

LI-FT POWER LTD.

Management's Discussion and Analysis

For the nine months ended August 31, 2022 and the period from the date of incorporation on May 28,
2021 to August 31, 2021

LI-FT POWER LTD.

Management's Discussion and Analysis of Financial Results

For the nine months ended August 31, 2022 and the period from the date of incorporation on May 28, 2021 to August 31, 2021

The following management discussion and analysis ("MD&A") should be read in conjunction with the interim financial statements and accompanying notes ("Financial Statements") of LI-FT POWER LTD. (the "Company") for the nine months ended August 31, 2022 and the period from the date of incorporation on May 28, 2021 to August 31, 2021. Results have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting standards Board ("IASB"). All monetary amounts are reported in Canadian dollars unless otherwise indicated. This MD&A is dated October 27, 2022.

This MD&A contains forward-looking information. See "Forward-Looking Information" and "Risks and Uncertainties" for a discussion of the risks, uncertainties and assumptions relating to such information.

On June 24, 2022, the Company completed its Initial Public Offering ("IPO") and its shares were listed on the Canadian Securities Exchange commenced trading on June 27, 2022 under the symbol "LIFT".

FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements. The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify such forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations, or if and when an undeveloped project is actually developed.

Forward-looking statements involve a number of known and unknown risks and uncertainties including statements regarding the outlook of LI-FT Power Ltd.'s business and results of operations. By their nature, these risks and uncertainties could cause actual results, performance and achievements to differ materially from those indicated. Such factors include, without limitation, risks inherent in mineral exploration, changes in commodity prices, geological and metallurgical assumptions (including with respect to size, grade and recoverability of mineral resources and mineral reserves), the Company's history of operating losses and uncertainty of future profitability, uncertainty of access to additional capital, environmental risks, as well as the world's physical and financial health in dealing with COVID-19. In making the forward-looking statements in this MD&A, the Company has applied material assumptions, including without limitation, the assumption that any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, weak commodity prices and general metal price volatility; the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand; and securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure investors that any of these assumptions will prove to be correct.

LI-FT Power Ltd. disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as is required by applicable securities regulations. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date the statements were made, and are also advised to consider such forward looking statements while considering the risk factors set forth in this MD&A.

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DESCRIPTION OF BUSINESS

LI-FT Power Ltd. (the "Company") 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.

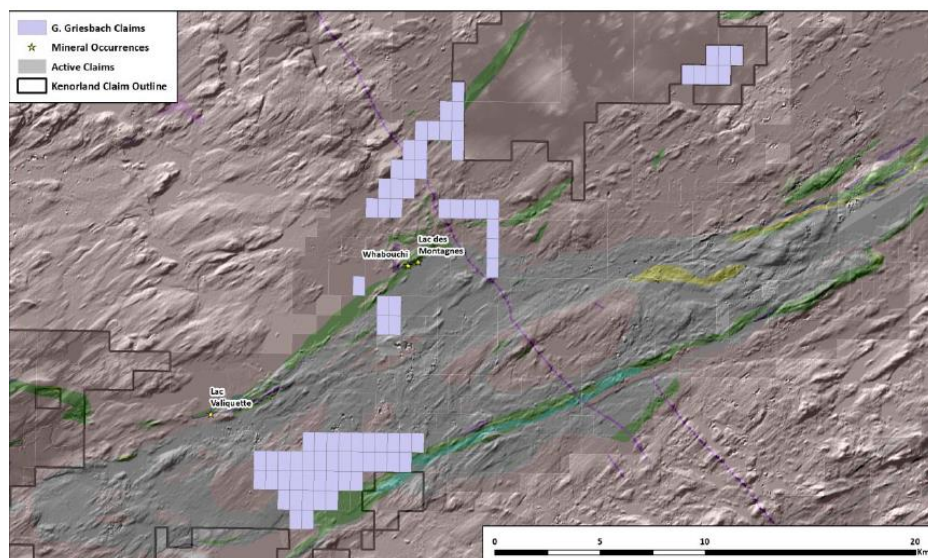
The head office of the Company is located at Suite 300-1055 West Hastings Street, Vancouver, British Columbia V6E 2E9, and the registered and records office of the Company is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

PROJECT OVERVIEW

James Bay Project

On August 11, 2021, the Company entered into a property option agreement (the "JB Option Agreement") with Glenn Griesbach and Juanita Teddy Ashito ("Optionor") to acquire a 100% undivided interest in and to certain mineral claims (the "James Bay Claims", subject to a 2% net smelter returns royalty (the "JB Royalty") only.

The James Bay Claims are located in the James Bay area in the Province of Quebec:



Option agreement

The Optionors granted to the Company the sole, exclusive and irrevocable right and option (the "JB Option") to acquire a 100% undivided legal and beneficial interest in and to the James Bay Claims, free and clear of all any liens, charges and encumbrances, subject to payment of the JB Royalty.

The JB Option may be exercised by the Company by making cash payments to the Optionors in an aggregate amount of \$100,000, as follows:

- A. \$20,000, upon the execution and delivery of the JB Option Agreement (the "Effective Date") by all parties (paid);

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- B. An additional \$25,000, on or before the first anniversary of the Effective Date of the JB Option Agreement (paid);
- C. An additional \$25,000, on or before the second anniversary of the Effective Date of the JB Option Agreement; and
- D. An additional \$30,000, on or before the third anniversary of the Effective Date of the JB Option Agreement.

Upon satisfaction of the conditions set above, the JB Option shall be deemed to be exercised, and an undivided 100% right title and interest in and to the James Bay Claims shall automatically vest in the Company; and the Optionors shall promptly deliver to the Company a duly executed transfer, prepared by and at the expense of the Optionors, in proper registerable form conveying all of the Optionor's right, title and interest in the James Bay Claims (other than the JB Royalty) to the Company. The Company has the right at any time after the exercise of the JB Option to purchase from the Optionors 1.5% of the JB Royalty for an amount of \$1,500,000 payable in cash.

Rupert Project

In June 2021, the Company entered into a definitive option agreement with Kenorland Minerals Ltd. ("Kenorland") pursuant to which the Company will be granted the option (the "KLD Option") to acquire up to a 100% interest in and to the mineral claims (the "Rupert Property").

In order to exercise the KLD Option, the Company pay \$200,000 in cash (paid) and issue to Kenorland 10% of the Company's issued and outstanding shares upon closing and such number of additional common shares as shall maintain Kenorland's pro rata interest in the Company at 9.9% up until immediately prior to the listing of the Company's common shares on a recognized stock exchange.

Upon the exercise of the KLD Option, the Company will grant to Kenorland a 2% net smelter royalty in respect of the Rupert Property.

On February 2, 2022, the Company issued 1,751,913 common shares valued at a price of \$2.00 per share to Kenorland pursuant to the option agreement related to the Rupert Property for total share-based acquisition costs of \$3,503,826.

Ravenclan Project

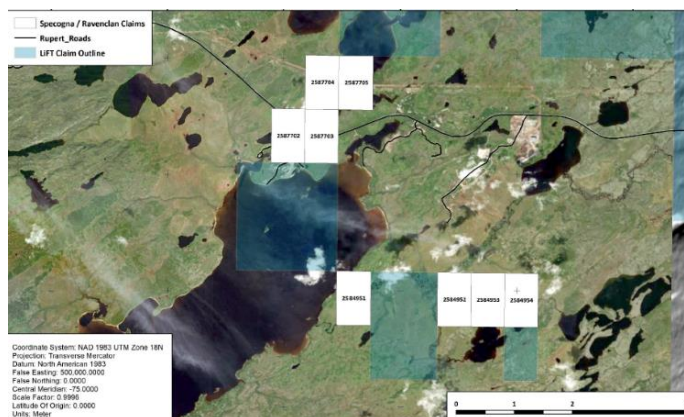
On January 13, 2022, the Company entered into a mineral property purchase agreement with Marino Specogna and Ravenclan Ltd. to acquire eight mineral claims located in James Bay, Quebec (the "Ravenclan Claims").

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In consideration for the sale, transfer, assignment and conveyance of the Property and the Property Rights, the Company paid an aggregate of \$10,000 in cash. No royalty was granted.



Whabouchi Project

On April 12, 2022, the Company entered into a mineral property purchase agreement with 9228-6202 Quebec Inc. to acquire a mineral claim located in James Bay, Quebec (the "Whabouchi").

In consideration for the sale, transfer, assignment and conveyance of the Property and the Property Rights, the Company paid an aggregate of \$15,000 in cash. The Company has granted a 3% NSR with 1.5% buyable for \$2,000,000 with respect to the Whabouchi Project.

Pontax Project

On July 18, 2022, the Company entered into a mineral property purchase agreement with Harfang Exploration Inc. ("Harfang") to acquire 70 per-cent interest of Pontax mineral claims located in the Eeyou-Istchee James Bay region in Quebec (the "Pontax Property").

In accordance with the agreement, the Company may:

- A. make \$25,000, upon the execution and delivery of the agreement by all parties (paid);
- B. exercise the first option to earn 51 per-cent interest in the Pontax Property by making an additional payment of \$75,000, payable in cash or in common shares at the discretion of the Company, on or before the third anniversary date of the agreement;
- C. exercise the second option to acquire further 19 per-cent interest in the Pontax Property by making an additional payment of \$50,000, payable in cash or in common shares at the discretion of the Company, prior to the expiry of the second option period ending three years after the exercise of the first option.

Upon the exercise of the second option, Harfang will have the option of converting its remaining participating interest of 30 per-cent into a 2.5-per-cent net smelter return royalty or to form a joint venture to further explore the property.

In addition, the Company must incur exploration expenditures as follows:

- A. \$1,650,000 exploration expenditures on or before the third anniversary date of the agreement;

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- B. \$3,350,000 exploration expenditures, prior to the expiry of the second option period ending three years after the exercise of the first option.

SELECTED FINANCIAL INFORMATION

The following selected financial information is derived from the audited financial statements of the Company. The figures have been prepared in accordance with IFRS.

	Three months ended August 31, 2022	Nine months ended August 31, 2022	Period from May 28, 2021, to August 31, 2021
	\$	\$	\$
Total revenues	-	-	-
General and administrative expenses	249,433	375,079	9,602
Loss before other items	(249,433)	(375,079)	(9,602)
Other Income			
Interest Income	2,458	5,516	-
Foreign exchange gain	-	-	-
Net loss and comprehensive loss	(246,975)	(369,563)	(9,602)
Net loss per share – Basic & fully diluted	(0.01)	(0.02)	(0.00)
Totals assets	8,223,853	8,223,853	1,052,347
Total liabilities	1,822,329	1,822,329	3,475
Cash dividends declared per share	-	-	-

SELECTED QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the audited consolidated financial statements of the Company. The figures have been prepared in accordance with IFRS.

	For the Quarters Ended				
	Aug 31, 2022	May 31, 2022	Feb 28, 2022	Nov 30, 2021	Aug 31, 2021
	\$	\$	\$	\$	\$
Total revenues	-	-	-	-	-
Net loss	(246,975)	(66,160)	(56,428)	(77,302)	(9,602)
Net income (loss) per share	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)
Total assets	8,223,853	6,655,887	6,763,817	2,388,819	1,052,347

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RESULTS OF OPERATIONS

For the three months ended August 31, 2022 and 2021

Net loss and comprehensive loss for the three months ended August 31, 2022, was \$246,975 (three months ended August 31, 2021 - \$9,602). The comprehensive loss was mainly attributable to the following:

- Consulting expenses – An increase of \$59,336 from \$9,000 during the three months ended August 31, 2021 to \$68,336 for the three months ended August 31, 2022. This was mainly due to the increase in corporate activities and additional consulting fees paid for corporate development.
- Office expenses – An increase of \$42,684 from \$602 during the three months ended August 31, 2021 to \$43,286 for the three months ended August 31, 2022. This was mainly due to the increase in corporate activities and office management activities.
- Travel expenses – An increase of \$851 from \$Nil during the three months ended August 31, 2021 to \$851 for the three months ended August 31, 2022. This was mainly due to the increase in corporate activities.
- Professional fees – An increase of \$41,568 from \$Nil during the three months ended August 31, 2021, to \$41,568 for the three months ended August 31, 2022. The professional fees incurred were mainly related to the listing process of its securities.
- Exploration Expenses – An increase of \$49,353 from \$Nil during the three months ended August 31, 2021, to \$49,353 for the three months ended August 31, 2022. The exploration expenses incurred was directly related to the increased exploration activities at different mineral properties of the Company.
- Insurance expense – An increase of \$3,988 from \$Nil during the three months ended August 31, 2021 to \$3,988 for the three months ended August 31, 2022. This was mainly due to the increase in corporate activities.
- Filing fees – an increase of \$32,051 from \$Nil during the three months ended August 31, 2021 to \$32,051 for the three months ended August 31, 2022. The filing fees incurred were mainly related to the listing process of its securities.
- Rent expense – An increase of \$10,000 from \$Nil during the three months ended August 31, 2021 to \$10,000 for the three months ended August 31, 2022. This was mainly due to the increase in corporate activities.

For the nine months ended August 31, 2022 and the period from May 28, 2021 to August 31, 2021

Net loss and comprehensive loss for the nine months ended August 31, 2022, was \$369,563 (2021 - \$Nil). The comprehensive loss was mainly attributable to the following:

- Consulting expenses – An increase of \$107,336 from \$9,000 during the nine months ended August 31, 2021 to \$116,336 for the nine months ended August 31, 2022. This was mainly due to the increase in corporate activities and additional consulting fees paid for corporate development.
- Office expenses – An increase of \$50,737 from \$602 during the nine months ended August 31, 2021 to \$51,339 for the nine months ended August 31, 2022. This was mainly due to the increase in corporate activities.

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- Insurance expense – An increase of \$3,988 from \$Nil during the nine months ended August 31, 2021 to \$3,988 for the nine months ended August 31, 2022. This was mainly due to the increase in corporate activities.
- Filing fees – an increase of \$32,051 from \$Nil during the nine months ended August 31, 2021 to \$32,051 for the nine months ended August 31, 2022. The filing fees incurred were mainly related to the listing process of its securities.
- Travel expenses – An increase of \$6,346 from \$Nil during the nine months ended August 31, 2021 to \$6,346 for the nine months ended August 31, 2022. This was mainly due to the increase in corporate activities.
- Professional fees – An increase of \$100,666 from \$Nil during the nine months ended August 31, 2021, to \$100,666 for the nine months ended August 31, 2022. The professional fee incurred was mainly related to the listing process of its securities. This was mainly due to the increase in corporate activities.
- Exploration Expenses – An increase of \$49,353 from \$Nil during the nine months ended August 31, 2021, to \$49,353 for the nine months ended August 31, 2022. The exploration expenses incurred was directly related to the increased exploration activities at different mineral properties of the Company.
- Rent expense – An increase of \$10,000 from \$Nil during the nine months ended August 31, 2021 to \$10,000 for the nine months ended August 31, 2022. This was mainly due to the increase in corporate activities.

LIQUIDITY AND CAPITAL RESOURCES

As at August 31, 2022, the Company had working capital deficiency of \$1,404,689 (November 30, 2021 – working capital of \$1,123,746).

From time to time the Company works to raise additional capital through private placements and other forms of equity financing. Its ability to fund exploration projects is dependent upon its ability to obtain sufficient funding for operations and is ultimately dependent on the recoverability of the amounts capitalized to mineral exploration properties. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. Because the Company is not yet a producer, the primary source of future funds is through the sale of additional equity capital and optioning of resource properties. There is no assurance that the Company will be successful in raising sufficient capital to meet its obligations. If it is not successful in raising sufficient capital, it may have to curtail or otherwise limit operations. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

As at August 31, 2022, the shareholders' equity of \$6,401,524 consisted of share capital of \$6,843,297, contributed surplus of \$5,092 and deficit of \$446,865.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

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During the nine months ended August 31, 2022, the Company issued shares in terms of stock option exercise and reimbursed office expenses to Purple Crown Corporation – the company with an officer in common.

During the nine months ended August 31, 2022, there was no compensation to directors and officers of the company.

During the period from May 28, 2021 to August 31, 2021, the Company granted 250,000 stock options to its director. The fair value of these stock options was \$5,658. There was no other compensation to directors and officers of the Company.

SHARE CAPITAL

Authorized share capital

The Company has an authorized share capital of an unlimited number of common shares with no par value.

As at August 31, 2022, the Company had 17,811,663 common shares issued and outstanding.

Issuance of shares

a) Private Placements

On December 20, 2021, the Company completed a private placement and issued 200,000 common shares of the Company at a price of \$0.30 per share for total proceeds of \$60,000.

On December 23, 2021, the Company completed a private placement and issued 21,000 common shares of the Company at a price of \$2.00 per share for total proceeds of \$42,000

On December 24, 2021, the Company completed a private placement and issued 101,750 common shares of the Company at a price of \$2.00 per share for total proceeds of \$203,500.

On January 14, 2022, the Company completed a private placement and issued 297,000 common shares of the Company at a price of \$2.00 per share for total proceeds of \$594,000.

b) Share issuance for mineral properties:

On February 2, 2022, the Company issued 1,751,913 common shares valued at a price of \$2.00 per share to Kenorland pursuant to the option agreement related to the Rupert Property for total proceeds of \$3,503,826.

c) Exercise of Options

During the period ended November 30, 2021, the Company issued 1,000,000 common shares of the Company upon exercise of stock options at \$0.05 per share for total proceeds of \$50,000.

Stock option

On July 30, 2021, the Company granted 1,500,000 stock options to certain consultants and a director of the Company. The stock options have an exercise price of \$0.05 per common share and are exercisable for one year until July 30, 2022. The stock options vested immediately.

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The fair value of the stock options was estimated to be \$33,948 calculated using the Black-Scholes Option Pricing Model using the following assumptions:

	Period ended November 30, 2021
Risk-Free Annual Interest	0.42%
Expected Volatility	120%
Expected Life of Option	1 year
Expected Annual Dividend	0%

The following is a summary of the changes in the Company's stock option activities for the periods ended August 31, 2022 and November 30, 2021:

	August 31, 2022		November 30, 2021	
	Number of options exercisable	weighted average exercise price	Number of options exercisable	weighted average exercise price
Outstanding, beginning	500,000	\$0.05	-	-
Granted	-	-	1,500,000	\$0.05
Expired	(225,000)	\$0.05	-	-
Exercised	(275,000)	\$0.05	(1,000,000)	\$0.05
Outstanding, ending	-	-	500,000	\$0.05

LOSS PER SHARE

The calculation of basic and diluted loss per share for the three months ended August 31, 2022 was based on the loss attributable to common shareholders of \$246,975, and the average weighted average number of common shares of 17,684,489.

The calculation of basic and diluted loss per share for the nine months ended August 31, 2022 was based on the loss attributable to common shareholders of \$369,563, and the average weighted average number of common shares of 17,106,537.

CRITICAL JUDGMENTS AND ESTIMATES

The preparation of the Financial Statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant Judgments

The preparation of the Financial Statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include the assessment of the Company's ability

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to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes share capital in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

RISK FACTORS

The mineral industry involves significant risks. In addition to the risk factors described elsewhere in this MD&A, the risk factors that should be taken into account in considering LI-FT Power Ltd.'s business include, but are not limited to, those set out below. Any one or more of these risks could have a material adverse effect on the future prospects of the Company and the value of its securities.

Current Global Financial Condition

Current global financial conditions have been subject to increased volatility and turmoil. These factors may affect LI-FT Power Ltd.'s ability to obtain equity financing in the future or, if obtained, to do so on terms favorable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations as well as the trading price of its common shares could be adversely affected.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: interest rate risk and equity price risk.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. This risk is considered minimal.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with major financial institutions.

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Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk by maintaining adequate cash to settle its liabilities. The Company continuously monitors both actual and forecasted cash flows and matches the maturity profile of financial assets and liabilities.

As at August 31, 2022 the Company had cash of \$380,897 (November 30, 2021 - \$1,156,419) to settle liabilities of \$1,822,329 (November 30, 2021 - \$32,673). As such, liquidity risk is considered high. Management seeks additional financing through the issuance of equity instruments to continue its operations. There can be no assurance it will be able to do so.

Currency Risk

The Company might be exposed to currency risk by incurring certain expenditures in currencies other than the Canadian dollar. The Company does not use derivative instruments to reduce its currency risk. During the three months ended August 31, 2022, the Company has not had foreign currency transactions, and therefore was not exposed to currency risk.

SUBSEQUENT EVENTS

On September 22, 2022, the Company announced that it has entered into an option agreement with 9219-8845 Quebec Inc. and Steve LaBranche (collectively with 9219, the optionors) to acquire a 100% interest in and to the Lac des Montagnes lithium property, comprising 348 mineral claims located near Nemaska Village in the province of Quebec.

Under the terms of the option agreement, the Company will issue 225,000 common shares to the optionors on closing of the agreement, and pay an aggregate of \$300,000 in cash, due upon signing, and an additional aggregate of fully paid the Company shares with a value of \$3 million to the optionors. The payment schedule is as follows:

- A. \$300,000 in cash (paid as of the date of this MD&A) and 225,000 shares (issued as of the date of this MD&A) within five business days of the effective approval date ;
- B. An additional \$1.5 million in value of Li-FT shares on the six-month anniversary of the approval date;
- C. An additional \$1.5 million in value of Li-FT shares on the 12-month anniversary of the approval date.

Once these obligations are satisfied and the Company exercises its option to acquire the Lac des Montagnes project, the Company will pay a 2% NSR (net smelter return) royalty on all mineral products sold from the property to the optionors; Canadian Mining House (1.5 per cent) and Steve LaBranche (0.5 per cent).

On October 11, 2022, the Company appointed Iain Scarr to the Board of Directors. Mr. Scarr has over 30 years of experience in lithium exploration. Mr. Scarr is also the founder of IMEX Consultants, an industrial minerals consultancy that operates across the entire value chain, from mineral exploration to mine and refinery development and commercialization specializing in lithium, boron minerals, potash and soda ash discoveries.

Also on October 13, 2022, the Company announced that it has entered into an agreement in connection with a best-efforts private placement of 428,400 common shares of the Company. The charitable flow-through shares will be issued at a price of \$16.34 per charitable flow-through share for aggregate gross proceeds of up to \$7 million.

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The charitable flow-through shares will qualify as flow-through shares within the meaning of the Canadian Income Tax Act and the Quebec Tax Act. The gross proceeds from the charitable flow-through offering will be used by the Company to incur eligible Canadian exploration expenses that qualify as flow-through mining expenditures related to the projects of the Company in Quebec. The qualifying expenditures will be renounced in favour of the subscribers of the charitable flow-through shares with an effective date no later than Dec. 31, 2022, and in the aggregate amount of not less than the total amount of the gross proceeds raised from the issuance of the charitable flow-through shares.

The charitable flow-through shares will be subject to a four-month hold period under applicable securities laws in Canada. The charitable flow-through offering is expected to close on or about Nov. 3, 2022, subject to the satisfaction or waiver of the customary closing conditions, including the conditional listing approval of the Canadian Securities Exchange.