

RockTech Lithium

Rock Tech Lithium Inc.
Condensed Interim Consolidated Financial Statements
September 30, 2022

Expressed in Canadian Dollars (CAD)
(Unaudited)

Consolidated Statements of Financial Position
Consolidated Statements of Comprehensive Loss
Consolidated Statements of Shareholders' Equity
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Notes to the Condensed Interim Consolidated Financial Statements

Rock Tech Lithium Inc.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	<i>Note</i>	September 30, 2022	December 31, 2021
ASSETS			
Current assets			
Cash and cash equivalents	10, 12	\$ 41,314,735	\$ 55,761,461
Receivables		2,057,929	826,372
Prepaid expenses and deposits		1,025,029	309,682
		44,397,693	56,897,515
Non-current assets			
Land and equipment	3	1,810,510	1,884,147
Right of use assets	8	988,060	260,991
Exploration and evaluation assets	4	20,445,895	12,976,889
TOTAL ASSETS		\$ 67,642,158	\$ 72,019,542
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	5, 7	\$ 8,953,327	\$ 9,108,697
Current portion of lease liabilities	8	313,246	175,413
		9,266,573	9,284,110
Non-current liabilities			
Lease liabilities	8	736,482	87,707
Deferred tax liability	11	428,667	428,667
TOTAL LIABILITIES		10,431,722	9,800,484
SHAREHOLDERS' EQUITY			
Share capital	6	146,999,209	107,646,762
Reserves	6	19,638,891	14,220,963
Accumulated other comprehensive income (loss)		(847,587)	41,196
Deficit		(108,580,077)	(59,689,863)
TOTAL SHAREHOLDERS' EQUITY		57,210,436	62,219,058
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 67,642,158	\$ 72,019,542

NATURE AND CONTINUANCE OF OPERATIONS (Note 1)

SUBSEQUENT EVENTS (Note 14)

Approved on behalf of the Board on November 25, 2022:

"Dirk Harbecke"

Dirk Harbecke – Director

"Jutta A. Doenges"

Jutta A. Doenges – Director

Rock Tech Lithium Inc.
Condensed Interim Consolidated Statements of Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited)

		Nine months ended September 30,		Three months ended September 30,	
	Note	2022	2021	2022	2021
Expenses					
Amortization	3, 8	\$ 178,242	\$ 5,448	\$ 79,656	\$ 3,382
Consulting fees	7	3,010,717	1,988,293	868,622	1,305,671
Downstream development	7, 9	30,174,034	6,046,951	18,078,373	3,136,217
General administration		1,071,043	474,253	562,647	389,081
Finance charges		11,817	-	7,524	-
Foreign exchange loss (gain)	10	(1,707,320)	-	(8,078)	-
Management fees	7	498,614	383,245	163,370	179,308
Professional fees		2,748,669	56,058	858,234	13,737
Salaries and wages	7	5,978,260	866,193	2,222,421	498,255
Stock-based payments	6, 7	5,602,899	6,005,337	1,201,718	1,597,389
Transfer agent and filing fees		218,832	144,953	93,526	15,716
Travel and promotion		1,104,407	796,951	427,695	375,907
Net loss for the period		\$ (48,890,214)	\$ (16,767,682)	\$ (24,555,708)	\$ (7,514,663)
Other comprehensive loss:					
Item that may be reclassified to profit or loss					
Foreign currency translation		(888,783)	(13,635)	601,129	(12,322)
Comprehensive loss for the period		\$ (49,778,997)	\$ (16,781,317)	(23,954,579)	(7,526,985)
Loss per share - basic and diluted		\$ (0.66)	\$ (0.30)	\$ (0.31)	\$ (0.14)
Weighted average number of shares outstanding - basic and diluted		74,256,114	55,135,429	78,540,644	55,135,429

Rock Tech Lithium Inc.
Condensed Interim Consolidated Statement of Shareholders' Equity
(Expressed in Canadian dollars)
(Unaudited)

	Note	Common Shares		Reserves			Accumulated other comprehensive income (loss)	Deficit	Total Shareholders' Equity
		Number	Amount	Conversion feature reserve	Stock option reserve	Warrant reserve			
Balance, December 31, 2020		48,798,963	\$ 42,045,446	\$ 75,994	\$ 7,303,460	\$ 748,266	\$ -	\$ (37,527,583)	\$ 12,645,583
Shares issued for private placements	6	5,080,645	7,965,473	-	-	-	-	-	7,965,473
Stock-based compensation	6	-	-	-	6,005,337	-	-	-	6,005,337
Shares issued on exercise of warrants	6	3,486,003	3,364,240	-	-	-	-	-	3,364,240
Shares issued on exercise of stock options	6	2,440,000	1,244,600	-	-	-	-	-	1,244,600
Share premium		-	3,095,554	-	(3,095,554)	-	-	-	-
Loss and comprehensive loss for the period		-	-	-	-	-	(13,635)	(16,767,682)	(16,781,317)
Balance, September 30, 2021		59,805,611	\$ 57,715,313	\$ 75,994	\$ 10,213,243	\$ 748,266	\$ (13,635)	\$ (54,295,265)	\$ 14,443,916
Balance, December 31, 2021		72,483,898	\$ 107,646,762	\$ 75,994	\$ 13,396,703	\$ 748,266	\$ 41,196	\$ (59,689,863)	\$ 62,219,058
Shares issued for private placements	6	3,013,572	11,167,327	-	-	-	-	-	11,167,327
Shares issued for public offering	6	8,767,600	30,686,600	-	-	-	-	-	30,686,600
Share issuance costs	6	-	(3,074,487)	-	-	-	-	-	(3,074,487)
Stock-based compensation	6	-	-	-	3,541,725	2,061,174	-	-	5,602,899
Shares issued on exercise of warrants	6	189,447	171,786	-	-	-	-	-	171,786
Shares issued on exercise of stock options	6	375,000	401,221	-	(184,971)	-	-	-	216,250
Loss and comprehensive loss for the period		-	-	-	-	-	(888,783)	(48,890,214)	(49,778,997)
Balance, September 30, 2022		84,829,517	\$ 146,999,209	\$ 75,994	\$ 16,753,457	\$ 2,809,440	\$ (847,587)	\$ (108,580,077)	\$ 57,210,436

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

Rock Tech Lithium Inc.
Condensed Interim Consolidated Statement of Cash Flows
(Expressed as Canadian Dollars)
(Unaudited)

	Nine months ended September 30,	
	2022	2021
Operating Activities		
Net loss for the period	\$ (48,890,214)	\$ (16,767,682)
Items Not Affecting Cash:		
Amortization	178,242	5,448
Non-cash interest	11,817	-
Stock-based payments	5,602,899	6,005,337
Changes in Non-Cash Operating Working Capital:		
Receivables	(1,231,557)	(277,742)
Prepaid expenses and deposits	(715,347)	(284,759)
Accounts payable and accrued liabilities	2,413,963	2,677,715
Due to related parties	-	(6,000)
Net Cash used in Operating Activities	(42,630,197)	(8,647,683)
Investing Activities		
Expenditures on exploration and evaluation assets	(8,215,348)	(1,275,123)
Purchase of land and equipment	(1,914,111)	(36,774)
Net Cash used in Investing Activities	(10,129,459)	(1,311,897)
Financing Activities		
Lease payments made	(103,994)	-
Proceeds from warrant exercises	171,786	3,364,240
Proceeds from option exercises	216,250	1,244,600
Proceeds from private placement	11,167,327	7,965,474
Proceeds from public offering	30,686,600	-
Proceeds from (repayments of) loan	-	(30,000)
Share issuance costs	(3,074,487)	-
Net Cash provided by Financing Activities	39,063,482	12,544,314
Effect of foreign exchange on cash	(750,552)	(13,635)
Increase (decrease) in cash and cash equivalents	(14,446,726)	2,571,098
Cash and cash equivalents, beginning of year	55,761,461	8,987,743
Cash and cash equivalents, end of period	\$ 41,314,735	\$ 11,558,841
Supplemental cash flow information:		
Exploration and evaluation assets in accounts payable and accrued liabilities	\$ 544,809	\$ 405,519

See details of cash and cash equivalents in Note 12.

1. Nature and continuance of operations

Rock Tech Lithium Inc. (the “Company”) was incorporated in British Columbia (“BC”) and is a Tier I listed issuer on the TSX Venture Exchange (“TSX-V”) and trades under the symbol “RCK”. The Company is engaged in lithium development activities and holds a 100% interest in the Georgia Lake lithium project via its 100% subsidiary James Bay Midarctic Development Inc. in the Thunder Bay Mining District of Ontario. The Company is also planning to build European and North American lithium hydroxide conversion capacity. The head office, principal address and records office of the Company are located at 777 Hornby Street, Suite 600, Vancouver, BC, Canada, V6Z 1S4.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries (the “Group”) will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The recoverability of carrying amounts for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral properties, the ability of the Company to obtain necessary financing to complete exploration and development, achievement of future profitable production or proceeds from the disposition thereof. The Company has not yet determined whether these properties contain ore reserves that are economically recoverable.

The Company’s continuation as a going-concern is dependent upon the successful results of its mineral property exploration activities and its ability to raise equity capital sufficient to meet current and future obligations. As at September 30, 2022, the Company had cash and cash equivalents of \$41,314,735 which alleviates significant doubt about the Company’s ability to continue as a going concern.

2. Significant accounting policies and basis of preparation

These financial statements were authorized for issue on November 25, 2022, by the directors of the Company.

Statement of compliance with International Financial Reporting Standards

The consolidated financial statements have been prepared in accordance with accounting policies as prescribed under International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of preparation

The consolidated financial statements of the Group have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars (CAD) unless otherwise noted.

These unaudited interim condensed consolidated financial statements have been prepared based on the principles of International Financial Reporting Standards (IFRS) and International Accounting Standard 34, “Interim Financial Reporting” and follows the same accounting policies and methods of application as the Company’s most recent annual financial statements. The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s annual consolidated financial statements and accompanying notes for the year ended December 31, 2021.

2. Significant accounting policies and basis of preparation (continued)

Consolidation

The consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

	Province/Country of incorporation	Percentage owned	
		Sept. 30, 2022	Dec. 31, 2021
James Bay Midarctic Developments Inc.	Ontario	100%	100%
1152011 B.C. Ltd.	BC	-	100%
Rock Tech Consulting GmbH	Germany	100%	100%
Rock Tech Guben GmbH	Germany	100%	100%
Rock Tech Europe Holding S.A. R.L.	Germany	100%	100%

Inter-company balances and transactions, including income and expenses arising from inter-company transactions, are eliminated on consolidation.

Significant estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the useful lives of land and equipment, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and stock-based compensation and other equity-based payments, the recognition and valuation of provisions for restoration and environmental liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and assumptions.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include: the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty and, the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses.

Rock Tech Lithium Inc.
Notes to the Condensed Interim Consolidated Financial Statements
(Expressed in Canadian dollars)
(Unaudited)
For the three and nine months ended September 30, 2022 and 2021

3. Land and equipment

	Equipment		Land		Total
Cost:					
December 31, 2020	\$	45,069	\$	-	\$ 45,069
Additions for the year		66,201		1,822,991	1,889,192
December 31, 2021	\$	111,270	\$	1,822,991	\$ 1,934,261
Foreign exchange		(7,268)		(127,689)	(134,957)
Additions for the period		89,007		2,113	91,120
At September 30, 2022	\$	193,009	\$	1,697,415	\$ 1,890,424
Accumulated amortization:					
At December 31, 2020	\$	(39,460)	\$	-	\$ (39,460)
Charge for the year		(10,654)		-	(10,654)
At December 31, 2021	\$	(50,114)	\$	-	\$ (50,114)
Foreign exchange		(3,274)		-	(3,274)
Charge for the period		(26,526)		-	(26,526)
At September 30, 2022	\$	(79,914)	\$	-	\$ (79,914)
Net book value:					
At December 31, 2021	\$	61,156	\$	1,822,991	\$ 1,884,147
At September 30, 2022	\$	113,095	\$	1,697,415	\$ 1,810,510

4. Exploration and evaluation assets

Georgia Lake, Ontario	For the period ended:		For the year ended:	
	September 30, 2022		December 31, 2021	
Property acquisition costs				
Balance, beginning of year	\$	1,420,375	\$	1,420,375
Acquisitions		-		-
Balance, end of period		1,420,375		1,420,375
Exploration and evaluation expenditures				
Balance, beginning of year		11,556,514		2,836,543
Costs incurred during period:				
Administration		191,373		84,841
Assaying		532,534		163,861
Camp and field costs		693,214		237,200
Drilling		2,603,088		1,442,593
Engineering consulting		1,300,436		732,359
Environmental baseline and permitting		1,014,164		591,902
Field exploration		89,586		123,690
Geological consulting		684,356		352,383
Labour		246,856		339,175
Permitting and land holding costs		3,380		3,822
Technical reports		-		87,369
Transportation		110,019		31,889
Total exploration and evaluation expenditures		7,469,006		4,191,084
Reversal of mineral property impairment		-		4,528,887
Balance, end of period	\$	19,025,520	\$	11,556,514
Total Exploration and Evaluations Assets	\$	20,445,895	\$	12,976,889

Georgia Lake, Ontario

The Company holds a 100% interest in the Georgia Lake lithium project via its 100% subsidiary James Bay Midarctic Development Inc. The total Georgia Lake land package consists of 277 claim units and 41 mining leases. The Georgia Lake Project is subject to a 1.5% NSR Royalty.

The Company did not recognize any impairment on the property during the current period.

In financial reporting periods prior to the year ended December 31, 2021, 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.

5. Accounts payable and accrued liabilities

	September 30, 2022	December 31, 2021
Trade payables	\$ 6,467,951	\$ 8,901,734
Accrued liabilities	2,485,376	206,963
	\$ 8,953,327	\$ 9,108,697

6. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At September 30, 2022, the Company had 84,829,517 common shares issued and outstanding.

On January 5, 2022, the Company issued 331,429 units at US\$4.20 (\$5.37) per unit related to a private placement for total proceeds of \$1,779,826. 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. The Company recorded \$59,642 as share issuance costs.

On August 19, 2022, the Company closed an offering (the "Offering") consisting of both an underwritten offering and non-brokered private placement. In connection with the closing of the Offering, the Company issued an aggregate of 11,449,743 units at a price of \$3.50 per unit for aggregate gross proceeds of \$40,074,100. Each unit is comprised of one common share and one-half of one Common Share purchase warrant. Each warrant entitles the holder thereof to acquire one Common Share for a period of 36 months from August 19, 2022, at an exercise price of \$4.50. The Company recorded \$3,014,845 as share issuance costs.

During the period ended September 30, 2022, the Company issued 375,000 common shares related to the exercise of stock options and received proceeds of \$216,250.

During the period ended September 30, 2022, the Company issued 189,447 common shares related to the exercise of share purchase warrants and received proceeds of \$171,786.

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 costs.

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 costs.

6. Share capital (continued)

Issued share capital (continued)

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 costs.

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.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the three- & nine-month periods ended September 30, 2022 and 2021 were 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. During the nine-month period ended September 30, 2022, the Company had a loss per share of \$0.66 (September 30, 2021 - \$0.30).

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 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 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 employees, directors and consultants of the Company. The options have an exercise price of \$4.42. The grant date fair value of the options 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 grant date fair value of the options 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 period for the vesting of these options was \$60,243.

6. Share capital (continued)

Stock options (continued)

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 grant date fair value of the options 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 period for the vesting of these options was \$71,121.

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 grant date fair value of the options 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.

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, 2022. The grant date fair value of the options 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. In May 2022, these options had the terms amended to vest as follows: 50% on November 25, 2021, and 50% on May 25, 2022. The share-based compensation expense recognized in the period for the vesting of these options was \$210,483.

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 grant date fair value of the options 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 period for the vesting of these options was \$20,784.

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 grant date fair value of the options 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 period for the vesting of these options was \$16,224.

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 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.

On January 12, 2022, the Company granted 1,196,000 stock options to directors, employees and consultants of the Company. The options have an exercise price of \$6.08 and fully vest between January 12, 2024 and January 12, 2026, with expiry dates between January 12, 2026 and January 12, 2028. The grant date fair value of the options was \$5,182,690, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.09%; volatility between 97% and 105%; dividend rate 0%; forfeiture rate 0%; and expected life between 4 and 6 years. The share-based compensation expense recognized in the period for the vesting of these options was \$2,797,501.

6. Share capital (continued)

Stock options (continued)

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. The grant date fair value of the options was \$402,969, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.43%; volatility of 103%; dividend rate 0%; forfeiture rate 0%; and expected life of 6 years. The share-based compensation expense recognized in the period for the vesting of these options was \$148,388.

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, 2026, with an expiry date of March 7, 2028. The grant date fair value of the options was \$83,453, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 1.36%; volatility of 102%; dividend rate 0%; forfeiture rate 0%; and expected life of 6 years. The share-based compensation expense recognized in the period for the vesting of these options was \$27,842.

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 8, 2026, with an expiry date of April 8, 2028. The grant date fair value of these options was \$4,310, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 2.34%; volatility of 95%; dividend rate 0%; forfeiture rate 0%; and expected life of 6 years. The share-based compensation expense recognized in the period for the vesting of these options was \$1,216.

On April 25, 2022, the Company granted 100,000 stock options to an employee of the Company. The options have an exercise price of \$4.91 and fully vest on April 25, 2026, with an expiry date of April 25, 2028. The grant date fair value of these options was \$379,313, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 2.50%; volatility of 95%; dividend rate 0%; forfeiture rate 0%; and expected life of 6 years. The share-based compensation expense recognized in the period for the vesting of these options was \$96,633.

On May 4, 2022, the Company granted 100,000 stock options to an officer of the Company. The options have an exercise price of \$4.92 and fully vest on May 4, 2026, with an expiry date of May 4, 2028. The grant date fair value of these options was \$380,149, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 2.59%; volatility of 95%; dividend rate 0%; forfeiture rate 0%; and expected life of 6 years. The share-based compensation expense recognized in the period for the vesting of these options was \$91,290.

6. Share capital (continued)

Stock options (continued)

The changes in options during the nine months ended September 30, 2022 and 2021 are as follows:

	September 30, 2022		September 30, 2021	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning	4,410,000	\$3.29	3,780,000	\$0.52
Options granted	1,522,000	\$5.83	3,215,000	\$4.34
Options exercised	(375,000)	\$0.58	(2,440,000)	\$0.51
Options cancelled	(150,000)	\$4.06	-	-
Options outstanding, ending	5,407,000	\$4.17	4,555,000	\$2.02

The weighted average share price at the date of exercise for options exercised during the period ended September 30, 2022 was \$4.55.

Details of options outstanding and exercisable at September 30, 2022 are as follows:

Number outstanding	Number exercisable	Price	Expiry Date	Remaining Life	Weighted average grant date fair value
130,000	130,000	\$0.53	April 30, 2023	0.58 years	\$0.46
715,000	715,000	\$0.53	December 31, 2025	3.25 years	\$0.46
250,000	250,000	\$4.21	March 11, 2023	0.44 years	\$2.24
450,000	450,000	\$4.21	April 30, 2023	0.58 years	\$2.24
755,000	755,000	\$4.21	February 16, 2023	0.38 years	\$2.24
375,000	375,000	\$4.42	May 3, 2023	0.59 years	\$2.55
65,000	65,000	\$4.42	May 3, 2024	1.59 years	\$2.75
65,000	-	\$4.42	May 3, 2025	2.59 years	\$2.93
580,000	580,000	\$4.06	May 25, 2023	0.65 years	\$2.34
12,500	12,500	\$5.21	July 6, 2024	1.77 years	\$3.25
12,500	-	\$5.21	July 6, 2025	2.77 years	\$3.47
475,000	475,000	\$5.05	September 1, 2023	0.92 years	\$2.83
100,000	-	\$6.08	March 11, 2023	0.44 years	\$4.10
76,000	-	\$6.08	April 30, 2023	0.58 years	\$4.10
670,000	-	\$6.08	January 12, 2026	3.29 years	\$4.10
350,000	-	\$6.08	January 12, 2028	5.29 years	\$4.90
100,000	-	\$5.03	February 14, 2028	5.38 years	\$4.03
25,000	-	\$4.19	March 7, 2028	5.44 years	\$3.34
1,000	-	\$5.57	April 8, 2028	5.53 years	\$4.31
100,000	-	\$4.91	April 25, 2028	5.57 years	\$3.79
100,000	-	\$4.92	May 4, 2028	5.60 years	\$3.80
5,407,000	3,807,500	\$3.42		1.92 years	\$2.61

6. Share capital (continued)

Warrants

On June 30, 2022, the Company granted 750,000 share purchase warrants to consultants of the Company. The warrants have an exercise price of \$6.08 and fully vest immediately on the date of grant, with an expiry date of June 30, 2027. The grant date fair value of these warrants was \$2,061,174, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 3.09%; volatility of 92%; dividend rate 0%; forfeiture rate 0%; and expected life of 5 years. The share-based compensation expense recognized in the period for the vesting of these warrants was \$2,061,174.

The changes in warrants during the nine months ended September 30, 2022 and 2021 are as follows:

	September 30, 2022		September 30, 2021	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning	21,554,068	\$ 3.72	13,631,761	\$ 0.95
Warrants issued	6,806,300	\$ 4.78	5,080,645	\$ 1.90
Warrants exercised	(189,447)	\$ 0.91	(3,486,003)	\$ 0.97
Warrants outstanding, ending	28,170,921	\$ 4.00	15,226,403	\$ 1.26

Details of warrants outstanding and exercisable as at September 30, 2022 are as follows:

Number outstanding	Price	Expiry Date	Remaining Life
927,500	\$0.70	February 5, 2023	0.35 years
5,926,000	\$1.00	December 17, 2022	0.21 years
2,580,645	\$1.80	January 8, 2023	0.27 years
2,500,000	\$2.00	January 21, 2023	0.31 years
9,430,476	\$6.77	June 30, 2024	1.75 years
331,429	\$6.77	July 5, 2024	1.76 years
750,000	\$6.08	June 30, 2027	4.75 years
5,724,871	\$4.50	August 19, 2025	2.89 years
28,170,921	\$4.00		1.43 years

6. Share capital (continued)

Reserves

Stock option reserve

The stock option reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount remains in the reserve account.

Warrant reserve

The warrant reserve records items recognized as the value of agent's warrants issued with respect to financings, until such time as the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount remains in the reserve account.

Conversion feature reserve

The conversion feature reserve records the value of conversion features related to convertible debt financings, until such time as the conversion feature is exercised, at which time the corresponding amount will be transferred to share capital. If the debt expires unconverted, the amount remains in the reserve account.

7. Related party transactions

Included in accounts payable and accrued liabilities are amounts due to related parties of \$123,835 (December 31, 2021- \$180,140). These amounts have arisen during the normal course of operations and are unsecured and non-interest bearing.

The Company's key management consists of its officers and directors. Key management compensation for the nine months ended September 30, 2022 and 2021 is as follows:

	Nine months ended September 30,	
	2022	2021
Management fees	\$ 498,614	\$ 383,245
Salaries and wages	766,618	391,667
Consulting fees	227,515	83,500
Share-based payments	2,301,738	6,005,337
Downstream development	189,071	-
	\$ 3,983,556	\$ 6,863,749

8. Right of use asset and lease liability

The Company entered into a lease agreement for long-term office space during the period ended September 30, 2022 and recognized an initial lease liability of \$878,785 under IFRS 16, measured using the present value of the lease payments discounted using an incremental borrowing rate of 4%. The Company recorded a right of use asset of the same amount which relates to a long-term office lease. Depreciation of the right of use asset is calculated using the straight-line method over the remaining lease term.

During the period ended September 30, 2022, the Company recognized interest expense on the lease liability of \$11,817 (September 30, 2021 - \$Nil) which was recorded within finance expense.

Right-of-use assets:

Balance - December 31, 2020	\$ -
Additions	327,751
Depreciation	(66,760)
Balance - December 31, 2021	\$ 260,991
Additions	878,785
Depreciation	(151,716)
Balance - September 30, 2022	\$ 988,060

Lease liability:

Balance - December 31, 2020	\$ -
Additions	327,751
Lease payments	(69,300)
Finance expense	4,668
Balance - December 31, 2021	\$ 263,120
Additions	878,785
Lease payments	(103,994)
Finance expense	11,817
Balance - September 30, 2022	\$ 1,049,728
Current lease liability included in lease	\$ 313,246
Non-current lease liability included in long-term lease	736,482
Total	\$ 1,049,728

Maturity Analysis - Undiscounted contractual payments:

	September 30, 2022
Short-term portion of the lease (<1 Year)	\$ 323,221
Long-term portion of the lease (>1 Year)	\$ 799,443
Total	\$ 1,122,664

9. Downstream development

Rock Tech is planning to build a lithium hydroxide production plant that will convert hard rock lithium feedstock into a lithium chemical commonly used in the battery industry. The Company commenced basic engineering and metallurgical studies regarding the planned lithium hydroxide converter during the year ended December 31, 2020. Expenses incurred during the periods ended September 30, 2022 and 2021 were as follows:

Lithium Hydroxide Converter	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Costs incurred during the year:		
Site Due Diligence	\$ 27,279	\$ 52,687
Engineering	26,889,461	1,691,774
Metallurgy	121,607	1,000,443
Project Management	1,553,774	3,302,047
Permitting	1,011,905	-
Research & Development	570,008	-
Total	\$ 30,174,034	\$ 6,046,951

10. Financial instruments

Fair value

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Group considers that the carrying amounts of all its financial assets and financial liabilities recognized at amortized cost in these consolidated financial statements approximate their fair values due to the demand nature or short-term maturity of these instruments. Cash and cash equivalents are classified as Level 1 fair value. There were no transfers between Level 1 and Level 2 during the quarter ended September 30, 2022.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data. As at September 30, 2022, the Group does not have any Level 3 financial instruments.

10. Financial instruments (continued)

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 September 30, 2022, the Company holds cash of \$9,762,555 (December 31, 2021 - \$285,650) in EUR bank accounts and \$1,012,213 (December 31, 2021 - \$50,214,796) in U.S. dollar bank accounts. A 1% change in foreign exchange rates would have an effect of \$143,078 (December 31, 2021 - \$634,364) on foreign currency. During the nine-month period ended September 30, 2022, the Company had a foreign exchange gain of \$1,707,320 (September 30, 2021 - \$nil).

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 Company has a planning and budgeting process in place to help determine the funds required to support the Company'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 Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company'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 September 30, 2022 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-month periods 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 Company's net loss.

10. Financial instruments (continued)

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 Company 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.

11. Deferred tax liability

The Company has recognized the following deferred tax liability:

	September 30, 2022	December 31, 2021
Canadian non-capital loss carry-forwards	\$ 29,419	\$ 29,419
Exploration and evaluation assets	(482,425)	(482,425)
Land and equipment	24,339	24,339
Net deferred tax liability	\$ (428,667)	\$ (428,667)

12. Supplemental cash flow disclosures

The Company's cash and cash equivalents are comprised of the following:

	September 30, 2022	December 31, 2021
Cash and cash equivalents consist of:		
Cash	\$ 40,364,735	\$ 54,811,461
Redeemable Guaranteed Investment Certificate	950,000	950,000
	\$ 41,314,735	\$ 55,761,461

13. Segmented information

The Company's non-current, non-financial assets are located in the following geographical areas:

September 30, 2022	Canada	Germany	Total
Land and equipment	\$ 7,936	\$ 1,802,574	\$ 1,810,510
Right of use assets	-	988,060	988,060
Exploration and evaluation assets	20,445,895	-	20,445,895
Total	\$ 20,453,831	\$ 2,790,634	\$ 23,244,465

December 31, 2021	Canada	Germany	Total
Land and equipment	\$ 11,788	\$ 1,872,359	\$ 1,884,147
Right of use assets	-	260,991	260,991
Exploration and evaluation assets	12,976,889	-	12,976,889
Total	\$ 12,988,677	\$ 2,133,350	\$ 15,122,027

14. Subsequent events

Subsequent to period end, the Company entered into a definitive agreement to form a joint venture entity called "RTT Lithium SA" ("RTT"). RTT shall identify, pursue, and secure the supply of and establish a new route for lithium-bearing spodumene for the Company's planned European lithium converters.

In October 2022, the Company announced that it had entered into a volume commitment agreement with Mercedes-Benz (the "Volume Commitment Agreement") dated October 18, 2022, an amendment to the framework agreement dated June 20, 2022, which was previously disclosed as the supply agreement in the press release dated October 20, 2022. The Volume Commitment Agreement provides for the supply of an average of 10,000 tonnes of battery-grade lithium hydroxide per year to Mercedes-Benz for a term of five years commencing in 2026 after a product qualification period. The Volume Commitment Agreement will represent the sale of 40% of the nameplate capacity of the Guben Converter to an estimated sales volume of up to EUR 1.5 billion.

On October 17, 2022, the Company granted 300,000 stock options to directors of the Company. The options have an exercise price of \$2.77 and fully vest on October 17, 2024, with an expiry date of October 17, 2026.

On October 21, 2022, the Company granted 230,000 stock options to employees and consultants of the Company. The options have an exercise price of \$3.73 and fully vest between October 21, 2022 and October 21, 2024, with expiry dates ranging from October 21, 2026 to October 21, 2028.