

Condensed Consolidated Interim Financial Statements (unaudited)

As at and for the three and six months ended June 30, 2023



Condensed Consolidated Interim Statements of Financial Position (unaudited)

As at

(CAD\$ thousands)	Notes	June 30, 2023	December 31, 2022
Assets			
Current assets			
Cash and cash equivalents		18,145	13,249
Accounts receivable	12, 13	3,577	4,925
Due from related parties	11, 12	341	88
Prepaid expense		628	531
		22,691	18,793
Exploration and evaluation assets	3	13,347	12,273
Property and equipment	4	186	182
Intangible assets	5	4,318	4,327
Right-of-use assets	6	582	526
Total assets		41,124	36,101
Accounts payable and accrued liabilities	12	2,691	
Liabilities and Shareholders' Equity Current liabilities			
Accounts payable and accrued liabilities	12	2,691	1,812
Current portion of lease obligations	7	284	92
		2,975	1,904
Lease obligations	7	408	492
Decommissioning obligations	8	236	233
Total Liabilities		3,619	2,629
Share capital	9	59,990	52,701
Contributed surplus		13,793	12,601
Contributed capital		1,987	1,987
Accumulated other comprehensive loss		(75)	(75)
Deficit		(38,190)	(33,742)
Total shareholders' equity		37,505	33,472
Total liabilities and shareholders' equity		41,124	36,101
Nature and continuance of operations	1		
Commitments	15		

See accompanying notes to the condensed consolidated interim financial statements.

Approved by the Board of Directors Signed "John Pantazopoulos" Chairman

Signed "Peeyush Varshney"
Audit Committee Chair



Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (unaudited)

For the three and six months ended June 30

	Three Mo		onths Ended	Six Mo	onths Ended	
(CAD\$ thousands, except share and per share amounts)	Notes	2023	2022	2023	2022	
Expenses						
Operating expenses		65	92	181	92	
Business development and marketing		494	524	1,473	929	
General and administrative		912	768	1,762	1,248	
Share-based compensation	10	558	447	1,148	824	
Financing expenses		14	9	28	15	
Depreciation	4, 6	42	43	81	99	
Total expenses		2,085	1,883	4,673	3,207	
Interest income		130	35	225	49	
Other Income		400	25		40	
Total other income		130	35	225	49	
Net loss and comprehensive loss		(1,955)	(1,848)	(4,448)	(3,158)	
Per common share (dollars)						
Net loss – basic and diluted		(0.03)	(0.03)	(0.07)	(0.05)	
Weighted average number of common shares outstanding						
Basic and diluted		65,508,068	58,968,836	64,802,164	58,137,272	

See accompanying notes to the condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (unaudited) For the six months ended June 30

		Number of				Accumulated Other		
(CAD\$ thousands, except share amounts)	Notes	Common Shares	Share Capital	Contributed Surplus	Contributed Capital	Comprehensive Income	Deficit	Total
January 1. 2022	Notes	57,759,871	44,359	5,528	1,987	(75)	(26,798)	25,001
Comprehensive loss		-	-	-	,	-	(3,158)	(3,158)
Share issuance costs		-	(30)	-	-	_	-	(30)
Exercise of options and warrants	9	1,706,740	2,117	(25)	-	_	_	2,092
Share-based compensation	10	· · · · -	· -	824 [°]	-	-	_	824
June 30, 2022		59,466,611	46,446	6,327	1,987	(75)	(29,956)	24,729
January 1, 2023		63,229,773	52,701	12,601	1,987	(75)	(33,742)	33,472
Net loss and comprehensive loss		<u> </u>	_	-	-	-	(4,448)	(4,448)
Share issuance	9	2,499,483	5,624	-	-	-	-	5,624
Share issuance costs	9	<u>-</u>	(725)	155	-	-	-	(570)
Exercise of options and warrants	9	1,789,409	2,39Ó	(111)	-	-	-	2,279
Share-based compensation	10	-	-	1,148	-	-	-	1,148
June 30, 2023		67,518,665	59,990	13,793	1,987	(75)	(38,190)	37,505

See accompanying notes to the condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Cash Flows (unaudited) For the three and six months ended June 30

	Three Months Ended		hs Ended	Six Mont	hs Ended
(CAD\$ thousands)	Notes	2023	2022	2023	2022
Cash Used in Operating Activities					
Net loss and comprehensive loss		(1,955)	(1,848)	(4,448)	(3,158)
Non-cash items:					
Share-based compensation	10	558	447	1,148	824
Depreciation	4, 6	42	43	81	99
Interest expense on lease obligations	7	12	9	24	15
Accretion	8	1	-	3	-
Change in non-cash working capital	16	(174)	429	233	387
Cash flow used in operating activities		(1,516)	(920)	(2,959)	(1,833)
Cash Used in Investing Activities					
Acquisition of exploration and evaluation assets		-	(100)	-	(100)
Exploration and evaluation asset expenditures	3	(2,057)	(2,471)	(3,041)	(3,642)
Property and equipment expenditures	4	(26)	(71)	(32)	(95)
Intangible assets expenditures	5	(1,013)	(755)	(1,784)	(1,328)
Change in non-cash working capital	16	560	1,417	493	1,417
Cash used in investing activities		(2,536)	(1,980)	(4,364)	(3,748)
Cash from Financing Activities					
Proceeds from share issuance, net of issuance costs	9	5,054	(30)	5,054	(30)
Proceeds from exercise of options and warrants	9, 10	200	1,556	2,279	2,092
Government grants	3, 5, 13	2,531	, -	3,760	500
Repayment of lease obligations	7	(23)	(32)	(24)	(64)
Change in non-cash working capital	16	2,379	-	1,150	(40)
Cash from financing activities		10,141	1,494	12,219	2,458
Change in cash and cash equivalents		6,089	(1,406)	4,896	(3,123)
Cash and cash equivalents – beginning of period		12,056	16,124	13,249	17,841
Cash and cash equivalents – end of period		18,145	14,718	18,145	14,718

See accompanying notes to the condensed consolidated interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

E3 Lithium Ltd. ("E3 Lithium" or the "Company") is a lithium resource company with a current focus on commercial development of lithium extraction from brines contained in its mineral properties in Alberta. E3 Lithium's shares are listed on the TSX Venture Exchange, the OTCQX, and Frankfurt Stock Exchange under the symbols ETL, EEMMF, and OW3, respectively. On July 8, 2022, the Company effectively changed its name to E3 Lithium Ltd., previously known as E3 Metals Corp. The Company's head office and principal address is located at 1520, 300-5th Avenue SW, Calgary, AB, T2P 3C4.

As at June 30, 2023, the Company has not generated revenues from operations and has an accumulated deficit of \$38.2 million (December 31, 2022 – \$33.7 million) including a net loss of \$4.4 million (June 30, 2022 – \$3.2 million) as at and for the six months ended June 30, 2023. The Company's ability to continue as a going concern is dependent upon its ability to raise equity financing to evaluate and confirm Direct Lithium Extraction ("DLE") technology and commence construction of a pilot project.

These condensed consolidated interim financial statements have been prepared on a going concern basis as the Company has sufficient liquidity with \$20.0 million in positive working capital as at June 30, 2023 and does not foresee a cash shortfall within the next twelve months (note 12).

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 – Interim Financial Reporting. Certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") in effect on January 1, 2023, have been omitted or condensed. These condensed consolidated interim financial statements should be read in conjunction with the Company's December 31, 2022 audited consolidated financial statements. These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on August 24, 2023.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. All financial information is presented in the Company's functional currency, which is Canadian dollars.

Use of estimates and judgments

The preparation of these condensed consolidated interim financial statements requires that management make estimates, judgments, and assumptions based on available information at the date of the condensed consolidated interim financial statements. Actual results may differ from estimates as future confirming events occur. Significant estimates and judgments used in the preparation of the condensed consolidated interim financial statements have been prepared using the same judgments, estimates, and assumptions as reported in the Company's December 31, 2022 annual audited consolidated financial statements.

3. EXPLORATION AND EVALUATION ASSETS

Carrying Value	
Balance, January 1, 2022	4,823
Acquisition	100
Additions	10,089
Change in decommissioning costs (note 8)	229
Government grant (note 13)	(2,968)
Balance, December 31, 2022	12,273
Additions	3,041
Government grant (note 13)	(1,967)
Balance, June 30, 2023	13,347

4. PROPERTY AND EQUIPMENT

	Computer	Furniture and	Software	Leasehold	
Cost	Equipment	Fixtures	Licenses	Improvement	Total
Balance, January 1, 2022	68	32	36	3	139
Additions	69	82	5	29	185
Balance, December 31, 2022	137	114	41	32	324
Additions	19	2	-	11	32
Balance, June 30, 2023	156	116	41	43	356
Accumulated Depresiation					
Accumulated Depreciation Balance, January 1, 2022	(34)	(6)	(36)	(3)	(79)
Depreciation	(42)	(18)	(2)	(1)	(63)
Balance, December 31, 2022	(76)	(24)	(38)	(4)	(142)
Depreciation	(17)	`(9)	(2)	-	(28)
Balance, June 30, 2023	(93)	(33)	(40)	(4)	(170)
Carrying Value					
Balance, December 31, 2022	61	90	3	28	182
Balance, June 30, 2023	63	83	1	39	186

5. INTANGIBLE ASSETS

Carrying Value	
Balance, January 1, 2022	2,539
Additions	3,700
Government grant (note 13)	(1,912)
Balance, December 31, 2022	4,327
Additions	1,784
Government grant (note 13)	(1,793)
Balance, June 30, 2023	4,318

The Company's intangible assets relate to its DLE technology.

6. RIGHT-OF-USE ASSETS

Cost	
Balance, January 1, 2022	326
Additions	561
Disposals	(89)
Changes in estimates	(239)
Balance, December 31, 2022	559
Additions	109
Balance, June 30, 2023	668
Accumulated Depreciation	
Balance, January 1, 2022	(86)
Depreciation	(112)
Disposals	34
Changes in estimates	131
Balance, December 31, 2022	(33)
Depreciation	(53)
Balance, June 30, 2023	(86)
Carrying Value	
Balance, December 31, 2022	526
Balance, June 30, 2023	582

7. LEASE OBLIGATIONS

Carrying Value	
Balance, January 1, 2022	266
Additions	561
Disposals	(61)
Interest	31
Repayments	(91)
Changes in estimates	(122)
Balance, December 31, 2022	584
Additions	109
Interest	24
Repayments	(25)
Balance, June 30, 2023	692
Carrying Value	
Future minimum lease payments	830
Discount	(138)
Balance, June 30, 2023	692
Current portion of lease obligations	284
Lease obligations	408

The Company's leases at June 30, 2023 relate to vehicle leases, corporate head office, and the research lab facility. A discount rate of 8.00% was used to determine the present value of the lease obligations.

8. DECOMMISSIONING OBLIGATIONS

Balance, January 1, 2022	-
Additions	152
Additions - acquisition	77
Accretion	4
Balance, December 31, 2022	233
Accretion	3
Balance, June 30, 2023	236
Expected to be incurred within one year	-
Expected to be incurred beyond one year	236

Decommissioning obligations as at June 30, 2023 were determined using a risk-free rate of 3.23% (December 31, 2022 - 3.23%) and inflation rate of 2.00% (December 31, 2022 - 2.00%). The undiscounted and inflated total future decommissioning obligations were estimated to be approximately 0.2% million with abandonment and reclamation costs expected to be incurred in the next 10 years.

9. SHARE CAPITAL

Authorized Share Capital

Unlimited common shares with no par value.

Number of Shares	June 30, 2023	December 31, 2022
Balance, beginning of period	63,229,773	57,759,871
Share issuance	2,499,483	-
Exercise of stock options and warrants	1,789,409	5,241,878
Stock options exercised in prior period (1)	-	100,000
Shares issued – Finder's fee	<u>-</u>	128,024
Balance, end of period	67,518,665	63,229,773

⁽¹⁾ The stock options were exercised in December 2021 but shares not issued until January 2022.

On June 8, 2023, the Company announced a bought deal public offering (the "Offering") for gross proceeds of \$5.6 million. Share issuance costs in relation to the Offering were \$0.7 million, comprised of \$0.5 million in cash commission and \$0.2 million in broker warrants (note 10) issued to the underwriters. Under the Offering, the Company issued 2.5 million common shares at a price of \$2.25 per common share.

10. SHARE-BASED COMPENSATION

Warrants

The following table summarizes the change in warrants:

	Warrant	Weighted Average
	(units)	Exercise Price (\$)
Balance, January 1, 2022	7,018,165	1.43
Broker warrants	484,722	1.65
Imperial warrants (1)	3,413,979	-
Exercised	(5,173,978)	1.30
Forfeited/expired	(92,243)	1.40
Balance, December 31, 2022	5,650,645	0.65
Broker warrants	141,369	2.25
Exercised	(1,204,409)	1.65
Forfeited/expired	(1,032,257)	1.65
Balance, June 30, 2023	3,555,348	0.09

Warrants outstanding and exercisable as at June 30, 2023:

Grant date	Exercise price (\$)	Expiry Date	Remaining Life (years)	Warrants Outstanding and Exercisable
July 8, 2022 (1)	-	July 8, 2024	1.0	3,413,979
June 8, 2023	2.25	June 8, 2025	1.9	141,369

⁽¹⁾ The Company received a prepayment of \$6.35 million for the warrants issued at an exercise price of \$1.86 per warrant from Imperial Oil Limited ("IOL"). The warrants can be exercised at no further cost to IOL.

The fair value of broker warrants issued as part of the Offering was estimated using the Black-Scholes Option Pricing Model based on the date of grant and the following assumptions:

	2023
Risk-free interest rate	5.00%
Expected stock price volatility	87%
Expected life	Two years
Expected dividend yield	· -
Fair value per option granted	\$1.10_

Stock Options

The shareholders of the Company have approved a stock option plan (the "Plan") pursuant to which options can be granted to the Company's directors, officers, employees and other contractors to purchase the Company's common shares. The Company follows the policies of the Toronto Stock Exchange where the number of common shares issued through the options granted under the Plan may not exceed 10% of the issued and outstanding common shares of the Company at the date of granting of options. Each option agreement with the grantee sets forth, among other things, the number of options granted, the exercise price and the vesting conditions of the options.

The following table summarizes the change in stock options:

		Weighted Average
	Stock Options	Exercise Price (\$)
Balance, January 1, 2022	2,876,750	1.42
Granted	2,750,000	2.57
Exercised	(67,900)	0.91
Forfeited/expired	(533,083)	2.17
Balance, December 31, 2022	5,025,767	1.98
Granted	1,510,000	2.34
Exercised	(585,000)	0.50
Forfeited/expired	(244,517)	2.42
Balance, June 30, 2023	5,706,250	2.20

The weighted average life of options outstanding at June 30, 2023 is 3.2 years (December 31, 2022 – 2.8).

The fair value of options was estimated using the Black-Scholes Option Pricing Model based on the date of grant and the following assumptions:

	2023	2022
Risk-free interest rate	3.15% to 3.40%	1.46% to 3.52%
Expected stock price volatility	86% to 89%	90% to 96%
Expected life	Five years	One to five years
Expected dividend yield	-	-
Fair value per option granted	\$2.18 to \$2.59	\$1.74 to \$1.96
Forfeiture rate	2.93%	2.82%_

During the three months and six months ended June 30, 2023 the company incurred \$0.6 million and \$1.1 million (June 30, 2022 - \$0.4 million and \$0.8 million) in share-based compensation expense, respectively, in relation to the stock option plan.

Stock options outstanding and exercisable as at June 30, 2023:

Exercise price (\$)	Weighted average exercise price	Weighted average remaining Life (years)	Outstanding
\$0.00 - \$1.00	\$0.70	0.4	500,000
\$1.01 - \$2.00	\$1.52	1.6	1,092,500
\$2.01 - \$3.00	\$2.47	4.3	3,788,750
\$3.01 - \$4.00	\$3.68	0.6	325,000
Outstanding, end of period	\$2.20	3.2	5,706,250
Exercisable, end of period	\$1.47	1.5	2,203,750

11. RELATED PARTY TRANSACTIONS

Amounts due from related parties of \$0.3 million as at June 30, 2023 (December 31, 2022 - \$0.1 million) were withholding taxes remitted on behalf of employees arising from previous stock option exercises.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

All of the Company's financial instruments are classified as Level 1 in the fair value measurement hierarchy and there were no transfers between levels during the six months ended June 30, 2023. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date. The Company's financial instruments are exposed to credit risk, currency risk, and liquidity risk.

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss. The Company is exposed to credit risk with respect to its carrying balances of accounts receivable and due from related parties.

Accounts receivable outstanding as at June 30, 2023 relate to government grants (note 13) and refundable tax credits which have minimal credit risk. Due from related parties as at June 30, 2023 were withholding taxes remitted on behalf of current and former employees from exercising their stock options (note 11). Based on management's assessment, the risk of default is considered low.

Currency Risk

The Company's exposure to foreign currency risk is not considered to be material as it transacts primarily in the Canadian dollar.

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's objective is to maintain sufficient and readily available cash-on-hand in order to meet its liquidity requirements at any point in time.

As at June 30, 2023, the Company has positive working capital of \$20.0 million (December 31, 2022 - \$17.0 million) and does not foresee a shortfall in capital within the next twelve months.

13. GOVERNMENT GRANTS

Alberta Innovates ("AI")

In the prior year, on April 6, 2022, the Company was awarded a \$1.8 million grant to assist in the scale up and development of its field pilot plant. As at June 30, 2023, life-to-date claims under AI is \$1.4 million (December 31, 2022 - \$1.1 million) and the Company has received \$1.4 million (December 31, 2022 - \$1.1 million). The remaining amount is expected to be claimed upon the completion of the field pilot plant.

Strategic Innovation Fund ("SIF")

On November 28, 2022, the Company was awarded a \$27 million grant from the Government of Canada's Innovation, Science and Economic Development's SIF to support several aspects of the Company's resource and technology development up until commercial production. Eligible costs under the agreement are reimbursed at 33.94% to a maximum of \$27 million.

Contingent on the Company's success and reaching commercial lithium production, the grant becomes repayable at 1.4 times the amount disbursed from the SIF grant. The repayment period begins the second-year post project completion at a rate of 1% of annual gross business revenues over a 20-year period. Currently, it is possible but not probable whether the Company will realize an outflow of benefits to settle the contingent obligation as the Company has not yet achieved commercial production. The Company has not recognized a provision at June 30, 2023 (December 31, 2022 – nil).

As at June 30, 2023, life-to-date claims under the SIF grant is \$5.3 million (December 31, 2022 - \$4.4 million) and the contingent obligation related to SIF is estimated to be \$7.4 million (December 31, 2022 - \$6.4 million).

Natural Resources Canada's ("NRCan") Critical Minerals Research, Development, and Demonstration ("CMRDD")

On March 7, 2023, the Company announced it was awarded \$3.5 million in funding through NRCan's CMRDD program. The funds are non-dilutive and non-repayable. The funds will be used to support the construction and operation of the Company's field pilot plant. The Company shall submit and be reimbursed for eligible expenses on an ongoing basis throughout the term of the agreement.

As at June 30, 2023, life-to-date claims under the NRCan CMRDD grant are \$2.5 million.

14. CAPITAL MANAGEMENT

The Company's objective is to maintain a strong structure and sufficient liquidity to meet its short and long-term business objectives. Sources of capital for the Company include equity issuances and funding and grants from various government agencies. The Company is not exposed to any external capital requirements.

15. COMMITMENTS

The following is a summary of the Company's estimated commitments as at June 30, 2023:

As at June 30,	2023	2024	2025	2026	2027	Thereafter	Total
Office leases (1)	149	271	245	245	245	82	1,237
Mineral license fees	1,804	1,804	1,804	1,804	1,804	-	9,020
Total	1,953	2,075	2,049	2,049	2,049	82	10,257

⁽¹⁾ Represents undiscounted estimated operating cost payments for office and lab leases.

16. SUPPLEMENTAL DISCLOSURES

The following table provide a detailed breakdown of changes in non-cash working capital during the three and six months ended June 30:

	For the Th	ree Months	For the Six Months ended June 30,		
	ende	ed June 30,			
Changes in Non-Cash Working Capital	2023	2022	2023	2022	
Accounts receivable	2,194	27	1,348	(38)	
Accounts payable and accrued liabilities	851	2,052	878	1,987	
Due to/from related parties	(253)	-	(253)	32	
Prepaid expenses	(27)	(233)	(97)	(217)	
Total change in non-cash working capital	2,765	1,846	1,876	1,764	
Operating activities	(174)	429	233	387	
Investing activities	560	1,417	493	1,417	
Financing activities	2,379	-	1,150	(40)	
Total change in non-cash working capital	2,765	1,846	1,876	1,764	