



**MANAGEMENT'S DISCUSSION & ANALYSIS**  
**FOR THE SIX-MONTH PERIOD ENDED**  
**FEBRUARY 28, 2021**

**Vision Lithium Inc.**

MD&A for the six-month period ended February 28, 2021

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**SCOPE OF MANAGEMENT'S FINANCIAL ANALYSIS**

The following Management Discussion & Analysis («MD&A»), dated April 28, 2021, is to be read in conjunction with the interim consolidated condensed unaudited financial statements of Vision Lithium Inc. (the «Company» or «VLI») for the period ended February 28, 2021 and the consolidated audited financial statements of Vision Lithium Inc. for the year ended August 31, 2020 as well as with the accompanying notes. The interim consolidated condensed unaudited financial statements for the period ended February 28, 2021 are prepared under the International Financial Reporting Standards (IFRS). Unless otherwise indicated, all amounts are expressed in Canadian dollars. The objective of this Management's Discussion and Analysis Report ("MD&A") released by VLI is to allow the reader to assess our operating and exploration results as well as our financial position for the three-month period ended February 28, 2021 compared to the same period last year.

The Company discloses, on a regular basis, additional information on its operations, which is recorded on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada at: [www.sedar.com](http://www.sedar.com).

**FORWARD-LOOKING STATEMENTS**

This document may contain forward-looking statements that reflect management's current expectations with regards to future events. Such forward-looking statements are subject to certain factors and involve a number of risks and uncertainties. Actual results may differ from expected results. Factors that could cause our results, our operations and future events to change materially compared to expectations expressed or implied by the forward-looking statements include, but are not limited to, volatility in the metal prices, risks inherent to the mining industry, uncertainty regarding the mineral resource estimation and additional funding requirements and the Company's ability to obtain such funding.

**INCORPORATION, NATURE OF OPERATIONS AND ONGOING EXPLORATION AND COVID-19**

Vision Lithium Inc., incorporated under the *Canada Business Corporation Act*, is a mineral resources exploration company, and the head office is based in Val-d'Or, Québec. The exploration sites are located mainly in the provinces of Québec and New Brunswick in Canada. During the period, the Company turned to focus its efforts on furthering its newly acquired New Brunswick assets, in particular the Red Brook polymetallic property located in the same geographic area as the Company's Dôme Lemieux copper-zinc project.

The Company does not have any producing property. Recovery of the cost of mining assets is subject to the discovery of economically recoverable reserves, the Company's ability to obtain the financing required to pursue exploration and development of its properties, and profitable future production or the proceeds from the sale of its properties. The Company must periodically obtain new funds in order to pursue its activities. While it has always succeeded in doing so to date, there can be no assurance that it will continue to do so in the future.

The shares of the Company are listed on the TSX Venture Exchange and traded under the symbol VLI.

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**ACTIVITIES OF THE COMPANY**

On April 20, 2021, the Company closed a non-brokered private placement for gross proceeds of \$3,622,949.78. The placement consisted of the issuance of: i) 15,097,499 flow-through units of the Company at a price of \$0.22 each; and ii) 1,675,000 common units of the Company at a price of \$0.18 each. Each flow-through unit consists of one common share of the Company and one-half warrant, each warrant entitling its holder to purchase one common share of the Company at a price of \$0.30 per share over a period of 2 years from the date of issue. Each common unit consists of one common share of the Company and one-half warrant, each warrant conferring on its holder the right to purchase one common share of the Company at a price of \$0.25 per share over a period of 2 years from the date of issue.

In connection with this placement, the Company paid certain finders acting at arm's length to the Company: i) cash commissions totaling \$260,690, representing 8% of the proceeds collected from subscribers introduced to the Company by such finders; and (ii) a total of 1,186,774 non-transferable compensation warrants, representing 8% of the number of flow-through units and common units sold to such subscribers, each exercisable to acquire one common share of the Company over a period of 2 years following the date of issue at the same exercise price of the warrants comprising the flow-through and common units for which the compensation warrants were issued.

**HIGHLIGHTS OF THE SECOND QUARTER OF 2021****Summary of Exploration**

The Company incurred expenses totaling \$35,449 before tax credits and credits on refundable exploration duties for the second quarter ended February 28, 2021 compared to \$46,225 for the same quarter in 2020. In the interim consolidated condensed unaudited financial statements, those exploration costs are presented net of exploration tax credits.

During the second quarter of 2021, the Company has engaged an amount of \$25,966 for exploration expenses for other properties compared to \$22,948 less \$6,674 in refundable tax credit for a total of \$16,274 and were accounted directly to the consolidated statement of net loss and comprehensive income for the same quarter in 2020.

**Financial results**

Since the Company focuses on the development of its exploration and evaluation assets, its revenues, mainly finance income, are not sufficient to cover its operational costs. Without any other available sources of revenue, the Company is unprofitable. During the year, the Company maintained a tight control of its other expenses.

The loss for the period of \$332,412 reflects the current activities of the Company.

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### **MINING PROPERTIES**

*The technical information in the following section was reviewed by Yves Rougerie, geologist and President & CEO of Vision Lithium Inc. Mr. Rougerie is a Qualified Person within the meaning of the term as defined in of National Instrument 43-101 – Standards of Disclosure for Mineral Projects.*

The Company has an interest or option to acquire an interest in the following properties:

Name	Status	Notes	Royalties
Godslith	Wholly owned	Manitoba Lithium Project	3%
Sirmac, QC	Wholly owned	Québec Lithium project	1% on 24 claims
Red Brook, NB	Wholly owned	Zn-Cu-Pb-Ag-Au project	2%
Epithermal, NB	Wholly owned	Zn-Cu-Pb-Ag-Au project	2%
Benjamin, NB	Wholly owned	Zn-Cu-Pb-Ag-Au project	2%
Dôme Lemieux, QC	Wholly owned	Cu-Zn porphyry/skarn project	Nil
Broadback North QC	Wholly owned	Lithium project, Qc	Nil
Wabouchi, QC	Wholly owned	Lithium project, Qc	Nil
St. Stephen, NB	50% Interest	Ni-Cu-Co project	Nil
Epsilon, QC	Wholly owned	Au-U project	2%

#### **Godslith Lithium Property, Manitoba**

On March 22<sup>nd</sup>, 2021, Vision Lithium Inc. announced the closing of its acquisition (the “**Transaction**”) of a 100% undivided interest in the non-surveyed, unpatented mining claim known as the Godslith claim from Messrs. James C. Campbell and Peter C. Dunlop (the “**Vendors**”) pursuant to the terms and conditions of a property purchase agreement entered into between the parties, dated March 19, 2021 (the “**Purchase Agreement**”). In connection with the Transaction, Vision Lithium has applied for a mineral exploration licence, which together with the Godslith claim, covers a total area of approximately 5,560 hectares (the “**Property**”). The Property is located less than 1 km Northwest of Gods River, Manitoba, within and surrounding the traditional territory of the Manto Sipi Cree Nation (the “**MSCN**”), in the God’s Lake area of the province of Manitoba

Pursuant to the terms of the Purchase Agreement, Vision Lithium issued to the Vendors 4,000,000 common shares of the Company (the “**Shares**”) and granted the Vendors a 3% net smelter returns royalty on the Property (the “**Royalty**”). In addition to the statutory hold period of four months and one day from the date of issuance, the Shares are subject to an escrow agreement and will be released in four equal tranches of 1,000,000 Shares over an 18-month period. One-third of the Royalty (1%) may be repurchased by the Company for \$1,000,000 and an additional one-third (1%) may be repurchased by the Company for an additional \$2,000,000. The Transaction remains subject to the final approval of the TSX Venture Exchange.

A separate exploration agreement is to be negotiated and entered into between Vision Lithium and the MSCN to establish a long-term, mutually beneficial, cooperative and respectful relationship based on trust and certainty concerning the exploration program to be carried out by Vision Lithium on the Property.

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### **Historical Estimates for the Godslith Property**

In connection with the Transaction, the Company has reviewed an independent technical report on the Property (the “**Technical Report**”), dated August 26, 2009, that was prepared for First Lithium Resources Inc. by qualified person Mark Fedikow Ph.D., P.Eng., P.Geo., C.P.G. in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”).

The Godslith pegmatite dyke is classified as a rare metal spodumene pegmatite. The lithium-bearing mineralization has an approximate 2.3 km drill-indicated strike-length and dips 70 degrees North. The Technical Report details the geological setting of the Property’s lithium-bearing pegmatite and reviews the historical exploration results. Between 1958-1961, INCO completed 25 wide-spaced drill holes for a total of 9,421 ft (2,871.5 m). In 1986, W.C. Hood Geological Consulting completed an internal report wherein they reported the following resource estimate:

<b>Zone</b>	<b>Resource Classification</b>	<b>Cut-off Grade % Li<sub>2</sub>O</b>	<b>Short Tons*</b>	<b>Grade % Li<sub>2</sub>O</b>	<b>Weighted Average True Width (Metres)</b>
Upper Zone	Historic Indicated	0.70	4,800,000	1.27	11.04
Lower Zone	Historic Probable	0.70	4,600,000	1.14	

\*1 short ton = 0.9072 metric tonnes.

While the Company considers these historical estimates to be relevant to investors, as they may indicate the presence of mineralization, a qualified person has not done sufficient work for Vision Lithium to classify the historical estimates as current “mineral resources” or “mineral reserves” (as defined in NI 43-101). The foregoing historical estimates were calculated prior to the implementation of NI 43-101 and the Company is not treating these historical estimates as current “mineral resources” or “mineral reserves”.

The Technical Report also provides recommendations for future exploration work and includes an initial program of prospecting and geological mapping followed by soil geochemical surveys designed to assess the area for additional pegmatite dykes and base and precious metals. A diamond drill program has also been recommended for the purpose of extending the lithium-bearing pegmatite on the Property to depths below those indicated by the historic Inco drilling.

At this time, the Company is in discussions with the MSCN to reach an agreement which will allow the Company to initiate an exploration program on the Godslith property. Planned exploration is focused mainly on systematic drilling of the deposit.

### **Sirmac Property**

The Sirmac Lithium Property, acquired from Nemaska Lithium in 2018, consisted of 24 mining claims (cells) located approximately 180 kilometers by road northwest of Chibougamau, in the province of Québec. Since then, the Company has added 131 new claims in 2019 and 2020 to adjoin and protect the East zone occurrence and extend eastward from the original claims.

Since acquisition by the Company, a high-resolution magnetic survey was completed over the Sirmac Property followed by a 1,584 metres drill program in 26 holes in early spring of 2018. This program has been reported upon in previous press releases and quarterly and annual reports. A property-wide summer exploration program in 2018 to search for and identify new areas of significant lithium bearing pegmatites led to the discovery of significant lithium

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bearing dike swarm located approximately 5 km ENE of the #5 dike. The East zone is made up of several lithium bearing intrusive dikes which trend northward and dip to the east. The early drilling was targeted immediately below the observable dikes to establish their direction and dip and was done prior to channel sampling. The assay results suggest the East zone has the potential to develop into a significant lithium occurrence that could be advanced in tandem with the Main dike and possibly other lithium bearing zones on the property.

Metallurgical tests were completed at SGS Lakefield (“SGS”) in Peterborough, Ontario. Outcrop samples and drill core samples from the 2018 drilling program as well as from the Nemaska drilling program of 2012 on the main #5 dike were sent to SGS for metallurgical tests for a Preliminary Economic Assessment (PEA) level metallurgical testwork program. The samples were combined into one Main Composite, one High Grade Composite, and three variability samples, based on instructions provided by VLI. The metallurgical testwork program included sample preparation, mineralogical analysis, grindability, magnetic separation, heavy liquid separation (HLS), dense media separation (DMS), and flotation testing. The tests, completed in 2020, were successful in recovering 88.3% of the Lithium at a grade of 6.23% Li<sub>2</sub>O. Following receipt of these excellent results, SGS produced an amount 91.9 grams of very high purity Lithium Carbonate grading above 99.5%.

The Company is planning field work on the newly acquired claims in search of new lithium occurrences.

### **New Brunswick Properties**

On June 3<sup>rd</sup>, 2020, Vision Lithium announced the signing of a definitive purchase agreement for the arm’s length acquisition of a 100% undivided interest in the Red Brook, (Red Brook)-Epithermal and Benjamin mineral exploration properties. The three contiguous Properties comprise 17 mineral claims covering 4,760 hectares (47.6 km<sup>2</sup>) located approximately 60 km West of the mining centre of Bathurst in Northern New Brunswick. The Properties are easily accessible by year-round, well-maintained forestry road infrastructure. An additional 30 claim-units were added to the Epithermal group in the summer of 2020. The Company has recently grouped several claim blocks together such that only two groups remain, the Red Brook and Benjamin claim groups.

The New Brunswick Properties are located west of the Bathurst VMS District. A sequence of Ordovician and Silurian supracrustal rocks is intruded by Middle Devonian Granodiorite as well as other Siluro-Devonian felsic intrusions with which porphyry, skarn and other mineralization is genetically and spatially related. Similar Cu porphyry-base metal skarn related mineralization occurs at Gaspé-Needle Mountain porphyry copper deposit and at the Company’s Dôme Lemieux property associated with Devonian intrusives in the Gaspésie region of Quebec. Work on these properties was delayed due to COVID related access restrictions and significant work is now planned for 2021.

The Company has planned and is preparing for an extensive exploration program in 2021. A 900 line-km property scale airborne MAG-EM survey is planned for March 2021 over the Red Brook group claims. An approximately 1,500 metre drilling program is planned to follow-up on the airborne survey results. Ground prospecting, trenching and sampling are planned for the Benjamin claim group.

### **Red Brook Property**

Following the discovery by prospectors of rocks with a high zinc content of up to 13%, a large stripping program was completed by previous operators on two highly altered zones (A and B). Zone “A” returned values of up to 15% Zn as well as gold and copper values up to 2.62 g/t Au and 0.5% Cu.

The stripping and sampling of zone “B” also returned anomalous values of up to 0.33 g/t Au and 0.48% Cu. Subsequent to this work, Rio Tinto optioned the Red Brook property and adjacent claims in order to evaluate the near

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surface Copper Porphyry and related Cu-Zn skarn type potential. They completed a large IP survey on the property itself and adjacent claims. The results of the IP survey indicated the presence of high chargeability IP anomalies. The high chargeability anomalies appear to be related to pyrrhotite mineralization, which is ubiquitous in the high-grade lens from zone "A". The altered areas from zone "A" with values up to 2.62 g/t Au, 0.55% Cu, 15% Zn, all contain massive pyrrhotite.

The high-grade Zone "A" lens on the Red Brook property has never been tested by drilling. The strong chargeability anomalies which extend over more than 4 km have also not been drill tested. Both represent high priority drill targets.

Vision Lithium is planning an extensive exploration program for Red Brook in 2021, including a property-wide airborne Mag-EM survey as well as further field exploration, stripping and sampling on the property. Drilling to test priority targets resulting from this work is planned for summer of 2021.

**Dôme Lemieux Property**

The Dôme Lemieux Property is made up of 238 map-designated claims totaling 11,599.84 hectares or roughly 116 km<sup>2</sup>. The Property is located in the Gaspésie region of eastern Québec, approximately 32 km south-southeast of the town of Sainte-Anne-des-Monts, Québec. Access is facilitated by way of the main provincial road that cuts across the Gaspé peninsula and the National Park of the same name.

The Dôme Lemieux Property is characterized by a large buried intrusive that pushed up into the surrounding sedimentary formations forming a dome structure, similar to the Gaspé Copper deposit located 50 km eastward in the same geological environment. The Property has been explored by several different companies following the original discovery of the Federal Pb-Zn mine in 1909 and over 20 significant mineral occurrences have since been discovered. Historical resources were calculated in the past for at least two deposits and some minor unreported production was presumed from the Federal Pb-Zn deposit during WWII.

No field work was completed on the property in 2020, although the Company had planned a field and drilling program and had received drilling permits for the program. Funding is in place for this program, which is now planned for 2021, once snow cover is gone. Additional work is envisioned, such as airborne geophysical surveys and ground surveys. The Dome Lemieux property is located less than 200km north by road from the newly acquired New Brunswick properties, creating synergies for the exploration of both sites.

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**SELECTED FINANCIAL INFORMATION**

	<b>Three-month period ended February,28 2021</b>	Three-month period ended February,29 2020	<b>Six-month period ended February,28 2021</b>	Six-month period ended February,29 2020
	\$	\$	\$	\$
Finance income	<b>70</b>	185	<b>141</b>	409
Operating expenses	<b>149,612</b>	130,812	<b>331,390</b>	274,135
Net loss for the period	<b>(171,396)</b>	(124,098)	<b>(332,412)</b>	(266,047)
Basic and diluted net loss per share	<b>(0.00)</b>	(0.00)	<b>(0.00)</b>	(0.00)
Weighted average number of shares in circulation	<b>157,936,652</b>	87,827,953	<b>127,947,527</b>	84,511,470

	<b>Consolidated statement of financial position as at February 28, 2021 \$</b>	Consolidated statement of financial position as at August 31, 2020 \$
Cash	<b>1,528,117</b>	453,474
Exploration and evaluation assets	<b>13,211,931</b>	13,167,739
Total assets	<b>15,061,511</b>	13,793,459
Current liabilities	<b>512,579</b>	436,630
Working capital	<b>1,265,572</b>	99,039
Equity	<b>14,479,583</b>	13,279,787

**QUARTERLY FINANCIAL INFORMATION SUMMARY**

<b>Quarter</b>	<b>Income cost</b>	<b>Financial cost</b>	<b>Operating expenses</b>	<b>Write-off of exploration and evaluation assets</b>	<b>Gain (Loss) for the period</b>	<b>Loss per share</b>
2021-02-28	70	486	186,112	(7,565)	(134,896)	(0.00)
2020-11-30	71	538	181,778	5,500	161,016	(0.00)
2020-08-31	123	589	363,628	141,886	(330,857)	(0.00)
2020-05-31	187	641	(207,014)	3,661	208,373	0.00
2020-02-29	185	691	130,815	1,276	(124,098)	(0.00)
2019-11-30	225	742	143,319	296	(141,946)	(0.00)
2019-08-31	1,964	-	(127,466)	8,962	130,738	(0.01)
2019-05-31	903	-	138,351	5,987	(136,060)	(0.00)



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*MD&A for the six-month period ended February 28, 2021*

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### **Results of operations**

#### ***Current quarter***

During the three-month period ended February 28, 2021, the Company reported a net loss and comprehensive loss of \$171,396 (or \$0.00 per share) compared to a net loss and comprehensive loss of \$124,098 (or \$0.00 per share) during the three-month period ended February 29, 2020.

Operational expenses increased by \$55,297 to \$186,112 (\$130,815 as of February 29, 2020).

No amount was paid as employee benefit expenses during the second quarter of 2021 (nil in 2020).

The Company has engaged an amount of \$25,966 for exploration and evaluation expenses before tax credits and credit on refundable duties during the three-month period ended February 29, 2020 (\$4,564 as of February 29, 2020), which all expenses were incurred in totality in Canada. Most of the expenses represent geological work-related costs.

#### ***During the six-month period ended February 28, 2021.***

During the six-month period ended February 28, 2021, the Company reported a net loss and comprehensive loss of \$332,412 (or \$0.00 per share) compared to a net loss and comprehensive loss of \$266,047 (or \$0.00 per share) during the six-month period ended February 29, 2020.

Operational expenses increased by \$93,755 to \$367,890 (\$274,135 in 2020).

There was an amount of \$28,750 as employee benefit expenses and \$2,300 as exploration and evaluation assets, which are included as stock-based compensation (nil as of February 29, 2020).

The Company has engaged an amount of \$25,966 for exploration and evaluation expenses before tax credits and credit on refundable duties during the six-month period ended February 29, 2020 (\$22,948 before tax credits and credit on refundable duties during as of February 29, 2020), which all expenses were incurred in totality in Canada. Most of the expenses represent geological work-related costs.

### **Statements of financial position**

As of February 28, 2021, Cash amounted to \$1,528,117 (includes an amount of \$407,678 which must be spent as exploration expenses before December 31, 2021 compared to \$453,474 as of August 31, 2020 (includes an amount of \$441,446 which must be spent as exploration expenses before December 31, 2021).

As of February 28, 2021, the Company had total assets of \$15,061,511 compared to \$13,793,459 as at August 31, 2020. This increase of \$1,268,052 is described in the following paragraphs:

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*Current assets*

The current assets amount to \$1,778,151 as of February 28, 2021 compared to \$535,669 as of August 31, 2020. They are mainly composed of the cash at \$1,528,117, the guaranteed investment certificate at \$51,985, the consumption tax receivable at \$12,661, the tax credits receivable at \$20,318 and prepaid expenses at \$163,837 compared to respectively \$453,474, \$51,844, \$2,268, \$20,318 and \$7,050 as of August 31, 2020. The increase in cash mainly reflects the receipt of the issue of privates financing totalling \$1,608,000.

*Exploration and evaluation assets*

The exploration and evaluation assets amount to \$13,211,931 as of February 28, 2021 compared to \$13,167,739 as of August 31, 2020. The increase of \$44,192 represents mainly the exploration work totaling \$35,449 before tax credit and refundable credit on duties.

The following tables detail the allocation of the exploration expenditures between the properties:

A part of evaluation costs goes to profit or loss when the Company has no agreement or mining rights on those properties. These costs represent \$25,966 before tax credit and refundable credit on duties for the six-month period ended February 28, 2021 (\$22,948 as of February 29, 2020).

**Analysis of exploration work by property:**

Description	Dôme Lemieux \$	Sirmac Lithium \$	Broadback North \$	Wabouchi \$	Red Brook \$	Epsilon \$	Total \$
<b>Balance as at August 31, 2020</b>	77,501	646,136	17,240	195	2,429	-	743,501
Additions							
Geology	12,806	10,106	8,289	-	1,013	6,441	38,655
Rent	496	501	-	-	-	-	997
Amortization	593	447	259	-	38	422	1,759
Stock based payments	1,150	575	575	-	-	-	2,300
<b>Sub-total</b>	<b>16,058</b>	<b>11,629</b>	<b>9,123</b>	<b>-</b>	<b>1,051</b>	<b>6,863</b>	<b>44,724</b>
<b>Write-off of exploration costs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6,863)</b>	<b>(6,863)</b>
<b>Net expense for the period</b>	<b>16,058</b>	<b>11,629</b>	<b>9,123</b>	<b>-</b>	<b>1,051</b>	<b>-</b>	<b>37,861</b>
<b>Balance as at February 28, 2021</b>	<b>93,559</b>	<b>657,765</b>	<b>26,363</b>	<b>195</b>	<b>3,480</b>	<b>-</b>	<b>781,362</b>

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#### *Liabilities*

Current liabilities were \$549,079 as of February 28, 2021, compared to \$436,630 as of August 31, 2020. The increase of \$112,449 mainly reflects a variation of the increase of trade and other payables.

Non-current liabilities were \$69,349 as of February 28, 2021, compared to \$77,042 as of August 31, 2020. The decrease of \$7,693 mainly reflects the payment of lease obligations.

#### *Equity*

During the six-month period ended February 28, 2021, shareholders' equity was \$14,443,083 compared to \$13,279,787 as of August 31, 2020 for an increase totaling \$1,163,296. This positive change mainly includes the issuance of flow-through shares for \$20,000, the issuance of shares for \$1,608,000 and a change with a negative impact mainly includes the shares issue costs for \$135,042 and current activities of the Company for a total of \$295,912.

During the six-month period ended February 28, 2021, no share option was awarded.

#### **Cash Flows**

Cash flows used in *operating activities* were \$355,407 and \$228,268 respectively, for the six-month periods ended February 28, 2021 and February 29, 2020. These cash flows represent the net loss of each period adjusted for non-cash items from operating activities. For the first semester in 2021, non-cash items with a positive impact on the cash flows totaled \$48,722 and those items were mainly related to depreciation of right-of-use assets for \$15,674 and the stock-based compensation for \$26,450. For the first semester in 2020, they represented totalled \$43,998 and are mainly related to depreciation of right-of-use assets for \$15,0006 and the changes in working capital items for \$24,442. The cash items with negative impact on cash flows as of February 28, 2021, totaling \$71,717 and were mainly related to deferred income tax for \$21,943 and the part XII.6 tax related to flow-through shares for \$47,050. As of February 29, 2020, the cash items with negative impact on cash flows were totaling \$6,219 and was mainly related to flow-through shares for \$5,850.

Cash flows used in *investing activities* were \$36,625 and \$55,568 respectively, for the six-month periods ended February 28, 2021 and February 29, 2020. The cash flows were mainly related to the additions to exploration and evaluation assets for \$36,625 and \$55,541 respectively.

Cash flows from *financing activities* were \$1,466,675 and \$446,550 respectively, for the six-month periods ended February 28, 2021 and February 29, 2020. In 2021, those cash flows were mainly related to the issuance of shares from privates' placements for \$1,608,000, less shares issue costs of \$135,042, the payments on lease obligations for \$16,286 and a loan for \$10,000. For the same period in 2020, those cash flows mainly related to the issuance of shares from a private placement for \$503,000, less shares issue costs of \$40,167 and the payments on lease obligations for \$16,283.

## **FINANCIAL CONDITIONS AND LIQUIDITY**

The Company is an exploration company. Its capacity to assume the continuity of its operations depends on its ability to obtain new funds. Although the Company has been successful in doing so in the past, there is no guarantee that it will succeed in the future.

The Company's financing comes mostly from share issuances. The success of these issuances depends on the venture capital markets, the investors' interest to exploration companies, and the price of metals. In order to continue its exploration activities and to support its current activities, the Company has to maintain its exposure within the financial community to realize new financings.

During the six-month period ended February 28, 2021, cash and cash equivalents in the amount of \$1,528,117 compared to \$453,474 for the year ended August 31, 2020. The Company has an obligation of \$407,678 toward flow-through expenditures as of February 28, 2021 (\$441,446 as of August 31, 2020).

Working capital was \$1,229,072 as at February 28, 2021 compared to \$99,039 as of August 31, 2020. From the management's point of view, the following elements of the working capital may directly impact the Company's needs for short term financing to pursue its activities: the cashing of the tax credit is unpredictable in time.

During the six-month period ended February 28, 2021, the Company did not sell any part of its investments in marketable securities in a quoted mining exploration company (nil as at August 31, 2020).

During the six-month period ended February 28, 2021, the Company issued a total of 79,800,00 shares following private's placement totalling \$1,608,000 compared to 10,060,000 shares issued following a private placement totalling \$503,000 as of August 31, 2020.

## **RISKS AND UNCERTAINTIES**

The Company, like all other mining exploration companies, is exposed to a variety of financial and environmental risks as well as risks related to the very nature of its activities. It is also subject to risks related to other factors, such as the price of metals and market conditions in general.

### *Permits and Licenses*

The Company's operations may require permits and licenses from different governmental authorities. There cannot be any assurance that the Company will obtain all the required permits and licenses in order to continue the exploration, development, and mining operations on its properties.

### *Metal Prices*

Even if the exploration programs of the Company are successful, some factors out of the Company's control may affect the marketing of the minerals found. Historically, metal prices have largely fluctuated and are affected by many factors which are out of the Company's control, including international, economic and political trends, inflation expectations, exchange rate fluctuations, interest rates, global and regional consumption models, speculative activities and worldwide production levels. The effects of these factors cannot be precisely predicted.

**Vision Lithium Inc.***MD&A for the six-month period ended February 28, 2021***Financing**

The Company has incurred losses to date and does not currently have the financial resources required to finance its planned exploration. Exploration of the Company's properties therefore depends on its ability to obtain the additional financing required.

There can be no assurance that the Company will succeed in obtaining the required funding. Failure to do so may lead to substantial dilution of its interest (existing or proposed) in its properties.

**Key Personnel**

The management of the Company rests on some key managers and mostly on its President / CEO. The loss of this officer could have a negative impact on the development and the success of its operations. The Company's success is linked to its capacity to attract and keep qualified personnel. Competitiveness in the mining industry is high and the success of the Company depends mostly on the senior managers and the qualified geological personnel.

**OFF-BALANCE SHEET ARRANGEMENTS**

As of February 28, 2021, the Company had not concluded any off-balance sheet arrangements.

**DISCLOSURE OF OUTSTANDING SHARE DATA**

As of April 28, 2021, the share data are:

Common shares issued and outstanding	204,852,485
Stock options (weighted average exercise price of \$0.26)	7,050,000
Warrants (weighted average exercise price of \$0.08)	85,948,024
Total fully diluted	297,850,509

**BASIS OF PREPARATION AND GOING CONCERN**

These interim consolidated financial statements of the Company were prepared in accordance with IFRS, as issued by the International Accounting Standards Board (IASB) under International Accounting Standard (IAS) 34 - Interim Financial Reporting. These interim consolidated financial statements were prepared using the same basis of presentation, accounting policies and methods of computations outlined in Note 4, SIGNIFICANT ACCOUNTING POLICIES as described in our financial statements for the year ended August 31, 2020. The interim consolidated financial statements do not include all of the notes required in annual financial statements.

These interim consolidated financial statements were prepared on a going concern basis and using the historical cost.

The Company's ability to continue as a going concern depends on its ability to realize its assets and additional financing. While it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. The Company has not yet determined whether its properties contain ore reserves that are economically recoverable.

**Vision Lithium Inc.**

*MD&A for the six-month period ended February 28, 2021*

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The preparation of consolidated financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment when applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

**CAPITAL DISCLOSURES**

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its organic growth strategy and undertake selective acquisitions. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares and acquire or sell mining properties to improve its financial performance and flexibility.

The Company's capital is composed of shareholders' equity. The Company's primary uses of capital are to finance exploration expenditures and property acquisitions. To effectively manage the Company's capital requirements, the Company has in place a budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives.

The Company is not subject, in regards of external rules, to any requirements regarding its capital, except if the Company completes a flow-through financing of which the cash must be reserved for exploration. As of February 28, 2021 the Company had an amount of \$407,678 of flow-through obligation regarding cash (\$441,446 as of August 31, 2020).

As of February 28, 2021 the shareholder's equity was \$14,443,083 compared to \$13,279,787 as at August 31, 2020.

**OUTLOOK**

The Company completed a private placement on April 20<sup>th</sup>, 2021 raising over \$3.6M and now has almost \$5M on hand for operations and exploration of its properties. Recent acquisitions and internal reviews have prepared the Company to undertake exploration programs, including airborne and ground geophysics, field work and test drilling on several properties in Quebec and New Brunswick this fiscal year. Work has already begun in New Brunswick. The Company also looks forward to beginning exploration of its recently acquired Godslith lithium property in Manitoba. Funds on hand are sufficient for these endeavours.

**Vision Lithium Inc.**

*MD&A for the six-month period ended February 28, 2021*

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**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION**

Company's financial statements and other financial information contained in this quarterly Management's Discussion and Analysis report are the responsibility of Company's management and have been approved by the board of directors.

Val-d'Or, April 28, 2021

(Signed) Yves Rougerie, President and Chief Executive Officer

(Signed) Nancy Lacoursière, Chief Financial Officer

*Vision Lithium Inc.*

*1019 boul. des Pins*

*Val-d'Or (Québec)*

*J9P 4T2*

*Phone: (819) 874-6200*

*Fax: (819) 874-6202*

*E-Mail: [info@visionlithium.com](mailto:info@visionlithium.com)*