

RockTech Lithium

Rock Tech Lithium Inc.

Management Discussion and Analysis

For the year ended December 31, 2021

Dated May 2, 2022

ROCK TECH LITHIUM INC.

Management Discussion and Analysis

For the year ended December 31, 2021

This Management Discussion and Analysis ("MD&A") of Rock Tech Lithium Inc. ("Rock Tech" or the "Company") provides analysis of the Company's financial results for the year ended December 31, 2021 and incorporates certain information from prior fiscal years. This MD&A should be read in conjunction with the annual audited consolidated financial statements of the Company as at and for the years ended December 31, 2021 and 2020 (the "Consolidated Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, using the accounting policies described in note 2 to the Consolidated Financial Statements.

The Consolidated Financial Statements and other information regarding the Company is available on the Company's SEDAR profile at www.sedar.com and on the Company's website at www.rocktechlithium.com. Unless stated otherwise, a reference in this MD&A to other documents or to information or documents available on a website does not constitute the incorporation by reference into this MD&A of such other document or such other information available on such website.

This MD&A contains certain statements that constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation (see the "Forward-Looking Statements and Estimates" section of this MD&A). Unless otherwise indicated, all dollar amounts in this MD&A are expressed in Canadian dollars. In this MD&A, references to "\$" are to Canadian dollars, references to "U.S.\$" are to United States dollars and references to "€" are to euros.

Date of Report May 2, 2022

About Rock Tech

Rock Tech is a cleantech company with operations in Canada and Germany. The Company is strategically focused on developing its wholly owned Georgia Lake spodumene project located in the Thunder Bay Mining District of Ontario, Canada (the "Georgia Lake Project") and on developing, constructing and operating multiple lithium hydroxide manufacturing plants (each, a "Converter") in Europe and North America, beginning with the Company's proposed lithium hydroxide merchant Converter and refinery facility in Guben, Germany (the "Guben Converter"). The Company is actively conducting pilot-scale metallurgical tests, basic engineering and front-end engineering design at the Guben Converter and exploration, development and basic engineering work at the Georgia Lake Project.

The Company is a development stage company and does not currently produce, sell or convert any mineral products. Consequentially, the Company does not have any current sales revenue or cash flow from operations. The Company is actively pursuing various sources of potential financing to fund the construction and development phase of the Georgia Lake Project and the development and construction of the proposed Guben Converter.

Rock Tech Lithium Inc. has a number of direct and indirect subsidiaries which own and operate assets and conduct activities in different jurisdictions. The terms "Rock Tech" and the "Company" are use in this MD&A for simplicity of the discussion provided herein and may include references to subsidiaries of Rock Tech Lithium Inc.

Financial and Operational Highlights

The following highlights the Company's developments during the financial year ended December 31, 2021 and subsequent events up to the date of this MD&A.

Georgia Lake Project

- Filed a technical report under National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”) in respect of the Georgia Lake Project on SEDAR in April 2021. The technical report, entitled “*Preliminary Economic Assessment for an Integrated Lithium Hydroxide Operation from the Georgia Lake Lithium Project, Northwest Ontario, Canada*” with an effective date of March 15, 2021 (the “Georgia Lake Technical Report”), is available on the Company’s SEDAR profile at www.sedar.com.
- Commenced a drill program, targeting a total of 22,000 meters, which is designed to upgrade the inferred resource estimate on the property. The drill program is expected to be completed in mid-2022 and form the basis for a pre-feasibility study in respect of the Georgia Lake Project.
- Continued engagement with local First Nations groups and other project stakeholders.
- In January 2022, the Company announced the initial batch of assay results from its drilling program at the Georgia Lake Project (See “*Overall Performance – Georgia Lake Project*” for additional details).

Guben Converter

- Acquired a 12-hectare site in the Guben South industrial park, located in Guben, Germany, which is expected to be the site of the proposed Guben Converter.
- Announced the results of an engineering study for the construction and operation of the Guben Converter (the “Converter Engineering Study”) conducted by Wave International Pty Ltd. (“Wave”). The Converter Engineering Study estimates initial capital costs for the construction of the Guben Converter of approximately €462 million and €164 million in annual operating costs.
- Continued to advance the Company's ongoing front-end engineering and design study of the Guben Converter in parallel with an independent expert's report in respect of the project, both of which are expected to be completed in the first half of 2022.
- Discussions continue with solicitation of targeted lender groups in connection with the Company's evaluation of potential project financing arrangements in respect of the Guben Converter.
- In February 2022, the Company submitted an application to the State Office for the Environment (Brandenburg, Germany) for the first partial permit for approval of buildings, roads and other non-process infrastructure in respect of the Guben Converter.
- In February 2022, the Company entered into a letter of intent with Bilfinger, an industrial services provider, providing for the appointment of Bilfinger as engineering, procurement and construction manager for the construction of the Guben Converter.

Corporate

- As at December 31, 2021, the Company had working capital of approximately \$47.6 million (December 31, 2020: \$8.4 million), including approximately \$55.8 million in cash on hand (December 31, 2020: \$9.0 million).
- Announced a proposed brokered private placement offering of up to approximately 9.8 million units of the Company at a price of U.S.\$4.20 per unit (the “Brokered Private Placement”), each unit consisting of one common share in the capital of the Company (“Common Share”) and one warrant, with each warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$6.77 for a period of 30 months following the date of issuance (subject to acceleration in certain circumstances). The Brokered Private Placement was fully subscribed for and completed in two tranches, with the Company issuing an aggregate of 9,761,905 units for aggregate gross proceeds of approximately U.S.\$41.0 million.

- Appointed Robert Macdonald, P.Eng., to the position of General Manager of the Georgia Lake Project, who will lead the development of the Georgia Lake Project;
- In March 2022, the Company entered into a memorandum of understanding with the Government of Romania providing for cooperation and support between the parties in connection with the Company's European merchant Converter strategy.
- In March 2022, the Company announced a strategic collaboration with the Fraunhofer Institute for Environmental, Safety and Energy Technology UMSICHT ("Fraunhofer") and Circular to pursue comprehensive CO₂ transparency in Rock Tech's lithium value chain, from raw material, spodumene to lithium hydroxide.

Overall Performance

Georgia Lake Project

At its Georgia Lake Project, the Company is actively conducting exploration, development and basic engineering work. As part of its vertical integration strategy for the Georgia Lake Project, the Company's objective is to bring the Georgia Lake Project into production to supply its proposed North American Converter with spodumene concentrate, an intermediate product, for conversion into the chemical lithium hydroxide for inclusion in the cathode of a lithium-ion battery.

Exploration and Development Progress

During 2021, the Company continued baseline biological and ecological investigations to support planned environmental and permitting applications at the Georgia Lake Project and commenced a drill campaign designed to upgrade the inferred resource estimate on the property.

On January 12, 2022, the Company announced the initial batch of assay results from the ongoing drill program. The drill program, is designed to confirm the delineated mineral resource, which is intended to form the basis for a Pre-Feasibility Study. Targeting a total of 22,000 metres, the program is focused on five (5) deposits within the Georgia Lake lithium property: Main Zone North ("MZN"), Main Zone Southwest, Conway, Harricana and Line 60.

Details from the first round of assays from drill holes that targeted down-dip and strike extensions of known mineralization at the MZN are presented in the following tables:

HOLE ID	FROM (M)	TO (M)	LENGTH (M)	TRUE WIDTH (M)	Li ₂ O (%)
NC 21-06	279.5	291.24	11.74	10.34	1.12
NC 21-06	304.35	305.90	1.55	1.36	0.82
NC 21-07	302.36	315.36	13.00	11.45	0.98
NC 21-07	319.20	321.05	1.85	1.63	1.31
NC 21-07	324.38	325.38	1.00	0.88	1.31
NC 21-09	186.15	198.80	12.65	10.22	1.18

HOLE ID	UTM EASTING	UTM NORTHING	BEVATION (M)	HOLE LENGTH (M)	AZIMUTH	DIP
NC 21-06	424616	5477850	376	349.6	137	-58
NC 21-07	424616	5477850	376	392.3	137	-66
NC 21-09	425185	5478066	369	285.6	141	-55

Drill holes NC-21-06 and NC-21-07 were drilled from the same setup, targeting the down-dip extension of known mineralization. The results from these holes confirms that mineralization extends down-dip.

Drill hole NC-21-09 was drilled on the eastern periphery of the MZN. The results from this drill hole confirm the extension of mineralization along strike at shallow depths.

See the Company's press release dated January 12, 2022 titled "Rock Tech Lithium Announces First Batch of Assays from Georgia Lake Drill Program and Field Exploration Agreement", a copy of which is available on the Company's SEDAR profile at www.sedar.com, for further details regarding the initial batch of assay results.

It is anticipated that a pre-feasibility study for the Georgia Lake Project will be completed in late 2022, with construction taking place during 2023 and a target to commence production in Q4 2023.

Exploration and evaluation expenditures:

Georgia Lake, Ontario	For the year ended: December 31, 2021	For the year ended: December 31, 2020
Property acquisition costs		
Balance, beginning of year	\$ 1,420,375	\$ 1,420,175
Acquisitions	-	200
Balance, end of year	1,420,375	1,420,375
Exploration and evaluation expenditures		
Balance, beginning of year	2,836,543	2,412,478
Costs incurred during year:		
Administration	84,841	81,259
Assaying	163,861	133,299
Camp and field costs	237,200	7,011
Drilling	1,442,593	-
Engineering consulting	732,359	-
Environmental baseline and permitting	591,902	133,580
Field exploration	123,690	-
Geological consulting	352,383	25,287
Labour	339,175	14,134
Permitting and land holding costs	3,822	3,445
Technical reports	87,369	24,440
Transportation	31,889	1,610
	4,191,084	424,065
Balance, end of year	7,027,627	2,836,543
Reversal of mineral property impairment	4,528,887	-
Total	\$ 12,976,889	\$ 4,256,918

Regulatory and Permitting

The Province of Ontario, in which the Company's property is located, has a history of being an excellent jurisdiction in which to conduct mineral exploration. As a result, Management doesn't anticipate encountering difficulties in obtaining the necessary work, environmental and regulatory permits for any planned exploration programs.

The Company's mineral exploration activities expose it to potential responsibilities related to the identification and protection of First Nations' archaeological and cultural sites and artefacts that may be located within the boundaries of the Company's claims. Management works closely with the First Nations peoples and leaderships involved in these areas to protect their interests. The costs of conducting any required archaeological studies are treated as an exploration expense. Management is not aware of any such interests that would unduly restrict its exploration activities.

Guben Converter

Concurrently with the development of the Georgia Lake Project, the Company is developing the Guben Converter, which is being designed to process spodumene concentrate from multiple sources, with initial supply sourced via third-party off-take agreements, to process lithium hydroxide.

The Company anticipates that Guben Converter will be constructed with an annual production capacity of 24,000 tonnes of lithium hydroxide and that the industry-standard flowsheet for a typical sulphate processing route will be adopted. In late 2021, the Company completed a pilot test program that resulted in the successful production of high purity lithium hydroxide, supporting the proposed process plant design of the Guben Converter. As a merchant Converter, a robust flowsheet has been developed to handle a range of spodumene feed sources.

Development Progress

Site Acquisition: In October 2021, the Company entered into an agreement to purchase a 12-hectare site in the Guben South industrial park, which is expected to be the site of the Guben Converter. Pursuant to the land purchase agreement, Rock Tech will make a cash payment totaling 1,130,877€ no later than six months from the date of the finalized agreement. The Company made this payment on March 4, 2022.

Converter Engineering Study: Wave completed the Converter Engineering Study for the construction and operation of the proposed Guben Converter. The Converter Engineering Study estimates (determined to a nominal accuracy of +/- 25%):

- total initial capital costs of approximately €462 million for the implementation of the Guben Converter, including approximately €223 million in direct capital costs, €77 million in indirect capital costs, €80 million in owner's costs and a weighted contingency of 17.9%; and
- average annual operating costs of approximately €164 million for the operation of the Guben Converter, including approximately €83 million in raw materials costs, €16 million in reagents and €15 million in both power and transportation costs, respectively.

FEED Study: The Company is currently conducting a FEED study for the Guben Converter. Consistent with the Converter Engineering Study, the FEED study contemplates an annual production capacity of 24,000 tonnes of lithium hydroxide.

The results of the Converter Engineering Study support the Company's ongoing FEED study of the Guben Converter. The FEED study is expected to include the following activities:

- continuation of metallurgical testwork;
- finalization of process flowsheet;
- progression of discipline engineering to support improved accuracy of cost estimates;
- major procurement activities including basic engineering design for major supply packages;

- selection of major contractors and negotiation of material contract terms; and
- progression of approvals.

Project Financing & Anticipated Timing:

The Company has commenced the process of soliciting targeted lender groups, including international banks, in connection with its evaluation of potential project financing arrangements in respect of the Guben Converter. Through its corporate advisor Blackbird Partners, the Company has retained a leading global mineral industry advisory firm to prepare an independent expert's report (the "IER") on the proposed Converter. The results of the IER will assist potential lenders in their due diligence process, assessing the Converter Engineering Study and the Company's ongoing FEED study.

It is anticipated that the IER and the FEED study will be complete in 2022, with a final investment decision on the Converter expected to be made by the middle of 2022. Subject to receipt of necessary regulatory, environmental and internal approvals, construction of the Converter is expected to begin in mid-to-late 2022, with production commencing in 2024.

The following table sets out Rock Tech's net exploration expenditures related to the Guben Converter in the financial years ended December 31, 2021 and December 31, 2020, respectively:

Lithium Hydroxide Converter	For year ended December 31, 2021		For year ended December 31, 2020	
<i>Costs incurred during the year:</i>				
Site Due Diligence	\$	209,199	\$	7,658
Engineering		2,097,888		159,874
Metallurgy		1,403,784		55,411
Project Management		5,577,223		189,849
Disbursements		192,242		-
Total	\$	9,480,336	\$	412,792

Regulatory and Permitting

In February 2022, the Company submitted an application to the State Office for the Environment (Brandenburg, Germany) for the first partial permit for approval of buildings, roads and other non-process infrastructure in respect of the Guben Converter.

ESG & Sustainability

The Company aims to minimize the impact of its operations on both local communities and the environment. Accordingly, the Company is committed to developing the Georgia Lake Project and the Guben Converter in a responsible and sustainable manner, and holds itself accountable to strict environmental, social, and governance standards. The Company has set various environmental, social and governance goals and is engaged in various related initiatives, including:

- the Company's goal that the Georgia Lake Project will be considered best-in-class for sustainable mining in Canada by 2030;
- the Company aims for the Guben Converter to become the first in the industry to achieve CO₂ neutrality and a closed material cycle at the Guben Converter for both lithium and valuable by-products;

- the Company has set the goals that by 2030, the Guben Converter (along with any other Converters which the Company may develop) will be powered entirely by locally sourced renewable energy and that 100% of the logistics in its supply chain will be CO₂ neutral;
- the Company has set a target of sourcing around 50% of its raw material feedstock from recycled materials from spent batteries in the production of battery-grade lithium hydroxide by 2030; and
- based on the Company's strategic collaboration with Fraunhofer and Circular, the Company plans to create a cradle to grave material passport for every Rock Tech product.

Selected Annual Information

Selected financial information from the Company's three most recently completed financial years is set forth in the table below.

Fiscal Year	2021	2020	2019
	(\$)	(\$)	(\$)
	IFRS	IFRS	IFRS
Total revenue	-	-	-
Income/(Loss)	\$ (22,162,280)	\$ (3,039,970)	\$ (1,049,293)
Basic and diluted income/(loss) per share	\$ (0.38)	\$ (0.08)	\$ (0.03)
Total assets	\$ 72,019,542	\$ 13,426,687	\$ 5,570,982
Long term financial liabilities	\$ 87,707	n/a	n/a
Cash dividends declared	n/a	n/a	n/a

Net Loss: For the financial year ended December 31, 2021, the Company recorded a net loss of approximately \$22.2 million (\$0.38 per share), compared to net losses of approximately \$3.0 million (\$0.08 per share) and \$1.0 million (\$0.03 per share) in the financial years ended December 31, 2020 and 2019, respectively. Variations in net losses over the three-year period were impacted by a number of factors, including:

- downstream development expenses were first recorded by the Company in 2020 (\$0.4 million) in connection with development activities related to the Guben Converter and accelerated in 2021 (\$9.5 million);
- increases in stock-based payment expenses over the years (2021: \$7.3M; 2020: \$1.3M; 2019: \$69,085);
- the impairment reversal of approximately \$4.5 million recorded by the Company in 2021 on the Georgia Lake Project (2020: \$0; 2019: \$0); and
- the Company's recognition of an impairment loss of \$30,433 on the El Nogalito property in 2020 (2021: \$0; 2019: \$0).

Total Assets: The Company's total assets were approximately \$72.0 million as at December 31, 2021 compared to total assets of approximately \$13.4 million as at December 31, 2020 and \$5.6 million as at December 31, 2019. The increase in total assets in 2021 was largely due to an increase in cash and cash equivalents as a result of the Company's receipt of \$56.7 in proceeds pursuant to the private placements during the year.

Expenses

The increases in expenses during the periods are primarily due to the Company's ramp up of downstream development activities related to the Guben Converter, along with increased corporate activities to support such activities, and higher share-based compensation expenses as a result of an increase in the number of stock options granted to directors, employees, and consultants and increase in the Company's Common Share price compared to

the prior year period. See "Results of Operations for the years ended December 31, 2021 and 2020" and "Results of Operations for the quarters ended December 31, 2021 and 2020" for additional information.

Impairment Reversal

In prior financial reporting years, the Company had recorded impairment charges on the Georgia Lake lithium project as at that time further exploration work on the property was neither budgeted nor planned. As at December 31, 2021, this condition no longer existed. The recoverable amount of the property was determined to be higher than what the carrying value would have been had no impairment been recognized, resulting in a reversal of the entire previously recorded impairment in the amount of \$4,528,887 recorded in 2021.

El Nogalito Project

The Company's financial results in 2020 were negatively impacted by the recognition of an impairment loss of \$30,433 on the El Nogalito property. The amount was previously classified as a prepaid expense pending the grant of certain mining licenses by the relevant authorities in Mexico. During the year-ended December 31, 2019, the Company decided to no longer pursue the acquisition of the El Nogalito project. The amount recognized as a mineral property impairment is refundable by the property vendors; however, the Company assesses the likelihood of collection to be low.

Results of Operations for the year ended December 31, 2021 and 2020

The Company realized a net loss of approximately \$22.2M in the financial year ended December 31, 2021, a 629% increase compared to a net loss of approximately \$3.0M in the financial year ended December 31, 2020. The following table summarizes the most significant components of this overall change:

INCOME STATEMENT CATEGORY	SIGNIFICANT COMPONENTS	FINANCIAL YEARS ENDED DECEMBER 31,		
		2021	2020	CHANGE
General Administration Expenses	Employee recruitment; Office rent; Commercial liability and directors' and officers' insurance policies; and Other overhead	\$636,721	\$54,318	\$582,403
Management Fees	Fees charged by the executive chairman, chief executive officer and chief financial officer	\$512,376	\$472,500	\$39,876
Salaries and Wages	Employees in Canada and Germany	\$1,817,026	\$210,000	\$1,607,026
Professional Fees	Technical report reviews; Tax advisory, Assurance and general legal expenses, as well as legal fees related to the development of the Guben Converter	\$531,212	\$74,022	\$457,190
Stock-Based Payments	Value of stock options granted to directors, officers, employees and consultants	\$7,328,678	\$1,333,340	\$5,995,338
Consulting Fees	Advisory board fees and the engagement of strategy and technical consultants	\$3,749,944	\$218,297	\$3,531,647
Downstream Lithium Converter Development Expenses	Site due diligence, engineering, metallurgical testing and project management	\$9,480,336	\$412,792	\$9,067,544
Travel and Promotion Expenses	Exploration, corporate development, marketing and investor relations	\$1,239,414	\$190,421	\$1,048,993
Transfer Agent and Filing Fees	Personal information forms and other regulatory filings	\$180,649	\$33,269	\$147,380

Higher net losses in the financial year ended December 2021 were primarily attributable to an increase in expenses incurred by the Company during the period compared to the financial year ended December 2020, including increases of approximately:

- \$9.1 million increase in downstream lithium converter development expenses related to increased development activities in respect of the Guben Converter, including higher costs relating to project management services, engineering work and metallurgical testing (also see "Overall Performance – Guben Converter" section above);
- \$6.0 million increase in stock-based payments as a result of an increase in stock option grants and an increase Company's Common Share price (see "Share Capitalization – Stock Options" section below);
- \$3.5 million increase in consulting fees due to the increased corporate activities of Rock Tech during 2021 to support the Company's development activities and the corresponding increase in the Company's use of strategy and technical consultants;
- \$1.6 million increase in salaries and wages due to an increase in the number of employees in Canada and Germany during the year;
- \$1.0 million increase in travel and promotion expenses related to increased corporate development, marketing, and investor relation activities during the year;
- \$582,403 increase in general and administration expenses due to an increase in employees and corporate activities;
- \$457,190 increase in professional fees as a result of an increase in legal fees related to the development of the Guben Converter

The Company expects to continue to incur losses until either the Georgia Lake Project or the Guben Converter come into production, which may or may not occur. The Company further expects that its loss will be greater in future financial periods, as expenses are anticipated to continue to rise in conjunction with the expected continued acceleration of development activities in respect of the Company's projects and development opportunities (including the Georgia Lake Project and the Guben Converter) and staffing levels needed to such development activities. See "Risk Factors" section below.

Summary of Quarterly Results

	2021				2020			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Net Sales	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Net Income/(Loss)	(5,394,602)	(7,514,663)	(3,979,126)	(5,273,889)	(942,036)	(411,928)	(284,135)	(1,401,871)
Basic and Diluted Earnings/ (Loss) per share	(0.09)	(0.14)	(0.08)	(0.10)	(0.03)	(0.01)	(0.01)	(0.04)
Comprehensive Income/(Loss)	(5,339,771)	(7,526,985)	(3,980,439)	(5,273,889)	(942,036)	(411,928)	(284,135)	(1,401,871)
Basic and diluted earnings/(loss) per share	(0.09)	(0.14)	(0.08)	(0.10)	(0.02)	(0.01)	(0.01)	(0.04)

In addition to those factors discussed above under the headings "Select Annual Financial Information" and "Results of Operations for the year ended December 31, 2021 and 2020", fluctuations in the Company's financial performance during the most recently completed eight quarters was impacted by financing and investing activities and share-based payments related to the granting of stock options to directors, officer, employees and consultants. Periods in which financings are completed tend to be accompanied by higher than average filing fees and legal expenses while [periods in which investing activities are undertaken (i.e. – exploration programs) tend to be accompanied by higher than average general and administrative costs and other overheads necessary to support such investing activities. Fluctuations in the Company's quarter over quarter financial performance were also impacted by fluctuations in the business cycle.

Results of Operations for the quarter ended December 31, 2021 and 2020

The Company's comprehensive loss for the quarter ended December 31, 2021, was \$5,394,602 (2020: \$942,036). The most significant expenses were:

- General administration expenses of \$162,470 (2020: \$14,939) related to employee recruitment, office rent, insurance and other overheads.
- Stock-based payments of \$1,323,341 (2020: \$152,524) related to the granting of stock options to directors, officers, employees and consultants;
- Management fees of \$129,131 (2020: \$105,000) related to the Executive Chairman, the Chief Executive Officer, and the Chief Financial Officer;
- Salaries and wages of \$950,833 (2020: \$52,500) related to employees in Canada and Germany;
- Professional fees of \$475,154 (2020: \$51,087) related to technical report reviews, tax advisory and general legal expenses, as well as legal fees related to the development of the lithium hydroxide converter.;
- Consulting fees of \$1,761,651 (2020: \$76,690) related to directors, advisory board and business development expenses;
- Downstream lithium converter development expenses of \$3,443,385 related to site due diligence, engineering, metallurgical testing and project management (2020: \$412,792);
- Travel, promotion and business development expenses of \$442,463 (2020: \$49,418) related to corporate development, investor relations and shareholder communications activities during the quarter;

Liquidity and Capital Resources

The Company had working capital (being current assets less current liabilities) of \$47,613,405 as at December 31, 2021 (December 31, 2020: \$8,383,056), including \$55,761,461 of cash (December 31, 2020: \$8,987,743). The Company is a development stage company with no current revenue or cash flows from operations. During the financial year ended December 31, 2021, the Company had negative cash flows from operating activities and no revenue is anticipated until either the Georgia Lake Project or the Guben Converter come into production.

Accordingly, the Company's ability to fund ongoing exploration and development activities are dependent upon its ability to continue to successfully access financing in the capital markets. Management expects that the Company will continue to fund the development of the Georgia Lake Project and the Guben Converter through equity financing and available cash, and/or through debt financing.

The Company is able to manage and control the timing and amount of expenditures in respect of the Georgia Lake Project and the Guben Converter as sole owner of both projects, subject to risks inherent in the development and construction of mining development projects and downstream processing facilities (as discussed in the "Risk Factors – Operational Risks" section of this MD&A). Additionally, the Company is soliciting certain targeted lender groups in connection with its evaluation of potential project financing arrangements in respect of the Guben Converter as discussed above. Nevertheless, there can be no assurance that such sources of financing will be available or sufficient to meet the funding requirements in respect of the Georgia Lake Project or the Guben Converter. (see the "*Risk Factors – Project Financing Risks*" section of this MD&A).

Rock Tech's capital structure is comprised of working capital and share capital. Management continues to monitor the Company's liquidity and financial requirements and may adjust Rock Tech's capital structure as needed to reflect corporate objectives and/or in response to real or expected changes in economic and industry conditions. To maintain or adjust the Company's capital structure, it may issue additional equity securities, repurchase outstanding Common Shares, obtain debt financing through bank loans or issuing debt securities and/or adjust capital spending.

Operating Activities

Cash used in operating activities during the financial year ended December 31, 2021 was \$14.6M, compared to \$1.3M during the financial year ended December 31, 2020. See "Results of Operations for the year ended December 31, 2021 and 2020" for additional information regarding the significant components of operating activities.

Investing Activities

Cash used in investing activities during the financial year ended December 31, 2021 was \$3.0M, compared to \$405,865 during the financial year ended December 31, 2020. The period-over-period increase was primarily impacted by increased activity at the Georgia Lake Project.

Financing Activities

For the year ended December 31, 2021, cash provided by financing activities of \$64.3M consists of \$7.6M proceeds from the exercise of stock options and warrants and \$56.7 from the proceeds of private placements, partially offset by \$69,299 lease payments made and \$30,000 loan repayment.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet transactions.

Related Party Transactions

All transactions with related parties have occurred in the normal course of business, on terms substantially similar to non-related parties. Unless indicated otherwise, all amounts paid to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

Included in accounts payable and accrued liabilities are amounts due to related parties of \$180,140 (December 31, 2020- \$6,000). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

For the year ended December 31, 2021, the Company recorded share-based compensation of \$3,958,273 (December 31, 2020 - \$1,058,397) for options granted to directors and officers of the Company.

The Company's key management consists of its officers and directors. Key management compensation for the years ended December 31, 2021 and 2020 is as follows:

	Years ended December 31,	
	2021	2020
Management fees	\$ 512,376	\$ 472,500
Salaries and wages	579,667	210,000
Consulting fees	235,076	109,730
Share-based payments	3,958,273	1,058,397
Downstream development	167,534	-
	\$ 5,452,926	\$ 1,850,627

During the year ended December 31, 2021, the Company incurred management fees of \$353,937 (2020: \$385,000) payable to the CEO/Chairman of the Company.

During the year ended December 31, 2021, the Company incurred management fees of \$241,025 (2020: \$210,000) payable to the CFO of the Company.

Intercompany balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Related party fees and expenses were incurred in the normal course of operations in connection with the companies owned by key management and directors. The amounts allocated to exploration consulting were capitalized to exploration and evaluation assets during the period. Expenses have been measured at the exchange amount.

Critical Accounting Estimates

Material accounting estimates usually disclosed by resource issuers such as assumptions regarding depletion, resource and production values and capital write downs are not applicable to the Company as it is at the exploration and development stage. The Company utilises certain estimates as more fully described in Note 2 to the financial statements. There have been no changes to the Company's existing estimates.

Changes in Accounting Policies including Initial Adoption

The accounting policies followed by the Company are set out in Note 2 to the audited consolidated financial statements for the year ended December 31, 2021 and have been consistently followed in the preparation of the audited financial statements of the Company.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, and amounts due to related parties. The fair value of the Company's arms-length financial assets and liabilities are estimated by Management to approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

The fair value of amounts due to related parties is assumed to equal its stated value. Comparable arms-length risk profiles, terms and interest rates are not available for Management to determine if any fair value adjustments are required.

The Company's functional currency is the Canadian dollar. Currently, the Company does not use any hedging or derivative instruments to reduce its exposure to foreign currency risk.

The Company's financial instruments are exposed to the following risks:

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in Euros ("EUR"). At December 31, 2021, the Company holds cash in EUR bank accounts of \$285,650 (December 31, 2020 - \$Nil) and USD bank accounts of \$50,214,796 (December 31, 2020 - \$Nil). A 1% change in foreign exchange rates would have an effect of \$634,364 (December 31, 2020 - \$Nil) on foreign currency.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company's secondary exposure to risk

is on its other receivables. This risk is minimal as receivables consist primarily of refundable government goods and services taxes.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Group has a planning and budgeting process in place to help determine the funds required to support the Group's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Group's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Group's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The Company believes it has adequate cash at December 31, 2021 to reduce its risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal. A 1% change in market interest rates would not have a material impact on the Group's net loss.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Group consists of working and share capital. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

Risk Factors

Financial Risks

Project Financing Risks

The Company anticipates that significant capital expenditures will be required in connection with the development of the Georgia Lake Project (see "[**Georgia Lake Project – Capital and Operating Costs**]") and the Guben Converter (see "[**Guben Converter – Converter Engineering Study**]"), with additional financing required to advance the projects into construction as planned. As the Company is a development stage company with no current revenue or cash flows from operations, the Company expects to fund such development and construction costs through equity and/or debt financing. As of the date of this MD&A, financial markets remain volatile as a result of the impacts of the COVID-19 pandemic and hostilities involving Russia and Ukraine on the global economy. There can be no assurance that equity or debt financing will be available or sufficient to meet the funding requirements in respect of the Georgia Lake Project or the Guben Converter or, if equity or debt financing is available, that it will be available on terms acceptable to the Company. Any such financing may result in substantial dilution to existing shareholders of the Company and could adversely impact the market price of the Common Shares and the Company's ability to access capital markets in the future.

Alternatively or in addition to equity or debt, such financing may take the form of a partnership, joint venture or a royalty (in the case of the Georgia Lake Project), any of which would mean that existing shareholders of the Company would own a smaller percentage of the applicable project.

An inability for the Company to access sufficient capital for its projects or operations could have a material adverse impact on its financial condition, results of operations and/or future prospects. In particular, failing to obtain requisite financing, in a timely manner and on acceptable terms, could cause the Company to miss certain acquisition or investment opportunities or to postpone, abandon, reduce or terminate its operations.

Share Price Fluctuations

Global securities markets often experience elevated price and volume volatility leading to wide fluctuations in the market value of companies regardless of operating performance, underlying asset values or growth prospects. There can be no assurance that fluctuations in the price and volume of the Company's securities will not occur in the future. In particular, the market price of the Common Shares and the Company's financial results may be significantly adversely affected by the Company's actual or anticipated results of operations, as well as global economic and political trends and developments, including adverse changes to or volatility in: global commodity prices; interests rates; inflation; global supply of mineral commodities, global and regional consumption patterns, speculative trading activities and foreign exchange rates. The price of mineral commodities has fluctuated significantly in recent years and significant future price declines could cause potential commercial production to be uneconomic. A severe decline in the price of minerals would have a material adverse effect on the Company. In addition, the financial markets are currently experiencing significant volatility in prices and value as a result of the continuing impacts of the COVID-19 pandemic, which has particularly affected the market prices of equity securities of many resource issuers and that sometimes has been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the mining industry specifically, may adversely affect the market price of the Common Shares.

Inflation Risk

The general rate of inflation impacts the general economic and business environment, which in turn impacts the Company as described elsewhere in this section. Inflationary pressures relating to global financial support measures undertaken in response to the COVID-19 pandemic, as well as any economic conditions resulting from governmental attempts to reduce inflation, such as the imposition of higher interest rates or wage and price controls, may negatively impact levels of demand for lithium products and input costs, and could, accordingly, have a material adverse effect on Rock Tech's business, financial condition and results of operations. Higher interest rates as a result of inflation could negatively impact future borrowing costs or make debt financing less attractive to the Company, which could, in turn, have a material adverse effect on Rock Tech's cash flow and ability to service obligations under future debt securities and other debt obligations (if any).

No Operating Revenues and History of Losses

The Company has had no operating revenues and a history of losses, and no operating revenues are anticipated until either the Georgia Lake Project or the Guben Converter come into production, which may or may not occur. The Company will continue to experience losses unless and until it can successfully develop and begin profitable commercial production and there can be no assurance that the Company will be able to do so. Also see "*Risk Factors – Operational Risks – No Production Experience*".

Royalties on the Georgia Lake Project Risks

The Georgia Lake Project is subject to a 1.5% NSR Royalty. Certain leases in the southern spodumene pegmatite area of the Georgia Lake Project, namely the Newkirk-Vegan, Parole Lake, McVittie, MNW and Foster-Lew leases, may be subject to a claimed 0.5% gross royalty. The claimed 0.5% gross royalty was not considered in the Georgia Lake Technical Report as it relates to leases not included in the mine plan. Increases in royalty rates would reduce profit margins and, if such increases were significant, would adversely affect future operating results at the Georgia Lake Project.

No Dividends

The Company has not declared or paid any dividends on its Common Shares and has not generated revenues or cash flow from operations since its incorporation. Furthermore, the Company does not expect to declare or pay any dividends for the foreseeable future, as the Company currently intends to retain any future earnings to fund the ongoing development and growth of its business and projects.

Foreign Subsidiary Risks

The Company conducts certain business through its German-based subsidiaries Rock Tech Consulting GmbH and Rock Tech Guben GmbH, as well as its Luxemburg-based subsidiary Rock Tech Europe Holding S.à r.l.. Any limitation on the transfer of cash or other assets between the Company and Rock Tech Consulting GmbH, Rock Tech Guben GmbH or Rock Tech Europe Holding S.à r.l., or the perception that such limitation may exist now or in the future, could have an adverse impact on the Company's valuation.

Operational Risks

Exploration and Development Risks

The Company is concurrently completing development activities to optimize the Georgia Lake Project and the Guben Converter and to update its assessment of the financial viability of such projects. These considerations depend on multiple factors, including: the attributes of the applicable property, such as the underlying mineral properties (in respect of the Georgia Lake Project) and proximity and access to infrastructure; the general economic environment and market conditions for lithium hydroxide; processing methods and costs; and necessary approvals and permits. The Company is currently conducting a FEED study for the Guben Converter. Consistent with the Converter Engineering Study, the FEED study contemplates an annual production capacity of 24,000 tonnes of lithium hydroxide. The process of optimizing the development plan for the Guben Converter based upon the FEED study could impact the Company's assessment of the financial viability of the Guben Converter. In addition, the timing and scope of the development plan for the Guben Converter may also be impacted by the results of discussions with stakeholders, potential lenders and prospective customers. Changes to the scope and design of the development plan resulting from such discussions could also have a substantive effect on the Company's assessment of the financial viability of the Guben Converter. Even if the FEED study continues to support the commercial viability of the Guben Converter, there are many additional factors that can impact the development of the project, including: permitting decisions; the terms and availability of financing; cost overruns; and delays in development. The Guben Converter is also subject to the development, construction and operational risks described elsewhere in this MD&A. Accordingly, there can be no assurance that the Company will ever develop the Guben Converter. If the Company is unable to develop the Guben Converter in a commercially viable manner, its business and financial condition could be materially adversely affected.

In connection with its Georgia Lake Project operations, the Company is exposed to considerable risks inherent in the exploration and development of mineral projects, which even a combination of careful evaluation, experience and knowledge may not eliminate. Such risks include:

- the capital-intensive nature of the exploration and development of mineral properties;
- relatively few mineral projects achieve production due to, among other factors, the impact of geological and metallurgical risks on planned production profiles, recovery rates or economic viability of the project;
- there can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable;
- as with all mining operations, there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions; and
- mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in Rock Tech's resource base.

Unsuccessful exploration or development efforts at the Georgia Lake Project could have a material adverse impact on the Company's results of operations and financial condition.

Construction Risks, Delays and Cost Overruns

Should the Company elect to proceed with the Georgia Lake Project and/or the Guben Converter, delays or cost overruns may occur in the construction of either project, both of which are considerably capital intensive and

susceptible to potentially significant cost overruns and delays. Construction costs and project timelines depend on the accuracy of prior estimates and are prone to cost overruns and delays. Actual construction timelines and costs may vary from prior estimates, potentially significantly, due to a number of factors, including: the availability and performance of suppliers, contractors, materials and equipment; the granting of necessary approvals and permits in a timely manner; construction pricing escalation; changing engineering and design requirements; labour disruptions; adverse weather conditions; and the availability of financing on acceptable terms. Many of the risks related to development and constructions costs and schedule risks are described elsewhere in this MD&A.

Any delays to project timelines or cost overruns represent direct costs to the Company and may delay the generation of revenue and free cash flow. As a result, adverse changes in the construction timelines or costs of the Georgia Lake Project or the Guben Converter could have a significant effect on the financial prospects of such project, which may have a significant impact on the financial condition of the Company and its operating results. Even if commercial operations are achieved, equipment and facilities may not operate as planned due to design or manufacturing flaws, which may not all be covered by warranty. Mechanical breakdown(s) could occur in equipment after the applicable warrant period has expired, resulting in loss of production as well as the cost of repairs.

Lack of Experience

The development of the Georgia Lake Project and the Guben Converter will require the construction and operation of mines, processing plants and related infrastructure and, although certain of its officers, directors and/or consultants may have such experience, the Company itself has never completed a mining development project or a downstream processing plant. As a result, it is more difficult to evaluate the Company's prospects, and the Company's future success is more uncertain than if it had a more proven history. In addition, the Company is and will continue to be subject to all the risks associated with establishing new commercial operations, including but not limited to:

- the timing and cost, which can be considerable, of the construction of mining and processing facilities;
- the availability and cost of skilled labour, materials and equipment;
- the need to obtain necessary environmental and other governmental approvals and permits and the timing of the receipt of such approvals and permits;
- the availability of funds to finance construction and development activities; and
- potential increases in construction and operating costs due to changes in the costs of fuel, power, materials and supplies.

It is common in new mining and commercial processing operations to experience unexpected costs, problems and delays during construction, development and start-up. In addition, delays in the early stages of production often occur. Accordingly, even if the Company completes planned development and construction activities, it cannot provide assurance that such activities will result in profitable operations at either the Georgia Lake Project or the Guben Converter.

Mineral Resource and Mineral Reserve Estimates

The Company's mineral resource and mineral reserve estimates have been determined and valued based on assumed future prices, cut-off grades and operating costs at the time of calculation, as set out in the Georgia Lake Technical Report. However, until mineral deposits are actually mined and processed, mineral reserves and mineral resources must be considered as estimates only. By their nature, mineral resources and mineral reserve estimates are imprecise and depend, to a certain extent, on analyses of drilling results and statistical inferences that may ultimately prove to be inaccurate. These estimated mineral resources and mineral reserves should not be interpreted as assurances of certain commercial viability or of the profitability of any future operations. Investors are cautioned not to place undue reliance on these estimates.

No assurance can be given that any particular level of recovery of minerals will in fact be realized or that identified mineral resources or mineral reserves will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. Future production at the Georgia Lake Project, if any, could differ significantly from resource and reserve estimates for a variety of reasons, including:

- mineralization or formations could be different from those predicted by drilling, sampling and similar examinations;
- calculation errors could be made in estimating mineral resources and mineral reserves;
- increases in operating mining costs and processing costs could adversely affect mineral resources and mineral reserves; and
- declines in the price of intermediate or final lithium products may render the mining of some or all of the mineral reserves uneconomic.

In addition, production may be impacted by a variety of factors, including but not limited to: permitting regulations and requirements; weather conditions and environmental factors; unforeseen technical difficulties; unusual or unexpected geological formations; work interruptions; and a number of other factors described elsewhere in this section.

As there is currently no production at the Georgia Lake Project, mineralization estimates for the project may require adjustments or downward revisions based upon further exploration or development work or actual future production experience. In addition, the grade of mineralized material ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. Any reduction in estimated mineral resources as a result could require material write downs in investment in the Georgia Lake Project and increased amortization, reclamation and closure charges, which could have a material and adverse effect on future cash flows for the project and the Company's earnings, results of operations and financial condition.

Risks Associated With Future Operations

Future Commercial Operations Risks: Future commercial operations at the Georgia Lake Project and/or the Guben Converter, if any, are expected to involve significant risks and hazards, many of which could result in damages to persons, property or the environment and may result in stoppages and/or potential legal liabilities. In respect of both projects, the Company expects that future operations will be subject to all of the hazards and risks normally incidental to commercial industrial activities, including: equipment breakdowns and failures; unexpected maintenance and replacement costs; human error; labour disputes; industrial accidents; and other catastrophic events, including those related to climate change and extreme weather events (see "*Risk Factors – Regulatory and Environmental Risks – Climate Change*"). Many of these risks are beyond Rock Tech's control and any of which could result in a disruption to operations, asset damage, environmental issues and delays in construction, labour and materials.

To the extent the Company develops the Georgia Lake Project to production, the Company's operations will also be subject to all of the hazards and risks associated with the production of minerals, including:

- unusual or unexpected geological formations;
- seismic activities;
- periodic disruptions due to inclement or hazardous weather conditions;
- releases or other environmental pollution and the consequential liability; and
- mechanical equipment and facility performance issues.

Although the Company has liability insurance and will augment coverage in anticipation of development and construction programs, some risks and hazards may be uninsurable or involve considerable premiums. See "*Risk Factors – General Risks – Insurance Risks*".

Future Costs and Returns Risks: Despite budget forecasting and planning activities undertaken by the Company, actual future capital costs, operating costs, production and economic returns with respect to the Company's projects may differ significantly from those anticipated and there are no assurances that any future development activities will result in profitable operations. The capital costs required to advance the Georgia Lake Project to commercial production or the Guben Converter to its expected nameplate processing capacity may be significantly higher than anticipated. To the extent that such risks impact upon either project, there may be a material adverse effect on the results of operations of such project, which may in turn have a material adverse effect the financial condition and operations of the Company.

The Company may lack sufficient operating history (see "*Risk Factors – Operational Risks – No Production Experience*") upon which it can base estimates of future operating costs. Decisions about the development of the Georgia Lake Project, the Guben Converter and other Converter(s) will ultimately be based upon feasibility and engineering studies. Such studies derive estimates of cash operating costs based upon a number of factors, including:

- anticipated tonnage, grades and metallurgical characteristics of the mineralized material to be mined and/or processed;
- anticipated recovery rates of the metals from the mineralized material;
- cash operating costs of comparable facilities and equipment; and
- anticipated climatic conditions.

Cash operating costs, production and economic returns, and other estimates contained in studies or estimates prepared by or for the Company, including the Georgia Lake Technical Report and the Converter Engineering Study, may differ significantly from those ultimately realized due to a variety of factors, including the ongoing impact of the COVID-19 pandemic, the hostilities involving Russia and Ukraine and other factors described elsewhere in this section. Adverse variances in actual operating costs, production or economic returns from those currently anticipated may have a significant adverse impact on the financial prospects of the applicable project, as well as the business and operating results of the Company.

Novel Project/Deposit Risks

Guben Converter – Novel Project Risks: Lithium processing is an emerging field and, despite careful planning and preventative actions taken by the Company, it will not be able to eliminate the various risks inherent to the development, construction and operation of novel commercial-scale lithium conversion projects such as the proposed Guben Converter. China currently accounts for the significant majority of lithium processing activity globally and, to the Company's knowledge, the processing of spodumene concentrate into lithium hydroxide has not been previously undertaken on a commercial scale in Europe. Commercial scale lithium processing operations in China are inherently different from those in other regions due to a number of economic, social, political and other differences, and therefore may not be indicative of lithium processing development, construction and operations elsewhere.

The Converter Engineering Study included a risk management report based on the risk assessment conducted by Wave in connection with the study. The risk management report identified various risks associated with the construction of the Guben Converter, as well as suggested preventative actions and risk management activities in relation to identified risks. For example, the Company plans to adopt the industry-standard flowsheet for a typical sulphate processing route for the Guben Converter, which flowsheet has been developed and demonstrated in a pilot test program. Nevertheless, the process of assembling a commercial scale process flowsheet has not been

deployed on a commercial basis and, therefore, remains subject to known and unknown risks inherent with any commercialization.

In addition, it is difficult to predict the complex interplay of different components of the proposed process plant design and operation of the Guben Converter, which may be adversely impacted by unexpected development, construction and/or operating conditions, planned and unplanned maintenance and ramp up times, each of which may delay or reduce expected future production and/or increase costs.

Accordingly, despite careful planning and risk mitigation and management activities by the Company, there can be no assurance that risks associated with novel commercial-scale projects will not materialize during the development, construction and/or operation of the Guben Converter. If any of these risks were to materialize, it may have an adverse effect on the Company's business, financial condition and results of operation.

Georgia Lake Project – Novel Deposit Risks: While the mine plan and costs for the Georgia Lake Project are based on metallurgical tests and other known industry processes and equipment, the processes contemplated by the Company for production of spodumene concentrate at the Georgia Lake Project have not yet been demonstrated at commercial scale. There is a risk that when production is increased to a commercial scale, efficiencies of recovery and throughput capacity may not be met, that the Company may be unable to demonstrate production to scale, or that scaled production may not be cost effective. If any of these risks were to materialize, it may have a material adverse effect on the development of the Georgia Lake Project, which could in turn have a material adverse impact on the Company's business, operations and prospects.

Component Risks

As with other mineral exploration companies, certain raw materials, supplies and other critical resources used in connection with the Company's operations are obtained from a sole or limited group of suppliers. Due to an increase in activity in the global mining sector, there has been an increase in global demand for such resources. In addition, the COVID-19 pandemic has, and may continue to cause disruptions in global supply chains, which may reduce or eliminate the availability of certain supplies, particularly those sourced from outside of Canada (in respect of Georgia Lake Project operations) or Germany (in respect of Converter operations). Any decrease in the supplier's inventory could cause unanticipated cost increases, an inability to obtain adequate supplies and delays in delivery times, thereby impacting the timing and extent of exploration and development activities and future operating costs.

Completing the development of the Georgia Lake Project and the Guben Converter requires access to reliable sources of electricity, power and water on acceptable terms. Prices for such materials can be affected by numerous factors beyond the Company's control, including global and regional supply and demand, weather patterns, political and economic conditions and applicable regulatory regimes. The Company can provide no assurance that it will secure the materials required to support development or future operating activities or that such materials can be obtained on reasonable terms. Without access to such items in a timely manner and on acceptable terms, the Company's development of the Georgia Lake Project or the Guben Converter, as applicable, may be hindered and there can be no assurance that: the development of such project(s) will be completed on a timely basis, if at all; any resulting operations will achieve the anticipated results; or the ongoing operating costs associated with such project(s) will be in-line with the Company's expectations.

In addition, key operating supplies such as fuel, materials, reagents, tires and spare parts are necessary to support anticipated operating activities at the Georgia Lake Project and the Guben Converter, respectively. If these supplies become unavailable or their costs increase significantly, the profitability of the Company's operations would be negatively impacted.

Further, feedstock is expected to comprise a significant portion of the operating costs of the Guben Converter. There is no guarantee that the Company will secure the required feedstock for the Guben Converter, as there is no assurance that the Company will be able to source feedstock from existing third-party commercial operations on acceptable terms, or to invest in research and development for the recycling of lithium-ion batteries and reuse of

lithium. Further, the Company makes no guarantee that it will achieve its goal of securing 50% of its required raw material feedstock from recycling by 2030. An inability to secure such feedstock on reasonable terms may have an adverse impact on the profitability and economic viability of the Guben Converter.

Seasonality

Exploration and development activities at the Georgia Lake Project are influenced by seasonal weather patterns, as may also be the case in respect of any future mining activities at the property. Inclement weather and spring thaw may make the ground unstable. Consequently, municipalities and provincial transportation departments occasionally enact road bans that restrict the movement of heavy equipment, thereby potentially reducing activity levels. Also, certain areas of the Georgia Lake Project may be difficult or impossible to access during certain seasons due to the impact of weather and precipitation on ground conditions. There can be no assurance that these seasonal factors will not adversely affect the timing and scope of the Company's exploration, development and future mining activities at the Georgia Lake Project, which could in turn have a material adverse impact on the Company's business, operations and prospects.

Foreign Operations Risks

The Company plans to build the Guben Converter in Germany and has already established engineering and finance offices in the country. Planning to operate in Germany exposes the Company to German laws, regulations, policies and other directives. Changes to any applicable laws, regulations, policies or other directives, or shifts in political or social attitudes in any of the jurisdictions in which the Company operates may adversely affect the Company's operations and prospects for development, and may affect the Company's ability to fund its ongoing expenditures at its projects. Regardless of the economic viability of the Guben Converter, and despite being beyond the Company's control, such legal, political or social changes could have a substantial negative impact on the business and financial condition of the Company.

Regulatory and Environmental Risks

Environmental Laws and Regulations

All phases of the mining business present environmental risks and are subject to environmental legislation and regulations promulgated by governmental authorities at the federal, provincial, state and municipal level. Such legislation and regulations provide for, among other things, restrictions, conditions and prohibitions on: emissions; the handling, transportation and disposal of waste and other substances; the reclamation of operational sites; the protection of species at risk; and spills, releases or emissions of various substances produced in association with mineral production and processing. In addition, such legislation and regulations require that mining and processing sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities and may require the deposit of adequate security to cover reclamation and remediation obligations. Compliance with environmental legislation and regulations can require significant expenditures and the failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by applicable authorities, the curtailment of production or other activities or a significant increase in capital and/or operating expenses. In addition, environmental assessments of proposed projects carry a heightened degree of responsibility for the project proponent and its directors, officers and employees. Companies engaged in the development of commercial projects may be exposed to the risk of increased costs and delays in development and/or operational activities as a result of the need to comply with applicable laws, regulations and permits.

Management believes that the Company is in substantial compliance with all material laws and regulations which currently apply to its activities. However, no assurance can be given that, notwithstanding precautions taken by the Company and its limited operational history, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not result in additional costs or curtailment of planned activities and investments, which could have a material and adverse effect on the Company's future results of operations and financial condition.

Furthermore, environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Changes

to current laws, regulations and permits could require increases in capital expenditures or future operating costs, or require the Company to delay the development of future projects, each of which may have a material adverse impact on the Company.

Government Approvals

The Company's activities are subject to government approvals governing: development; land resumptions; taxes; labour standards and occupational health and safety matters; the handling, transportation and disposal of waste and other substances and other matters, including issues affecting First Nations communities neighbouring the Georgia Lake Project. The costs associated with compliance with these approvals can be substantial. Although management believes that the Company's activities are carried out in accordance with all existing governmental authorizations and approvals, no assurance can be given that new rules and regulations will not be enacted that impose additional approval requirements or that existing rules and regulations related to current approval requirements will not be applied in a manner which could limit or curtail development or future operations, or cause additional expenses, capital expenditures, restrictions or delays in the development of the Company's projects. Further, the licenses and permits issued in respect of the Company's projects, including the Georgia Lake Project and the Guben Converter, may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses and permits. In the event of revocation, the value of Rock Tech's investments in such projects may decline or the Company's related activities may be postponed, abandoned, reduced or terminated.

First Nations and Duty to Consult

The Company operates and conducts exploration in areas which are subject to the traditional rights and treaties of First Nations communities. Many of these rights and treaties impose obligations on governments and private parties as they relate to the rights of First Nations communities concerning resource development. Additionally, some mandate that government consult with, and if required, accommodate First Nations members in connection with government actions which may affect members, including actions to approve or grant mining rights or exploration, development or production permits. The Company is committed to engaging with the appropriate First Nations communities in relation to the potential impact of its activities on such rights, which may result in delays or suspensions of exploration or mining activities.

Permitting Risks

Rock Tech's mineral claims, licenses and permits are subject to periodic renewal. While it is expected that renewals will be given as and when sought, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith. The Company's business objectives may also be impeded by the costs of holding and/or renewing the Company's mineral claims, licenses and permits. In addition, the duration and success of Rock Tech's efforts to obtain and renew mineral claims, licenses and permits are contingent upon many variables not within its control.

The Company's current and expected future operations, including exploration, development and production activities at the Georgia Lake Project and development, construction and processing activities in respect of the Guben Converter, require licenses and permits from various governmental authorities, each of which can be time-consuming and costly to obtain, maintain and renew. Permitting for these projects remains in progress, and the Company's the development of such projects, as currently contemplated, will require many environmental, construction and, in the case of the Georgia Lake Project, mining permits, each of which can be time-consuming and costly to obtain, maintain and renew. In connection with its development plans, the Company must obtain and maintain a number of permits that impose strict conditions, requirements and obligations on the Company, including those relating to various environmental and health and safety matters. To obtain, maintain and renew certain permits, Rock Tech is required to conduct environmental assessments pertaining to the potential impact of its operations on the environment and to take steps to avoid or mitigate those impacts. The Company cannot be certain that all licenses and permits that it may require for its operations will be obtainable on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company has obtained, could have a material adverse impact on Rock Tech.

Climate Change

There is significant evidence of the negative effects of climate change on the planet and public support for climate change action has grown in recent years, as has the impetus to pursue new technologies to mitigate the effects of climate change. Governments in Canada, Germany and around the world have responded by adopting ambitious emissions reduction targets and supporting legislation, including measures relating to carbon pricing, emissions reduction initiatives and alternative energy incentives and mandates.

Rock Tech has grouped its risks related to climate change into two main categories: (i) physical risks; and (ii) transition risks. Physical risks have been further sub-divided into: (a) acute physical risks (those that are event-driven, including increased severity of extreme weather events); and (b) chronic physical risks (those that relate to longer-term shifts in climate patterns). Transition risks have been further sub-divided into: (a) regulatory and policy risks; (b) reputational risks; and (c) technology risks.

Physical Risks – Acute Risks: Climate change has been linked to rising sea levels and increased extreme events, such as more intense hurricanes, increasing ocean acidification, extreme hot and cold weather, heavy snowfall and rainfall and increased risk of wildfires, each of which may adversely impact the Company's operations, increasing their cost and negatively impacting future production. Moreover, extreme weather conditions may lead to disruptions in Rock Tech's ability to transport future production, as well as goods and services in its supply chains. The Georgia Lake Project and the proposed site of the Guben Converter are located in close proximity to forests and/or rivers, and a wildfire or flood, may result in significant restrictions on development and construction activities, shutdowns and downtime and reductions in future production. At this time, Rock Tech is unable to determine the extent to which climate change may lead to increased hazards affecting its operations.

Physical Risks – Chronic Risks: Anthropogenic climate change is estimated to have brought about a warming of 1.0° Celsius above pre-industrial levels. As the level of activity in the mining industry is influenced by seasonal weather patterns, long-term shifts in climate patterns increase the risk of exacerbating development and/or operational delays at the Georgia Lake Project, as well as the other risks posed by seasonal weather patterns. See also "*Risk Factors – Operational Risks – Seasonality*".

In addition, long-term shifts in weather patterns, such as water scarcity, increased frequency and severity of storms and fires and prolonged heat waves may require the Company to incur greater expenditures (time and capital) to deal with the challenges posed by such changes to its development activities, future operations, supply chain, transport needs, and employee safety, which may in turn have a material adverse effect on the Company's business, operations and financial condition.

Transition Risks – Regulatory and Policy Risks: Climate change policy is evolving at regional, national and international levels and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place to prevent climate change or mitigate its effects. Existing and future laws and regulations may impose significant liabilities for a failure to comply with requirements thereunder. Concerns over climate change, fossil fuels, emissions and water and land-use could lead to the enactment of more stringent laws and regulations applicable to the Company. Any new laws and regulations (or additional requirements to existing laws and regulations) could have a material impact on the Company's business, financial condition, results of operations and prospects.

Adverse impacts to the Company's business as a result of climate change-related legislation may include, but are not limited to, increased compliance costs, permitting delays, increased operating costs and capital expenditures. Given the evolving nature of climate change policy, emission controls and resulting requirements, it is expected that current and future climate change regulations will have the effect of increasing Rock Tech's compliance costs and operating expenses.

The Company's exploration and development activities and other operations and activities emit greenhouse gasses, which requires Rock Tech to comply with applicable emissions legislation. In addition, mining and processing operations are energy intensive and result in greenhouse gas emissions either directly or through the purchase of

fossil fuel-based electricity. As a result, future operations (if any) at the Georgia Lake Project and the Guben Converter will also emit greenhouse gasses and such projects will also be required to comply with then applicable emissions legislation.

Transition Risks – Reputational Risks: Concerns regarding climate change may increase public scrutiny of industries that are thought to have more significant environmental impacts.

The price of Common Shares and/or the Company's business, financial condition or operations may be negatively impacted as a result of any negative public opinion towards the mining and mineral processing industry or as a result of any negative sentiment in respect of Rock Techs's reputation with stakeholders, special interest groups, political leadership, the media or other entities. Public opinion may be influenced by certain media and special interest groups' negative portrayal of the mining industry, as well as their opposition to certain related projects. Concerns about climate change, and environmental harm more generally, have resulted in a number of environmental activists and members of the public opposing mining exploration, development and production activities, which may influence investors' willingness to invest in the mining industry. See also "*Risk Factors – Regulatory and Environmental Matters – Opposition to Projects*".

Transition Risks – Technology Risks: The Company is committed to operating responsibly and reducing the negative effects of its current and future operations on the environment. However, the Company's ability to reduce emissions, energy and water use and adopt new innovations is constrained by technological advancement, operational realities and economics. The adoption of new technologies by the Company to address climate change could require a significant capital investment.

Title Matters

Although the Company has exercised due diligence with respect to determining title to its mineral project, there can be no assurance of title to any of the Company's property interests, or that such title will ultimately be secured. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties. The Company's property interests may also be subject to prior unregistered agreements or transfers or other land claims, and title may be affected by undetected defects and adverse laws and regulations.

The Company cannot guarantee that title to its properties will not be challenged. There may be valid challenges to the title of the Company's mineral property which, if successful, could adversely impact exploration and development activities. Such claims, regardless of validity, could impose significant costs to defend adversely impacting the financial position of the Company and causing delays to the development schedule.

Surface Rights and Access

Although the Company has acquired the right to some or all of the minerals in the ground subject to the tenures that it has acquired, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry-on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

Although the Company holds surface rights or legal access to all areas of the Georgia Lake Project, there is a risk that such rights may be deficient or subject to dispute. The procurement or enforcement of such rights can be costly and time consuming. In areas where there are local populations or landowners, it may be necessary, as a practical matter, to negotiate surface access. Despite having the legal right to access the surface and to carry on exploration and mining activities, Rock Tech may not be able to negotiate satisfactory agreements with existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on local officials or court assistance.

In addition, there is a risk that developing laws and movements respecting the acquisition of lands and other rights of First Nations communities may alter the arrangements made by prior owners of the lands where the Georgia Lake Project is located. Future laws and actions could have a material adverse effect on Rock Tech's operations at the Georgia Lake Project or on its financial position and results of operations.

Opposition to Projects

The Company may face opposition to the development of the Georgia Lake Project and/or the Guben Converter. There has been increasing public concern relating to the effects of mining on natural landscapes, communities and on the environment and opponents of other mining projects have, in some cases, been successful in bringing public and political pressure against mining projects. In the event of opposition to either the Georgia Lake Project or the Guben Converter, the Company's development of such project may be delayed or prevented, even if such development is found to be economically viable and legally permissible.

Industry Risks

Volatile Commodity Prices

The Company's ability to undertake profitable operations at the Georgia Lake Project and the Guben Converter, if and to the extent such projects are developed and enter commercial operations, will be significantly impacted by changes in the price of intermediate and final lithium-based products. The prices of these products has fluctuated significantly in recent years and such fluctuations may materially impact the ability of the Company to raise necessary funding and the economics of both upstream and downstream projects. These fluctuations are beyond the Company's control and are often the result of proposed and enacted policies designed to increase electrification and/or curtail or expedite the development of critical mineral projects. New discoveries, technological breakthroughs, global supply and demand, inflation, interest rates and foreign exchange rates, in addition to other factors, may also contribute to price volatility.

Lithium is not a traded commodity like base and precious metals and its price is significantly affected by the purity and performance. Sales agreements are negotiated on an individual and private basis with each different end-user, whose specifications will also impact the price they are willing to pay. If the products produced from the Company's projects do not meet lithium hydroxide quality and/or do not meet customer specifications, there will be a negative effect on pricing and availability of customers. The Company may not be able to effectively mitigate against pricing risks for its products. A prolonged decrease in the price which the Company is able to obtain for its products may affect the value of the Company, the price of Common Shares and the potential value of the Georgia Lake Project and the Guben Converter.

In addition, there are a limited number of producers of lithium compounds and it is possible that these existing producers will attempt to prevent new producers from entering the chain of supply. In each case, the economics of the Company's current and future projects could be materially adversely affected, including being rendered uneconomic.

Competition

The mineral exploration and production industry is intensely competitive. The Company competes and will continue to compete with entities which are better financed and have better access to capital than the Company; there is no

assurance that the Company will be able to successfully compete against such other corporations and entities for capital or for properties. Furthermore, there is competition for experienced management and directors in the junior mineral exploration and development sector. There can be no assurance that the Company will be successful in attracting and retaining qualified personnel as competition for persons with relevant experience and skill sets increases.

A high level of competition exists with respect to securing a reliable, predictable supply of lithium raw materials. This competition could lead to materially higher prices and existing and emerging raw material producers may pursue vertical integration, retaining their raw materials and producing lithium hydroxide or other final products for the market. Any resultant unavailability of raw material feedstock could adversely impact the Company's Guben Converter operations, potentially leading to higher costs, idle capacity or the curtailment of activities.

The Company may also encounter competition from other lithium producers for the supply of raw materials (see "*Risk Factors – Operational Risks – Component Risks*") and for customers (see "*Risk Factors – Industry Risks – Reliance on Off-Take Agreements*").

Increased competition for raw material, spodumene concentrate or lithium hydroxide production could adversely impact the Company's ability to attract the required capital funding, engage desired engineering, construction and procurement contractors, procure the required equipment at a desired time or cost and retain key personnel.

Reliance on Off-Take Agreements

Currently, there is no developed spot market for lithium products. Accordingly, the Company expects to enter into off-take agreements:

- with existing third-party commercial producers to acquire spodumene concentrate feedstock for the Guben Converter;
- with existing third-party processors to sell spodumene concentrate produced at the Georgia Lake Project (until the Company successfully implements its vertical integration strategy for the Georgia Lake Project by developing and constructing a North American Converter); and
- with end-users to sell lithium hydroxide processed at the Guben Converter.

However, competition in both the upstream and downstream segments of the business is high and the Company anticipates that the level of such competition will continue to increase. Furthermore, emerging and existing lithium mining companies are exhibiting a trend towards greater vertical integration, which may result in additional competition faced by: (i) the Company's Georgia Lake operations for the sale of intermediate lithium products to third-party processors; and (ii) the Company's Guben Converter operations in the acquisition of spodumene concentrate feedstock.

Price is one of just one of several factors which may be considered by potential customers. For example, lithium hydroxide produced at the Guben Converter in the future will be subject to product quality tests from prospective customers. In addition, potential customers may also consider emissions generated in the Company's entire value chain, the origin of its raw material feedstock and any reagents used. There is no assurance the Company's product will satisfy customer specifications or other considerations or that it will be able to negotiate acceptable terms and conditions for the sale of its products. Accordingly, the Company may not be successful in finding customers. Further, any default or early termination by counterparties under future off-take agreements which are material to Rock Tech's business and operations may have an adverse effect on the Company's financial condition and results from operations.

Growth of Lithium Markets

The development of lithium operations and the need for intermediate and final lithium products produced and/or processed by the Company is largely dependent on the adoption of lithium-ion batteries for electrical vehicles and

other large format batteries, which currently have limited market share and whose projected adoption rates are not assured. To the extent that such markets do not develop in the manner or according to the timelines contemplated by the Company, the long-term growth in the market for lithium projects could be adversely affected. In such case, the potential for the development and/or commercial viability of the Georgia Lake Project and the Guben Converter would be inhibited which would have a negative effect on the business and financial condition of the Company.

General Risks

COVID-19 Risks

The ongoing COVID-19 pandemic, including continued uncertainty as to its extent and duration, local and international developments and the effect of the pandemic on the broader global economy and capital markets may have a negative effect on the Company. The COVID-19 pandemic and actions that have, and may be, taken by governmental authorities in response thereto has resulted, and may continue to result in, among other things: an overall slowdown in the global economy; a decrease in global demand for commodities; increased volatility in financial and commodity markets; disruptions to global supply chains; inflationary pressures; labour shortages; significant impacts to the workforce; reductions in trade volumes; temporary operational restrictions and gatherings of individuals, as well as shelter-in-place declarations and quarantine orders; business closures and travel bans; political and economic instability; and civil unrest. While the effects of COVID-19 on the Company to date have not been significant to date, the continuing risks of the pandemic to the Company include: risks to the health and safety of Rock Tech's employees; the availability of labour for projects; continued volatility and weakness in the financial and commodity markets and supply chain disruptions, all or any of which could materially adversely impact the Company's business operations and financial results.

In addition, a resurgence of the COVID-19 virus or the occurrence of new variants or mutations thereof may occur in jurisdictions in which the Company operates, may result further restrictions or the re-imposition of one or more of the foregoing restrictions impacting the Company's operations and potential delays in the development of its projects, including the Georgia Lake Project and the Guben Converter. This further increases the risk and uncertainty as to the extent and duration of the COVID-19 pandemic and its ultimate impact of the global economy and other items noted above.

The Company will continue to actively monitor the situation with respect to the COVID-19 pandemic and may take further actions as may be required or recommended by applicable governmental authorities, or which Rock Tech determines are in the best interests of its employees, customers, and other stakeholders. The Company cannot be certain of potential effects that any such actions may have on the Company's business or operating and financial results in future fiscal periods.

Economic & Geopolitical Risks

Global financial conditions have, at various times in the past and may, in the future, experience extreme volatility. Many industries, including the mining industry, are impacted by volatile market conditions. Global financial conditions may be subject to sudden and rapid destabilizations in response to economic shocks or other events, such as the continued impacts of the COVID-19 pandemic and the hostilities involving Russia and Ukraine. A slowdown in the financial markets or other economic conditions, including adverse changes in consumer spending, employment rates, business conditions, inflation, fluctuations in fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's financial condition and prospects. Future economic shocks may be precipitated by a number of causes, including government debt levels, fluctuations in the price of oil and other commodities, the volatility of commodity prices, geopolitical instability, changes in laws or governments, war, terrorism, the volatility of currency exchanges, inflation or deflation, the devaluation and volatility of global stock markets, pandemics and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favourable to Rock Tech or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

Reliance on Key Personnel

The Company's success is highly dependent upon the performance of its key officers, directors and employees, and its ability to attract and retain key personnel. Owing to the relatively small size of the current lithium market, personnel with the skills and experience required to develop and implement the Company's business and development strategies are scarce and competition for them is high. Failure to attract and retain key individuals with necessary skills, including but not limited to key engineering, metallurgical, chemical, processing or project management personnel could cause adverse consequences and interrupt and/or delay the Company's development plans.

Project Management Risks

The Company is concurrently overseeing the advancement of two major projects, each of which requires the dedication of considerable time and resources by the Company and its management team. At the Georgia Lake Project, a major lithium mining project, the Company is actively involved in exploration and development activities. In parallel, progress continues to be made on the development of the Guben Converter, a merchant lithium hydroxide Converter, including permitting and the preparation of a FEED study. The advancement of two major resource projects concurrently brings with it the associated risk of strains arising on managerial, human and other resources. The Company's ability to successfully manage each of these processes will depend on a number of factors, including its ability to manage competing demands on time and other resources, financial or otherwise, and successfully retain personnel and recruit new personnel to support its growth and the advancement of its projects.

Health and Safety Risks

The Company's business in relation to both the Georgia Lake Project and the Guben Converter carries an inherent risk of liability related to worker health and safety, including the risk of government-imposed orders to remedy unsafe conditions, potential penalties for contravention of health and safety laws, licenses, permits and other approvals, and potential civil liability. Compliance with health and safety laws and the requirements of licenses, permits and other approvals is, and will remain, material to the Company's business. The Company may become subject to government orders, investigations, inquiries or other proceedings (including civil claims) relating to health and safety matters. The occurrence of any of these events or any changes, additions to or more rigorous enforcement of health and safety laws, licenses, permits or other approvals could have a significant impact on operations and/or result in additional material expenditures. As a consequence, no assurances can be given that additional workers' health and safety issues relating to presently known or unknown matters will not require unanticipated expenditures, or result in fines, penalties or other consequences (including changes to operations) material to its business and operations.

North American Converter

In furtherance of Rock Tech's vertical integration strategy for the Georgia Lake Project, the Company is conducting preliminary investigation and planning activities in respect of a potential lithium hydroxide Converter in North America (see "**Description of the Business – Georgia Lake Project Operations**"). Accordingly, should the Company elect to proceed with the construction and development of a North American Converter, such Converter will face and be subject to many of the same risks as the Guben Converter described elsewhere in this MD&A.

Conflicts of Interest Risks

Certain directors and officers of the Company are, or may become, engaged in other business activities which may potentially compete with or become customers or suppliers of Rock Tech. As such, there is a potential that situations may arise where the other interests of these directors and officers may conflict with the interests of the Company. To mitigate this risk, directors and officers of the Company are required to disclose the existence of potential conflicts of interest in accordance with the BCBCA and are subject to the related procedures set out therein. See "*Directors and Officers – Conflicts of Interest*".

Intangible Properties Risks

The Company has made a patent application for its lithium hydroxide manufacturing process (the "Nitrate Process") with the European Patent Office. There is no guarantee that the patent will be granted nor does a grant of a patent

guarantee that the patent concerned is valid or that the technology (patented or otherwise) does not infringe on the rights of others. The Company cannot guarantee that the patent will be approved for final acceptance and granted. Further, patent registration, although an indicator of valid intellectual property ownership, is not indefeasible as any errors in the registration process may lead to registration being challenged or revoked. The Company cannot be certain that the validity, ownership or authorized use of intellectual property relevant to its business will not be successfully challenged by third parties. In addition, there can be no guarantee that unauthorized use or copying of the Company's intellectual property can or will be prevented.

The Company makes no assurance that the Nitrate Process is novel, that it will be proven commercially, that it will result in a reduced consumption of energy, that the production of by-products will generate additional revenue streams rather than waste, or that the Nitrate Process will replace the industry-standard sulphate route in most or any operating lithium Converters worldwide.

Insurance Risks

In the course of the development of the Georgia Lake Project or the Guben Converter, as well as the future operation of such projects, the Company is and will remain subject to a significant number of development, construction and operational risks, as described elsewhere in this MD&A. It is not always possible to fully insure against such risks and, even where such insurance is available, the Company may decide to not obtain insurance against such risks. Should such liabilities arise without adequate insurance coverage, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company. Furthermore, while the Company maintains liability insurance in accordance with industry standards, the nature of these types of risks is such that liabilities could exceed policy limits and the Company could incur significant costs that could have a material adverse effect on its business, results of operations and financial condition.

Enforcement of Judgments

The Company is incorporated under the Business Corporations Act (*British Columbia*) and is headquartered in British Columbia, Canada, but certain directors and officers are not citizens or residents of Canada. In addition, the Company intends on constructing, developing and operating certain material assets, such as the Guben Converter, outside of Canada. As a result, it may be difficult or impossible for an investor to: (i) enforce in courts outside Canada judgments against the Company and its directors and officers obtained in Canadian courts and predicated upon the civil liability provisions of Canadian securities laws; or (ii) bring in courts outside Canada an original action against the Company and directors and officers to enforce liabilities based upon such securities laws.

Cyber-Security Risks

Threats to information technology systems associated with cyber-security risks and cyber incidents or attacks continue to grow. It is possible that the business, financial and other systems of the Company or other companies with which it does business could be compromised, which might not be noticed for some period of time. Risks associated with these threats include, among other things, loss of intellectual property, disruption of business operations and safety procedures, loss or damage to worksite data delivery systems, and increased costs to prevent, respond to or mitigate cyber-security events.

Internal Controls

The Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Share Capitalization

Total Outstanding as of:	December 31, 2021	Date of this report	Exercise price range:
Shares outstanding	72,483,898	73,204,774	
Stock options	4,410,000	5,532,000	\$0.53 - \$6.08
Warrants	21,554,068	21,696,050	\$0.70 - \$6.77

At December 31, 2021, the Company had 72,483,898 common shares issued and outstanding.

On January 8, 2021, the Company issued 2,580,645 units at \$1.55 per unit related to a private placement. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at a price of \$1.80 until January 8, 2023. The Company recorded \$5,498 as share issuance cost.

On January 20, 2021, the Company issued 2,500,000 units at \$1.60 per unit related to a private placement. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at a price of \$2.00 until January 21, 2023. The Company recorded \$29,028 as share issuance cost.

On December 30, 2021, the Company issued 9,430,476 units at US\$4.20 (\$5.38) per unit related to a private placement for total proceeds of \$50,814,144. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at a price of \$6.77 until June 30, 2024. The Company recorded \$2,048,280 as share issuance cost.

During the year ended December 31, 2021, the Company issued 2,585,000 common shares related to the exercise of stock options and received proceeds of \$1,413,450.

During the year ended December 31, 2021, the Company issued 6,588,814 common shares related to the exercise of share purchase warrants and received proceeds of \$6,221,093.

Subsequent to year-end, on January 5, 2022, the Company issued 331,429 shares at US\$4.20 (\$5.34) per unit related to the closing of the second tranche of a private placement. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at a price of \$6.77 until July 5, 2024.

Subsequent to year-end, the Company issued 200,000 common shares for total proceeds of \$114,750 upon the exercise of 200,000 stock options, and 189,447 common shares for total proceeds of \$171,786 upon the exercise of 189,447 warrants.

On February 5, 2020, the Company issued 3,604,622 units at \$0.45 per unit related to a private placement. Each unit consisted of one common share and one-half of one share purchase warrant with each whole warrant exercisable into one common share at a price of \$0.70 until February 5, 2023. The Company recorded \$11,786 as share issuance cost.

On December 18, 2020, the Company issued 9,994,447 units at \$0.85 per unit related to a private placement. Each Unit consisted of one common share and one share purchase warrant exercisable into one common share at a price of \$1.00 until December 17, 2022. The Company recorded \$35,421 as share issuance cost.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the year ended December 31, 2021, was based on the loss attributable to common shareholders and the weighted average number of common shares outstanding. Diluted loss per share did not include the effect of stock options and warrants as the effect would be anti-dilutive.

Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares. In connection with the foregoing, the number of Common Shares reserved for issuance to any one person in any 12-month period under this Plan and any Other Share Compensation Arrangement shall not exceed 5% of the outstanding Common Shares at the time of the grant, unless the Company has obtained Disinterested Shareholder Approval to exceed such limit.

On January 14, 2020, the Company granted 500,000 stock options to a director and officer of the Company. The options have an exercise price of \$0.53. The grant date fair value of the options recognized as share-based compensation was \$232,714, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.69%; volatility of 174%; dividend rate 0%; forfeiture rate 0%; and expected life of 5.97 years.

On January 14, 2020, the Company granted 10,000 stock options to a consultant of the Company. The options have an exercise price of \$0.53. The grant date fair value of the options recognized as share-based compensation for the period was \$2,576, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.69%; volatility of 73%; dividend rate 0%; forfeiture rate 0%; and expected life of 3 years.

On January 14, 2020, 45,000 stock options originally granted on July 18, 2017 with an exercise price of \$0.93 were amended to an exercise price of \$0.53. The expiry date of these stock options was also amended to December 31, 2025. An additional \$17,952 of share-based compensation was recorded based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.69%; volatility of 120%; dividend rate 0%; forfeiture rate 0%; and expected life of 5.97 years.

On January 14, 2020, 1,250,000 stock options originally granted on December 20, 2017 with an exercise price of \$1.50 were amended to an exercise price of \$0.53. The expiry date of these stock options was also amended to December 31, 2025. An additional \$473,044 of share-based compensation was recorded based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.69%; volatility of 120%; dividend rate 0%; forfeiture rate 0%; and expected life of 5.97 years.

On January 14, 2020, 1,480,000 stock options originally granted on August 6, 2018 with an exercise price of \$0.88 were amended to an exercise price of \$0.53. The expiry date of these stock options was also amended to December 31, 2025. An additional \$419,836 of share-based compensation was recorded based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.69%; volatility of 120%; dividend rate 0%; forfeiture rate 0%; and expected life of 5.97 years.

On January 14, 2020, 225,000 stock options originally granted on June 7, 2019 with an exercise price of \$0.62 were amended to an exercise price of \$0.53. The expiry date of these stock options was also amended to December 31, 2025. An additional \$53,757 of share-based compensation was recorded based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate of 1.69%; volatility of 120%; dividend rate 0%; forfeiture rate 0%; and expected life of 5.97 years.

On July 24, 2020, the Company granted 20,000 stock options to a consultant of the Company. The options have an exercise price of \$0.60. The grant date fair value of the options recognized as share-based compensation for the period was \$5,962, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.24%; volatility of 87%; dividend rate 0%; forfeiture rate 0%; and expected life of 2 years.

On July 24, 2020, the Company granted 250,000 stock options to a consultant of the Company. The options have an exercise price of \$0.60. The grant date fair value of the options recognized as share-based compensation for the

period was \$127,499, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.24%; volatility of 128%; dividend rate 0%; forfeiture rate 0%; and expected life of 5 years.

On February 16, 2021, the Company granted 1,480,000 stock options to directors, officers, employees and consultants of the Company. The options have an exercise price of \$4.21. The grant date fair value of the options recognized as share-based compensation for the year was \$3,318,600, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.20%; volatility of 118%; dividend rate 0%; forfeiture rate 0%; and expected life of 1.5 years.

On May 3, 2021, the Company granted 375,000 stock options to consultants of the Company. The options have an exercise price of \$4.42. The grant date fair value of the options recognized as share-based compensation for the year was \$956,627, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.29%; volatility of 113%; dividend rate 0%; forfeiture rate 0%; and expected life of 2 years.

On May 3, 2021, the Company granted 65,000 stock options to employees of the Company. The options have an exercise price of \$4.42 and fully vest on May 3, 2022, with an expiry date of May 3, 2024. The fair value of the options granted was \$178,769, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.29%; volatility of 101%; dividend rate 0%; forfeiture rate 0%; and expected life of 3 years. The share-based compensation expense recognized in the year for the vesting of these options was \$118,527.

On May 3, 2021, the Company granted 65,000 stock options to employees of the Company. The options have an exercise price of \$4.42 and fully vest on May 3, 2023, with an expiry date of May 3, 2025. The fair value of the options granted was \$190,177, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.29%; volatility of 95.4%; dividend rate 0%; forfeiture rate 0%; and expected life of 4 years. The share-based compensation expense recognized in the year for the vesting of these options was \$63,045.

On May 25, 2021, the Company granted 130,000 stock options to consultants of the Company. The options have an exercise price of \$4.06 with an expiry date of May 25, 2023, and vest as follows: 50% on August 25, 2021, and 50% on November 25, 2021. The fair value of the options granted was \$303,951, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.30%; volatility of 113%; dividend rate 0%; forfeiture rate 0%; and expected life of 2 years. The share-based compensation expense recognized in the year for the vesting of these options was \$303,951.

On May 25, 2021, the Company granted 600,000 stock options to a consultant of the Company. The options have an exercise price of \$4.06 with an expiry date of May 25, 2023, and vest as follows: 25% on August 25, 2021, 25% on November 25, 2021, 25% on February 25, 2022, and 25% on May 25, 2021. The fair value of the options granted was \$1,402,851, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.30%; volatility of 113%; dividend rate 0%; forfeiture rate 0%; and expected life of 2 years. The share-based compensation expense recognized in the year for the vesting of these options was \$1,192,368.

On July 6, 2021, the Company granted 12,500 stock options to an employee of the Company. The options have an exercise price of \$5.21 and fully vest on July 6, 2022, with an expiry date of July 6, 2024. The fair value of the options granted was \$40,568, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.46%; volatility of 101%; dividend rate 0%; forfeiture rate 0%; and expected life of 3 years. The share-based compensation expense recognized in the year for the vesting of these options was \$19,784.

On July 6, 2021, the Company granted 12,500 stock options to an employee of the Company. The options have an exercise price of \$5.21 and fully vest on July 6, 2023, with an expiry date of July 6, 2025. The fair value of the options granted was \$43,384, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.46%; volatility of 96%; dividend rate 0%; forfeiture rate 0%; and expected life of 4 years. The share-based compensation expense recognized in the year for the vesting of these options was \$10,578.

On September 1, 2021, the Company granted 475,000 stock options to employees and directors of the Company. The options have an exercise price of \$5.05. The grant date fair value of the options recognized as share-based compensation for the year was \$1,345,198, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 0.37%; volatility of 109%; dividend rate 0%; forfeiture rate 0%; and expected life of 2 years.

Subsequent to year-end, on January 12, 2022, the Company granted 1,196,000 stock options to employees and directors of the Company. The options have an exercise price of \$6.08. On February 14, 2022, the Company granted 100,000 stock options to employees of the Company. The options have an exercise price of \$5.03.

Subsequent to year-end, on February 14, 2022, the Company granted 100,000 stock options to employees of the Company. The options have an exercise price of \$5.03 and fully vest on February 14, 2026, with an expiry date on February 14, 2028.

Subsequent to year-end, on March 7, 2022, the Company granted 25,000 stock options to an employee of the Company. The options have an exercise price of \$4.19 and fully vest on March 7, 2024, with an expiry date of March 7, 2028.

Subsequent to year-end, on April 8, 2022, the Company granted 1,000 stock options to an employee of the Company. The options have an exercise price of \$5.57 and fully vest on April, 2024, with an expiry date of April 8, 2028.

Subsequent to year-end, 600,000 stock options that were previously granted to a consultant of the Company on May 25, 2021, had the terms amended to vest as follows: 50% on November 25, 2021, and 50% on May 25, 2022.

The changes in options during the years ended December 31, 2021 and 2020 are as follows:

	December 31, 2021		December 31, 2020	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning	3,780,000	\$0.52	3,510,000	\$0.97
Options granted	3,215,000	\$4.34	780,000	\$0.49
Options exercised	(2,585,000)	\$0.55	-	-
Options cancelled	-	-	(500,000)	\$0.05
Options expired	-	-	(10,000)	\$1.66
Options outstanding, ending	4,410,000	\$3.29	3,780,000	\$0.52

The weighted average share price at the date of exercise for options exercised during the year ended December 31, 2021 was \$5.11.

Details of options outstanding and exercisable at December 31, 2021, are as follows:

Number outstanding	Number exercisable	Price	Remaining Life	Weighted average grant date fair value
970,000	970,000	\$0.53	4.00 years	\$0.46
250,000	250,000	\$0.60	3.56 years	\$0.28
1,455,000	1,455,000	\$4.21	1.13 years	\$2.24
375,000	375,000	\$4.42	1.34 years	\$2.55
65,000	-	\$4.42	2.34 years	\$2.75
65,000	-	\$4.42	3.34 years	\$2.93
730,000	430,000	\$4.06	1.40 years	\$2.34
12,500	-	\$5.21	2.52 years	\$3.25
12,500	-	\$5.21	3.52 years	\$3.47
475,000	475,000	\$5.05	1.67 years	\$2.83
4,410,000	3,955,000	\$3.29	2.04 years	\$1.87

Warrants

The changes in warrants during the years ended December 31, 2021 and 2020 are as follows:

	December 31, 2021		December 31, 2020	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning	13,631,761	\$ 0.95	1,835,003	\$ 0.93
Warrants issued	14,511,121	\$ 5.06	11,796,758	\$ 0.95
Warrants exercised	(6,588,814)	\$ 0.94	-	-
Warrants outstanding, ending	21,554,068	\$ 3.72	13,631,761	\$ 0.95

Details of warrants outstanding and exercisable as at December 31, 2021 are as follows:

Number outstanding	Price	Remaining Life
150,057	\$0.85	0.27 years
927,500	\$0.70	1.10 years
5,946,000	\$1.00	0.96 years
19,390	\$1.25	0.27 years
2,580,645	\$1.80	1.02 years
2,500,000	\$2.00	1.06 years
9,430,476	\$6.77	2.50 years
21,554,068	\$3.72	1.65 years

Technical Information and Qualified Person

Detailed scientific and technical information in respect of the Georgia Lake Project can be found in the Georgia Lake Technical Report. The Georgia Lake Technical Report is available on the Company's SEDAR profile at www.sedar.com. The Georgia Lake Technical Report was prepared by the following individuals, each of whom is a "qualified person" for the purposes of NI 43-101: Ryan James Hanrahan, B.Eng (Hons) Mech, GAICD, MIEAust, CPEng, NPER, IntPE (Hon), of Wave; Chris Larder, FAusIMM, of Wave; Karl Stephan Peters, EurGeol 787, of DMT; Florian Lowicki, MSACNASP, of DMT; Eugene Puritch, P.Eng., FEC, CET, of P&E Mining Consultants Inc.; D. Grant Feasby, P.Eng., of P&E Mining Consultants Inc.; and Ken Kuchling, P.Eng., of P&E Mining Consultants Inc.

Robert MacDonald, P.Eng., the Company's General Manager of the Georgia Lake Project, has reviewed and approved the scientific and technical information in this MD&A with respect to the Georgia Lake Project. Mr. MacDonald is a "qualified person" for the purposes of NI 43 101.

See the Georgia Lake Technical Report for further information about the Georgia Lake Project, including a description of key assumptions, parameters and methods relating to resources estimates in respect of the mineral property.

Non-GAAP Measures

The Company has disclosed the following non-GAAP financial measures, non-GAAP ratios and other supplementary financial measures: EBITDA. Such financial measures and ratios do not have any standardized meaning under IFRS and may not be comparable to similar financial measures disclosed by other issuers. The financial measures and ratios should not, therefore, be considered in isolation or as a substitute for, or superior to, measures and ratios of Rock Tech's financial performance or prospects specified, defined or determined in accordance with IFRS, including net income (loss) and comprehensive income (loss).

Management and Board of Directors

The current directors and officers are:

Dirk Harbecke – Director and Chairman
Stefan Krause – Director, Vice Chairman and Chief Financial Officer
Dr. Peter Kausch – Director
Klaus Schmitz – Director
Wolfgang Voigt – Director
Esther Bahne – Director
Markus Bruegmann – Chief Executive Officer
Don Stevens – Chief Technology Officer
Robert MacDonald – General Manager, Georgia Lake Lithium Project
Monique Hutchins – Corporate Secretary

Cautionary Note on Forward-looking statements

Certain statements and information in this MD&A constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation (collectively, "forward-looking statements"), which are based on Rock Tech's current expectations, estimates and assumptions in light of its experience and perception of historical trends. All statements other than statements of historical fact may constitute forward-looking statements. Often, forward-looking statements are identified by words such as "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect", "project", "potential", "ongoing", "could", "would", "target" or the negative of these terms or similar expressions, although not all forward-looking statements contain these terms or similar expressions.

Forward-looking statements used in this MD&A are based on various assumptions, estimates, expectations and opinions of the Company and, in certain cases, third party experts, that are believed by management of Rock Tech to be reasonable at the time. Such factors and assumptions include, among other things: the supply and demand for, deliveries of, and the level and volatility of prices of, feedstock and intermediate and final lithium products; expected growth, performance and business operations; the availability of financing on acceptable terms; future commodity prices, interest rates, tax rates and exchange rates; prospects and growth opportunities available to the Company; general business and economic conditions; the costs and results of exploration, development and operating activities; Rock Tech's ability to procure supplies and other equipment necessary for its business; the accuracy and reliability of technical data, forecasts, estimates and studies. While Rock Tech considers these factors and assumptions to be reasonable based on information available as at the date hereof, the Company cannot give any assurance that such factors or assumptions will prove to be correct.

In addition, forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are beyond Rock Tech's control, that may cause actual events, results, performance and/or achievements to be materially different from that which is expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to: the Company's ability to access funding required to invest in available opportunities and projects (including the Georgia Lake Project and the proposed Guben Converter) and on satisfactory terms; the current and potential adverse impacts of the COVID-19 pandemic and the hostilities involving Russia and Ukraine; risks inherent in the exploration and development of mineral projects and establishing new commercial operations, including unanticipated events and other difficulties related to construction, development and operation of the Georgia Lake Project and/or the Guben Converter; hazards associated with mineral production and commercial operations; the risk that Rock Tech will not be able to meet its financial obligations as they fall due; adverse general economic and market conditions, including adverse changes, volatility or prolonged weaknesses, as applicable, in interest rates, exchange rates, commodity prices, supply/ demand trends and overall economic activity and growth levels; the Company's Mineral Resources and Mineral Reserve estimates may prove inaccurate or the Company may encounter unusual or unexpected geological formations; an inability to retain and attract skilled staff and to enter into off-take agreements to secure feedstock from third party suppliers and to sell intermediate and final lithium products; actions by governmental authorities, including adverse changes in tax laws and treatment, regulatory processes or increased environmental regulation; the cost of compliance with current and future environmental and other laws and regulations; title defects, competition from existing and new competitors, adverse changes in market prices of Rock Tech's securities, Rock Tech's history of losses and lack of experience; impacts of climate change; and other risks and uncertainties described under the heading "*Risk Factors*" in this MD&A.

Readers are cautioned that such factors, assumptions, risks and uncertainties are not exhaustive. Forward-looking statements should not be read as a guarantee of future performance or results. The forward-looking statements contained in this MD&A are included for the purpose of providing investors with information to assist them in understanding management's current views of the Company's financial and operational prospects and may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement that are included in this MD&A, except in accordance with applicable securities laws.