includes data from 286 surface diamond drill holes totalling 49,548 m. The resource database totals 10,842 assay intervals representing 10,846 m of drilling. The average assay sample length is 1.00 m.*
- (7) *The MRE is based on 126 three-dimensional ("3D") pegmatite resource models, constructed in Leapfrog, representing the Big East, Big West, Fi Main, Fi SW, Nite, Shorty, Echo and Ki pegmatite deposits. Grades  $\text{Li}_2\text{O}$  were estimated for each mineralization domain using 1.0 metre composites. To generate grade within the blocks, the inverse distance squared ( $\text{ID}^2$ ) interpolation method was used for all deposits.*
- (8) *Average density values were assigned to pegmatite and waste domains based on a database of 2,058 samples.*
- (9) *It is envisioned that the YLP deposits may be mined using open-pit mining methods. Mineral resources are reported at a base case cut-off grade of 0.40 to 0.50%  $\text{Li}_2\text{O}$ . The in-pit Mineral Resource grade blocks are quantified above the base case cut-off grades, above the constraining pit shell, below topography and within the constraining mineralized domains (the constraining volumes).*
- (10) *The results from the pit optimization are used solely for the purpose of testing the "reasonable prospects for economic extraction" by an open pit and do not represent an attempt to estimate mineral reserves. There are no mineral reserves on the Property. The results are used as a guide to assist in the preparation of a Mineral Resource statement and to select an appropriate resource reporting cut-off grade.*
- (11) *The base-case  $\text{Li}_2\text{O}$  Cut-off grade considers the following assumptions: a lithium concentrate (5.5%  $\text{Li}_2\text{O}$ ) price of US\$920/t, a mining cost of US\$3.25/t mined, processing, treatment, refining, G&A and transportation cost of USD\$19.50/t of mineralized material, metallurgical DMS recovery of 60%, pit slope angles of 60° and mining loss and dilution of 5% and 5%.*
- (12) *The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*

## Recommendations

The YLP deposits contain within-pit Inferred Mineral Resources that are associated with well-defined mineralized trends and models. The deposits are open along strike and at depth.

The authors of the 43-101 report consider that the Project has potential for delineation of additional Mineral Resources and that further exploration is warranted. These authors recommend LIFT conduct further exploration, subject to funding and any other matters which may cause the proposed exploration program to be altered in the normal course of its business activities or alterations which may affect the program as a result of exploration activities themselves.

LIFT is planning a resource expansion drill program, metallurgy upgrade studies, and environmental baseline data collection with the goal of advancing the project to a Preliminary Economic Assessment ("PEA"), and beyond.

Phase one includes 3,000 meters of drilling at the Big-E, 3,500m of drilling at Echo, Shorty, Nite, Bet and V.O dykes. This data will be used in a mineral resource estimate update. Detailed metallurgical sampling of drill core at Big-E will also be carried out in phase one, more accurately informing metal recoveries and economics modelling in the first years of mining.

Phase two work will include engineering studies of pit design, mine planning, run of mine scheduling, as well as transport and energy delivery to the Project in an economic model for inclusion in the PEA study. Phase two work will include ongoing multi-year data collection of environmental and community

dynamics data for establishing a baseline for benchmarking against potential impacts of the project. This will also be included in the PEA. Ongoing geological mapping and sampling across the LIFT land position will also be carried out for target generation purposes.

The total cost of the planned work program by LIFT is estimated at \$12.225 M, with the phase one program estimated at \$4.825 M (Table 26-1) and the phase two program estimated at \$7.4 M (Table 26-2).

Table 1-2 Recommended Phase One Work Program for the YLP

<b>Yellowknife Lithium Project</b>	
<b>Phase One Budget</b>	
<b>Item</b>	<b>Cost</b>
Diamond Drilling – Big East resource expansion (3,000m/ \$700 per/m)	\$2,100,000
Diamond Drilling – Echo, Shorty, and Nite resource expansion (2,000m/ \$700 per/m)	\$1,400,000
Diamond Drilling – Regional Targets Bet & V.O (1,500m/ \$700 per/m)	\$1,050,000
Drill management, logging, sampling, and analysis	\$150,000
MRE update and report	\$25,000
Metallurgical sampling and analytical program Big-E	\$100,000
<b>Total:</b>	<b>\$4,825,000</b>

Table 1-3 Recommended Phase Two Work Program for the YLP

<b>Yellowknife Lithium Project</b>	
<b>Phase Two Budget</b>	
<b>Item</b>	<b>Cost</b>
Environmental baseline collection program and community engagement	\$6,500,000
PEA Study and technical report	\$800,000
Surface mapping, sampling, and prospecting	\$100,000
<b>Total:</b>	<b>\$7,400,000</b>

### ***Current Exploration and Development Activities***

A winter exploration program was initiated by the Company on January 5, 2024, with drills in operation between January 18, 2024 to April 30, 2024. This program tested seven of the known spodumene bearing dikes for a total of 15,421 metres of diamond drilling over 91 drillholes. Included in this program was the completion of three water monitoring holes, which partnered with ongoing surveillance of summer program work was as a continuation of the environmental baseline studies.

## **5.2 Rupert Project**

Except as otherwise stated, the information in this section is based on the Rupert Report. References should be made to the full text of the Rupert Report which is available for review on the Company's profile on SEDAR+ located at [www.sedarplus.ca](http://www.sedarplus.ca).

The information below is excerpted from the summary section of the Rupert Report.

### ***Incorporation by Reference***

The following information contained in the Rupert Report is incorporated by reference into and forms an integral part of this Annual Information Form, including the text, maps, tables, figures and charts contained within the following sections of the Rupert Report.

- 4 Property Description and Location
- 5 Accessibility, Climate, Local Resources, Infrastructure and Physiography
- 6 History
- 7 Geological Setting and Mineralization
- 8 Deposit Types
- 9 Exploration
- 10 Drilling
- 11 Sample Preparation, Analyses and Security
- 12 Data Verification
- 26 Recommendations

### ***Summary***

The Rupert Report evaluates the potential for lithium mineralization at the Rupert Property, which is owned by the Company, and details the results of a till sampling campaign performed in 2021 by the Company.

The Rupert Property is located east of James Bay, Quebec, in a region that hosts several lithium deposits, including the world-class Whabouchi lithium pegmatite deposit. Like much of glaciated North America, bedrock is largely blanketed by till. No systematic geochemical exploration has been completed to search for buried lithium deposits beneath the till. As such, LIFT considers that additional lithium resources may be present at Rupert and that till sampling provides a viable means to discover them.

Three separate claim blocks make up the Rupert Property: (1) the Whabouchi Trend, (2) the Moyenne Trend, and (3) the Pontax Trend. The former two can be accessed, in part, by the Billy Diamond highway, whereas the third, and the more distal parts of the first and second, are accessible by helicopter or boat.

Geologically, the Rupert Property is located in the Nemiscau and La Grande sub-provinces of the Archean Superior Province.

The Whabouchi Trend is located in the northeast-trending Lac des Montagnes greenstone belt, which itself is located between a granitoid-gneiss domain of the La Grande sub-province to the northwest and the Opatoca sub-province to the southeast. The greenstone belt is dominated by clastic sedimentary rocks with mafic volcanic rock occurring primarily on the margins. Metamorphic grade ranges from greenschist to amphibolite facies. Granitic pegmatites are common throughout the greenstone belt, some of which have significant lithium and tantalum mineralization.

The Moyenne Trend covers an east-west trending magnetic and topographic lineament, interpreted to be a shear zone, which juxtaposes migmatitic clastic sedimentary rocks against granitoid-gneisses of the La Grande sub-province to the west of the Whabouchi Trend.

The Pontax Trend is located along the Pontax River within the Anatacau-Pivert greenstone belt, a thin band of supracrustal rocks that occur between the La Grande granitoid-gneiss terrane to the east and Nemiscau sub-province to the west.

Mineral exploration and government mapping on the property and its environs first started in the 1950s. The Whabouchi lithium deposit was discovered in 1962 by the Quebec Bureau of Mines. Following this, little work was conducted until the 2000s. In 2002, Inco revisited the area in search of tantalum and confirmed lithium mineralization at Whabouchi. In 2009, Nemaska Lithium acquired the Whabouchi Project, performed a feasibility study, then subsequently went into receivership. The Whabouchi Project is currently owned by New Nemaska Lithium.

A regional till geochemistry program was completed at the Whabouchi Trend by LIFT in the summer of 2021. A total of 4,259 samples were collected at 150 meter intervals along sampling lines spaced 1,500 meters apart. One kilogram of till was collected at each sample point. Samples were sent to Bureau Veritas in Timmins, Ontario, where they were dried and sieved. Two types of analyses were performed. (1) Half a gram of the <63 micron fraction from each sample was analysed with a 4-acid digestion and ICP-MS finish for multi-element geochemistry. (2) A 30 gram aliquot of the <63 micron fraction was digested in aqua regia and analysed with ICP-MS for gold. Results from this program show a number of areas with Li anomalism, some of which are also anomalous for pathfinder elements typically associated with lithium pegmatite deposits.

Based on the results of the Summer 2021 till sampling, a follow-up exploration budget of \$1,402,200 was recommended in two phases with a non contingent Phase I of follow-up till sampling followed by a contingent Phase II of trenching and sampling in areas with strong, spatially coherent geochemical anomalism.

### ***Current Exploration and Development Activities***

During the summers of 2023 and 2024, the Company collected a total of 336 heavy till geochemistry samples and 109 rock samples at the Pontax Project. Accompanied by additional geological mapping, the goal of this exploration program was to further delineate anomalies identified through previous work, refining lithium pegmatite drilling targets beneath extensive glacial sediment cover within the region.

### **ITEM 6: DIVIDENDS**

The Company has not paid dividends on its common shares during any of its three most recently completed financial years or the current financial year. The Company has no present intention of paying dividends on its common shares as it anticipates that all available funds will be invested to finance further acquisition, exploration and development of its mineral properties. Payment of dividends in the future will be dependent on the earnings and financial condition of the Company and other factors which the directors may deem appropriate at that time.

There are no restrictions on the Company paying dividends or distributions, except those set out in the BCBCA.

## **ITEM 7: DESCRIPTION OF CAPITAL STRUCTURE**

### **7.1 General Description of Capital Structure**

The Company has an authorized capital of an unlimited number of common shares without par value (the “**Common Shares**”), of which 47,335,337 Common Shares are issued and outstanding as fully paid and non-assessable as of the date of this AIF. In addition, as of the date of this AIF, there were 75,000 performance share units, 25,519 deferred share units and 1,494,500 stock options and no warrants outstanding.

The following is a summary of the principal attributes of the Common Shares:

*Voting Rights.* The holders of the Common Shares are entitled to receive notice of, attend and vote at any meeting of the shareholders of the Company. The Common Shares carry one vote per share. There are no cumulative voting rights, and directors do not stand for re-election at staggered intervals.

*Dividends.* The holders of Common Shares are entitled to receive on a pro rata basis such dividends as may be declared by the board of directors, out of funds legally available therefor. There are no indentures or agreements limiting the payment of dividends.

*Profits.* Each Common Share is entitled to share pro rata in any profits of the Company to the extent they are distributed either through the declaration of dividends or otherwise distributed to shareholders, or on a winding up or liquidation.

*Rights on Dissolution.* In the event of the liquidation, dissolution or winding up of the Company, the holders of the Common Shares will be entitled to receive on a pro rata basis all of the assets of the Company remaining after payment of all the Company’s liabilities.

*Pre-Emptive, Conversion and Other Rights.* No pre-emptive, redemption, sinking fund or conversion rights are attached to the Common Shares, and the Common Shares, when fully paid, will not be liable to further call or assessment.

### **7.2 Constraints**

There are no known constraints on the ownership of securities of the Company to ensure that the Company has a required level of Canadian ownership.

### **7.3 Ratings**

There are no known ratings, including provisional ratings, by rating organizations for securities of the Company which are outstanding and that continue in effect.

## **ITEM 8: MARKET FOR SECURITIES**

### **8.1 Trading Price and Volume**

The Common Shares of the Company are listed for trading on the TSXV under the symbol “LIFT”.

The following table provides information as to the monthly high, low and close prices and trading volume for the Company's shares during the period starting December 1, 2023 until the date of this AIF on the TSXV.

Month	High	Low	Close	Volume
<b>2023</b> .....				
December.....	6.30	4.27	6.15	419,105
<b>2024</b> .....				
January.....	6.50	5.45	5.53	1,374,461
February.....	5.25	4.09	4.74	965,026
March.....	4.82	3.31	3.59	751,130
April.....	3.95	2.60	3.30	1,230,365
May.....	4.40	3.01	3.73	707,950
June.....	4.05	3.06	3.20	480,628
July.....	3.16	2.11	2.25	496,209
August.....	2.72	1.86	2.65	299,767
September.....	3.37	2.41	2.71	990,600
October.....	4.33	2.62	3.45	2,930,135
November.....	3.71	2.83	3.05	545,568
December.....	3.02	2.51	2.55	389,070
<b>2025</b> .....				
January.....	\$3.40	\$2.55	\$2.95	451,859
February.....	\$3.15	\$2.26	\$2.67	535,169
March <sup>(1)</sup> .....	\$2.85	\$2.07	\$2.30	296,554

**Notes:**

(1) Up to the closing on March 20, 2025

## 8.2 Prior Sales

The Company has no class of securities that is outstanding but not listed or quoted on a market.

### ITEM 9: ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As of the date of this AIF, the following securities (the "**Escrowed Securities**") are subject to an escrow agreement dated April 11, 2022 between the Company, Odyssey Trust Company as escrow agent, and certain principals of the Company as defined in National Policy 46-201 – *Escrow for Initial Public Offerings* (the "**Escrow Agreement**").

Designation of class	Number of securities held in escrow	Percentage of class
Common Shares	277,500	0.59%

The Escrowed Securities are released pro rata to the holders thereof as to 10% upon listing of the Company's common shares, which occurred on June 24, 2022, and 15% every six months thereafter over a 36-month period.



Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the Escrowed Securities (released)
6 months after the Listing Date	1/6 of the remaining Escrowed Securities (released)
12 months after the Listing Date	1/5 of the remaining Escrowed Securities (released)
18 months after the Listing Date	1/4 of the remaining Escrowed Securities (released)
24 months after the Listing Date	1/3 of the remaining Escrowed Securities (released)
30 months after the Listing Date	1/2 of the remaining Escrowed Securities (released)
36 months after the Listing Date	The remaining Escrowed Securities

The Escrowed Securities are subject to the direction and determination of the TSXV and applicable securities regulatory authorities. Specifically, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfer or dealings within escrow are:

- (a) to existing or, upon their appointment, incoming directors or senior officers of the Company, if the Board has approved the transfer;
- (b) to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities;
- (c) to a person or company that after the proposed transfer:
  - (i) will hold more than 10% of the voting rights attached to the Company's outstanding securities; and
  - (ii) has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries;
- (d) to a trustee in bankruptcy or another person or company entitled to Escrowed Securities on the bankruptcy of the holder;
- (e) to a financial institution on the realization of Escrowed Securities pledged, mortgaged or charged by the holder to the financial institution as collateral for the loan; or
- (f) to or between an RRSP, RRIF or other similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of the other registered plan or fund are limited to the holder and his or her spouse, children and parents or, in the case of a trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the registered plan or fund, as applicable, or his or her spouse, children and parents. The owner of the Escrowed Securities may continue to exercise voting rights attached to such securities.

Tenders of Escrowed Securities in a business combination transaction are permitted provided that, if the tenderer is a Principal of the successor issuer upon completion of the business combination, securities received in exchange for tendered escrowed securities are subject to escrow on the same terms and conditions, including release dates, as applied to the escrow securities that were exchanged, subject to certain exceptions.

## ITEM 10: DIRECTORS & OFFICERS

### 10.1 Name, Occupation and Security Holding

The following table sets out the names of the directors and officers of the Company, all officers in the Company each now holds, each person's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Common Shares beneficially owned by each, directly and indirectly, or over which each exercised control or direction as at the date of this Annual Information Form. The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed.

Name and Municipality of Residence and Position <sup>(1)</sup>	Principal Occupation for Past Five Years <sup>(1)</sup>	Date of Appointment to Office	Number of Common Shares Held <sup>(2)</sup>
Francis MacDonald, Lugano, Switzerland, CEO and Director	CEO of the Company from November 2022 to Present; President of Kenorland Minerals from February 2022 to October 2022, Executive VP Exploration of Kenorland from January 2021 to February 2022 and Vice President, Exploration of Kenorland from September 2016 to January 2021.	February 3, 2022 as director, November 8, 2022 as CEO	901,350
Alexander Langer, North Vancouver, B.C., President and Director <sup>(3) (5)</sup>	CEO of Andros Capital Corporation (private consulting firm) from June 2012 to Present. VP Capital Markets of Millennial Lithium Corp. from May 2016 to January 2022; Director of Ptolemy Capital from January 2015 to Present. CEO, President and Director of Sierra Madre Gold and Silver from May 2016 to Present. Director of Reyna Silver Corp. March 2020 to October 2024. Director of Reyna Gold January 2022 to Present.	February 3, 2022 as director, November 8, 2022 as President	149,500 <sup>(6)</sup>
Iain Scarr, Salta, Miami Beach, FL, USA, Director <sup>(5)</sup>	Founder and President of IMEX Consultants Inc (private consulting firm) from March 2009 to the present; COO of Millennial Lithium Corp. from July 2016 to January 2022, prior to the acquisition of Millennial by Lithium Americas Corp. Director of United Lithium Corp from March 2023 to Present. Director of Surge Battery Metals from May 2023 to Present.	October 11, 2022	200,000
Kenneth Scott, Langley, B.C., Director <sup>(3) (4) (5)</sup>	President and Director of K.A. SCOTT LTD. (private consulting firm) from August 2008 to Present. CFO of Sierra Madre Gold and Silver from July 2022 to Present.	April 14, 2023	Nil

<b>Name and Municipality of Residence and Position<sup>(1)</sup></b>	<b>Principal Occupation for Past Five Years<sup>(1)</sup></b>	<b>Date of Appointment to Office</b>	<b>Number of Common Shares Held<sup>(2)</sup></b>
Paul Gruner, Yellowknife, NT, Director <sup>(3)</sup>	CEO for Det'on Cho Management LP (economic branch of Yellowknives Dene First Nation) from November 2016 to January 2022; CEO of Tahltan Development Corporation (economic branch of Tahltan Nation) from January 2022 to October 2023; CEO of Tłı̄ch̄q Investment Corporation (investment arm of the Tłı̄ch̄q First Nation) from October 2023 to Present.	January 8, 2024	Nil
Eva Bellissimo, Toronto, ON, Director <sup>(4)</sup>	Partner and Co-leader of Global Metals and Mining Group, McCarthy Tetrault LLP from April 2018 to Present. Director of i-80 Gold Corp from April 2021 to Present.	January 8, 2024	Nil
Ms. Andree St-Germain, North Vancouver, B.C., Director <sup>(3) (4)</sup>	Chief Financial Officer of Integra Resources Corp. (TSXV and NYSE-listed) from 2017 to Present. Director of Osisko Mining from March 2020 to October 2024, and director of Ascot Resources from March 2019 to Present.	January 8, 2024	20,500
Andrew Marshall, North Vancouver, B.C., Chief Financial Officer	Chief Financial Officer of First Mining Gold Corp from September 2016 to August 2022. Director of Ibero Mining Corp. (formerly Europacific Metals) from November 2020 to May 2024 and Chief Financial officer of Pan Global Resources from November 2022 to Present.	April 14, 2023	Nil
April Hayward, Calgary, AB, Chief Sustainability Officer	VP Kennady North Project Sustainable Development of Kennady Diamonds from January 2020 to December 2021 and Chief Sustainability Officer of Mountain Province Diamonds from January 2022 to May 2023. Owner and Principal Consultant of Hayward CSR Strategies from February 2019 – Present.	June 1, 2023	Nil
Iveta Michelcikova, Vancouver, B.C., Corporate Secretary	Independent consultant providing corporate and executive administrative services. Executive Assistant at Empower Clinics Inc. from February 2019 to March 2022.	September 22, 2022	10,000

Name and Municipality of Residence and Position <sup>(1)</sup>	Principal Occupation for Past Five Years <sup>(1)</sup>	Date of Appointment to Office	Number of Common Shares Held <sup>(2)</sup>
David Smithson, Salta, Argentina, Senior Vice President, Geology	Senior Vice President, Geology of the Company from January 2023 to Present; Vice President, Exploration of Auryn Resources from 2017 to 2020. Geological Consultant, Universal Mineral Services from 2020 to 2021. Senior Vice President, Exploration of Tier-1 Resources from 2020 to 2022. Vice President, Exploration of Sombrero Resources from 2020 to 2022.	January 23, 2023	10,600

- (1) Information as to the residency and principal occupation has been provided by the respective directors and officers.
- (2) Information as to shares beneficially owned, not being within our knowledge has been furnished by the respective person, has been extracted from the list of registered shareholders maintained by the Company's transfer agent, has been obtained from insider reports filed by respective person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders ([www.sedi.ca](http://www.sedi.ca)) or has been obtained from early warning report and alternative monthly reports filed by the respective person and available through the Internet at the Canadian System for Electronic Document Analysis and Retrieval ([www.sedarplus.ca](http://www.sedarplus.ca)).
- (3) Members of the Audit Committee.
- (4) Members of Compensation Committee
- (5) Members of Corporate Governance and Nominating Committee
- (6) Mr. Langer directly holds 110,000 Common Shares and 39,500 Common Shares are held indirectly by Andros Capital Corp., a company owned and controlled by Mr. Langer.

As at the date hereof, all of the directors and officers, as a group, beneficially own, directly or indirectly, or exercise control or discretion over 1,291,950 Common Shares, representing approximately 2.73% of the issued and outstanding Common Shares.

## 10.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

As at the date of this AIF and within the ten years before the date of this AIF, no director, chief executive officer, chief financial officer or a shareholder holding sufficient number of securities of the Company to materially affect control of the Company,

- (a) is or has been a director or executive officer of any company (including the Company), that:
- (i) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (ii) that after that person ceased to be a director or executive officer, was subject to an order which resulted from an event that occurred while that person was acting in the capacity as director or executive officer that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (iii) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings,

arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has within 10 years before the date of the AIF became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officers or shareholders.

No director, executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has, within the ten years prior to the date of this AIF, been subject to:

- (c) any penalties or sanctions imposed by a court or securities regulatory authority relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **10.3 Conflicts of Interest**

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring and exploiting natural resources properties. These associations to other public companies in the resource sector may give rise to conflicts of interest from time to time.

Conflicts of interest affecting the directors and executive officers of LIFT will be governed by the Articles of LIFT and the provisions of the BCBCA and other applicable laws. In the event that such a conflict of interest arises at a meeting of the directors, a director affected by the conflict must disclose the nature and extent of his interest and abstain from voting for or against matters concerning the matter in respect of which the conflict arises. Directors and executive officers are required to disclose any conflicts or potential conflicts to the board of directors as soon as they become aware of them.

### **ITEM 11: AUDIT COMMITTEE**

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

The Audit Committee oversees the accounting and financial reporting practices and procedures of the Company and the audits of the Company’s financial statements. The principal responsibilities of the Audit Committee include: (i) overseeing the quality, integrity and appropriateness of the internal controls and accounting procedures of the Company, including reviewing the Company’s procedures for internal control with the Company’s auditors and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Company’s internal and external reporting processes, its annual and quarterly financial statements and related management discussion and analysis, and all other material continuous disclosure documents; (iii) establishing separate reviews with management and external auditors of significant changes in procedures or financial and accounting practices, difficulties encountered during auditing, and

significant judgments made in management's preparation of financial statements; (iv) monitoring compliance with legal and regulatory requirements related to financial reporting; (v) reviewing and pre-approving the engagement of the auditor of the Company and independent audit fees; and (vi) assessing the Company's accounting policies, and considering, approving, and monitoring significant changes in accounting principles and practices recommended by management and the auditor.

### **Audit Committee Charter**

A copy of the Charter of the Audit Committee is attached hereto as Schedule "1".

### **Composition of the Audit Committee**

The members of the Audit Committee are Kenneth Scott, Andree St-Germain, Paul Gruner and Alexander Langer, of whom Ms. St-Germain, Messrs. Scott and Gruner are considered independent and Mr. Langer is not considered independent as a result of his relationship as executive officer of the Company. Mr. Scott is serving as chair of the audit committee. All members of the Audit Committee are considered to be financially literate.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

### **Relevant Education and Experience**

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting, are as follows:

*Kenneth Scott:* Mr. Scott retired as a partner of PricewaterhouseCoopers in Vancouver in 2018, where his engagements included mining companies with international operations, such as SSR Mining, Lundin Gold, B2Gold and Teck Resources. Mr. Scott's regulatory experience includes a leadership role on engagements

selected by either the firm's internal audit quality review process or by the Canadian Public Accountability Board. Mr. Scott holds a Canadian Chartered Professional Accountant (CPA) designation and he is the Chief Financial Officer of Sierra Madre Gold and Silver Ltd (TSXV).

*Andree St-Germain:* Ms. St-Germain is the CFO of Integra Resources Corp (TSX) and an experienced mining executive with an extensive background in M&A, strategic planning, project development and mining finance. She began her mining career in investment banking and joined Golden Queen Mining in 2013 as CFO. During her tenure at Golden Queen, she played an instrumental role in securing project finance and overseeing Golden Queen as it transitioned from development to production. She then joined Integra Gold as CFO in early 2017 and helped oversee the sale to Eldorado Gold. Ms. St-Germain is a director and currently serves on the audit committee of Ascot Resources Ltd (TSX). She previously served on the audit committee at Osisko Mining, Barkerville Gold and IDM Mining. Ms. St-Germain holds the Institute of Corporate Directors (ICD.D) designation.

*Paul Gruner:* Mr. Gruner is the CEO for Tłı̨ch̨o Investment Corporation, which is the investment arm of the Tłı̨ch̨o First Nation. He previously served as the CEO for Det'on Cho Management LP, the economic arm of the Yellowknives Dene First Nation in the Northwest Territories, and the Tahltan Nation Development Corporation, the economic arm of the Tahltan Nation. While Mr. Gruner has not served on the audit committee of a public company previously, he has experience dealing with and reviewing financial statements and accounting issues for significant private enterprises and will be assisted by the other members of the Audit Committee, the Company's CFO, as well as the Company's auditor.

*Alexander Langer:* Mr. Langer has 18 years' experience in equity financing. Since June 2012, Mr. Langer has been CEO of Andros Capital Corp, a private capital markets advisory firm located in Vancouver, Canada and a Director of Ptolemy Capital, a family office based in London, UK. Mr. Langer is currently CEO, President, and Director of Sierra Madre Gold and Silver Ltd., Director of Reyna Silver Corp. and Ynvisible Interactive Inc., all listed companies. Mr. Langer started his career as an investment advisor with Canaccord Genuity Corp. He currently serves on the audit committee of Reyna Silver Corp. (TSXV), Reyna Gold Corp. (TSXV) and Intertidal Capital Corp. (TSXV).

Each of Messrs. Scott, Gruner and Langer and Ms. St-Germain have an understanding of financial reporting requirements respecting financial statements sufficient enough to enable them to discharge their duties as members of the audit committee.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

## Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Audit Committee's consideration, and if thought fit, approval in writing.

## External Auditor Services Fees

The following table sets forth the fees paid by the Company and its subsidiaries to BDO Canada LLP, for services rendered during the financial years ended November 30, 2024 and 2023:

	<u>2024</u>	<u>2023</u>
	(\$)	(\$)
Audit fees <sup>(1)</sup> .....	104,844.38	66,500
Audit related fees <sup>(2)</sup> .....	61,500	35,500
Tax fees <sup>(3)</sup> .....	Nil	4,200
All other fees <sup>(4)</sup> .....	15,372.92	49,000
Total	<b><u>181,717.30</u></b>	<b><u>155,200</u></b>

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

## Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## ITEM 12: PROMOTERS

Other than the directors and officers of the Company, management is not aware of any person or company who could be characterized as a promoter of the Company or a subsidiary of the Company within the two most recently completed financial years or during the current financial year. The number and



percentage of voting securities held by the directors and officers of the Company is as disclosed above at Item 9.

Within the two most recently completed financial years or during the current financial year, no promoters have received any value from the Company other than executive compensation or the acquisition of securities pursuant to private placements or upon the exercise of stock options, nor has the Company acquired any assets from a promoter.

#### **ITEM 13: LEGAL PROCEEDINGS**

The Company is not a party to any outstanding legal or regulatory proceedings, and the directors of the Company do not have any knowledge of any contemplated legal or regulatory proceedings that are material to the business and affairs of the Company.

#### **ITEM 14: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Except in regards to the executive compensation of directors and officers in their roles as same no director or executive officer, insider, or any associate or affiliate of such insider or director or executive officer, have had any material interest, direct or indirect, in any material transaction of the Company within the Company's three most recently completed financial years or during the current financial year, which has materially affected or will materially affect the Company.

#### **ITEM 15: TRANSFER AGENTS AND REGISTRARS**

The Company's transfer agent and registrar is Odyssey Trust Company at its principal office 350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

#### **ITEM 16: MATERIAL CONTRACTS**

There are no other contracts, other than those herein disclosed in this Annual Information Form and other than those entered into in the ordinary course of the Company's business, that are material to the Company and which were entered into in the most recently completed financial year ended November 30, 2024 or before the most recently completed financial year but are still in effect as of the date of this Annual Information Form, other than:

- (a) the Escrow Agreement
- (b) the Operator Services Agreement
- (c) the Pontax Agreement; and
- (d) the Amended and Restated Investor Rights Agreement dated November 14, 2024

Copies of each of these agreements are available electronically on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

## ITEM 17: INTERESTS OF EXPERTS

### 17.1 Names of Experts

Each of the (i) Rupert Report and (ii) Technical Report (together with the Rupert Report, the “**Technical Reports**”) have been filed with the Canadian securities regulatory authorities and are available electronically on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Reference should be made to the full text of the Technical Reports and for a complete description of the assumptions, qualifications, references, reliances, and procedures associated with the information therein.

Information of a scientific or technical nature in the Rupert Report was prepared by Don Cummings, PhD, P. Geo. OGQ, who is a “qualified person” under NI 43-101. Dr. Cummings is currently a consultant to the Company in a limited capacity.

Information of a scientific or technical nature in the Technical Report was prepared by by Allan Armitage, Ph.D., P.Geo., and Ben Eggers, B.Sc.(Hons), MAIG, P.Geo., of SGS Geological Services.

### 17.2 Interests of Experts

To the knowledge of the Company, none of the experts above or their respective associates or affiliates, beneficially owns, directly or indirectly, any securities of the Company, has received or will receive any direct or indirect interests in the property of the Company or is expected to be elected, appointed or employed as a director, officer or employee of the Company or any associate or affiliate thereof.

### 17.3 Auditors

BDO Canada LLP, Chartered Professional Accountants (the “**Auditor**”) prepared the independent auditor’s report for the audited annual consolidated financial statements of the Company for the year ended November 30, 2024. The Auditor reports that they are independent of the Company in accordance with the Chartered Professional Accountants of British Columbia Professional Rules of Conduct.

## ITEM 18: ADDITIONAL INFORMATION

Additional information on the Company can be found on the Company’s website at [www.li-ft.com](http://www.li-ft.com) or on SEDAR+ at the Company’s profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Additional information, including directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company’s information circular for its most recent annual meeting of shareholders that involved the election of directors, being February 13, 2024.

Additional information is provided in the Company’s most recent financial statements and the management’s discussion and analysis for its most recently completed financial year.

## **SCHEDULE "1"**

### **LI-FT POWER LTD. (the "Company")**

#### **AUDIT COMMITTEE CHARTER**

##### **1.0 PURPOSE OF THE COMMITTEE**

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

##### **2.0 MEMBERS OF THE COMMITTEE**

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

##### **3.0 MEETING REQUIREMENTS**

3.1 The Audit Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically and shall be at such times and places as the Audit Committee determines. Without meeting, the Audit Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Audit Committee shall constitute a quorum.

##### **4.0 DUTIES AND RESPONSIBILITIES**

4.1 The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the "auditors") who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;

- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;
- (d) review and discuss with management and the auditors the Company's audited financial statements and accompanying MD&A, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;
- (e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;
- (f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;
- (h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;
- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;
- (j) oversee and annually review the Company's Code of Business Conduct and Ethics;
- (k) approve material contracts where the Board of Directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;
- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor all related party transactions which may be entered into by the Company;  
and
- (p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

## **5.0 MISCELLANEOUS**

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfil its responsibilities.

*Approved and Adopted by the Board of Directors on March 3, 2022.*

*Reviewed and revised by the Corporate Governance and Nominating Committee and approved by the Board of Directors on July 25, 2024.*