

LITHIUM IONIC CORP. (FORMERLY, POCML 6 INC.)

(a Capital Pool Corporation)

Management's Discussion and Analysis

For the Period Ended: **March 31, 2022**

Date of Report: **May 19, 2022**

The following Management's Discussion & Analysis ("**MD&A**") of Lithium Ionic Corp. (formerly, POCML 6 Inc.) (the "**Company**") for the three months ended March 31, 2022 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("**MD&A**") for the for the fiscal year ended December 31, 2021. This Interim MD&A does not provide a general update to the MD&A, or reflect any non-material events since date of the MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the Company's MD&A, audited annual financial statements for the year ended December 31, 2021, together with the notes thereto, and unaudited condensed interim financial statements for the three months ended March 31, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of May 19, 2022, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Information about the Company and its operations can be obtained from the offices of the Company.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results and financing activities, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Selected forward-looking statements, assumptions, and risk factors are as follows:

Forward-looking statements	Assumptions	Risk factors
The Company proposes to work towards completing a Qualifying transaction.	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company.	The Company's inability to find a target, the inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to complete a Qualifying Transaction, resulting in the Company remaining as a public shell.
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending March 31 2023.	The operating activities of the Company for the twelve-month period ending March 31, 2023, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; ongoing uncertainties relating to the COVID-19 virus.

Nature of the Business and Incorporation:

The Company was incorporated under the *Business Corporations Act* (Ontario) on December 21, 2020 and is classified as a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange (the "**Exchange**"). The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

The Company is domiciled in the province of Ontario, Canada and the head office and the registered head office of the Company is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

The Company currently has one employee, Pat DiCapo, who is the Chief Executive Officer and Chief Financial Officer.

Operational Highlights

The Company has no revenues, so its ability to ensure continuing operations is dependent on it completing a Qualifying Transaction. At March 31, 2022, the Company had a net working capital of \$523,463 (December 31, 2021 – \$589,264). The Company had cash of \$612,469 (December 31, 2021 - \$621,789). Working capital and cash and cash equivalents decreased during the three months ended March 31, 2022 due to cash used in operating activities.

The Company has sufficient capital to meet its ongoing operating expenses and continue to meet its obligations on its current projects for the twelve-month period ending March 31, 2023. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment. See “Liquidity and Capital Resources” below.

On January 12, 2022, the Company announced that it entered into a binding letter of intent with Lithium Ionic Inc. (“**Lithium Ionic**”) negotiated at arm’s length and effective as of January 7, 2022 (the “**Letter of Intent**”) in respect of a proposed business combination transaction pursuant to which the Company will acquire all of the issued and outstanding securities of Lithium Ionic (the “**Proposed Transaction**”). In connection with the Proposed Transaction, Lithium Ionic has also executed an engagement letter to complete a concurrent subscription receipt financing (the “**Offering**”) for up to \$10,000,000 with Clarus Securities Inc., PowerOne Capital Markets Limited (“**PowerOne**”) and a syndicate of agents. For more detail, see the Company’s press release dated January 12, 2022, available on SEDAR at www.SEDAR.com.

On February 7, 2022, the Company announced that it entered into a definitive amalgamation agreement dated February 7, 2022 (the “**Amalgamation Agreement**”) with Lithium Ionic, a private company incorporated under the *Business Corporations Act* (Ontario), pursuant to which the Company will acquire all of the issued and outstanding securities of Lithium Ionic by way of a three-cornered amalgamation with a wholly-owned subsidiary of the Company (“**Subco**”) incorporated under the laws of the Province of Ontario, with such acquisition (the “**Proposed Transaction**”) constituting a reverse take-over of the Company (the “**RTO**”). Prior to the closing of the RTO, the Company shall consolidate (the “**Consolidation**”) its common shares (“**POCML Shares**”) on the basis 0.614504 post-Consolidation POCML Share for each one pre-Consolidation POCML Share, subject to certain adjustments as set out in the Amalgamation Agreement. The Company, as the resulting issuer following the completion of the Proposed Transaction (the “**Resulting Issuer**”), will continue on the business of Lithium Ionic. The Company intends that the Proposed Transaction will constitute its Qualifying Transaction, as such term is defined in TSXV Policy 2.4 – Capital Pool Companies. It is anticipated that the common shares of the Resulting Issuer (the “**Resulting Issuer Shares**”) will be listed for trading on the Exchange. For more detail, see the Company’s press release dated February 7, 2022, available on SEDAR at www.SEDAR.com.

On February 8, 2022, Lithium Ionic and the Company (the Company together with Lithium Ionic, the “**Issuers**”), announced that Lithium Ionic and the Company closed the Offering of subscription receipts (each, a “**Subscription Receipt**”). Under the Offering, Lithium Ionic and the Company issued an aggregate of 20,000,000 Subscription Receipts at a price of \$0.70 per Subscription Receipt (the “**Issue Price**”) for gross proceeds of \$14,000,000. The Offering was completed pursuant to an agency agreement (the “**Agency Agreement**”) dated February 8, 2022, between Lithium Ionic, the Company, Clarus Securities Inc. (the “**Lead Agent**”), PowerOne, iA Private Wealth Inc., Haywood Securities Inc. and Research Capital Corporation (collectively with the Lead Agent, the “**Agents**”). The gross proceeds from the sale of the Subscription Receipts, less the cash portion of the Agents’ commission and Agents’ expenses, are being held

in escrow by TSX Trust Company in accordance with the Subscription Receipt Agreements and will be released to the Issuers upon satisfaction and/or waiver of certain escrow release conditions (the "**Escrow Release Conditions**"), including completion of all conditions precedent to the RTO.

Upon satisfaction of the Escrow Release Conditions, each Subscription Receipt of Lithium Ionic will be automatically exchanged, without any further action by its holder, and for no additional consideration, for one common share of Lithium Ionic (a "**Lithium Ionic Share**") and each Subscription Receipt of the Company will be automatically exchanged, without any further action by its holder, and for no additional consideration, for one post-Consolidation POCML Share. Immediately following the issuance of the Lithium Ionic Shares upon the conversion of the Subscription Receipts of Lithium Ionic, each Lithium Ionic Share will be exchanged for one Resulting Issuer Share. In connection with the Offering, Lithium Ionic will pay the Agents a commission satisfied by an aggregate cash payment of \$70,230.25 and the issuance of 1,064,845 Subscription Receipts of Lithium Ionic at the Issue Price. As additional consideration, Lithium Ionic issued 1,165,174 broker warrants (each, a "**Broker Warrant**") to the Agents, each entitling the Agents to purchase one Lithium Ionic Share (and subsequently one Resulting Issuer Share) at the Issue Price for a period of 24 months following the date of issuance of the Release Notice (as defined in the Agency Agreement). Also, in connection with the Offering, the Company will pay the Agents a commission satisfied by an aggregate cash payment of \$29,609.50 and the issuance of 192,525 Subscription Receipts of the Company at the Issue Price. As additional consideration, the Company issued 234,825 Broker Warrants to the Agents, each entitling the Agents to purchase one Resulting Issuer Share at the Issue Price for a period of 24 months following the date of issuance of the Release Notice. For more detail, see the Company's press release dated February 8, 2022, available on SEDAR at www.SEDAR.com.

In connection with the Offering, PowerOne will receive 46,966 broker warrants and 38,505 subscription receipts of the Company as compensation for acting as one of the Agents. The Company is considered a related and connected issuer to PowerOne because: (i) officers and directors of PowerOne own, control or direct more than 20% of the issued and outstanding common shares of the Company, assuming the exercise of the options of the Company that they own and no other convertible securities; and (ii) officers and directors of PowerOne are officers and directors of the Company. The terms of the Offering were determined by the Lithium Ionic and the Company, and no proceeds from the Offering will be applied for the benefit of PowerOne other than the previously mentioned fees. The interests of PowerOne and/or its officers and directors in the Resulting Issuer may be subject to such escrow periods as may be imposed by the Exchange and/or securities regulators and such additional contractual hold period as they may be agreed to. In addition, David D'Onofrio and Adam Parsons, directors of the Company, participated in the Offering, purchasing 125,000 and 50,000 of subscription receipts of the Company, respectively. As a result, the Offering constituted a related party transaction as defined in MI 61-101, as further set out in the subsection "g" of the definition of "related party transaction" in Section 1.1 of MI 61-101.

Trends

The Company plans to continue to search for suitable assets or businesses to acquire or merge with in order to maximize value for shareholders and, in connection therewith, on January 12, 2022, the Company announced that it entered into a binding letter of intent with Lithium Ionic Inc. ("**Lithium Ionic**"). See "Subsequent Events" below. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favourable conditions for completing a public merger or acquisition transaction.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- The ability to complete a RTO;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Results of Operations – Three months ended March 31, 2022

The Company recorded a net loss and comprehensive loss of \$66,154 during the three months ended March 31, 2022 compared to a net loss of \$28,888 for the three months ended March 31, 2021. The increase was primarily due to an increase in professional fees.

The net loss for the three months ended March 31, 2022 is represented by the following income and expenses incurred in the period:

Interest income	\$ (392)
Operating, general and administrative	\$ 32,954
Professional Fees	\$ 33,592
	\$ 66,154

The Company, during the three-month period ended March 31, 2022, incurred expenses related to ongoing administration.

Liquidity and capital resources

As at December 31, 2021, the Company had cash of \$621,789, and as of March 31, 2022, the Company had cash of \$612,469 and total current assets of \$2,960,720 (December 31, 2021 – 621,789).

As of December 31, 2021, the Company had total liabilities of \$32,525, and as of March 31, 2022 had total current liabilities of \$2,437,257.

Shareholder equity decreased to \$523,463 as at March 31, 2022 (December 31, 2021 - \$589,264).

Quarterly Financial Results

Quarter Ended	Revenue	Income / (Loss)	Income/ (Loss) per share
March 31, 2022	-	(66,154)	(0.01)
December 31, 2021	-	(11,873)	-
September 30, 2021	-	(14,667)	-

June 30, 2021	-	(86,986)	(0.01)
March 31, 2021	-	(28,888)	-
December 31, 2020	-	Nil	Nil

Segmented Information

The Company has a single reportable geographic segment – Canada – and all of the Company’s assets are located in Canada.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Investor Relations

During the three months ended March, 2022, the Company’s management handled the Company’s investor relations activities.

Outstanding Share Capital as at December 31, 2021

(a) Authorized

Unlimited number of common shares
Unlimited number of special shares

(b) Issued

6,824,045 common shares \$645,788

On April 6, 2021, the Company completed an Initial Public Concurrent Financing (the “**Concurrent Financing**”) of 1,720,612 common shares at \$0.16 per common share for gross proceeds of \$280,000 pursuant to a prospectus dated March 17, 2021. The Company paid share issuance costs of \$49,950 and prior to listing, granted the agent 196,000 compensation options to purchase common shares at a price of \$0.16 per common share for a period ending twenty-four months from the date the Company’s common shares are listed on the Exchange. The cash raised from the Concurrent Financing will be primarily used to pursue a Qualifying Transaction.

At the closing of the Concurrent Financing and prior to listing, the Company granted stock options to directors and officers of the Company to acquire up to an aggregate of 675,955 common shares. The options may be exercised at any time prior to April 6, 2026, at a price of \$0.16 cents per common share.

During the twelve months ended December 31, 2021, 62,329 common shares were issued from warrants exercised at an average of \$0.16 per common share, with fair value of \$5,301 being reallocated from contributed surplus to share capital respectively.

During the three months ended March 31, 2022, 2,168 common shares were issued from warrants exercised at an average of \$0.16 per common share, with fair value of \$184 being reallocated from contributed surplus to share capital respectively.

(c) Escrowed shares:

On December 21, 2020, the Company issued 5,038,936 common shares at \$0.08 per common share for total proceeds of \$410,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on each of the dates which are 6 months, 12 months and 18 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

(d) Subscription receipts issued:

On February 8, 2022, the Company closed a brokered private placement subscription receipt financing (the "**Private Placement**") to raise aggregate gross proceeds of \$2,348,251 through the sale of 3,354,644 subscription receipts of the Company (the "**Subscription Receipts**") at an issue price of \$0.70. Each Subscription Receipt entitles the holder to receive, without payment of additional consideration, or further action, for one common share of the Company upon satisfaction or waiver of the Escrow Release Conditions.

The gross proceeds from the sale of the Subscription Receipts, less the cash portion of the Agents' commission and Agents' expenses, are being held in escrow by TSX Trust in accordance with the Subscription Receipt Agreements and will be released to the Issuers upon satisfaction and/or waiver of certain escrow release conditions (the "**Escrow Release Conditions**").

Further details about the Private Placement and the Escrow Release Conditions can be found in the Company's press release dated February 8, 2022 available on SEDAR at www.sedar.com.

Transactions with Related Parties

Key management personnel and directors received \$Nil (March 31, 2021 - \$Nil) of stock based compensation during the three months ended March 31, 2022. In addition, certain officers, directors and shareholders of the Company participated in the Offering (as defined above) and POCML6 is a related connected issuer to PowerOne which will receive compensation for acting as one of the Agents in the Offering. See "Operational Highlights" above.

Financial Instruments

The carrying values of cash, amounts receivable, and accounts payable and accrued liabilities approximate fair value due to the relatively short term maturities of these instruments.

Management of Capital

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

Contingency

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

Risk Disclosures and Fair Value

The Company's financial instruments, consisting of cash, amounts receivable and accounts payable and accrued liabilities approximates fair value due to the relatively short term maturities of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Outlook

Management believes the Company is well positioned to seek and complete a Qualifying Transaction. The Company believes that it has sufficient cash and capital resources.

Subsequent Events

On April 8, 2022 the Company announced the voting results of its annual and special meeting of shareholders held on March 28, 2022 in Toronto, Ontario (the "Meeting"). In addition to the election of directors, the re-appointment of auditors and the re-approval of the Company's stock option plan, shareholders approved certain matters which are conditional on completion of the Company's previously announced proposed qualifying transaction (the "Proposed Qualifying Transaction") with Lithium Ionic Inc. ("Lithium Ionic"), as further described in the Company's press releases of January 12, 2022 and February 7, 2022, including: (i) the election of a new board of directors to hold office following completion of the Proposed Qualifying Transaction; (ii) the consolidation of the Company's issued and outstanding common shares on the basis of 0.614504 post-consolidation common share of the Company for each one (1) pre-consolidation common share, or such other ratio that would result in 7,500,000 POCML Shares being outstanding following the consolidation of the POCML Shares; and (iii) the change of the name of the Company to "Lithium Ionic Corp."

Further details about the Qualifying Transaction can be found in the Company's press releases dated January 12, 2022, January 18, 2022, February 7, 2022, February 8, 2022 and April 8, 2022 available on SEDAR at www.sedar.com.

On May 13, 2022, an aggregate of 675,955 options to purchase POCML Shares were exercised for gross proceeds of \$110,000.

On May 13, 2022, the Company announced that, in connection with its previously announced "Qualifying Transaction" (the "Transaction") pursuant to TSXV Policy 2.4 – Capital Pool Companies (the "CPC Policy") with Lithium Ionic Inc. ("Lithium Ionic"), the Company has filed a filing statement dated May 12, 2022,

prepared in connection with the Transaction (the "Filing Statement") on the Company's profile on SEDAR at www.sedar.com. Following the completion of the Transaction, the Company (the "Resulting Issuer") will carry on the business of Lithium Ionic and intends to change its name to "Lithium Ionic Corp."

The completion of the Transaction is subject to a number of conditions, including, but not limited to, receipt of all required regulatory approvals, including the final approval of the TSXV and satisfaction of other customary closing conditions. Upon completion of the proposed Transaction, the Company is expected to meet all of the minimum listing requirements of the TSXV for a Tier 2 Mining issuer (as defined in the policies of the TSXV). Trading of the Company's common shares will remain halted until such time as the TSXV may determine, having regard to the completion of certain requirements pursuant to the CPC Policy. The Resulting Issuer will resume trading under the symbol "LTH" following completion of the Transaction and the publication of a final exchange bulletin by the TSXV in respect of the closing of the Transaction.

Further details of the Transaction can be found in the Filing Statement.

On May 17, 2022, the Company filed articles of amendment to change its name from "POCML 6 Inc." to "Lithium Ionic Corp." and consolidated the POCML Shares on the basis of one pre-consolidated POCML Share for 0.614504 post-consolidated POCML Share. This resulted in the previously issued 12,204,958 POCML Shares being consolidated into 7,500,000 POCML Shares.

All shares, options, warrants and per share amounts in this MDA are updated according to the post-consolidated POCML share ratio per above

Further details about the Qualifying Transaction can be found in the Company's press releases dated January 12, 2022, January 18, 2022, February 7, 2022, February 8, 2022, April 8, 2022, May 13, 2022 and May 17, 2022 available on SEDAR at www.sedar.com.