CENTURY LITHIUM CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED
MARCH 31, 2024

INTRODUCTION

This Management Discussion and Analysis ("MD&A") of Century Lithium Corp. and its subsidiaries (the "Company" or "Century") has been prepared by management as of May 9, 2024. Information herein is provided as of May 9, 2024, unless otherwise noted. The following discussion of performance, financial condition and outlook should be read in conjunction with the unaudited consolidated financial statements for the periods ended March 31, 2024 and 2023 (**"Financial Statements"**) and the notes thereto, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS") applicable to the preparation of interim financial statements including International Accounting Standard 34 - Interim Financial Reporting. They do not include all information required for a complete set of IFRS financial statements. However selected notes are included to explain events and transactions that are significant to an understanding of the changes and performance since the Company's last annual financial statements as at and for the year ended December 31, 2023.

Additional information relevant to the Company's activities, including the Company's Annual Information Form dated October 3, 2023 (the "Annual Information Form"), can be found on SEDAR+ at www.sedarplus.ca.

The information contained herein is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is a "Venture Issuer" as defined in NI 51-102. For more information on the Company, investors should review the Company's continuous disclosure filings that are available under the Company's profile at www.sedarplus.ca.

All monetary amounts are expressed in Canadian dollars, unless otherwise specified.

Readers are cautioned that this MD&A contains forward-looking statements. All information, other than historical facts included herein, including without limitation data regarding potential mineralization, exploration results and future plans and objectives of Century is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and future events and actual results could differ materially from those anticipated in the forward-looking information. Please refer to the Annual Information Form for further details regarding various risks and uncertainties facing the Company.

BUSINESS OVERVIEW

Century is a public company listed on the TSX Venture Exchange under the symbol "LCE". The Company is an exploration and development stage company that is engaged principally in acquisition, exploration and development of its mineral properties and has not yet determined whether the Project can be economically developed. The recoverability of amounts shown for the mineral properties and related deferred exploration and evaluation costs is dependent upon the ability of the Company to obtain necessary financing to complete the exploration and develop the Project, and upon future profitable production.

The Company is focused on the development of its Clayton Valley Lithium Claystone Project in southwestern Nevada, USA (**"Project"**) and is currently operating a pilot plant operation based in Amargosa Valley, Nevada (**"Pilot Plant"**). Century has also completed a feasibility study for the Project (**"Feasibility Study"**). For further information on the Project and the Company's business, please refer to the Annual Information Form.

HIGHLIGHTS, RECENT DEVELOPMENTS AND OUTLOOK

Highlights for the quarter

Operational

- Feasibility Study continued with work to optimize project economics and complete and release the results in Q2
- Completed market study for sodium hydroxide (“**NaOH**”), the by-product of the planned chlor-alkali plant
- Pilot Plant completed 28 months of safe operations
- Work continued with Koch Technology Solutions LLC (“**Koch**”) on the direct lithium extraction (“DLE”) section of the Pilot Plant, with the results expected to lead to further process improvements
- Baseline studies submitted to government agencies

During the quarter, the Company’s team continued work on the Feasibility Study by revising and updating estimates for a phased production approach at the Clayton Valley Project (the “Project”).

In addition, in February 2023 a market study was prepared for the Company by Global Exchange and Trading, Inc. where it was determined the Project’s surplus NaOH can be readily sold in the western U.S., which currently relies heavily on imports arriving at west coast ports. From the study, a NaOH sales price of $600 per dry metric tonne (**“dmt”**), FOB the Project, was incorporated into the Feasibility Study’s economic analysis. Based on the material mass balance determined for the Project, it is expected that surplus NaOH produced by the Project’s chlor-alkali plant will be available for sale at rates of 120,000 to 360,000 dmt per annum, depending on Project phase.

The Company’s Pilot Plant is now in its third year of testing the processing of lithium-bearing claystone from the Project. All data collected is essential to the Feasibility Study. The Company continued operation in the DLE section of the Pilot Plant using equipment provided by Koch. It is anticipated this testing will lead to further process improvements.

Century continues to work toward permitting the Project including the collection of baseline data collection for biology, surface and groundwater hydrology, and social impacts. Baseline reports were submitted by the Company’s consultants and were accepted by the appropriate government agencies. Multiple reports have been completed which will aide in the preparation of a Plan of Operations to initiate the National Environmental Policy Act (NEPA) process.

Recent Developments and Outlook

On April 29, 2024 the Company announced the results of the Feasibility Study. The Feasibility Study was prepared by Wood Group USA, Inc. and Global Resource Engineering, Ltd.

Feasibility Study Highlights

- Large-Scale Nevada-based Lithium Project: three-phase production plan will generate a life-of-mine average of 34,000 tonnes per annum (“**tpa**”) of battery-quality lithium carbonate (“**Li2CO3**”)
- Innovative Approach in Processing: patent-pending chloride leaching process combined with DLE, the Feasibility Study is supported by 2+ years of testing at the Company’s Pilot Plant
- Mineral Resource Estimate: Measured and Indicated resources totaling 1.207.33 billion tonnes (“**Bt**”) at an average grade of 957 parts per million (“**ppm**”) lithium (“**Li**”) containing 1.155 million tonnes (Mt) of Li or 6.148 Mt of lithium carbonate equivalent (“**LCE**”)
- Proven and Probable Mineral Reserve Estimate totaling 287.65 Mt at an average grade of 1,149 ppm Li containing 0.330 Mt of lithium or 1.759 Mt of LCE. These reserves support a 40-year mine life
- Initial Project: Phase 1 Capital Cost $1.537 billion for production capacity of 13,000 tpa LCE
- Expansion phases funded out of Project cash-flow: Phase 2 $0.651 billion for 28,000 tpa LCE, and Phase 3 $1.336 billion for 41,000 tpa LCE
- Average operating cost $8,223/t of Li2CO3 produced, or $2,766/t after sales of surplus NaOH

- After-tax internal rate of return ("**IRR**") of 17.1% at $24,000/t Li2CO3: $3.01 billion after-tax net present value (NPV) at 8% discount rate and a 17.1% after-tax internal rate of return (IRR), using price assumptions of $24,000/t for Li2CO3 and $600/dmt for NaOH.

Further information, including a description of the key assumptions, parameters, description of sampling methods, data verification and quality assurance / quality control programs, methods relating to Mineral Resources and Mineral Reserves and factors that may affect those estimates will be contained in the Feasibility Study which will be available on SEDAR+ and on the Company's website on or before June 13, 2024.

FIRST QUARTER FINANCIAL RESULTS

THREE MONTHS ENDED MARCH 31, 2024

	2024	2023
GENERAL AND ADMINISTRATIVE EXPENSES		
Administrative, office and miscellaneous	$161,201	$131,487
Consulting fees	15,155	71,079
Directors' fees	68,000	67,985
Finance costs (Note 6)	20,634	29,721
Legal	25,981	98,402
Salaries and wages	122,098	121,804
Share-based compensation	239,298	199,282
Shareholder communications	150,088	303,225
Transfer agent and filing fees	24,602	36,860
Depreciation	300	655
Travel	33,750	17,705
	(861,107)	(1,078,205)
Foreign exchange gain	11,021	81,855
Interest income	147,325	234,074
Unrealized gain on marketable securities	(12,000)	-
Loss and comprehensive loss for the period	$(714,761)	$(762,276)
Basic and diluted loss per common share	$(0.01)	$(0.01)

For the quarter ended March 31, 2024, the Company reported a loss of $714,761 ($0.01 loss per share) compared to a loss of $762,276 ($0.01 loss per share) in the same quarter in 2023. The Company's expenses of $861,107 (2023 - $1,078,205) decreased by $217,098 as compared to the same quarter in the previous year. Income in the current quarter was derived from interest income of $147,325 on the Company's cash balances and foreign exchange gains driven by the strengthening of the US Dollar compared to the Canadian Dollar and its impact on the value of the Company's US Dollar cash balances expressed in Canadian Dollars. At quarter-end, cash and cash equivalents include $642,284 in US Dollar bank accounts and US Dollar guaranteed investment certificates.

The most material expenditure changes during the quarter compared to Q1, 2023 were:

- Consulting fees decreased by $55,924. In Q1 2024 the Company's consulting spend was related strictly to contractors hired for administrative and IT related services.
- Legal fees decreased by $72,421. Q1 2023 legal fees included costs related to the Company's focus on government relations at the Project. In Q1 2024 the Company's legal expenses principally related to corporate secretarial services.
- Share-based compensation expense, a non-cash item, increased from $199,282 in 2023 to $239,298 in 2024 item directly attributable to the number of stock options vested during the period.
- Shareholder communication decreased from $303,225 to $150,088 reflecting the Company's decreased attendance at investor and industry conventions and the reduced travel that resulted.

The Company incurred exploration and development expenditures of $1,952,643 (March 31, 2023 - $2,827,659) on the Project. The decrease of $875,018 reflects that in Q1 2024 the Company was focused on updating and revising estimates for the Feasibility Study and refining the economic model, whereas in Q1 2023, the Company's focus was the ramp-up of the Pilot Plant, including the engagement of Koch during the quarter.

The Company's continuing focus is bringing the Project to development therefore management believes annual profit or loss is not currently a meaningful measure of the Company's performance or value.

Summary of Quarterly Results

The following selected financial information is a summary of quarterly results taken from the Company's unaudited quarterly financial statements (March to September) and audited financial statements (December).

	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Total assets	$ 54,983,432	$ 55,674,460	$ 56,054,101	$ 56,104,707
Working capital (current assets less current liabilities)	$ 12,172,190	$ 14,070,913	$ 16,536,448	$ 19,479,127
Loss for the period	$ 714,761	$ 1,326,460	$ 439,253	$ 1,409,177
Net loss per share: Basic and fully diluted	$ 0.01	$ 0.01	$ 0.00	$ 0.01

	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Total assets	$ 57,356,338	$ 58,319,120	$ 59,136,485	$ 59,333,213
Working capital	$ 23,541,885	$ 26,947,806	$ 31,372,555	$ 33,785,975
Loss for the period	$ 762,276	$ 2,020,264	$ 236,642	$ 1,369,598
Net loss per share: Basic and fully diluted	$ 0.01	$ 0.01	$ 0.00	$ 0.00

Total assets were $54,983,432 at quarter-end March 31, 2024, compared to $55,674,460 at quarter-end December 31, 2023. The decrease of $691,028 is attributable to the Q1 2024 spend on General and Administrative Expenses of $861,107 offset by foreign exchange gains on the Company's US dollar deposits of $11,021 and interest earned on the Company's cash deposits of $147,325. The loss for the quarter-end March 31, 2024, was $714,761 compared to $1,326,460 at quarter-end December 31, 2023. The variance of $611,699 is primarily due to a reduction in shareholder communications expense, and accounting and legal expenditures incurred in Q4 2023.

Working capital decreased $1,898,723 from $14,070,913 at December 31, 2023 to $12,172,190 at March 31, 2024 mainly reflecting the increased spend to fund operations and the ongoing Feasibility Study.

Liquidity and Capital Resources

Summary of cash flows

	March 31, 2024	March 31, 2023
Net cash flows used in operating activities	$ (327,075)	$ (701,704)
Net cash flows used in investing activities	(1,494,349)	(3,021,596)
Net cash flows used in financing activities	(86,258)	(78,243)
Effect of foreign exchange on cash	11,021	81,855
Change in cash and cash equivalents during the period	(1,896,661)	(3,719,688)
Cash and cash equivalents, beginning of period	14,369,089	26,550,120
Cash and cash equivalents, end of period	12,472,428	22,830,432

During the quarter, the Company focused on the continued operation of the Pilot Plant and progressing its Feasibility Study.

At March 31, 2024, the Company had cash of $12,472,428 compared to $14,369,089 at December 31, 2023. The Company invests many of its financial resources in interest bearing securities with varying maturity dates. The Company utilizes short-term investments, mainly term deposits, which represent guaranteed investment certificates ("GICs"). Further, the Company currently has no debt on its balance sheet aside from short-term accounts payable and lease liabilities.

The decrease in cash used in operating activities of $374,630 for Q1 2024 in comparison to Q1 2023, is driven by the reduced spend on shareholder communications and management's commitment to reduce administrative expenses in 2024. The net cash used in investing activities decreased $1,527,247 as a result of the Company's focus moved to on updating and revising estimates for the Feasibility Study and refining the economic model whereas in Q1 2023, the Company's focus was the ramp-up of the Pilot Plant.

In management's view, given the Company remains in the exploration and evaluation phase, focused on bringing the Project into development. As a result, it believes the most relevant financial information relates primarily to current liquidity, solvency, and planned property expenditures. The Company's financial success will be dependent upon the economic viability of developing the Project.

Such development may take years to complete and the amount of resulting income, if any, is difficult to determine. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond the Company's control, including the market value of lithium and sodium hydroxide.

The Company has no revenue generating operations from which it can internally generate funds. The Company does not expect to receive significant income from the Project in the near future. To date the Company's activities have been financed by the sale of its equity securities by way of private placements and the exercise of incentive stock options and share purchase warrants.

The Company's working capital was $12,172,190 at March 31, 2024, consisting of cash and cash equivalents of $12,472,428 and receivables, prepaids and marketable securities of $284,280 less accounts payable and accrued liabilities of $296,137 and the $288,381 current portion of the lease liability, as compared to working capital of $14,070,913 at December 31, 2023.

Future funding of the Company is dependent upon the Company's continued ability to obtain equity and/or debt financing to meet its financial obligations and to pursue further development of the Project.

The Company expects that it will operate at a loss for the foreseeable future. However, the Company believes that its cash and cash equivalents as at the date of this MD&A are sufficient for the Company's currently planned operating needs for the next 12 months.

Transactions with Related Parties

Key management compensation

Key management personnel consist of the Company's Directors and Officers. The aggregate amount paid or accrued to key management personnel, or companies under their control, was as follows:

	March 31, 2024	March 31, 2023
Charged to profit and loss:		
Director fees	$ 68,000	$ 67,985
Management salaries	50,000	49,999
Sentinel Market Services Ltd. - a company owned by a Director	109,530	91,144
Sub-total	227,530	209,127
Capitalized to exploration and evaluation assets		
Management salaries	43,908	65,001
Willoughby & Associates, PLLC - a company owned by the CEO	234,845	232,660
Sub-total	278,753	297,661
Share-based compensation	99,364	163,131
Total related party transactions	$605,647	$669,919

As at March 31, 2024, $47,279 (December 31, 2023 - $14,904) is included in accounts payable and accrued liabilities owing to Directors and/or companies under their control.

Administrative agreement

The Company operates from the premises of a private company owned by a Director of the Company. The Company provides office and administrative services for a fixed price of $27,500 per month, reviewable quarterly. In March 2023 the Company terminated the contract, providing twelve-months working notice. During the period ended March 31, 2024, the Company extended the agreement for three-months, at $17,000 per month, until June 30, 2024.

Balance Sheet Arrangements

At March 31, 2024, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Contractual Obligations

The Company has one contractual obligation relating to its right-of-use asset. The right-of-use asset is a refining facility lease located in the Amargosa Valley of Nye County, Nevada. The initial term of the Agreement is for forty-eight (48) months, running from December 1, 2021, to November 30, 2025, at a cost of US$22,500 per month.

Subsequent Events

On April 29, 2024, the Company announced the results of the Feasibility Study.

Financial Instruments and Other Risks

The Company's financial instruments consist of cash, receivables and accounts payable and accrued liabilities.

The Company does not use derivative instruments to reduce its exposure to foreign exchange risk. The fair market values of these financial instruments approximate their carrying values, unless otherwise noted.

In conducting business, the principal risks and uncertainties faced by the Company center on exploration and development and metal prices and market sentiment. Exploration for minerals and development of mining operations involve many risks, many of which are outside the Company's control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure or easy access.

The prices of metals fluctuate and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies.

The Company relies on equity financing for its working capital requirements and to fund its exploration programs.

The Company does not have sufficient funds to put any of its resource interests into production from its own financial resources. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

The Company's business is highly uncertain and risky by its very nature. The most significant risk for the Company is:

1) The junior resource market, where the Company raises funds, is volatile and there is no guarantee that the Company will be able to raise funds as it requires them. Other risk factors include the establishment of undisputed title to mineral properties, environmental concerns and the obtaining of governmental permits and licenses when required. Success is totally dependent upon the knowledge and expertise of management and employees and their ability to identify and advance attractive exploration projects and targets from grass roots to more advanced stages.

Regulatory standards continue to change, making the review process longer, more complex and therefore more expensive. Even if an ore body is discovered, there is no assurance that it will ever reach production.

While it is impossible to eliminate all of the risks associated with exploration and mining, it is management's intention to manage its affairs, to the extent possible, to ensure that the Company's assets are protected and that its efforts will result in increased shareholder value.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote because these instruments are due primarily from government agencies. Further, the majority of the Company's cash and cash equivalents are held with the Bank of Montreal, a Canadian bank.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at March 31, 2024, the Company had cash and cash equivalents of $12,472,428 to settle current liabilities of $584,519 and had working capital of $12,172,190. All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates. These fluctuations may be significant.

(a) Interest rate risk

The Company has cash balances and short-term investments held with financial institutions. The Company's current policy is to invest excess cash in savings accounts or guaranteed investment certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company has $9,500,000 in interest-bearing savings accounts with banks as at March 31, 2024 (December 31, 2023 - $13,588,341) and $nil (December 31, 2023 - $nil) in interest-bearing investment-grade guaranteed investment certificates with accrued interest of $42,697 (December 31, 2023 - $nil). A 1% change in interest rates would have an effect of $95,000 (2023 - $135,883) on interest income.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. In addition to cash in US currency of $642,284 (December 31, 2023 - $687,580) as of March 31, 2024, the Company has $245,228 (December 31, 2023 - $303,752) in liabilities to US payees. A 1% change in foreign exchange rates would have an effect of $8,875 (2023 - $9,913) on foreign currency gain/loss.

(c) Dependence on management information systems and cyber security risks

The Company depends on its management information systems in all key aspects of its business. In addition, its management information systems form the basis of its financial reporting. If irreparable damage were to be caused to the Company's information systems and databases (including to its archives and back-up systems), information contained in its management information systems were lost or could not be accessed in a timely manner or at all or such management information systems were not implemented properly or effectively or were not upgraded as required from time to time, there could be a material adverse effect on the Company's business, financial condition, liquidity and operating results. Although the Company has instituted certain protective measures, unauthorized third parties may be able to penetrate the Company's network security and compromise, misappropriate, destroy or exfiltrate its confidential information or create system disruptions. This may include deployment of viruses, trojans, worms, ransomware and other malware or successful social engineering attempts against the Company's employees that would exploit any security vulnerabilities in the Company's management information systems. The costs to eliminate or alleviate cyber or other security vulnerabilities, could be significant, and management's efforts to address these problems may not be successful and could result in interruptions, loss of proprietary data, and negative impact on the Company's operations.

Breaches of the Company's security measures or the exfiltration, accidental loss, destruction, inadvertent disclosure or unapproved dissemination of proprietary, sensitive or confidential data could expose the Company to risk of loss or misuse of this information, result in litigation and potential liability, damage the Company's reputation or otherwise harm its business. The occurrence of any such events could result in material costs for remedial measures and could materially and adversely affect the Company's business relationships, its ability to operate and result in significant liabilities.

Quality Assurance

Dr. William Willoughby, PhD., PE is a non-independent Qualified Person under National Instrument 43-101 – Standards of Disclosure for Mineral Projects and approved the scientific and technical information in this MD&A except with respect to the Feasibility Study. The data in this MD&A as it pertains to the Feasibility Study has been prepared in accordance with NI 43-101 standards by the following Qualified Persons (QP).

- Terre Lane, Principal Mining Engineer, GRE, is an independent QP
- Hamid Samari, QP., Principal Geologist, GRE, is an independent QP
- Todd Fayram, Senior Vice President Metallurgy, Century Lithium, is a non-independent QP
- Alan Drake, Manager – Process Engineering, Wood, is an independent QP
- Haiming (Peter) Yuan, PE, PhD, Principal Geotechnical Engineer, WSP USA Environment & Infrastructure Inc., is an independent QP
- Paul Baluch, Technical Director, Civil, Wood, is an independent QP
- Farzad Kossari, Cost Estimating Manager, Wood, is an independent QP as defined by NI43-101

Further information about the Project, including a description of the key assumptions, parameters, description of sampling methods, data verification and quality assurance quality control programs, methods relating to Mineral Resources and Mineral Reserves and factors that may affect those estimates will be contained in a NI 43-101 Technical Report on the Feasibility Study of the Clayton Valley Lithium Project. The report will be available on SEDAR+ and on the Company's website on or before June 13, 2024.

Proposed Transactions

The Company has no proposed transactions.

Additional Information

Additional information with respect to the Company is also available on the Company's website at www.centurylithium.com and on SEDAR+ at www.sedarplus.ca.

Management's Responsibility for Financial Statements,

The Company's management is responsible for presentation and preparation of the interim financial statements and the Management's Discussion and Analysis. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information.

The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

Share Capital

As at the report date of May 9, 2024, the following were outstanding:

Share capital - issued and outstanding	148,744,548
Options	8,083,000
Warrants	Nil
Shares held in escrow	Nil