E3 LITHIUM

Management's Discussion and Analysis

For the three months ended March 31, 2024

E3 LITHIUM

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") has been prepared by management as of May 23, 2024, and provides a summary of the activities, results of operations, and financial condition of E3 Lithium Ltd. ("E3 Lithium" or the "Company") as at and for the three months ended March 31, 2024, and should be read in conjunction with the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2024, and the MD&A and audited consolidated financial statements for the year ended December 31, 2023, and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in thousands of Canadian Dollars unless otherwise indicated. This MD&A should also be read in conjunction with "Forward-Looking Statements" below. Additional information about E3 Lithium is available on E3 Lithium's website www.e3lithium.ca and SEDAR+ at www.sedarplus.ca., including the Company's most recently filed Annual Information Form.

BUSINESS OVERVIEW

E3 Lithium 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 under the symbol ETL.

E3 LITHIUM'S STRATEGIC VISION

E3 Lithium's vision is to be a global leader in responsibly sourced lithium, fueling the global transition towards a brighter energy future. The Company is focused on creating long-term, sustainable value for the future by creating a world-class, large-scale, long-life lithium production company. E3 Lithium will be focusing on safe operations, maintaining a strong balance sheet, and taking advantage of the enormous potential across the Company's globally significant asset base.

MARKET OUTLOOK

Benchmark Minerals Intelligence estimates that in 2024, demand for lithium carbonate equivalent ("LCE") will reach 1.2 million tonnes ("Mt"), having experienced a 31% compound annual growth rate ("CAGR") over the last 5 years. In the medium-to-long term, strong global EV growth will continue to support lithium demand over the next 20 years. Demand is set to grow at 15% CAGR to 2040 and will reach 2Mt by 2027.

Q1 2024 HIGHLIGHTS

2024 Corporate Guidance and Plans to Advance Clearwater Project
On February 21, E3 Lithium outlined its Corporate Guidelines with its primary focus on advancing all aspects of its Clearwater Project. In 2023, E3 Lithium committed to operating a field pilot plant to test DLE technologies at a continuous scale, demonstrating various extraction methods' technical capability. Operating its proprietary DLE technology alongside third-party options yielded successful results. After evaluating all options, the Company selected a third-party DLE that produced the best technical and economic results for its commercial design. Securing a technology that is at an advanced stage of commercial readiness puts E3 Lithium on a clear and demonstrated pathway to commercial operations.

E3 Lithium plans to advance towards commercialization with the details outlined in the upcoming release of the Prefeasibility Study ("PFS") outlined under NI 43-101 reporting standards. The engineering design in the PFS will outline the best combination of flowsheets producing technical viability and positive economics.

The successful development in the Clearwater area supports the value of the remaining land in the Exshaw (northern Bashaw) and Rocky areas. E3 Lithium believes it has enough brine to produce approximately 150,000 tonnes per annum (tpa) through five to six commercial facilities across its permit areas, with operations projected to continue for decades.

As the Company advances towards commercialization, it has identified several key targets, along with the associated activities and anticipated timeline that it aims to deliver over the coming few years to enable full scale production of lithium products:

2024	2025	2026
• Publish Prefeasibility Study (PFS) results • Begin Feasibility Study (FS) • Begin Environmental Surveys • Begin Consultation and Permitting • Begin Contract Negotiations with Customers	• Publish FS Results • Begin detailed engineering • Secure project financing • Procure equipment and materials • Commence commercial drilling program, pending regulatory approvals	• Begin construction of first commercial facility • Continue drilling program and connect wells to commercial facility via pipeline • Subsequent commercial facilities

E3 Lithium Selects Third-Party DLE for First Commercial Lithium

On February 20, E3 Lithium provided an update on the selection process for Direct Lithium Extraction ("DLE") technology and the design of the downstream refining flowsheet for its first commercial facility.

In 2023, E3 Lithium committed to operating a field pilot plant to test DLE technologies at continuous scale to demonstrate the technical capability of various technologies to extract lithium efficiently from E3 Lithium's brines. At the pilot, the Company operated its proprietary DLE technology and a third-party technology which produced successful results. In parallel, to ensure the Company had evaluated the available options to select the combination of processes that produce the best technical and economic results for its commercial design, E3 Lithium evaluated an additional three third-party DLE systems. The results of all the DLE technologies were similar to the results outlined from the pilot testing in terms of the recovery and lithium concentrate quality.

The most significant information received from all testing of DLE technologies that E3 Lithium completed was that each achieved technical success, which has significantly de-risked the commercial viability of the Company's Leduc brines and Clearwater Project. The results also provided sufficient data to allow the Company to analyze each of the leading DLE options in combination with the downstream refining process, to select the optimal design for inclusion into E3 Lithium's Prefeasibility Study (PFS). The Company's primary goal is to make a decision that will enable immediate progression into the Feasibility Study and onto commercial construction and operations.

Lithium Concentrations as High as 87 MG/L in the Nisku Aquifer

On January 25, E3 Lithium sampled brine in the Nisku from six well locations in its Clearwater Project Area that outlined lithium concentrations as high as 87 mg/L. These results are from the first Nisku samples in the Clearwater Project area, and are higher than the historic Nisku samples, which outlined lithium grades up to 75 mg/L. The previously reported lithium concentrations ranging from 37 mg/L to 75 mg/L were from different well locations and were collected from oil and gas wells between 2017 and 2020. The Nisku brine samples were analyzed by a third-party certified laboratory, following independently verified sample acquisition procedures that maintained a strict chain of custody, in accordance with The Canadian Institute of Mining, Metallurgy and Petroleum (CIM) guidelines.

Former Alberta Energy Minister, the Honourable Sonya Savage, Joins E3 Lithium's Board of Directors

During her time as Minister of Energy, the Hon. Sonya Savage oversaw the development of Alberta's energy and mineral resources, and implemented policies, legislation, and regulations to enable critical mineral development, including brine-hosted minerals, in the province. Ms. Savage led the development of Bill 82, the Mineral Resource

Development Act, which received royal assent in 2021, giving regulatory oversight of Alberta's mineral resources to the Alberta Energy Regulator (AER), and positioning Alberta as a preferred producer and supplier of metallic and mineral resources. Ms. Savage also helped develop the governance structure and mandate for the Alberta Indigenous Opportunities Corporation in her role as Minister of Energy.

SUMMARY OF OPERATIONS

Operating Expenses

	Three months ended March 31		
	2024	2023	% Change
Operating expenses	**-**	116	(100%)

Operating expenses consist primarily of lease rentals, property taxes, repairs & maintenance, and other costs incurred to maintain and operate the Company's lithium evaluation wells. During the three months ended March 31, 2024, the Company incurred nil in operating expenses as compared to $0.1 million in the prior year comparative period as the Company recognized higher operating costs due to wireline work on its wells in preparation for its field pilot plant.

Business Development and Marketing

	Three months ended March 31		
	2024	2023	% Change
Business development and marketing	**531**	979	(46%)

Business development expenditures are comprised of costs incurred for building strategic relationships and exploring potential partnership offtake opportunities. Marketing expenditure refers primarily to the costs of advertising, conferences, and external consulting fees incurred for brand building and strategic positioning. For the three months ended March 31, 2024, business development and marketing expenses were $0.5 million as compared to $1.0 million in the same period of prior year.

General and Administrative

	Three months ended March 31		
	2024	2023	% Change
General and administrative	**1,258**	850	48%

General and administrative expenses were $1.3 million for the three months ended March 31, 2024, an increase of $0.4 million from the comparable period in the prior year. General and administrative costs increased relative to the prior year as the result of strategic hiring and incremental corporate costs as the Company executes on its strategy to commercialization.

Share-Based Compensation

	Three months ended March 31		
	2024	2023	% Change
Share-based compensation	**880**	590	49%

Share-based compensation refers to compensation expenses resulting from the issuance and vesting of equity-based rewards. For the three months ended March 31, 2024, share-based compensation was $0.9 million, compared to $0.6 million in the comparable prior year period due to 2.0 million options issued during the first quarter along with the issuance of 0.4 million RSUs.

Stock Options

	Stock Options	Weighted Average 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**

RSUs

	Restricted Share Units	Weighted Average Exercise Price ($)
Balance, December 31, 2023	-	-
Granted	**395,000**	**1.58**
Balance, March 31, 2024	**395,000**	**1.58**

Financing Expenses

	Three months ended March 31		
	2024	2023	% Change
Accretion	**3**	2	50%
Interest on leases	**12**	12	-
	15	14	7%

Financing expenses relate to interest expense from the Company's head office and laboratory leases and accretion on its decommissioning obligations from its three-well exploratory program and field pilot plant.

Depreciation

	Three months ended March 31		
	2024	2023	% Change
Depreciation	**55**	39	41%

For the three months ended March 31, 2024, depreciation was higher than the comparable period in 2023 primarily due to greater number of computer equipment additions in the first quarter of 2024. The Company uses the declining balance method on the majority of its corporate assets resulting in higher depreciation relative to prior year.

Other Income

	Three months ended March 31		
	2024	2023	% Change
Interest income	**370**	95	>100%

Interest income results from the Company's short-term savings deposits. Interest income for the three months ended March 31, 2024, was $0.4 million which represents significant increases over the prior period as a result of a higher average cash balance and rising interest rates.

Net Loss

The Company incurred a net loss of $2.4 million and $0.03 per common share during the three months ended March 31, 2024, compared to a net loss of $2.5 million and $0.04 per common share in the prior year's period.

CAPITAL EXPENDITURES

The Company has three main sources of capital expenditures:

- Exploration and evaluation ("E&E") assets – the acquisition of mineral permits and licenses and pilot plant additions
- Property and equipment ("P&E") – corporate assets such as computer equipment and software
- Intangible assets – costs incurred to further the Company's proprietary DLE technology

	Three months ended March 31		
	2024	2023	% Change
E&E expenditures	**2,713**	984	>100%
P&E expenditures	**33**	6	>100%
Intangible asset expenditures	**6**	771	(99%)
Total capital expenditures	**2,752**	1,761	56%

E&E expenditures were $2.7 million for the three months ended March 31, 2024, compared to $1.0 million in the comparative prior year period. E&E expenditures in the current period primarily relate to costs to further progress its Pre-Feasibility Study. In the first quarter of 2024, the Company selected a third-party DLE to move forward with its first project for commercial operations. Resources have currently been reallocated towards the pre-feasibility study and resulted in fewer costs being included in intangible expenditures.

For the three months ended March 31, 2024, P&E expenditures increased by $0.03 million from the comparable prior period. The Company experienced an increase in headcount and office costs in the current year resulting in higher P&E expenditures. For the three months ended March 31, 2024, intangible asset expenditures were $6 thousand, compared to $0.8 million during the three months ended March 31, 2023.

Impairment Analysis

There were no indicators of impairment in the period and the Company does not consider its exploration and evaluation or intangible assets to be impaired. The Company's ability to realize the value of these assets is dependent on the successful completion of its pre-feasibility and feasibility studies, followed by the construction of commercial scale lithium production facilities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at March 31, 2024.

LIQUIDITY AND CAPITAL RESOURCES

The Company reported a working capital of $28.8 million at March 31, 2024, compared to cash working capital of $32.0 million at December 31, 2023. During the three months ended March 31, 2024, the Company:

- Used $1.4 million (2023 – $1.4 million) in operating activities primarily due to decreases in business development which were offset by an increase in general and administrative expenses to support the Company's expansion;
- Used $4.4 million (2023 – $1.8 million) in investing activities primarily as a result of investment in its pre-feasibility study;
- Received $4.0 million (2023 – $1.0 million) primarily as a result of the receipt of government grant funding.

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 AI 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).

Share Capital

The table below summarizes the change in share capital:

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.

As at May 23, 2024 there were 75,269,397 common shares in the capital of E3 Lithium issued and outstanding.

Warrants

The following table summarizes the change in warrants:

	Warrant (units)	Weighted Average Exercise Price ($)
Balance, January 1, 2023	5,650,645	0.65
Broker warrants	465,669	3.16
Imperial warrants	-	-
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**

Stock Options

See "Share-Based Compensation" above for summary of changes.

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 were made 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 for brine-hosted mineral leases with 10-year primary terms and indefinite continuation. The Company will be required to pay an annual fee to remain in good standing.

GOING CONCERN

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").

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are based on note 4 of the Annual Consolidated Financial Statements. In preparation of the Annual Consolidated Financial Statements, estimates may be necessary to make a determination of the carrying value of certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the Annual Consolidated Financial Statements. Management regularly reviews assumptions used for estimates. Additionally, management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

E3 Lithium's critical accounting estimates that may impact financial and operating results include:

- Estimates regarding the evaluation of progress towards establishing the technical feasibility and commercial viability of E&E assets and intangible assets;
- Estimates of share-based compensation and inputs into the Black-Scholes Option Pricing Model including risk-free interest rate, expected stock price volatility, expected life, expected dividend yields, and the fair value per option granted;
- Estimated values of decommissioning obligations include the expected amount and timing of future cash flows and discount rate used;
- Estimates of deferred income taxes incorporating management's interpretation of tax regulations and legislation in various tax jurisdictions.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

E3 Lithium's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and due from related parties. The Company's financial instruments at March 31, 2024, approximate fair value due to their short-term nature. Accounts receivable, accounts payable and accrued liabilities and due from related parties are carried at amortized cost. The Company has cash carried at fair value through profit or loss.

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 for the three 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 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 cash 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.

RISK FACTORS

Liquidity and Capital Resources

Historically, capital requirements have been primarily funded through the sale of securities of the Company. Factors that could affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets and investor perceptions and expectations of the global market for lithium and its derivatives. There can be no assurance that such financing will be available in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. Based on the amount of funding raised, the Company's planned exploration or other work programs may be postponed, or otherwise revised, as necessary.

Development of the Alberta Lithium Project

The Company's business strategy depends in large part on developing the Alberta Lithium Project. The capital expenditures and time required to develop the Alberta Lithium Project are significant and the Company has not yet secured funding that it believes will be sufficient to cover its share of capital expenditure obligations for the development of the Alberta Lithium Project. If the Company is unable to develop all or any of its projects, its business and financial condition will be materially adversely affected.

The Company believes that one of the key elements to the successful development of a feasible project in the future is the use of DLE. There is no guarantee that the Company will be successful in developing a commercial lithium production facility or obtaining funding related to these activities within the timeframes indicated or at all. There is no guarantee that the Company will be successful in developing DLE or utilizing others DLE, and its business and financial condition could be materially adversely affected.

Negative Operating Cash Flows

Given that the Company has yet to enter commercial production and generate cash flow, the Company had negative operating cash flow for the three months ended March 31, 2024. To the extent that the Company has negative cash flow in future periods, the Company may need to deploy a portion of its cash reserves or a portion of the proceeds of any offering of securities to fund such negative cash flow.

SUMMARY OF QUARTERLY INFORMATION

	Q1 2024	Q4 2023	Q3 2023	Q2 2023
Net loss	**(2,369)**	(2,134)	(2,462)	(1,955)
Net loss per share	**(0.03)**	(0.03)	(0.04)	(0.03)
Total assets	**59,000**	61,987	62,650	41,124
Total liabilities	**3,061**	4,835	4,377	3,619
Common shares outstanding	**75,269,397**	75,069,397	74,750,647	67,518,665

	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Net loss	**(2,493)**	(1,981)	(1,798)	(1,848)
Net loss per share	**(0.04)**	(0.03)	(0.03)	(0.03)
Total assets	**36,316**	36,101	36,815	28,035
Total liabilities	**2,668**	2,629	5,034	3,306
Common shares outstanding	**64,519,182**	63,229,773	61,039,349	59,466,611

SELECTED ANNUAL INFORMATION

	2023	2022	2021
Net loss	**(9,044)**	(6,944)	(4,780)
Loss per share	**(0.13)**	(0.12)	(0.10)
Total assets	**61,987**	36,101	25,991
Total liabilities	**4,835**	2,629	990
Capital expenditures	**15,622**	14,074	3,585

FORWARD-LOOKING STATEMENTS

These forward-looking statements are based on current expectations and various estimates, factors and assumptions, and involve known and unknown risks, uncertainties and other factors. All statements, other than statements of historical fact, included herein, including without limitation, statements about the Company's ability to effectively implement its planned exploration programs; unexpected events and delays in the course of its exploration and drilling programs; the ability of the Company to raise the capital necessary to conduct its planned exploration programs and to continue exploration on its properties; the failure to discover any significant amounts of lithium or other minerals on any of the Company's properties; the fact that the Company's properties are in the exploration stage and exploration and development of mineral properties involves a high degree of risk and few properties which are explored are ultimately developed into producing mineral properties; the fact that the mineral industry is highly competitive and E3 Lithium will be competing against competitors that may be larger and better capitalized, have access to more efficient technology, and have access to reserves of minerals that are cheaper to extract and process; the fluctuations in the price of minerals and the future prices of minerals; the fact that if the price of minerals decreases significantly, any minerals discovered on any of the Company's properties may become uneconomical to extract; the continued demand for minerals and lithium; that fact that resource figures for minerals are estimates only and no assurances can be given that any estimated levels of minerals will actually be produced; governmental regulation of mining activities and oil and gas in Alberta and elsewhere, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; environmental regulation, which mandate, among other things, the maintenance of air and water quality standards and land reclamation, limitations on the general, transportation, storage and disposal of solid and hazardous waste; environmental hazards which may exist on the properties which are unknown to E3 Lithium at present and which have been caused by previous or existing owners or operators of the properties; reclamation costs which are uncertain; the fact that commercial quantities of minerals may not be discovered on current properties or other future properties and even if commercial quantities of minerals are discovered, that such properties can be brought to a stage where such mineral resources can profitably be produced therefrom; the failure of plant or equipment processes to operate as anticipated; the inability to obtain the necessary approvals for the further exploration and development of all or any of the Company's properties; risks inherent in the mineral exploration and development business; the uncertainty of the requirements demanded by environmental agencies; the Company's ability to hire and retain qualified employees and consultants necessary for the exploration and development of any of E3 Lithium's properties and for the operation of its business; and other risks related to mining activities that are beyond the Company's control.

Forward-looking statements contained herein are made as of the date of this MD&A, and the Company disclaims any obligation to update any forward-looking statements, except as required by law, whether as a result of new information, future events or results, or otherwise. 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.

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