



Grid Battery Metals Inc.

Management's Discussion and Analysis

For the nine months ended 31 March 2024 and 2023

NOTICE OF NO AUDITOR REVIEW OF CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited consolidated interim financial statements of Grid Battery Metals Inc. (the “Company”) have been prepared by and are the responsibility of the Company’s management. The unaudited consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management’s best estimates and judgment based on information currently available.

The Company’s independent auditor has not performed a review of these consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of consolidated interim financial statements by an entity’s auditor.

Introduction

The following discussion of performance and financial condition should be read in conjunction with the audited consolidated financial statements of Grid Battery Metals Inc. (the “Company” or “CELL”) for the year ended 30 June 2023. The Company’s consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The Company’s reporting currency is the Canadian dollars unless otherwise stated. This Management’s Discussion and Analysis (“MD&A”) is dated 14 May 2024.

Description of Business

The Company was incorporated under the laws of the province of British Columbia on 2 June 2011.

The Company is a reporting issuer in British Columbia and Alberta and the Company’s shares are listed on the TSX Venture Exchange (“TSXV”) under the trading symbol “CELL” and co-listed on the OTCQB (United States) under the symbol “EVKRF”. On 3 March 2016, the Company incorporated a wholly owned subsidiary in Nevada, US, Nevada Energy Metals, USA Inc. On 14 July 2023, the Company formed AC/DC Battery Metals Inc. and subscribed to 100% of its shares.

The head office and principal address is located at 3028 Quadra Court, Coquitlam, British Columbia, V3B 5X6.

The Company’s business consists of the acquisition, exploration and development of clay and brine-based lithium and hard rock nickel exploration targets and mineral resource properties in British Columbia Canada and Nevada, USA.

Project Overview

Nevada, USA

CLAYTON VALLEY LITHIUM PROJECT

The Clayton Valley Lithium Project southern boundary lies 250 meters from Albemarle Corporation’s Silver Peak lithium mine and brine processing operations. The mine has been in operation since 1967 and remains the only brine-based lithium producer in North America. Clayton Valley is also the location of Pure Energy Minerals’ NI-43-101 inferred resource of 217,700 metric tonnes of Lithium Carbonate Equivalent (LCE) announced in July 2015. Clayton Valley is centrally located between and connected to Las Vegas and Reno by highway. Power and water necessary for exploration and development are accessible in nearby Silver Peak, and both Las Vegas and Reno provide ample labor markets. In addition, the Clayton Valley BFF-1 Lithium Project is located approximately 3.5 hours away from Tesla’s Gigafactory east of Reno.

Clayton Valley is one of the few locations globally known to contain commercial-grade lithium-enriched brine. The Valley is an internally drained closed-basin surrounded by mountains, hills and ridges on all sides. It contains an underground unconsolidated water bearing system (or aquifer system) which is host to lithium-enriched brines and is contained by the surrounding rock.

The claims cover an area of playa, including the Goat Island graben (inferred from gravity inversion; Quantec, 2008; Petrick, 2008), that encompasses a portion of a deep-circulation geothermal system beneath

GRID BATTERY METALS INC.

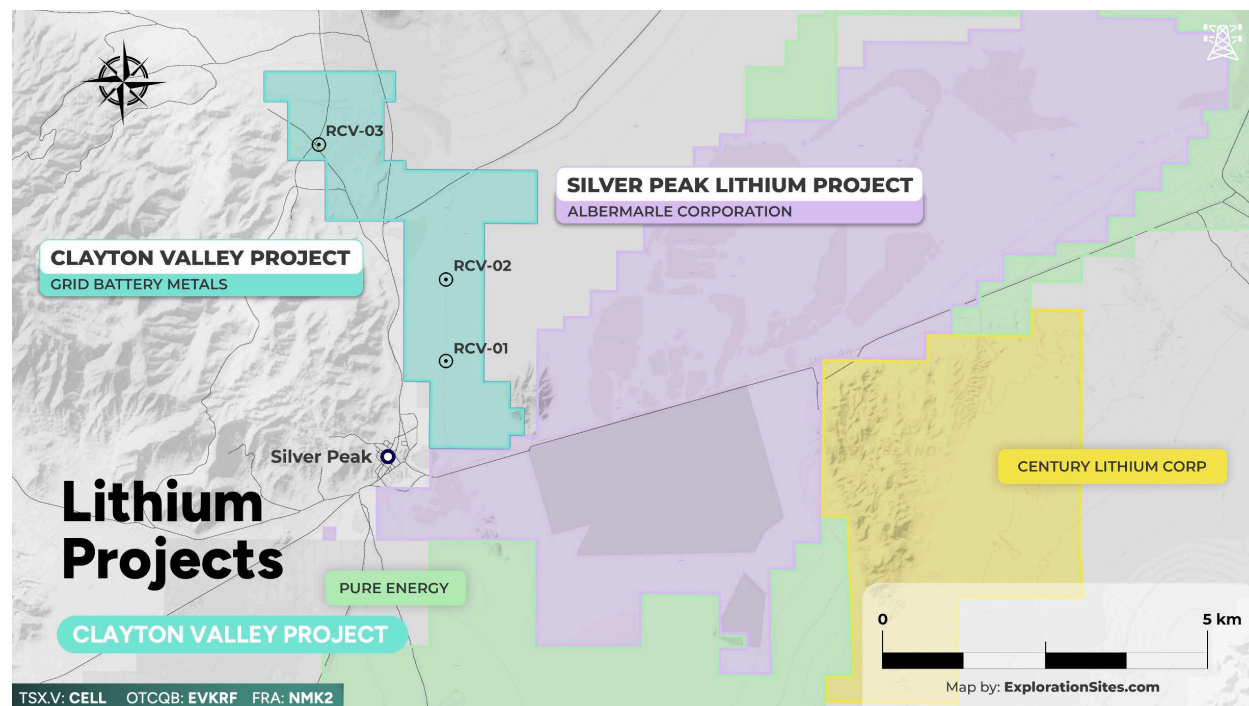
Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

basin-fill sediments locally blanketed with travertine in north-western Clayton Valley. The Goat Island graben segments Clayton Valley into a northerly-trending, 1-2 km-wide sub-basin with a distinct escarpment on each side. Geological modeling and assessment of historical drilling results by J.B. Hulen, PG, (31 July 2008 report) concluded that both shallow thermal-gradient and lithium-exploration drilling demonstrates that the northern portion of Clayton Valley contains the valley's highest subsurface temperatures and that these temperatures may be localized in the Goat Island graben and its structural projections to the northeast and south.

Significantly, within the graben and within the boundary of the claim block, a drill hole by Western Geothermal Partners 2007 logged as WGP#2 reported as follows: 'From 280 – to 305 ft., fine grained green sand and silt logged as volcanic ash was encountered. This unit may be correlative to the Main Ash Aquifer, which is a marker bed in other areas of the Clayton Valley Basin.' J.B. Hulen, PG, (31 July 2008.)

The property was acquired for cost of staking with no overriding royalties.

On 26 January 2021, the Company has expanded its Clayton Valley, Esmeralda County, Nevada, lithium property holdings by the staking of additional lithium exploration claims that add to its overall lithium exploration land package which is directly adjoining a western portion of neighboring lithium producer Albemarle's lithium evaporation ponds. The new ground adjoins the previous property position to the north and west and significantly expands the company's land position in the area. The new claim block consists of 41 lode claims covering about 847 acres (343 hectares) bringing the Clayton Valley land package to 2,300 acres (930 Ha).



GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the nine months ended 31 March 2024 and 2023

Past Work Programs

In 2021, the Company completed an exploration program consisting of three reverse circulation holes totalling 356 metres (1155 feet). The holes were intended to test the presence of lithium bearing clay members of the lakebed sediments.

Drillhole RCV-01, drilled to a depth of 130 metres (425 feet), designed to twin a geothermal gradient hole drilled by a previous explorer. Results of this hole correlated with the log of the previous hole including intervals of volcanic ash and dark green clay. The hole ended in alluvial gravel made up of metamorphic rocks shed from the Silver Peak Range. The hole did not reach the planned depth of 183 metres due to poor ground conditions but did assess the lake sediment target section. Assay results from this hole showed mixed results with only the top 6 meters (20 feet) of the hole returning more than 75 ppm Li. The average grade of the interval 0-6.1 metres was 309 ppm Li. Two water samples were collected from the borehole at 99 metres (325 feet) and 129 metres (425 feet) ran 31.4 and 41.0 mg/L Li, respectively.

Hole RCV-02 was drilled about 1260 meters north of RCV-01. RCV-02 was drilled to a depth of 136 metres (445 ft) and penetrated a section consisting primarily of rhyolitic volcanic ash and interbedded sediments. RCV-02 penetrated a 4.5 metre section of dark green clay from 105.1 to 109.7 metres (345-360 ft) before entering the metamorphic alluvium. Poor drilling conditions and high-water flows ended the hole before reaching the target depth but after successfully evaluating the lake sediment section.

Analytical results from this hole fared better than the RCV-01 with the interval 0 – 36.6 metres (0-120 feet) averaging 196 ppm Li. Within this interval, and from 18.3 to 25.9 metres (60 – 85 feet) an elevated Li zone was intersected averaging 279 ppm Li with the single best interval in this hole being 332 ppm between 18.3 and 19.8 m (60 – 65 feet). Water samples at 74.6 metres (245 feet), 105.1 metres (345 feet), and 137 metres (450 feet) ran 20.5, 21.0, and 32.8 mg/L Li, respectively.

Hole RCV-03 was designed to look for a perched section of volcanoclastic sediments beneath an alluvial fan. Previous water well logs indicated a layer of clay, ash, and silt beneath the alluvium and above the bedrock. While drilling, this hole encountered metamorphosed dolomite at a depth of 56 metres (185 feet) about the projected elevation of the sedimentary section. The hole lost circulation in an apparent karst horizon at 65.5 metres (215 feet) and was terminated at 79.2 metres (260 ft) without regaining sample return. Since the target sediments were not encountered, this hole was not assayed.

Drill chip samples were partially dried at the drill sites for two days in the case of RCV-01 and overnight in the case of RCV-02 before being picked up by a driver for Paragon Geochemical. The samples were transported to the Paragon laboratory on 2 April 2021 where they were dried, crushed, and pulverized. Analysis was by ICP- Mass Spectrometry following an aqua regia leach using a 0.5-gram sample aliquot.

Envelopes of standard material obtained from Minerals Exploration Geochemistry of Lamoille, Nevada were inserted into the sample stream at roughly 30.5 metres (100 foot) intervals. The eight standard samples returned lithium values ranging from 482 to 599 ppm Li with an average of 557 ppm Li. The analytical variability of about 20% is a bit high and is possible the small aliquot size and aqua regia leach may have played a role in this. However, the values are acceptable for an early-stage program. Other elements showed a similar range of values while others were within much tighter limits.

Water samples were collected by the project geologist and delivered to the ALS Global sample preparation lab in Elko, Nevada 5 April 2021. Samples were filtered and analyzed by a combination of ICP-MS and ICP-OES methods by ALS Global. Standards were not inserted into the sample stream. A sample of drill make up water taken from the Silver Peak municipal well was used as a background sample; it ran 70 micro grams per liter (70 parts per billion).

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

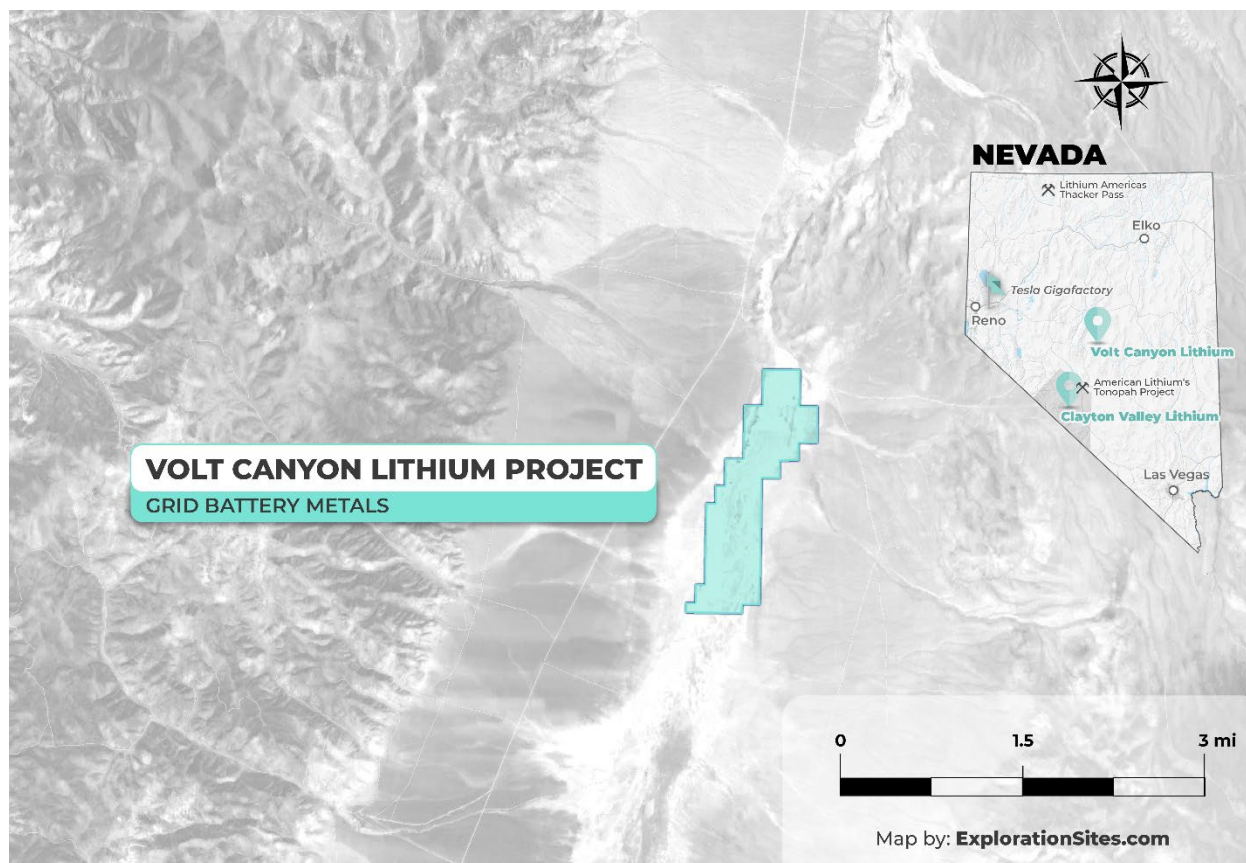
VOLT CANYON LITHIUM PROJECT

On 29 March 2023, the Company staked 80 placer claims covering approximately 635 hectares of alluvial sediments and clays located 122 km northeast of Tonopah, Nevada. The Volt Canyon Lithium Property is located in Monitor Valley, Nevada, about 122 km north-northeast of Tonopah, Nevada. The center of the property is about 38.96° North Latitude, 116.70° West Longitude.

Geology and Mineralization:

The Volt Canyon Lithium Property is sediment-hosted lithium clay targets. Access to the property is good and both future exploration and exploitation work could be conducted year-round.

The origin of this lithium deposit is suspected to be similar to Clayton Valley clay deposits located about 180 km to the south. Both areas are reasonably well represented by the USGS preliminary deposit model, which describes the primary characteristics as light-colored, ash-rich, lacustrine (lake) rocks containing swelling clays.



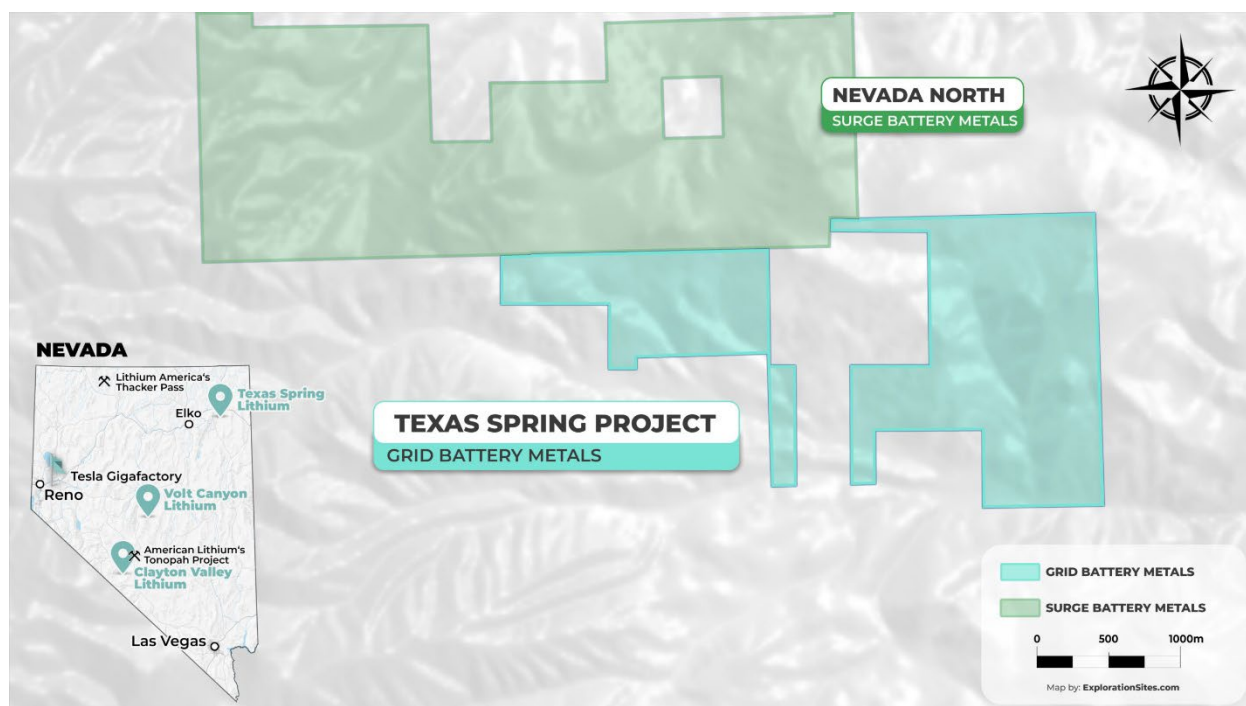
GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

TEXAS SPRING LITHIUM PROJECT

The Texas Spring Property consists of mineral lode claims located in Elko County, Nevada. The Property is in the Granite Range southeast of Jackpot, Nevada, about 73 km north-northeast of Wells, Nevada. The target is a lithium clay deposit in volcanic tuff and tuffaceous sediments of the Humbolt Formation.

The Texas Spring property adjoins the southern border of the Nevada North Lithium Project – owned by Surge Battery Metals Inc. and comprised of 303 mineral claims. Surge's first round of drilling identified strongly mineralized lithium bearing clays. The average lithium content within all near surface clay zones intersected in the 2022 drilling program, applying a 1000 ppm cut-off, was 3254 ppm.



Qualified Person Statement

“Project Overview” and “Subsequent Event” sections of this report have been reviewed and approved for technical content by Steven McMillin, PG (Principal Geologist), a Qualified Person under the provisions of NI 43-101.

British Columbia, Canada

GRID NICKEL PROJECT

On 23 October 2020, the Company has entered into two purchase and sale agreements with John Malcolm Bell to acquire 100% interest, subject to a 2% net smelter royalty, in each of two nickel exploration projects located in British Columbia, Canada. Pursuant to the terms of the agreement the company paid cash in the amount of \$19,500 and will issue five million common shares.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the nine months ended 31 March 2024 and 2023

On 02 February 2021, the Company has entered into an option agreement with arm's-length vendor 802213 AB Ltd. (Kelly Funk) for the purchase of a 100-per-cent interest, subject to a 2-per-cent net smelter royalty, in six mineral claims located approximately 15 kilometers west of Mt. Sydney Williams near Fort St James, B.C. Additionally, the Company staked two adjoining claims. The Company may exercise the option by making a total of \$1,075,000 cash payments, issuing 6,000,000 common shares and incurring \$1,050,000 in exploration expenditures over a 4-year period and the conversion of the claims to a mining lease. In relation to this option agreement, the Company made an initial cash payment of \$50,000 and issued 450,000 common shares.

On 2 February 2022 the company paid \$75,000 and issued 450,000 common shares with a fair value of \$69,750 in relation to the first anniversary of the Kelly Funk option agreement. The acquisition of these claims has increased the company's prospective land position west of the Decar nickel deposit owned by FPX Nickel Corp. from 1,151 to 4,146 hectares. The company will control a 100-per-cent interest in over 13,704 hectares in the district. On 13 March 2023, the Company sent notice of termination of the Option Agreement with respect to the 6 mineral claims. In Accordance with the Section 7.3 of the Agreement, the Company will keep the claims in good standing for a period of one year from 13 March 2023.

On commencement of commercial production, a 2-per-cent net smelter returns royalty will be payable to the optionor. Nickel Rock retains the option to purchase one-half of the NSR (being one-half of the 2 per cent) for the sum of \$3-million.

On 15 November, 2021, the Company closed its non-arm's-length disposition of certain nickel claims to Surge Battery Metals Inc. ("Surge"). The Company entered into an option agreement with Surge Battery Metals Inc. dated 7 July 2021, whereby Surge may earn an undivided 80-per-cent interest in the HN4 and N100 nickel group of claims, located in Northern British Columbia. The company optioned out these claims to Surge to concentrate on its exploration efforts on the nickel group claims directly adjacent to FPX Nickel Corp.'s Baptiste nickel deposit.

On 31 March 2023, the Company closed the disposition of its remaining twenty percent (20%) interest in and to the Property, further to the agreement with Surge dated 7 July 2021.

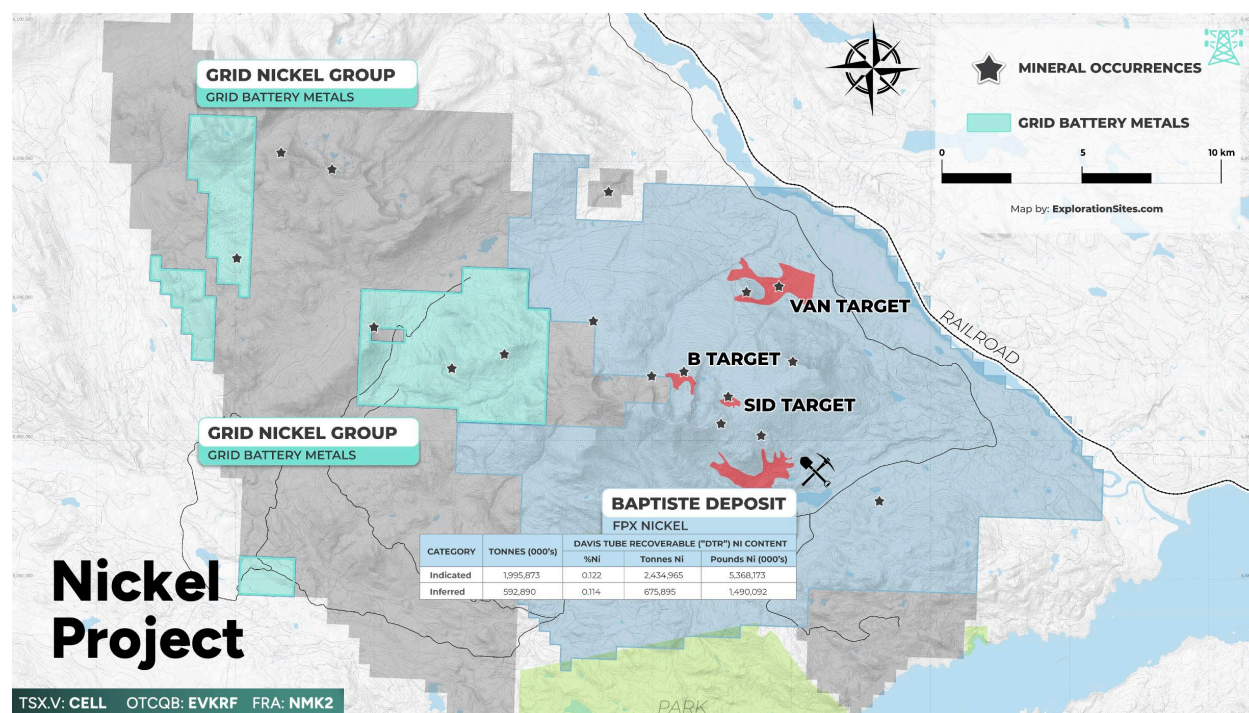
Pursuant to the terms of the Agreement, the Option will be exercised by Surge issuing 1,000,000 fully paid and non-assessable common shares of the Company to the Grid upon approval of the Exchange.

As consideration for the transaction, the Company received the total 6,000,000 shares of Surge and Surge shall incur an aggregate of \$200,000 in exploration expenditures on the property on or before two years from the date of the agreement.

In relation to this transaction, the Company recorded short term investments cost of \$1,295,000. During the year ended 30 June 2023 the Company recorded an adjustment to gain on change of fair value of short term investment of \$2,530,000 to reflect the market value of 6,000,000 shares of \$3,000,000 at end of the year.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023



2021 Work Program and NI #43-101 Report

The Company's exploration plans include strategic trenching, surface exploration diamond drilling, camp construction, and exploration activities to support drilling and trenching such as soil sampling, rock sampling, prospecting, and geological mapping. The Company proposes to have a 12-man exploration camp built on the north slope of the un-named mountain west of and adjacent to Mount Sydney Williams and will be built next to a sub-alpine lake at the headwaters of Van Decar Creek.

Easily accessible by helicopter, the location of the exploration camp was selected based on past exploration camps at this location and its overall suitability for exploration support and ability to accommodate enough field personnel for the exploration work.

NI #43-101 Report Highlights:

- The Nickel Project ("project") consists of four non-contiguous mineral claims groups held by Nickel Rock Resources Inc. ("company") through three separate agreements. The exploration stage project is in the Takla Lake area of central British Columbia, partially adjacent to FPX Nickel Corp.'s Decar Nickel Project. The Decar Nickel Project is an advanced project targeting awaruite, a nickel-iron alloy mineral, hosted by serpentinized ultramafic intrusive rocks of the Trembleur Ultramafic Unit within the Permian to Triassic age Cache Creek Complex.
- The principal target on the project is nickel occurring as awaruite, but at the exploration stage all other styles of mineralization should be considered.
- Systematic, ground-based exploration work began within the area of the claims now covered by the Nickel Project under the direction of Ms. Ursula Mowat, P.Geo. in 1987, continuing intermittently until 2012. This work established the presence of elevated nickel, cobalt and chromium values in rocks, soils, and stream sediments.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the nine months ended 31 March 2024 and 2023

- The area of the claim groups of the project were included in Geoscience BC's QUEST and QUEST-West projects, including multiparameter regional geophysical surveys, and regional stream sediment reanalyses and data compilations between 2008 and 2009.
- Britten's technical paper "Regional Metallogeny and Genesis of a New Deposit Type – Disseminated Awaruite (Ni₃Fe) Mineralization Hosted in the Cache Creek Terrane published in 2017 in Economic Geology should be utilized as an interim mineral deposit model or profile for the Nickel Project.

2023 Work Program

Hardline Exploration Corp has completed a three-day geological and geochemical work program on the Nickel Center claims from June 16 – 18th. The primary focus of the 2023 exploration program targeted geophysical magnetic anomalies hosted within ultramafic intrusive rocks with potential to host awaruite and nickel sulphide mineralization. Historic exploration showed the presence of elevated nickel, cobalt and chromium in soil and rock sampling; however, no Davis Tube Recoverable (DTR) nickel testing was previously reported within ultramafic intrusive rocks on the property.

Access to the claims was via helicopter. Elevations of work areas ranged from 1240 to 1730 meters in tree covered to sub-alpine terrain. Areas were explored for exposures on ridges and hill slopes were crews identified for sampling and geological outcrop descriptions.

Exploration comprised of geological mapping, structural data collection and rock sampling. In total 85 original rock samples were collected across the Nickel Center Property, in addition to 3 QAQC of certified standards/blanks were added to the sample stream. The rocks encountered were primarily ultramafic intrusive of the Trembleur Ultramafic unit with varying amounts of serpentinization. Samples were tested with a magnetic susceptibility reader (KT-10) upon collection and sample photographs and descriptions recorded by field geologists. Overall rock sampling was successful in covering the magnetic anomalies on the Nickel Center claims. A historic reference to "Vass's Pit" shown in assessment reports was located where bornite mineralization was noted in an outcrop to subcrop setting. Sample C00180515 located at 337441mE, 6087726mN, 1351 masl, returned up to 4.01% Cu and 23 ppm Ag.

Samples were shipped to SGS laboratories in Burnaby, BC to undergo processing and analysis. Rock samples were submitted for crushing to 75% passing 2mm, riffle splitting 250g and pulverization of the split to better than 85% passing 105 microns, and processing with four acid digestion followed by analysis using ICP-OES.

Of the rocks sampled, 21 rocks were in excess of 2000 ppm Ni, the average of the samples was 1557 ppm Ni. The majority of the samples focused on the strong magnetic high within tenure 1078864. A 900m long gully feature strikes NNW and is a topographic "anomaly" to the slope. Follow-up analysis included the selection of 28 samples to undergo Davis Tube analysis to determine DTR Ni%. The results included up to

0.069% Davis Tube Recoverable ("DTR") nickel (Sample C00180527).

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

KLONE GROUP

On 15 October 2020, the Company entered into an option agreement to earn 100% interest in the Klone Group of mineral claims located in Fort St. James in British Columbia. The Company may exercise the option by making a total of \$305,000 cash payments, issuing 550,000 common shares and incurring \$1,200,000 in exploration expenditures over 5 years.

In relation to this option agreement, the Company made an initial cash payment of \$35,000 and issued 75,000 common shares. Additionally, the Company issued 100,000 finder's shares.

During the year ended 30 June 2022, the agreement for Klone Group was terminated and the Company recognized an impairment of \$60,607.

Qualified Person Statement

Jeremy Hanson, a qualified person as defined by NI 43 – 101, is responsible for the technical information contained about the Company's British Columbia projects in this MD&A. Readers are cautioned that the information in this discussion regarding the property of FPX Nickel Corp is not necessarily indicative of the mineralization on the property of interest.

SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial information is derived from the audited consolidated financial statements of the Company. The figures have been prepared in accordance with IFRS.

	Years Ended 30 June (audited)		
	2023	2022	2021
	\$	\$	\$
Total revenues	-	-	-
General and administrative expenses	1,084,266	380,733	2,088,268
Mineral property cash costs incurred	132,753	536,541	479,538
Mineral property impairment/disposals	374,750	1,812,415	-
Net income (loss)	1,168,850	(3,021,247)	(2,078,265)
Net income (loss) per share – Basic	0.010	(0.043)	(0.052)
Net income (loss) per share – Diluted	0.010	(0.043)	(0.052)
Total assets	7,824,667	1,691,069	4,523,712
Total long-term liabilities	-	-	-
Cash dividends declared per share	Nil	Nil	Nil

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

SELECTED QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the audited consolidated financial statements of the Company. The figures have been prepared in accordance with IFRS.

	For the Quarters Ended (unaudited)							
	31 Mar	31 Dec	30 Sep	30 Jun	31 Mar	31 Dec	30 Sep	30 Jun
	2024	2023	2023	2023	2023	2022	2022	2022
	\$	\$	\$	\$	\$	\$	\$	\$
Total revenues	-	-	-	-	-	-	-	-
Net income (loss)	(821,714)	(1,621,224)	1,629,822	2,098,769	(740,740)	(92,738)	(96,441)	(626,834)
Net income (loss) per share	(0.004)	(0.008)	0.001	0.016	(0.008)	(0.001)	(0.001)	(0.009)
Total assets	8,389,632	9,126,330	10,696,022	7,824,666	2,975,236	1,480,880	1,796,738	1,691,069

RESULTS OF OPERATIONS

For the nine months ended 31 March 2024 compared to the same period in 2023.

Comprehensive loss for the nine months ended 31 March 2024 was \$813,117 as compared to the comprehensive loss of \$932,702 for the same period in 2023. Being at the exploration stage, the Company did not generate any revenue from operations. The decrease in comprehensive loss of \$119,571 was mainly attributable to the net effect of:

- Increase of \$13,637 in Accounting, from \$8,929 in 2023 to \$22,566 in 2024.
- Increase of \$126,769 in Bank and service charges from \$1,107 in 2023 to \$127,876 in 2024. The increase is due to the sale of short-term investments during the period ended 31 March 2024.
- Increase of \$550,202 in Consulting fees, from \$248,555 in 2023 to \$798,757 in 2024.
- Increase of \$7,977 in Depreciation expenses from \$Nil in 2023 to \$7,977 in 2024.
- Increase of \$5,997 in Insurance from \$15,579 in 2023 to \$21,576 in 2024.
- Increase of \$24,771 in Legal from \$2,685 in 2023 to \$27,456 in 2024.
- Increase of \$1,747,611 in Marketing & communications, from \$6,011 in 2023 to \$1,753,622 in 2024. The increase is due to the full blast promotional campaign in different platforms.
- Increase of \$24,779 in Office and miscellaneous, from \$5,466 in 2023 to \$30,245 in 2024.
- Decrease of \$31,402 in Rent, from \$31,402 in 2023 to \$4,000 in 2024.
- Increase of \$13,379 in Transfer agent fees, from \$70,629 in 2023 to \$84,008 in 2024.
- Increase of \$113,606 in Travel, lodging and food, from \$Nil in 2023 to \$113,606 in 2024.
- Increase of \$8,461 in Foreign exchange gain, from \$15,613 in 2023 to \$24,074 in 2024.
- Increase of \$1,326 in Accretion expense, from \$Nil in 2023 to \$1,326 in 2024.
- Increase of \$3,605,872 in Gain on sale of short-term investments, from \$Nil in 2023 to \$3,605,872 in 2024.
- Increase in Unrealized loss on short-term investment, from \$50,000 (gain) in 2023 to \$1,453,667 (loss) in 2024.

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

Selected Financial Information

To date, the Company has not commenced commercial operations.

Liquidity and Capital Resources

As at 31 March 2024, the Company had working capital of \$6,756,677 (30 June 2023: \$7,266,678).

As at 31 March 2024, the Shareholders' equity of \$8,281,425 (30 June 2023: \$7,769,543) consisted of share capital of \$14,356,956 (30 June 2023: \$13,482,923), reserves of \$5,576,846 (30 June 2023: \$5,125,879) and deficit of \$11,652,377 (30 June 2023: \$10,839,260).

Outstanding Share Data

The Company's Authorized Share Capital consists of an unlimited number of common shares without par value.

As at 31 March 2024, the Company had 188,280,795 common shares outstanding (30 June 2023: 170,423,653 common shares).

The Company has adopted a "fixed" stock option plan (the "Plan"), pursuant to which a maximum of 14,461,830 common shares at 31 March 2024 and at the date of this MD&A, being 20% of the issued and outstanding Common Shares of the Company at the time an option is granted, less any outstanding stock options previously granted, will be reserved for issuance as options and will be granted at the discretion of the Corporation's Board of Directors to eligible optionees (the "Optionees") under the Plan.

As at 31 March 2024 and the date of this MD&A, the Company had 14,000,000 stock options outstanding.

As at 31 March 2024 and the date of this MD&A, the Company had 93,506 share purchase warrants outstanding.

Common shares issuances

a) Private Placements

On 21 September 2023, the Company issued 4,000,000 units at a price of \$0.12 per unit for cash proceeds of \$480,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.155 per share for a period of five years from closing. The private placement warrants had a fair value of \$450,967 using the Black-Scholes Option Pricing Model with the following assumptions:

- Risk-free interest rate 3.39%
- Expected term (in years) 5
- Estimated dividend yield 0%
- Weighted-average estimated volatility 148.98%

On 22 June 2023, the Company issued 60,000,000 units at a price of \$0.05 per unit for cash proceeds of \$3,000,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.055 per share for a period of five years from closing. The Company also paid filing fees of \$21,232, Finder fees in the amount of \$191,950 cash and 1,710,000 shares and 702,000 warrants in connection with the private placement. The finder shares issued are valued \$85,500. The 702,000 finder warrants have the same terms as the private placement warrants. These finder warrants had a fair value of \$28,112 using the Black-Scholes Option Pricing Model with the following assumptions:

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results

For the nine months ended 31 March 2024 and 2023

- Risk-free interest rate 3.92%
- Expected term (in years) 1
- Estimated dividend yield 0%
- Weighted-average estimated volatility 115%

On 21 February 2023, the Company issued 33,304,000 units at a price of \$0.05 per unit for cash proceeds of \$1,665,200. Each unit is comprised of one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.065 per share for a period of five years from closing. The Company also paid filing fees of \$12,554, Finder fees in the amount of \$40,000 cash and 3,100,500 shares in connection with the private placement. The finder shares issued are valued at \$155,025.

b) Exercise of Share Purchase Warrants

During the period ended 31 March 2024, the Company issued 4,500,000 common shares related to the exercise of 3,500,000 share purchase warrants at an exercise price of \$0.055 and 1,000,000 share purchase warrants at an exercise price of \$0.065.

During the year ended 30 June 2022, the Company issued 1,150,000 common shares related to the exercise of 1,100,000 share purchase warrants at an exercise price of \$0.06 and 50,000 share purchase warrants at an exercise price of \$0.15.

c) Issuance and Exercise of Stock Options

During the year ended 30 June 2022, the Company issued 1,230,000 common shares related to the exercise of 730,000 stock options at an exercise price of \$0.075 and 500,000 stock options at an exercise price of \$0.05.

On 6 June 2023, the Company granted 2,500,000 stock options to consultants, directors and officers of the Company. These stock options have an exercise price of \$0.05 per share and expire in 5 years. The fair value of these options was determined as \$91,587 using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

- Risk-free interest rate 3.61%
- Expected term (in years) 2
- Estimated dividend yield 0%
- Weighted-average estimated volatility 108%

On 2 February 2023, the Company granted 12,200,000 stock options to consultants, directors and officers of the Company. These stock options have an exercise price of \$0.05 per share and expire in 5 years. The fair value of these options was determined as \$440,056 using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

- Risk-free interest rate 3.06%
- Expected term (in years) 2
- Estimated dividend yield 0%
- Weighted-average estimated volatility 106%

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

d) Mineral property acquisition

During the year ended 30 June 2022, the Company issued 450,000 common shares with a fair value of \$69,750 in relation to the first anniversary of the option agreement for Kelly Funk. There were no shares issued for mineral properties during the year ended 30 June 2023.

Financial and Other Instrument

The Company's financial assets and liabilities consist of cash, amounts receivable, short-term investment, and trade payables. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The fair value of these instruments approximates their carrying value due to the short-term nature of their maturity.

Related party expenses

The Company's related party expenses are summarized as follows for the six months ended 31 March 2024 and 2023:

	31 March 2024	31 March 2024
	\$	\$
Lease payments paid to President and CEO (Note 14)	9,000	-
Consulting fees to former CFO	-	24,000
Consulting fees to a Director and Chairman	18,000	12,000
Consulting fees to President and CEO	176,000	18,000
Consulting fees to CFO	55,000	15,000
Consulting fees to Corporate Secretary	88,000	76,000
Total related party expenses	346,000	133,000

Short-term investment

On 7 July 2021, the company entered into an option agreement with Surge Battery Metals Inc., whereby Surge may earn an undivided 80% interest in the HN4 and N100 nickel group of claims, located in Northern British Columbia (Note 6.5). As consideration for the transaction, the Company received 5,000,000 common shares of Surge. In relation to this transaction, the Company recorded short-term investments of \$1,075,000 as at date of (Note 5).

On 31 March 2023, further to the option agreement dated 7 July 2021, Surge was granted the option to acquire the remaining 20% interest in the HN4 and N100 Claims, located in Northern British Columbia. As consideration for the transaction, the Company has received 1,000,000 shares of Surge.

During the year ended 30 June 2023 the Company recognized a gain on change of fair value of short-term investment of \$2,530,000 to reflect the fair value of 6,000,000 shares at year end.

As at 31 March 2024, the Company sold all the shares of Surge and recognized gain on sale short-term investments of \$3,605,872 (2023: \$Nil).

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

Key Management Personnel Compensation

The remuneration of directors and other members of key management for the nine months ended 31 March 2024 and 2023 were as follows:

As at 31 March	2024	2023
	\$	\$
Short-term benefits – management and consulting fees	337,000	133,000
Total key management personnel compensation	337,000	133,000

Right-of-Use Asset and Lease Liability

On November 1, 2022, the Company entered into a rental agreement with the CEO of the Company. The term of the agreement is from November 1, 2022 to October 31, 2025. The lease liability was measured at the present value of the estimated lease payments and discounted using the Company's incremental borrowing rate, which is 8%.

The changes in the Company's ROU asset for the period ended 31 March 2024 are as follows:

	31 March 2024
	\$
Balance at 30 June 2023	24,817
Additions	-
Depreciation for the period	(7,977)
Balance at 31 March 2024	16,840

The changes in the Company's lease liability for the period ended 31 March 2024 are as follows:

	31 March 2024
	\$
Balance at 30 June 2023	25,465
Additions	-
Lease payments	(9,000)
Finance charge	1,326
Balance at 31 March 2024	17,791
Less: current portion	10,336
Balance at 31 March 2024	7,455

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

Critical Accounting Estimates

The preparation of consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances but are subject to judgments and uncertainties inherent in the financial reporting process.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements during the period.

Outlook

Although current management has demonstrated its ability to raise funds in the past, with the current financial market conditions and global economic uncertainty, there can be no assurance they will be able to do so in the future. The financial results and discussion do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Although current management has demonstrated its ability to raise funds in the past, with the current financial market conditions and global economic uncertainty, there can be no assurance they will be able to do so in the future. The financial results and discussion do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Caution Regarding Forward Looking Statements

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially, from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

Other Information

Additional information about the Company is available on SEDAR at www.sedarplus.ca

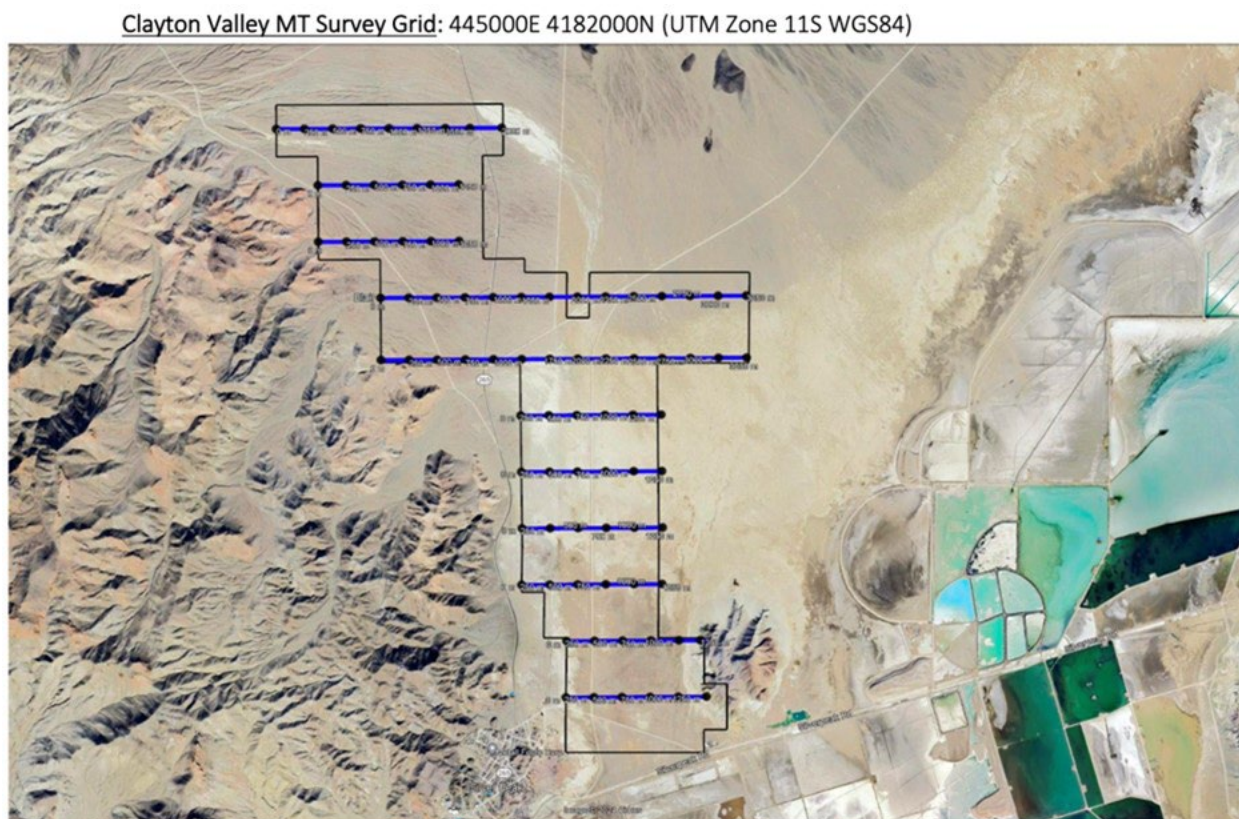
GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

Subsequent Events

02 May 2024, the Company received the results of the initial exploration program, a Magnetotelluric geophysics survey performed by the KLM Geoscience. The geophysics survey was overseen by Grid's Qualified Professional, Mr. Steven McMillin P.G.

MT survey profiles



The MT survey is a preferred method for identifying strata that may contain lithium brine evidenced by low resistivity (high conductivity) signatures, structures that potentially focus brine, and basin floor geometry.

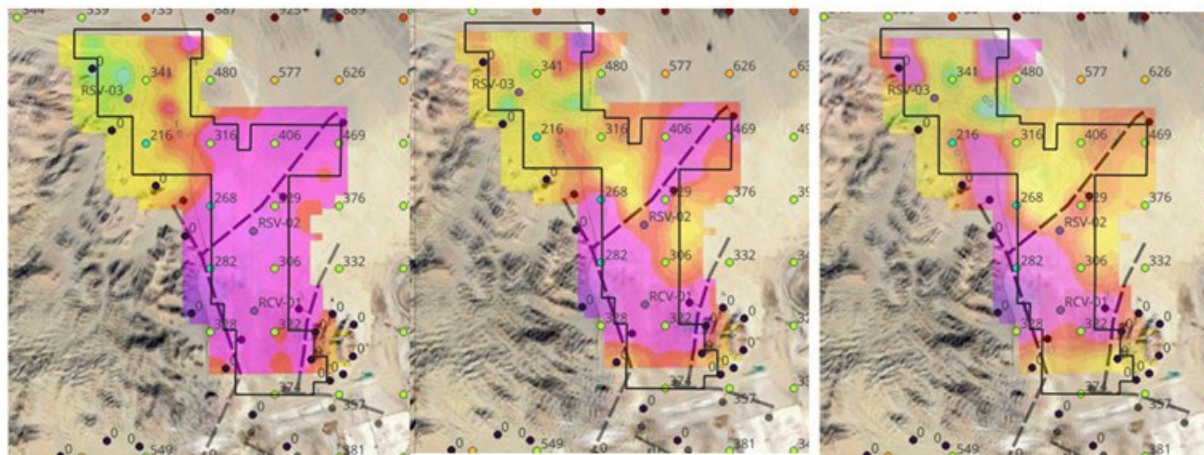
Mr. Steven McMillin P.G. comments “The MT survey was completed over eleven profiles. The results were plotted in horizontal slices at 250m, 500m and 750m with bedrock depths that range from 216 to 406 m within the Grid claims. A major northeast fault interpreted from gravity bisects the claim block and is best apparent in the 500m slice even though the slice is below the basin floor. This suggests that the fault may be a fluid conduit at depth. The fault is less apparent in the strong near-surface anomaly in the 250m slice that may reflect a spread of fluids within the basin sediments away from the fault. The 750m depth slice is likely below the basin floor and conductivity is mostly focused near the basin bounding faults”.

Mr. Steven McMillin continues “We plan to complete an infill sample program on the southern half of the property claims on 125 m centers. Results will be incorporated with available surface geology, previous drilling, and previous geophysics into a 3D Leapfrog model. This model will provide a good framework to assist locating future exploration and drilling.”

GRID BATTERY METALS INC.

Management's Discussion and Analysis of Financial Results
For the nine months ended 31 March 2024 and 2023

MT Geophysical Survey Results



250 M Depth Slice

500 M Depth Slice

750 M Depth Slice

25 April 2024, the Company has fixed Thursday 25 April 2024 as the record date for the distribution of the AC/DC Battery Metals common shares to the Company's shareholders. On the Effective Date, Friday, 26 April 2024, the Company's shareholders of record at the close of business on the Distribution Record Date will receive 0.05 AC/DC common shares for every 1 Grid common shares held.

The Company's shareholders of record on the Distribution Record Date will receive an aggregate of 9,414,040 AC/DC common shares on a pro rata basis based on the number of issued and outstanding Shares of the Company on the Distribution Record Date. No fractional AC/DC common shares will be distributed to Grid's shareholders; all fractional amounts will be rounded to the nearest whole AC/DC common share. AC/DC is acquiring the Nickel Properties in British Columbia from Grid under the previously announced plan of arrangement as amended in exchange for 9,414,040 shares of AC/DC.

17 April 2024, the Company appointed Olympia Trust Company as the transfer agent, registrar and dividend disbursing agent for the common shares of the Corporation.

12 April 2024, the received shareholder approval and the final court order for the Plan Arrangement from the Supreme Court of British Columbia. The Company's shareholders of record on the Distribution Record Date will receive an aggregate of 9,414,040 AC/DC common shares on a pro rata basis based on the number of issued and outstanding Shares of the Company on the Distribution Record Date. No fractional AC/DC common shares will be distributed to Grid's shareholders; all fractional amounts will be rounded to the nearest whole AC/DC common share. AC/DC is acquiring the Nickel Properties in British Columbia from Grid under the previously announced plan of arrangement as amended in exchange for 9,414,040 shares of AC/DC.

10 April 2024, the Company received the approval of TSX Venture Exchange in re-engagement of TD Media LLC dba Life Water Media contract for a term of 3 months for a fee of \$150,000 USD to provide marketing services.