

Condensed Consolidated Interim Financial Statements (unaudited)

As at and for the three months ended March 31, 2024



Condensed Consolidated Interim Statements of Financial Position (unaudited)

(CAD\$ thousands)	Notes	March 31, 2024	December 31, 2023
Assets			
Current assets			
Cash and cash equivalents		28,205	30,018
Accounts receivable	12, 13	2,336	5,458
Prepaid expense		472	534
		31,013	36,010
Exploration and evaluation assets	4	22,809	20,777
Property and equipment	5	180	171
Intangible assets	6	4,511	4,511
Right-of-use assets	7	487	518
Total assets		59,000	61,987
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	12	2,050	3,808
Current portion of lease obligations	8	155	156
		2,205	3,964
Lease obligations	8	455	481
Decommissioning obligations	9	401	390
Total Liabilities		3,061	4,835
Share capital	10	83,492	83,012
Contributed surplus		15,690	15,014
Contributed capital		1,987	1,987
Accumulated other comprehensive loss		(75)	(75)
Deficit		(45,155)	(42,786)
Total shareholders' equity		55,939	57,152
Total liabilities and shareholders' equity		59,000	61,987
Nature and continuance of operations	1	·	
Subsequent events	11		
Commitments	15		

See accompanying notes to the condensed consolidated interim financial statements.

Approved by the Board of Directors

Signed "John Pantazopoulos"

Audit Committee Chair

Chairman

Signed "Mike O'Hara"



Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (unaudited)

For the three months ended March 31

(CAD\$ thousands, except share and per share amounts)	Notes	2024	2023
Expenses			
Operating expenses		-	116
Business development and marketing		531	979
General and administrative		1,258	850
Share-based compensation	11	880	590
Financing expenses		15	14
Depreciation	5, 7	55	39
Total expenses		2,739	2,588
Other Income			
Interest income		370	95
Total other income		370	95
Net loss and comprehensive loss		(2,369)	(2,493)
Per common share (dollars)			
Net loss – basic and diluted		(0.03)	(0.04)
Weighted average number of common shares outstanding			
Basic and diluted		75,216,650	64,088,417

See accompanying notes to the condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (unaudited) For the three months ended March 31

		Number of				Accumulated Other		
(CAD\$ thousands, except share amounts)	Notes	Common Shares	Share Capital	Contributed Surplus	Contributed Capital	Comprehensive Income	Deficit	Total
January 1, 2023	140103	63,229,773	52,701	12,601	1,987	(75)	(33,742)	33,472
Net loss and comprehensive loss		-	-	-	-	-	(2,493)	(2,493)
Exercise of options and warrants	10, 11	1,289,409	2,133	(54)	-	-	-	2,079
Share-based compensation	11	-	-	590	-	-	-	590
March 31, 2023		64,519,182	54,834	13,137	1,987	(75)	(36,235)	33,648
January 1, 2024		75,069,397	83,012	15,014	1,987	(75)	(42,786)	57,152
Net loss and comprehensive loss		-	-	-	-	-	(2,369)	(2,369)
Exercise of options and warrants	10, 11	200,000	480	(204)	-	-	-	`´276
Share-based compensation	11	· -	-	`88Ó	-	-	-	880
March 31, 2024		75,269,397	83,492	15,690	1,987	(75)	(45,155)	55,939

See accompanying notes to the condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Cash Flows (unaudited)

For the three months ended March 31

(CAD\$ thousands)	Notes	2024	2023
Cash Used in Operating Activities			
Net loss and comprehensive loss		(2,369)	(2,493)
Non-cash items:			
Share-based compensation	11	880	590
Depreciation	5, 7	55	39
Interest expense on lease obligations	8	12	12
Accretion	9	3	2
Change in non-cash working capital	16	3	407
Cash flow used in operating activities		(1,416)	(1,443)
Cash Used in Investing Activities			
Exploration and evaluation asset expenditures	4	(2,713)	(984)
Property and equipment expenditures	5	(33)	(6)
Intangible assets expenditures	6	(6)	(771)
Change in non-cash working capital	16	(1,691)	(67)
Cash used in investing activities		(4,443)	(1,828)
Cash from Financing Activities			
Proceeds from exercise of options and warrants	10, 11	276	2,079
Government grants	4, 6, 13	695	1,229
Repayment of lease obligations	8	(39)	(1)
Change in non-cash working capital	16	3,114	(1,229)
Cash from financing activities		4,046	2,078
Change in cash and cash equivalents		(1,813)	(1,193)
Cash and cash equivalents – beginning of period		30,018	13,249
Cash and cash equivalents – end of period		28,205	12,056

See accompanying notes to the condensed consolidated interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

E3 Lithium Ltd. ("E3 Lithium" or the "Company") is a lithium resource company with a current focus on commercial development of lithium extraction from brines contained in its mineral properties in Alberta. E3 Lithium's shares are listed on the TSX Venture Exchange, the OTCQX, and Frankfurt Stock Exchange under the symbols ETL, EEMMF, and OW3, respectively. On July 8, 2022, the Company effectively changed its name to E3 Lithium Ltd., previously known as E3 Metals Corp. The Company's head office and principal address is located at 1520, 300-5th Avenue SW, Calgary, AB, T2P 3C4.

As at March 31, 2024, the Company has not generated revenues from operations and has an accumulated deficit of \$45.2 million (December 31, 2023 – \$42.8 million) including a net loss of \$2.4 million (March 31, 2023 – \$2.5 million) as at and for the three months ended March 31, 2024. The Company's ability to continue as a going concern is dependent upon its ability to finance its project and move towards commercial production of battery grade Lithium Hydroxide Monohydrate ("LHM").

These condensed consolidated statements have been prepared on a going concern basis as the Company has sufficient liquidity with \$28.8 million in positive working capital as at March 31, 2024, and does not foresee a cash shortfall within the next twelve months (note 12).

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 – Interim Financial Reporting. Certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") in effect on January 1, 2024, have been omitted or condensed. These condensed consolidated interim financial statements should be read in conjunction with the Company's December 31, 2023, audited consolidated financial statements. These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on May 23, 2024.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. All financial information is presented in the Company's functional currency, which is Canadian dollars.

Use of estimates and judgments

The preparation of these condensed consolidated interim financial statements requires that management make estimates, judgments, and assumptions based on available information at the date of the condensed consolidated interim financial statements. Actual results may differ from estimates as future confirming events occur. Material estimates and judgments used in the preparation of the condensed consolidated interim financial statements have been prepared using the same judgments, estimates, and assumptions as reported in the Company's December 31, 2023 audited consolidated financial statements.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

New and amended standards adopted by the Company

The following IFRS amendments were adopted in 2024.

- Amendments to IAS 1, *Presentation of Financial Statements Classification of Liabilities as Current or Non-Current*, clarifying the classification requirements in the standard for liabilities as current or non-current.
- Amendments to IAS 1, Presentation of Financial Statements Non-current Liabilities with Covenants, modifying the 2020 amendments to IAS 1 to further clarify the classification, presentation, and disclosure requirements in the standard for non-current liabilities with covenants.
- Amendments to IFRS 16, Leases Lease Liability in a Sale and Leaseback, clarifying subsequent measurement requirements for sale and leaseback transactions for sellerlessees.
- Amendments to IAS 7, Statements of Cash Flows and IFRS 7, Financial Instruments:
 Disclosures Supplier Finance Arrangements, adding disclosure requirements that require
 entities to provide qualitative and quantitative information about supplier finance
 arrangements.

These amendments either had no impact, or did not have a material impact, on the condensed consolidated statements.

4. EXPLORATION AND EVALUATION ASSETS

Carrying Value	
Balance, January 1, 2023	12,273
Additions	13,067
Change in decommissioning costs (note 9)	226
Government grant (note 13)	(4,789)
Balance, December 31, 2023	20,777
Additions	2,713
Change in decommissioning costs (note 9)	8
Government grant (note 13)	(689)
Balance, March 31, 2024	22,809

5. PROPERTY AND EQUIPMENT

	Computer	Furniture and	Software	Leasehold	
Cost	Equipment	Fixtures	Licenses	Improvement	Total
Balance, January 1, 2023	137	114	41	32	324
Additions	22	3	11	11	47
Balance, December 31, 2023	159	117	52	43	371
Additions	21	3	8	1	33
Balance, March 31, 2024	180	120	60	44	404
Accumulated Depreciation					
Balance, January 1, 2023	(76)	(24)	(38)	(4)	(142)
Depreciation	(33)	(18)	(7)	-	(58)
Balance, December 31, 2023	(109)	(42)	(45)	(4)	(200)
Depreciation	(9)	(4)	(4)	(7)	(24)
Balance, March 31, 2024	(118)	(46)	(49)	(11)	(224)
Carrying Value					
Balance, December 31, 2023	50	75	7	39	171
Balance, March 31, 2024	62	74	11	33	180

6. INTANGIBLE ASSETS

Carrying Value	
Balance, January 1, 2023	4,327
Additions	2,508
Government grant (note 13)	(2,324)
Balance, December 31, 2023	4,511
Additions	6
Government grant (note 13)	(6)
Balance, March 31, 2024	4,511

7. RIGHT-OF-USE ASSETS

8.

Cost	
Balance, January 1, 2023	559
Additions	109
Balance, December 31, 2023	668
Balance, March 31, 2024	668
Accumulated Depreciation	
Balance, January 1, 2023	(33)
Depreciation	(117)
Balance, December 31, 2023	(150)
Depreciation	(31)
Balance, March 31, 2024	(181)
Carrying Value	
Balance, December 31, 2023	518
Balance, March 31, 2024	487
Carrying Value	
Balance, January 1, 2023	584
Additions	109
Interest	47
Repayments	(103)
Balance, December 31, 2023	637
Interest	12
Repayments	
· topasyoto	(39)
Balance, March 31, 2024	(39) 610
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Balance, March 31, 2024	· · · · · · · · · · · · · · · · · · ·
Balance, March 31, 2024 Carrying Value	610
Balance, March 31, 2024 Carrying Value Future minimum lease payments	610 711
Balance, March 31, 2024 Carrying Value Future minimum lease payments Discount	711 (101)
Carrying Value Future minimum lease payments Discount Balance, March 31, 2024	711 (101) 610

The Company's leases at March 31, 2024, relate to vehicle leases, corporate head office, and the research lab facility. A discount rate between 4.99% and 8.00% was used to determine the present value of the lease obligations.

9. DECOMMISSIONING OBLIGATIONS

Carrying value	
Balance, January 1, 2023	233
Additions	199
Additions – rate change	28
Additions – estimate change	(2)
Accretion	4
Expenditures	(72)
Balance, December 31, 2023	390
Additions – estimate change	8
Accretion	3
Balance, March 31, 2024	401
Expected to be incurred within one year	58
Expected to be incurred beyond one year	343

Decommissioning obligations as at March 31, 2024, were determined using a risk-free rate of 3.23% (December 31, 2023 - 3.23%) and inflation rate of 3.00% (December 31, 2023 - 3.00%). The undiscounted and inflated total future decommissioning obligations were estimated to be approximately 0.4% million with abandonment and reclamation costs expected to be incurred in the next 10 years.

10. SHARE CAPITAL

Authorized Share Capital

Unlimited common shares with no par value.

Number of Shares	March 31, 2024	December 31, 2023
Balance, beginning of period	75,069,397	63,229,773
Share issuance	-	8,985,483
Exercise of stock options and warrants	200,000	2,854,141
Balance, end of period	75,269,397	75,069,397

2023

During the year ended December 31, 2023, the Company issued 2.9 million common shares from the exercise of stock options and warrants with exercise prices between \$0.40 to \$2.67. Total proceeds received were \$3.6 million year to date.

On September 26, 2023, the Company closed a bought deal public offering (the "September Offering") for gross proceeds of \$23.0 million, including full exercise of the overallotment option for proceeds of \$3.0 million. Share issuance costs in relation to the September Offering were \$2.1 million, comprised of \$1.6 million in cash commissions and closing costs, and \$0.5 million in broker warrants (note 11) issued to the underwriters. Under the September Offering, the Company issued 6.5 million common shares at a price of \$3.55 per common share.

On June 8, 2023, the Company closed a bought deal public offering (the "June Offering") for gross proceeds of \$5.6 million. Share issuance costs in relation to the June Offering were \$0.7 million, comprised of \$0.5 million in cash commissions and closing costs and \$0.2 million in broker warrants (note 11) issued to the underwriters. Under the June Offering, the Company issued 2.5 million common shares at a price of \$2.25 per common share.

11. SHARE-BASED COMPENSATION

Warrants

The following table summarizes the change in warrants:

	Warrant	Weighted Average
	(units)	Exercise Price (\$)
Balance, January 1, 2023	5,650,645	0.65
Broker warrants	465,669	3.16
Exercised	(1,331,641)	1.71
Forfeited/expired	(1,032,257)	1.65
Balance, December 31, 2023	3,752,416	0.32
Balance, March 31, 2024	3,752,416	0.32

Warrants outstanding and exercisable as at March 31, 2024:

	Exercise price		Remaining Life	Warrants Outstanding and
Grant date	(\$)	Expiry Date	(years)	Exercisable
July 8, 2022 (1)	-	July 8, 2024	0.3	3,413,979
June 8, 2023	2.25	June 8, 2025	1.2	14,137
September 26, 2023	3.55	September 26, 2025	1.5	324,300

⁽¹⁾ The Company received a prepayment of \$6.35 million for the warrants issued at an exercise price of \$1.86 per warrant from Imperial Oil Limited ("IOL"). The warrants can be exercised at no further cost to IOL.

Subsequent to the quarter, as part of E3 Lithium and IOL's continued collaboration under the strategic agreement first announced in June 2022, the two companies agreed to increase access to additional freehold lands across the Clearwater Area. The Company has also agreed to extend the terms of the warrants (the "IOL Warrants") for an additional 12 months, now exercisable until July 8, 2025.

Incentive Securities

The shareholders of the Company previously approved a stock option plan (the "Plan") pursuant to which options can be granted to the Company's directors, officers, employees, and other contractors to purchase the Company's common shares. The Company has since implemented the Omnibus Equity Incentive Plan (the "Omnibus Plan"), which provides flexibility to the Company to grant equity-based incentive awards in the form of Options, restricted share units ("RSUs"), performance share units ("PSUs"), and deferred share units ("DSUs", and together with Options, RSUS, and PSUs, "Awards"). The Omnibus Plan is the Company's only equity compensation plan.

The Company follows the policies of the Toronto Stock Exchange where the number of common shares issued through the options granted under the Plan may not exceed 10% of the issued and outstanding common shares of the Company at the date of granting of options. Each option agreement with the grantee sets forth, among other things, the number of options granted, the exercise price, and the vesting conditions of the options.

Stock Options

The following table summarizes the change in stock options:

		Weighted Average
	Stock Options	Exercise Price (\$)
Balance, January 1, 2023	5,025,767	1.98
Granted	2,045,000	2.51
Exercised	(1,522,500)	0.89
Forfeited/expired	(732,017)	2.28
Balance, December 31, 2023	4,816,250	2.50
Granted	2,038,000	1.60
Exercised	(200,000)	1.38
Forfeited/expired	(405,000)	3.45
Balance, March 31, 2024	6,249,250	2.18

The weighted average life of options outstanding at March 31, 2024, is 3.6 years (December 31, 2023 - 3.36).

The fair value of options was estimated using the Black-Scholes Option Pricing Model based on the date of grant and the following assumptions:

	2024	2023
Risk-free interest rate	3.50% to 4.17%	3.15% to 4.40%
Expected stock price volatility	73% to 92%	86% to 92%
Expected life	Three to five years	One to five years
Fair value per option granted	\$0.80 to \$1.58	\$1.51 to \$3.07
Forfeiture rate	5.77% to 5.82%	3.95%

During the three months ended March 31, 2024, the Company incurred \$0.8 million (March 31, 2023 - \$0.6 million) in share-based compensation expense related to stock options.

Stock options outstanding and exercisable as at March 31, 2024:

Exercise price (\$)	Weighted average exercise price	Weighted average remaining Life (years)	Outstanding
\$1.01 - \$2.00	\$1.61	3.5	2,400,500
\$2.01 - \$3.00	\$2.49	3.6	3,763,750
\$4.01 - \$5.00	\$4.40	4.4	85,000
Outstanding, end of period	\$2.18	3.6	6,249,250
Exercisable, end of period	\$2.31	2.8	766,250

RSUs

During the first quarter, the Company issued RSUs under the Omnibus Plan. The terms and conditions of RSU grants, including the quantity, type of award, award date, vesting conditions, applicable vesting periods and other terms and conditions with respect to the award, as determined by the Board, will be set out in participant RSU agreements, as applicable. RSUs shall be settled by the issuance of Common Shares, a cash payment or any combination thereof, to be determined at the discretion of the Board at the time of settlement. The following table summarizes the change in RSUs:

			Weighted
		Weighted Average	average
	Restricted Share	Fair Value per	remaining Life
	Units	Award(\$)	(years)
Balance, December 31, 2023	-	-	-
Granted	395,000	1.58	1.7
Balance, March 31, 2024	395,000	1.58	1.7

The weighted average life of RSUs outstanding at March 31, 2024, is 1.7 years (December 31, 2023 – nil).

During the three months ended March 31, 2024, the Company incurred \$0.04 million (March 31, 2023 - nil) in share-based compensation expenses related to RSUs.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

All of the Company's financial instruments are classified as Level 1 in the fair value measurement hierarchy and there were no transfers between levels during the three months ended March 31, 2024. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date. The Company's financial instruments are exposed to credit risk, currency risk, and liquidity risk.

Credit Risk

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

Accounts receivable outstanding as at March 31, 2024, relate to government grants (note 13) and refundable tax credits which have minimal credit risk.

Currency Risk

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

Liquidity Risk

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

As at March 31, 2024, the Company has positive working capital of \$28.8 million (December 31, 2023 - \$32.0 million) and does not foresee a shortfall in capital within the next twelve months.

13. GOVERNMENT GRANTS

Alberta Innovates ("AI")

On April 6, 2022, the Company was awarded a \$1.8 million grant to assist in the scale up and development of its field pilot plant. As at March 31, 2024, life-to-date claims under Al is \$1.8 million (December 31, 2023 - \$1.8 million) and the Company has received \$1.8 million (December 31, 2023 - \$1.4 million). The remaining amount was claimed upon the completion of the field pilot plant.

Strategic Innovation Fund ("SIF")

On November 28, 2022, the Company was awarded a \$27 million grant from the Government of Canada's Innovation, Science and Economic Development's SIF to support several aspects of the Company's resource and technology development up until commercial production. Eligible costs under the agreement are reimbursed at 33.94% to a maximum of \$27 million.

Contingent on the Company's success and reaching commercial lithium production, the grant becomes repayable at 1.4 times the amount disbursed from the SIF grant. The repayment period begins the second-year post project completion at a rate of 1% of annual gross business revenues over a 20-year period. Currently, it is possible but not probable whether the Company will realize an outflow of benefits to settle the contingent obligation as the Company has not yet achieved commercial production. The Company has not recognized a provision at March 31, 2024 (December 31, 2023 – nil).

As at March 31, 2024, life-to-date claims under the SIF grant is \$7.9 million (December 31, 2023 - \$7.2 million) and the contingent obligation related to SIF is estimated to be \$11.1 million (December 31, 2023 - \$10.1 million). As at March 31, 2024, there is \$1.8 million in accounts receivable related to SIF grants (December 31, 2023 - \$1.9 million).

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

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

As at March 31, 2024, life-to-date claims under the NRCan CMRDD grant are \$3.2 million. As at March 31, 2024, there is \$0.4 million in accounts receivable related to NRCan grants (December 31, 2023 - \$2.9 million).

14. CAPITAL MANAGEMENT

The Company's objective is to maintain a strong structure and sufficient liquidity to meet its short and long-term business objectives. Sources of capital for the Company include equity issuances and funding and grants from various government agencies. The Company is not exposed to any external capital requirements.

15. COMMITMENTS

The following is a summary of the Company's estimated commitments as at March 31, 2024:

As at March 31,	2024	2025	2026	2027	2028	Thereafter	Total
Office leases (1)	190	248	248	248	81	-	1,015
Mineral license fees	1,804	1,804	1,804	1,804	6,960	16,236	30,412
Total	1,994	2,052	2,052	2,052	7,041	16,236	31,427

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

In December 2022, amendments to the Metallic and Industrial Minerals Tenure regulation were approved by Cabinet and effective January 1, 2023. Under the new regulation, brine-hosted mineral rights are granted through new agreements: brine-hosted minerals license and brine-hosted minerals lease. Brine-hosted mineral licenses are available for a 5-year, non-renewable term. Holders of brine-hosted mineral licenses have exclusive rights to apply from brine-hosted mineral leases with 10-year primary terms and indefinite continuation.

16. SUPPLEMENTAL DISCLOSURES

The following table provide a detailed breakdown of changes in non-cash working capital during the three ended March 31:

Changes in Non-Cash Working Capital	2024	2023
Accounts receivable	3,122	(846)
Accounts payable and accrued liabilities	(1,758)	27
Prepaid expenses	62	(70)
Total change in non-cash working capital	1,426	(889)
Operating activities	3	407
Investing activities	(1,691)	(67)
Financing activities	3,114	(1,229)
Total change in non-cash working capital	1,426	(889)