



Management's Discussion & Analysis  
For the year ended August 31, 2018

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The following Management's Discussion & Analysis ("MD&A") of Lithion Energy Corp. (formerly "Barisan Gold Corporation"), (the "Company" or "Lithion") should be read in conjunction with the condensed interim consolidated financial statements for the year ended August 31, 2018 and the audited financial statements for the year ended August 31, 2017 and related notes attached thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars ("CAD"). The effective date of this report is December 21, 2018.

### **Company Overview**

Lithion is a Canadian-based minerals exploration company listed on the TSX Venture Exchange under the symbol "LNC". The Company was previously engaged in the exploration, acquisition and development of mineral properties in Indonesia but has acquired the Railroad Valley Lithium Property located in Nevada, and the Black Canyon Lithium Property located in Arizona. In the previous fiscal year, the Company has undergone significant restructuring and sold its subsidiaries in Indonesia.

Darren Smith, M.Sc., P. Geol., is the Qualified Person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") for the Company and is responsible for the technical disclosure in this MD&A.

### **Highlights**

During the year ended August 31, 2018 and to the date of report, key events of the Company included:

The Company expanded its Railroad Valley Brine Project's land position in Nevada by 6,360 Acres (~2,574 ha), or by nearly 150%. The recently completed staking of 318 placer claims, over one contiguous block, brings the Company's total land holdings in the Railroad Valley Basin to 517 placer claims, totalling approximately 10,340 acres (~4,184 ha), spread over three separate claim blocks in close proximity.

### **Exploration Activities**

#### **Railroad Valley and the Black Canyon**

On May 2, 2017, the Company completed the acquisition from DG Resource Management Ltd. ("DGRM") and Arizona Lithium Company Limited ("ALCL") of the Railroad Valley Lithium Property located in south-central Nevada and consisting of 199 placer claims totalling 9,835 acres ("Railroad Valley") and the Black Canyon Lithium Property located in central Arizona and consisting of two exploration permit applications totalling 360 hectares ("Black Canyon"). Pursuant to the property purchase agreement among the Company, DGRM and ALCL dated July 15, 2016, the Company has paid \$100,000 to DGRM), a further \$44,197 in land transfer fees and issued 4,133,723 common shares, with a fair value of \$516,715 in exchange for a 100% equity interest in both the Railroad Valley and Black Canyon properties. DGRM will retain a 2% Net Smelter Royalty on each property.

The Company obtained a National Instrument 43-101 technical report on the Railroad Valley lithium property in Nye County, Nevada. Edward Lyons, P. Geo., a Qualified Person as defined by National Instrument 43-101 is the author of the NI 43-101 technical report. The report has been filed on [www.sedar.com](http://www.sedar.com) and on the Company's website.

## Selected Annual Information

The following table provides a brief summary of the Company's financial results. For more details, please refer to the audited financial statements.

	Year ended August 31, 2018	Year ended August 31, 2017	Year ended August 31, 2016
Total revenues	\$ -	\$ -	\$ -
Income (loss) for the year	(247,302)	1,776,822	(1,250,423)
Basic and diluted loss per share	(0.01)	0.10	(0.10)
Total assets	2,125,262	2,276,761	494,942
Total long-term liabilities	-	-	-
Total cash dividends paid	-	-	-

## Summary of Quarterly Results

	Three months Ended August 31, 2018	Three months Ended May 31, 2018	Three months Ended February 28, 2018	Three months Ended November 30, 2017
Total revenues				
Income (loss) for the period	(34,932)	(57,463)	(85,007)	(69,900)
Basic and diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	2,125,262	2,153,143	2,199,539	2,262,483
Total long-term liabilities	-	-	-	-

	Three months ended August 31, 2017	Three months ended May 31, 2017	Three months ended February 28, 2017	Three months ended November 30, 2016
Total revenues	-	-	-	-
Loss for the period	1,872,787	(29,232)	(26,641)	(40,092)
Basic and diluted loss per share	0.10	(0.00)	(0.00)	(0.00)
Total assets	2,276,761	1,488,008	386,582	427,976
Total long-term liabilities	-	-	-	-

Fluctuations in the Company's expenditures reflect the variations in the timing of exploration activities and general operations, and share-based payments during certain quarters, including, revaluation of exploration and expenditures at period ends.

## Results of Operations

Overall, the Company recorded a consolidated net loss of \$247,302 (\$0.01 per common share) for the year ended August 31, 2018 as compared to a consolidated net income of \$1,776,822 (\$0.10 per common share) for the year ended August 31, 2017.

### ***Operating Expenses***

The operating expenses were \$247,302 for the year ended August 31, 2018 as compared to \$420,362 for the year ended August 31, 2017. Significant expenses consisted of the following:

- Investor relations of \$nil (2017 - \$16,016) and consulting fees of \$16,917 (2017 - \$28,223) were paid to consultants for corporate development activity on the new project located in Nevada and other potential opportunities world-wide.
- Director fees of \$24,000 (2017 - \$12,000) and management fees of \$60,000 (2017 - \$30,000).
- Office and administration of \$41,528 (2017 - \$43,829), professional fees of \$28,424 (2017 - \$66,858) and transfer agent and regulatory costs of \$14,957 (2017 - \$29,734) relate to general corporate and legal matters; and
- Share-based payments of \$95,938 (2017 - \$125,870)

### ***Fourth Quarter - Results of operations***

- For the three months ended August 31, 2018, the Company recorded a consolidated net loss of \$34,932 (\$0.00 loss per share) compared to a net income of 1,872,787 (\$0.10 income per share) for the three months ended August 31, 2017. The loss is comprised of general and administrative expenses of \$34,932 (2017 - \$241,687), forgiveness of trade payables of \$nil (2017 - \$665,533), gain on sale of subsidiaries of \$nil (2017 - \$1,476,292) and gain on debt settlement of \$nil (2017 - \$55,359).
- The general and administrative expenses for the three months ended August 31, 2018 decreased due to less corporate activity during the current year as compared to the previous period.

### ***Exploration and Evaluation Assets***

During the year ended August 31, 2017, the Company completed the sale of its 80% interest in PTLMR and PTGMR. The Company received \$1,252,901 (US\$1,000,000) less fees and settlements of \$208,534 for a net consideration received of \$1,044,367. Prior to the sale of the subsidiaries, the Company issued shares with a fair value of \$258,300 in connection with \$516,600 in trade payables and accrued liabilities recorded in Gayo.

During the year ending August 31, 2017, the Company completed the acquisition of the Railroad Valley Lithium Property located in south-central Nevada and the Black Canyon Lithium Property located in central Arizona for \$100,000 (of which \$25,000 was paid as a deposit during the year ended August 31, 2016), a further \$44,197 in land transfer fees and issued 4,133,723 common shares, with a fair value of \$516,715, in exchange for a 100% equity interest in both the Railroad Valley and Black Canyon properties. During the year ended August 31, 2018, the Company decided not to renew the exploration permits for the Black Canyon Lithium Property in Arizona and has requested the return of the bond.

During the year ended August 31, 2018, expenditures on the Railroad Valley Lithium Property totalled \$94,806 (2017 - \$663,991). The Company incurred, \$72,479 on licence and renewal costs (2017 - \$nil), \$22,327 (2017 - \$3,079) on geology and other costs and \$nil (2017 - \$660,912) on acquisition costs.

### ***Liquidity & Capital Resources***

The Company's cash position at August 31, 2018 was \$1,130,520 (August 31, 2017 - \$1,363,167) and the Company's working capital was \$ 1,124,527 (August 31, 2017 - \$1,587,155). The Company has no long-term debt obligations.

Net cash used in operating activities for the year ended August 31, 2018 was \$139,322 (2017 - \$557,128). The cash used in operating activities for the period consists primarily of general and administrative expenses of \$247,302 (2017 - \$1,776,822) net of share-based payments of \$95,939 (2017 - \$125,870), gain on settlement of debt of \$nil (2017 - \$55,359), write-off of trade payables of \$nil (2017 - \$665,533), gain on sale of subsidiaries of \$nil (2017 - \$1,476,291) and net change in non-cash working capital items during the period of \$12,042 (2017 - \$262,636).

Net cash used in investing activities for the year ended August 31, 2018 was \$93,055 (2017 - provided by \$914,544). The cash used in investing activities was the net change in non current receivables of \$nil (2017- \$7,547), proceeds on sale of subsidiaries of \$nil (2017 - \$1,044,367) and exploration and evaluation assets \$93,055 (2017 - \$122,276).

Net cash used in financing activities for the year ended August 31, 2018 was \$nil (2017 - \$nil). The cash provided by investing activities was the net proceeds from a private placement of \$nil (2017- \$749,200)

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through rights offerings and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

## **Financial Instruments**

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

As at August 31, 2018, the carrying values of cash, receivables, and trade payables approximate their fair values due to their short terms to maturity.

## **Financial risks**

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

### *Credit risk*

Credit risk is the risk of potential loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company has limited the exposure to credit risk by only depositing its cash with high credit quality financial institutions, which are available on demand.

### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company has ensured, as far as reasonably possible, it will have sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holdings of cash.

Historically, the Company's primary source of financing has been the issuance of equity securities for cash, through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing.

As at August 31, 2018, there are no other significant contractual obligations other than those included in trade payables and accrued liabilities disclosed in note 8.

### *Interest and foreign exchange risk*

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. At August 31, 2018, the Company was not exposed to significant interest rate risk.

The Company has significant operating expenditures which are denominated in United States dollars ("USD"). The Company's exposure to exchange rate fluctuations arises mainly on foreign currencies against the Canadian dollar functional currency of the relevant business entities.

*Financial assets and liabilities:*

The Canadian dollar equivalent of the amounts denominated in foreign currencies at August 31, 2018 and 2017 are as follows:

<b>August 31, 2018</b>		<b>USD</b>
Cash	\$	876,159

  

<b>August 31, 2017</b>		<b>USD</b>
<b>Cash</b>	\$	930,586

*Sensitivity analysis:*

The Company is exposed to foreign currency risk on fluctuations related to cash, trade payables that are denominated in USD. As at August 31, 2018, assets totaling \$876,159 (August 31, 2017 - \$930,586) were held in USD. Based on the above net exposure as at August 31, 2018 and assuming all other variables remain constant, a 2% depreciation or appreciation of the USD against the Canadian dollar would result in an increase or decrease of approximately \$17,523 (2017 - \$18,612) in the Company's loss and comprehensive loss.

**Related Party Transactions**

The compensation of key management personnel and related parties were as follows:

	<b>Year ended August 31, 2018</b>	<b>Year ended August 31, 2017</b>
Fees and short-term benefits - management	\$ 60,000	\$ 30,000
Fees and short-term benefits - directors	24,000	12,000
Share-based payments	77,249	98,840
	\$ 161,249	\$ 140,840

*Related party balances*

\$682,759 was previously due to officers or companies controlled by officers of the Company and directors of the Company. Of this amount, \$572,040 is included in forgiveness of trades payable and \$110,719 was settled through the issuance of common shares during the year ended August 31, 2017.

**Capital Commitments**

The Company has no commitments for equipment expenditures for 2018. The Company has forecasted that any property and equipment expenditures based on future needs will be funded from working capital and/or from operating or capital leases.

**Off Balance Sheet Arrangements**

The Company has no off balance sheet arrangements.

## **Future Accounting Policy Changes**

A number of new standards, amendments to standards and interpretations are not yet effective as of the date of this report, and were not applied in preparing the financial statements. None of these are expected to have a material effect on the condensed consolidated interim financial statements of the Company.

## **Critical Accounting Estimates**

The preparation of financial statements in accordance with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may vary from these estimates.

The impacts of such estimates could result in material adjustment to the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant accounts that require estimates as the basis for determining the stated amounts include: fair value of stock options and warrants, income taxes, and recoverability of exploration and evaluation assets.

## **Outstanding Share Data**

The Company has the following common shares, stock options, and share purchase warrants outstanding:

### Common Shares

The Company's authorized capital consists of an unlimited number of voting common shares without par value.

As at August 31, 2018 and December 21, 2018 (date of report), there were 28,175,233 issued and outstanding common shares.

### Stock Options

As at August 31, 2018 and December 21, 2018 (date of report), there were 2,025,000 stock options outstanding and exercisable, with weighted-average exercise price of \$0.15.

### Warrants

At August 31, 2018 and December 21, 2018 (date of report), there were 7,500,000 share purchase warrants outstanding at a weighted average exercise price of \$0.15.

## **Risk and Uncertainties**

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, fluctuating metal prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties are not limited to but include risks associated with our dependence on the Lithium properties and the Company's limited operating history; geological exploration and development; changes in law, and the availability of additional funding as and when required; infrastructure; inflation; governmental regulation; environmental; hazards, insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; contract repudiation; dependence on key management personnel and executives; and litigation risks.

## **Forward-Looking Information**

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. This MD&A contains forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Examples of forward-looking statements in this MD&A include statements with respect to:

The Company's exploration program at its projects in Nevada, Arizona and possible related discoveries of new mineralization or identification of mineral resources; the impact to the Company of future accounting standards and discussion of risks and uncertainties around the Company's business; and the adequacy of the Company's capital resources and its ability to raise additional financing and continue as a going concern.

In general, forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. 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 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 risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "*Risks and Uncertainties*" in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ, perhaps 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. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industries involve risks and uncertainties and the data is subject to change based on various factors.

## **Additional Information**

Additional information about the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.lithionenergycorp.com](http://www.lithionenergycorp.com).