

## **ARGENTINA LITHIUM & ENERGY CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

#### **Introduction**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements of Argentina Lithium & Energy Corp. ("Argentina Lithium" or "the Company") for the year ended December 31, 2018 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless otherwise noted. This MD&A has been prepared as of April 9, 2019.

#### **Company Overview**

The Company was incorporated on April 11, 2000 and was transitioned under the Business Corporations Act (BC) on June 17, 2004. The address of the Company's registered office is Suite 312 – 837 West Hastings Street, Vancouver, BC, Canada V6C 3N6. The Company remained without a business asset until March 2003, when the Company negotiated a number of agreements to option and acquire interests in various mineral concessions located in Argentina. In December 2003, the Company completed its initial public offering and commenced trading on the TSX Venture Exchange ("TSX-V") under the symbol "AMS". In December 2008, the Company consolidated its outstanding common shares on a 10 for 1 basis and changed its name to Panthera Exploration Inc. (formerly Amera Resources Corporation) trading on the TSX-V under the symbol "PNX". In January 2012, the Company changed its name to Iron South Mining Corp. (formerly Panthera Exploration Inc.) trading on the TSX-V under the symbol "IS". In September 2016, the Company changed its name to Argentina Lithium & Energy Corp. (formerly Iron South Mining Corp.) trading on the TSX-V under the symbol "LIT".

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company's material mineral property interests are located in the Argentina. As of the date of this MD&A, the Company has not earned any production revenue, nor found any proven reserves on any of its properties. The Company is a reporting issuer in British Columbia and Alberta.

The Company's technical disclosure in this MD&A has been reviewed by David Terry Ph.D., P.Geo, Director of the Company, and a Qualified Person under NI 43-101.

#### **Argentina**

##### ***Incahuasi Lithium Project, Catamarca***

On November 6, 2017, the Company announced that it was acquiring a 100% interest in mineral rights properties covering the entire Incahuasi Salar and basin in Catamarca Province, Argentina. The Project now includes over 25,500 hectares of granted mineral rights properties. The Salar de Incahuasi is located in the northwest of Catamarca Province at approximately 3260 metres above sea level, in the southern half of the "Lithium Triangle". Access to the Incahuasi salar is by gravel road, approximately 34 kilometres southwest from the town of Antofagasta de la Sierra. The salar is approximately 17 kilometres long north to south, and 2.5 kilometres wide, and divided into a north and south section. Initial sampling of near-surface brines in 52 pits returned an average of 62 mg/L of lithium, 4661 mg/L of potassium and 9800 mg/L magnesium, with a maximum value of 409 mg/l lithium and 1.56% potassium from a sample in the central portion of the salar. VES geophysical surveying indicates the potential for lithium-rich brines starting at surface and reaching up to 200 metres depth.

On January 31, 2018 the Company announced that it had received permits necessary for drilling at Incahuasi and on March 13th announced the start of a 4-hole drill program. On August 24, 2018, the Company announced that the program was complete, with 878 metres drilled in total. Halite and deeper clastic sediments were cored in all holes, and each hole encountered lithium-bearing brines. Lithium concentrations were modest but fairly consistent, averaging 109 mg/L in all 54 samples collected and analyzed. The Company is continuing to evaluate the data obtained to date from the geophysical, surface sampling and drilling programs to enhance its understanding of the hydrogeological aspects of the Incahuasi salar in order to focus future work on identifying sub-domains with higher lithium grades.

### ***Antofalla Lithium Project, Salta***

On March 8, 2018, the Company announced the acquisition of an additional lithium brine project, situated on the Salar de Antofalla in Salta province, Argentina. The Company applied for 100% interest in approximately 9,000 hectares of mining claims in the north end of the Salar de Antofalla (“Staked Properties”), all of which have been granted. The Company also entered into an option agreement to earn a 100% interest in three additional properties totaling over 5,300 hectares (“Optioned Properties”) situated adjacent to the Staked Properties. The Optioned Properties included two granted mine concessions and a third mine application. Terms of the option included cash payments totaling US\$3,500,000 over 42 months, but limited to only \$500,000 in the first 18 months. The option also included annual exploration expenditure commitments of \$500,000 in year one, followed by \$1.5M in year two, \$2.0M in year 3 and \$3.0M in year 4. Subsequent to the work program outlined below, the agreement regarding the Optioned Properties was terminated on February 15, 2019; the Staked Properties are still held by the Company.

The Salar de Antofalla is approximately 150 kilometres long and 5-7 kilometres wide, and is located at 3,900 metres elevation. The salar is accessed by Provincial highway 43 and unpaved roads, with the small town of Antofalla approximately 50 kilometres to the south and the city of Salta approximately 500 kilometres away. The geological environment at the Salar de Antofalla is similar to other salars in the Puna region where lithium and potash are found. Several other companies are exploring properties on the salar, including global lithium producer Abermarle. Previous operators of the Abermarle property delineated lithium in brines, which Abermarle believes will be certified as the largest lithium resource in Argentina<sup>1</sup>. Reported grades from the salar include 350 mg/l lithium and 6,400mg/l potash<sup>2</sup>.

On August 24, 2018, the Company reported that a CSAMT geophysical survey had been completed on the northern part of the property, covering mainly Optioned Properties but extending onto Staked Properties, to map deeper stratigraphic units and provide additional information on the subsurface in order to delineate drill targets.

The survey identified several potential targets with high conductivity in the first 100 metres and moderate conductivity at deeper levels. Reconnaissance drill holes were recommended by the consulting geophysicists to determine the cause of the conductive anomalies and to test for lithium-bearing brines. Many of the conductive anomalies were located on the Staked Properties; the Company is considering further geophysics and surface work in to evaluate the potential of the retained Staked Properties.

### ***Fierro Iron Ore Project, Rio Negro***

The Company holds a 100% interest in an iron ore project in Rio Negro Province, Argentina. The Company has previously impaired the carrying value of this project down to \$Nil. This project is not currently a focus of exploration efforts by the Company.

### ***Arizaro Lithium Project, Salta***

On October 28, 2016, the Company entered into an option agreement to acquire a 100% interest in the Arizaro lithium brine project located on the Arizaro Salar in the Province of Salta, Argentina.

On September 21, 2018 the Company announced that it would not be proceeding with the Arizaro project and was terminating the option agreement with the property vendors. The Company has impaired \$3,327,720 in acquisition costs as of September 30, 2018.

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<sup>1</sup> Albermarle September 12, 2016 News Release; <http://investors.albemarle.com> accessed 3/5/18.

<sup>2</sup> <https://roskill.com/news/lithium-albemarle-expands-argentina/> accessed 3/5/18

## **Selected Annual Financial Information**

The following selected consolidated financial information is derived from the audited consolidated financial statements and notes thereto.

	Years Ended December 31,		
	2018 \$	2017 \$	2016 \$
Total revenue	Nil	Nil	Nil
Net loss for the year	(8,491,904) <sup>(1)</sup>	(2,573,377) <sup>(2)</sup>	(751,475)
Loss per share – basic and diluted	(0.45)	(0.19)	(0.16)
Total assets	99,345 <sup>(3)</sup>	5,374,149 <sup>(4)</sup>	4,231,692

- (1) Increase compared to 2017 primarily from increases in impairment of exploration and evaluation assets of \$3,585,299, share-based compensation of \$1,219,737, exploration expenditures of \$939,705, and foreign exchange loss of \$145,348.
- (2) Increase compared to 2016 primarily from increases in exploration expenditures of \$1,536,831 and corporate development and investor relations expense of \$490,392, partially offset by a decrease in impairment of exploration and evaluation assets of \$340,492.
- (3) Decrease compared to 2017 resulting primarily from decrease in exploration and evaluation assets of \$3,268,719 and cash of \$1,870,619.
- (4) Increase compared to 2016 resulting primarily from increase in exploration and evaluation assets of \$1,841,574, partially offset by a decrease in cash of \$692,249.

## **Results of Operations – For the year ended December 31, 2018 compared to the year ended December 31, 2017**

During the year ended December 31, 2018, loss from operating activities increased by \$2,188,750 to \$4,816,344 compared to \$2,627,594 in loss from operating activities for the year ended December 31, 2017. The increase in loss from operating activities is largely due to:

- An increase of \$939,705 in exploration. Exploration expense was \$2,590,246 for the year ended December 31, 2018 compared to \$1,650,541 for the year ended December 31, 2017. The increase in exploration expense is primarily due to exploration programs at the Antofalla, Arizaro, and Incahuasi projects consisting of the commencement of a 4-hole drill program, project administration and applications, and office and employment related costs at both projects for the year ended December 31, 2018 compared to no exploration program at the Incahuasi project during the year ended December 31, 2017.
- An increase of \$1,219,737 in share-based compensation. Share-based compensation was \$1,241,605 for the year ended December 31, 2018 compared to \$21,868 for the year ended December 31, 2017. The increase is due to granting and vesting of 4,570,000 stock options during the year ended December 31, 2018, compared to granting and cancellation of 250,000 stock options during the year ended December 31, 2017.

## **Other Items**

During the year ended December 31, 2018, other expenses increased by \$3,729,777 to \$3,675,560 compared to other income of \$54,217 for the year ended December 31, 2017. The increase in other items is largely due to:

- An increase of \$3,585,299 in impairment of exploration and evaluation assets. Impairment of exploration and evaluation assets were \$3,585,300 for the year ended December 31, 2018 compared to \$1 for the year ended December 31, 2017. The increase is due to the Company determining that it would not be exploring the Arizaro property, impairing \$3,327,720 in acquisition costs during the year ended December 31, 2018. The Company further decided that it would not renew its option agreement for the Antofalla optioned properties, impairing \$257,580 in acquisition costs during the year ended December 31, 2018 compared to the impairment of \$1 in acquisition costs for the Fierro project during the year ended December 31, 2017.
- An increase of \$145,348 in foreign exchange loss. Foreign exchange loss was \$104,936 for the year ended December 31, 2018 compared to a foreign exchange gain of \$40,412 for the year ended December 31, 2017. The increase is due to the fluctuation in foreign exchange rates and differing amounts of foreign currencies held during the year ended December 31, 2018 compared to the year ended December 31, 2017.

The net loss and comprehensive loss for the year ended December 31, 2018 was \$8,491,904 or \$0.45 per basic and diluted share compared to a net loss and comprehensive loss of \$2,573,377 or \$0.19 per basic and diluted share for the year ended December 31, 2017.

## **Cash Flow**

### **Operating Activities**

Cash outflow from operating activities was \$3,642,165 for the year ended December 31, 2018 compared to \$2,454,817 for the year ended December 31, 2017. The increase in cash outflows is primarily due to higher exploration expenditures, and corporate and administrative cash costs, as well as changes in non-cash working capital balances due to timing of receipt and payment of cash during the year ended December 31, 2018.

### **Investing Activities**

Cash outflow from investing activities was \$316,581 for the year ended December 31, 2018 compared to \$1,841,574 for the year ended December 31, 2017. Expenditures on exploration and evaluation assets were \$316,581 during the year ended December 31, 2018, compared to \$1,841,574 in expenditures on exploration and evaluation assets during the year ended December 31, 2017.

### **Financing Activities**

Cash inflow from financing activities was \$2,088,127 for the year ended December 31, 2018 compared to \$3,604,142 for the year ended December 31, 2017. Proceeds from the issuance of common shares and warrants net of share issue costs were \$1,614,127 for the year ended December 31, 2018 compared to \$2,189,151 for the year ended December 31, 2017. Proceeds from warrant exercises were \$159,000 for the year ended December 31, 2018 compared to \$1,311,491 for the year ended December 31, 2017. Proceeds from loans payable were \$315,000 for the year ended December 31, 2018 compared to \$Nil for the year ended December 31, 2017. Share subscriptions and warrant exercises received were \$Nil for the year ended December 31, 2018 compared to \$103,500 for the year ended December 31, 2017.

## **Results of Operations – For the three months ended December 31, 2018 compared to the three months ended December 31, 2017**

During the three months ended December 31, 2018, loss from operating activities decreased by \$966,652 to \$324,369 compared to \$1,291,021 in loss from operating activities for the three months ended December 31, 2017. The increase in loss from operating activities is largely due to:

- A decrease of \$861,632 in exploration. Exploration expense was \$184,461 for the three months ended December 31, 2018 compared to \$1,046,093 for the three months ended December 31, 2017. The decrease in exploration expense is primarily due to the reduction in exploration programs due to cash conservation initiatives at the Arizaro and Incahuasi for the three months ended December 31, 2018 compared to exploration programs at the Arizaro and Incahuasi projects consisting of an initial drill program at Arizaro, a Vertical Electric Sounding geophysical survey and geochemical sampling, property maintenance payments, and office and employment related costs at both projects for the three months ended December 31, 2017.
- A decrease of \$78,612 in corporate development and investor relations. Corporate development and investor relations were \$54,405 for the three months ended December 31, 2018 compared to \$133,017 for the three months ended December 31, 2017. The decrease is due to fewer activities relating to promotion of the Company's projects during the three months ended December 31, 2018 compared to a greater number of activities relating to promotion of the Company's projects during the three months ended December 31, 2017.
- A decrease of \$25,900 in consulting and management fees. Consulting and management fees were \$29,100 for the three months ended December 31, 2018 compared to \$55,000 for the three months ended December 31, 2017. The increase is due to lower executive compensation incurred and a decrease in corporate activity resulting in a lower amount charged for its usage relating to Grosso Group's cost during the three months ended December 31, 2018 compared to the three months ended December 31, 2017.

## Other Items

During the three months ended December 31, 2018, other expenses increased by \$348,404 to \$291,988 compared to other income of \$56,416 for the three months ended December 31, 2017. The increase in other items is largely due to:

- An increase of \$257,580 in impairment of exploration and evaluation assets. Impairment of exploration and evaluation assets were \$257,580 for the year ended December 31, 2018 compared to \$Nil for the year ended December 31, 2017. The increase is due to the Company determining that it would not renew its option agreement for the Antofalla property, impairing \$257,580 in acquisition costs during the year ended December 31, 2018 compared to the impairment of \$1 in acquisition costs for the Fierro project during the year ended December 31, 2017.
- An increase of \$86,515 in foreign exchange loss. Foreign exchange loss was \$32,989 for the three months ended December 31, 2018 compared to a foreign exchange gain of \$53,526 for the three months ended December 31, 2017. The increase is due to the fluctuation in foreign exchange rates and differing amounts of foreign currencies held during the three months ended December 31, 2018 compared to the three months ended December 31, 2017.

The net loss and comprehensive loss for the three months ended December 31, 2018 was \$616,357 \$0.03 per basic and diluted share compared to a net loss and comprehensive loss of \$1,234,605 or \$0.08 per basic and diluted share for the three months ended December 31, 2017.

## Statement of Financial Position

At December 31, 2018, the Company had total assets of \$148,275, which is a decrease of \$5,225,874 from \$5,374,149 in total assets at December 31, 2017. This decrease is primarily due to a decrease in cash of 1,870,619 and decrease in exploration and evaluation assets of \$3,268,719 during the year ended December 31, 2018.

## Selected Quarterly Financial Information

	2018				2017			
	Dec. 31 \$	Sep. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$	Sep. 30 \$	Jun. 30 \$	Mar. 31 \$
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Loss	(616,357) <sup>(1)</sup>	(4,085,392) <sup>(2)</sup>	(1,817,848) <sup>(3)</sup>	(1,972,307) <sup>(4)</sup>	(1,234,605) <sup>(5)</sup>	(381,509) <sup>(6)</sup>	(531,170) <sup>(7)</sup>	(426,093)
Loss per Common Share Basic and Diluted	(0.03)	(0.21)	(0.10)	(0.11)	(0.08)	(0.04)	(0.04)	(0.08)

- (1) Variance from prior quarter primarily due to a decrease in impairment of exploration and evaluation assets of \$3,070,140, and exploration expenditures of \$330,165.
- (2) Variance from prior quarter primarily due to an increase in impairment of exploration and evaluation assets of \$3,327,720, partially offset by a decrease in exploration expenditures of \$996,221 and corporate development and investor relations of \$76,658.
- (3) Variance from prior quarter primarily due to a decrease in share-based compensation of \$1,241,605, and corporate development and investor relations of \$90,363, partially offset by an increase in exploration expenditures of \$1,130,535 and foreign exchange loss of \$38,120.
- (4) Variance from prior quarter primarily due to an increase in share-based compensation of \$1,241,605, and corporate development and investor relations of \$119,413, partially offset by a decrease in exploration expenditures of \$665,781.
- (5) Variance from prior quarter primarily due to an increase in exploration expenditures of \$872,540, corporate development and investor relations of \$29,918, partially offset by an increase in foreign exchange gain of \$73,784.
- (6) Variance from prior quarter primarily due to a decrease in exploration expenditures of \$70,681, corporate development and investor relations of \$64,292, and accounting and auditing fees of \$7,300.
- (7) Variance from prior quarter primarily due to increase in exploration expenditures of \$57,573, corporate development and investor relations of \$46,349, and foreign exchange loss of \$21,826, partially offset by a decrease in transfer agent and regulatory fees of \$20,981.
- (8) Variance from prior quarter primarily due to increase in corporate development and investor relations of \$91,636, exploration expenditures of \$72,951, consulting and management fees of \$32,600 and share-based compensation of \$13,038, partially offset by a decrease in legal and professional fees of \$88,163.

## **Liquidity and Capital Resources**

The Company has experienced recurring operating losses and has an accumulated operating deficit of \$27,920,577 and shareholders' deficiency of (\$370,076) at December 31, 2018. In addition, the Company has working capital deficiency of (\$469,421) at December 31, 2018 and negative cash flow from operating activities of \$3,642,165. Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's continued operations, as intended, are dependent upon its ability to raise additional funding to meet its obligations and to attain profitable operations. Management's plan in this regard is to raise equity financing as required. There are no assurances that the Company will be successful in achieving these goals. These consolidated financial statements do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's consolidated financial statements for the year ended December 31, 2018 do not include adjustments to the amounts and classifications of assets and liabilities and reported expenses that might be necessary should the Company be unable to continue as a going concern, which could be material.

These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to consolidated financial statements and to a going concern, which assume that the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company's cash position at December 31, 2018 was \$13,093, a decrease of \$1,870,619 from the December 31, 2017 balance of \$1,883,712. The Company does not know of any trends, demand, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the exploration programs. The Company does not have any restrictions on the use of its cash resources.

## **Contractual Commitments**

### *Management Services Agreement*

	1 Year	2 Years	3 Years	4-5 Years	More than 5 Years
	\$	\$	\$	\$	\$
Management Services Agreement	19,200	38,400	-	-	-

Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The current fee is \$1,600 per month. This fee is reviewed and adjusted quarterly based on the level of services required.

## **Capital Stock**

The Company's authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

### *Capital Restructuring*

On October 10, 2018, the Company received approval from the TSX Venture Exchange to consolidate its total common shares outstanding. Share consolidation has been performed on a one-post consolidation common shares for every four pre-consolidation common shares. All references to common shares, options, and warrants, including comparative periods have been retrospectively restated.

### *Details of Issues of Common Shares in 2018*

On January 23, 2018, the Company completed the second tranche of a non-brokered private placement financing of 1,355,676 units at a price of \$1.32 per unit for gross proceeds of \$1,789,497. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at \$1.60 per share for two years from the date of issue, expiring on January 23, 2020. The Company is entitled to accelerate the expiry date of the warrants if the 5-day volume weighted average stock price of the Company trades \$2.40 or higher, then, on notice from the Company, the warrant holders will have 20 days to exercise their warrants; otherwise, the warrants will expire on the 21<sup>st</sup> day after the date of delivery of the notice. Finders' fees were \$76,370 in cash and 57,853 non-transferable warrants exercisable into common shares at \$1.60 for two years from the date of issue subject to accelerated exercise provisions as set out above. Fair value was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 1.75%; expected stock price volatility – 134.81%; dividend yield – 0%; and expected warrant life – 1.1 years.

During the year ended December 31, 2018, 136,250 warrants were exercised for gross proceeds of \$159,000. The Company issued 3,750 common shares in connection with 3,750 warrants with an exercise price of \$1.20 per warrant that were exercised for gross proceeds of \$4,500 received prior to December 31, 2017.

2,279,250 warrants that set to expire on October 26, 2018 were extended to October 26, 2019 during the year ended December 31, 2018. These warrants were originally issued on October 26, 2016 as part of the units issued under a private placement completed by the Company in October 2016 and are also subject to an accelerator. The exercise price of the warrants remains at \$1.20.

### *Details of Issues of Common Shares in 2017*

On December 20, 2017, the Company completed the first tranche of a non-brokered private placement financing of 1,762,384 units at a price of \$1.32 per unit for gross proceeds of \$2,326,355. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at \$1.60 per share for two years from the date of issue, expiring on December 20, 2019. The Company is entitled to accelerate the expiry date of the warrants if the 5-day volume weighted average stock price of the Company trades \$2.40 or higher, then, on notice from the Company, the warrant holders will have 20 days to exercise their warrants; otherwise, the warrants will expire on the 21<sup>st</sup> day after the date of delivery of the notice. Finders' fees were \$137,204 in cash and 103,941 non-transferable warrants exercisable into common shares at \$1.60 for two years from the date of issue subject to accelerated exercise provisions as set out above. Fair value was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 1.61%; expected stock price volatility – 138.52%; dividend yield – 0%; and expected warrant life – 1.1 years.

During the year ended December 31, 2017, 3,109,723 warrants were exercised for gross proceeds of \$1,311,491.

As at December 31, 2017, \$99,000 in share subscriptions and \$4,500 in warrant exercises were received, but the shares had not yet been issued.

### *Outstanding Share Data*

As at December 31, 2018 and the date of this report, an aggregate of 18,603,168 common shares were issued and outstanding.

The Company had 1,142,500 options outstanding at the date of this report with exercise price of \$2.00 and expiry date of January 26, 2023.

The Company had the following warrants outstanding as at the date of this report:

Number of Warrants Outstanding	Exercise Price (CAD\$)	Expiry Date
2,279,250	\$1.20	October 26, 2019
1,866,325	\$1.60	December 20, 2019
1,413,529	\$1.60	January 23, 2020
5,559,104		

## **Off-Balance Sheet Arrangements**

The Company does not utilize off-balance sheet arrangements.

## **Related Party Balances and Transactions**

### *Grosso Group Management Ltd.*

On October 1, 2016, the Company entered into a Management Services Agreement (“Agreement”) with Grosso Group Management Ltd. (Grosso Group) to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group’s costs including its staff and overhead costs among the member companies. The fee is reviewed and adjusted quarterly based on the level of services required.

The Agreement contains termination and early termination fees in the event the services are terminated by the Company. The termination fee includes three months of compensation and any contractual obligations that Grosso Group undertook for the Company, up to a maximum of \$750,000. The early termination fees are the aggregate of the termination fee in addition to the lesser of the monthly fees calculated to the end of the term and the monthly fees calculated for eighteen months, up to a maximum of \$1,000,000.

	Year ended December 31,	
	2018	2017
	\$	\$
<b>Transactions</b>		
Services rendered:		
Grosso Group Management Ltd.		
Management fees	128,600	134,500
Office & sundry	34,050	18,800
Total for services rendered	162,650	153,300

## **Key management personnel compensation**

Key management personnel of the company are members of the Board of Directors, as well as the Executive Chairman, President and CEO, CFO and Vice President of Corporate Development.

	Year ended December 31,	
	2018	2017
	\$	\$
<b>Transactions</b>		
Share-based compensation	719,967	-
SMG SRL <sup>(1)</sup> Option Payments	-	1,757,360
Consulting, salaries and professional fees to key management or their consulting corporations:		
Darren Urquhart      CFO                      Salaries and employee benefits	12,000	12,000
David Terry              Director/Consultant      Salaries and employee benefits	48,000	48,000
SMG SRL <sup>(1)</sup> Exploration	37,369	108,375
Total for services rendered	817,336	1,925,735

(1) SMG SRL (“SMG”) is a private company controlled by Mr. Nicholas Galli, a director of the Company.



	Year ended December 31,	
	2018	2017
<b>Transactions</b>	\$	\$
Amounts owed to related parties		
Payable to Golden Arrow Resources Corp. <sup>(1)</sup>	33,666	19,103
Payable to Oxbow International Marketing Ltd. <sup>(2)</sup>	4,470	-
Payable to Vinland Holdings Inc. <sup>(3)</sup>	-	4,200
<b>Total for amounts payable to related parties</b>	<b>38,136</b>	<b>23,303</b>

(1) A company related through common directors that receives reimbursement for shared office costs and overhead.

(2) A company owned by Joseph Grosso of Argentina Lithium & Energy Corporation.

(3) A company owned by David Terry of Argentina Lithium & Energy Corporation.

### **Events After the Reporting Period**

#### *Loan Payable*

- The Company borrowed \$66,000 from a non-arm's length lender, that is to be used for working capital purposes. The principal balance of the loan is due and payable in full on demand.

### **Critical Accounting Estimates and New Accounting Standards and Interpretations**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from these estimates.

Reference should be made to the Company's significant accounting policies contained in Note 3 of the Company's consolidated statements for the year ended December 31, 2018. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

#### *Changes in Accounting Standards*

The Company has adopted these accounting standards effective January 1, 2018. The adoption of these accounting standards had no significant impact on the consolidated financial statements. These standards are:

IFRS 9 – *Financial Instruments*

IFRS 15 – *Revenue from Contracts with Customers*

IFRIC 22 – *Foreign Currency Transactions and Advance Consideration*

Amendments to IFRS 2 – *Share-based Payments*

#### *New Accounting Standards and Interpretations*

The International Accounting Standards Board has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

#### IFRS 16 – Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

## **Financial Risk Management**

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

### ***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and accounts receivable. The Company has reduced its credit risk by depositing its cash with financial institutions that operate globally.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants to fund exploration programs and anticipates to do so again in the future.

### ***Market risk***

#### ***(i) Currency risk***

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations in cash, accounts payable and loans payable usually denominated in US Dollars and Argentinean pesos. A 10% change in US dollar and the Argentinean peso exchange rates relative to Canadian dollar would have insignificant impact on the Company's net and comprehensive loss:

- A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by approximately \$100.
- A 10% change in the Argentinean peso exchange rate relative to the Canadian dollar would change the Company's net loss by approximately \$500.

#### ***(ii) Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears no interest. The fair value of cash approximates its carrying values due to the immediate or short-term maturity of this financial instrument. Other current financial assets and liabilities are not exposed to interest rate risk because they are non-interest bearing or have prescribed interest rates.

## **Risk Factors and Uncertainties**

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks. Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. A number of the risks and uncertainties are discussed below:

*History of losses:* The Company has historically incurred losses as evidenced by its condensed consolidated interim financial statements for the year ended December 31, 2018 and 2017. The Company has financed its operations principally through the sale of its equity securities. The Company does not anticipate that it will earn any revenue from its operations until its properties are placed into production, if ever. If the Company is unable to place its properties into production, the Company may never realize revenues from operations, will continue to incur losses and you may lose the value of your investment.

*Joint ventures and other partnerships:* The Company may seek joint venture partners to provide funding for further work on any or all of its other properties. Joint ventures may involve significant risks and the Company may lose any investment it makes in a joint venture. Any investments, strategic alliances or related efforts are accompanied by risks such as:

1. the difficulty of identifying appropriate joint venture partners or opportunities;
2. the time the Company's senior management must spend negotiating agreements, and monitoring joint venture activities;
3. the possibility that the Company may not be able to reach agreement on definitive agreements, with potential joint venture partners;
4. potential regulatory issues applicable to the mineral exploration business;
5. the investment of the Company's capital or properties and the loss of control over the return of the Company's capital or assets;
6. the inability of management to capitalize on the growth opportunities presented by joint ventures; and
7. the insolvency of any joint venture partner.

There are no assurances that the Company would be successful in overcoming these risks or any other problems encountered with joint ventures, strategic alliances or related efforts.

*Unexpected delays:* The Company's minerals business will be subject to the risk of unanticipated delays including permitting its contemplated projects. Such delays may be caused by fluctuations in commodity prices, mining risks, difficulty in arranging needed financing, unanticipated permitting requirements or legal obstruction in the permitting process by project opponents. In addition to adding to project capital costs (and possibly operating costs), such delays, if protracted, could result in a write-off of all or a portion of the carrying value of the delayed project.

*Potential conflicts of interest:* Several of the Company's directors are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. Such a conflict poses the risk that the Company may enter into a transaction on terms which could place the Company in a worse position than if no conflict existed. The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interest which they may have in any project or opportunity of the Company. However, each director has a similar obligation to other companies for which such director serves as an officer or director. The Company has no specific internal policy governing conflicts of interest.

*Competition with larger, better capitalized competitors:* The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, base and precious metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

*The Company does not intend to pay dividends:* The Company has not paid out any cash dividends to date and has no plans to do so in the immediate future. As a result, an investor's return on investment will be solely determined by his or her ability to sell common shares in the secondary market.

*Title Risk:* Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

*Price Risk:* The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's property has exposure to predominantly iron. The prices of this metal greatly affect the value of the Company and the potential value of its property and investments.

*Financial Markets:* The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

*Political Risk:* Exploration is presently carried out in Argentina and is currently being reviewed worldwide. This exposes the Company to risks that may not otherwise be experienced if all operations were domestic. Political risks may adversely affect the Company's potential projects and operations. Real and perceived political risk in some countries may also affect the Company's ability to finance exploration programs and attract joint venture partners, and future mine development opportunities.

*Credit Risk:* Credit risk is the risk of an unexpected loss of a third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

*Liquidity Risk:* Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company raises capital through equity issues and its ability to do so is dependent on a number of factors including market acceptance, stock price and exploration results. The Company's cash is invested in bank accounts.

*Interest Risk:* The Company's bank accounts do not bear interest income. The fair value of cash approximates its carrying value due to the immediate or short-term maturity of this financial instrument.

*Currency Risk:* Business is transacted by the Company in a number of currencies. Fluctuations in exchange rates may have a significant effect on the cash flows of the Company. Future changes in exchange rates could materially affect the Company's results in either a positive or negative direction.

*Community Risk:* The Company has negotiated with the local communities on its mineral property concessions for access to facilitate the completion of geological studies and exploration work programs. The Company's operations could be significantly disrupted or suspended by activities such as protests or blockades that may be undertaken by such certain groups or individuals within the community.

*Environmental Risk:* The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the countries in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.

### **Additional Information**

Additional information relating to the Company, including news releases, financial statements and prior MD&A filings, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company maintains a website at [www.argentalithium.com](http://www.argentalithium.com), and has not entered into any agreements with any investor relations firms.