LION ONE METALS

ANNUAL INFORMATION FORM

FOR THE FISCAL YEAR ENDED JUNE 30, 2024

September 30, 2024

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GLOSSARY OF TERMS

The abbreviations set forth below have the following meanings in this Annual Information Form (the "**AIF**").

"**2024 Fiscal Year**" means the financial year of the Company ending June 30, 2024

"**Au**" chemical symbol for gold

"**ASX**" means the Australian Securities Exchange

"**Board of Directors**" or "**Board**" means the board of directors of the Company

"**Common Shares**" means the common shares of the Company

"**Diamond drilling**" means Rotary drilling technique using diamond set or impregnated bits, to cut a solid, continuous core sample of the rock. The core sample is retrieved to the surface, in a core barrel, by a wireline

"**External Auditor**" means Davidson & Company, LLP Chartered Professional Accountants

"**Indicated Mineral Resource**" means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed

"**Inferred mineral resource**" means that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes

"**Lion One**" or the "**Company**" means Lion One Metals Limited and its subsidiaries

"**Mineral deposit**" means an identified in-situ mineral occurrence from which valuable or useful minerals may be recovered. Mineral deposit estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the occurrence of mineralization and on the available sampling results

"**Mineralization**" means the concentration of metals and their chemical compounds within a body of rock

"**Mineral Reserve**" means the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined

"**Mineral Resource**" means a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge

"**NI 43-101**" means National Instrument 43-101 – Standards of Disclosure for Mineral Projects, of the Canadian Securities Administrators

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators

“**NSR**” means Net Smelter Return

“**Qualified Person**” has the meaning given to it in NI 43-101

“**SML**” means Special Mining Lease as governed by the Mineral Resources Department of Fiji

“**SPL**” means Special Prospecting License as governed by the Mineral Resources Department of Fiji

“**TSX-V**” means the TSX Venture Exchange

METRIC CONVERSION TABLE

For ease of reference, the following conversion factors are provided:

Metric Unit	U.S. Measure	U.S. Measure	Metric Unit
1 hectare (ha)	2.471 acres	1 acre...............................	0.4047 hectares
1 meter (m)	3.281 feet	1 foot................................	0.3048 meters
1 kilometer (km)	0.621 miles	1 mile	1.609 kilometers
1 gram (g)	0.032 troy ounces	1 troy ounce	31.1 grams
1 kilogram (kg)	2.205 pounds	1 pound............................	0.454 kilograms
1 tonne (t)	1.102 short tons	1 short ton........................	0.907 tonnes
1 gram/tonne (g/t)	0.029 troy ounces/ton	1 troy ounce/ton	34.286 grams/tonne

FORWARD LOOKING INFORMATION

This Annual Information Form may contain “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performances of Lion One, its subsidiaries and its projects (including the Tuvatu Gold Project); the ability to continue exploration and development plans on the Company’s projects (including the Tuvatu Gold Project); the presence of and continuity of metals at the Tuvatu Gold Project (as defined below) at estimated grades; the future price of gold; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; the timing and amount of estimated future production revenues, margins, costs of production, capital, operating and exploration expenditures; costs and timing of the development of new deposits; costs and timing of future exploration; cost and timing of plant and equipment; requirements for additional capital; the ability to raise capital; government regulation of mining operations; environmental risks, reclamation and rehabilitation expenses; title disputes or claims; limitations of insurance coverage; the availability of personnel, machinery, and equipment at estimated prices and within estimated delivery times; currency exchange rates; impact of the COVID-19 pandemic on operations or other risks of the mining industry, and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking information statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Lion One and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; the high degree of operational risk involved in mining operations; inherent exploration, development and operating risks; risks related to the costs relating to the development of the Tuvatu Gold Project; risks and uncertainties related to expected production rates and timelines; timing and amount of production and total costs of production; risks and uncertainties related to the accuracy of mineral resource estimates and estimates of future production; fluctuations in the value of the Canadian or US dollar or Australian dollar or Fijian dollar; competition in the mining industry; regulatory risks; risks associated with additional financing required to advance exploration properties; the Company's ability to repay its outstanding debt under the Loan Facility (as defined herein) and satisfy all covenants under the Loan Facility; price volatility of the Company's Common Shares, as well as those factors discussed in the section of this Annual Information Form entitled "Description of the Business - Risk Factors".

Although Lion One has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Annual Information Form based on the opinions and estimates of management, and Lion One disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. 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. Accordingly, readers should not place undue reliance on forward-looking statements.

FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

Unless otherwise indicated, all references to "CDN $" or "Canadian dollars" in this AIF refer to the Canadian dollar. All financial information in this AIF is prepared in accordance with International Financial Reporting Standards ("**IFRS**").

The Company reports its financial results and prepares its financial statements in Canadian dollars. All currency amounts in this AIF are expressed in Canadian dollars, unless otherwise indicated. The Canadian exchange rates for the Company's principal operating currencies against the Canadian dollar are as follows:

As at June 30	**2022**	**2023**	**2024**
Fijian dollar (F$)	0.5787	0.5895	0.6109
Australian dollar (AUD$)	0.8892	0.8814	0.9126

CLASSIFICATION OF MINERAL RESOURCES

In this AIF, the definitions of indicated and inferred resources are those used by Canadian Securities Administrators and conform to the definitions utilized by the CIM and CIM Guidelines.

LION ONE METALS LIMITED ANNUAL INFORMATION FORM

For its financial year ended June 30, 2024

CORPORATE STRUCTURE

NAME, ADDRESS, AND INCORPORATION

The Company was incorporated in British Columbia under the *Business Corporations Act* on November 12, 1996 under the name X-Tal Minerals Corp. ("X-Tal"). The Company changed its name to Lion One Metals Limited on January 28, 2011. On January 31, 2011, the Company completed the reverse takeover (the "RTO") of American Eagle Resources, Inc. ("AME"). AME was a private British Columbia corporation holding five Special Prospecting Licenses ("SPL's") in the Fijian Islands under its subsidiary Lion One Limited (Fiji). The SPL's were previously owned by the Emperor Gold Mining Company of Australia.

On June 19, 2013, the Company acquired 100% of the outstanding shares of Avocet Resources Limited ("Avocet"), a mineral exploration company based in Perth, Western AustraliaAvocet subsequently changed its name to Lion One Australia Pty Ltd. ("Lion One Australia"). The Company's head office and principal address is 306 - 267 West Esplanade, North Vancouver, BC, Canada, V7M 1A5. The address of the Company's registered and records office is Suite 1700 – 1055 West Hastings Street, Vancouver, BC, V6E 2E9.

DESCRIPTION OF BUSINESS

The Company's primary asset is the 100% held Tuvatu Gold Project, located 17 km from the Nadi International Airport on the main island of Viti Levu in Fiji. Discovered in 1987, Tuvatu is a high-grade underground gold project situated along the Viti Levu lineament, Fiji's corridor of high-grade alkaline gold deposits. The Tuvatu resource covers a 5-hectare footprint within the 384-hectare mining lease. The project contains numerous high-grade prospects proximal to Tuvatu, at depth, and along strike from the resource area, giving near-term production and further discovery upside on one of Fiji's largest and underexplored alkaline gold systems. The Tuvatu Project was acquired by Lion One in 2011 and has over 200,000 meters of drilling completed to date.

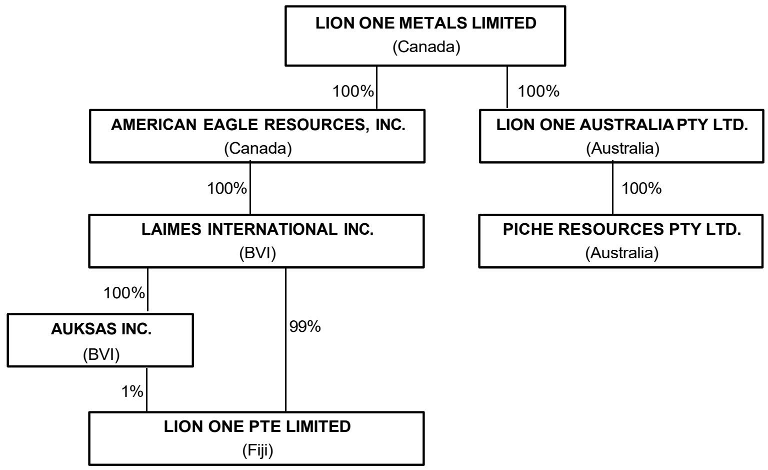
The Tuvatu Gold Project has been fully permitted for development, construction, and mining by the Government of Fiji with the grant of a Special Mining Lease (SML 62) in 2015. In June 2022, the Ministry of Environment of Fiji approved the Environmental Impact Assessment (EIA) update. The Company has also submitted its Rehabilitation and Closure Plan for the operation. The Company signed a 21-year Surface Lease agreement with local landowners and the iTaukei Land Trust in 2014 and the SML has been granted for a term of ten years provided the Company complies with the terms of the lease. In August 2022, the SML 62 was extended for an additional 10 years ending February 28, 2035. Extensions to the term can be applied subject to the terms of the lease and the Mining Act.

The Company's objective is to achieve steady state mine and mill production at 300 tonnes per day during the initial pilot plant phase of operations in 2024 before expanding operations to 600-700 tonnes per day. Resource infill drilling and underground grade control drilling targeting areas of planned early production at Tuvatu will be conducted in support of mining operations. In terms of exploration, Lion One will continue to test regional targets and discoveries identified as new high-grade occurrences within the current exploration tenements.

For more information on the Tuvatu Gold Project, please view the technical report dated June 24, 2024 "Technical Report and Mineral Resource Estimate for the Tuvatu Gold Project", available for download on the Company's profile at www.sedarplus.ca

INTERCORPORATE RELATIONSHIPS

The following organization chart shows the intercorporate relationships among the Company and its subsidiaries:


LION ONE METALS LIMITED
(Canada)
100%
100%
AMERICAN EAGLE RESOURCES, INC.
(Canada)
LION ONE AUSTRALIA PTY LTD.
(Australia)
100%
100%
LAIMES INTERNATIONAL INC.
(BVI)
PICHE RESOURCES PTY LTD.
(Australia)
100%
AUKSAS INC.
(BVI)
99%
1%
LION ONE PTE LIMITED
(Fiji)

BUSINESS DEVELOPMENT - THREE YEAR HISTORY

Exploration - Drill Programs 2020-2023

2021-2022 Quarterly Exploration Summary					
Activity	**Sep 2021**	**Dec 2021**	**Mar 2022**	**Jun 2022**	**Total**
# of drill holes completed	19	31	18	31	99
# of drill holes in progress at end of Quarter	3	3	5	4	
# of meters drilled	5,758.8	8,901.4	8,096.6	7,361.8	30,118.6

2022-2023 Quarterly Exploration Summary					
Activity	**Sep 2022**	**Dec 2022**	**Mar 2023**	**Jun 2023**	**Total**
# of drill holes completed	19	20	42	56	137
# of drill holes in progress at end of Quarter	6	7	5	5	
# of meters drilled	6,492.2	6,461.4	8,864.9	9,667.7	31,146.20

2023-2024 Quarterly Exploration Summary					
	Sep 2023	**Dec 2023**	**Mar 2024**	**Jun 2024**	**Total**
# of drill holes completed	63	66	77	92	298
# of drill holes in progress at end of Quarter	7	4	5	5	
# of meters drilled	11,170.9	9,970.8	10,857.9	10,621.8	42,621.4

The Company is undertaking four tiers of drilling for exploration purposes:

1) shallow resource grade control drilling from surface and underground targeting areas of planned early production;
2) shallow resource infill drilling from surface targeting areas of planned mid-term production;
3) close spaced grade control drilling from below surface for higher resolution in areas targeted for near-term mining;
4) regional target areas within the Navilawa caldera, such as the new Lumuni occurrence, Banana Creek, Matanavatu, and Batiri and Qalibua creeks.

An additional tier of drilling for geotechnical and metallurgical purposes has also been initiated in 2022 and remains ongoing.

TUG-141 – MAJOR NEW FEEDER STRUCTURE

On June 6, 2022, the Company announced the discovery of a new major portion of the gold feeder including 20.86 g/t Au over 75.9m at depth beneath the existing resource at Tuvatu. Hole TUG-141, targeting a complex network of high-grade structures called the 500 Zone, encountered the longest high-grade intercept yet recorded at Tuvatu, 20.86 g/t Au over 75.9m, including 43.62 g/t Au over 30.0m which includes 90.35 g/t Au over 7.2m. The new discovery is located at depth beneath the current resource fully within the permit boundaries of the Tuvatu mining lease SML 62 (news release dated June 6, 2022).

High-grade intercepts from TUG-141 include:

- **20.86 g/t Au over 75.9m from 443.4-519.3m**
- including 35.25 g/t Au over 37.5m from 471.3-508.8m
- including 43.62 g/t Au over 30.0m from 477.6-507.6m
- including 90.35 g/t Au over 7.2m from 494.4-501.6m
- and notable individual high-grade assay intervals including:
    - 396.16 g/t Au over 0.30m from 479.1-479.4m
    - 340.07 g/t Au over 0.30m from 498.9-499.2m
    - 600.42 g/t Au over 0.30m from 499.5-499.8m

Highlights from High-grade Feeder Diamond Drill Program 2022-2023 (including up to September 2023)

TUDDH-601

On August 15, 2022, the Company announced confirmation of the high-grade mineralization reported by TUG-141 by completing additional drilling into the 500 Zone with TUDDH-601. TUDDH-601 was drilled from surface at -85° and was designed to further test the high-grade zone encountered in TUG-141.

Highlight intercepts from hole TUDDH-601 include:

- 26.20 g/t Au over 1.20m from 165.7-166.9m;
- 115.42 g/t Au over 1.80m from 252.4-254.2m;
- **12.22 g/t Au over 54.90m from 576.1-631.0m**
- including 23.02 g/t Au over 20.10m from 576.1-596.2m, which includes 29.24 g/t Au over 15.6m;
- 8.09 g/t Au over 20.70m from 602.5-623.2m, incl. 9.25 g/t Au over 7.80m and 15.03 g/t Au over 5.40m

TUDDH-601 drilled from surface, was a near-vertical drill test of the high-grade gold zone encountered by TUG-141. TUDDH-601 is estimated to have drilled to within two meters of TUG-141. This test indicates that high-grade mineralization corresponding to that in TUG-141 is indeed hosted primarily by altered andesite rather than adjacent monzonite. High-grade mineralization, 54.9m of 12.22 g/t Au, was first intersected at a downhole depth of 576.1m continuing virtually uninterrupted to a downhole depth of 631.0m. Only one low-grade interval, hosted by monzonite and measuring 6.3m long was intersected. Above this low-grade interval, 23.02 g/t Au over 20.1m was encountered including 29.24 g/t Au over 15.60m, and below, 8.09 g/t Au over 20.7m, including 15.03 g/t Au over 5.40m and 9.25 g/t Au over 7.80m, respectively.

The Company's current interpretation of this portion of the 500 Zone feeder is that of a wide zone of dilation associated with the interplay of major structural corridors (UR1 and UR4 lodes) and the main lithological contact between monzonite and andesite that has the potential to extend for tens to hundreds of meters both vertically and along the north south direction. True widths exceeding 10m at the narrower apex of this dilational zone suggest a significant increase in gold ounces once this zone has been adequately drilled off, and this, independent of the rest of the extensive vertical 500 zone feeder that is known to exceed 1,100m in vertical extent. The Company continue to expand this critical zone of high-grade mineralization with ongoing drilling both from surface as well as from the underground decline.

TUDDH-608

On November 7, 2022, the Company announced the results from drillhole TUDDH-608 a direct follow-up to the TUG-141/TUDDH-601. The dip of this hole at this depth was approximately -64° equating to a true horizontal width of 10.4m. Highlight intercepts from hole TUDDH-608 include:

- 23.70m at 17.52 g/t Au from 594.5-618.2m, including 19.60m at 21.16 g/t Au from 594.5-614.1m:
    - 6.40m at 42.58 g/t Au from 596.7-603.1m
    - 1.20m at 85.1 g/t Au from 596.7-597.9m
    - 0.60m at 108.31 g/t Au from 599.8-600.4m

Results from TUDDH 608 provides Lion One with valuable information on the width and continuity of this zone. The outstanding results obtained of 17.52 g/t gold over 23.7m corresponds to a horizontal true width of 10.4m, which is approximately seven times the estimated average mining width, and at a grade that is nearly twice the average grade of the existing resource. The Company will continue drilling several additional holes to test the possible plunge extent estimated by oriented core structural measurements. With the completion of TUDDH-608 the Company is gaining a better understanding the true horizontal width and potential volume of the bonanza-grade feeder zone. The horizontal true width of the zone at the drilled location is 10.4m. Lion One regards the confirmation of the high-grade feeder zone initially identified by TUG-141 and TUGDDH-601 as transformational in that it confirms both continuity and implies extensive volume of the mineralized feeder zone below the current resource.

TUG-149

On November 18, 2022, the Company announced results from TUG-149 which include additional high grade drilling intercepts and expanded the Deep Feeder Zone 500 by increasing the vertical extent of the URW3 lode by at least 180 m. Highlights from TUG-149 including 12.89 g/t Au over 12.9 m from 254.4 m, 84.61 g/t Au over 3.9 m from 318.6 m, and 48.65 g/t Au over 5.4 m from 423.3 m. These intercepts define of a new portion of deep, high-grade feeder material that is separate from, and parallel to, the high-grade zone previously defined by TUG-141/TUDDH-601/TUDDH-608. The new drill intercepts, in conjunction with results from the previously drilled TUG-138 drill hole, correspond to a significant increase in grade with depth along the URW3 lode.

TUG-147 and TUG-150

On January 25, 2023, the Company announced the results from drillholes TUG-147 and TUG-150 targeting the 500 Zone feeder mineralization. Highlight intercepts include:

- TUG-147: 11.10m at 10.67 g/t Au from 263.1 to 274.4m, including
  - 5.7m at 13.45 g/t Au, 1.2m at 51.18 g/t Au, and 4.2m at 9.86 g/t Au.
- TUG-150: 8.4m at 8.84 g/t Au, including
  - 0.3m at 108.57 g/t Au and 1.2m at 14.71 g/t Au

TUG-147 was drilled across the UR2 structure, intersected 11.1m at 10.67 g/t Au from 263.1 to 274.4m, which includes 5.7m at 13.45 g/t Au, including 1.2m at 51.18 g/t Au, and 4.2m at 9.86 g/t Au corresponding to the intersection of the main NS-trending UR2 lode and NE-trending mineralized veining. The calculated true horizontal width of this intersection is 3.5m.

TUG-150 was targeted to cross the high-grade zone below TUG-141 and north of TUDDH-608 and only skimmed along the UR2 lode at a low angle, but nevertheless, very high-grade mineralization was intersected over a significant downhole length of 8.4m at 8.84 g/t Au, including 0.3m at 108.57 g/t Au, and 1.2m at 14.71 g/t Au which includes 0.3m at 28.51 g/t Au along the UR2 lode, further confirming the bonanza grade nature of the UR2 lode at this location.

Highlights from Infill Drill Program 2021-2022

Two phases of infill drilling have been planned at Tuvatu with the aim of infilling areas within the current resource and thus augmenting the data density, to further improve the resolution of the geological model in portions of the deposit scheduled for earliest production. Phase 1 infill drilling began in June 2021 and was completed over Zone 2 in mid-February 2022, adding over 8,400m of new data from drill core, including 7,475m of new drilling and 955m of sampling of previously unsampled historic drill core. Multiple bonanza-grade intercepts have been returned from this program, which is aimed at a thorough re-appraisal of the database in portions of the resource earmarked for earliest production. A total of 7,475m of drilling was completed in 42 holes and 955m of resampling of 28 historic drillholes as part of Phase 1 (news release dated February 23, 2022). Following the success of the Phase 1 Program, the Company started the Phase 2 Infill Drill Program in February 2022, which is planned for a total of 8,200m of diamond drilling from both surface and underground, and is expected to require six to eight months of drilling using three rigs to complete.

PHASE 1 INFILL DRILL PROGRAM

On November 30, 2021, the Company announced the results from the infill drill and re-sampling program undertaken in the near-surface portion of the Tuvatu deposit. This program was designed to further strengthen the database in the portion of the deposit earmarked for earliest production (news release dated November 30, 2021).

Highlights from near-surface infill drilling and re-sampling include:

- 20.61 g/t Au over 7.50m inc. 89.03 g/t Au over 1.50m, and 227.3 g/t Au over 0.30m from TUDDH545
- 21.34 g/t Au over 2.50m inc. 38.25 g/t Au over 1.30m, and 52.27 g/t Au over 0.30m from TUDDH548
- 33.52 g/t Au over 2.40m inc. 185.60 g/t Au over 0.40m from TUDDH553
- 9.13 g/t Au over 2.59m inc. 74.58 g/t Au over 0.30m from resampling of historic hole TUDDH362

On January 25, 2022, the Company announced additional results from the infill drill program undertaken in the near-surface portion of the Tuvatu deposit ((refer to news release dated January 25, 2022). Highlights from near-surface infill drilling include:

- 359.76 g/t Au over 1.80m incl. 1,616.0 g/t Au over 0.40m from TUDDH565
- 126.62 g/t Au over 0.70m incl. 294.50 g/t Au over 0.30m from TUDDH555
- 17.60 g/t Au over 5.0m incl. 125.50 g/t Au over 0.60m from TUDDH557
- 111.40 g/t Au over 0.40 from TUDDH562
- 22.80 g/t Au over 2.10m and 16.44 g/t Au over 4.20m incl. 26.11 g/t Au over 0.60m from TUG137

Final results were reported from a total of 10 holes, 7 of which were drilled specifically as part of the infill program (TUDDH555-562, 565) and three of which were drilled as part of the deep program testing the 500 Zone, but which intersected high grade mineralization in the near-surface (TUDDH563, TUG136, 137). Figures included in the news releases dated November 30, 2021 and January 25, 2022, illustrate schematically the location of many of the drill holes reported, and show mineralized intervals relative to modelled lodes.

The exceptional grades returned from hole TUDDH565 at a downhole depth of approximately 71.2m, of 1616.0 g/t Au corresponds to a complex vein of centimetric width at low to moderate angle to core axis, consisting of coarse, subhedral honey sphalerite, fine skeletal marcasite and coarse visible gold in a groundmass of amorphous gray quartz. The vein also contained coarse vugs lined by clear crustiform euhedral quartz crystals and abundant delicate wire native gold.

On February 23, 2022, the Company announced the remaining results from the Phase 1 Infill Drill Program (news release dated February 23, 2022). Highlights from the remaining results include:

- 77.11 g/t Au over 3.90m inc. 162.22 g/t Au over 1.8m from TUDDH571
- 12.56 g/t Au over 7.80m inc. 54.43 g/t Au over 1.2m from TUDDH572
- 16.08 g/t Au over 7.80m inc. 62.22 g/t Au over 1.8m from TUDDH573
- 22.80 g/t Au over 2.10m and 16.44 g/t Au over 4.20m incl. 26.11 g/t Au over 0.60m from TUG137

The consistent bonanza-grade results from many of the drill holes that are part of the Phase 1 program continue to suggest higher-than-expected continuity of high-grade mineralization as well as higher absolute grades between modelled lodes. Analysis of historic drill core material to eliminate sample gaps in areas where the current resource model lacked adequate data density has also yielded positive results, and in several instances, gold grades well above the resource average. These factors may result in additional Au ounces in the portion of the deposit earmarked for earliest production.

Following the success of the Phase 1 Program, the Company started the Phase 2 Infill Drill Program in February 2022, which is planned for 5,000m of diamond drilling from the surface and 2,500m of grade control from the underground and is expected to require five to six months of drilling using three rigs to complete. On May 31, 2022, the Company announced the first 11 holes for the Phase 2 infill program on Zone 5, representing 2,375m of diamond drilling (news release dated May 31, 2022). The results to date indicate significant new intercepts of high- to bonanza-grade Au mineralization that was not known to occur as part of the existing resource model. The Phase 2 infill drill program, as per Phase 1, was designed to confirm the location, size, and continuity of the known mineralized lodes, in portions of the orebody slated for early production.

Phase 2 infill program top Intercepts include:

- 18.47 g/t Au over 1.20m from 104.7-105.9m, and 584.07 g/t Au over 0.30m from 122.4-122.7m from TUDDH-586 (new)
- 24.72 g/t Au over 0.60m from 187.4-188.0m, incl. 43.34 g/t Au over 0.30m from 187.7-188.0m from TUDDH-580 (new)
- 25.23 g/t Au over 1.20m from 70.9-72.1m, incl. 78.02 g/t Au over 0.30m from TUG-139
- 18.77 g/t Au over 2.10m from 118.8-120.9m, incl. 26.07 g/t Au over 1.50m from TUDDH-577
- 11.95 g/t Au over 2.70m from 55.9-58.6m, incl. 35.91 g/t Au over 0.60m from TUDDH-578
- 11.18 g/t Au over 1.20m from 153.5-154.7m, incl. 40.05 g/t Au over 0.30m from TUDDH-580

Highlights from Infill and Grade Control Drill Program 2022-2023 (including up to September 2023)

On September 8, 2022, the Company announced the results from 20 additional drill holes, as part of ongoing Phase 2 infill drilling, including 3,900m of diamond drilling in Zone 5 (news release dated September 8, 2022). The additional data outlines high-grade to bonanza-grade mineralized lode swarms less than 100m from surface. The Company will be upgrading its resource model in 2023, which is expected to be significantly improved by this round of drill results. The mineralization reported here is a significant development which is expected to upgrade the resource model, as it represents a critical addition of gold mineralization to the resources model that grades well above the average resource grade, at relatively shallow levels. As a result, the newly identified mineralization enhances the economic model, by upgrading the production stream at Tuvatu.

Phase 2 infill program top Intercepts include:

- 20.59 g/t Au over 3.9m from 98.4-102.3m, including 52.89 g/t Au over 1.5m, including 171.5 g/t Au over 0.3m, and 79.18 g/t Au over 0.3m from TUG-144
- 12.22 g/t Au over 3.3m from 54.9-58.2m, including 32.08 g/t Au over 0.6m, 24.08 g/t Au over 0.6m from TUG-143
- 56.90 g/t Au over 1.8m from 144.6-146.4m, including 163.19 g/t Au over 0.6m from TUDDH-604
- 35.98 g/t Au over 1.8m from 53.0-54.8m, including 194.00 g/t Au over 0.3m from TUDDH-609
- 9.13 g/t Au over 3.3m from 60.3-63.6m, including 44.85 g/t Au over 0.6m from TUG-146, as well as 8.15 g/t Au over 5.1m from 97.5-102.6m, including 19.70 g/t Au over 1.8m from 99.3-101.7 including 13.28 g/t Au over 0.6, 11.73 g/t Au over 0.6m, and 34.08 g/t Au over 0.6m also from TUG-146

On December 8, 2022, the Company announced the discovery a new near-surface lode at Tuvatu. The new lode, named URA1 was discovered during construction of the development decline; its location corresponds to Tuvatu's near-surface and earliest scheduled production area: Zone 2. The lode was further defined through underground channel sampling and subsequent diamond drilling. Additionally, the Company also announced that it had intersected ore-grade mineralization several hundred meters to the east of Tuvatu, associated with a distinct CSAMT gradient anomaly in drillhole TUDDH-612.

Highlights include:

- Discovery of near-surface, high-grade URA1 lode from intersection with the development decline, defined through channel sampling (up to 29 g/t Au over 1m in MD-CH-002) and diamond drilling of holes TUDDH-617, 619, and 621 (up to 167.42g/t Au over 0.3m in TUDDH-617, and 27.99 g/t Au over 1.2m in TUDDH-621)
- Provides increase in volume of mineralized material within the portion of the deposit scheduled for earliest production.
- A general N-S orientation of the lode corresponds to other major lodes (e.g., URW1) and may indicate the presence of an additional series of undiscovered lodes further to the West of Tuvatu
- Underscores the substantial near-mine exploration upside.

Highlights TUDDH-612:

- New ore-grade mineralization of 18.53 g/t Au over 0.6m from 492m corresponding to a sharp CSAMT geophysical gradient anomaly.
- May represent the possible strike extension of the UR4 lode at Tuvatu, that may also include the deep high-grade intercept in TUDDH-494 at >1100m depth
- Tuvatu itself is coincident with a CSAMT gradient of similar magnitude; the recurring correspondence of mineralization with such gradients provides strong validation for the viability of this method for discovery of additional mineralized centers in the caldera. Once completed, this data will provide robust drill targets and substantial projected upside for new discovery.

Grade Control Drilling

In September 2022, the Company commenced a grade control program from underground targeting areas of planned early production. On April 25, 2023, the Company announced the new high-grade results from grade control drilling at the Company's 100% owned Tuvatu Alkaline Gold Project in Fiji. Following on the initial mining and extraction of the URA1 lode, the Company reported new high-grade results from grade control drilling on the URW1 lode system, approximately 120m further east.

Highlights of new high-grade gold mineralization intersected by grade control drilling:

- 88.07g/t Au over 5.7m (including 1,396g/t Au over 0.3m) (TGC-0034)
- 27.52g/t Au over 5.55m (TUG-056)

- 20.93g/t Au over 7.2m (TGC-0003)
- 16.12g/t Au over 9.3m (TGC-0014)
- 16.48g/t Au over 9.6m (TGC-0002)
- 14.6g/t Au over 6.6m (TGC-0032)
- 14.97g/t Au over 5.4m (TGC-0018)
- 10.85g/t Au over 6.9m (TGC-0013)

Close spaced grade control drilling has resulted in much higher resolution of the lode arrays as compared to previous infill drilling, including the identification of bonanza grade (>50g/t Au) zones. Visible was gold observed in several drill holes.

The tightened drill pattern will facilitate optimized development and extraction of high-grade gold mineralization from the URW1 lodes while minimizing dilution. High-grade gold mineralization extracted from the URW1 lode system will contribute significantly to the growing high-grade stockpile constituting the initial feed for the Company's plant and processing facility.

The URW1 lode system consists of narrow, high-grade to locally bonanza-grade vein arrays and vein swarms that strike approximately N-S and dip sub-vertically to steeply east and is located approximately 120m east of the URA1 lode. A longitudinal section, the distribution of high-grade intercepts defining the URW1 lodes suggests a possible steep S plunging high-grade shoots. Mineralization consists of abundant free gold, typically in association with light to dark gray chalcedonic quartz and roscoelite, locally accompanied by minor amounts of pyrite, sphalerite, galena and lesser chalcopyrite.

On June 14, 2023, the Company announced the high-grade gold results from ongoing grade control drilling the URW1 lode system as well as the Zone 5 areas.

Highlights of new grade control drilling:
- 7.14 g/t Au over 21.6 m (including 18.61 g/t Au over 5.1 m) (TGC-0042, from 73.6 m depth)
- 52.05 g/t Au over 2.1 m (including 345.3 g/t Au over 0.3m) (TGC-0042, from 118.0 m depth)
- 23.11 g/t Au over 3.6 m (including 125.31 g/t Au over 0.3 m) (TGC-0040, from 65.4 m depth)
- 19.43 g/t Au over 3.3 m (including 80.87 g/t Au over 0.6 m) (TGC-0051, from 49.5 m depth)
- 21.15 g/t Au over 2.7 m (including 67.59 g/t Au over 0.6 m) (TGC-0047, from 123.3 m depth)
- 9.39 g/t Au over 4.2 m (including 67.30 g/t Au over 0.3 m) (TGC-0050, from 26.7 m depth)
- 10.13 g/t Au over 3.9 m (including 38.58 g/t Au over 0.6 m) (TGC-0043, from 66.3 m depth)
- 33.99 g/t Au over 0.9 m (including 100.89 g/t Au over 0.3 m) (TGC-0045, from 62.1 m depth)
- 78.03 g/t Au over 0.3 m (TGC-0052, from 40.2 m depth)

Assay results are presented here for grade control drilling completed on both the URW1 lode system as well as the Zone 5 area of the deposit, which encompasses the upper portion of lodes UR1, UR2, UR3, UR4, URW2, URW3, URW1A, and UR2A. As reported on May 18, 2023, initial mining of the URW1 lode system has already commenced and grade control drilling is being completed in advance of mining.

Grade control drilling is being conducted on 5-10 m centers and is designed to provide a much higher resolution of the lode arrays than compared to infill drilling, which is being conducted on approximately 20 m centers. This increased resolution provides a much better understanding of the geometry and mineralization of the lodes and helps to optimize mine development and extraction. The grade control drilling program is currently on schedule and the results to date confirm the local understanding of the URW1 and Zone 5 geological models.

The URW1 lode system consists of narrow, high-grade to locally bonanza-grade vein arrays and vein swarms that strike approximately N-S and dip sub-vertically to steeply east. Current modelling suggests that there are multiple separate lodes within the URW1 lode system. The first two of these lodes, URW1a and URW1b, are currently being mined. The URW1 lode system has a current strike length of approximately 300 m in the N-S direction, and a vertical extent of approximately 300 m.

Zone 5 Grade Control Drilling

The Zone 5 area of the Tuvatu deposit consists of the upper portion of a series of closely spaced lode systems.

The lode systems targeted by the most recent grade control drilling in Zone 5 are the UR1, UR2, and URW3 lodes. These three lodes are located just east of the historical exploration decline, strike approximately N-S, and dip sub-vertically to steeply east, similar to the URW1 lodes. As currently modelled, the UR1, UR2, and URW3 lodes have vertical extents ranging from approximately 700 m to approximately 900 m, and strike lengths ranging from 300 m to 600 m. All three of the lodes are open both along strike and at depth.

The Zone 5 area of the deposit is scheduled for mining in early 2024 and thus the grade control drilling in this area is being conducted in anticipation of future mining, as well as to increase the knowledge of the deposit in that area. Additional high-grade intersections peripheral to both the URW1 and the Zone 5 areas are also included in this release as part of the grade control program. On August 10 and 15, 2023, the Company announced exceptional high-grade gold results from ongoing infill and grade control drilling.

Assay results are presented here for infill and grade control drilling completed in the Zone 5 area of the deposit, which encompasses the near-surface portions of lodes UR1 to UR8, as well as URW2A and URW3. Grade control drilling is being conducted in anticipation of future mining and is therefore focused on the first part of Zone 5 to be mined whereas infill drilling is focused on the parts of Zone 5 scheduled to be mined later. Zone 5 includes the main north-south oriented lodes at Tuvatu (UR1, UR2, and UR3), and represents the upward extension of the Zone 500 feeder zone, which includes intercepts such as 20.86 g/t Au over 75.9 m (TUG-141), 12.22 g/t Au over 54.90 m (TUDDH-601), and 17.52 g/t Au over 23.7 m (TUDDH-608) (see June 6, 2022, August 15, 2022 and November 7, 2022 news releases). Zone 5 will be the second major part of Tuvatu to commence mining after mining in the URW1 area began on May 18, 2023. Once Zone 5 is in production, Tuvatu will have two major zones of very high-grade, near surface mineralization developing and producing simultaneously.

Highlights of new Zone 5 drilling:

- 83.47 g/t Au over 6.6 m (including 793.24 g/t Au over 0.6 m) (TUDDH-643, from 242.7 m depth)
- 314.27 g/t Au over 1.8 m (including 1,839.55 g/t Au over 0.3 m) (TGC-0067, from 48.2 m depth)
- 104.00 g/t Au over 0.9 m (including 300.47 g/t Au over 0.3 m) (TGC-0067, from 53.3 m depth)
- 9.96 g/t Au over 6.8 m (including 165.95 g/t Au over 0.3 m) (TUDDH-653, from 89.5 m depth)

The lodes within the main corridor at Tuvatu have a vertical extent in excess of 1000 m and appear to coalesce at approximately 450 m depth where they transition to Zone 500 – the very high-grade feeder zone at Tuvatu. Zone 5 is located approximately 250 m directly above Zone 500. The results reported in this news release therefore represent high-grade mineralization that is the direct vertical upward extension of the Zone 500 feeder zone. The region between Zone 5 and Zone 500 has only been tested by relatively wide-spaced exploration drilling. The results reported here represent the initial stages of a more systematic infill and locally grade control drilling program in Zone 5, which has a strike length in excess of 300 m in the north-south direction and a vertical extent of approximately 250 m.

<u>Highlights of Metallurgical Drill Holes</u>

On October 4, 2022, the Company announced the results from six metallurgical drill holes that were drilled from June to August 2022. The purpose of the program was to collect samples from areas scheduled for mining in the first 3 years of development for metallurgical testing. These assays presented are a result of one eighth split core, with the remaining seven eighths being sent to metallurgical laboratories Canada for test work to assist in the design of optimized recoveries. As this is a metallurgical program, the holes were designed to intersect some vein sets at an oblique angle in-order to maximize mineralized sample recovery and as such, while drill widths does not necessarily represent true widths, the results provide information on the continuity of Au grades. The URW1 lode is interpreted to strike north-south and dip steeply east and has a true width of approximately 1 to 7 meters. The Murau lodes are interpreted to strike east-west with a moderate southerly dip with multiple lodes of true-width between 0.3 and 4 meters. The SKL lodes are dip sub horizontally, with true-widths of between 0.3 and 1 meter.

TUDDM-001 intersecting the URW1 mineralized vein:

- 14.96 g/t Au over 24.0m from 81.8-105.8m including:
    - 105.19 g/t Au over 0.3m from 86.9-87.2m
    - 26.59 g/t Au over 0.9m from 95.6-96.5m
    - 33.76 g/t Au over 0.6m from 98.3-98.9m

- 78.64 g/t Au over 2.4m from 103.4-105.8m including:
    - 9.44 g/t Au over 0.6m from 104.6-105.2m
    - 297.70 g/t Au over 0.6m from 105.2-105.8m

TUDDM-003 intersecting the URW1 mineralized vein:

- 65.13 g/t Au over 3.2m from 78.8-82.0m including:
    - 98.88 g/t Au over 2.1m from 78.8-80.9m including 624.81 g/t Au over 0.3m from 79.1-79.4m
    - 97.45 g/t Au over 0.6m from 119.8-120.4m

TUDDM-004 intersecting SKL and URW1mineralized veins:

- 260.44 g/t Au over 0.3m from 55.7-56.0m
- 213.52 g/t Au over 0.9m from 56.6-57.5m
- 40.08 g/t Au over 0.9m from 78.2-79.1m
- 10.03 g/t Au over 3.0m from 130.6-133.6m

TUDDM-005 intersecting Murau mineralized veins:

- 9.30 g/t Au over 5.4m from 127.7-133.1m including:
    - 31.56 g/t Au over 0.6m from 128.9-129.5m
    - 14.99 g/t Au over 1.2m from 129.5-130.7m
- 22.80g/t Au over 1.5m from 140.3-141.8m

TUDDM-006 intersecting the Murau mineralized veins:

- 9.87g/t Au over 3.9m from 141.8-145.7m including:
    - 10.01g/t Au over 1.2m from 141.8-143.0m
    - 13.74g/t Au over 0.6m from 143.3-143.9m
    - 13.49g/t Au over 1.2m from 144.5-145.7m

Exploration - Surface Program

CSAMT Geophysical Survey

To better define the underlying structural controls that hosts the high-grade vein network in the Navilawa Caldera, an initial controlled source audio-magnetotelluric ("CSAMT") geophysical program was completed late in 2019. This technique is a specialized ground based geophysical technique that maps resistivity and conductivity of rocks to depths of up to 1,000m. CSAMT is a non-disturbing ground technique that leaves no impact upon the environment. The technique has been successfully applied to mineral exploration discovery in intrusive related (including alkaline gold systems) and epithermal mineral environments and can detect alteration and structure.

The Company conducted approximately 20,000m of line-based surveys across 12 lines stretching from just north of Korobebe to the north of the Navilawa village. The goal of this survey is to identify deep gold-bearing structures, and it complements a recent reinterpretation of an IP survey completed in 2012 that identifies significant deep geophysical anomalies north of the Tuvatu resource thought to be associated with the core of the hydrothermal system. The results from the CSAMT were integrated with other geophysics, surface geochemistry work and recent stream catchment BLEG analysis and geological interpretations. The CSAMT adds a considerable third dimension and will enable targeting at depth.

Following the interpretation of this CSAMT program, the deep drilling program was expanded to include targets identified from that survey. Lion One believes the Tuvatu region can host a deep, high-grade alkaline gold system associated with the interpreted underlying magma chamber beneath the Navilawa Caldera.

On June 20, 2023, Company announced that it completed the CSAMT and the 2022-2023 CSAMT survey was designed to complement the 2019 survey by adding infill and extension lines to the previous survey area. The 2019 survey was moderately to widely spaced, with line spacing ranging from 300 m to 800 m, and station spacing every 100 m. Line and station spacing has improved significantly across the Navilawa Caldera following the 2022-2023 CSAMT survey, with line spacing ranging from 100 m to 400 m, and station spacing only 50 m apart on all new lines. The increased line and station density will provide greater resolution across the property and will assist in refining and generating new drill targets in the caldera.

The 2022 portion of the survey was completed on October 8, 2022 and the 2023 portion was completed on June 10, 2023. A total of 33 line-km were surveyed, with 11 km completed in 2022 and 22 km completed in 2023. In addition to the 22.5 line-km surveyed in 2019, Lion One has now surveyed a total of 55.5 line-km of CSAMT across the Navilawa Caldera. Notably, the 2022-2023 survey included 5 survey lines oriented north-south across the main Tuvatu deposit, providing a high-density grid of coverage across the Tuvatu area. This will provide high-quality resistivity data for the Tuvatu deposit and all near-mine exploration targets, such as the West Zone.

Lion One has also identified numerous regional prospects throughout the Navilawa Caldera, with multiple surface samples returning grades of over 100 g/t Au. One of the goals of the 2022-2023 CSAMT survey was to improve coverage and understanding of the structural architecture underlying these prospects, some of which are located on the edge of the 2019 survey lines where results can be less reliable. The 2022-2023 infill and extension lines will dramatically improve survey resolution and reliability in these areas and will help refine drill targets underlying those prospects.

For example, the newly discovered Lumuni occurrence overlies a prominent resistivity gradient identified in the 2019 CSAMT survey as a potential drill target. CSAMT is highly efficient in identifying subsurface structures, such as lithological contact zones, faults, fracture systems, and potential upflow zones especially if these are deep-rooted structures. In alkaline gold deposits such as Tuvatu, such deep-rooted structures provide the principal conduits for hydrothermal fluid flow from which gold and other metals are deposited.

The fact that the Lumuni structure not only appears to be sub-vertically dipping but that it also corresponds to a steeply-dipping resistivity gradient provides credence to the suggestion that the mineralization observed at surface may be associated with a deep-rooted structure, in similar fashion to the mineralized lodes at Tuvatu. The CSAMT survey data thereby provides viable drill targets to follow up the bonanza-grade surface sampling described in this news release.

In early July 2021, one rig was mobilized to the Navilawa tenement (SPL1512) to target regional targets as possible Tuvatu analogues 3.5km to the north. This drill rig was moved back to assist with deep exploration drilling at Tuvatu in November when wet conditions made it too difficult to pursue regional targets. Consequently, by the end of the quarter there were 3 drill rigs focused on deep feeder structures, 2 drill rigs on infill drilling and one rig on geotechnical and water well drilling.

In June 2022, the Company initiated a major benching program following up on positive results from 2021 along Qalibua creek, by extending a new bench in the Batiri creek area towards Banana creek. On August 29, 2022, the Company announced a new regional high grade gold discovery, the Batiri Creek Vein, located in the Navilawa Caldera 1.8 km northeast of the Tuvatu Alkaline Gold Project.

In August 2022, the Company mobilized a drill rig to this occurrence to test the Batiri Creek discovery. A three-hole program was planned with only two holes completed (TUDDH-611 and 614), with a third hole (TUDDH-615) abandoned due to extreme wet conditions. The highlights include 5.04 g/t Au over 0.3m in hole TUDDH-614. This new structure is characterized by an intense zone of veining on a lithological contact between monzonite and andesite, with two significant north-south and northeast-southwest oriented structural intersections. The lithological contact and structural intersections observed in the Batiri Vein are comparable to the lithological contact and structural intersections observed from deep extensional drilling in the 500 Zone below the Tuvatu.

Following the wet season which typically ends in late March-early April, a dedicated mapping/sampling program resumed, aiming to identify additional areas for follow-up by diamond drilling. For 2023, the regional mapping/sampling program commenced late April, and to the end of June, a total of 2034 regional samples had been added to the database. The regional work from April to July was focused in the Goat Hill, Nasiti Ridge and Ba road areas, north of Navilawa village, as well as in the Wailoaloa area just south of the Upper Qalibua bench.

The best regional sample results during the quarter ended June 30, 2023 include:

- 14.0m at 1.96 g/t Au and 1.2m at 1.21 g/t Au in two separate channels in the Goat Hill access road area;

- 0.6m at 1.65 g/t Au at Wailoaloa, in the Kinikinimaloku creek.

On August 24, 2023, the Company announced the discovery of a new mineralized structure carrying bonanza grade gold 1 km to the north of the company's Tuvatu Alkaline Gold Project. The new mineralized structure was discovered on surface by Lion One's regional exploration team and has been named the Lumuni occurrence. The structure is located 1 km north of Tuvatu, approximately along strike from lodes UR1, UR2, and UR3.

Highlights of Lumuni channel sampling:

- 66.83 g/t Au over 0.7 m (CH3850)
- 48.45 g/t Au over 0.7 m (including 92.55 g/t Au over 0.3 m) (CH3851)
- 15.18 g/t Au over 1.1 m (including 31.25 g/t Au over 0.3 m) (CH3849)
- 14.66 g/t Au over 1.1 m (including 16.78 g/t Au over 0.7 m) (CH3855)
- 17.04 g/t Au over 0.6 m (including 30.59 g/t Au over 0.3 m) (CH3853)
- 10.30 g/t Au over 0.9 m (including 13.89 g/t Au over 0.6 m) (CH3852)

The continuity of the high-grade material is notable including the fact that a traceable lode of high to very-high grade material can be followed along at surface. Moreover, the high-grade samples coincide with a steeply dipping resistivity low is compelling as it provides the Company with immediate drill targets to pursue. The Company will now add Lumuni to our growing list of high-priority regional exploration targets.

July 13, 2023: Highlights of Underground Face Sampling from URW1 Lode:

- 43.49 g/t Au over 2.1 m (including 61.67 g/t Au over 1.40m) (1140.URW1.NTH.OD-A_17)
- 34.33 g/t Au over 2.4 m (including 56.56 g/t Au over 1.10m) (1140.URW1.NTH.OD-A_12)
- 37.00 g/t Au over 2.0 m (including 56.01 g/t Au over 1.32m) (1140.URW1.NTH.OD-A_11)
- 31.62 g/t Au over 2.33 m (including 50.88 g/t Au over 0.63m) (1140.URW1.NTH.OD-A_16)
- 34.61 g/t Au over 2.1 m (including 52.81 g/t Au over 1.30m) (1140.URW1.NTH.OD-A_13)
- 31.52 g/t Au over 2.0 m (including 246.79 g/t Au over 0.23m) (1140.URW1.NTH.OD-A_02)
- 31.90 g/t Au over 1.9 m (including 60.23 g/t Au over 0.50m) (1140.URW1.NTH.OD-A_08)
- 25.61 g/t Au over 2.0 m (including 66.4 g/t Au over 0.75m) (1140.URW1.NTH.OD-A_01)
- 17.32 g/t Au over 1.96 m (including 25.42 g/t Au over 0.31m) (1140.URW1.NTH.OD-B_07)
- 16.09 g/t Au over 2.0 m (including 35.20 g/t Au over 0.52m) (1140.URW1.NTH.OD-B_11)
- 12.41 g/t Au over 2.2 m (including 30.50 g/t Au over 0.60m) (1140.URW1.NTH.OD-B_15)
- 15.77 g/t Au over 1.73 m (including 48.51 g/t Au over 0.36m) (1140.URW1.NTH.OD-B_17)

July 27, 2023: Additional Highlights of Additional Face Sampling in URW1 Lode:

- 18.70 g/t Au over 17.8 m (including 91.15 g/t Au over 1.0m) (URW1b – Right Wall)
- 32.34 g/t Au over 10 m (including 149.86 and 80.11 g/t Au over 1.0m each) (URW1b – Left Wall)
- 17.11 g/t Au over 18 m (including 150.77 g/t Au over 1.0m) (URW1a – Right Wall)
- 20.72 g/t Au over 11 m (including 107.56 g/t Au over 1.0m) (URW1a – Left Wall)
- 24.76 g/t Au over 7 m (including 67.06 g/t Au over 1.0m) (URW1a – Left Wall)

August 10, 2023: Highlights of Zone 5 Underground Drilling:

- 80.78 g/t Au over 6.6 m (including 793.24 g/t Au over 0.6 m) (TUDDH-643, from 242.7 m depth)
- 261.93 g/t Au over 1.8 m (including 1839.55 g/t Au over 0.3 m) (TGC-0067, from 48.2 m depth)
- 93.05 g/t Au over 0.9 m (including 300.47 g/t Au over 0.3 m) (TGC-0067, from 53.3 m depth)
- 9.96 g/t Au over 6.8 m (including 165.95 g/t Au over 0.3 m) (TUDDH-653, from 89.5 m depth)
- 17.48 g/t Au over 3.3 m (including 95.63 g/t Au over 0.6 m) (TUDDH-643, from 111.6 m depth)
- 17.2 g/t Au over 2.7 m (including 124.52 g/t Au over 0.3 m) (TUDDH-651, from 194.5 m depth)
- 11.84 g/t Au over 3.9 m (including 48.27 g/t Au over 0.6 m) (TUDDH-650, from 203.5 m depth)
- 9.53 g/t Au over 3.9 m (including 55.08 g/t Au over 0.3 m) (TUDDH-653, from 53.0 m depth)
- 15.96 g/t Au over 1.5 m (including 72.46 g/t Au over 0.3 m) (TUDDH-637, from 161.7 m depth)

- 14.93 g/t Au over 1.5 m (including 23.89 g/t Au over 0.9 m) (TUDDH-650, from 192.6 m depth)

August 24, 2023: The Company announced the discovery of a new mineralized structure (“the Lumuni vein”) carrying bonanza grade gold 1 km to the north of Tuvatu.

Highlights of Lumuni channel sampling:
- 66.83 g/t Au over 0.7 m (CH3850)
- 48.45 g/t Au over 0.7 m (including 92.55 g/t Au over 0.3 m) (CH3851)
- 15.18 g/t Au over 1.1 m (including 31.25 g/t Au over 0.3 m) (CH3849)
- 14.66 g/t Au over 1.1 m (including 16.78 g/t Au over 0.7 m) (CH3855)
- 17.04 g/t Au over 0.6 m (including 30.59 g/t Au over 0.3 m) (CH3853)
- 10.30 g/t Au over 0.9 m (including 13.89 g/t Au over 0.6 m) (CH3852)
- Strike length of over 150 m observed on surface

September 14, 2023: Highlights of Zone 2 Grade Control Drilling:
- 19.78 g/t Au over 6.0 m (including 31.52 g/t Au over 3.0 m) (TGC-0071, from 114.0 m depth)
- 14.83 g/t Au over 6.0 m (including 25.16 g/t Au over 2.4 m) (TGC-0055, from 90.9 m depth)
- 18.08 g/t Au over 3.6 m (including 32.74 g/t Au over 1.5 m) (TGC-0073, from 90.0 m depth)
- 25.25 g/t Au over 2.4 m (including 149.63 g/t Au over 0.3 m) (TGC-0078, from 95.2 m depth)
- 45.89 g/t Au over 0.9 m (TGC-0080, from 23.4 m depth)
- 8.00 g/t Au over 4.8 m (including 21.05 g/t Au over 0.9 m) (TGC-0080, from 47.4 m depth)
- 8.52 g/t Au over 3.3 m (including 11.16 g/t Au over 1.8 m) (TGC-0053, from 13.8 m depth)
- 17.73 g/t Au over 1.5 m (including 20.98 g/t Au over 0.9 m) (TGC-0053, from 56.4 m depth)
- 14.13 g/t Au over 1.8 m (including 18.64 g/t Au over 1.2 m) (TGC-0062, from 67.5 m depth)

October 19, 2023: Highlights of Zone 2 Underground Drilling:
- 84.96 g/t Au over 1.2 m (TGC-0092, from 4.5 m depth)
- 20.69 g/t Au over 4.2 m (including 40.22 g/t Au over 0.9 m) (TUDDH-677, from 76.5 m depth)
- 13.60 g/t Au over 5.1 m (including 98.87 g/t Au over 0.3 m) TUDDH-663, from 89.1 m depth)
- 13.22 g/t Au over 5.1 m (including 50.54 g/t Au over 0.3 m) (TGC-0085, from 56.5 m depth)
- 15.64 g/t Au over 3.9 m (including 23.48 g/t Au over 1.2 m) (TUDDH-680, from 140.9 m depth)
- 38.26 g/t Au over 1.5 m (including 41.99 g/t Au over 0.6 m) (TUDDH-663, from 177.3 m depth)
- 34.77 g/t Au over 0.9 m (including 35.67 g/t Au over 0.3 m) (TUDDH-680, from 146.6 m depth)
- 31.25 g/t Au over 1.2 m (TUDDH-680, from 148.7 m depth)
- 15.12 g/t Au over 2.1 m (including 22.42 g/t Au over 1.2 m) (TUDDH-678, from 135.3 m depth)
- 13.61 g/t Au over 2.1 m (including 42.48 g/t Au over 0.6 m) (TUDDH-666, from 184.6 m depth)
- 11.19 g/t Au over 2.4 m (including 30.75 g/t Au over 0.6 m) (TGC-0090, from 45.3 m depth)
- 9.26 g/t Au over 2.7 m (including 13.11 g/t Au over 0.9 m) (TGC-0089, from 48.8 m depth)
- 82.33 g/t Au over 0.3 m (TGC-0092, from 28.2 m depth)

November 2, 2023: Highlights of Additional Zone 2 Underground Drilling:
- 90.76 g/t Au over 2.4 m (including 261.47 g/t Au over 0.6 m) (TUDDH-659, from 221.3 m depth)
- 18.56 g/t Au over 3.0 m (including 101.89 g/t Au over 0.3 m) (TGC-0081, from 92.1 m depth)
- 86.47 g/t Au over 0.6 m (TUDDH-672, from 141.1 m depth)
- 11.31 g/t Au over 3.9 m (including 65.29 g/t Au over 0.3 m) (TGC-0084, from 99.3 m depth)
- 46.78 g/t Au over 0.6 m (TUDDH-671, from 127.7 m depth)
- 38.75 g/t Au over 0.6 m (including 64.10 g/t Au over 0.3 m) (TGC-0107, from 136.2 m depth)
- 16.60 g/t Au over 1.2 m (including 24.37 g/t Au over 0.6 m) (TGC-0101, from 125.7 m depth)
- 31.56 g/t Au over 0.6 m (TUDDH-676, from 158.9 m depth)
- 51.76 g/t Au over 0.3 m (TUDDH-665, from 260.3 m depth)

December 13, 2023: Highlights of Additional Zone 5 Underground Drilling

- 1986.23 g/t Au over 0.6 m (TUDDH-696, from 206.1 m depth)
- 198.75 g/t Au over 1.5 m (including 866.25 g/t Au over 0.3 m) (TGC-0116, from 109.9 m depth)
- 83.32 g/t Au over 0.9 m (TGC-0114, from 69.0 m depth)
- 26.67 g/t Au over 2.4 m (including 135.60 g/t Au over 0.3 m) (TUDDH-688, from 247.7 m depth)
- 93.56 g/t Au over 0.6 m (TUDDH-681, from 138.0 m depth)
- 26.38 g/t Au over 1.8 m (including 61.48 g/t Au over 0.3 m) (TGC-0114, from 125.7 m depth)
- 7.79 g/t Au over 4.5 m (including 20.55 g/t Au over 0.9 m) (TGC-0114, from 82.2 m depth)
- 52.36 g/t Au over 0.6 m (TUDDH-696, from 192.9 m depth)
- 25.46 g/t Au over 1.2 m (TUDDH-696, from 203.4 m depth)
- 25.90 g/t Au over 0.9 m (TUDDH-692, from 226.0 m depth)

Mine Development Optimization

During the year ended June 30, 2022, the Company continued to optimize the mine plan and procure for mining equipment. In October 2021, mining equipment including a Tamrock Single Boom Jumbo, a Caterpillar R1300 LHD Loader and a Manitou ST1030 Telehandler was delivered to Fiji for the planned mine development. The Company completed shotcrete on the batters outside the new main portal area and started to install steel sets at the portal. The underground mine development commenced in late-July 2022 and to date the decline face is approximately ninety meters from the main portal. Subsequent to the quarter ended June 30, 2022, the Company also procured additional mining equipment, including a single and a twin boom jumbo, Caterpillar R1700 Loader, other ancillary mining equipment.

The Environmental Impact Assessment (EIA) update for the overall project, including mining, process plant and surface infrastructures was approved the Ministry of Environment of Fiji in June 2022, resulting in the Company paying FJD65,205 as an environmental bond to the Ministry of Environment. The ERP software was also fully implemented in July 2022 for accounting, supply chain, cost control, and inventory.

During the year ended June 30, 2023, the Company achieved the following mining physicals:

- Total tonnes mined at 39,242 tonnes with 38,115 tonnes of waste and 1,127 tonnes of ore
- Total development meters at 827 meters
- Advanced decline by 524 meters, ore drives by 268 meters and vertical development by 35 meters

During the quarter ended September 30, 2022, the Company continued to optimize the mine plan and procure additional mining equipment. The Company completed the main portal development, including completing the shotcrete on the batters outside and installing the steel sets. The underground mine development commenced in late-July 2022.

During the quarter ended in December, 2022, the Company mined 6,958 tonnes of waste and the decline advanced over 90 meters with over 100 meters of lateral development. The Company continued to optimize the mine plan and procure additional mining equipment, with some equipment arriving to site by Decembe 2022. The Company also procured additional mining equipment, including a single and a twin boom jumbo, Caterpillar R1700 Loader, other ancillary mining equipment. The diesel generator and distribution panel to supply power to the site administration office have also been delivered on site.

During the quarter ended March 31, 2023, the Company mined 9,850 tonnes, with 8,958 tonnes of waste and 892 tonnes of ore and achieved total development meters of 181.8 meters (including waste development 146.5 meters and ore drive development 35.3 meters). The decline was advanced by 103.2 meters and vertical development by 9.2 meters.

During the quarter ended June 30, 2023, the Company:

- Total tonnes mined at 18,280, with 17,217 tonnes of waste and 1,063 tonnes of ore
- Total development meters at 391.6
- Advanced decline by 199.5 meters and vertical development by 18.2 meters

During the quarter ended June 30, 2023, the underground mining of the URA1, URW1a and URW1b lodes continued. The main decline has reached a vertical depth of 99.4 m below surface and a total length of 344 m from the mine portal. The link drive connecting the main decline to the historical exploration decline has been completed and measures 140 m from the junction with the main decline to the junction with the historical exploration decline. The link decline was driven from the main decline to the exploration decline and broke through the exploration decline on June 21st, 2023.

The completion of the link drive is a major milestone in the development of the mine as it enables the Stage 1 primary ventilation system to be installed. The Stage 1 primary ventilation system consists of four 55KW exhaust fans that are being installed at the entrance to the historical exploration decline, and which will provide ventilation throughout the mine. The Stage 1 primary ventilation system will provide sufficient ventilation to mine all the way down to the 500 zone, which is part of the high-grade feeder zone underlying Tuvatu and which comprises a major component of the mine plan. The completion of the link drive also enables mineralized lodes to be mined both from the historical exploration decline as well as from the main decline, thereby increasing the number of faces available to mine and adding considerable flexibility to the mining operations. In addition to the link drive and ventilation system, a high voltage power plant and an underground compressor are also being installed to support underground mining operations.

The Company advises that it has not based its current mine development plan on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit

Surface Development

During the year ended June 30, 2022, the Company awarded the contracts for engineering and procurement of the 300 tonne per day pilot processing plant and the manufacture of processing. The engineering design of the processing plant, including buildings, structures, piping, electrical and control systems, has also commenced. The construction of a new core shed storage has started with columns and roof structures completed and the Company also sent out the tender for construction of tailings storage facility to various Fijian contractors. The mobile crusher and mobile screener has arrived site, commissioned and started crushing waste rocks from mine development for site road works, foundation improvement and surface platform hardstand.

By June 2022, approximately ninety percent of engineering design, including process, buildings, structures, piping, electrical and control systems for the 300 tonne per day pilot processing plant has completed to date. The manufacture of processing equipment has progressed as planned and the first batch equipment is schedule to ship to Fiji in October 2022. The sixty-tonne mobile crane and a front loader for construction and operations has arrived to site and already in use. The mobile crusher and mobile screener continue to crush waste rocks from mine development for site road works, foundation improvement and surface platform hardstand. In June 2022, the contract for construction of tailings storage facility was awarded with construction of the tailings dam at over 3 meters in height at this time.

During the quarter ended in September 30, 2022, the Company completed the engineering design, including process, buildings, structures, piping, electrical and control systems for the 300 tonne per day pilot processing. The manufacture of processing equipment has progressed as planned and the first batch equipment is scheduled to ship to Fiji in November 2022. In August 2022, the contract for the construction of foundations for processing plant equipment and buildings was awarded and the foundation construction at the crusher and screen plant area has started. In July 2022, the construction of the new core shed storage was completed and the construction of site administration office was started. The storm water diversion dam was completed in September 2022 and the excavation of north diversion channel has reached the channel invert level. Tailings storage facility construction is underway and the storm water diversion dam was completed in September 2022 and the excavation of north diversion channel has reached the channel invert level. The ERP software was also fully implemented in July 2022 for accounting, supply chain, cost control, and inventory.

During the quarter ended in December 31, 2022, most of processing plant equipment has been shipped to or are currently in transit to Fiji. The remaining processing equipment, including the intensive leaching and gravity concentrate equipment supplied by Sepro Canada, will be delivered to site by February 2023. Construction of the processing plant equipment and buildings have started since September. Foundations for the crusher, screen plant, conveyors, and fine ore bin have been completed. Construction of foundations for the grinding circuit and leaching tank farm are ongoing. Foundations for the leaching reagent mixing warehouse are almost complete. The construction of site administration office was substantially completed by the end of December 2022.

During the quarter ended on March 31, 2023, all the pilot processing plant equipment, piping, electrical cables and other bulk materials were shipped to Fiji and offloaded at the secured laydown yard next to Lion One Nadi office. Steel structure for the electrowinning building, leaching reagent mixing warehouse, and cyanide detox reagent mixing warehouse were delivered to the laydown yard. The foundations for the crusher, screen plant, conveyors, fine ore bin, ball mills, thickeners, intensive leaching and gravity circuits were completed/. . The foundations for the leaching reagent mixing warehouse and tailings reagent mixing warehouse were e completed and handed over for building steel structure erection. In April 2023, the Company commenced the building of steel structure for the leaching reagent mixing warehouse and tailings reagent mixing warehouse. The pilot plant facilities, including sewage treatment plant, freshwater system, mine workshop, and mine change room were completed. The 300TPD pilot plant processing plant erection contractor mobilized to site in late March 2023 and started screening plant steel structure installation in early April 2023.

During the quarter ended June 30, 2023, the following works were completed:

Concrete works:

- Processing plant distribution room foundation: Poured concrete for raft slab and pedestals. Commenced pre-tying of tie-beams.
- Diesel generator: Poured concrete for raft slab and pedestals.
- 11KV power distribution room foundation: Poured concrete for raft slab and pedestals.
- Diesel generator power station for mine operation: Foundation and tie-beam concreting completed.
- Buffer tank for filter press: Foundation completed.
- Filter Press: Completed remaining 5 concrete columns and commenced fastening rebars for the sump.
- Gravity & leaching circuit foundation: Poured concrete for intensive leaching foundations and SJ-3 footings. Backfilled and compacted excavated areas. Ground slab concrete around the ball mill area is completed.

Processing Plant Installation:

- Crusher/Screening Area: All crushing plant steel structure and equipment are installed. Conveyor belt #1 to #3 installation completed. Cable tray installation in progress. Base plate grouting in progress. Roller belt installation completed.
- Fine Ore Bin: Bin platform assembly and installation has been completed. Fabrication of fine ore bin completed and installed to its position. Guard railing fabrication and checkered plates installation completed above the fin ore bin. Installed 3 chutes and a discharge hopper for the fine ore bin.
- Milling, gravity & intensive leaching circuits: Ball mills are in place. Steel structure platform installation completed.
- Cyanide leaching system: Fabrication and installation of the 7 leaching tanks have been completed and lifted to their position. The 2 cyanide detox tanks are currently under fabrication.
- Leaching thickeners: Thickener steel structure installation completed. Fabrication of thickener main body is in progress.

Buildings:

- Leaching reagent warehouse: wall cladding near complete, window installation complete. Gutter and stormwater pipe installation complete.
- E/W building: Steel structure installation complete. Wall cleats, purlins, and roofing iron installation complete.
- Gold room: Ground floor tie-beam and suspended floor slab concreting complete. Construction and concreting of second floor columns in progress.

- Tailings reagent warehouse: Wall cladding and window installation complete. Floor concreting complete.

TSF Construction:
- Bulk excavation and shaping at TSF northern and dam basin batters continued and shaping of TSF spillway batters continues.
- Bulk excavation at south diversion channel hilltop and batters are on-going
- Rock breaking was carried out at TSF spillway, broken rocks were carted to stockpile.
- Filling TSF embankment area continued as Zone A & B levels reached 111.8m for stage 1 tailings dam.

Surface Development for 300TPD Pilot Plant July to December 2023

By the end of November 2023, the construction and commissioning of the 300 TPD pilot processing plant was substantially completed and was handed over to the operations team. A ceremonial first gold pour was conducted on site with over 1,000 members of local communities, businesses, employees, and government officials in attendance, including the Honourable Maciu Nalusima, Acting Minister for Mineral Resources for Fiji, who officiated the gold pour ceremony on behalf of Prime Minister Sitiveni Rabuka of Fiji. In addition to the start-up and campaign activities, fine tuning of the mill and upgrading was carried out during this quarter.

The tailings storage pond was handed over for disposal of filtered tailings in November 2023 with some remaining work on the Stage-1 TSF on going and completed by December 2023. The sediment control pond and stormwater diversion facilities were completed before the commencement of the rainy season.

During the quarter ended December 31, 2023, the following works were completed:

Processing Plant installation, startup and commissioning:
- Completed gold room equipment installation, startup and commissioning. Applied final epoxy coats to floors. Completed roof slab waterproofing.
- Completed installation and modification to cyanide detox reagent and lime addition systems, including tanks, dust collector, pumps, pipes and fittings.
- Started up and tested electro-winning equipment and pipelines.
- Finalized cable tray and electrical panel installation around the mill plant.
- Completed pipeline modifications of cyanide detox tanks.
- Installed solar-powered streetlights around the processing plant area.
- Tested and commissioned reagent addition, cyanide detox system and tailings filtration system.
- Completed installation of steel structure and the second thickener equipment.
- Completed painting (final coat) of steel platforms and structural steel buildings.
- Installed and commissioned an additional 1500KW diesel generator to provide standby power to the 300 TPD pilot plant and future plant expansion.
- Commissioned intensive leaching reactor.
- Commissioned electro-winning circuits for processing gold concentrate from both the intensive leaching reactor and leaching system.
- Initiated modification of air spargers and diffusion cones of the leaching tanks to improve the performance of the CIL circuit.

Miscellaneous Construction:
- Completed gold room floor, indoor and wall finishing and roof waterproofing. Installed steel structure roof and enclosure between the EW building and Gold Room building.
- Constructed and installed site fence and security gate on the west side of the process mill (entrance).
- Constructed addition septic tank to cater for site admin office. Replaced malfunctioning sewage treatment facilities. The modified sewage treatment plant was commissioned and put into operation.
- Constructed the new mill general workshop, along with waste oil and clean oil storage areas.
- Converted processing plant contractor office to mill eating facility.

- Constructed mill welding workshop at the crusher pad area.
- Demolished existing bridge and constructed 2 new culvert crossing (bridges) on the mine access road.

TSF Construction:

- South Diversion Channel (SDC): Completed bulk excavation at SDC hilltop and batter, rock breaking, anchor trenches and installation of HDPE liner.
- Sediment Control Pond (SCP): Completed filling of the SCP dam, shaping of the pond, and SCP spillway. Installed HDPE liner of the SCP.
- Completed the tailings haulage roads at the TSF area and the access road to the SCP with crushed aggregate hardstand.
- Installed a new bailey bridge on the south diversion channel to provide access to new borrow pit and topsoil disposal area.
- Commenced laying HDPE 100mm pipeline from mill pond to TSF sediment control pond.
- Commenced embankment fill for TSF Stage 2.

The Company advises that it has not based its current mine development plan on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit.

JUNE 2023 – 2024 DRILLING & DEVELOPMENT UPDATES

January 18, 2024: Operations Update

Mine Operations

The focus of mining activities during the 300 TPD pilot plant phase of operations is the development of the underground mine, with the goal of advancing the main decline to the 500 Zone as quickly as is safely possible. A secondary goal during this phase of operations is the development of as many stope access points as feasible in advance of the plant expansion to 500 TPD. A significant portion of the material mined during the 300 TPD pilot plant phase of operations is therefore expected to be development material.

As mine development has progressed at Tuvatu, additional mineralization has been discovered in areas in Zone 2 that were not previously expected to be mineralized. This includes mineralization associated with stockwork veining as well as entirely new mineralized lodes. Many of the development headings at Tuvatu have been found to contain low-grade gold mineralization. This low-grade development material is ideal for use as feed stock to test the different gold recovery circuits during the initial stages of plant operation. Processing the development material also serves to offset costs during mine development as this material needs to be removed regardless of whether it is mineralized. Most of the mill feed during the start-up of the 300 TPD pilot plant has therefore consisted of low-grade development material. The first production material was extracted on December 13th, 2023, from the URW1 leading edge stope in Zone 2. This stope is located outside the original PEA resource and represents an expansion of the resource.

Mining activities at Tuvatu in 2024 will consist of a mix of handheld and mechanized mining methods. Handheld mining is ideal for narrow vein mining as it is precise and enables the effective development of narrow drives, thereby minimizing dilution. Mechanized mining produces wider voids and results in a considerably higher production rate. It is therefore the preferred alternative for wider zones of mineralization that are not sensitive to dilution. At Tuvatu there are areas more suitable for handheld mining and others more suitable for mechanized mining. The mining method employed will be tailored to the style of mineralization being extracted. Mine development is proceeding in a manner designed to preserve the optionality of switching between mining methods as appropriate. To date, development mining at Tuvatu has progressed using both handheld and mechanized mining, yet production mining has been limited to handheld methods. While the primary mining objective during the 300 TPD pilot plant stage is development, mine production is anticipated to steadily increase as production mining is introduced and as the number of available production areas increases ahead of the plant expansion to 500 TPD.

Mill Operations
The focus of mill operations during the 300 TPD pilot plant stage is on determining the best methods and parameters required to maximize gold recovery from each type of gold mineralization at Tuvatu. Mill operations to date have consisted of a start-up period and a campaign period with feed from different areas within Zone 2 and Zone 5.
During the start-up period of operations from late October to early December 2023, predominantly low-grade material was put through the mill. During the subsequent campaign periods of operation, the focus changed to the metallurgical variability of the gold mineralization. Several different types of mineralization have been identified at Tuvatu, including three different types within Zone 2 and Zone 5. Due to the complexity of the deposit, additional variability in mineralization is anticipated as development progresses deeper into the mine. The campaign period of operations, which began in mid-December, has consisted of processing separate batches of material from specific parts of Zone 2 and Zone 5 to determine how the plant responds in each case. The knowledge gained from these campaigns will be applied to maximize gold recovery from the larger production stopes in these areas. Gold recovery rates during the start-up and campaign periods have been in line with expectations.

In addition to the start-up and campaign activities, mill commissioning and upgrading has been carried out. Commissioning of both the continuous gravity concentrator and the intensive leach circuit has been on hold due to a delayed shipment of component parts from suppliers.

The mill expansion to 500 TPD is scheduled to be complete by the end of Q3 2024. The expansion consists of three main components: a tower mill, a flotation circuit, and a third ball mill. The purpose of the tower mill is to produce a finer grind of concentrates from the continuous gravity concentrator, thereby further increasing recoveries. The tower mill is expected to be on site in February. The flotation circuit is also being added to maximize recoveries, while the third ball mill is required to increase the milling capacity of the plant. Site preparations for both the flotation circuit and the third ball mill are already complete and construction is pending. All three mill components are on schedule for completion and commissioning by the end of Q3 2024, which is a year ahead of the originally scheduled completion date of Q3 2025.

March 4, 2024: Tuvatu Operations Update Highlights:
- Mechanized mining commenced on Zone 2 stopes in the URW1 stockwork vein system.
- Airleg mining commenced on Zone 5 stopes at the UR2 and URW3 lode systems.
- Limited mechanized mining in Zone 5 scheduled commence in April.
- Stope mining at Tuvatu scheduled to increase throughout March and April.
- Continuous gravity concentrator is commissioned and in operation.
- Intensive leach reactor is commissioned and in operation.
- First long hole drill is in operation conducting sludge hole drilling.
- Second long hole drill is on site undergoing commissioning.

The Tuvatu project is currently in the pilot plant stage of operations. The focus of mining operations to date has been on the development of underground access. Open stope mining is starting in March and is set to increase throughout April and May with the introduction of mechanized mining.

Mechanized mining at Tuvatu will consist of long hole open stoping. The first long hole drill is in operation on site and is conducting sludge hole drilling to confirm stope boundaries at the URW1 stockwork vein system in advance of blasting and extraction. The first stopes to be extracted through long hole open stoping will be at the URW1 stockwork vein system in Zone 2. The second long hole drill is undergoing commissioning on site at Tuvatu and will commence sludge hole drilling in the Murau stockwork vein system in Zone 2 once commissioning is complete.

Open stope mining in Zone 5 will initially consist of airleg stoping in March before the introduction of limited long hole open stoping in April. Airleg stoping has started in Zone 5 at the UR2 lode system and will be initiated at the URW3 lode system in late March. Limited long hole open stoping is scheduled to commence in Zone 5 in April before increasing throughout May and June.

The continuous gravity concentrator and intensive leach reactor were commissioned at the end of January and are in operation. New blowers have been ordered for the CIL tanks and are anticipated to be installed by mid-April. Mill throughput of approximately 26,000 tons is anticipated for the three-month period from March to May. Gold production is anticipated to increase during this period as a result of the commencement of open stope mining and full commissioning of the processing plant.

March 4, 2024: Zone of Extensive Copper Porphyry Mineralization Discovered 1 km North of Tuvatu

April 25, 2024: Highlights of Additional Zone 2 Underground Drilling:

- 226.55 g/t Au over 0.6 m (including 448.98 g/t Au over 0.3 m) (TGC-0113, from 84.6 m depth)
- 18.35 g/t Au over 4.8 m (including 40.99 g/t Au over 0.6 m) (TUDDH-686A, from 128.9 m depth)
- 9.99 g/t Au over 8.1 m (including 30.34 g/t Au over 0.3 m) (TGC-0121, from 65.0 m depth)
- 82.35 g/t Au over 0.9 m (including 82.35 g/t Au over 0.9 m) (TGC-0110, from 65.1 m depth)
- 7.48 g/t Au over 9 m (including 20.78 g/t Au over 0.9 m) (TGC-0118, from 86.3 m depth)
- 105.86 g/t Au over 0.6 m (including 202.34 g/t Au over 0.3 m) (TGC-0121, from 83.3 m depth)
- 14.9 g/t Au over 4.2 m (including 21.44 g/t Au over 2.4 m) (TUDDH-698, from 146.3 m depth)
- 8.27 g/t Au over 7.2 m (including 25.58 g/t Au over 0.3 m) (TGC-0127, from 66.0 m depth)
- 27.94 g/t Au over 2.1 m (including 54.65 g/t Au over 0.9 m) (TGC-0118, from 66.2 m depth)
- 15.72 g/t Au over 3.6 m (including 25.53 g/t Au over 1.2 m) (TUDDH-682, from 74.3 m depth)
- 16.29 g/t Au over 3.3 m (including 46.63 g/t Au over 0.6 m) (TGC-0130, from 107.8 m depth)
- 33.92 g/t Au over 1.5 m (including 92.89 g/t Au over 0.3 m) (TGC-0134, from 113.8 m depth)
- 20.86 g/t Au over 2.4 m (including 23.67 g/t Au over 1.2 m) (TGC-0125, from 14.4 m depth)
- 11.08 g/t Au over 4.5 m (including 46.77 g/t Au over 0.6 m) (TGC-0102, from 41.4 m depth)
- 13.18 g/t Au over 3.3 m (including 22.4 g/t Au over 0.9 m) (TGC-0125, from 100.2 m depth)

April 25, 2024: Highlights of Tuvatu operations update:

- 2,630 m of sludge hole drilling completed in the URW1 and Murau lodes in Zone 2.
- Airleg mining of the UR2 leading stopes ongoing in Zone 5.
- Two longhole drill rigs successfully commissioned.
- Two remote capable loaders to be commissioned by early May.
- Upgrades to CIL circuit advancing, two new blowers to be installed in late April and early May.

May 8, 2024: Highlights of Near-Mine Drilling in Murau Zone:

- 64.46 g/t Au over 8.1 m (including 268.36 g/t Au over 1.2 m) (TGC-0150, from 16.5 m depth)
- 30.48 g/t Au over 4.8 m (including 104.55 g/t Au over 0.6 m) (TUDDH-732, from 36.1 m depth)
- 39.05 g/t Au over 3.3 m (including 223.05 g/t Au over 0.3 m) (TUDDH-729, from 98.8 m depth)
- 76.49 g/t Au over 1.2 m (TUDDH-715, from 174.8 m depth)
- 71.46 g/t Au over 0.9 m (TUDDH-704, from 84.9 m depth)
- 28.44 g/t Au over 2.1 m (including 45.96 g/t Au over 1.2 m) (TGC-0150, from 43.8 m depth)
- 26.28 g/t Au over 2.1 m (including 66.32 g/t Au over 0.3 m) (TUDDH-728, from 51.4 m depth)
- 20.89 g/t Au over 2.4 m (including 38.76 g/t Au over 0.6 m) (TUDDH-710, from 75.2 m depth)
- 26.56 g/t Au over 1.8 m (including 52.34 g/t Au over 0.6 m) (TUDDH-710, from 101.3 m depth)
- 8.51 g/t Au over 5.0 m (including 54.34 g/t Au over 0.3 m) (TUDDH-727, from 184.4 m depth)

June 5, 2024: Highlights of the Start of Mechanized Mining

- First mechanized production mining at Tuvatu
- First ever remote bogging on May 18th
- First ever long hole firing at Tuvatu on May 18th
- Mill operations increased from 300 TPD to 400 TPD
    - Top new drill intersects: 393.01 g/t Au over 1.2 m
      (including 1568.55 g/t Au over 0.3 m)
      215.86 g/t Au over 0.6 m

49.85 g/t Au over 1.2 m (including 63.35 g/t Au over 0.3 m)
14.98 g/t Au over 3.9 m (including 143.95 g/t Au over 0.3 m)
26.59 g/t Au over 1.8 m (including 90.85 g/t Au over 0.3 m)

- 36 new drill holes reported (30 underground, 6 surface)
- 4,930.7 m of new drilling reported

June 12, 2024: Highlights of Additional Zone 5 Underground Drilling:

- 97.46 g/t Au over 3.3 m (including 750.05 g/t Au over 0.3 m) (TGC-0208, from 82.8 m depth)
- 54.70 g/t Au over 1.8 m (including 134.10 g/t Au over 0.3 m) (TGC-0187, from 100.5 m depth)
- 79.64 g/t Au over 1.2 m (including 315.46 g/t Au over 0.3 m) (TGC-0191, from 75 m depth)
- 42.11 g/t Au over 1.5 m (including 95.33 g/t Au over 0.3 m) (TGC-0204, from 117.2 m depth)
- 167.55 g/t Au over 0.3 m (TGC-0188, from 60.3 m depth)

June 26, 2023: Mine Development Update Highlights:

- Record gold production for the month of June
- Consistent month-over-month increase in gold production since January 2024
- 650 m high-grade gold-in-soil anomaly extension to the south of Tuvatu
- Coincident arsenic-, lead-, and zinc-in-soil anomalies
- Potential 70% increase in strike length of Tuvatu
- Increased planned mill expansion to 600-700 TPD

July 12, 2024: Highlights of Production Results for Quarter Ended June 30:

- 3,551 oz of gold recovered during
- 3,251 oz of gold poured during
- 32,100 tonnes milled during

Pilot Plant Mill Operations

During the three-month period ended June 30, 2024, the Company achieved the following mill physicals:

- Processed 32,100 tonnes of mineralized materials at an average head grade of 4.6 g/t Au
- Record gold recovered of 3,551 oz, including 3,251 oz of gold doré poured with 2,860 oz of gold was refined and sold
- Record monthly production achieved in June of 1,710 Au oz recovered with mill head grade of 6 g/t Au.
- Mill achieved overall recovery of 75.3% for quarter, with 80.3% recovery achieved in June
- The mill operated for 88 days and only had 3 days of downtime.
- At June 30, 2024, approximately 1,064 oz of mineralized material (primarily gold) was retained within the mill circuit as in process store of metal and 410 oz of gold doré was in inventory.
- Sustained throughput of over 400 TPD is now possible at the mill due to operational improvements and debottlenecking projects completed by the mill operations team.
- Subsequent to the quarter ended on June 30, 2024, the Company’s mill production was impacted by a scheduled nine day mill maintenance shutdown in July. Despite the down time from July, the Company is on pace for a record quarter of gold production for three month period ending September 30, estimated to be approximately 3,700 gold ounces, with the month of September estimated to be 1,700 gold ounces.
- The Company advises that it has not based its current mine development plan on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit.

Figure 1. Tuvatu Monthly Gold

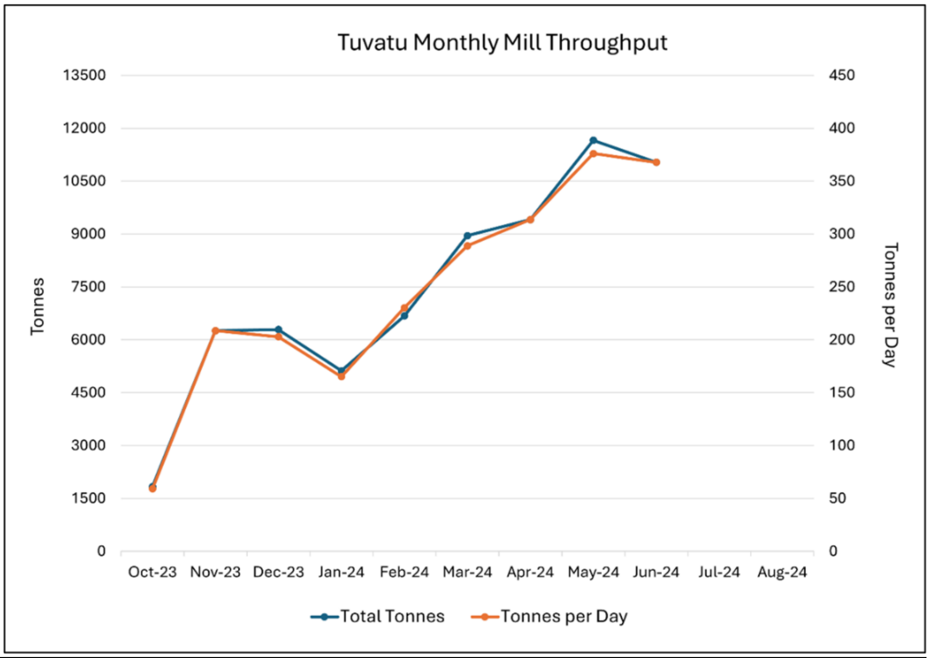


Figure 2. Tuvatu Monthly Mill Throughput. Mill throughput at Tuvatu has steadily increased since the first gold pour in October 2023. The second quarter or 2024 is the first quarter in which the Tuvatu processing plant has been operating at full capacity.

Underground Mine Development

During the three-month period ended June 30, 2024, the Company achieved the following mining physicals:

- Total tonnes mined of 50,566, with 15,047 tonnes of waste and 35,519 tonnes of mineralized material at average grade of approximately 4.5 g/t Au
- Total capital development of 262 meters
- Total operating development of 735 meters
- Decline advancement of 150 meters and vertical development of 143 meters
- First mechanized production mining at Tuvatu, including remote bogging at Tuvatu on May 16th
- and long hole firing at Tuvatu on May 18th
- Record monthly mine production in June with 13,264 tonnes of mineralized material at 5.0 g/t

	Quarter July to September 2023	Quarter October to December 2023	Quarter January to March 2024	Quarter April to June 2024	Year Ended July 2023 to June 2024
Mineralized Material Mined (in tonnes)	4,045 tonnes at 4.3 Au g/t	10,560 tonnes at 4.0 g/t Au	19,331 tonnes at 3.0 g/t Au	35,519 tonnes at 4.5 g/t Au	69,455 tonnes at 4.0 g/t Au
Waste Material Mined (in tonnes)	26,169	32,041	33,532	15,047	106,789
Capital Development (in meters)	392	399	412	262	1,465
Decline Development (in meters)	126	136	177	150	589
Operating Development (in meters)	257	514	652	735	2,158

The focus of mining activities during the 300 TPD pilot plant phase of operations for the twelve-month period ending on June 30, 2024, was the development of the underground mine with over 1,465 m of capital development including 589 m for the decline, with the goal of advancing the main decline to the 500 Zone as quickly as is safely possible. A secondary goal during this phase of operations is the development of as many stope access points as feasible in advance of the plant expansion.

As mine development has progressed at Tuvatu, additional mineralization has been discovered in areas that were not previously expected to be mineralized. This includes mineralization associated with stockwork veining as well as entirely new mineralized lodes. Many of the development headings at Tuvatu have been found to contain low-grade gold mineralization. This low-grade development material is ideal for use as feed stock to test the different gold recovery circuits during the initial stages of plant operation. Processing the development material served to offset costs during mine development as this material needs to be removed regardless of whether it is mineralized. Most of the mill feed during the start-up of the 300 TPD pilot plant up to April 2024 consisted of low-grade development material.

The Company mined a record of 35,519 tonnes of mineralized materials at average grade of 4.5 g/t Au for the three-month period ending June 30, 2024 and 69,455 tonnes of mineralized materials at average grade of 4.0 g/t Au for the twelve-month period ending on June 30, 2024. In June, the Company mined a record of 13,264 tonnes of mineralized materials at average grade of 5.0 g/t Au. The Company also mined 15,047 tonnes of waste material for the three-month period ending June 30, 2024 and 106,789 tonnes for the twelve-month period ending on June 30, 2024. At June 30, 2024, there was 5,676 tonnes of mineralized materials in inventory at an average grade of 3.5 g/t Au.

During three-month period ended June 30, 2024, mining operations advanced in Zone 2 and in Zone 5, with airleg stoping on the UR2 lode in Zone 5, with two leadings stopes underway and sublevels being driven for a gallery stope.

Two remote-capable loaders required to facilitate the extraction of material from longhole stopes were acquired, including a CAT 1700 loader fitted with remote technology that was commissioned in May for bogging of the 1101 bulk stope at the URW1 lodes, and a CAT 1300 remote loader from Australia was also commissioned in early May. These loaders are required for long hole stoping operations and will enable increased production from the mine. Mechanized production mining commenced in May, the first remote bogging at Tuvatu occurred on May 16th, and the first long hole stope blast occurred on May 18th. Both are also firsts for the country of Fiji. This is a major milestone for the Company as it represents the transition from predominantly development mining to predominantly production mining.

Subsequent to the quarter ended on June 30, 2024, mine production was impacted by mine equipment availability in July and August as two underground loaders and a single boom jumbo were not available due to repairs. A new underground loader arrived on site in September 2024 resulting in improved equipment availability. Despite the mine equipment utilization issues, the mine was able to deliver 9,954 tonnes of mineralized materials for July at 4.5 g/t Au and 8,515 tonnes of mineralized materials for August at 4.6 g/t Au. In the near term, the Company will continue to add mining equipment to improve equipment availability and invest in critical mine infrastructure projects such as the raise bore and mine ventilation project scheduled to start in October 2024.

Equity Raises

$13.4 million September 2022

On September 28, 2022, the Company closed a bought deal offering of 17,348,000 units including 1,108,0000 Units issued pursuant the over-allotment option granted to Eight Capital and Canaccord Genuity Corp. at a price of $0.77 per Unit for gross proceeds of $13,357,960.
Each Unit consists of a common share of the Company and one-half of one common share purchase warrant. Each whole common share warrant may be exercised to purchase a common share at a price of $1.05 for a period of 36 months following the closing date. In the event that the volume weighted average trading price of the common shares on the TSX-V or such other principal exchange on which the common shares are then trading, is greater than $1.75 for a period of twenty consecutive trading days at any time after the closing of the Offering, the Company may accelerate the expiry date of the warrants by giving written notice to the holder thereof and in such case the warrants will expire on the 30th day after the date on which such notice is given by the Company. The Company also issued 1,040,880 compensation warrants (the “Compensation Options”) to

the Underwriters. Each Compensation Option is exercisable to purchase a Common Share at a price of $0.77 for a period of 36 months following the closing date of the Offering.

$27 million May 2023

On May 11, 2023, the Company completed a bought deal offering of 29,350,000 units, at a price of $0.92 per unit for gross proceeds of $27,002,000. Each unit consists of a common share of the Company and one-half of one common share purchase warrant. Each whole common share warrant may be exercised to purchase a common share at a price of $1.25 until November 11, 2025. The Company also issued 1,755,000 non-transferable compensation options (“CO”) to the underwriters, each CO is exercisable to purchase a common share at a price of $0.92 until November 11, 2025.

$12 million February 2024

On Feb. 14, 2024, the Company announced the completion of an underwritten offering of 24,150,000 units at a price of $0.50 per unit for gross proceeds of $12,075,000. Each unit consisted of one common share and one common share purchase warrant with each warrant exercisable to acquire one common share at a price of $0.65 until February 14, 2027. The Company also issued 1,449,000 non-transferable compensation options to the underwriters at a price of $0.65 under the same terms.

$10 million July 2024

On July 26, 2024, the Company announced the completion of offerings of an aggregate of 31,485,379 units at a price of $0.37 per unit for gross proceeds of $11,679,590.24. Each unit consisted of one common share and one share purchase warrant with each warrant exercisable to purchase one common share at a price of $0.50 until July 26, 2027. A total of 27,027,027 units issued in the offering were issued via a fully underwritten offering pursuant to the LIFE exemption for proceeds of $10,000,000, with the remaining 4,458,352 units issued via non-brokered private placement for proceeds of $1,649,59.24. In connection with the offerings the Company issued a total of 1,996,891 non-transferable compensation options to the underwriters at a price of $0.37 exercisable to acquire one common share for a two-year period expiring July 26, 2026.

Corporate

Nebari Financing Facility

On January 19, 2023, the Company entered into a facility agreement (the "**Loan Facility Agreement**") with Nebari Collateral Agent, LLC, as collateral agent, Nebari Gold Fund 1, LP, Nebari Natural Resources Credit Fund I, LP and Nebari Natural Resources Credit Fund II, LP (collectively, "Nebari") for a financing facility of up to US$37,000,000. The financing facility consists of a US$35,000,000 senior secured first lien term loan (the "Loan Facility") and a US$2,000,000 equity investment. The total amount of the Loan Facility will be funded in up to three tranches, with US$23,000,000 funded on February 10, 2023 (Tranche 1), and an additional US$12,000,000 available at the Company's option in up to two further tranches (Tranches 2 and 3) within 18 months of receiving Tranche 1.

On February 9, 2023, the Company received total proceeds of US$25,000,000 ($33,597,500) from its financing facility, which was comprised of US$23,000,000 ($31,125,900) from Tranche 1 and completion of the US$2,000,000 ($2,687,800) equity investment, with Nebari purchasing 3,125,348 common shares of the Company at a price of $0.86 per share.

Interest on Tranche 1 is 8% (plus three-month secured overnight financing rate, as administered by Federal Reserve Bank of New York ("SOFR")), and amortization is on August 8, 2026, being the maturity date 42 months from the Loan Facility closing date, with no closing fees payable. Tranches 2 and 3 funding is subject to an 8% original issue discount and interest is 10% plus SOFR, with progressive amortization over 42 months from the Tranche 2 funding date, with closing fees equal to 2% of the amounts funded.

In connection with the facility agreement, the Company will pay Nebari a royalty equal to 0.5% of the net smelter returns from the first 400,000 ounces (equivalent to 2,000 ounces) of gold produced and sold from the Tuvatu Gold Project following the first month in which the Tuvatu Gold Project produces at least 2,000 ounces of gold.

As part of the Tranche 1 Loan Facility with Nebari, the Company issued 15,333,087 non-transferrable purchase warrants in the Company ("Tranche 1 Warrants") of the Company to Nebari, exercisable into common shares of the Company at a price of $1.49 for a period of 48 months from issuance. The Tranche 1 Warrants are subject to an accelerator provision whereby the Company may accelerate the expiry date of up to 25% of the Tranche 1 Warrants in the event that the volume weighted average trading price of the common shares of the Company exceeds 100% over the strike price for a period of twenty consecutive days. The Company has the option to accelerate the expiry of further 25% portions of the Tranche 1 Warrants at four-month intervals, up to a maximum of 75% of the Tranche 1 Warrants issued.

All debts under the Loan Facility are guaranteed by the Company and its subsidiaries: American Eagle Resources, Inc., Laimes International Inc., Auksas Inc., and Lion One Pte Limited, and secured by the assets of the Company and pledges of the securities of the aforementioned Company's subsidiaries.

On January 26, 2024, the Company announced the drawdown of a further USD $8 million from the Loan Facility, to bring the total drawdown on the Loan facility to USD $31 million. In connection with the drawdown, the Company agreed to reprice the Tranche 1 warrants from $1.49 to $1.15, and extended the expiry date from August 6, 2026 to February 9, 2027.

Management Changes

On January 23, 2024, the Company announced the retirement of Sergio Cattalani as Senior VP Exploration, and transition to acting as a geological advisor to the Company. Also on 2024 the Company announced the appointment of Alex Nichol as the Company's Vice President of Geology and Exploration.

On June 30, 2024, Mr. David Tretbar has resigned from the company's Board of Directors. Mr Tretbar has resigned due to his increased management responsibilities at San Cristobal Mining, for which he is the founder, Senior Vice President of Exploration, and Director.

EXPECTED CHANGES TO THE BUSINESS

As of the date of this AIF, Lion One's management does not expect any material changes to the business; however, as is typical of the mineral exploration and development industry, from time to time Lion One reviews potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. Furthermore, there can be no assurance that the results of exploration or development programs planned or underway will not result in material changes to the scientific and technical or financial and general business information contained herein. Accordingly, readers of this AIF are urged to read the press releases issued by Lion One once they become available on SEDAR, for full and up-to-date information concerning the AIF.

OUTLOOK

Lion One is focused on advancing premium quality gold assets in Fiji that have: high grades, scope, district scale, and depth potential, with access to infrastructure in a mining-friendly jurisdiction. The Company's 100% owned Tuvatu Gold Project ("Tuvatu") has received all the mandatory regulatory approvals, including a 10-year renewable mining lease Special Mining Lease (SML 62) and a 21-year surface lease, for the complete development of mining and processing operations. In August 2022, SML 62 was extended for an additional 10-year renewable term to February 28, 2035. The 384.5 hectare Tuvatu mining lease is located near its epicenter and hosts the high grade, permitted for production, Tuvatu gold resource. In May 2019, SPL 1512 was issued for the Navilawa tenement and Lion One became the first company in modern times to consolidate and carry out systematic exploration over the entire 7km diameter Navilawa Caldera. The Project area consists of four contiguous exploration licenses covering approximately 13,613 hectares.

The Company's objective is to achieve steady state mine and mill production at 350 to 400 tonnes per day during the initial pilot plant phase of operations in 2024 before expanding operations to 600 to 700 tonnes per day. Resource infill drilling and underground grade control drilling targeting areas of planned early production at Tuvatu will be conducted in support of mining operations. In terms of exploration, Lion One will continue to test regional targets and discoveries identified as new high-grade occurrences within the current exploration tenements. During the dry seasons, the Company will also carry out a regional exploration program aimed at identifying deep high-grade and bonanza-grade resources for the eventual development of a larger and richer resource base, thereby proving the concept that the Tuvatu property has the potential to become a multi-million ounce gold camp.

COMPETITIVE CONDITIONS

The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties or financing to further the development of its assets because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter increasing competition from other mining companies in efforts to hire experienced mining professionals. Competition for exploration resources at all levels is currently very intense, particularly affecting the availability of manpower and equipment. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

ENVIRONMENTAL PROTECTION

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, releases or emissions of various substances related to mining industry operations, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving, which means stricter standards and enforcement, fines and penalties for non-compliance are becoming more stringent. Environmental assessment of proposed projects carries a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

EMPLOYEES

The Company's business is administered principally from its head office in North Vancouver, British Columbia, Canada. During the fiscal year ended June 30, 2024, the Company had 5 employees in Canada, and over 300 full time, part-time and temporary employees in Fiji in addition to its directors and officers.

SPECIALIZED SKILL AND KNOWLEDGE

All aspects of the Company's business require specialized skills and knowledge. Such required areas of specialized skills and knowledge include geology, drilling, mine planning, metallurgy, engineering, construction, technological, community and public relations, regulatory compliance, accounting and law. Much of the specialized skill and knowledge is provided by the Company's management and operations team. The Company also engages administrative, financial, legal, geological and engineering consultants from time to time as required to assist in maintaining corporate records and preparing reporting requirements, evaluating its interests and recommending and conducting work programs.

FOREIGN OPERATIONS

The Company maintains offices for its subsidiaries, Lion One Limited (Fiji) in Nadi, Fiji, and in Perth, WA for Lion One Australia. The Company's one material mineral property, the Tuvatu Gold Project, is located on the island of Viti Levu in Fiji. While the government of Fiji is considered by the Company to be supportive of mining and mineral exploration, no assurances can be provided that this will continue to be the case in the future. Additional information is provided in the "Risk Factors" section of this AIF.

SOCIAL AND ENVIRONMENTAL POLICIES

Lion One's policy is to conduct its business responsibly and, in a manner, designed to protect its employees, adjacent communities and the natural environment. The Company is committed to achieving a safe, productive and healthy work environment and to uphold the values of human rights. These commitments are described in the Company's Environmental, Health and Safety and Social Responsibility Mission Statement, and the suite of Sustainability Policies adopted in August 2023, available for viewing on the Governance section of the Company website.

TUVATU GOLD PROJECT OVERVIEW

The Company's primary asset is the 100% held Tuvatu Gold Project ("Tuvatu"), located 17 km from the Nadi International Airport on the main island of Viti Levu in Fiji. Discovered in 1987, Tuvatu is a high-grade underground gold project situated along the Viti Levu lineament, Fiji's own corridor of high-grade alkaline gold deposits. Tuvatu is situated with a 5-hectare footprint inside a larger 384 hectare mining lease. The project contains numerous high-grade prospects proximal to Tuvatu, at depth, and up to 1.50 km along strike from the resource areaThe Tuvatu Project was acquired by Lion One in 2011 and has over 200,000 meters of drilling completed to date in addition to 1,600 meters of underground development.

The Fijian Islands are located along the Pacific Island Arc, which hosts a number of other well-known major mineralized alkaline gold deposits systems such as the Lihir and Porgera gold deposits in Papua New Guinea. This variety of gold system is not prolific in number globally but are among the largest producers of gold in the world, with notable examples in the South Pacific including the Porgera and Lihir gold mines in Papua New Guinea, and Vatukoula in Fiji, 40km from Tuvatu. A North American example is the Cripple Creek gold mine in Colorado. The Porgera gold deposit (>25 million ounces gold) and the Lihir gold deposit (>40 million ounces gold) are both alkaline host gold deposits situated in Papua New Guinea. These deposits, like other alkaline hosted gold deposits, are associated with deep crustal magmas, alkaline rich alteration mineral assemblages, and are valued for their high grades and deep vertical profiles, resulting in large gold endowments.

The Company holds a 100% interest in 4 SPL's covering 13,613 hectares in Fiji. The SPL's are held in the Company's subsidiary Lion One Limited (Fiji) and covers areas adjacent to the current mineral resource at Tuvatu. The Tuvatu Gold Project has received all of the mandatory regulatory approvals, including a 10-year renewable mining lease and a 21-year surface lease, for the complete development of mining and processing operations at Tuvatu.

TECHNICAL SUMMARY

The disclosure set forth herein is the technical summary reproduced from a technical report entitled "Technical Report for the Tuvatu Gold Project" dated June 24, 2024. The Technical Report is available on the SEDAR+ website at www.sedarplus.ca The following information is of a summary nature and reference is made to the detailed disclosure contained in the Technical Report.

The Company's Tuvatu Gold Project (the "Project") involves the exploration and evaluation of the potential for development of a gold deposit located near the town of Nadi on the main island of Viti Levu in Fiji. The technical report on the Project was prepared by the independent consultants listed below: Bill Witte, P. Eng, Greg Mosher, P. Geo, Darren Holden, P. Geo

1.1 Introduction

Lion One Metals Limited (Lion One) is developing and exploiting the Tuvatu Mine, a high-grade, narrow-vein gold deposit located in the upper reaches of the Sabeto River Valley, approximately 24 km northeast of the city of Nadi on the west coast of Viti Levu, Republic of Fiji.

Global Mineral Resource Services (GMRS) has been retained by Lion One Metals Limited to prepare a Technical Report, including an updated mineral resource estimate (MRE) in accordance with National Instrument (NI) 43-101. This report is being prepared to support public disclosure of the contained mineral resource and of the current state of the Project.

1.2 Property Tenure

The Property is comprised of four Special Prospecting Licences (SPL), with a total area of 20,170.5 ha, held as to 100% by Lion One Limited, a subsidiary of Lion One Metals Limited. A Special Mining Lease, 384.5 ha in area, covering the Tuvatu Mine, was granted to Lion One on January 22, 2015, and remains in good standing until February 28, 2035

1.3 Accessibility

Nadi is the closest town and is serviced by daily international flights. The Property is accessed from Nadi by Sabeto Road. A network of local roads and tracks provide good access to most of the Property area. During the wet season from November to March, creeks may be impassable for some days and in wet weather, fourwheel drive vehicles are required to access the tenements. Creeks and adjacent areas are generally thickly vegetated; spurs and ridges are dominated by open grasslands.

1.4 History

Documented mineral exploration on the Property began during the early part of the 20th century with prospecting in the upper reaches of the Sabeto River and has continued intermittently since that time. Much of the exploration that took place during the 1970s and 1980s was directed to the search for porphyry copper mineralization.

In 2007, following the closure of the Vatukoula Gold Mine, Emperor Gold Mining Company Limited sold its Fijian assets, including the Tuvatu Property, to Westech Gold Pty Ltd and Red Lion Management Ltd. Licenses covering the Property were reissued in the name of Lion One by the Fijian Government. Subsequently, American Eagle Resources gained control of Lion One, the holder of the Project. Lion One is the product of the reverse takeover in January 2011 of X-Tal by American Eagle Resources.

1.5 Geology

The oldest unit in the Tuvatu Property area is the Nadele Breccia (26-12 Ma), part of the basaltic sequence of the Wainamala Group.

Sabeto Volcanics (5.5 to 4.8 Ma) unconformably overlie the Nadele Breccia and represent the basal unit of the Korroimavua Volcanic Group. High ridges and cliffs emphasize this gradation due to the greater resistance of the Sabeto Volcanics to weathering.

The Navilawa Monzonite intrudes the Nadele Breccia and Sabeto volcanics and is dated at 4.85 Ma. The overall intrusive complex is elongated in a northeast orientation. Late small intrusive stocks and dykes, 2 dominantly composed of micromonzonite, intrude monzonite and the Sabeto volcanics, and strike dominantly N-S to NE-SW. The Navilawa Monzonite is the host of nearly all mineral occurrences within the Property.

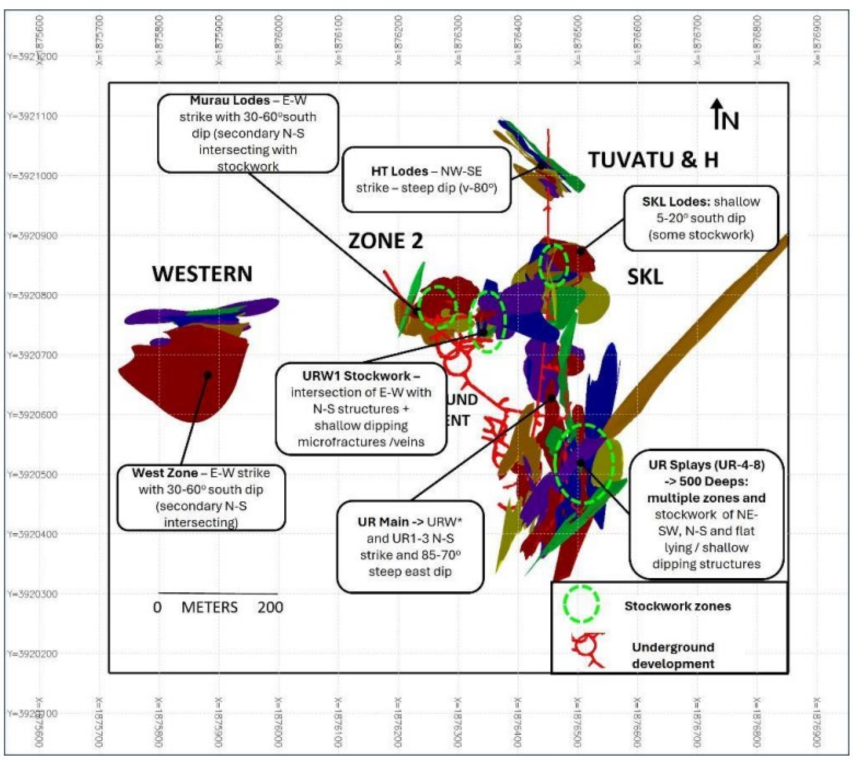
1.6 Mineralization

Tuvatu is an alkalic hosted gold deposit. Mineralization is structurally controlled and occurs as sets and networks of narrow veins, cracks, and vein breccias, with individual structures generally ranging from 1 to 200 mm in width. Sets of veins are commonly up to 5 m wide with blow out zones up to 20m wide forming at the intersection of multiple structures.

Mineralization at Tuvatu has been confirmed over a north–south strike length of more than 900 m and from surface to depths more than 1000m. Mineralization is confined to structural zones consisting of veins and veinlets of quartz-potassium feldspar-carbonate. Sulphide content is generally low, but a typical association includes minor components of pyrite-arsenopyrite-galena-sphalerite-bornite- tellurides-roscoelite. Gold generally occurs as fine-grained free gold.

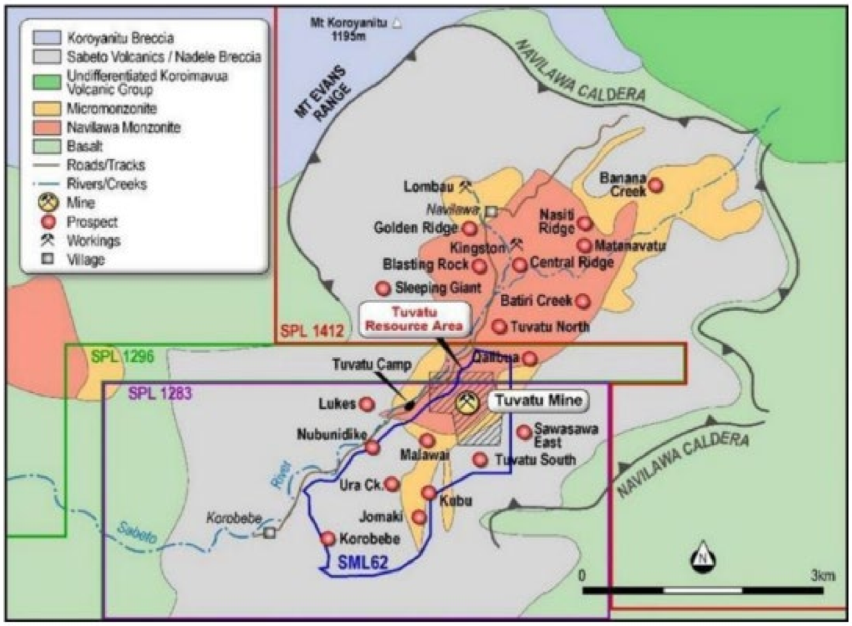
As currently understood, the Tuvatu deposit is comprised of 69 individual veins or stockwork zones that are shown in Figure 1.1.

Figure 1.1 Tuvatu Mine Principal Veins and Stockworks



In addition to the Tuvatu Mine, the Property contains numerous gold and copper occurrences that have been explored to various degrees by previous operators and are currently being evaluated and explored by Lion One. Figure 1.2 shows the more important of these exploration targets.

Figure 1.2 Tuvatu Exploration Targets



1.7 Exploration

Following work by previous owners, Lion One commenced exploration at Tuvatu in 2011 and since then has conducted continuous exploration of both of the Tuvatu deposit and the wider property. In 2019, the Company was awarded the exploration license (SPL1512) covering most of the Navilawa Caldera.

1.8 Drilling

Lion One began drilling in 2012, both within the main deposit and select regional targets. Table 1.1 summarizes the type and quantity of drilling that has taken place since 2012. In total more than 135,000 m of drilling have been completed during this period.

Table 1.1 Summary of 2012-2020

Drilling 2012 to 2024	Drilling Number of Holes	Number of Meters
Surface DDHs	345	102,560
Underground DDHs	40	10,327
Grade Control holes	190	20,476
Geotechnical diamond holes	6	883
Metallurgical holes	7	1,127
Total	**588**	**135,373**

1.9 Sample Preparation and Analysis

Lion One drill core is logged and sampled on site at Tuvatu by Lion One staff. Prior to 2019, core samples were delivered from the mine site to the ALS Minerals sample preparation facility in Suva before being shipped to the ALS assay lab in Brisbane, Australia. Since December 2019, drill samples have been processed by Lion One at their own laboratory in Nadi.

ALS assayed for gold by fire assay with a 30 g charge and AAS finish. Lion One has continued the ALS procedure. Samples with gold grades greater than 3 g/t are re-assayed. Silver, arsenic, copper, iron, lead, selenium, tellurium, vanadium, and zinc are routinely analyzed by a three-acid digestion and inductively coupled plasma optical emission spectroscopy finish.

Samples returning an assay value greater than 0.5 g/t Au or 0.5% Cu, Pb, or Zn are sent to ALS Minerals in Townsville, Australia for check analysis where analyses are carried out using fire assay with an AA finish (ALS code Au-AA26). Samples that return grades greater than 10 g/t Au by Au-AA26 are re-analyzed by gravimetric method (ALS code Au-GRA22). High base metal samples are also fire assayed providing a check of gold analysis below 0.5 g/t Au.

1.10 Mineral Processing and Metallurgical Testing

Since 1997, extensive test work has been conducted on samples collected from the Property including mineralogy studies, comminution tests, gold and silver recovery tests, cyanide destruction tests, tailing filtration, rheology, and process-related parameter determination tests. These tests have been the basis for the design, operation and testing with the Pilot Plant. The gold and silver recovery methods tested in the labs include gravity concentration, flotation, and cyanide leach extraction. This testing continues, not only in the Pilot Plant but in the Tuvatu metallurgical lab.

1.11 Mineral Resource Estimate

An independent mineral resource estimate (MRE) has been carried out for gold contained in the portion of the Tuvatu Property that is currently being developed and mined. The effective date of the MRE is March 25, 2024, and is based on a drillhole dataset in csv format, 69 wireframes representing mineralized veins and zones in the Tuvatu deposit, as well as underground development as of March 24, 2024, all in dxf format and all provided by Lion One. Two wireframes representing satellite mineralization around Zones Two and Five that was not captured by the wireframes for those zones were provided by Lion One on April 05, 2024.

The drillhole database, including pre-Lion One drilling, contained 7,592 collar locations and 240,002 assays for gold. Some samples fall outside the limits of the MRE, and their exclusion resulted in a useable dataset of 233,703 assays. Assays for sludge (69) and face (channel) samples (6,205) were removed from the dataset. The sludge samples were removed because the source location of their assay values cannot be established with sufficient accuracy for use in a MRE. The face samples were removed because attempts to reconcile estimated resources against mined resources within Zone Two resulted in an overestimation of gold present when face samples were included in the dataset. A further 30 samples were removed because they had anomalously long lengths and were either of unidentified source or had not been sampled. The resultant imported dataset included 1,288 collars and 233,703 gold assays. All sample data used for the MRE was obtained from drillcore (85%) and reverse circulation holes (15%).

Of the 69 modelled domains, all but two, URW 1-1 and URW 1-2, are interpreted as narrow, generally steep dipping veins; URW 1-1 and URW 1-2 are stockworks. The veins are grouped into five geographic zones: 2, 5, including the previously separate 500 Zone, SKL, Tuvatu and H lodes, and the Western or Plant Site.

Significant intercepts of gold mineralization exist outside the 69 modelled domains, in particular peripheral to Zones 2 and 5, but where there is insufficient data to support a geological interpretation of those mineralized intercepts. Therefore, instead of domains based on geological interpretation, this mineralization was captured and constrained using a gradeshell threshold of 0.5 g/t gold over four (4) meters. For the MRE, 5 the resultant volumes are designated as the Outside Domains. The gradeshell generation process did not consider the number of qualifying drillholes, only grade-thickness; consequently, some of these domains are based on one drillhole. Because it is necessary to demonstrate continuity of mineralization, a minimum of two drillholes was required during the grade interpolation process which resulted in some of these domains remaining unestimated.
Assays were composited to one meter length; the 233,703 assays were reduced to 227,254 composites, a minor reduction because most assays are one meter in length.

Grade capping was assessed on a domain basis using cumulative frequency curves. Seventy-one domains were assessed including the Outside Domains and the Underground Development that was treated as a domain so it could be subtracted from the MRE as depletion. Capping levels ranged from five (5) to 150 g/t Au; 25 domains were capped and 46 showed no evidence of outliers and remained uncapped.

The dataset included 4,801 bulk density measurements in units of grams / centimeter^3. These values were segregated by domain which demonstrated that many domains lacked sufficient bulk density measurements to support the interpolation of density measurements into the block model, so average values were calculated for each domain. For those domains for which no values were available, the global average bulk density of 2.61 g/cm^3 was used.

Analysis of spatial continuity of non-zero composite data was carried out using Sage 2001, a commercial variography software package. A minimum population of 98 composites was chosen as the threshold for variography. Twenty-five domains meet this criterion. For the remaining 46 domains, variogram parameters of proximal and similarly oriented domains were applied where possible, otherwise interpolation was carried out using inverse distance squared (ID2) that relies only on a search ellipse and strictly linear weighting of composites. All variograms used two structures and both first and second structures are spherical.

The 69 Domains and the Underground Development were estimated separately. For the 69 Domains, gold grades were interpolated into the block model in two passes for both ordinary kriging (OK) and inverse distance squared (ID^2) weighting. The Underground Development and Outside Domains were interpolated in a single pass using ID^2. In all cases, a minimum of two holes was required to interpolate a grade into a block to ensure that continuity of mineralization was demonstrated.

The estimated tonnes and ounces of gold represented by the Underground Development were subtracted from the estimated tonnes and ounces of gold estimated for the 69 Domains and the net (depleted) resource within the 69 Domains is reported as the current MRE. The resource within the Outside Domains is reported separately.

Blocks were classified as Indicated, or Inferred. For the 69 Domains, classification was carried out using all composites for all 69 domains. Classification of the Underground Development was carried out using composites for only that domain. In both cases, interpolation was by ID^2. The Outside Domains were classified as Inferred. The search ellipse for the Indicated class is of the same dimensions as that used for the first interpolation pass for most domains. The Inferred classification was designed to capture all blocks in each domain that fall outside the Indicated category.

Table 1.2 summarizes the Tuvatu MRE for the 69 Domains by Class. The left-hand columns of the table show the gross tonnes and ounces within the 69 Domains, the central columns show the tonnes and ounces in the Underground Development, and the right-hand columns show the resources in the 69 Domains net of the tonnes and ounces in the Underground Development. The basecase is taken as 3 g/t and is highlighted. Table 1.2 shows the resource in the Outside Domains. The 3 g/t basecase is highlighted.

Table 1.2 Tuvatu 69 Domains Mineral Resource Estimate Summary Net of Underground Development

CutOff Au g/t	Classification	69 Domains Gross			Underground Development			69 Domains Net		
		Au g/t	Tonnes	Ounces	Au g/t	Tonnes	Ounces	Au g/t	Net Tonnes	Net Ounces
4	Indicated	9.95	500,000	160,000	5.00	8,000	1,300	10.05	492,000	159,000
4	Inferred	9.47	958,000	292,000	5.22	2,000	300	9.50	956,000	292,000
3	Indicated	8.41	655,000	177,000	4.44	14,000	2,000	8.48	642,000	175,000
3	Inferred	7.61	1,388,000	340,000	4.43	3,000	500	7.62	1,384,000	339,000
2	Indicated	6.89	880,000	195,000	3.84	19,000	2,300	6.97	861,000	193,000
2	Inferred	5.99	2,023,000	389,000	4.23	4,000	500	5.99	2,019,000	389,000

Table 1.3 Tuvatu Mineral Resource Summary for Outside Domains

CutOff Au g/t	Classification	Aug/t	Tonnes	Ounces Au
4	Inferred	11.72	8,000	3,000
3	Inferred	9.32	11,000	3,000
2	Inferred	7.47	15,000	4,000

a) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
b) There is no certainty that all or any part of the Mineral Resources estimated will be converted into Mineral Reserves.
c) Mineral Resource tonnage and contained metal have been rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding.
d) The base case is based on a 3 g/t Au cutoff and cost estimates for mining of US$56/tonne, processing of US$56/tonne and G&A of US$25/tonne; gold recovery of 80%; and a three-year trailing gold price of US$1,973/ounce.
e) Mineral Resource tonnage and grades are reported as undiluted.
f) The effective date of the mineral resource estimate is March 25, 2024

Blockmodel grades were validated by 1) visual inspection, 2) comparison of mean values for composites and corresponding block models, and 3) by swath plots. Blockmodel grades are in reasonable agreement with the underlying assays and composites and the swath plots indicate that there is neither an over- or underestimation bias.

1.12 Recovery Methods

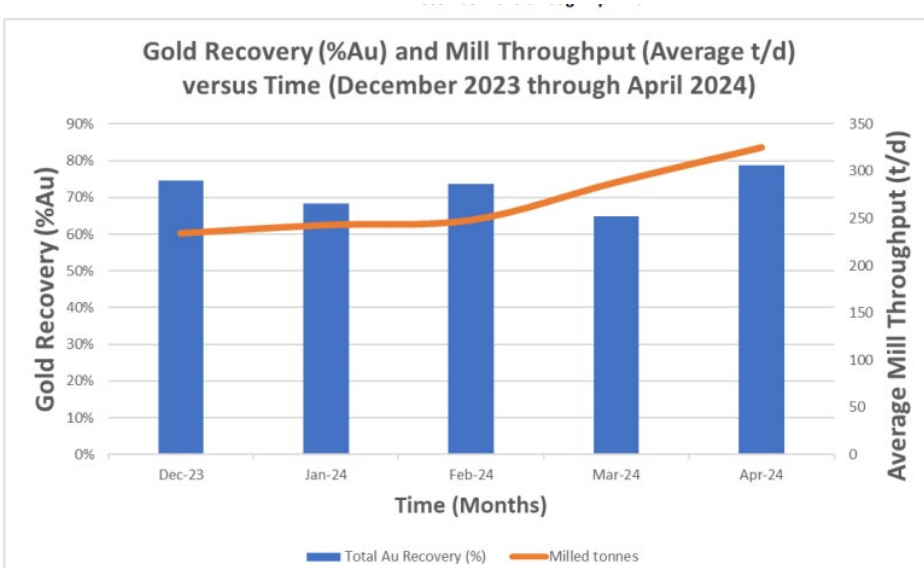
Historical metallurgical test work results were used to select the recovery method for the Project and to develop the process design criteria. The metallurgical test results indicate that the Tuvatu mineralization is amenable to a combined process of two stage gravity concentration and concentrate pre-treatment followed by cyanidation. The process facility, together with the process flowsheet, were designed based on the process design criteria.

The Pilot Plant was designed to process mineralized material at a rate of 300 t/d although, at times, it has operated at more than 500 t/d. Depending on where the mineralized feed is coming from in the mine, and the configuration of the pilot plant, the average gold recovery has varied from 65% to almost 93% gold recovery. The comminution circuits, including two-stage grinding circuit, grind the mill feed to a grind size of 80% passing (P80) 60 to 65 µm or finer. As the throughput increases, the P80 increases from approximately 74 µm to 105 µm. The coarser grind results in better gold recovery from the gravity circuits but reduces recovery in the CIL circuit.

The two-stage gravity separation circuit, including intensive cyanidation of the primary concentrators, are integrated with the secondary grinding mill to recover the coarse-free gold grains. The hydrocyclone overflow from the grinding circuit is concentrated by the secondary continuous gravity concentrator. The resulting secondary gravity concentrate is treated with a caustic pre-treatment prior to cyanide leaching. The secondary concentrator tailings are cyanide leached as well. CIL treatment is used for extracting gold from the mill feed.

The loaded carbon is stripped, and the pregnant solution is treated by a heated and pressurized electrowinning circuit to recover the gold from the solution. The pregnant solution from the intensive 7 cyanidation reactor is sent to a separate atmospheric electrowinning cell to recover gold and silver from the solution. The carbon stripping and gold electrowinning are operated in a closed circuit. Gold doré is produced from an electric furnace located on site. The leach residue is treated by cyanide destruction using the SO2/air process prior to being filtered and trucked to the Tailings Storage Facility ("TSF") for dry stacking. The crushing circuit was designed to operate during the day shift, while the milling and leaching circuits were designed to operate 24 h/d and 330 d/a, or 365 d/a with an availability of 90.4%. Carbon stripping and gold electrowinning circuits operate as necessary, and the cycle requires approximately 24 hours of operation to produce the gold and silver sludge to feed the electric doré furnace. Figure 1.3 shows average monthly gold recovery and daily milled throughput for the period December 2023 through April 2024.

Figure 1.3 Average Monthly Gold Recovery (%) and Average Daily Milled Throughput (t/d) on a monthly basis from December 2023 through April 2024.



1.13 Project Infrastructure

The Project is located 17 km by road from Nadi International Airport. The region is well serviced with port facilities at Ba and Lautoka. Lion One maintains an operations office in Nadi, including a geochemical and metallurgical laboratory to service site operations.

The mine commenced production in June 2023. The process plant poured first gold in October 2023 all the circuits were commissioned in November 2023. The mine and process plant currently operate at a throughput rate of 300 tonnes per day. Tailings are dewatered with two filtered presses and then trucked to the tailings storage facility. 8 The mine currently uses reclaim water and run-off water from nearby creek. Additional water can also be drawn from the Sabeto River and wells.

An 11 kV transmission line crosses the Project site from a nearby EFL hydroelectric generation facility but because of a national shortfall in power supply from the grid, the mine generates its own power by two (2) separate diesel generator power plants for the mine operation and processing plant operation separately. An 11kV transmission line from the EFL Nagado Substation to the mine site is under construction to supply 500kVA grid power to the mill area and will be used to energize the most critical process equipment and site admin office. Land has been secured for a solar power plant that will be capable of providing full power supply to the Project during daytime.

The site mobile phone and internet systems have been upgraded and expanded for operation use. The crushing plant control room and substation are linked by a hard-wired control network, with remote stop/start capability. Mobile phone and wifi system are used to communicate between the Tailings Storage Facility and the plant for emergency response. Underground voice communications consist of primary headend equipment and a radiating cable (leaky feeder) network system with capability for very-high frequency digital underground two channel operation.

The site administration building is located immediately east of the process plant and houses processing plant management, geology department, information technology, clerical, environmental, first aid and safety personnel. General administration, accounting, government and public relations, and geographic information systems, are housed in Lion One’s Nadi office.

Site security is maintained by gatehouses located at the west and east entrances to the minesite . A paramedic will be stationed on site at all times. The site ambulance and fire response vehicles will be parked in adjacent dedicated parking bays.

The two bay exploration maintenance shop services light vehicles and provides general mechanical and electrical repair services for the drilling equipment. A mill maintenance shop and warehouse has been established next to the process water tank platform.

The mine dry, located adjacent to the decline portal and across the yard from the mine workshop, is sized for 70 personnel per shift and is equipped with shower and toilet facilities, and lockers.

Mining explosives are housed in three separate sea containers converted to storage magazines that are located approximately 150 m east of the exploration portal, well away from the main process plant and public road. Access to the magazines is via a gate with security post.

Proximity to Nadi, Latouka, and local villages provides sufficient accommodation for contractors and mine operation personnel.

1.14 Market Studies and Contracts

Lion One has contracts for the sale of gravity concentrate, flotation concentrate, carbon fines, refinery products and doré. Each of these commodities is covered under a separate contract although all contracts are with Ocean Partners UK Limited. The metal price is based on the average London Metal Exchange price for 10 days prior to the date of the transaction and as such is consistent with industry norms. Rates and charges are also considered to be within industry norms.

Shipment of the various products from the mine are covered under a separate contract with IBI International Logistics, a firm based in the UK. This contract provides for the secure transportation of shipments and the matter of insurance in the event of loss while in transit.

9 1.15 Environmental Studies and Permitting

Both a Construction Environmental Management Plan and Operational Environmental Management Plan were submitted to the regulatory authorities and approved on July 30, 2014. A Rehabilitation and Closure Plan was also required to be submitted. This was submitted in 2014, though no formal approval was required. All three plans will need to be updated as the mining operation continues.

Quarterly surveys of the water quality and macroinvertebrate communities have been undertaken since September 2014 to determine the baseline condition of the watercourses located adjacent to the site.

1.16 Recommendations

1.16.1 Geology
1.16.1.1 Mine Area

A program of 14,500 meters of diamond drilling is recommended to extend and better define the main zones of immediate mining interest within the mine. These include the West, SKL, Murau Extension, UR2 north of the Cabex Fault, and Zone 5. This drilling is intended to identify short-term sources of mill feed as well as to expand the currently known resource and has a budget, including sample assay costs, of CAD$2,986,000.

1.16.1.2 Regional Exploration

Lion One has acquired a significant quantity of data from exploration programs conducted by previous operators and through its own exploration that provide insights into understanding the geology and mineral occurrences of the Property area. However, this data would be of greater benefit if it were integrated into a comprehensive dataset that shares a common set of coordinates and scales. This compilation program should be followed by ground assessment, including trenching, benching, and sampling of any targets that appear to have been overlooked or under evaluated. It is recommended that this program can be carried out by one geologist and an assistant. The budget is estimated at approximately CAD$30,000 per month or CAD$200,000 for the balance of 2024. and includes salaries, analytical costs, vehicle and equipment rental and fuel and office and software support. This program will provide a baseline for future exploration work on the Property.

1.16.2 Metallurgy and Processing

Several important suggestions to improve plant performance are:
• Obtain mineralized samples from new types of mineralization found underground and conduct gravity, pre-treatment and leach tests before the mineralization is fed to the pilot plant.
• Conduct tests on a regular basis to define optimum recovery in the pilot plant.
• Modify the mill feed bin to increase active available storage volume and reduce hangups of feed in the bin. Reduce the number of draw points from four to two.
• Improve the automation of the two stage gravity concentration circuits.
• Hire an experienced Maintenance Foreman to train and work with current work force to better understand the scope and depth of their work and responsibilities.
The cost of these activities will be included in the operating budget, so no separate budget is necessary.

RISK FACTORS

An investment in securities of Lion One is speculative and involves significant risks and uncertainties which should be carefully considered by prospective investors before purchasing such securities. The occurrence of any one or more of these risks and uncertainties could have a material adverse effect on the value of any investment in Lion One and the business, prospects, financial position or operating results of the Company. The risks noted below do not necessarily comprise all those faced by the Company. Each risk factor identified below should, unless specifically referring to one or more of the mineral projects of the

Company, be considered in the context of each mineral project of the Company and the Company as a whole. In addition to the other information set forth elsewhere in this Annual Information Form, including, without limitation, the financial statements and notes, prospective investors should carefully review the following risk factors:

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in the exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial.

The following sets out the principal risks faced by the Company:

<u>The Company is subject to a number of inherent exploration, development and operating risks.</u>

Lion One is engaged in mineral exploration and development. Mineral exploration and development is highly speculative in nature and involves many risks and is frequently not economically successful. While Lion One has a limited number of specific identified exploration or development prospects, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of Lion One depends on its ability to find, acquire and commercially develop reserves. No assurance can be given that minerals will be discovered in sufficient quantities at any of Lion One's projects to justify commercial operations or that funds required for additional exploration or development will be obtained on a timely basis. Increasing mineral resources or mineral reserves depends on a number of factors including, among others, the quality of a Company's management and their geological and technical expertise and the quality of land available for exploration.

Once mineralization is discovered it may take several years of additional exploration and development until production is possible during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling or drifting, to determine the optimal metallurgical process and to finance and construct mining and processing facilities. At each stage of exploration, development, construction and mine operation various permits and authorizations are required. Applications for many permits require significant amounts of management time and the expenditure of substantial amounts for engineering, legal, environmental, social and other activities. At each stage of a project's life delays may be encountered because of permitting difficulties. Such delays add to the overall cost of a project and may reduce its economic viability. There is no assurance that surface rights agreements that may be necessary for future operations will be obtained when needed, on reasonable terms, or at all, which could adversely affect the business of Lion One. As a result of these uncertainties, there can be no assurance that the Company's mineral exploration and development programs will result in profitable commercial production.

Companies engaged in mining activities are subject to all of the hazards and risks inherent in exploring for and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, increases in the cost of labour, social unrest, fires, changes in the regulatory environment, impact of non-compliance with laws and regulations, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated metallurgical characteristics or less than expected mineral recovery, encountering unanticipated ground or water conditions, cave ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, seismicity, natural disasters and other acts of God or unfavourable operating conditions and losses. Should any of these risks or hazards affect a Company's exploration, development or mining activities it may: cause the cost of development or production to increase to a point where it would no longer be economic to produce metal from the Company's mineral resources or expected reserves; result in a write-down or write-off of the carrying value of one or more mineral projects; cause delays or stoppage of mining or processing; result in the destruction of mineral properties, processing facilities or third party facilities necessary to the Company's operations; cause personal injury or death and related legal liability; or result in the loss of insurance coverage — any or all of which could have a material adverse effect on the financial condition, results of operations or cash flows of the Company. Such incidents may also result in a breach of the conditions of a mining lease or other consent or permit of a relevant regulatory regime, with consequent exposure to enforcement procedures, including the possible revocation of such leases, consents and permits.

The economics of any future commercial production from the Company's mineral properties depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

The Company's resource estimates are based on interpretations and assumptions and may yield less mineral production under actual conditions than is currently estimated.

Mineral resource estimates for development projects are, to a large extent, based on interpretations of geological data obtained from drill holes and other sampling techniques. There is significant uncertainty in any mineral resource estimate and the actual deposits encountered may differ materially from the Company's estimates. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Estimated mineral resources are periodically recalculated based on changes in prices of mineral products, changes in expected operating and capital costs and asset retirement obligations, further exploration or development activity or actual production experience. Such recalculations could materially and adversely affect estimates of the volume or grade of mineralization or other important factors which influence mineral resources.

The inclusion of mineral resource estimates should not be regarded as representation that these amounts can be economically exploited and no assurance can be given that such resource estimates will be converted into mineral reserves.

The Tuvatu Gold Project is in Fiji and is subject to risks associated with operations in foreign jurisdictions.

The Company's operations are subject to the risks normally associated with the conduct of business in foreign emerging countries and such risks may be increased because the Tuvatu Gold Project is in Fiji.

The Company's ability to carry on its business in the normal course may be adversely affected by political and economic considerations (such as civil unrest), labour disputes, corruption, sovereign risk (including coup d'état), political instability, the failure of foreign parties or governments to honour contractual relations, consents, rejections or waivers granted, changing government regulations with respect to mining including environmental requirements, taxation, land tenure, foreign investments, income repatriation and capital recovery (which changes may be arbitrary and with little or no notice), severe fluctuations in currency exchange and inflation rates, import and export restrictions, challenges to the Company's title to properties, problems renewing licenses and permits, opposition to mining from environmental or other nongovernmental organizations, increased financing costs, instability due to economic under-development, inadequate infrastructure, and the expropriation of property interests. Any of these events could result in conditions that delay or prevent the Company from ultimately developing the Tuvatu Gold Project.

<u>It may be difficult for investors to enforce judgments or effect service of process on directors and officers of the Company who reside outside of Canada.</u>

Two directors of the Company reside outside of Canada. Some or all of the assets of such person may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such person. Moreover, it may not be possible for investors to effect service of process within Canada upon such person.

<u>The Company’s properties contain no known mineral reserves.</u>

Only those mineral deposits that the Company can economically and legally extract or produce, based on a comprehensive evaluation of cost, grade, recovery and other factors, are considered mineral reserves. The current resource estimate comprise inferred and indicated resources and no assurance can be given that any particular level of recovery of gold or other minerals from mineralized material will in fact be realized or that an identified mineralized deposit will ever qualify as a commercially mineable (or viable) reserve. Substantial additional work, including mine design and mining schedules, metallurgical flow sheets and process plant designs, would be required in order to determine if any economic deposits exist on the Company’s properties. Substantial expenditures would be required to establish mineral reserves through drilling and metallurgical and other testing techniques. The costs, timing and complexities of upgrading the mineralized material at the Tuvatu Gold Project to proven or probable reserves may be greater than the Company anticipates and may not be undertaken prior to development, if at all. Failure to discover economically recoverable reserves on a mineral property will require the Company to write-off the costs capitalized for that property in its financial statements. No assurance can be given that any level of recovery of any mineral resources will be realized or that any identified mineral deposit will ever qualify as a commercially mineable ore body that can be legally and economically exploited.

<u>The Company is subject to government regulation.</u>

Mining operations and exploration activities are subject to extensive laws and regulations governing exploration, development, production, exports, taxes, labour standards, waste disposal, protection and remediation of the environment, reclamation, historic and cultural resources preservation, mine safety and occupation health, handling, storage and transportation of hazardous substances and other matters. The costs of discovering, evaluating, planning, designing, developing, constructing, operating, and closing the Tuvatu Alkaline Gold Project or other facilities in compliance with such laws and regulations are significant. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the owners or operators of mining operations would not proceed with the development of or continue to operate a mine. As part of their normal course operating, and development activities, such owners or operators have expended significant resources, both financial and managerial, to comply with governmental and environmental regulations and permitting requirements and will continue to do so in the future. Moreover, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations and enforcement policies thereunder, and claims for damages to property and persons resulting from mining operations could result in substantial costs and liabilities in the future.

Environmental Regulation

All phases of mining and exploration operations are subject to governmental regulation, including environmental regulation. Environmental legislation is becoming stricter, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and heightened responsibility for companies and their officers, directors and employees. While efforts to reduce emissions may be partially offset by improved energy efficiency, technological advancements, and the growing demand for minerals, the evolving regulatory landscape may lead to additional transition costs at certain operations. Consequently, the Company anticipates increased compliance costs as a result of changes in laws and regulations.

There can be no assurance that possible future changes in environmental regulation will not adversely affect mining operations. Additionally, environmental hazards may exist on a property in which the owners or operators of mining operations hold an interest which were caused by previous or existing owners or operators of the properties and of which such owners or operators are not aware at present and which could impair the commercial success, levels of production and continued feasibility and project development and mining operations on these properties.

The Company will require various permits to enable it to conduct its current and anticipated future operations.

The Company's current and anticipated future operations, including further exploration and development activities and the commencement of production from the Company's portfolio of exploration and evaluation assets in Fiji require the granting of the necessary permits from various federal and local authorities. The granting, continuing validity and enforcement of the terms of such concessions and permits are, as a practical matter, often subject to the discretion of the applicable governments or government officials. There can be no assurance that all concession and permits that the Company requires will be obtainable on reasonable terms, or at all, or will continue to be valid. Further, delays or failure to obtain such concession and permits, the withdrawal, expiry or non-renewal of existing concessions and permits, or failure to comply with the terms of such concessions and permits could have a material adverse impact on the Company.

The Company's four special prospecting licenses and one special mining lease in Fiji have been granted by the Fijian government. The Company has complied with all requests from the MRD and associated governmental organizations. The Company works with its Fijian stakeholders on an on-going basis to ensure the successful grant of all required permits. Changes in government personnel can cause procedural delays and additional requests.

There is no assurance that the Company's title to its mineral properties will not be challenged.

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to and the area of mineral properties may be disputed. While the Company has diligently investigated title to its mineral properties and has received a title opinion with respect to the Tuvatu Gold Project, this should not be construed as a guarantee of title to any of the Company's mineral properties. The Company's mineral properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of all of its mineral properties and consequently the boundaries of the properties may be disputed. The Company's mineral properties may also be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

The Company's potential profitability is partly dependent upon factors beyond the Company's control.

As with other enterprises in the mining industry, the Company's mineral exploration and development related activities are subject to conditions beyond the Company's control that may impact upon the potential profitability of its mineral projects. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental interference, currency pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that a decline in the market price of metals including gold, could also have a material adverse impact on the ability of the Company to finance the exploration and development of its existing projects.

Profitability will also depend on the costs of operations, including costs of labour, equipment, electricity, environmental compliance, diesel prices, cost of sulphuric acid and other production inputs, the discovery and/or acquisition of additional mineral reserves and mineral resources, the successful conclusion of feasibility and other mining studies, access to adequate capital for project development and sustaining capital, design and construction of efficient mining and processing facilities within capital expenditure budgets, securing and maintaining title to concessions and other mining rights, obtaining permits, consents and approvals necessary for the conduct of exploration, development, construction and production, the ability to procure major equipment items and key consumables in a timely and cost-effective manner. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide political and economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to predict. These changes and events may materially affect the Company's financial performance.

The Company has limited operating history and the Company is expected to continue to incur losses.

The Company has a limited operating history in the mineral exploration and development business and there can be no assurance that the Company will ever be profitable. Lion One is in the business of mineral exploration and mine development with the ultimate goal of developing and producing minerals from the Tuvatu Alkaline Gold Project in Fiji. Lion One has not commenced commercial production and has a short history of earnings and cash flow from its operations. As a result of the foregoing, there can be no assurance that Lion One will be able to develop any of its properties profitably or that its activities will generate positive cash flow. Lion One will have limited cash and other assets. A prospective investor in Lion One must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity, and good faith of Lion One's management in all aspects of the development and implementation of the Company's business activities.

The Company experiences negative cash flow.

The Company experiences negative cash flow from operations and anticipates incurring negative cash flow from operations for 2024 and beyond as a result of the fact that it does not have revenues from mining or any other activities. In addition, as a result of Lion One's business plans for the development of its mineral projects, Lion One expects cash flow from operations to continue to be negative until Lion One is able to establish the economic viability and the development of one of its mineral projects, of which there is no assurance. Completion of the exploration and development programs planned to be completed by Lion One will only advance the exploration of its mineral projects and mine development and will not result in revenues from mining activities. Accordingly, Lion One's cash flow from operations will be negative for the foreseeable future as a result of expenses to be incurred in connection with advancement of exploration on its mineral projects, and Lion One will require additional financing.

Such negative operating cash flows can be common for companies in the exploration and/or development stages in respect of material mineral properties, as is the case for the Company. To the extent the Company has negative operating cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available if or when needed or that these financings will be available on terms favourable to the Company or at all.

The Company has not paid dividends and may not pay dividends in the foreseeable future.

No dividends on the Common Shares have been paid by the Company to date. The Company does not intend to declare or pay any cash or in-kind dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the board of directors of the Company, after taking into account a multitude of factors appropriate in the circumstances, including the Company's operating results, financial condition and current and anticipated cash needs.

The Company has outstanding indebtedness.

As at June 30, 2024, the Company has an outstanding debt of approximately US$35,223,884 under the Loan Facility (which includes original loan principal of US$31,000,000 plus capitalized interest of approximately US$3,528,232) with Tranche 1 of US 25,840,576 that bears interest at a rate of 8% per annum plus 3 month SOFR (plus three-month secured overnight financing rate, as administered by Federal Reserve Bank of New York "SOFR") and with Tranche 2 US 9,383,308 that bears interest at a rate of 10% per annum plus 3 month SOFR. As a result of this indebtedness, the Company is required to use a portion of its cash to service the principal and interest on this debt, which will limit the cash available for other business opportunities. The Company's ability to pay interest, repay the principal or to refinance its indebtedness depends on the Company's future performance, which is subject to economic, financial, competitive and other factors beyond its control. The Company currently does not generate cash flows from operations and relies on financing. If the Company is unable to generate cash flow, it may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. The Company's ability to refinance its indebtedness will depend on the capital markets and its financial condition at such time. The Company may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on its debt obligations.

Restrictive covenants in the Loan Facility may impact business activities.

Pursuant to the Loan Facility, the Company must satisfy certain financial covenants as well as other restrictive and affirmative covenants in respect of the Company's operations. These covenants include, without limitation, restrictions on the Company's ability to incur additional indebtedness; pay dividends or make other distributions; make loans or investments; sell, transfer or otherwise dispose of assets; and incur or permit to exist certain liens. Compliance with these covenants may impair the Company's ability to finance its future operations or capital needs or to take advantage of other favourable business opportunities. The Company's ability to comply with these covenants will depend on its future performance, which may be affected by events beyond its control. The Company's failure to comply with any of these covenants, if left uncured, could result in an event of default under the Loan Facility and could result in the acceleration of the indebtedness under the Loan Facility. If the Company is unable to repay any amounts outstanding as they come due under the Loan Facility, Nebari may be entitled to, among other things, take possession of any collateral securing the Loan Facility to the extent required to repay the outstanding amounts.

Management identifies a material uncertainty regarding the Company's ability to continue as a going concern.

Management continues to identify a material uncertainty that raises substantial doubt about the Company's ability to continue as a going concern. The Company will need to raise additional funding in order to continue as a going concern and the Company cannot provide any assurance that it will be successful in doing so. If the Company is unable to improve its liquidity position when required, the Company may not be able to continue as a going concern.

The Company has no history of mineral production.

The Company currently has no advanced exploration projects other than the Tuvatu Gold Project. The Tuvatu Gold Project is an exploration project that has no operating history upon which to base estimates of future cash operating costs, future capital spending requirements or future site remediation costs or asset retirement obligations.

The Company's properties, including the Tuvatu Gold Property, may not be brought into a state of commercial production.

Development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The commercial viability of a mineral deposit is dependent upon a number of factors which are beyond the Company's control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. Fluctuations in the market prices of minerals may render resources and deposits containing relatively lower grades of mineralization uneconomic. There is no assurance that the Company's mineral exploration activities will result in the discovery of a body of commercial ore on any of its properties, including the Tuvatu Gold Property, and several years may pass between the discovery of a deposit and, if at all, its exploitation. Most exploration projects do not result in the discovery of commercially mineable mineralized deposits.

Future Production Estimates Cannot be stated with Certainty.

Forecasts of future gold production are estimates based on interpretation and assumptions, and actual production may be less than estimated. The Company has prepared estimates of future production from the Tuvatu Gold Project. The Company's production forecasts are based on full production being achieved. The Company's ability to achieve and maintain its estimated full production rates at the Tuvatu Gold Project is subject to a number of risks and uncertainties. These production estimates are dependent on, among other things, the accuracy of Mineral Resource estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions, physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics, and the accuracy of estimated rates and costs of mining and processing. The actual production may vary from our estimates for a variety of reasons, including, risks and hazards associated with mining; natural phenomena, such as inclement weather conditions, water availability, floods, and earthquakes; and unexpected labor shortages, strikes, local community opposition or blockades. The failure of the Company to achieve its estimated production at the Tuvatu Gold Project could have a material adverse effect on the Company's operations and financial condition.

The Company's resource estimates are based on interpretations and assumptions and may yield less mineral production under actual conditions than is currently estimated.

Mineral resource estimates for development projects are, to a large extent, based on interpretations of geological data obtained from drill holes and other sampling techniques. There is significant uncertainty in any mineral resource estimate and the actual deposits encountered may differ materially from the Company's estimates. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Estimated mineral resources are periodically recalculated based on changes in prices of mineral products, changes in expected operating and capital costs and asset retirement obligations, further exploration or development activity or actual production experience. Such recalculations could materially and adversely affect estimates of the volume or grade of mineralization or other important factors which influence mineral resources.

The inclusion of mineral resource estimates should not be regarded as representation that these amounts can be economically exploited and no assurance can be given that such resource estimates will be converted into mineral reserves.

Costs and Cost Estimates Cannot be stated with Certainty

We have prepared estimates of operating costs and capital costs in respect to the Tuvatu Gold Project. Our estimated costs are dependent on a number of factors, including the exchange rate between the United States dollar, the Canadian dollar and the Fijian dollar, smelting and refining charges, penalty elements in concentrates, royalties, the price of gold and by-product metals, the cost of inputs used in mining operations and events that impact estimated production levels.

However, despite our best efforts to budget and estimate such operating costs and capital costs, including any targeted cost reductions, as a result of the substantial expenditures involved in the development of mineral projects and the fluctuation of costs over time, development projects and operating mines are often prone to material cost overruns. Our actual costs may vary from estimates for a variety of reasons, including changing waste-to-ore ratios, ore grade metallurgy, labour and other input costs, commodity prices, general inflationary pressures and currency exchange rates. Failure to achieve our estimated costs could have an adverse impact on Lion One's business, results of operations and financial condition. The Company may be required to seek additional debt or equity capital in order to complete construction at the Tuvatu Gold Project and we may not be able to access capital on commercially reasonable terms or at all and, even if successful, we may not be able to raise enough capital to allow us to fully fund the capital costs required to complete construction at the Tuvatu Gold Project.

Uncertainties and Risks Relating to the Technical Report.

There is no certainty that the Technical Report will be realized. While the Technical Report is based on the best information available to the Company, it cannot be certain that actual costs will not significantly exceed the estimated cost. While the Company incorporates what it believes is an appropriate contingency factor in cost estimates to account for this uncertainty, there can be no assurance that the contingency factor is adequate. Many factors are involved in the determination of the economic viability of a mineral deposit, including the achievement of satisfactory mineral reserve estimates, the level of estimated metallurgical recoveries, capital and operating cost estimates and estimates of future metal prices. Resource estimates are based on the assay results of many intervals from many drill holes and the interpolation of those results between holes and may also be materially affected by metallurgical, environmental, permitting, legal title, socio-economic factors, marketing, political and other factors.

Disclosure and Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a company in reports filed with securities regulatory agencies is recorded, processed, summarized, and reported on a timely basis and is accumulated and communicated to the company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of reporting, including financial reporting and financial statement preparation.

Currency fluctuations.

Fluctuations in currency exchange rates (principally the Australian dollar/CDN $, the United States dollar/CDN$ and Fijian dollar/CDN $ exchange rates) may significantly impact the Company's exploration and development costs. The appreciation of the Argentinean peso and/or Australian dollar against the Canadian dollar would increase the cost of exploration and development of the Company's mineral properties located in Australia and Argentina which could have a material adverse effect on the financial condition of the Company. The appreciation of the Fijian dollar against the Canadian dollar would increase the cost of exploration and development of the Company's mineral properties (including the Tuvatu Gold Project) located in Fiji which could have a material adverse effect on the financial condition of the Company.

Competition in the mining industry could adversely affect the Company's ability to acquire mineral claims, leases and other mineral interests.

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will be competing with other mining companies, many of which have greater financial resources than it does, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the necessary funds can be raised or that any projected work will be completed.

The Company is subject to litigation risks and judgments obtained in Canadian courts may not be enforceable in foreign jurisdictions.

The Company may be subject to legal claims, with and without merit and the cost to defend and settle such legal claims can be substantial, regardless of the merit of the claim. Substantially all of the Company's assets are located outside of Canada. It may be difficult or impossible to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of the securities laws of the various Canadian provinces against the Company's assets located outside of Canada.

The Company's insurance coverage may not cover all losses and liabilities and certain risks are uninsured or uninsurable.

The mining industry is subject to significant risks, including unexpected or unusual geological formations or operating conditions, rock bursts, cave ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability, which could result in damage to, or destruction of, mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining and monetary losses and possible legal liability. Accordingly, the Company may become subject to losses, liabilities, delays or damages against which it cannot insure or against which it may elect not to insure because insurance costs are too expensive relative to the perceived risk.

Of the risks which the Company may elect to insure, the liability could exceed the policy limits or otherwise determined to be excluded by the coverage. The impact of the potential cost associated with any liabilities in excess of the Company's insurance coverage or of any uninsured liabilities may have a material adverse effect on the financial condition, results of operations or cash flows of the Company. The Company has not purchased insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) as it is not generally available at a reasonable price.

The Company is reliant upon management and other key personnel and employees.

The Company is heavily reliant on the personal efforts, experience and expertise of its directors and senior officers. If any of these individuals should cease to be available to manage the affairs of the Company, its activities and operations could be adversely affected. Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. Although the Company believes that it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Attraction and Retention of Key Personnel Including Directors

Lion One has a small management team and the loss of a key individual or inability to attract suitably qualified staff could have a material adverse impact on the business of the Company. Lion One may also encounter difficulties in obtaining and maintaining suitably qualified staff. The success of the Company depends on the ability of management to interpret market data correctly and to interpret and respond to economic, market and other conditions in order to locate and adopt appropriate opportunities. No assurance can be given that individuals with the required skills will continue employment with Lion One or that replacement personnel with comparable skills can be found. Lion One will be dependent on the services of key executives, including the directors of Lion One and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of Lion One, the loss of these persons or Lion One's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

<u>The Company may not be able to raise additional financing if required to advance exploration properties.</u>

As the Company's exploration efforts on the Tuvatu Gold Project proceed, additional funds may be required to continue exploration and to develop an economic ore body and place it into commercial production. Exploration and future development of these mineral properties may depend on the Company's ability to obtain adequate financing through the joint venturing of projects, debt financing, equity financing or by other means. There can be no assurance that the Company will be successful in obtaining the required financing. Failure to obtain such financing would result in delay or indefinite postponement of exploration and future development work on the Tuvatu Gold Project.

<u>Fluctuating Metals Prices.</u>

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of gold and other metals or interests related thereto. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of gold, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

<u>Inflation may affect the Company's estimates for costs to complete its planned exploration programs, and the Company may need to raise additional funds or reduce expenditures.</u>

Inflation has risen significantly in 2023 and 2024 and has resulted in higher costs for the goods, such as fuel, and services required for the Company's expenditure programs. Accordingly, if inflation is to continue to rise, there is a risk that the Company's estimates for the costs to complete its planned exploration programs could rapidly become out-of-date. If this happens, the Company will need to either raise additional funds through additional equity issuances, causing equity dilution, or reduce its expenditures and reduce progress. Increases in inflation may result in central bank interest rate hikes which can trigger negative capital market conditions making financing difficult. While inflation increases may lead to higher precious metals prices, there can be no assurance of that the Company's plan of operations and its share price will not be adversely affected by increased inflation.

<u>Global Demand and International Trade Restrictions</u>

The international gold industry is subject to extensive government regulation and policies. In general, trade agreements, governmental policies and/or trade restrictions are beyond the control of the Company and may affect the supply of minerals available internationally. Similarly, trade restrictions or foreign policy have the potential to impact the ability to supply gold to developing markets, such as China and India.

The Company's Common Shares may experience price volatility and the market price of the Common Shares cannot be assured.

There can be no assurance that an active market for the Common Shares will be sustained. If an active or liquid market for the Common Shares fails to develop or be sustained, the prices at which the Common Shares trade may be adversely affected. Securities of mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of the Company is also likely to be significantly affected by short-term changes in commodity prices, other precious metal prices or other mineral prices, prevailing interest rates and the market for similar securities, the market price of the Company's other securities, general economic conditions and the Company's financial condition, historic financial performance and future prospects, currency exchange fluctuation, the political environment in Fiji, or in its financial condition or results of operations as reflected in its quarterly earnings reports.

Other factors unrelated to the performance of the Company that may have an effect on the price of the securities of the Company include the following: the extent of analyst coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of securities of the Company; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the securities of the Company that persists for a significant period of time could cause the Company's securities to be delisted from an exchange, further reducing market liquidity. If an active market for the securities of the Company does not continue, the liquidity of an investor's investment may be limited and the price of the securities of the Company may decline and investors may lose their entire investment in the Common Shares.

As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Any volatility in the price of the Common Shares may affect the ability of shareholders to sell their Common Shares at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts' estimates, governmental regulatory action, adverse changes in general market conditions or economic trends, including changes resulting from the COVID-19 pandemic and the Russian Federation's military invasion of Ukraine, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors, including, without limitation, those set forth under "Cautionary Note Regarding Forward-Looking Statements" in this AIF.

The Company may issue additional securities which may affect market prices of the Common Shares and subject a holder to dilution.

Future Sales of Shares by Existing Shareholders

Sales of a large number of Lion One's Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair Lion One's ability to raise capital through future sales of its Common Shares. The Company may from time to time have previously issued securities at an effective price per share which will be lower than the market price of its Common Shares. Accordingly, certain shareholders of Lion One may have an investment profit in the Company's Common Shares that they may seek to liquidate.

Conflicts of interest may arise between Lion One's directors and officers.

Certain of the directors and officers of Lion One may also serve from time to time as directors and/or officers of other companies involved in natural resource exploration, development and mining operations and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Lion One and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the Business Corporations Act of BC and other applicable laws.

Any future acquisitions by the Company may not be successful or acceptable.

Lion One's business strategy includes continuing to seek new property and corporate acquisition, merger and joint venture opportunities. In pursuit of such opportunities, Lion One may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into Lion One. Lion One cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit Lion One's business.

DIVIDEND POLICY

No dividends on the Common Shares have been paid by Lion One to date. Lion One anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of Lion One's board of directors after taking into account many factors, including Lion One's operating results, financial condition and current and anticipated cash needs. Further, Lion One conducts its major operations through subsidiaries. Lion One's ability to obtain dividends or other distributions from subsidiaries may be subject to restrictions on dividends or repatriation of earnings under applicable local law, monetary transfer restrictions and credit facilities. There can be no assurance that there will be no future restrictions on repatriation, the payment of dividends or other distributions from subsidiaries which are necessary to enable the Company to pay dividends in the future.

DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of common shares without par value of which, as of June 30, 2024, 230,550,241 common shares are issued and outstanding and as of the date of this report 262,035,620 common shares are issued and outstanding. The common shares do not carry any pre-emptive, subscription, redemption, retraction, conversion or exchange rights, nor do they contain any sinking or purchase fund provisions. The holders of Common Shares are entitled to receive notice of any meeting of Lion One shareholders and to attend and vote thereat. Each Common Share entitles its holder to one vote. The holders of Common Shares are entitled to receive on a pro rata basis such dividends as the board of directors of Lion One may declare out of funds legally available therefor. In the event of the dissolution, liquidation, winding-up or other distribution of the assets of Lion One, such holders are entitled to receive on a pro rata basis all of the assets of Lion One remaining after payment of all of Lion One's liabilities. The Common Shares carry no pre-emptive, conversion, redemption or retraction rights. The Common Shares carry no other special rights and restrictions other than as described herein.

During the financial year ended June 30, 2024, Lion One listed securities for quotation on the ASX in the form of CHESS Depository Instruments ("CDIs"), with each CDI representing a beneficial ownership interest in one common share of the Company. Subsequent to the financial year end, the CDI's were delisted from the ASX on August 5, 2024, and converted into common shares of the Company.

MARKET FOR SECURITIES

The common shares of the Company are listed on the TSX-V under the symbol “LIO”. As at June 30, 2024 a balance of 15,555,021 CDI’s remained listed on the ASX under the symbol “LLO”. Each CDI represented one common share of the Company.

Country	Symbol	Exchange/Market
Canada	LIO	TSX Venture Exchange
USA	LOMLF	OTCQX Market
EU	LY1	Frankfurt Stock Exchange
Australia	LLO	Australia Securities Exchange

TRADING PRICE AND VOLUME

The Company’s common shares traded on the TSX-V (trading symbol “LIO”) during fiscal year ended June 30, 2024. The table below presents the high and low trading range, closing prices, and monthly trading volumes on the TSX-V for the period from July 1, 2023 to June 30, 2024. All prices are in Canadian dollars.

Month	High	Low	Close (as at month end)	Volume (Monthly)
July 2023	0.90	0.74	0.83	4,443,600
August 2023	1.04	0.79	0.91	5,292,200
September 2023	0.93	0.78	0.83	2,464,100
October 2023	0.96	0.80	0.86	3,165,400
November 2023	0.91	0.81	0.84	2,103,800
December 2023	0.86	0.73	0.85	2,627,300
January 2024	0.87	0.73	0.75	1,862,400
February 2024	0.76	0.44	0.44	6,432,700
March 2024	0.55	0.38	0.44	5,320,000
April 2024	0.52	0.44	0.50	4,322,000
May 2024	0.59	0.49	0.51	3,847,500
June 2024	0.60	0.45	0.47	3,340,500

The CDI’s were listed for trading on the ASX under the trading symbol “LLO”. The table below presents the high and low trading range, closing prices, and monthly trading volumes for CDI’s on the ASX for the period from July 1, 2023 to June 30, 2024. All prices are in Australian dollars.

Date	High	Low	Close	Volume
July 2023	1.25	0.835	1.00	506,324
August 2023	1.25	0.905	1.02	603,376
September 2023	1.16	0.965	0.99	359,216
October 2023	1.20	0.955	1.00	582,529
November 2023	1.05	0.93	1.04	450,215
December 2023	1.15	0.8775	0.94	426,051
January 2024	0.995	0.84	0.895	185,168
February 2024	0.90	0.59	0.62	216,066

Date	High	Low	Close	Volume
March 2024	0.62	0.62	0.62	0
April 2024	0.62	0.62	0.62	0
May 2024	0.62	0.62	0.62	0
June 2024	0.62	0.62	0.62	0

PRIOR SALES

The only securities the Company has outstanding which are not listed or quoted on the market place are stock options granted under the Company's stock option plan and compensation options (refer to Note 12c and 12e) in the consolidated year-end financial statements.

The following stock options are outstanding and exercisable as at June 30, 2024:

	Number of Options Outstanding	Exercise price	Number of Options Exercisable	Expiry date
Stock Options	1,725,000	1.50	1,725,000	June 3, 2025
	3,045,000	1.25	3,045,000	June 2, 2026
	3,031,666	1.25	2,020,908	Sept. 3, 2027
	5,830,000	1.00	1,943,139	Dec. 13, 2028
	500,000	1.00	166,165	Jan. 18, 2029
	14,131,666		8,900,212	

The following compensation stock options are outstanding and exercisable as at June 30, 2024:

	Number of Options	Exercise Price	Expiry Date
September 2023 bought deal	1,040,880	0.77	September 28, 2025
May 2023 bought deal	1,755,000	0.92	November 11, 2025
February 2024 placement	1,449,000	0.65	February 14, 2027
Balance outstanding and exercisable	4,244,880		

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As at June 30, 2024, the Company had no shares held in escrow. The following securities of the Company are subject to contractual restrictions on transfer as of June 30, 2024:

Designation of Class	Number of Securities Subject to Contractual Restriction on Transfer	Percentage of Class
Stock Options	8,900,212	100%

(1) Contractual restrictions on transfer apply pursuant to the Company's stock option plan.

DIRECTORS AND OFFICERS

NAME, OCCUPATION AND SECURITY HOLDINGS

The name, province, state of residence, position and principal occupation within the five preceding years for each of the directors and officers of the Company at the date of this report are set out in the following table.

Name, Province/State and Country of Residence, and Position with the Company	Principal Occupations During The Five Preceding Years[1]	Director or Officer Since
Walter H. Berukoff [3] West Vancouver, BC, Canada *Chairman, CEO and Director*	Chairman and CEO of Lion One Metals Limited since 2010 and Merchant banker; President of Red Lion Management Ltd., a Vancouver-based merchant banking company	December 1, 1997
Kevin Puil [1][2][4] Vancouver, BC, Canada *Director*	Managing Partner at RIVI Capital LLC since 2014	September 30, 2013
Richard J. Meli [1][2][3][4] New York, New York, USA *Director*	Independent businessman focused on mining industry	February 12, 2004
Hamish Greig Vancouver, BC, Canada *Vice-President, Corporate Secretary*	Vice President and Corporate Secretary of Lion One Metals Limited since 2010	June 22, 2012
Tony Young Burnaby, BC, Canada *Chief Financial Officer*	CFO of Lion One Metals Limited since 2017 and Director of Finance and Controller with various TSX listed gold mining companies.	November 10, 2017
Patrick Hickey Golden, Colorado, USA *Chief Operating Officer*	President and Director of PHNG, a mining consultancy, Chief Executive of the African operations for Kinross Gold Corp from 2010 – 2014	June 1, 2021

(1) Member of the Company's Audit Committee
(2) Member of the Company's Compensation Committee
(3) Member of the Company's Corporate Governance Committee
(4) Independent in accordance with the definition of 52-110
(5) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled has been provided by the respective directors and officers.

Each director elected will hold office until the conclusion of the next annual general meeting of the Company at which a director is elected, unless the director's office is vacated earlier in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

As of the date of this AIF, the directors and executive officers of the Company and its subsidiaries as a group beneficially owned or controlled or directed, directly or indirectly, or exercised control or direction over 23,014,921 common shares of the Company, representing 8.78% of the issued and outstanding common shares, options to acquire 7,164,040 common shares, and warrants to acquire 1,493,852 common shares. This total includes 22,248,961 common shares beneficially owned or controlled, directly or indirectly, by Walter H. Berukoff, Chairman and Chief Executive Officer, representing 8.49% of the issued and outstanding common shares of the Company.

CEASE TRADE ORDERS OR BANKRUPTCIES

To the best of the Company's knowledge, other than as set forth below, no director or executive officer of the Company is, as at the date of this AIF, or was, within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that (a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days, or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the best of the Company's knowledge, other than as set forth below, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (a) is, as at the date of the AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder, except as set out below.

PENALTIES OR SANCTIONS

To the best of the Company's knowledge, no director, or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

To the best of the Company's knowledge, except as otherwise noted in this AIF, there are no existing or potential conflicts of interest among the Company, its directors, officers, or other members of management of the Company except that certain of the directors, officers and other members of management serve as directors, officers and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer or member of management of such other companies and their duties as a director, officer or member of management of the Company.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' or officers' conflicts of interest or in respect of any breaches of duty to any of its directors and officers. All such conflicts must be disclosed by such directors or officers in accordance with the *Business Corporations Act* (British Columbia).

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company or its subsidiaries is not a party, nor are any of the Company's properties subject to any pending legal proceedings the outcome of which would have a material adverse effect on the Company. Management has no knowledge of any material legal proceedings in which the Company may be a party which are contemplated by governmental authorities or otherwise.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The management of the Company is not aware of any material interest, direct or indirect, of any insider of the Company, or any Associate or Affiliate of any such Person, in any transaction during the Company's three last completed financial years, or during the current financial year, except as set out elsewhere in this AIF, that has materially affected or is reasonably expected to materially affect the Company.

TRANSFER AGENT AND REGISTRAR

Lion One's registrar and transfer agent for its Common Shares is Computershare Trust Company of Canada at its principal offices in Vancouver, British Columbia.

MATERIAL CONTRACTS

On April 1, 2023, the Company renewed its Management and Corporate Services Agreement ("Services Agreement") with Cabrera Capital Corp. ("Cabrera"), a company controlled by Walter Berukoff, the CEO and director of the Company, for an additional 5-year term. Under the Services Agreement, Cabrera agrees to provide a fully furnished and equipped business premises as well as management, business administration, shareholder services, securities administration, and corporate and general administration services to the Company for an initial period of five years from the date of the Services Agreement.

The Company has agreed to pay Cabrera a monthly fee equal to the actual out of pocket expenses incurred by Cabrera, its advisers, sub-agents and employees in connection with the provision of these services and any additional direct costs associated with providing these services. In addition, the Company has agreed to pay $15,000 per month in rent for its office premises. The Company can terminate the Services Agreement at any time by paying Cabrera a year's worth of fees based on the average monthly fee paid to Cabrera since April 1, 2023.

During the year ended June 30, 2024, the Company paid $174,405 in rent to Lions Den (Fiji) Pte Limited, a company controlled by Walter Berukoff, the CEO and director of the Company, for short-term and long-term accommodations including utilities in Fiji.

The Company entered into the Loan Facility Agreement with Nebari on January 19, 2023 for the Loan Facility of up to US$37,000,000.

Lion One entered into a warrant indenture with Computershare Trust Company of Canada on May 11, 2023 in connection with the issuance of up to a maximum of 16,876,250 warrants pursuant to a prospectus supplement dated May 5, 2023 to the short form base shelf prospectus dated May 13, 2022.

Lion One entered into a warrant indenture with Computershare Trust Company of Canada on September 28, 2022 in connection with the issuance of up to a maximum of 9,338,000 warrants pursuant to a prospectus supplement dated September 22, 2022 to the short form base shelf prospectus dated May 13, 2022.

The Company did not enter into any contract during the most recently completed financial year, and has not entered into any contract before June 30, 2024 that is still in effect that may be considered material to the Company, other than the material contracts disclosed herein and those entered into in the ordinary course of business not required to be filed under National Instrument 51-102 Continuous Disclosure Obligations.

INTERESTS OF EXPERTS

The following are names of persons or companies (i) that have prepared a or certified a report, valuation statement or opinion described or included in a filing, or referred to in a filing made under NI 51-102 by the Company during, or relating to the Company's most recently completed financial year; and (ii) whose profession or business gives authority to the report, valuation statement or opinion made by the person or company:

a) Bill Witte, P. Eng
b) Greg Mosher, P. Geo
c) Darren Holden, P.Geo

Based on information provided by the experts, none of the experts named above, when or after they prepared the statement, report or valuation, has received or will receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of one of the Company's associates or affiliates (based on information provided to the Company by such experts). As at the date hereof, the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned companies and partnerships beneficially own, directly or indirectly, in total, less than one percent of the securities of the Company.

The auditors of the Company are Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia. Davidson & Company LLP, has advised the Company that it is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Neither the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

INFORMATION ON AUDIT COMMITTEE

The Company is subject to National Instrument 52-110 *Audit Committees* ("NI 52-110"), which has been adopted by the Canadian Securities Administrators and which prescribes certain requirements in relation to audit committees. NI 52-110 requires the Company to disclose annually certain information concerning the constitution of its Audit Committee and its relationship with its independent auditors, which is set forth below.

AUDIT COMMITTEE CHARTER

The Company's Audit Committee is governed by an audit committee charter, the text of which is set out in Appendix "A" of this AIF.

COMPOSITION OF THE AUDIT COMMITTEE

The Company's Audit Committee is comprised of three directors: Richard J. Meli, Kevin Puil and David Tretbar. All members are considered independent members of the Audit Committee pursuant to the meaning of "independent" provided in NI 52-110 and all members of the Audit Committee are considered financially literate as provided for in NI 52-110. Mr. Richard Meli acts as chair of the Audit Committee. The Company's board of directors is reviewing the composition of the Audit Committee and plans to identify and appoint a new director to serve on the Audit Committee.

RELEVANT EDUCATION AND EXPERIENCE

This section described the education and experience of the Company's Audit Committee members that is relevant to the performance of their responsibilities in that role.

Richard J. Meli

Mr. Meli earned a B.S. in Economics in 1969 and a M.S. in Accounting in 1971, both from the Wharton School at the University of Pennsylvania. Mr. Meli began his career with PricewaterhouseCoopers (former known as Price Waterhouse & Co.) in 1971, spending eight years in the firm's New York office, becoming a CPA and reaching the level of audit manager. Mr. Meli was President of La Mancha Resources Inc. from September, 2004 until May, 2006; President of Luzenac America, a subsidiary of Rio Tinto plc. from 1999 to 2001; Senior Executive Business Development of Rio Tinto plc from 1996 to 1999.

Kevin Puil

Mr. Puil holds a degree in Economics from the University of Victoria in British Columbia, and is a Chartered Financial Analyst (CFA). He has held the positions of advisor and analyst with Goepel McDermid (now Raymond James), and was a partner and portfolio manager at Bolder Investment Partners (now Haywood Securities), both located in Vancouver, British Columbia. From 2008 to 2014 he was an analyst and portfolio manager at a natural resource fund in California. He is currently Managing Partner at RIVI Capital LLC.

AUDIT COMMITTEE OVERSIGHT

Since the commencement of the Company's most recently completed financial year ended June 30, 2023, the Company's board of directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

RELIANCE ON CERTAIN EXEMPTIONS

Since the commencement of the Company's most recently completed financial year ended June 30, 2023, the Company has not relied on the exemptions contained in Section 2.4 "De Minimis Non-Audit Services" or Section 8 "Exemptions" of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulator authority for an exemption from the requirements of NI 52-110, in whole or in part.

The Company has not relied on and is not currently relying on any of the exemptions to the requirement to have all audit committee members be independent (as contained in sections 2.4, 3.2, 3.3(2), 3.4, 3.5 and 3.6 of NI 52- 110) or that all committee members be financially literate (as contained in section 3.8 of NI 52-110) or the exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's board of directors, and where applicable the Audit Committee, on a case-by-case basis.

EXTERNAL AUDIT SERVICE FEES

The fees paid by the Company to its auditor in each of the last two financial years, by category, are as follows:

Financial Year Ending	Audit Fees	Non Audit Related Fees	Tax Fees	All Other Fees
June 30, 2024	$200,000	$75,434	$Nil	$22,775
June 30, 2023	$75,000	$45,000	$Nil	$10,000

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional information, including the remuneration and indebtedness of the directors and officers of the Company, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, compliance with securities law and corporate governance assessment will be contained in the Company's management information circular for its upcoming annual meeting of shareholders of the Company. Additional financial information is provided in the Company's consolidated financial statements and management discussion and analysis for the 2024 Fiscal Year.

When the securities of the Company are in the course of a distribution pursuant to a short form prospectus, or a preliminary short form prospectus has been filed in respect of a distribution of its securities, copies of the following documents may be obtained via SEDAR (www.sedar.com) or upon request from the Corporate Secretary of the Company, Lion One Metals Limited, 306 - 267 West Esplanade, North Vancouver, British Columbia, Canada V7M 1A5:

(a) this AIF, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in this AIF;

(b) Lion One's comparative financial statements for its most recently completed financial year for which financial statements have been filed, together with the Company's report of the auditor and a copy of the most recent interim financial statements of the Company that have been filed, if any, for any period after the end of its most recently completed financial year;

(c) Lion One's information circular in respect of its most recent annual meeting of shareholders; and

(d) any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus that is not required to be provided under paragraphs (a), (b) or (c).

At any other time, copies of any other documents referred to in paragraphs (a), (b) and (c) above may be obtained upon request from the Corporate Secretary of the Company. A person who is not a security holder of the Company may be required to pay a reasonable charge for such copies.

APPENDIX A - AUDIT COMMITTEE CHARTER

National Instrument 52-110 (the "Instrument") relating to the composition and function of audit committees applies to every TSX Venture Exchange listed company, including the Company. The Instrument requires all affected issuers to have a written audit committee charter (the "Charter") which must be disclosed, as stipulated by Form 52-110 F2, in the management information circular of the Company wherein management solicits proxies from the security holders of the Company for the purpose of electing directors to the Board.

This Charter has been adopted by the Board in order to comply with the Instrument and to more properly define the role of the Audit Committee in the oversight of the financial reporting process of the Company. Nothing in this Charter is intended to restrict the ability of the Board or Audit Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

1.0 PURPOSE

The purpose of the Audit Committee (the "Committee") is to: a) assist the Board in fulfilling its oversight responsibilities with respect to financial reporting and disclosure requirements; b) ensure that an effective risk management and financial control framework has been implemented by management of the Company; and c) be responsible for external and internal processes.

2.0 COMPOSITION AND MEMBERSHIP

The Board will appoint the members ("Members") of the Committee after the annual general meeting of shareholders of the Company. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director. The Committee will consist of three directors that meet the criteria for independence and financial literacy established by applicable laws and the rules of the stock exchange upon which the Company's securities are listed, including Multilateral Instrument 52-110 Audit Committees. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. The Board will appoint one of the Members to act as the Chairman of the Committee. The secretary of the Company (the "Secretary") will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

3.0 MEETINGS

Meetings of the Committee will be held at such times and places as the Chairman may determine. Twenty- four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. At the request of the external auditors of the Company, the Chief Executive Officer or the Chief Financial Officer of the Company, or any member of the Committee, the Chairman will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested. The Chairman, if present, will act as the Chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee, then the Members present may select the acting Chairman of the meeting. A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolution signed by all Members. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order to fulfill its duties.

4.0 DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

4.1 Financial Reporting and Disclosure

a) Review and recommend to the Board for approval, the quarterly financial statements, management discussion and analysis, financial reports and any public release of financial information through press release or otherwise.

b) Review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, management discussion and analysis and financial reports.

c) Review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, material change disclosures of a financial nature and similar disclosure documents.

d) Review with management of the Company and with external auditors significant accounting principles and disclosure issues and alternative treatments under Canadian generally accepted accounting principles ("GAAP") all with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly the Company's financial position and the results of its operations in accordance with Canadian GAAP.

4.2 Internal Controls and Audit

e) Review and assess the adequacy and effectiveness of the Company's system of internal control and management information systems through discussions with management and the external auditors.

f) Satisfy itself that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements.

g) Periodically assess the adequacy of such systems and procedures to ensure compliance with regulatory requirements and recommendations.

h) Review and discuss the Company's major financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities.

i) Review annually insurance programs relating to the Company and its investments.

4.3 External Audit

j) Review the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders and recommend to the Board the external auditors to be nominated for the purpose of preparing or issuing an audit report.

k) Oversee the work of the external auditors appointed by the shareholders of the Company with respect to preparing and issuing an audit report.

l) Review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with management of the Company, the ramifications of their use as well as any other material changes.

m) Review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board.

n) Review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards.

4.4 Associated Responsibilities

Establish, monitor and periodically review a whistleblower policy and associated procedures for the receipt, retention and treatment of: a) complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and b) the confidential, anonymous submission by directors, officers and employees of the Company of concerns regarding questionable accounting or auditing matters.

4.5 Non-Audit Services

Pre-approve all non-audit services to be provided to the Company or any subsidiary entities by its external auditors. The Committee may delegate to one or more of its members the authority to pre-approve non- audit services but pre-approval by such member or members so delegated shall be presented to the full audit committee at its first scheduled meeting following such pre-approval.

4.6 Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of Management and the external auditors. The Committee, the Chairman and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day-to-day operation or performance of such activities. Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of the Company's financial information or public disclosure.

5.0 REPORTING

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers and employees will be directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities. The Committee also has the authority to communicate directly with internal and external auditors.

7.0 REVIEW OF CHARTER

The Committee will review and assess, on an annual basis, the adequacy of this Charter and recommend any proposed changes to the Board for approval.