



IBAT

International
Battery Metals

INTERNATIONAL BATTERY METALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended December 31, 2025 and 2024

Dated February 25, 2026

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Introduction

The preparation and presentation of this Management Discussion and Analysis ("MD&A") of International Battery Metals Ltd. (the "Company", "IBAT", "we" or "our") for the three and nine months ended December 31, 2025 and 2024 and all financial information in the unaudited consolidated financial statements of the Company for the three and nine months ended December 31, 2025 and 2024 and the related notes contained therein are the responsibility of management and have been approved by the Board of Directors.

The Company's consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America ("GAAP") on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The consolidated financial statements include the results of the Company and its subsidiaries. A subsidiary is consolidated from the date upon which control is acquired by the Company and all intercompany transactions and balances have been eliminated.

Management, under the supervision of and the participation of the Chief Executive Officer and Chief Financial Officer, have a process in place to evaluate disclosure controls and procedures and internal control over financial reporting as required by Canadian securities regulations. We, as Chief Executive Officer and Chief Financial Officer, will certify these interim filings as required in Canada by National Instrument 52-109.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the consolidated financial statements. The Board carries out this responsibility principally through its Audit Committee which is independent from management.

The Audit Committee is appointed by the Board of Directors and reviews the consolidated financial statements and MD&A; considers the report of the external auditors; examines the fees and expenses for audit services; and recommends to the Board the independent auditors for appointment by the shareholders. The independent auditors have full and free access to the Audit Committee and meet with the Audit Committee to discuss their audit work, the Company's internal control over financial reporting and financial reporting matters. The Audit Committee reports its findings to the Board for consideration when approving the consolidated financial statements for issuance to the shareholders.

This MD&A of the financial position and results of operations of the Company should be read in conjunction with the annual audited consolidated financial statements of the Company for the year ended March 31, 2025 and the related notes contained therein, and the condensed consolidated financial statements for the three months ended December 31, 2025 and the notes contained therein. All dollar figures included therein and in the following MD&A are quoted in United States dollars. Additional information relevant to the Company and its activities can be found on SEDAR at www.sedar.com.

This MD&A is current as of February 25, 2026.

Forward Looking Statements and Forward-Looking Information

This MD&A contains statements that we believe are, or may be considered to be, “forward-looking statements” within the meaning of U.S. federal securities laws and Canadian provincial and territorial securities laws. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on current beliefs, expectations or assumptions, whether express or implied, regarding the future of the business, future plans and strategies, operational results and other future conditions and are being made pursuant to the “safe harbor” provisions of U.S. federal securities laws and Canadian provincial and territorial securities laws.

All statements other than statements of historical fact included in this MD&A of the Company’s industry or its plans, financial position or business strategy may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking words such as “plans,” “expects” or “does not expect,” “is expected,” “look forward to,” “budget,” “scheduled,” “estimates,” “forecasts,” “will continue,” “intends,” “the intent of,” “have the potential,” “anticipates,” “does not anticipate,” “believes,” “should,” “should not,” or variations of such words and phrases that indicate that certain actions, events or results “may,” “could,” “would,” “might,” or “will,” “be taken,” “occur,” or “be achieved,” or the negative of these terms or variations of them or similar terms. Furthermore, forward-looking statements may be included in various filings that we make with the United States Securities and Exchange Commission, the securities regulatory authorities in Canada or press releases or oral statements made by or with the approval of one of the Company’s authorized executive officers. Although we believe that the expectations reflected in these forward-looking statements are reasonable, it cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements.

Specifically, this MD&A contains forward-looking statements regarding:

- any assumptions that we make regarding the data that we may rely on as well as our knowledge of the industry;
- our strategy, future operations, financial positions, estimated revenues and losses, forecasts, projected costs, prospects and plans;
- our ongoing commitment to research and development and innovation;
- our intention to expand into new geographical areas as well as our opportunities and strategies for growth, including our intention to expand into international markets;
- our ability to identify and pursue customers that are complementary to our strategy;
- our expectations regarding competition in the industry, as well as our ability to compete effectively;
- our ability to attract and retain talent and the effectiveness of our compensation strategies and leadership;
- our future capital requirements and ability to source additional working capital, as well the uses of such funds;
- our expectations regarding our ability to obtain and maintain intellectual property protection and not infringe on the rights of others;
- our expectations regarding the expenses that we may incur, as well as our ability to generate revenue and sustain profitability; and
- our ability to comply with the various obligations of our existing license agreements and any future license agreements that we may enter into.

These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties, and assumptions. Forward-looking information contained in this MD&A, while considered reasonable by us as of the date of such statements, does not take into account the effect of transactions or other items announced or occurring after the statements are made. We undertake no obligation to update forward-looking statements to reflect events or circumstances after the date hereof, unless otherwise required by law. You should not place undue reliance on any forward-looking statements contained in this MD&A. We wish to caution readers that certain

important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any forward-looking statement. The most important factors that could prevent us from achieving our goals, and cause the assumptions underlying forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements include, but are not limited to, the following:

- our ability to compete with other companies and implement a robust business plan;
- our belief in the sufficiency of our intellectual property rights in our technology;
- the success or failure of management's efforts to continue to develop the second generation Modular Direct Lithium Extraction ("MDLE") Plant technology;
- our ability to attract a substantial customer base to successfully establish and maintain appropriate collaborations and derive significant revenue from those collaborations;
- rapid technological change that could cause our technology to become obsolete and if we do not improvise on our technology through our research and development efforts, we may be unable to effectively compete;
- the loss of key members of our management team;
- our ability to expand in existing and new markets;
- our ability to obtain adequate or timely funding to expand our business; and
- other risks, including those described under the headings "Risks" in this MD&A.

You are advised to consult any additional disclosures we make in our reports to the United States Securities and Exchange Commission and the securities regulatory authorities in Canada. All subsequent written and oral forward-looking statements attributable to we or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements contained in this MD&A.

Risk Factors

The following is a summary of some of the principal risks that could adversely affect our business, financial condition, or results of operations.

Risks Related to Our Business

- We are in the early commercialization stage of our business and have a very limited history of operations, and therefore will be subject to many risks.
- Our success as a company developing technology to extract and process lithium chloride depends largely on our research and development capabilities and our ability to secure capital to fund operations.
- We have historically incurred losses, expect future losses, and may never achieve or maintain profitability.
- The success of our business will depend on our ability to convert target customers into future pipeline of potential contracts and future contracted revenues into actual revenues, and we may fail to do so. We may be exposed to counterparty risks with respect to our arrangements with future customers. Our prospects and operations may be adversely affected by changes in demand for lithium-based products.
- We are a pre-revenue, development stage company with an untested business plan in an industry with no generally accepted measure of the market size, which makes it difficult for us to forecast our financial results, creates uncertainty as to how investors will evaluate our prospects, and increases the risk that we will not succeed.
- As a development stage company, we are subject to the risks associated with new businesses.
- We have a large, accumulated deficit, expect future losses, and may never achieve or maintain profitability.
- Our failure to manage our anticipated growth successfully may adversely affect our operating results.

- Our ability to continue as a going concern is dependent on several factors beyond our control.
- We will need to continue to raise capital and we face various risks in doing so.
- We face intense competition, and we may not be able to compete successfully.
- Demand and fluctuation in market prices for lithium will greatly affect the results of our operations and our ability to successfully execute on our business plan.
- Our long-term success depends on our ability to create lithium chloride, to successfully identify providers of the carbonation process to create lithium carbonate and then to enter into and deliver lithium carbonate product under offtake agreements.
- We may not be successful in our efforts to lease our MDLE Plant or license our technology, which could adversely affect our business.
- There is risk to the growth of lithium markets and the supply of lithium sources.
- As a smaller, development-stage company, we are likely to be more sensitive to competitive pressures that will cause our revenues and gross margins to fluctuate from quarter to quarter.
- We rely on our management and key employees, and we may not be able to attract, train and retain a sufficient number of qualified employees to maintain and grow our business.
- Volatility in the demand for lithium products or the development of alternative battery technologies that do not utilize lithium inputs may negatively impact overall prospects for growth of lithium marketing and pricing.
- Changes in government incentives relating to lithium-based end products may negatively impact our future success.
- Environmental risks and stringent regulations related to lithium-based products may lead to additional disclosure requirements and substantial expenditures to ensure compliance.
- Our business is subject to hazards common to chemical and natural resource extraction businesses, any of which could injure our employees or other persons, damage our facilities or other properties, interrupt our production and adversely affect our reputation and results of operations.
- Uncertain geopolitical tensions between the United States and China may adversely affect demand for lithium-based products.
- We may be exposed to claims and other legal actions that may adversely affect us.
- We expect that we will be dependent on one or a small group of customers for most of our revenue, and our failure to expand our customer base would have an adverse effect on our business growth and may result in changes to our business strategy.
- Our dependence on third-party suppliers could negatively affect our operating results.
- Global financial conditions pose risks for us.
- We may not be able to obtain or maintain sufficient general liability insurance.
- Increased cybersecurity requirements, vulnerabilities, threats and more sophisticated and targeted computer crime could pose a risk to our systems, networks, products, solutions, services and data.
- We have no restrictions on the ability of our directors and officers to serve on the boards of directors or as officers of other companies, with the result that potential conflicts of interest may arise.
- The requirements of being a reporting public company in the United States may strain our resources and divert management's attention.
- We have identified a material weakness in our internal controls over financial reporting and if we are unable to remediate this material weakness, we may not be able to accurately or timely report our financial condition or operations.

- Changes in U.S. tax laws and tax examinations could have a material adverse effect on our business, cash flow, results of operations and financial conditions.
- We face risks relating to natural disasters, public health crises, political crises, and other catastrophic events or other events outside of our control.
- We are required to comply with anti-corruption and bribery laws, and the potential for significant penalties could result in material adverse effect on our reputation and results of operations.
- We may qualify as a passive foreign investment company, or “PFIC,” which could result in adverse U.S. federal income tax consequences to U.S. investors.

Risks Related to Government Regulation

- We anticipate that we are and will continue to be, subject to the authority and approvals of certain regulatory agencies, both domestically and internationally, with regard to the development, testing, manufacture, and installation of the MDLE Plant, and there can be no assurance that any required regulatory approvals may be obtained or maintained.
- We may not have or be able to obtain adequate funding to complete any additional studies or other steps that regulatory authorities may impose in assessing our technology for regulatory approval.
- Domestic and foreign government regulation and enforcement of data practices and data tracking technologies is expansive, broadly defined and rapidly evolving. Such regulation could directly restrict portions of our business.
- Indemnification of our officers and directors may cause us to use corporate resources to the detriment of our shareholders.
- Resource Extraction companies are subject to numerous stringent laws, regulations and standards, including environmental protection laws and regulations. If any changes occur that would make these laws, regulations and standards more stringent, it may require capital outlays in excess of those anticipated or cause substantial delays, which would have a material adverse effect on our operations.
- Canada’s new modern slavery reporting legislation may adversely affect supply chains and the Company’s business and retention of key employees, directors, and officers.s.

Risks Related to Intellectual Property

- Patent terms may be inadequate to protect our competitive position on our core technology for an adequate amount of time and do not necessarily address all potential threats to our business.
- We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of their former employers or other third parties.
- Our ability to obtain intellectual property protection for our technology is limited. If we cannot obtain intellectual property protection for our technology our business may be negatively impacted.
- If we infringe the intellectual property rights of others, we may be required to cease operations related to infringement in some markets and our business may be negatively affected.

Risks related to our Common Shares

- Our Common Shares are listed on the TSX Venture Exchange and quoted on the OTCQB however the shares are thinly traded and the public price for our Common Shares is volatile. We can offer no assurance that an active trading market for our Common Shares will develop or that the public price of our Common Shares will become less volatile
- This is not an initial public offering of stock to investors at large, and there is no guarantee that the selling shareholder will sell the Common Shares. Alternatively, if a large number of Shares are sold, the public price of our Common Shares on the TSXV or OTCQB will decrease.

- If we sell Common Shares in future financings or if we issue shares related to warrants, options and restricted share units, existing shareholders may experience immediate dilution and our share price may decline consequently.
- Our Common Shares are considered a “penny stock,” and is thereby subject to additional sale and trading regulations that may make it more difficult to sell. Further, the market for penny stocks has suffered in recent years from patterns of fraud and abuse.

Overview

We are an advanced technology and manufacturing company focused on exploiting our proprietary and patented technology used in our modular direct lithium extraction plants, or MDLE Plants, to assist owners of lithium brine deposits to extract lithium chloride at sufficient concentration and purity to economically facilitate the production of Lithium Carbonate, an integral component in the manufacture of batteries. Our proprietary and patented MDLE Plant is (1) modular, meaning it can be deployed and then redeployed at a different brine deposit when the resource source is spent and (2) scalable, meaning the component-driven system can specifically configure valves, pumps, our propriety columns and media and many other pieces to customize the plant to a customer’s requirements based on the needs and that multiple MDLE Plants can be linked together based on the characteristics of the resource location. In addition, our proprietary absorption extraction process is designed to be an environmentally responsible, low-cost method of producing high-quality commercial grade lithium products.

We believe our MDLE Plants can be utilized by owners on a variety of different brine deposits including, (i) salar or salt lake brine deposits, such as those found in the Lithium Triangle of Argentina, Chile and Bolivia, (ii) brine reservoirs in the US and Canada, including in the US states of North Dakota, Wyoming, Oklahoma, Pennsylvania, Arkansas and Texas (including the Smackover geological formation found in Arkansas and Texas), and (iii) any other naturally occurring lithium brine deposits around the world. In addition, we plan to market our technology to industrial customers who have lithium rich brine by-products from their operations. While our existing MDLE Plant was initially designed for potential customers in the Lithium Triangle, we believe that the US owners of brine reservoirs, especially within the Smackover geological formation in Arkansas and Texas, are currently best positioned to benefit from our existing MDLE Plant. Consequently, we are actively marketing our current MDLE Plant and our technology to US owners of brine reservoirs and anticipate that we will need to spend between \$1.0 million and \$10.0 million to customize the existing MDLE Plant to meet the needs of this initial customer depending on the reservoir’s lithium concentration and purity. We have not yet delivered MDLE Plants nor licensed our technology to customers and are therefore a pre-revenue company.

Our strategy is to deploy our current MDLE Plant and continue to build upon our proprietary DLE technology developed by Dr. Burba to develop and deploy additional MDLE plants. We believe that our advanced brine extraction technologies and methodologies for selective mineral extraction is less capital intensive and a more environmentally responsible approach compared to traditional lithium extraction processes of hard rock mining and solar evaporation. We believe that this approach is environmentally sustainable because our process does not deconstruct land structures as is the case from hard rock mining nor does it waste precious water as is the case in solar evaporation. Instead, our technology is designed to extract the desired lithium chloride from subsurface brine and typically re-injects the brine into the aquifer to maintain pressure after lithium extraction.

We are currently in the preliminary stages of researching and developing the media and design for the next generation of our MDLE Plant Technology which we anticipate could provide customers with additional options for processing brine solutions and increasing lithium chloride production. We have recently purchased two larger diameter columns and is currently conducting laboratory and field studies to determine the optimal process for utilizing these columns. We currently estimate that the cost for instrumentation and engineering related to the next generation module and columns of the MDLE Plant will be approximately \$500,000 with an additional estimated \$250,000 relating to the construction and testing of the larger diameter columns.

Components of the Statement of Operations

Revenue

We generated revenue by testing brine content of potential customers. However, we anticipate generating future revenues through a combination of technology licensing agreements, equipment rentals, constructing MDLE plants and selling them with an associated technology licensing agreement, participation in joint ventures or special purpose entities with resource developers and management fees for overseeing the construction and development of future lithium extraction facilities.

Operating Costs

We operate with a small number of corporate employees to oversee our operations and development with the primary functions including accounting, engineering, fabrication, laboratory, legal, and research being outsourced to third party service providers. This model has allowed us to continue to develop our business and scale the operations as we had funds available. We anticipate that we will add to both our corporate staff and field staff as we commence commercial operations and work to continue developing our technology. To date, we have not experienced any shortages of available employees or outsourced service providers.

Results of Operations

Three months ended December 31, 2025, as compared to the three months ended December 31, 2024

The operating results for the three months ended December 31, 2025 and 2024, are summarized as follows (in thousands):

	Three Months Ended December 31,	
	2025	2024
REVENUE		
Service	\$ 30	\$ -
Reimbursable	-	(4)
Total revenue	30	(4)
COST OF REVENUE		
Service	22	-
Total cost of revenue	22	-
Gross margin	8	(4)
OPERATING COSTS AND EXPENSES		
Operating costs, excluding depreciation	450	468
Selling, general and administrative expenses, excluding depreciation	1,800	2,097
Reimbursable	-	(4)
Amortization of intangible assets	269	269
Depreciation	503	499
Operating loss	3,014	3,333
Change in fair value of warrant liability	3,768	(7,576)
Net income (loss) before income tax provision	754	(10,909)
Net income (loss)	\$ 754	\$ (10,909)

Revenue

For the three months ended December 31, 2025 we generated testing revenue on brine content for a potential customer. For the comparative period ended December 31, 2024, we did not generate any revenue from operations.

Operating Cost

For the three months ended December 31, 2025 and 2024, we incurred operating costs of \$0.5 million and \$0.5 million, respectively, consisting of salaries and research and development costs.

Selling, General And Administrative Expenses

The major components of selling, general and administrative expenses for the three months ended December 31, 2025 and December 31, 2024, are as follows (*in thousands*):

	Three Months Ended December 31,	
	2025	2024
Compensation expense	\$ 735	\$ 585
Share-based compensation	405	437
Professional fees	243	216
Legal fees	157	325
Engineering	17	—
Rent and miscellaneous office	148	203
Other	95	331
	<u>\$ 1,800</u>	<u>\$ 2,097</u>

Compensation expense increased compared to the prior year period primarily due to hiring permanent employees to reduce the use of outside consultants.

Share-based compensation decreased as compared to the prior year period as a result of the timing and valuation of additional awards granted during the three months ended December 31, 2024 as compared to those during the three months ended December 31, 2025.

Professional fees increased compared to the prior year period as a result of additional accounting and auditing fees related to the filing of a registration statement.

Legal fees decreased as compared to the prior year period due to timing of certain expenses related to our registration statement process.

Rent and miscellaneous office costs decreased compared to the prior year period due to reduced overall costs at our Plano office including utilities and insurance.

Other expenses decreased as compared to the prior year period primarily due to an accrual for a legal issue as of December 31, 2024 that was settled in the current fiscal year.

Changes in Fair Value of Warrant Liability

The Company values the outstanding warrant liabilities at each balance sheet date based on the Black-Scholes option pricing model. Any change in the fair value of the warrants is recognized as a change in fair value of warrant liability in the condensed consolidated statement of loss. During the three months ended December 31, 2025, the Company recognized a gain of approximately \$3.8 million as compared to a loss of approximately \$7.6 million for the three months ended December 31, 2024, for the change in fair value of warrant liability during the period. The primary reason for the decrease in the warrant liability valuation was the change in our stock price.

Nine months ended December 31, 2025, as compared to the nine months ended December 31, 2024

The operating results for the nine months ended December 31, 2025 and 2024, are summarized as follows (in thousands):

	Nine Months Ended December 31,	
	2025	2024
REVENUE		
Service	\$ 101	\$ -
Reimbursable	-	881
Total revenue	101	881
COST OF REVENUE		
Service	34	-
Total cost of revenue	34	-
Gross margin	67	881
OPERATING COSTS AND EXPENSES		
Operating costs, excluding depreciation	1,559	2,543
Selling, general and administrative expenses, excluding depreciation	6,274	6,725
Reimbursable	-	881
Amortization of intangible assets	807	807
Depreciation	1,505	1,057
Operating loss	(10,078)	(11,132)
Excess fair value of warrants over private placement proceeds	-	(659)
Loss on warrants modification	(2,444)	-
Change in fair value of warrant liability	17,939	7,945
Other income	3	-
Net income (loss) before income tax provision	5,420	(3,846)
Net income (loss)	5,420	(3,846)

Revenue

For the nine months ended December 31, 2025, we generated \$0.1 million of testing revenue on brine content for potential customers. For the comparative period ended December 31, 2024, we generated revenue of \$0.9 million associated with the incurring reimbursable costs during the start-up of the MDLE Plant.

Operating Cost

For the nine months ended December 31, 2025, we incurred operating costs of \$1.6 million consisting of salaries, maintenance related to the MDLE Plant, and research and development costs. In comparison, during the nine months ended December 31, 2024, the Company incurred operating costs of \$2.5 million, which consisted of the cost of providing onsite personnel, travel and housing costs, materials and supplies during the commissioning and start-up of the MDLE Plant.

Selling, General And Administrative Expenses

The major components of selling, general and administrative expenses for the nine months ended December 31, 2025 and December 31, 2024, are as follows (*in thousands*):

	Nine Months Ended December 31,	
	2025	2024
Compensation expense	\$ 2,906	\$ 1,584
Share-based compensation	542	1,314
Professional fees	1,153	796
Legal fees	842	1,654
Engineering	103	11
Rent and miscellaneous office	427	656
Other	301	710
	<u>\$ 6,274</u>	<u>\$ 6,725</u>

Compensation expense increased compared to the prior year period primarily due to severance costs related to our several former employees. Additionally, we hired permanent employees to reduce the use of outside consultants.

Share-based compensation decreased as compared to the prior year period as a result of the cancellation of a large number of options during the nine months ended December 31, 2025, which resulted in a negative expense during the period as the Company recognized a benefit.

Professional fees increased compared to the prior year period as a result of additional accounting and auditing fees related to the filing of a registration statement as well as additional recruitment fees related to the hiring of a number of permanent employees as we transition away from contract employees.

Legal fees decreased as compared to the prior year period due to timing of certain expenses related to our registration statement process.

Rent and miscellaneous office costs decreased compared to the prior year period due to reduced overall costs at our Plano office including utilities and insurance and other miscellaneous costs.

Other expenses decreased as compared to the prior year period primarily due to an accrual for a legal issue as of December 31, 2025 that was settled during the current fiscal year as well as a reduction in travel, public relations, consulting and transfer agent related costs from prior year.

Excess Fair Value of Warrants over Private Placement Proceeds

For the nine months ended December 31, 2025, the Company did not record an expense for excess of fair value of warrants over private placement proceeds. For the nine months ended December 31, 2024, the Company estimated the fair value of warrants issued in the June 19, 2024, private placement and recorded an expense of approximately \$0.7 million for excess of fair value of warrants over private placement proceeds.

Gain/Loss on Warrants Modification

For the nine months ended December 31, 2025, the Company modified certain of its warrants which led to a loss of \$2.4 million. For the nine months ended December 31, 2024, the Company did not have any modifications of the warrants which led to a gain or loss.

Changes in Fair Value of Warrant Liability

The Company values the outstanding warrant liabilities at each balance sheet date based on the Black-Scholes option pricing model. Any change in the fair value of the warrants is recognized as a change in fair value of warrant liability in the condensed consolidated statement of loss. During the nine months ended December 31, 2025, the Company recognized a gain of approximately \$17.9 million as compared to a gain of approximately \$7.9 million

for the nine months ended December 31, 2024, for the change in fair value of warrant liability during the period. The primary reason for the decrease in the warrant liability valuation was the change in our stock price.

Summary of Quarterly Results

The following financial data was derived from the Company's consolidated financial statements for each of the eight most recently completed financial quarters (in thousands, except per share information):

	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025
Revenue	\$ 30	\$ 64	\$ 7	\$ (11)
Net income (loss) for the period	\$ 754	\$ 2,978	\$ 1,688	\$ 330
Net income (loss) per share, basic	\$ 0.00	\$ 0.01	\$ 0.01	\$ 0.00
Net income (loss) per share, diluted	\$ 0.00	\$ 0.01	\$ 0.01	\$ 0.00
Weighted average shares outstanding, basic	306,233	286,976	271,055	242,908
Weighted average shares outstanding, diluted	310,685	291,632	277,424	247,150

	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Revenue	\$ (4)	\$ 639	\$ 246	\$ -
Net income (loss) for the period	\$ (10,909)	\$ 16,717	\$ (9,658)	\$ (397)
Net income (loss) per share, basic	\$ (0.04)	\$ 0.07	\$ -	\$ 0.01
Net income (loss) per share, diluted	\$ (0.04)	\$ 0.07	\$ (0.04)	\$ 0.01
Weighted average shares outstanding, basic	242,908	242,742	225,119	209,527
Weighted average shares outstanding, diluted	242,908	246,284	225,119	209,527

The Company has only limited revenue during the periods presented and the financial information does not represent trends in the Company's business or seasonal fluctuations. During the three-month period ended December 31, 2025, the Company focused on identification of new opportunities for the permanent deployment of the MDLE Plant. During all previous periods, the Company has been focused on the marketing, development, commissioning, start-up, and decommissioning of its MDLE Plant and has spent funds on these efforts as they were available from private placements. Other factors impacting the fluctuations in the quarterly results is the timing of share-based compensation, changes in the fair value of warrant liabilities and expenses incurred in connection with litigation brought by former employees and directors of the company for wrongful dismissal and breach of a share exchange agreement, which was settled in July 2025.

Liquidity and Capital Resources

As of December 31, 2025, we had an accumulated deficit of approximately \$34.1 million and a working capital of approximately \$9.6 million, primarily arising from three private placements totaling \$7.0 million.

As of fiscal year ended March 31, 2025, we had an accumulated deficit of approximately \$39.6 million and a working capital of approximately \$10.6 million, primarily arising from a \$7.6 million private placement that funded on March 31, 2025.

As previously discussed, our existing MDLE Plant was designed for a specific deployment in the Lithium Triangle in South America which had lithium concentrations of roughly 1,800 ppm and therefore required lower flow rates of approximately 300 gallons per minute of brine to efficiently recover lithium. However, the MDLE Plant is designed to be scalable and commercially flexible and was engineered to permit retrofitting to process a range of alternative brine resources of different lithium concentrations. We are currently targeting deploying our existing MDLE Plant at naturally occurring brine reservoirs in the U.S which have brine concentrations in the range of 250 to as high as 800 ppm, although brine concentrations in the Smackover play in Texas and Arkansas are generally estimated to be between 200 and 400 ppm based on publicly published recent brine resource lithium concentrations by a number of resource owners. Based on ongoing discussions with potential customers and their requirements based on their specific brine concentrations, we anticipate that we will need to spend between \$1.0 million and \$10.0 million for customizations, which would include adding components such as additional heat exchangers, pumps, condensate coolers, a reverse osmosis unit, chillers, tanks and pipelines to increase the flowrate to fully utilize the twelve-column absorption capacity and expand the MDLE Plant's capacity. Management

estimates that the full range of customizations at a cost of approximately \$10.0 million could increase the MDLE Plant's throughput to approximately 480 gallons per minute and have production capacity of approximately 2,000 metric tons per year of lithium chloride, on a lithium carbonate equivalent basis, based on a 400 ppm brine stream. The cash we have on hand as of December 31, 2025 will not be sufficient to fund these expenditures. We will have to raise additional funds from current or new investors to fund the modifications to the MDLE Plant to allow us to fully recover the current amounts capitalized on our balance sheet. We expect we will embark on a fund raising process for these proceeds within the next 6 months.

On February 23, 2026, the Company and EV Metals 9 LLC ("EV Metals 9"), a company controlled by Jacob Warnock, a director of the Company, in connection with the 2025 EV Metals Letter Agreement purchased 26,427,053 units ("EV Metals 9 Offering") priced at \$0.08 per unit (CAD\$0.104) for gross proceeds to the Company of \$2.0 million. Each unit consists of one Common Share and one warrant to purchase a Common Share. Each Warrant, which expires four years from the date of issuance, entitles the holder to purchase one Common Share at a price of CAD\$0.14. As part of this offering, the Company paid Mr. Warnock a structuring fee of 5% of the gross proceeds or \$0.1 million.

Encompass Private Placement

On July 20, 2025, the Company entered into binding subscription agreements ("Encompass Subscription Agreements") with Encompass for the purchase of up to 25,765,259 units (the "2025 Encompass Units") at a price of CAD \$0.26625 per unit (USD\$0.19406 per unit) (the "2025 Encompass Offering"). Each 2025 Encompass Unit consists of one Common Share and one warrant, with each warrant entitling the holder to purchase one additional Common Share for a period of three years from the closing date of the 2025 Encompass Offering at an exercise price of CAD\$0.355 per share. In addition, the Company has agreed to grant Encompass the right but not the obligation, to purchase up to \$2.0 million of additional 2025 Encompass Units of the Company, at any time on or before December 31, 2025. The closing of the 2025 Encompass Offering occurred on August 5, 2025, for gross proceeds to the Company of \$5.0 million. As of December 31, 2025, Encompass did not elect to exercise its right to purchase an additional \$2.0 million of additional 2025 Encompass Units.

EV Metals Private Placement

On February 28, 2025, the Company entered the 2025 Letter Agreement (the "2025 Letter Agreement") with EV Metals, a company controlled by Jacob Warnock, a director of the Company, agreeing to the principal terms and conditions upon which EV Metals, directly or through one or more of its subsidiaries or affiliates, has the option but not the obligation to purchase, in one or more transactions, up to \$15.0 million of units (the "2025 EV Metals Offering"), which each unit (the "2025 EV Metals Units") consisting of one Common Share and one warrant to purchase a Common Share. On March 2, 2025, two entities controlled by EV Metals, EV Metals 7 LLC and EV Metals VI LLC, entered into binding subscription agreements for the purchase of a portion of the 2025 EV Metals Units. The first issuance under the 2025 Letter Agreement occurred on March 31, 2025 for gross proceeds of \$7.55 million and the second issuance under the 2025 Letter Agreement occurred on April 11, 2025 for gross proceeds of \$679,000. In connection with the two issuances, EV Metals 7 LLC acquired a total of 27,739,348 2025 EV Metals Units (25,393,475 in the first issuance and 2,345,873 in the second issuance) and EV Metals VI LLC acquired 690,979 2025 EV Metal Units. The pricing of the first and second issuance of the 2025 EV Metals Units was CAD \$0.4168 per unit (USD\$0.2894 per unit). Each warrant issued in the first and second issuance entitles the holder to purchase one Common Share at a price of CAD\$0.51.

On October 30, 2025, the Company and EV Metals came to an agreement for a third issuance under the 2025 Letter Agreement for EV Metals to acquire an additional 12,464,000 2025 EV Metals Units priced at \$0.16 per unit (CAD\$0.255) for gross proceeds to the Company of \$2.0 million. Each warrant issued in the third issuance entitles the holder to purchase one Common Share at a price of CAD\$0.30.

The pricing of the 2025 EV Metals Units in each of the three issuances under the 2025 Letter Agreement was based on the five-day trading average of the Common Shares on the TSXV for the applicable tranche less a discount of 25% (the maximum allowable discount permitted by the rules of the TSXV). The warrants included in the 2025 EV Metals Units will have a term of four years from date of issuance and will entitle the holders to purchase a Common Share at an exercise price equal to the closing price of the Common Shares on the TSXV as of the date immediately preceding the date of the news release announcing the respective issuance of the 2025 EV Metals Offering. In connection with the first and second issuance of the 2025 EV Metals Units, the Company paid structuring fees of \$411,450 to Mr. Warnock, a director and control person of EV Metals. In connection with the

third issuance of the 2025 EV Metals Units the Company paid Mr. Warnock a fee of 5% of the gross proceeds or \$0.1 million.

Based on the completion of the of the EV Metals 9 Offering and cash on hand as of December 31, 2025, we currently believe that we have sufficient cash to meet our current financial commitments for the next twelve months. However, we continue to incur operating losses and negative cash flows and therefore will need to continue to rely on private placements to support the Company's operations until we have entered into an agreement for the placement of our MDLE Plant. The Company has not made any adjustments to the carrying value of the Company's assets or liabilities which would be necessary in the event that the Company is unable to continue as a going-concern.

Summary of Cash Flows

The cash flows for the nine months ended December 31, 2025, and December 31, 2024, are as follows (*in thousands*):

	<u>Nine Months Ended December 31,</u>	
	<u>2025</u>	<u>2024</u>
Cash used in operating activities	\$ (7,918)	\$ (11,070)
Cash used in investing activities	(367)	(1,182)
Cash provided by financing activities	6,677	16,661
Net change in cash	<u>\$ (1,608)</u>	<u>\$ 4,409</u>

Operating Activities

Cash used in operating activities for the nine months ended December 31, 2025 was approximately \$7.9 million as compared to \$11.1 million for the nine months ended December 31, 2024. The decrease compared to prior year's period is mostly due to higher operating expenses in the nine months ended December 31, 2024 incurred in connection with the commissioning and running the MDLE Plant.

Investing Activities

Cash used in investing activities for the nine months ended December 31, 2025 decreased compared to the nine months ended December 31, 2024 because we completed the majority of the purchases related to the MDLE Plant build-out in the prior year and our purchase of equipment was limited in the current year.

Financing Activities

Cash provided by financing activities for the nine months ended December 31, 2025 decreased compared to prior year period, as we raised net proceeds of \$6.7 million for the proceeds of private placements during the nine months ended December 31, 2025 as compared to \$16.7 million for the nine months ended December 31, 2024.

Critical Accounting Estimates

There were no changes to our critical accounting policies from those disclosed in the Company's annual audited consolidated financial statements for the fiscal year ended March 31, 2025.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements and we do not contemplate having them in the foreseeable future.

Financial Instruments and Other Instruments

The carrying values of cash, other receivable, trade payables and other liabilities and lease liability approximate their fair values because of the short-term maturity of these financial instruments. We have no exposure to asset backed commercial paper.

Accounting Policies

A detailed summary of all the Company's significant accounting policies is included in *Note 3* to the audited consolidated financial statements for the year ended March 31, 2025.

New Accounting Standards Issued but Not Yet Effective

Certain new accounting standards and interpretations have been issued but are not mandatory for the current period and have not been early adopted. These new accounting standards include:

In December 2023, the Financial Accounting Standard Board ("FASB") issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. This ASU enhances existing income tax disclosures to better assess how an entity's operation and related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The ASU is effective for annual periods beginning after December 15, 2025. This ASU is applicable to the Company's fiscal year beginning April 1, 2026 and we are currently evaluating the effect the guidance will have on our consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. This ASU enhances existing disclosures to better assess the company's operating expenses. The ASU is effective for annual periods beginning after December 15, 2026. This ASU is applicable to the Company's fiscal year beginning April 1, 2027 and we are currently evaluating the effect the guidance will have on our consolidated financial statements.

In January 2025, the FASB issued ASU No. 2025-01, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date*. This ASU enhances existing disclosures to better assess the company's operating expenses. The ASU is effective for annual periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027. This ASU is applicable to the Company's fiscal year beginning April 1, 2028 and we are currently evaluating the effect the guidance will have on our consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*. This ASU updates the cost capitalization threshold for internal-use software development costs by removing all references to software project development stages and providing new guidance on how to evaluate whether the probable-to-complete recognition threshold has been met. This ASU is effective for annual periods beginning after December 15, 2027, and interim periods within those annual reporting periods. This ASU is applicable to our fiscal year beginning April 1, 2028, with early adoption permitted. The transition method may be prospective, modified, or retrospective. We are currently evaluating the effect the guidance will have on our consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11 to amend the guidance in Interim Reporting (Topic 270). The amendments in this update clarify current interim disclosure requirements and provide a comprehensive list of required interim disclosures. The update also incorporates a disclosure principle that requires entities to disclose events that occur after the end of the last annual reporting period. This update is effective for interim periods within annual periods beginning after December 15, 2027, though early adoption is permitted. This ASU is applicable to the Company's fiscal year beginning April 1, 2028 and we do not expect it to have a material effect on our consolidated financial statements.

Related Party Transactions

On February 28, 2025, the Company entered into the 2025 Letter Agreement with EV Metals, a company controlled by Jacob Warnock, a director of the Company, agreeing to the principal terms and conditions upon which EV Metals, directly or through one or more of its subsidiaries or affiliates, could complete one or more transactions to purchase up to \$15.0 million of 2025 Units in the 2025 Offering. The 2025 Units consist of one Common Share of stock and one warrant to purchase a Common Share. The first closing of the 2025 Offering occurred on March 31, 2025 for gross proceeds of \$7.6 million and the second closing of the 2025 Offering occurred on April 11, 2025 for gross proceeds of \$0.7 million. In connection with the two closings, EV Metals 7 LLC and EV Metals VI LLC acquired a total of 27,739,348 and 690,979 2025 Units, respectively. The pricing of the 2025 Units was CAD \$0.4168 per share (USD\$0.2894 per share), which was based on the five-day trading average of the Common Shares on the TSXV, less a discount of 25% (the maximum allowable discount permitted by the rules of the TSXV). The warrants included in the 2025 Units will have a term of four years from date of issuance and will entitle the holders to purchase a Common Share at an exercise price equal to the closing price of the Common Shares on the TSXV as of the date immediately preceding the date of the news release announcing the 2025 Offering or the closing of the applicable tranche of the 2025 Offering. In connection with the first and second closing of the 2025 Offering, the Company paid structuring fees of \$411,450 to Mr. Warnock, a director and control person of EV Metals.

On October 30, 2025, the Company and EV Metals 7 LLC and EV Metals VI LLC (“EV Metals”), a company controlled by Jacob Warnock, a director of the Company, and to an agreement under the 2025 Letter Agreement for EV Metals to acquire an additional 12,464,000 units priced at \$0.16 per unit (CAD\$0.255) for gross proceeds of \$2.0 million. Each unit consists of one Common Share and one warrant to purchase a Common Share. Each Warrant entitles the holder to purchase one Common Share of the Company at a price of CAD\$0.30 which expires four years from the date of issuance. As part of this offering, the Company paid Mr. Warnock a fee of 5% of the gross proceeds or \$0.1 million.

On February 23, 2026, the Company and EV Metals 9 LLC (“EV Metals 9”), a company controlled by Jacob Warnock, a director of the Company, in connection with the 2025 EV Metals Letter Agreement purchased 26,427,053 units priced at \$0.08 per unit (CAD\$0.104) for gross proceeds to the Company of \$2.0 million. Each unit consists of one Common Share and one warrant to purchase a Common Share. Each Warrant, which expires four years from the date of issuance, entitles the holder to purchase one Common Share at a price of CAD\$0.14 which expires four years from the date of issuance. As part of this offering, the Company paid Mr. Warnock a structuring fee of 5% of the gross proceeds or \$0.1 million.

In connection with the 2025 Offering, on March 31, 2025, we entered into an amendment (the “IRA Amendment”) to the investor rights agreement dated February 23, 2024 between the Company and EV Metals, which, among other things, previously granted EV Metals the right to appoint one director to the Company's board of directors for as long as EV Metals and its affiliates maintained beneficial ownership of at least 5% of the issued and outstanding Common Shares and so long as the board of directors is comprised of five or less individuals. EV Metals initial nominee to the Company's board of directors was Jacob Warnock. The IRA Amendment grants EV Metals the right to approve, in its sole discretion, the appointment of one additional individual to the Company's board of directors so long as the board of directors is comprised of more than five individuals, provided that the additional appointee is independent of EV Metals and IBAT. Such nomination right will continue for as long as EV Metals and its affiliates maintain beneficial ownership of at least 5% of the issued and outstanding Common Shares.

On July 20, 2025, the Company entered into the Encompass Subscription Agreements with Encompass, a beneficial owner of more than 5% of the Company's securities, for the purchase of up to 25,765,258 units at a price of CAD \$0.26625 per unit (USD\$0.19406 per unit) for gross proceeds of \$5.0 million to the Company. Each 2025

Encompass Unit consists of one Common Share and one warrant, with each warrant entitling the holder to purchase one additional Common Share for a period of three years from the closing date of the 2025 Encompass Offering at an exercise price of CAD\$0.355 per share. In addition, the Company has agreed to grant Encompass the right but not the obligation to purchase up to \$2.0 million additional units of the Company at any time on or before December 31, 2025.

The 2025 Encompass Offering closed on August 5, 2025, subject to satisfaction of customary closing conditions, including (i) receipt of the requisite regulatory approvals, including the approval of the TSXV and the amendment of the current warrants held by the selling shareholders, (ii) the accuracy of the representations and warranties of the other party, (iii) compliance with the terms, covenants, agreements and conditions of the Encompass Subscription Agreements, and (iv) no occurrence of a Material Adverse Effect (as defined in the Encompass Subscription Agreements) or that could reasonably be expected to occur, on the part of the Company.

On July 20, 2025, the Company entered into amended and restated registration rights agreements (“A&R Registration Rights Agreements”) with respect to the registration rights agreements dated May 3, 2024, with each of Encompass and EV Metals (the “Registration Rights Agreements.”) Pursuant to the A&R Registration Rights Agreements, the Company has agreed to, within 120 days after receipt of notice from Encompass, file a registration statement registering the Common Shares to be issued at closing of the 2025 Encompass Offering, including the Common Shares issuable upon exercise of the warrants which form a part of the 2025 Encompass Units and use its commercially reasonable efforts to have such registration statement declared effective as promptly as reasonably practicable following the filing thereof but in no event later than 60 days if the registration statement is not reviewed by the U.S. Securities and Exchange Commission (the “SEC”) or 180 days if subject to review. In addition, the Company has agreed to use its reasonable best efforts to cause the Registration Statement on Form S-1 (No. 333-286616) filed by the Company on April 17, 2025 (the “Initial Form S-1”) to be declared effective as promptly as reasonably practicable but in no event later than one year after the date of the A&R Registration Rights Agreements. Further, pursuant to the terms of the A&R Registration Rights Agreements, the Company has agreed to extend the expiration date of the warrants previously issued to Encompass and EV Metals pursuant to the private placements which occurred on April 21, 2023, February 29, 2024, May 3, 2024, and June 19, 2024 (“Warrant Amendments”).

The A&R Registration Rights Agreement also provides that, subject to certain requirements and customary conditions, each of EV Metals and Encompass will have “piggy-back” registration rights with respect to underwritten offerings by the Company and with respect to Encompass, underwritten offerings of the Company’s securities held by EV Metals. In addition, EV Metals is entitled to two demand registrations which must occur prior to the third anniversary of the effective date of the Initial Registration Statement on Form S-1; provided, however, the Company is not obligated to participate in an underwritten offering if the aggregate price of such offering is expected to be \$25 million or less.

In exchange for the foregoing, pursuant to the A&R Registration Rights Agreements, EV Metals and Encompass have agreed to waive their respective rights to any possible claims, including the right to liquidation damages, under the Registration Rights Agreements provided that the Warrant Amendments are approved by the TSXV.