



**FRONTIER LITHIUM INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED JUNE 30, 2022**

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INTRODUCTION

This management's discussion and analysis ("MD&A") has been prepared as of August 24, 2022, and should be read in conjunction with Frontier Lithium Inc.'s (the "Company") financial statements for the three months ended June 30, 2022 and 2021. Those financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Company's presentation currency is Canadian dollars. Reference herein of \$ is to Canadian dollars and US\$ is to United States dollars.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

All statements, other than statements of historical fact, contained in this MD&A including, but not limited to, any information as to the future plans and outlook for the Company, constitute "forward-looking information" or "forward-looking statements" within the meaning of Canadian securities laws. Forward-looking statements are based on expectations, estimates and projections as of the time of this MD&A. The words "anticipates", "plans", "expects", "indicate", "intend", "scheduled", "estimates", "forecasts", "guidance", "initiative", "outlook", "potential", "projected", "pursue", "strategy", "study", "targets", or "believes", or variations of or similar such words and phrases or statements that certain actions, events or results "may", "could", "would", or "should", "might", or "way forward", "will be taken", "will occur" or "will be achieved" and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, acting in good faith, as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied by any forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors, including but not limited to the risk factors contained under the heading "Risk Factors" in this MD&A and in the Company's Annual Information Form, and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements.

Readers are cautioned that the foregoing lists of risk factors included in this MD&A are not exhaustive. The forward-looking information contained in this MD&A is expressly qualified by these cautionary statements. All forward-looking information in this MD&A speaks as of the date of this MD&A. The Company does not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. All forward-looking information contained in this MD&A is expressly qualified in its entirety by this cautionary statement.

CAUTIONARY NOTE TO U.S. INVESTORS

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ materially from the requirements of United States securities laws applicable to U.S. companies. For U.S. reporting purposes, the United States Securities and Exchange Commission (the "SEC") has adopted amendments to its disclosure rules in Regulation S-K (Subpart 1300) (the "SEC Modernization Rules") to modernize the mineral property disclosure requirements for issuers, referred to as "mining registrants," whose securities are registered with the SEC. These amendments became effective in February 2019 with compliance required for the first fiscal year beginning on or after January 1, 2021. While not applicable to the Company, the SEC Modernization Rules replace the historical property disclosure requirements for mining registrants that were included in SEC Industry Guide 7. Information concerning our mineral properties has been prepared in accordance with the requirements of Canadian securities laws, which differ in material respects from the requirements of the SEC set forth in Industry Guide 7. In accordance with NI 43-101, the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM"). While the terms "mineral resource", "measured mineral resource",

“indicated mineral resource” and “inferred mineral resource” are recognized and required by NI 43-101, and now recognized under the SEC Modernization Rules, SEC Industry Guide 7 does not recognize them. You are cautioned that, except for that portion of mineral resources classified as mineral reserves, mineral resources do not have demonstrated economic viability. Inferred mineral resources have a high degree of uncertainty as to their existence and as to whether they can be economically or legally mined. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured mineral resources or indicated mineral resources will ever be upgraded into mineral reserves.

I. OVERVIEW OF FRONTIER LITHIUM INC.

The Company is a Canadian junior mining company actively focused on the acquisition, exploration and development of mineral resource properties in North America. The Company is domiciled in Canada and incorporated under the *Alberta Business Corporations Act*. The Company’s registered office is located at 2736 Belisle Drive, Greater Sudbury, Ontario (P3N 1B3). The Company’s shares are publicly traded on the TSX Venture Exchange (“TSX-V”) under the symbol “FL”, the U.S. based OTCQX Venture Market under the symbol “LITOF” and the Frankfurt Stock Exchange under the symbol “HL2”.

PROJECT OVERVIEW

The Company’s flagship asset is the 100% owned PAK Lithium Property (the “PAK Lithium Project”) located 175 km north of Red Lake, Ontario in the Red Lake Mining District and covers an area of 27,069 hectares comprising of two Mining Leases and 1,368 contiguous Mining Claims. The Company maintains the largest land position on the Electric Avenue, an emerging premium lithium-mineral district which is hosted in the Canadian Shield of northwestern Ontario. The Electric Avenue is a major structural corridor in northwestern Ontario that divides two geological domains for hundreds of kilometers and hosts multiple rare metal occurrences containing high levels of lithium in the mineral called spodumene. Chief among these known occurrences are the PAK and Spark pegmatite deposits, located at the southeastern end of the Electric Avenue on the Company’s PAK Lithium Project ([Figure 1](#)).



Figure 1: Project Location

The Company has been actively involved since February 2013 in the exploration and development of the PAK Lithium Project, which hosts at surface one of the highest quality spodumene lithium hard rock deposit in North America (Figure 2) at the PAK deposit. The PAK and Spark deposits combined are among the highest-grade resources with the lowest iron impurity levels in North America (e.g., iron levels less than 0.15% Fe₂O₃ in the lattice of the spodumene crystals).



Figure 2: Surficial Exposure of PAK deposit

The Company published a Preliminary Economic Assessment (“PEA”) in April 2021 that indicated an after-tax Net Present Value (“NPV”) at an 8% discount rate (“NPV8%”) of US \$974 million and a 21% after-tax Internal Rate of Return (“IRR”) through a fully-integrated lithium operation utilizing spodumene concentrate generated from the PAK Lithium Project to achieve downstream conversion for production of battery-quality lithium chemicals and concentrate for the glass and glass-ceramics market. Please refer to the NI 43-101 Technical report by BBA Engineering Ltd. (“BBA”) issued on April 9, 2021 and filed under the Company’s profile on SEDAR (the “Technical Report”). The Company is currently conducting in-fill drilling on the Spark deposit and also currently performing works necessary to support the ensuing Pre-Feasibility Study (“PFS”) assessing a fully-integrated lithium operation. The Company’s proposed lithium operation includes the production of technical grade lithium concentrates required by premium glass-makers and chemical grade lithium concentrates required as feedstock for the planned production of both lithium carbonate and lithium hydroxide at a downstream lithium conversion plant.

BUSINESS OBJECTIVES

The Company’s objective is to become a strategic domestic supplier of spodumene concentrates for industrial users as well as battery-grade lithium hydroxide and other chemicals to the growing electric vehicle and energy storage markets in North America. The Company maintains the largest land position and resource in a new premium lithium mineral district located in Ontario’s Great Lakes region.

LEADERSHIP TEAM

The Company’s leadership team’s successful mining ventures include a multi-decade track record in funding, partnering, constructing and operating mining and refining companies in North America.

II. HIGHLIGHTS FOR THE CURRENT QUARTER AND RECENT DEVELOPMENTS

EXPLORATION

PHASE XI DRILL PROGRAM

On June 7, 2022, the Company announced the results from the drilling completed during the Phase XI drill program on the Spark pegmatite. The Phase XI drill program was completed in March 2022 with a total of 1,342.5 metres in five holes. The Phase XI drill program was designed to focus on low-ground drilling (best drilled in the winter months) to define the western limit of the Spark deposit. The drilling confirmed that the deposit remains open to the west and a new zone to the NW was discovered which will require further investigation in the future. Two geomechanical holes were completed along with three delineation holes; two of which were collared in muskeg areas. The detailed results have been released by the Company and are available on SEDAR (www.sedar.com).

PHASE XII DRILL PROGRAM (IN PROGRESS)

On May 2, 2022, the Company announced its planned exploration program for the fiscal year ended March 31, 2023. Exploration targets for the PAK Lithium project include infill and step out drilling on the Spark deposit and both detailed and regional mapping and prospecting in areas both proximal to known spodumene-bearing pegmatites and in under-explored areas within its approximately 27,000 hectare land tenure. The Company plans to continue evaluating the Spark pegmatite with a 15,000 metre drill program which began in May 2022 utilizing two diamond drills. It is anticipated that all resource categories of the deposit will be substantially increased. Concurrently, during the drilling program, regional and detailed geological mapping and prospecting is being carried out.

On July 25, 2022, the Company announced the results for four of the drill holes completed during the Phase XII drill program on the Spark pegmatite. Subsequently on August 17, 2022, the Company announced the results of four additional drill holes completed during the Phase XII drill program on the Spark pegmatite. The detailed results have been released by the Company and are available on SEDAR (www.sedar.com). The Company has completed 8,000 metres of drilling in 24 holes and has reported analysis from 8 drill holes as of August 17, 2022. The initial drill holes were designed to convert Inferred material to Indicated for the planned open pit. The drilling was focussed on the Inferred resource within the central portion of the Spark deposit at depth. Four of the holes (DDH's PL-57, 58, 63 and 64) reported on July 25, 2022 and two holes (DDH's PL-059-22 and PL-060-22) reported on August 17, 2022 were terminated in pegmatite, one hole (DDH's PL-061-22) was ended in mafic volcanics due to PFS time constraints requiring quick upgrading of some of the existing Inferred resource and will be extended later in the program. With this objective in mind, most May and June drill holes are steeply dipping (>-65) and designed to test the inferred area to a vertical depth of around 300 to 320 metres. These holes will be included in the upgraded Measured-Indicated Resource for Spark that will become part of the PFS targeted for completion by the end of calendar 2022.

The Phase XII drill program is still in progress and the Company anticipates that this drill program will be completed by mid October 2022. During the three months ended June 30, 2022, a total of \$2.6 million (three months ended June 30, 2021 - \$0.6 million) in exploration expenditures have been incurred on the project.

Figure 3 is a compilation map showing a plan map of the Spark pegmatite including the collar locations and geological trace of all holes drilled including Phase XI and Phase XII reported to date. The Phase XII holes are emphasized.

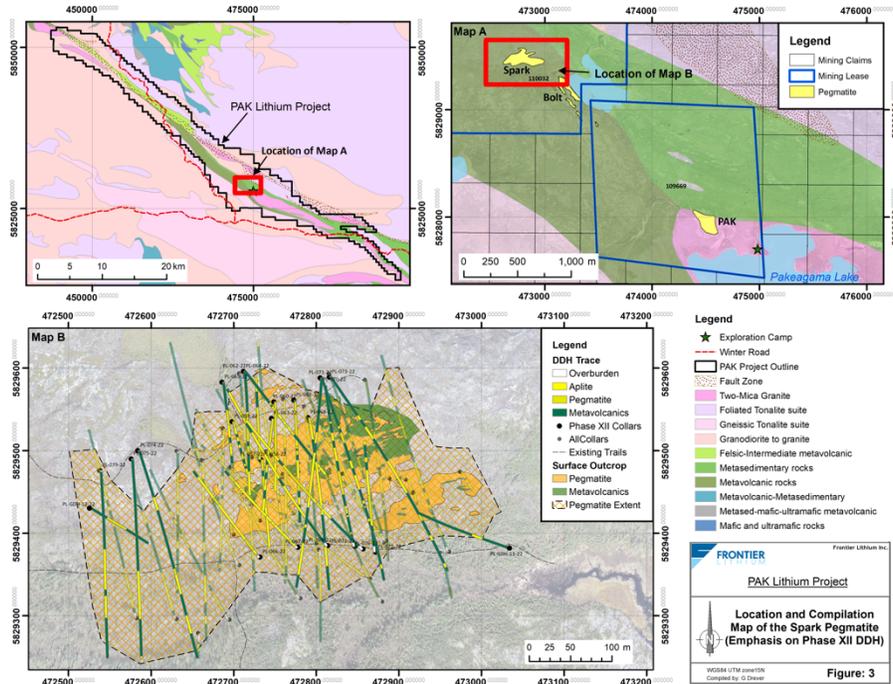


Figure 3: Compilation of the Spark Pegmatite showing traces of all Drill Holes

Below is a summary of the 5 drill holes from Phase XI:

Phase XI DDH No.	Date Drilled		UTM Zone 15N (NAD83)			Collar Orient		Depth (m)
	Start	End	Easting	Northing	(mASL)	Azim	Dip	
PL-054-22	2022-02-25	2022-03-02	472,662	5,829,488	353.5	180	-58	360
PL-055-22	2022-03-07	2022-03-10	472,631	5,829,296	326.0	344	-49	249
PL-056-22	2022-03-10	2022-03-16	472,583	5,829,297	327.7	348	-49	351
PL-GDH-09-22	2022-03-03	2022-03-06	472,661	5,829,489	353.5	346	-45	223.5
PL-GDH-10A-22	2022-03-18	2022-03-19	472,657	5,829,279	326.8	184	-47	159.0
Total metres								1,342.5

Below is a summary of the 12 drill holes from Phase XII with complete and partial analytical data received:

Phase XII DDH No.	Date Drilled		UTM Zone 15N (NAD83)			Collar Orient		Depth (m)
	Start	End	Easting	Northing	(mASL)	Azim	Dip	
PL-057-22 ¹	2022-05-15	2022-05-17	472,733	5,829,489	355.9	358	-55	172.5
PL-058-22 ¹	2022-05-17	2022-05-23	472,733	5,829,489	355.9	177	-70	297.4
PL-059-22	2022-05-24	2022-05-28	472,698	5,829,535	356.0	165	-78	316
PL-060-22	2022-05-27	2022-06-04	472,749	5,829,559	360.0	180	-73	360
PL-061-22	2022-05-20	2022-05-27	472,773	5,829,561	360.2	178	-65	327
PL-062-22 ²	2022-05-28	2022-06-05	472,712	5,829,596	356.2	176	-65	360
PL-063-22 ¹	2022-06-05	2022-06-10	472,746	5,829,539	360.0	187	-70	348.5
PL-064-22 ¹	2022-06-05	2022-06-10	472,712	5,829,596	356.2	141	-65	352.5
PL-065-22 ²	2022-06-10	2022-06-22	472,686	5,829,583	354.0	173	-72	330.86
PL-066-22 ²	2022-06-12	2022-06-27	472,732	5,829,371	325.0	323	-70	365.67
PL-067-22 ²	2022-06-29	2022-07-04	472,778	5,829,383	327.0	315	-70	352.5
PL-068-22	2022-06-22	2022-06-27	472,790	5,829,540	360.0	171	-55	343.5
<i>Phase XII is ongoing and scheduled to be completed in October 2022</i>						Total metres		3,926.4

Notes:

1. Results reported on July 25, 2022
2. Analytical data not completely received

LITHIUM CHEMICAL TEST WORK DEVELOPMENT

For the purpose of the PFS, the Company is exploring other more conventional processes such as the sulphate process at the lithium chemicals conversion plant which is low-risk and used extensively in East Asia for manufacturing lithium carbonate and hydroxides from hard-rock spodumene sources. Following conversion of the α -spodumene concentrate to β -spodumene through calcining, lithium sulfate solution is obtained whereby it is purified through precipitation and an ion exchange process to remove the remaining trace impurities from the solution. The concentrated pure lithium sulfate solution is then used as a starting solution for the production of both lithium carbonate and lithium hydroxide monohydrate.

In the lithium carbonate circuit, the lithium sulfate solution is mixed with a sodium carbonate solution to form lithium carbonate and sodium sulfate. The lithium carbonate is precipitated under controlled conditions (i.e. temperature and time). The sodium sulfate is crystallized as a by-product in a crystallizer. In order to achieve battery grade, the lithium carbonate is produced with final purification.

In the lithium hydroxide circuit, the sodium hydroxide solution is added into the lithium sulfate solution to form lithium hydroxide and sodium sulfate. Sodium sulfate is then removed from the solution. The remaining lithium hydroxide solution is then evaporated to produce lithium hydroxide crystals. The crystallization process is designed to produce battery grade lithium hydroxide products.

CORPORATE LEADERSHIP TEAM CHANGES

In April 2022, the Company appointed Mr. Tony Zheng as its Chief Financial Officer. Mr. Zheng has held several positions with international mining companies, most recently as VP Finance & Controller at Tanzanian Gold Corporation. Prior to Tanzanian Gold Corporation, he was Director of Finance at Guyana Goldfields Inc. and facilitated the post-acquisition integration of Guyana Goldfields by Zijin Mining Group Co., Ltd. Between 2010 and 2016, he held progressive roles at Lundin Mining Corp., including Manager, Financial Planning and Analysis, and Manager, Financial Reporting. Mr. Zheng holds a Bachelor of Commerce (Honours) degree from York University in Toronto and received a CPA, CA designation in 2014 and CGA designation in 2012.

III. RESULTS OF OPERATIONS

A summary of selected financial information for the eight recently completed quarters is presented below. During the year ended March 31, 2022, the Company changed its accounting policy for exploration and evaluation expenditures to expense them as incurred. Management considered that this change in accounting policy will result in clearer, more relevant and reliable financial information by reducing financial reporting complexity. Under the previous accounting policy, exploration and evaluation expenditures were capitalized. Please see the note 15 of the Company's audited financial statements for the year ended March 31, 2022 for details.

SELECTED QUARTERLY INFORMATION

(in thousands of Canadian dollars, except for shares and per share figures)

For the quarter ended	June 30, 2022	March 31, 2022	December 31, 2021 Restated	September 30, 2021 Restated
Revenue	\$Nil	\$Nil	\$Nil	\$Nil
Income from operations	\$Nil	\$Nil	\$Nil	\$Nil
Exploration and evaluation expenditures	\$(2,621)	\$(1,896)	\$(1,075)	\$(667)
General and administrative expenses	\$(2,396)	\$(2,150)	\$(1,140)	\$(1,605)
Loss before tax	\$(5,030)	\$(4,057)	\$(2,270)	\$(2,132)
Deferred income tax recovery	-	\$293	-	-
Net loss and comprehensive loss	\$(5,030)	\$(3,764)	\$(2,270)	\$(2,132)
Weighted average number of shares outstanding	210,840,426	204,807,969	194,078,171	193,485,995
Net loss per share, basic and diluted	\$(0.02)	\$(0.02)	\$(0.01)	\$(0.01)

As at	June 30, 2022	March 31, 2022	December 31, 2021 Restated	September 30, 2021 Restated
Cash and cash equivalents	\$16,743	\$17,683	\$18,195	\$8,047
Working capital	\$16,108	\$17,559	\$17,648	\$7,307
Exploration and evaluation assets	\$5,426	\$5,426	\$5,426	\$5,426
Total assets	\$23,614	\$24,628	\$24,109	\$13,960
Total liabilities	\$1,770	\$1,310	\$904	\$1,084
Equity	\$21,844	\$23,318	\$23,205	\$12,876

For the quarter ended	June 30, 2021 Restated	March 31, 2021 Restated	December 31, 2020 Restated	September 30, 2020 Restated
Revenue	\$Nil	\$Nil	\$Nil	\$Nil
Income from operations	\$Nil	\$Nil	\$Nil	\$Nil
Exploration and evaluation expenditures	\$(623)	\$(526)	\$(480)	\$(317)
General and administrative expenses	\$(2,222)	\$(5,172)	\$(181)	\$(1,175)
Loss before tax	\$(2,877)	\$(5,787)	\$(753)	\$(1,432)
Deferred income tax recovery	\$92	\$40	\$21	\$100
Net loss and comprehensive loss	\$(2,785)	\$(5,747)	\$(732)	\$(1,332)
Weighted average number of shares outstanding	191,193,214	176,947,977	174,109,557	171,187,694
Net loss per share, basic and diluted	\$(0.02)	\$(0.03)	\$(0.01)	\$(0.01)

As at	June 30, 2021 Restated	March 31, 2021 Restated	December 31, 2020 Restated	September 30, 2020 Restated
Cash and cash equivalents	\$8,968	\$10,345	\$2,022	\$1,530
Working capital	\$8,216	\$9,621	\$1,610	\$1,403
Exploration and evaluation assets	\$5,426	\$426	\$426	\$426
Total assets	\$14,823	\$11,577	\$2,686	\$2,197
Total liabilities	\$1,035	\$1,381	\$563	\$268
Equity	\$13,788	\$10,196	\$2,123	\$1,929

Exploration and evaluation expenditures on the PAK Lithium Property
(in thousands of Canadian dollars)

Quarters ended June 30	2022	2021 Restated
Personnel fees	\$224	\$153
Professional fees	\$435	\$120
Drilling	\$711	\$55
Assay and sampling	\$52	\$20
Research and development, net of government assistance	\$200	\$199
Camp and equipment expenses	\$520	\$35
Travel and transportation cost	\$479	\$41
Total	\$2,621	\$623

The Company reported a net loss and comprehensive loss of \$5.0 million (\$0.02 per share) for the quarter ended June 30, 2022, compared to a loss of \$2.8 million (\$0.02 per share) for the prior comparable quarter last fiscal year resulting in an increase of \$2.2 million. The increase was mainly due to an increase of \$2.0 million in the exploration and evaluation expenditures which was mainly due to the Company's continued ramp up of its exploration activities and metallurgical test work for the PFS. The ensuing PFS is expected to be completed by the end of calendar 2022.

Over the last eight quarters, the Company raised funds several times other than exercises of stock options and warrants: (i) a private placement of 7,636,371 units at \$1.00 per unit for total gross proceeds of \$7.7 million in March 2021, whereby each unit consisted of one flow-through common share and one half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common

share at a price of \$1.25 per share for a period of 24 months; (ii) a private placement of 1,822,708 units at \$1.30 per unit for total gross proceeds of \$2.4 million in April 2021, whereby each unit consisted of one common share and one half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$1.50 per share for a period of 24 months; and (iii) a bought deal private placement of 6,453,000 flow-through common shares at a price of \$1.86 per share for total gross proceeds of \$12.0 million in December 2021. These successful financings strengthened the Company's cash and working capital positions which enabled the Company to ramp up its exploration activities and metallurgical test work for the PEA completed in April 2021 and advancement of the PFS expected to be completed by the end of calendar 2022. The Company has spent all the proceeds from the March 2021 financing as disclosed and intends to spend the remaining proceeds from the December 2021 financing as disclosed.

IV. OUTLOOK

The Company's objective is to become a strategic supplier of technical grade spodumene concentrates for premium glass and glass-ceramics producers and battery-grade lithium hydroxide and other chemicals to the growing electric vehicle and energy storage markets in North America.

The PAK Lithium Project is one of the highest quality known lithium mineral resource in North America due to its high-grade and low impurity properties in the pegmatite ore material and the spodumene mineral. The monetary value of low-iron (Fe) spodumene is greater than the more common, higher iron spodumene. Furthermore, a low Fe spodumene is also well suited to potentially produce high-yielding chemical-grade lithium concentrates used to produce battery quality lithium chemicals. Spodumene has a cost advantage over the alternative brine sources requiring extra chemical processing conversion steps when used to produce lithium hydroxide.

The Company is primarily in the exploration phase and is conducting work to assess the feasibility of a fully-integrated lithium operation, and as noted above, the Company is studying existing process technologies and reagents required. A decision is anticipated to be made by the Company by the end of calendar 2022 to finalize the process and technology the Company intends to use for the continued development of the PAK Lithium Project with the goal of realizing a fully-integrated commercial lithium operation. Depending upon the results of the PFS, the Company may commission a Definitive Feasibility Study ("DFS"). See "*Liquidity and Capital Resources*".

V. LIQUIDITY AND CAPITAL RESOURCES

The primary objectives of the Company's capital management policy are to ensure that the Company raises sufficient funds in order to execute its business plan which is designed to maximize shareholder value. Since inception, the Company has relied primarily on private equity financings to fund its operations. The Company has had recurring operating losses since inception. See "*Risk Factors*" section.

The Company expects it will have sufficient capital to complete the PFS as well as its planned 15,000 metre drill program for the fiscal year ended March 31, 2023. The Company will need to raise additional capital in order to complete a DFS, should it choose to do one, as well as to continue achieving its objective described in the "*Outlook*" section above.

The Company considers the following items as capital: Cash and cash equivalents, share capital and contributed surplus in the amount of \$100.3 million (March 31, 2022 - \$97.7 million).

When managing capital, which is a broader concept than the "equity" in the statement of financial position, the objectives of the Company are:

- To safeguard the Company's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- To maintain a strong capital base to support the exploration for and development of its mineral deposits.

There have been no changes in the Company's capital management when compared to the prior year except that the management transferred approximately \$13.0 million cash to high interest rate Guaranteed Investment Certificate ("GIC") accounts to generate higher interest income to contribute towards operating

costs. Management intends to optimize its cash management while continuing to fulfill its operating cash needs.

Liquidity risk is the risk that the Company will not be able to meet its payment obligations when they fall due under normal and stress circumstances. The Company monitors its liquidity risk by considering the maturity of its financial liabilities. The Company's ability to access debt and equity markets when required may be impacted by factors beyond its control, such as economic and political conditions that may affect the capital markets generally.

Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future. Should management be unable to raise sufficient capital to fund operations and growth there would be a material adverse effect on the Company's business, financial condition, results of operations and its ability to continue as a going concern.

VI. CONTRACTUAL OBLIGATIONS, COMMITMENTS AND CONTINGENCIES

CONTRACTUAL OBLIGATIONS

Our future undiscounted obligations as at June 30, 2022 are as follows:

At June 30, 2022	Due within 1 year (\$000)	Due between 1 and 5 years (\$000)	Total (\$000)
Accounts payable and accrued liabilities	1,492	-	1,492
Lease obligations	117	161	278
Total	1,609	161	1,770

COMMITMENTS AND CONTINGENCIES

From 2016 to 2019, the Company entered into four exploration agreements with First Nation communities situated near the PAK Lithium Project. The agreements contain obligations to pay a percentage of exploration expenses incurred. The Company currently has no capital expenditure commitments as at June 30, 2022.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements at the date of this MD&A.

VII. FINANCIAL INSTRUMENTS

The Company does not currently utilize complex financial instruments in hedging lithium price, foreign exchange or interest rate exposure. The Company will not hold or issue derivative instruments for speculation or trading purposes.

Where the fair value of financial assets and financial liabilities recorded in the financial statements cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

When measuring the fair value of an asset or liability, the Company uses observable market data to the greatest extent possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth our financial assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy.

	Level	March 31, 2022		March 31, 2022	
		Carrying value (\$000)	Fair value (\$000)	Carrying value (\$000)	Fair value (\$000)
Financial asset fair valued through profit and loss					
<i>Marketable securities</i>	2	6	6	9	9

During current fiscal year, there were no transfers between Level 1 and Level 2 fair value measurements. We do not have any financial assets or liabilities that are fair valued based on unobservable inputs (Level 3).

VIII. RELATED PARTY TRANSACTIONS

Key management personnel include members of the Board of Directors and certain senior officers. Remuneration of our key management personnel was as follows:

	Three months ended June 30,	
	2022	2021
Compensation – salaries, benefits and consulting	\$ 138	\$ 91
Share-based compensation	1,545	1,393
Total	\$ 1,683	\$ 1,484

Included in accounts payable is \$48 (March 31, 2022 - \$57) owing to corporations controlled by a director of the Company.

IX. SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES

Significant accounting policies as well as any changes in accounting policies are discussed in Note 2(d) “Significant accounting policies” and 13(a) “Change in accounting policy” of the Company’s three months ended June 30, 2022 unaudited condensed interim financial statements.

X. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Significant accounting judgements, estimates and assumptions are discussed in Note 3 of the Company’s three months ended June 30, 2022 unaudited condensed interim financial statements.

XI. RISK FACTORS

The Company’s business activities are subject to a variety and wide range of inherent risks and uncertainties. Any of these risks could have an adverse effect on the Company, its business and prospects, and could cause actual outcomes and results to differ materially from those described in forward-looking statements relating to the Company. For further details on the risk factors affecting the Company, please see the Company’s Annual Information Form for year ended March 31, 2022 filed on SEDAR on August 11, 2022.

XII. QUALIFIED PERSON

Unless stated otherwise herein, all scientific and technical data contained in this MD&A has been reviewed, approved and verified by Garth Drever, P.GEO. who is the Company’s in-house “Qualified Person” within NI 43-101 and is a member in good standing of the Professional Geoscientists Ontario. Mr. Drever is also the Company’s Vice President, Exploration. Therefore, he is not considered to be independent under NI 43-101.

XIII. USE OF NON-GAAP FINANCIAL MEASURES AND RATIOS

The Company's financial results are prepared in accordance with IFRS. This document refers to a non-GAAP financial measure "working capital" which is not measures recognized under IFRS in Canada and that does not have a standardized meaning prescribed by IFRS or by Generally Accepted Accounting Principles ("GAAP") in the United States.

This non-GAAP financial measure does not have standardized meanings under IFRS, may differ from those used by other issuers, and may not be comparable to similar financial measure reported by other issuers. This financial measure has been derived from the Company's financial statements and applied on a consistent basis as appropriate. The Company discloses this financial measure because it believes they assist readers in understanding the result of the Company's operations and financial position and provide further information about the Company's financial results to investors.

This measure should not be considered in isolation or used in substitute for other measures of performance prepared in accordance with IFRS.

Working capital: the difference between current assets and current liabilities.

XIV. INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that: (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the corresponding certificate for venture issuers does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers of the Company do not make any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with IFRS.

The Company's CEO and CFO are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the corresponding certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

XV. OUTSTANDING SHARE DATA

As at August 24, 2022, the Company had 212,322,990 common shares issued and outstanding, and 16,311,398 stock options and 6,184,999 warrants outstanding.

XVI. OTHER INFORMATION

Additional information regarding the Company is available on the Company's website (www.frontierlithium.com) and on the Company's profile on SEDAR at www.sedar.com.

FRONTIER LITHIUM INC.

Trevor R. Walker, President & CEO
August 24, 2022