Avalon Advanced Materials Inc.

Management's Discussion and Analysis of Financial Statements for the three and nine months ended May 31, 2025

This Management's Discussion and Analysis ("MDA") of Avalon Advanced Materials Inc. (the "Company" or "Avalon") is an analysis of the Company's financial results for the three and nine months ended May 31, 2025 (the "Period"). The following information should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements for the Period and the consolidated financial statements and Annual Information Form for the year ended August 31, 2024. This MDA is prepared as of July14, 2025

Land Acknowledgement

Avalon Advanced Materials Inc. acknowledges that our work takes place within the ancestral and traditional territories of First Nations and Métis people. We respect Indigenous rights and are committed to deepening our existing relationships while forging new and lasting ties which will ensure we and future generations benefit from the positive social and economic opportunities related to our operations.

Nature of Business and Overall Performance

Avalon is a Canadian critical minerals exploration company that is seeking to serve the growing electric vehicle ("EV") battery market demand and other strategic vital industries dependent on critical minerals. Shares of Avalon trade on the Toronto Stock Exchange (TSX: AVL), the OTCQB® Venture Market (OTCQB: AVLNF) in the United States and the Frankfurt Stock Exchange in Germany (FRA:OU5A).

In May 2023, the Company commenced a transformation in its mission and corporate strategy. The Company's management team is deeply focused on commercializing the assets that Avalon has acquired over the past two decades. In 2023 Avalon entered into a joint venture with Belgium-based SCR-Sibelco NV ("Sibelco"), a global leader in materials solutions, to develop the Company's flagship lithium deposit at the Separation Rapids Lithium Project ("Separation Rapids"). A strategic partnership was also signed with Metso Corp. of Finland, a market leader in sustainable lithium processing. In addition, in June 2023, the Company acquired a 377-acre industrial property on Strathcona Avenue in Thunder Bay, Ontario, Canada that is supplied by hydro power, gas and water, and is accessible by road, rail and water via a deep-water port. As described below, Avalon intends to develop the Strathcona property into a full-service lithium conversion and processing facility.

These developments are expected to be transformative to Avalon's corporate profile and demonstrate the Company's continued evolution from largely a holding entity of undeveloped mineral deposits into a potential commercial producer and advanced manufacturer. These milestones mark a new chapter in the Company's evolution.

Avalon's immediate strategic focus is the development of the lithium processing facility envisioned for Thunder Bay, Ontario, a strategy that will rely on lithium feedstocks from third-party producers both in the Province of Ontario and beyond, through off-take agreements and potentially assets in which it holds stakes including Separation Rapids. It is a strategy that is intended to create value for Avalon shareholders, while simultaneously creating a more favourable investment climate for the commercialization of other regional deposits, which in turn should generate ongoing, incremental processing revenues for Avalon via new off-take agreements. Generating positive cash flow is essential to Avalon's mid- and long-term vision.

The Company has embraced the principles of sustainability as core to its business operations and has made a strong commitment toward implementing corporate social responsibility ("CSR") best practices. In December 2024, the Company released its thirteenth annual comprehensive Sustainability Report (the "2024 Sustainability Report") and in February 2021 secured a top 5% ESG Risk rating among our peer companies from Sustainalytics. The Company was also featured in the Benchmark Minerals' inaugural global lithium ESG rankings, scoring in the top 5% worldwide.

Shareholder Rights Plan

During the Quarter, the Company's Board of Directors (the "Board") approved the adoption of a shareholder rights plan (the "Rights Plan") effective as of April 8, 2025, pursuant to a shareholder rights plan agreement entered into with TSX Trust Company, as rights agent under the Rights Plan.

The purpose of the Rights Plan is to ensure, to the extent possible, that all shareholders of the Company are treated fairly in connection with any unsolicited take-over bid and to protect against "creeping bids," which involve the accumulation of more than 20%, on an aggregate basis, of the Company's issued and outstanding common shares through purchases exempt from applicable take over-bid rules.

The Rights Plan is like other recently adopted plans by other Canadian companies and approved by their shareholders. It has not been implemented in response to any specific proposal or intention to acquire control of the Company. Pursuant to the Rights Plan, one right will be issued in respect of each common share of the Company. Subject to the terms of the Rights Plan, in the event that rights become exercisable under the Rights Plan, holders of the rights (other than the acquiring person and its related parties) will be permitted to exercise their rights to purchase additional common shares of the Company at a 50% discount to the then prevailing market price of the common shares.

The Rights Plan has been conditionally approved by the Toronto Stock Exchange and is subject to ratification by the shareholders of the Company within six months of its effective date. The Company will be seeking shareholder ratification of the Rights Plan on a to be determined date. A complete copy of the Rights Plan will be available on SEDAR+ (www.sedarplus.com) under the Company's issuer profile. If the Rights Plan is not approved by the shareholders within six months of its adoption, the plan, together with the outstanding rights, will terminate and cease to be effective.

Lake Superior Lithium Project

With both the Ontario and Federal Governments confirming their interest in establishing new battery materials supply chains in the province, and potentially providing financial support. Avalon continues to work towards establishing its lithium processing facility in Thunder Bay, Ontario. The planned facility would be adaptable and expandable to increase output and accept concentrates from other producers of the various deposits that occur in Ontario and globally. In June 2023 Avalon acquired an industrial site in Thunder Bay, Ontario (the "Thunder Bay Property") for the purchase price of $8,300,000. The Thunder Bay Property consists of approximately 377 acres of which approximately 154 acres are on land and 223 acres are in Lake Superior and shoreline land. The property also includes a 24,000 square-foot office building and a 55,000 square-foot warehouse. It has existing road, rail, and deep-water port access, as well as existing utilities services adequate for supporting the Company's planned lithium-hydroxide (LiOH) processing facility (the "LSLi Facility").

With its existing infrastructure, strategic geographic location and multi-channel accessibility, the Thunder Bay property is uniquely suited to host the LSLi Facility and represents a material advantage for Avalon that the Company intends to widen through the adoption of market leading processing and recycling technologies, as well as the construction of an on-site Technology and Innovation Centre

("TIC"), in partnership with regional stakeholders and Qualcomm. The latter's involvement flows from the formalization, in the Fall of 2024, of a Memorandum of Understanding (the "MOU") between Avalon and Qualcomm, a U.S. technology giant. The MOU establishes the parameters of a strategic partnership aimed at introducing world-class technology tools and applications into the LSLi Facility and demonstrate the parties' joint leadership in mining innovation – a sizeable objective for both levels of Government in Canada.

In October 2023, the Company expanded a strategic partnership with Metso to advance the development of the LSLi Facility. Metso agreed to provide testing and engineering equipment procurement and related services, as well as co-develop a laboratory for research and development on lithium and clean technology solutions. Avalon and Metso also agreed to cooperate on the recycling of used batteries and the refining of battery chemicals for recycle use. The expanded partnership agreement followed a memorandum of understanding entered into in July 2023 that enabled Metso and Avalon to develop an innovative, sustainable methodology to economically produce commercial lithium hydroxide from spodumene as well as petalite mineral feeds.

Avalon's focus is also on building upon its relations with First Nations partners, the local community and local government. Deepening this collaboration is key to ensuring members of the regional ecosystem all benefit from the project and that all parties prioritize environmental stewardship. First Nations communities are valued partners, and the Company looks forward to an ongoing dialogue of mutual respect and seeking innovative partnerships in the new green economy.

The Company also continues to advance discussions with a range of other parties interested in participating in the project and helping contribute to the province's industrial competitiveness.

When complete, the integrated project will:

- Create a significant number of jobs in the City of Thunder Bay, Ontario and surrounding regions.
- Enable broader development of northwestern Ontario's lithium assets by producers seeking to utilize the proximity of Avalon's processing capacity.
- Create tangential socioeconomic and educational benefits, including the planned creation of a regional critical-minerals innovation and technology hub in partnership with local university and college stakeholders.
- Create new economic development opportunities for local and regional First Nations and Métis communities.
- Demonstrate best-in-class environmental and sustainability process innovation and enable novel Canadian IP.
- Create supply chain efficiencies by connecting lithium assets in the north with regional processing capacity, thus leading to a decreased life-cycle carbon footprint compared to producers who ship raw materials to processing facilities overseas.
- Incorporate renewable energy integration, including a proposed solar energy installation, to further enhance the project's sustainability profile.

Localizing the EV battery supply chain creates a multiplier effect of investment opportunities. In the United States, the passing of the Inflation Reduction Act (IRA) in August 2022 spurred more than US$70 billion worth of new investment announcements across the battery supply chain. These types of investments help stimulate local economic development by supporting surrounding industries, fostering spinoff entrepreneurship, and contributing to the development of industry clusters that improve productivity and growth.

A study was completed in early June 2024 on an order of magnitude site infrastructure valuation (the "Site Valuation Report") for the Thunder Bay property. The report highlights that the replacement cost of the infrastructure at Avalon's Thunder Bay site, factoring in its current condition, is estimated to be $46 million. In addition, the land value is estimated at between $11 to $16 million, which brings the total estimate of the site value to be between $57 to $62 million. The findings highlight the value proposition inherent in Avalon's Thunder Bay site including existing buildings, underground services, electrical services, rail spurs and a deep-water port.

A preliminary economic assessment study (the "PEA") has been completed on the planned lithium hydroxide conversion facility at Avalon's Thunder Bay site. Avalon engaged DRA Americans Inc., a 100% owned subsidiary of DRA Global to lead the study and which featured the environmentally friendly Metso lithium conversion technology. The PEA also included the full infrastructure layout with lithium concentrate reagent receiving and storage, processing, and site infrastructure as well as shipping/handling of product and a means to remove the byproduct off site. As well, a preliminary environmental permitting pathway and timeline was outlined within the study. The financial economics of the project was assessed, and the results were positive with an after-tax net present value ("NPV") at 8% discount rate of $4.1 billion over a 30-year processing life and an after-tax internal rate of return ("IRR") of 48%.

The study summary outcome is outlined in Table 1 below. The study assumes a spodumene concentrate price of $1,360/tonne (USD$1,000/tonne) for the 30-year life of the project. The spodumene concentrate is expected to be sourced through competitive offtake agreements, purchasing of spodumene feed from neighbouring mines, and potentially being supplied by the Separation Rapids Ltd. Joint Venture.

The long-term pricing of lithium hydroxide is assumed to be $35,360 /tonne (USD$26,000/tonne). A Clean Technology Manufacturing Industrial Tax Credit of 30% was applied against the initial capital cost.

Table 1: Project Summary Financial Outcomes

Items	Units	PEA Sept. 2024
Operating Life	years	30
Steady State Annual Spodumene Feed	tpa	196,000
Spodumene Concentrate Pricing @ 6%	$ per tonne	1,360
Annual LiOH Production	tpa	30,000
LiOH Sale Price (long term) Life of Project	$ per tonne	35,360
Total Capital Cost	$Billion	1.3
After-Tax Net Present Value (NPV) @ 8% discount rate	$Billion	4.1
After-Tax Rate of Return (IRR %)	%	48
Steady State LiOH Conversion Costs	$/t LiOH	3,898
Spodumene Purchase Cost Delivered to Site	$/t LiOH	9,131
After-Tax Payback	years	2.5

Avalon is currently considering a solar farm on its Thunder Bay property. The site includes approximately 46 acres of land on a former landfill that may be suitable as a solar facility. Avalon is exploring the possibility of behind-the-meter generation for its own use as a direct source of power for the lithium conversion facility or as a participant in a future Independent Electricity System Operator (IESO) procurement that would see the on-site generation used to supply power to the bulk electricity system or grid.

During the Period, Avalon released the results of a third-party economic and labour study was conducted by RIAS Inc. (RIAS), an Ottawa-based consulting firm. The report was based on the recent PEA and customized input-output multipliers from Statistics Canada and details the significant economic and labour impacts from the LSLi Facility. The report concluded that the project will have a significant economic multiplier effect across the Thunder Bay community, to the Northwestern Ontario region, to the province, and to the country through GDP, labour income, and employment.

During the Period, the Company announced the appointment of Mark N.J. Ashcroft, P.Eng., a seasoned mining executive with extensive experience in operations and corporate finance, as a Strategic Consultant to the LSLi Facility to support its development.

During the Period, the Company was awarded a grant of up to $500,000 from the Government of Ontario's Critical Minerals Innovation Fund ("CMIF") to support a new research project focused on analcime, an inert sand byproduct of the Metso Lithium Hydroxide Process. The analcime project will part of a broader initiative led by Avalon’s wholly owned subsidiary, Lake Superior Lithium Inc. (“LSLi”) be an important component of the planned LSLi Facility. The CMIF supports projects that help strengthen Ontario’s critical minerals sector. The analcime project will explore innovative solutions for extracting additional value from the byproduct generated during lithium hydroxide production at the LSLi Facility. Analcime is a zeolite mineral comprised of hydrated sodium aluminum silicate. Initial research suggests that analcime’s pozzolanic properties—its ability to react with calcium hydroxide in cement—may help improve the durability and carbon profile of concrete. The funding from CMIF will accelerate research and development efforts, facilitate lab-scale and pilot testing to assess analcime’s performance, environmental benefits, and commercial potential in the construction sector. The analcime project also aligns with the Ontario Ministry of Transportation’s efforts to explore and implement low-carbon construction materials and techniques, particularly for concrete construction

The Company incurred project development costs on the Lake Superior Lithium Project of $195,183 (2024 - $163,529) during the three months ended May 31, 2025 (the “Quarter”) and $494,344 (2024 - $163,529) during the nine months ended May 31, 2025 (the “Nine-Month Period”). These expenditures were incurred primarily for the PEA study and financing initiatives.

The Company incurred property holding costs of $24,574 (2024 - $51,414) during the Quarter and $82,184 (2024 - $327,134) during the Nine-Month Period relating to its Thunder Bay Property. These expenditures include primarily property tax and repair and maintenance costs.

Strategic Partnership with SCR-Sibelco NV

In June 2023, the Company entered into a strategic partnership with SCR-Sibelco NV ("Sibelco"), a global leader in materials solutions. Sibelco currently owns approximately 18.5% of Avalon’s common shares and is the Company’s largest shareholder.

Avalon has granted to Sibelco, for so long as Sibelco holds not less than 10% of the issued and outstanding Common Shares on a non-diluted basis, the right to nominate one member to the board of directors of Avalon (“Board”) (or up to two nominees if the size of the Board is increased to nine directors or more), and the right to participate in future equity offerings so that it can maintain its pro rata percentage ownership in Avalon.

During the Nine-Month Period, the Company Completed $3,500,000 in debenture financing with Sibelco. Sibelco provided an additional funding of $3,500,000 to the Company by way of an amended and restated debenture (the “2024 Debenture”). The 2024 Debenture has a principal amount of $6,500,000 and replaced an earlier debenture (the “2023 Debenture”) which had a principal amount of $3,500,000 and accrued interest at 7.115% per annum. The 2024 Debenture bears interest at 7.5% per annum, with the principal and accrued interest payable on maturity, being November 18, 2026.

Should the 2024 Debenture not be repaid by the Company at maturity, Sibelco has the right to (a) convert the outstanding principal and accrued interest into additional common shares of Avalon at a price equal to the greater of (i) the 15 day VWAP of the Company's common shares on the TSX immediately prior to the exercise of this right and (ii) the minimum price allowed by the TSX or (b) convert the outstanding principal and interest into additional common shares of SRL, based on a pro-rated formula.

If the entire amount of the 2024 Debenture and accrued interest is converted to common shares of SRL at maturity, then Sibelco's equity interest in SRL will be increased by 30% to 90%, with the Company owning the remaining 10%. Sibelco will also have the right to exercise its conversion rights prior to maturity if the Company does not make certain reductions in its corporate and administrative costs. The 2024 Debenture is secured by a pledge of Company's shares in SRL.

In November 2023, Avalon and Sibelco closed a joint venture transaction with Avalon transferring its Separation Rapids Lithium Project ("Separation Rapids") and Lilypad Cesium-Tantalum Project ("Lilypad") into a new joint venture company, Separation Rapids Ltd. ("SRL"), in exchange for a 40% interest in SRL.

Separation Rapids Ltd.

Sibelco, which acts as the operator of SRL, has committed to invest €34.8 million (approximately C$51.3 million) into the joint venture. Of this amount, €4.8 million was advanced concurrently with the contribution by Avalon of its interests in the Separation Rapids and Lilypad projects, with an additional €30 million to be advanced in tranches to fund the development of the joint venture mineral projects, including facilities and related infrastructure. After total cash contributions of €34.8 million by Sibelco, each of the parties will make any further cash contributions on a pro-rata basis (with dilution to a non-contributing party's interest).

The Company recognized a net income with respect to SRL's operations of $338,948 (2024 – net loss of $100,110) during the Quarter and a net loss of $325,546 (2024 - $100,110) during the Nine-Month Period. SRL was formed on November 9, 2023. During the Period, the expected funding schedule for Sibelco's additional cash contribution payments of €30,000,000 to SRL was updated to calendar year 2025 through to calendar year 2029 from the original additional funding period of the third calendar quarter of 2024 through the first calendar quarter of 2027. As such, the carrying amount of SRL's contribution receivable from Sibelco was adjusted, which resulted a loss of $1,821,040 for SRL. This loss was partly offset by the interest income of $1,566,312 recognized on the contribution receivable balance.

SRL has completed an updated mineral resource estimate for Separation Rapids during the Nine-Month Period. The results are disclosed below under "Updated Mineral Resource Estimate".

Other highlighted work on Separation Rapids includes:

- Geotechnical & mineralogical studies to advance through the year to facilitate a higher confidence in mine design and planning as well as advance the process design and optimization to a higher level of understanding.
- Environmental field work as part of the baseline and permitting process was completed mid summer
- Engagement with local communities is on-going and continues
- Preparation for exploration has commenced

Updated Mineral Resource Estimate

During the Nine-Month Period, SRL provided Avalon with an updated Mineral Resource Estimate ("MRE") for the Separation Rapids Project, as disclosed in its news release dated February 27, 2025. The updated MRE was prepared by SLR Consulting (Canada) Ltd., is supported by 29 new drill holes and shows an increase of 28% in Measured and Indicated Mineral Resource tonnage and a decrease of 13% in Inferred Mineral Resource tonnage compared to the 2023 MRE.

Key Highlights, effective January 30, 2025:

- As of January 30, 2025, open pit Measured and Indicated Mineral Resources are estimated at 10.73 Mt grading 1.27% Li_2O for 136 kt contained Li_2O and Inferred Mineral Resources include 0.46 Mt grading 0.84% Li_2O for 3.8 kt contained Li_2O.

- Compared to the 2023 MRE, a significant portion of the open pit mineral resources was upgraded to the Measured + Indicated category (+8% contained Li_2O).

- Combined open pit and underground Measured and Indicated Mineral Resources are estimated to total 12.98 Mt grading 1.34% Li_2O for 173 kt Li_2O. Additionally, Inferred Mineral Resources are estimated to total 2.29 Mt grading 1.46% Li_2O for 33 kt Li_2O.

- The MRE shows contained Li_2O metal oxide increases of 28% in the Measured + Indicated categories and decrease of 13% in the Inferred category.

Separation Rapids Mineral Resource Summary, Effective January 30, 2025

Description	Classification	Tonnage (Mt)	Li_2O (%)	Contained Li_2O (t)
Open Pit	Measured	4.33	1.28	55,282
	Indicated	6.41	1.27	81,147
	Measured + Indicated	**10.73**	**1.27**	**136,429**
	Inferred	0.46	0.84	3,817
Underground	Measured	-	-	-
	Indicated	2.24	1.64	36,877
	Measured + Indicated	**2.24**	**1.64**	**36,877**
	Inferred	1.83	1.62	29,680
Total	Measured	4.33	1.28	55,282
	Indicated	8.65	1.36	118,024
	Measured + Indicated	**12.98**	**1.34**	**173,306**
	Inferred	2.29	1.46	33,497

Notes:
1. CIM (2014) definitions were followed for Mineral Resources.
2. Mineral Resources are reported using a 4.25% Li_2O petalite concentrate price assumption of US$1,000/t with an exchange rate of US$1 = C$1.30.
3. Open pit Mineral Resources are reported from a block model regularized to 5 m x 3 m x 5 m parent block size at a 0.48% Li_2O cut-off grade (COG) in a Whittle resource shell. The Whittle resource shell and open pit COG are based on a mining cost of C$5.50/t, a general and administration (G&A) cost of C$3.50/t, a processing cost of C$55.00/t, and a recovery of 40%.
4. Underground Mineral Resources are reported from a block model with a minimum sub-block size of 1 m within Deswik Stope Optimizer (DSO) resource panels which were generated using a break-even 1.46% Li_2O COG. The underground break-even COG grade is based on a mining cost of C$120/t, a G&A cost of C$3.50/t, a processing cost of C$55.00/t, a recovery of 40%, and an exchange rate of US$1 = C$1.30. The DSO resource panels are minimum 20 m by 10 m by 3 m wide.
5. Mineral Resources are reported based on a minimum thickness of approximately 3 m.

6. Average bulk densities were assigned to the blocks and range between 2.62 t/m³ and 2.66 t/m³ for the lithium pegmatite.
7. Numbers may not add due to rounding.
8. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

The MRE was prepared in accordance with CIM (2014) definitions as incorporated by reference into National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101).

For 2025, the JV will advance exploration activities at the Separation Rapids Lithium Project. The planned work program includes research on lithium mineral recovery and process development to further delineate the potential of mineral resources.

Field mapping completed in 2024 has successfully delineated the northwest trend of the Separation Rapids pegmatite field, which extends from the Separation Rapids to the Snowbank and Glitter lithium pegmatites.

Volker Moeller, Ph.D., P.Geo. (ON), independent consultant, is the designated Qualified Person for the MRE within the meaning of National Instrument 43-101 ("NI 43-101") and has reviewed and verified that the technical information contained herein is accurate and approves of the written disclosure of same. The Qualified Person is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant factors that could materially affect the MRE.

Resource Development Activities

Resource property expenditures for the Quarter totalled $142,876, a more than fourteen folds increase from the level of expenditures in the comparative quarter in Fiscal 2024 ($10,386). This increase was due to increased activities on the Nechalacho Rare Earth Elements and Zirconium Project ("Nechalacho"). Of these expenditures, 100% were incurred on Nechalacho.

Resource property expenditures for the Nine-Month Period totaled $312,259, a 755% increase from the level of expenditures for the nine months ended May 31, 2024 ($36,511). This increase was due to the increased activities on Nechalacho and 100% of theses expenses were incurred on Nechalacho.

No properties were abandoned or impairment losses recorded during the Quarter or the Nine-Month Period.

Nechalacho Rare Earth Elements and Zirconium Project

The Nechalacho Rare Earth Elements and Zirconium Project is located at Thor Lake in the Mackenzie Mining District of the Northwest Territories ("NWT"), approximately 100 kilometres southeast of the City of Yellowknife. The property is comprised of eight contiguous mining leases totalling 5,786 hectares (14,297 acres), after three mining claims totalling 332 hectares on the southwest side of the original five leases were converted to mining leases. The original five leases are subject to one independently owned 2.5% Net Smelter Returns ("NSR") royalty agreement. Avalon has the contractual right to buy out this royalty on the basis of a fixed formula, which is currently approximately $2.0 million, and which will increase at a rate equal to the Canadian prime rate until the royalty is bought out.

During Fiscal 2020, Avalon sold the rights to the near-surface dominantly light rare earth mineral resources above a depth of 150 metres above sea level ("Upper Zone Resources") to Cheetah Resources Pty Ltd. ("Cheetah"). Avalon retained a 3.0% NSR royalty (the "3.0% NSR Royalty") and will continue to have access to the property for development and mining of its 100% owned Basal Zone heavy rare earth resource. Avalon has also agreed to waive the 3.0% NSR Royalty for the first five years of Cheetah's commercial production and to grant Cheetah the option to pay the Company

$2 million within eight years of the transaction closing to extend the waiver of this royalty in perpetuity. Cheetah also has the option to purchase the Company's option in the 2.5% NSR Royalty, provided that, upon exercising the option, it extinguishes this royalty. The eight mining leases are jointly recorded in the names of Cheetah 50% and the Company 50%, while the beneficial ownership is held in trust by Cheetah and Avalon as to their respective beneficial ownership entitlement in and to the Upper Zone Resources and the Basal Zone Resources, respectively.

Avalon and Cheetah have formed a jointly-owned corporation ("NWT Rare Earths Ltd.") to hold the exploration permits and related authorizations related to Nechalacho and have also entered into a co-ownership agreement governing each party's activities and management at site. On November 30, 2020, a new Land Use Permit, expiring November 29, 2025, and Water License, expiring November 29, 2027, were approved for both the Cheetah Demonstration Project and the previously approved Basal Zone early works construction activities. During the Quarter, a Land Use Permit expiring on June 19, 2025 was renewed. This new permit expires on May 26, 2030.

Rare earth elements ("REE") belong to the lanthanide series of metals and are important in an expanding array of applications in technology related to energy efficiency and a cleaner environment. Common uses of these metals are in magnets for electric vehicles and wind turbines, solar panels, and cell phones. REEs are also a critical component in numerous military defense systems, making a reliable supply chain of these elements an important strategic matter for many governments, including Canada and the US. Currently China produces about 60% of the world's REEs and supplies about 80% of REE imports into the US.

The Basal Zone heavy rare earth elements ("HREE") resource also contains abundant zirconium mineralization averaging over 3% ZrO_2. Zirconium cladding is usually an alloy of zirconium, tin, iron, nickel and chromium and is used in the fuel rods of commercial nuclear electric generator plants as well as military reactors including nuclear submarines. China currently has a dominant position in the supply and processing of zirconium as well as rare earths.

In August 2022 the United States adopted the Inflation Reduction Act which refers to the Bipartisan Infra-Structure Law's that provides a definition for Foreign Entities of Concern ("FEOC"). The United States Government release of the Guidance of FEOC issued on December 1, 2023, which provides clarity and purpose of supporting critical mineral projects that are not owned or controlled by or subject to the jurisdiction or direction of a government of a covered country: China, Iran, Russia, North Korea. The Company's Nechalacho deposit is distinguished by its unique blend of rare earth and zirconium minerals, significant scale, location within a safe jurisdiction, and close proximity to the United States.

Expenditures during the Quarter were $142,876 (2024 – $10,386) and during the Nine-Month Period were $312,259 (2024 – $28,120), which were incurred primarily on financing initiatives, preparatory work on updating certain metallurgical testwork, and ongoing site holding and sample storage costs.

East Kemptville Tin-Indium Project

The 100% owned East Kemptville Tin-Indium Project is located 55 km northeast of Yarmouth, Nova Scotia, Canada. The property consists of an exploration licence covering 1,165 hectares (2,880 acres). East Kemptville was an operating tin mine from 1985-1992 and was North America's only large primary tin producer, before closing prematurely in 1992 due to a collapse in tin prices. Increasing global demand for tin and tightening supplies has resulted in significantly improved tin prices, creating an opportunity for Avalon to reactivate the site, initially by processing a large historical stockpile of tin ore using low-impact sensor-based ore-sorting technology.

The Company completed a preliminary economic assessment during fiscal 2018 with a development model of utilizing the existing tailings management area ("TMA") and had been in negotiation with the surface rights owner to secure full tenure to the project site. An agreement in principle was reached in fiscal 2019, however, the surface rights owner subsequently refused to sign the agreement and denied Avalon access to the site after putting a hold on any new work on all of its closed mine sites.

No significant expenditures were incurred during the Quarter or the Nine-Month Period on the East Kemptville Tin-Indium Project. The Company continues to retain the mineral rights through its exploration licence, and management remains optimistic that the Company will eventually be able to secure access to the site again to resume reactivation plans.

Warren Township Anorthosite Project

The Warren Township Anorthosite Project is a mineral development opportunity located near the Village of Foleyet, 100 kilometres west of Timmins, Ontario. The project consists of a mining lease totalling 688 hectares (1,699 acres) that includes an aggregate permit over the historical quarry site and which is 100% owned by the Company. The lease covers a portion of the Shawmere Anorthosite Complex hosting a historic resource (not prepared in accordance with NI 43-101) of a high purity calcium feldspar. The calcium feldspar product is used in the manufacture of reinforcing glass fibre and other industrial products, such as mineral fillers.

There has also been demand for small quantities of the crushed anorthosite rock for use as a “lunar simulant” due to its mineralogical similarity with dust on the surface of the moon. During the Nine-Month Period, a 20-tonne test sample of anorthosite was successfully extracted and shipped to a third party company for testing with the NASA moon rover. If successful, there may be larger future quantities based on their needs.

No significant expenditures were incurred on the property during the Quarter or the Nine-Month Period on the Warren Township Anorthosite Project.

Corporate Social Responsibility

During the Quarter, the Company released its 2024 Sustainability Report, which is available for download at: https://www.avalonadvancedmaterials.com. In February 2021 the Company announced receiving an Environmental, Social and Corporate Governance ("ESG") Risk Rating, following an independent audit of the Company's business practices and policies, performed by Sustainalytics, a Morningstar company. Avalon received an ESG Risk Rating of 28.9 in its industry, Diversified Metals, and ranked among the top 5% of 150 industry companies analyzed globally. The benefits of obtaining an ESG Risk Rating include the ability to provide better access to ESG investment capital, and the ability to gain commercial benefit from the rating externally with creditors, suppliers and other stakeholders.

Avalon’s annual Sustainability Report is based on International Sustainability Standard Board (ISSB) reporting structure, which is aligned with the International Accounting Standard Board. The ISSB is the most popular reporting structure in Canada. Avalon’s annual Sustainability Reports incorporate a self-assessment of Fiscal year performance and also set targets for the next fiscal year against the applicable Mining Association of Canada “Toward Sustainable Mining” indicators. A review and update of the Sustainability Policy has been initiated to formalize the significant progress the Company has made in sustainability and to ensure its industry leadership is maintained.

Avalon continues its commitment to working closely with its Indigenous partners to create lasting economic and social benefits in the communities. The Company seeks to be a proactive partner with the Indigenous communities in the traditional territories in which Avalon operates. Further, Avalon has developed and published its first Land Acknowledgement, which reads as follows:

"Avalon Advanced Materials Inc. acknowledges that our work takes place within the ancestral and traditional territories of First Nations and Métis people. We respect Indigenous rights and are committed to deepening our existing relationships while forging new and lasting ties which will ensure we and future generations benefit from the positive social and economic opportunities related to our operations."

In response to the increasing concern expressed by regulators, insurers, investors, customers and other communities of interest, and building on its historic success in reducing greenhouse gas emissions, Avalon remains committed to becoming carbon neutral by 2040. Avalon believes this will give the Company a competitive advantage in its ongoing efforts to obtain ESG investors and government funding.

Being a recognized sustainability leader reduces costs and facilitates good relationships with all stakeholders, including Indigenous communities, which can help reduce risk of experiencing lengthy delays in receiving operating permits and approvals. This also helps facilitate the acquisition of our social license to operate. Avalon believes that responsible users of our cleantech materials will require increasingly sustainable sources for their materials.

Selected Annual Information

The following selected financial data for each of the three most recently completed fiscal years are derived from the audited annual financial statements of the Company, which were prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards"), as issued by the International Accounting Standards Board ("IASB").

For the Years Ended August 31,	2024	2023	2022
	$	$	$
Revenue	109,832	124,258	21,766
Net loss	634,576	3,317,059	3,945,843
Net loss, per share basic and diluted	0.001	0.007	0.010
Total assets	136,378,561	131,053,334	120,446,917
Total long term liabilities	3,881,533	3,549,419	4,689,179
Cash dividends	-	-	-

The Company has recorded losses in each of its three most recently completed fiscal years and expects to continue to record losses until such time as an economic mineral deposit is developed and brought into profitable commercial operation on one or more of the Company's properties, or is otherwise disposed of at a profit. Since the Company has no ongoing revenue from operations, annual operating losses typically represent the sum of business expenses, any gains or losses realized on disposition of its assets, any impairment losses recognized on its mineral properties and adjustments to the fair value for the derivative liabilities and convertible notes payable. The Company may increase or decrease its level of business activity in coming years and if it does, investors can anticipate that the Company's annual operating losses will also increase or decrease until an economic operation is brought into profitable commercial production, or one or more of the Company's properties are disposed of at a profit.

Administration and Other

Interest income for the Quarter totalled $8,606 compared to $19,468 in the same quarter in Fiscal 2024, due to lower interest rates and lower cash balances.

Corporate and Administrative expenses totalled $417,958 during the Quarter, a 35% decrease from the amount incurred during the comparative quarter in Fiscal 2024 (2024 - $642,368). The main areas of decreased expenses for the Quarter were expenses on salaries and benefits, and advertising, office, insurance and other expenses, which were partly offset by the increase in Consulting and professional fees.

Salaries and benefits decreased by $291,336 (63%) to $173,772 during the Quarter compared to $465,108 for the same quarter in Fiscal 2024. $166,963 of the decrease is related to the increased amount of salaries and benefits that were charged to the Nechalacho Project, project development costs, and general exploration expenses, and the balance of the decrease is primarily related to the reduced number of management employees.

Advertising, office, insurance and other expenses decreased by $43,856 (69%) to $19,706 during the Quarter compared to $63,562 for the same quarter in Fiscal 2024. The decrease is primarily related to the reversal of certain advertising expenses accrued in prior years.

Consulting and professional fees increased by $104,019 (271%) to $142,375 during the Quarter compared to $38,356 for the same quarter in Fiscal 2024 ("Q3 2024"). During Q3, 2024, the Company negotiated discounts of approximately $77,000 for professional services related to the first six months of fiscal 2024, reducing the consulting and professional fees by this amount in Q3 2024. The balance of the increase is primarily related to the legal fees incurred for the Company's Shareholders' Rights Plan adopted during the Quarter.

Share based compensation decreased by $85,635 to $65,581 for the Quarter compared to $151,216 for the same quarter in Fiscal 2024. The decrease is primarily related to the decreased value of options earned during the Quarter and the decreased number of DSUs earned by the Company's directors during the Quarter.

Finance costs increased to $272,412 for the Quarter compared to $165,720 for the same quarter in Fiscal 2024. The increase is mainly related to the amortization of deferred financing costs recognized during the Quarter on the convertible note payable and the interest expense on the debenture payable. The convertible note payable was issued during the quarter ended May 31, 2024, and the outstanding principle of the debenture payable was $6,500,000 during the Quarter compared to $3,000,000 in Q3 2024.

At each reporting period date, the fair values of the Company's outstanding derivative liabilities (which included the warrants with exercise prices that are subject to adjustment from time to time in the event of certain common share rights offerings) were remeasured using the Black-Scholes pricing model, which resulted in a gain of $3 for the Quarter and a gain of $635 for the Nine-Month Period, respectively, compared to a gain of $13,279 and a gain of $194,756 in the comparable quarter and nine-month period in Fiscal 2024, respectively. The changes in the estimated value of these warrants are mainly caused by the fluctuation in the trading price of the Company's common shares between the beginning and end of the reporting periods.

The Company also recognized debt refinancing costs of $183,727 relating to the replacement of the 2023 debenture and the issuance of the 2024 debenture during the Nine-Month Period.

Interest income for the Nine-Month Period totalled $35,397 compared to $42,148 in the same period in Fiscal 2024. A portion of the land from the Company's Thunder Bay Property was rented out to a third party during the quarter ended November 30, 2023 and generated rental revenue of $54,000 for the nine month period ended May 31, 2024.

For the Nine-Month Period, corporate and administrative expenses totalled $1,800,407 compared to $3,327,796 for the same period in Fiscal 2024. The main areas of decreased expenses for the Nine-Month Period were salaries and benefits, consulting and professional fees, advertising, office, insurance and other expenses, and travel and related costs.

Salaries and benefits for the Nine-Month Period decreased by $951,960 to $1,046,090, compared to $1,998,050 for the same period in Fiscal 2024. $532,575 of the decrease is related to the bonuses awarded to the Company's employees during the nine months ended May 31, 2024 related to their services for Fiscal 2023 (bonuses totaling $440,875 to senior management employees were settled in RSUs) (employee bonuses for Fiscal 2024 were awarded in the quarter ended August 31, 2024). $429,722 of the decrease is related to the increased amount of salaries and benefits that were charged to the Nechalacho Project, project development costs, and general exploration expenses. The balance of the decrease is primarily related to the reduced number of management employees.

These decreases were partly offset by the increase of $258,137 in severance and termination payment provisions for certain terminated employees.

Consulting and professional fees decreased by $314,507 (47%) to $359,860 during the Nine-Month Period, compared to $674,367 for the same period in Fiscal 2024. The decrease is primarily related to the reduced level of community, government relations and market development activities provided by consultants and human resource related services. To reduce the Company's overhead expenses, most of these activities are now handled in-house.

Advertising, office, insurance and other expenses decreased by $171,379 (56%) to $135,963 during the Nine-Month Period, compared to $307,342 for the same period in Fiscal 2024. Higher office and general expenses were incurred in fiscal 2024 to relocate the Company's office premises and replacing most of its small office furniture items. The balance of the decrease is primarily related to the reduction in advertising and newswire related spendings to reduce overhead expenses and the reversal of certain advertising expenses accrued in prior years.

Travel and related costs decreased by $59,344 (33%) to $121,574 during the Nine-Month Period compared to $180,918 for the same period in Fiscal 2024. The decrease is primarily related to the reduced number of trips taken during the Nine-Month Period compared to the same period in Fiscal 2024 to reduce overhead expenses.

Share based compensation decreased to $333,940 from $406,030 during the Nine-Month Period compared to the same period in Fiscal 2024. This decrease is primarily related the decreased value of options earned during the Nine-Month Period compared to the same period in Fiscal 2024, which was partly offset by the increased number of RSUs and DSUs earned by the Company's senior management employees and directors during the Nine-Month Period.

Financing costs increased to $764,637 for the Nine-Month Period compared to $284,096 for the same period in Fiscal 2024. The increase is mainly related to the amortization of deferred financing costs recognized on the convertible note payable and the interest expense on the debenture payable during the Nine-Month Period. The convertible note payable was issued during the quarter ended May 31, 2024, and the outstanding principle of the debenture payable increased from $3,000,000 to $6,500,000 in November 2024.

Summary of Quarterly Results

The following selected financial data is derived from the unaudited condensed consolidated interim financial statements and financial information of the Company.

Fiscal Year	2025			2024				2023
For the Quarters Ended	May 31	Feb. 28	Nov. 30	Aug. 31	May 31	Feb. 29	Nov. 30	Aug. 31
	$	$	$	$	$	$	$	$
Revenue	8,606	19,656	7,135	13,684	19,468	6,889	69,791	72,238
Net income (Loss)	(709,668)	(1,783,019)	(1,678,728)	(1,808,873)	(1,353,168)	(1,524,051)	4,051,516	(1,222,736)
Income (Loss) per share, basic	(0.001)	(0.003)	(0.003)	(0.003)	(0.002)	(0.003)	0.007	(0.002)
Income (Loss) per share, diluted	(0.001)	(0.003)	(0.003)	(0.003)	(0.002)	(0.003)	0.007	(0.002)

The fluctuation in quarterly net loss is primarily due to the recognition of share based compensation expenses as stock options, DSUs and RSUs granted to directors, officers, employees and consultants of the Company are earned, the impairment losses recognized on resource properties, changes in the fair value of derivative liabilities, write-off of business acquisition costs and expensed financing transaction costs, and any gain/loss realized on disposition of its assets. The costs of resource properties are written down at the time the properties are abandoned or considered to be impaired in value.

Liquidity and Capital Resources

In management's view, given the nature of the Company's operations, which consist mainly of the exploration and development of mineral properties, the most relevant financial information relates primarily to current liquidity, solvency, and planned project expenditures. The Company's financial success will be dependent on the economic viability of its resource projects, the development of its lithium-hydroxide processing facility and the extent to which it can develop its mineral resources. Such development may take several years to complete, and the amount of resulting income, if any, is difficult to determine until firm offtake commitments with third parties have been secured. The sales value of any mineralization discovered by the Company is largely dependent on factors beyond the Company's control, including the negotiated value of the critical minerals products to be produced.

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in light of changes in general economic conditions, the Company's short-term working capital requirements, and its planned exploration and development program expenditure requirements.

As the Company is in the development stage, its principal source of capital is from the issuance of equity securities although it is now trying to access debt financing to fund the LSLi Facility development and reduce share dilution. In order to achieve its objectives, the Company expects to spend its existing working capital and raise additional funds as required, including flow-through equity financing to fund exploration drilling work and some debt financing.

During the Period, the Company completed $3,500,000 in debenture financing with Sibelco. Sibelco provided an additional funding of $3,500,000 to the Company by way of an amended and restated debenture (the "2024 Debenture"). The 2024 Debenture has a principal amount of $6,500,000 and replaced an earlier debenture (the "2023 Debenture") which had a principal amount of $3,500,000 and accrued interest at 7.115% per annum. The 2024 Debenture bears interest at 7.5% per annum, with the principal and accrued interest payable on maturity, being November 18, 2026.

Should the 2024 Debenture not be repaid by the Company at maturity, Sibelco has the right to (a) convert the outstanding principal and accrued interest into additional common shares of Avalon at a price equal to the greater of (i) the 15 day VWAP of the Company's common shares on the TSX immediately prior to the exercise of this right and (ii) the minimum price allowed by the TSX or (b) convert the outstanding principal and interest into additional common shares of SRL, based on a pro-rated formula.

If the entire amount of the 2024 Debenture and accrued interest is converted to common shares of SRL at maturity, then Sibelco's equity interest in SRL will be increased by 30% to 90%, with the Company owning the remaining 10%. Sibelco will also have the right to exercise its conversion rights prior to maturity if the Company does not make certain reductions in its corporate and administrative costs. The 2024 Debenture is secured by a pledge of Company's shares in SRL.

During the Period, the Company completed a private placement and issued 6,400,000 units at a price of $0.05 per unit for gross proceeds of $320,000 (the "October 2024 Private Placement"), of which 200,000 units were subscribed by Mr. Zeeshan Syed, Vice President, External Affairs and Partnerships and 200,000 units were subscribed by Mr. Andrew Ramcharan, Vice President, Corporate Development. Each unit was comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.075 for a period of three years after closing, or if the closing price of the common shares on the TSX is $0.15 or higher for a period of twenty consecutive trading days after the closing date, the Company may, by notice to the holder (supplemented by a news release of general dissemination) reduce the expiry date of the warrants to not less than 30 days from the date of such notice

During the prior fiscal year, the Company entered into an up to $15,000,000 convertible security agreement (the “Funding Agreement”) with an entity managed by The Lind Partners (“Lind”) and completed the first drawdown and issued a convertible note payable of $2,750,000 to Lind. Subject to further agreement by the parties, an additional drawdown under the Funding Agreement can be made on satisfaction of certain conditions.

The convertible security issued pursuant to the first drawdown under the Funding Agreement has a two-year term and accrues a simple interest rate obligation of 10% per annum on the funded amount, which is prepaid and attributed to the face value of the convertible note payable upon issuance, resulting in a face value of $3,300,000 (the “Face Value”). Lind is entitled to convert the Face Value amount over a 24-month period, subject to certain limits, at a conversion price equal to 85% of the five-day trailing volume weighted average price of Avalon’s common shares prior to the date of conversion. The convertible security matures on March 27, 2026. Commencing on August 26, 2024, the Company has the right to repurchase the convertible security, subject to Lind’s option to convert up to one third of the Face Value into Avalon common shares prior to such repurchase. The convertible note payable is secured by a general security agreement and a mortgage on the Company’s Thunder Bay Property.

The balance on the convertible note at May 31, 2025 was $1,485,000. The number of common shares to be issued would be 69,718,309 if the full amount of the note payable had been converted into common shares, based on a conversion price of $0.0213, which is 85% of the five-day VWAP of the Company’s common shares on the TSX on May 31, 2025.

As at May 31, 2025, the Company has current assets of $1,060,224 and current liabilities of $2,510,573. The Company’s working capital deficit was $1,450,349 as at May 31, 2025 (August 31, 2024 – working capital deficit of $3,982,077).

The Company’s operating expenditures, excluding expenditures on property work programs, currently average approximately $225,000 per month. Any significant future capital, resource property and other project expenditures will depend on the requisite financing being in place.

The Company will need to raise additional capital to fund the development of its planned midstream lithium-hydroxide processing facility. Any significant new work programs for fiscal year ending August 31, 2025 on the Separation Rapids Lithium and Lilypad Cesium-Tantalum Projects are expected to be funded by Sibelco’s cash contribution to the joint venture. Initiatives to raise additional capital are ongoing and include financing from investing partners for developing the lithium-hydroxide processing facility. There continues to be increasing investor interest in critical minerals for clean technology creating many new opportunities to access capital including from the growing ESG investment community. Having the new ESG risk rating will improve access to ESG oriented risk capital including Green Bonds. Discussions with potential joint venture partners to provide project financing are also ongoing and the Company is continuing to prioritize financing opportunities that will minimize the potential for excessive shareholder dilution. The Company’s expenditures on discretionary exploration and development activities have some scope for flexibility in terms of amount and timing, which can be adjusted accordingly.

The Company does not have any externally imposed capital requirements other than those certain Events of Default contained in the 2024 Debenture terms. The Company continues to work on attracting more substantial project financing through the participation of one or more strategic partners, a long term construction debt financing facility, and/or through the equity markets. If the Company is not able to secure financing on satisfactory terms, expenditures on the development of its projects will need to be delayed. However, given the extensive governmental and market interest in establishing new lithium battery materials supply chains, management is of the view that it is a matter of when adequate financing is secured, not if.

All of the Company's resource properties are owned, leased or licenced with minimal holding costs. The most significant holding costs being annual lease rental fees on Nechalacho of $24,841 (which are shared 50/50 with Cheetah) and the annual expenditure related to the mining lease at Warren Township is $2,063.

The Company has a lease for its premises. As at the date of this MDA, the minimum lease commitments under this lease are as follows:

Fiscal year ending August 31,	2025	$ 19,835
	2026	$240,942
	2027	$245,358
	2028	$249,846
	2029	$ 56,926

Off Balance Sheet Arrangements

As at May 31, 2025, the Company had no material off balance sheet arrangements such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative instrument obligations or any instruments that could trigger financing, market or credit risk to the Company.

Transactions with Related Parties

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed here. Details of the transactions between the Company and other related parties are disclosed below:

a) Trading transactions

There have been no material trading transactions with related parties during each of the nine months ended May 31, 2025 and 2024, other than the participation by certain related parties in the October 2024 Private Placement whereby Mr. Zeeshan Syed, Vice President, External Affairs and Partnerships and Mr. Andrew Ramcharan, Vice President, Corporate Development each subscribed for 200,000 Units at $0.05 per unit.

b) Compensation of key management personnel

The remuneration of directors and other key members of the Company's senior management team during the three months and nine months ended May 31, 2025 and 2024 are as follows:

	Three Months Ended		Nine Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Salaries, benefits and directors' fees(1)	$ 291,589	$ 415,487	$ 1,460,322	$ 1,861,358
Share based compensation(2)	61,768	159,355	324,896	379,954
	$ 353,357	$ 574,842	$ 1,785,218	$ 2,241,312

(1) Salaries and benefits of key management personnel capitalized to PPE and exploration and evaluation assets for the Quarter and for the Nine-Month Period totaled $49,787 (2024 - $Nil), and $134,187 (2024 - $108,701), respectively. Salaries and benefits of key management personnel expensed to project development and general exploration for the Quarter and for the Nine-Month Period totaled $87,029 (2024 - $Nil), and $306,395 (2024 - $Nil), respectively.

(2) Fair value of stock options, DSUs & RSUs earned and recognized as share based compensation during the respective reporting period.

Subsequent Events

Subsequent to the end of the Fiscal Year, the Company:

a) issued 7,300,884 common shares pursuant to the conversion of $165,000 of note payable;

b) granted a total of 1,600,000 stock options with a weighted average exercise price of $0.05 per share to certain employees of the Company. These options have a weighted average contract life of 3 years at issuance; and

c) had 150,000 options with an exercise price of $0.11 per share expire.

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities, debenture payable, convertible note payable and warrants with exercise prices that are subject to adjustment from time to time.

Management does not believe these financial instruments expose the Company to any significant interest, currency or credit risks arising from these financial instruments. The fair market values of cash and cash equivalents, receivables, accounts payable and accrued liabilities, debenture payable and convertible notes payable approximate their carrying values.

Interest income from cash and cash equivalents are recorded in the statement of comprehensive loss.

Outstanding Share Data

The Company's share capital structure including its common shares and any potentially dilutive instruments outstanding as at the date of this MDA are as follows:

Common shares	637,648,639
Warrants	36,825,000
Stock options	22,720,000
DSUs	2,535,000
RSUs	2,160,000
Convertible note payable (1)	61,971,831
Total	763,860,470

(1) The number of common shares would be issued if the full amount of note payable of $1,320,000 outstanding as at the date of this MDA had been converted into common shares, based on a conversion price of $ $0.0213, which was 85% of the five Day VWAP of the Company's common shares on the TSX on May 31, 2025.

The Company would be required to issue 307,522,578 common shares (using the 15 Day VWAP of the Company's common shares on the TSX on May 31, 2025) to Sibelco if the Company fails to repay the principal and accrued interest of $7,780,331 of the 2024 Debenture at maturity and Sibelco chooses to convert the 2024 Debenture into common shares of the Company. The Company is also committed to issue 20,000 warrants to the Northwest Territory Métis Nation in two equal installments of 10,000 warrants upon the Nechalacho Project meeting certain milestones.

a) Common and Preferred Shares

The Company is presently authorized to issue an unlimited number of common shares without par value. The Company is also authorized to issue up to 25,000,000 preferred shares without par value, of which 950 have been issued and none is outstanding as at May 31, 2025.

As at May 31, 2025, the Company has 630,347,755 common shares issued and outstanding. Subsequent to the end of the Quarter, and as described earlier under "Subsequent Events", a total of 7,300,884 shares were issued. As of the date of this MDA, the Company has 637,648,639 common shares outstanding.

b) Options

As at May 31, 2025 and, the Company had an aggregate 21,270,000 incentive stock options outstanding with a weighted average exercise price of $0.12 (of which 11,150,000 were vested and 10,120,000 were unvested). Subsequent to the end of the Quarter 1,600,000 stock options were granted and 150,000 stock options expired (as described earlier under "Subsequent Events"). As the Date of this MDA, the Company has 22,720,000 incentive stock options with a weighted average exercise price of $0.12 outstanding.

c) Deferred and Restricted Share Units

As at May 31, 2025 and the date of this MDA, the Company had 2,535,000 fully vested DSUs and 2,160,000 fully vested RSUs outstanding.

d) Warrants

As at May 31, 2025 the Company has the following common share purchase warrants outstanding:

i. 9,000,000 warrants with an exercise price of $0.26 per common share and are exercisable until May 9, 2026.

ii. 2,125,000 warrants with an exercise price of $0.15 per common share which are exercisable until January 31, 2027, or, if at any time following January 31, 2024, the closing price of the common shares on the TSX is $0.30 or higher for a period of twenty consecutive trading days, the Company may, by notice to the holder (supplemented by a news release of general dissemination) reduce the expiry date to not less than thirty days from the date of such notice;

iii. 15,800,000 warrants with an exercise price of $0.13 per common share and are exercisable until March 27, 2029,

iv. 6,400,000 warrants with an exercise price of $0.075 per common share which are exercisable until October 25, 2027, or, if at any time following October 25, 2024, the closing price of the common shares on the TSX is $0.15 or higher for a period of twenty consecutive trading days, the Company may, by notice to the holder (supplemented by a news release of general dissemination) reduce the expiry date to not less than thirty days from the date of such notice; and

v. 3,500,000 common share purchase warrants with an exercise price of $0.0625 per common share and are exercisable until November 18, 2029.

The Company is also committed to issue 20,000 warrants to the NWTMN in two equal installments of 10,000 warrants upon the Nechalacho Project meeting certain milestones. These warrants will have a contractual term of five years and will have an exercise price based on the then current market price of the Company's common shares at the date of issue of the warrants.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to permit timely decisions regarding public disclosure.

Management, including the CEO and CFO, has designed or caused to be designed under their supervision, disclosure controls to provide reasonable assurance that the information required to be disclosed in annual filings, interim filings, or other reports filed or submitted under Canadian securities legislation is recorded, processed, summarized and reported within the time period specified in those rules.

Internal Control over Financial Reporting

The CEO and CFO are also responsible for the design of the Company's internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards. Because of its inherent limitation, internal control over financial reporting may not prevent or detect misstatements.

There have been no changes to the Company's design of internal controls over financial reporting that occurred during the Quarter that materially affected, or are reasonably likely to affect, the Company's ICFR.

Critical Accounting Judgments and Estimation Uncertainties

The preparation of the consolidated financial statements in conformity with IFRS Accounting Standards requires that the Company's management make critical judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and the related notes thereto. Actual results may differ from those estimates. Estimates and assumptions are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates are accounted for prospectively.

The Company has identified the following significant areas where critical accounting judgments, estimates and assumptions are made and where actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the consolidated financial statements.

Key Sources of Estimation Uncertainty

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the financial results or the financial positions reported in future periods are included in the following notes:

Recoverability of Exploration and Evaluation Assets, Investment in Associate and Property, Plant and Equipment

The Company assesses its long-lived assets, specifically all exploration and evaluation assets, its investment in associate and property, plant and equipment ("PPE") at each reporting date to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is the higher of the fair value less costs of disposal and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, foreign exchange rates, years to commencement of production, future capital requirements, exploration potential and operating performance.

Determination of Reserve and Resource Estimates

Mineral reserves and resources are estimates of the amount of ore that can be economically and legally extracted from the Company's exploration and development properties. The estimation of recoverable reserves for non-traditional mineral commodities, like lithium and rare earths, is based primarily upon demand for the product as well as estimates of commodity prices, production costs, production techniques, future capital requirements and foreign exchange rates, along with geological assumptions and judgments made in estimating the size and quality of the resource. Changes in the resource estimates may impact the carrying value of exploration and evaluation assets, development assets, PPE, site closure plans as well as the scale of the operations.

Fair Value of Share Based Payments and Warrants

The Company follows IFRS 2, Share based Payment, in determining the fair value of share-based payments. This calculated amount is not based on historical cost, but is derived based on assumptions (such as the expected volatility of the price of the underlying security, expected hold period before exercise, dividend yield and the risk-free rate of return) input into a pricing model. The model requires that management make forecasts as to future events, including estimates of: the average future hold period of issued stock options and compensation warrants before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period; dividend yield; and the appropriate risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the option or warrant could receive in an arm's length transaction, given that there is no market for the options or compensation warrants and they are not transferable. Similar calculations are made in estimating the fair value of the warrant component of an equity unit. The assumptions used in these calculations are inherently uncertain. Changes in these assumptions could materially affect the related fair value estimates.

Critical Judgments

Information about critical judgments in applying accounting policies that have most significant effect on the consolidated financial statements are as follows:

Capitalization of Exploration and Evaluation Costs

Exploration and evaluation costs incurred during the year are recorded at cost. Capitalized costs include costs directly attributable to exploration and evaluation activities, including salaries and benefits of employees who are directly engaged in the exploration and evaluation activities. Administrative and other overhead costs are expensed. Exploration and evaluation costs incurred that have been determined to have future economic benefits and can be economically recoverable are capitalized. In making this judgment, management assesses various sources of information including, but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits.

Changes in Accounting Policies Including Initial Adoption

The Company adopted the new accounting standard during the Quarter as described below:

Amendments to IAS 1 - Presentation of Financial Statements - Classification of Liabilities as Current or Non-current

The amendments to IAS 1, Presentation of Financials Statements to clarify the requirements for classifying liabilities as current or non-current and specify that the conditions which exist at the end of the reporting period are those which will be used to determine if a right to defer settlement of a liability exists and clarify the situations that are considered settlement of a liability, which include settlement by transferring a company's own equity instruments to the counterparty. The amendments further clarify how an entity classifies a liability that includes a counterparty conversion option, and that when classifying liabilities as current or non-current – an entity can ignore only those conversion options that are recognized as equity.

Effective September 1, 2024, the Company adopted these amendments retrospectively. The Company's convertible note payable and derivative liabilities are now classified as current liabilities. The convertible note payable balance of $2,970,000 and the derivative liabilities balance of $637 as at August 31, 2024 have been reclassified as current liabilities on the comparative interim statement of financial positions as at August 31, 2024. These amounts were classified as non-current liabilities on the Company's previously disclosed annual consolidated statements of financial position as at August 31, 2024.

The Adoption of these amendments had no impact on the Company's condensed consolidated interim statement of comprehensive loss and consolidated interim statement of cash flows for the Period.

Recent Accounting Pronouncements

The following pronouncements are issued but not yet and have not been applied in preparing the Company's consolidated financial statements. Management believes that other new IFRS accounting pronouncements not yet effective do not have a significant impact on the Company's present or near future consolidated financial statements.

IFRS 18 – Presentation and Disclosure in the Financial Statements

In April 2024, the IASB issued IFRS 18, Presentation and Disclosure of Financial Statements ("IFRS 18"). IFRS 18 is effective for periods beginning on or after January 1, 2027 (which will become effective on September 1, 2027 for the Company) and will apply retrospectively. IFRS 18 will replace IAS 1. IFRS 18 is expected to improve the quality of financial reporting by requiring defined subtotals in the statement of profit or loss, requiring disclosure about management-defined performance measures, and adding new principles for aggregation and disaggregation of information. The Company has not yet determined the impact of this standard on its disclosures.

Forward-Looking Information, Risk Factors and Qualified Persons

Certain of the statements that are not historical facts contained in this MDA are forward-looking information and forward-looking statements that involve risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Such forward-looking statements reflect the Company's current views with respect to future events and include, among other things, statements regarding targets, estimates and/or assumptions in respect of reserves and/or resources, and are based on estimates and/or assumptions related to future economic, market and other conditions that, while considered reasonable by management, are inherently subject to risks and uncertainties, including significant business, economic, competitive, political and social uncertainties and contingencies. These estimates and/or assumptions include, but are not limited to:

- grade of ore;
- mineral product and commodity prices;
- metallurgical recoveries;
- operating costs;

- achievement of current timetables for development;
- strength of the global economy;
- availability of additional capital;
- availability of supplies, equipment and labour; and
- market and sector trends.

Factors that could cause the Company's actual results, performance, achievements, developments or events to differ materially from those expressed or implied by forward-looking statements include, among others, the factors described or referred to under "Description of the Business - Risk Factors" in the Company's Annual Information Form for the year ended August 31, 2024, and:

- risks related to the Company's history of losses, lack of operating history, ability to generate material revenues and continue as a going concern;
- risks related to the Company's joint venture with Sibelco, including dilution and control risks;
- risks related to establishing new operations in the event that the Company elects to proceed with the development of one of its projects;
- risks related to the Company's need for additional financing;
- risks related to any joint venture or strategic alliances that may be entered into by the Company;
- risks related to either Avalon's or Cheetah's development plans of the Nechalacho Project negatively impacting the other's development plans;
- risks related to securing product off-take agreements on a timely basis;
- risks related to the unique ore type at the Nechalacho Project and for which known metallurgical processes have not previously been applied;
- uncertainty related to title to the Company's properties as well as the risk of delays in obtaining licenses and permits as a result of local opposition, including uncertainty related to any challenges in connection with Indigenous land title claims and Indigenous rights;
- risks related to the possible existence of rights and interests of Indigenous groups, which may limit the Company's ability to develop its properties;
- risks related to the need to acquire properties for the hydrometallurgical plant and potentially a rare earth refinery for the Nechalacho Project;
- risks that actual capital costs, production schedules and economic returns for the Nechalacho Project may differ significantly from those anticipated by the Company;
- risks related to the demand for technology metals and minerals and fluctuations in their pricing;
- risks related to the demand for lithium and fluctuations in its pricing;
- risks related to competition and the actions of competitors;
- risks related to costs or delays in the commercialization of rare earth products;
- uncertainties related to the fact that the Company's mineral resources and mineral reserves are only estimates;
- risks related to obtaining, maintaining and renewing licenses and permits, and the material costs, liabilities and obligations in connection therewith;
- risks that the Company will be subject to material costs, liabilities and obligations in connection with environmental laws, regulations and approvals and that approvals will not be available;
- uncertainties involving uninsured risks;
- risks related to possible shortages of supplies, equipment and labour;
- risks related to the Company's ability to attract and retain qualified management and technical personnel;
- uncertainty whether the Company will acquire commercially mineable ore deposits or whether the current mineral deposits identified by the Company can be developed as commercially viable ore bodies;
- risks inherent to the competitive nature of the mineral industry;
- risks related to the extensive federal, state, provincial, territorial and local laws and regulations to which the Company's activities are subject;
- risks related to the availability and reliability of adequate infrastructure;
- risks and hazards inherent to the mining industry;

- risks related to any changes in critical accounting estimates that adversely affect the Company's financial results;
- risks related to potential conflicts of interest of the Company's directors and officers who may have involvement with other resource companies;
- risks related to cybersecurity;
- risks due to being a "passive foreign investment company" for U.S. purposes;
- risks related to fluctuations of currency exchange rates;
- risks related to share price volatility;
- risks related to dilution of existing shareholders;
- risks related to not paying cash dividends;
- risks related to international conflicts;
- risks related to global financial conditions; and
- risks related to there being no market for the Company's warrants.

Most of the foregoing factors are beyond the Company's ability to control or predict. Although the Company has attempted to identify important factors that could cause actual results, performance, achievements, developments or events to differ materially from those described in forward-looking statements, there may be other factors that cause actual results, performance, achievements, developments or events not to be as anticipated, estimated or intended. There can be no assurance that the estimates and/or assumptions upon which these forward-looking statements are based will occur.

Readers can identify many of these statements by looking for words such as "believe", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur.

The forward-looking statements contained herein are made as of the date of this MDA and are expressly qualified in their entirety by this cautionary statement. Readers should not place undue reliance on the forward-looking statements, which reflect management's plans, estimates, projections and views only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances, except as required by applicable law.

The technical information included in this MDA, unless otherwise stated, has been reviewed and approved by Dr. Andrew Ramcharan, Vice-President, Corporate Development. Dr. Ramcharan is a qualified person under National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101").

Cautionary Note to U.S. Persons

This MDA was prepared in accordance with Canadian standards for reporting of mineral resource estimates, which differ in some respects from United States standards. In particular, and without limiting the generality of the foregoing, the terms "mineral resources," "inferred mineral resources," "indicated mineral resources," "measured mineral resources," "mineral reserves," "proven mineral reserves," and "probable mineral reserves" used or referenced in this MDA are Canadian mineral disclosure terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards. These definitions differ from the definitions in Subpart 1300 of Regulation S-K ("Subpart 1300"), based on the Committee for Mineral Reserves International Reporting Standards ("CRIRSCO"), which replaced the United States Securities and Exchange Commission's (the "SEC") Industry Guide 7 as part of the SEC's amendments to its disclosure rules to modernize the mineral property disclosure requirements. These amendments became effective February 25, 2019 and registrants were required to comply with the Subpart 1300 provisions by their first fiscal year beginning on or after January 1, 2021. Readers are cautioned not to assume that all or any part of mineral reserves and mineral resources determined in accordance with NI 43-101 and CIM Standards will qualify as, or be identical to, mineral reserves and mineral resources estimated under the standards of the SEC applicable to U.S. companies under Subpart 1300. While the definitions in Subpart 1300 are more similar to the definitions in NI 43-101 and the definitions in the CIM Standards than were the Industry Guide 7 provisions due to the adoption in Subpart 1300 of terms describing mineral reserves and mineral resources that are "substantially similar" to the corresponding terms under the definitions in the CIM Standards, including the SEC now recognizing estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" and amending its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding definitions under the CIM Standards that are required under NI 43-101, the definitions in Subpart 1300 still differ from the requirements of, and the definitions in, NI 43-101 and the CIM Standards. Investors are cautioned that while the above terms are "substantially similar" to the corresponding definitions in the CIM Standards, there are differences in the definitions in Subpart 1300 and the CIM Standards. Accordingly, there is no assurance any mineral resources or mineral reserves that the Company may report as "inferred mineral resources," "indicated mineral resources," "measured mineral resources," "proven mineral reserves," and "probable mineral reserves" under NI 43-101 would be the same had the Company prepared the mineral resource or mineral reserve estimates under the standards adopted under the standards of the SEC applicable to U.S. domestic companies under Subpart 1300. Investors are also cautioned that while the SEC recognizes "inferred mineral resources," "indicated mineral resources," and "measured mineral resources" under Subpart 1300, investors should not assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a great amount of uncertainty as to its existence, and great uncertainty as to its economic feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any measured mineral resources, indicated mineral resources, or inferred mineral resources that the Company reports are or will be economically or legally mineable. Under Canadian rules, estimates of "inferred mineral resources" may not form the basis of feasibility or other economic studies, except in limited circumstances. Readers are also cautioned not to assume that all or any part of an inferred mineral resource exists. The term "resource" does not equate to the term "reserves". Accordingly, information contained herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

Other Information

Additional information on the Company is available on SEDAR at www.sedarplus.com and on the Company's website at www.avalonadvancedmaterials.com.