

# LEADING EDGE MATERIALS CORP.

(formerly Flinders Resources Limited)

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2016

This discussion and analysis of financial position and results of operation is prepared as at February 24, 2017 and should be read in conjunction with the audited consolidated financial statements for the years ended October 31, 2016 and 2015 of Leading Edge Materials Corp. (formerly *Flinders Resources Limited*) ("Leading Edge" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### Forward Looking Statements

Certain information in this MD&A may constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "Forward-Looking Statements"). All statements, other than statements of historical fact, addressing activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are Forward-Looking Statements. Forward-Looking Statements are often, but not always, identified by the use of words such as "seek," "anticipate," "believe," "plan," "estimate," "expect," and "intend" and statements that an event or result "may," "will," "can," "should," "could," or "might" occur or be achieved and other similar expressions. Forward-Looking Statements are based upon the opinions and expectations of the Company based on information currently available to the Company. Forward-Looking Statements are subject to a number of factors, risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the Forward-Looking Statements including, among other things, the Company has yet to generate a profit from its activities; there can be no guarantee that the estimates of quantities or qualities of minerals disclosed in the Company's public record will be economically recoverable; uncertainties relating to the availability and costs of financing needed in the future; competition with other companies within the mining industry; the success of the Company is largely dependent upon the performance of its directors and officers and the Company's ability to attract and train key personnel; changes in world metal markets and equity markets beyond the Company's control; the possibility of write-downs and impairments; the risks associated with uninsurable risks arising during the course of exploration; development and production; the risks associated with changes in the mining regulatory regime governing the Company; the risks associated with the various environmental regulations the Company is subject to; rehabilitation and restitution costs; the Company's preliminary economic assessment on Woxna is no longer current or valid as a result of the filing of a new NI 43-101 Technical Report effective March 24, 2015, and the Company has no plans to complete a new preliminary economic assessment, a pre-feasibility or feasibility study on the project, as such there is an increased risk of technical and economic failure for the Woxna graphite project; dealings with non-governmental organizations. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the Forward-Looking Statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such Forward-Looking Statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such Forward-Looking Statements. Such Forward-Looking Statements has been provided for the purpose of assisting investors in understanding the Company's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on Forward-Looking Statements. Forward-Looking Statements are made as of the date hereof, and the Company does not undertake to update such Forward-Looking Statements except in accordance with applicable securities laws.

### Company Overview

The Company was incorporated on October 27, 2010 under the *Business Corporations Act* (British Columbia) as Tasex Capital Limited. The Company's common shares began trading on the TSX Venture Exchange (the "TSXV") as a capital pool company on June 10, 2011. On February 22, 2012 the Company completed the acquisition of the Woxna Project and changed its name to Flinders Resources Limited. On August 25, 2016 the Company completed the acquisition of Tasman Metals Ltd. ("Tasman") (see "Acquisition of Tasman") and changed its name to Leading Edge Materials Corp. The Company's common shares trade on the TSXV as a Tier 1 mining issuer under the symbol

“LEM” and, on September 2, 2016, commenced trading on the OTCQB under the symbol “LEMIF”. The Company’s principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

The Company is currently engaged in the operation of its 100% owned Woxna Graphite Mine located in central Sweden. During fiscal 2014 technical feasibility and commercial viability of the extraction of mineral resources at the Woxna Graphite Mine was demonstrated, transitioning the Company to the development stage of mining. Effective August 1, 2015 the Company determined that the refurbishment and commissioning of the Woxna Graphite Mine was complete. The Company is now considered to be in the production stage. However, the Company has not sold any graphite concentrate due to low demand and the resultant poor pricing of graphite concentrates. The Woxna Graphite Mine is currently not operating and will not commence meaningful production until market conditions improve. The Company is currently reviewing opportunities to produce higher specialty products such as high purity graphite for battery and other specialty end uses. The Company is also the owner of the Norra Kärr rare earth element (“REE”) deposit and other exploration mineral projects (tungsten, cobalt and lithium) in Sweden.

## **Acquisition**

On May 10, 2016 the Company announced that it had entered into an agreement in principle with Tasman to complete a merger of the two companies. On June 20, 2016 the Company and Tasman entered into a definitive agreement (the “Arrangement Agreement”). On August 25, 2016 the Company completed the merger with Tasman whereby the Company acquired, through a statutory plan of arrangement (the “Arrangement”), all of the outstanding shares of Tasman (the “Tasman Shares”) and the Company changed its name to Leading Edge Materials Corp. (“Leading Edge”). Under the terms of the Arrangement Agreement, Tasman shareholders received 0.5 of a common share of the Company for each Tasman Share. Holders of outstanding share options, warrants and compensation options exercisable to acquire Tasman Shares were also entitled to receive, upon exercise of such securities, for the same aggregate consideration, 0.5 of a common share of the Company in lieu of each Tasman Share otherwise issuable.

On closing of the Arrangement, the Company issued an aggregate of 33,070,948 common shares of the Company to the former Tasman shareholders, representing approximately 41.3% of the 80,036,678 of the Company’s common shares issued and outstanding as of the closing date of the Arrangement. The Company also issued 520,000 share options, 147,953 compensation options and 2,467,716 warrants. The Arrangement was accounted for as an acquisition of the net assets of Tasman by the Company.

Prior to the closing of the Arrangement Nick DeMare was an officer and director of both Tasman and the Company. Mark Saxon was an officer and director of Tasman and a director of the Company, Michael Hudson and Robert Atkinson were directors of Tasman and the Company, and Mariana Bermudez was an officer of Tasman and the Company.

As of the date of this MD&A the directors and officers of the Company are as follows:

Mr. Blair Way	President, Chief Executive Officer (“CEO”) and Director
Mr. Nick DeMare	Chief Financial Officer (“CFO”) and Director
Mr. Michael Hudson	Non-Executive Chairman and Director
Mr. Mark Saxon	Director
Mr. Mikael Ranggard	Director
Ms. Mariana Bermudez	Corporate Secretary

The acquisition under the Arrangement combined the Company’s and Tasman’s key assets and technologies in the critical metals arena and brought together a management and board team with deep experience in the discovery, development and marketing of these materials. It is believed that the experience of the team in the REE and graphite sectors will provide insight into where best to position the Company to gain access to these emerging markets. Substantial overlap exists between REE and graphite customers, and both materials are considered “critical” by the European Commission under the DG Growth “Raw Materials Initiative”.

The Company believes that with the current “once in a generation” transition to a low-carbon economy, a shift in the material requirements of energy generation is occurring and the need for new materials is accelerating. It is anticipated that the merged entity will provide a larger market presence and deliver operational efficiency through shared technological, logistical, administrative and marketing activities. The merger combines advanced assets to

make a well-balanced and secure company, while strengthening the voice of the Company and allowing for greater access to research, capital markets and customers.

Tasman published a preliminary feasibility study (“PFS”) for Tasman’s Norra Kärr REE deposit in Sweden in 2015. This PFS confirmed that Norra Kärr has the capacity to be a long term producer of the most critical heavy REEs, plus other critical metals including zirconium and hafnium. Furthermore, Tasman recently completed test work on nepheline/feldspar by-product from Norra Kärr, which presents a potential opportunity to supply an industrial commodity to Europe’s large paint, building product, ceramic and glass markets. See also “Norra Kärr Project”.

## **Woxna Project**

### ***Mine and Processing Facility Location***

The Woxna Project, which comprises four graphite deposits and a fully permitted 100,000 ton per annum feed processing plant is located some 8 kilometres (“km”) WNW of the town of Edsbyn, Sweden, approximately 3.5 hour drive north of Stockholm. Access is via 10 km of all-weather forest road from Highway 301. The Woxna Project’s flagship property is the Kringelgruvan concession.

The traditional graphite market is deflated due to the downturn in the steel sector and commodities in general. This reduction in demand of traditional grades of graphite has created an opportunity for the Company to consider supplying high purity natural graphite to customers that traditionally buy synthetic graphite.

The Company continues to work towards establishing a position as a supplier of choice in terms of price, supply security and quality to the European graphite market. The next phase of the production model being implemented is aimed at displacing the synthetic graphite market with a number of value added graphite projects.

### ***Value Adding Projects***

#### ***Spherical High Purity Graphite products for Lithium Batteries***

Product from the Woxna graphite plant in Sweden was purified using Chinese chemical leaching technology. This concentrate was put through preliminary test work to qualify for lithium ion batteries. The Company continues to optimise and improve the purification process using chemical and thermal purification to produce the best possible value added product for qualification test work. This test work is ongoing and updates will be provided to the market on a regular basis.

The Company’s graphite product marketing has been focused on auto and battery cell manufacturers, with the aim of developing commercial relationships that will enable the Company to permit and construct a high purity graphite plant adjacent to the existing operational concentration facility

A number of cell manufactures in the European Union (“EU”) and North America are pursuing the development of lithium ion battery cell manufacturing facilities. These cells would provide energy storage for both fixed and mobility purposes. Electric vehicles (“EVs”) are becoming more mainstream and this increase in EVs will require more battery cell manufacturing in the EU and North America. The Company believes the Woxna production facility is well positioned to be an integral part of the supply chain for battery cell manufacturing.

#### ***Graphene Project***

The second initiative is the Swedish Graphene Project, which falls under the EU Graphene Flagship Project, a ten-year, €1 billion (US \$1.1 billion) project to research graphene commercialization. Woxna concentrate has now been processed into graphene by 2D Fab AB (“2D Fab”). The test work was completed at bench scale test levels at the 2D Fab facilities in Sweden. The Company’s partner in “Swedish Graphene” is 2D Fab, a company spin-off from Mittuniversitetet (Mid Sweden University).

In 2015, Svenskt Grafen (“Swedish Graphene”), a 2-year, SEK 2.4 million (US \$0.28 million) project to investigate Woxna’s Swedish flake graphite, and its suitability to produce graphene on an industrial scale was selected as one of the new projects supported by SIO Grafen (see the Company’s news release dated September 21, 2015).

The project is investigating Woxna's Swedish flake graphite, and its suitability to produce graphene on an industrial scale. The project is progressing well and it is anticipated that further updates will be provided in the coming months. Woxna, as one of Europe's two graphite mines, and Sweden's only graphite producer, can supply domestically sourced natural flake graphite which provides a clear strategic advantage for Sweden.

### ***Commissioning***

The Company has determined that the commissioning of the Woxna plant was completed effective August 1, 2015. Due to current depressed graphite material conditions, no sales of graphite concentrate have been made since completing the commissioning phase of the project.

The Company continues to work with a number of end users to negotiate supply contracts for the Woxna graphite but worldwide graphite pricing and demand are down so sales have been very difficult to achieve. The plant underwent a scheduled summer maintenance shutdown in July 2015, and will not commence meaningful production until market conditions improve. In the resource sector it is the norm to curtail production when commodity prices do not provide a reasonable rate of return. The Company will continue to run the Woxna operation on a "production-ready" basis to minimize costs.

### ***Restart of Production***

In November 2013 the Board of Directors of the Company approved the staged production plan for commencing production of graphite from the Kringelgruvan concession. This staged plan was based on a preliminary economic assessment dated October 11, 2013, (the "PEA") that was superseded by a new technical report on March 24, 2015. (See "Technical Report"). The staged plan spreads the capital cost over four years as sales contracts are established and allows for lower production levels and costs until the sales warrant capacity expansion.

Procurement of equipment (new and used) and design work commenced in late 2013. Site works commenced in earnest in January 2014. The Company purchased floatation cells in January 2014 and, in February 2014, placed orders for a number of short lead time and key items, such as vertical regrind mills and process control hardware. The processing plant equipment refurbishment work was completed in July 2014. The tailings storage facility refurbishment work was completed in August 2014 and the Company began operating the Woxna plant facility at limited levels. During the initial months of operations, the Company completed progressive process improvements to ensure the plant met design specifications and that the graphite products produced fulfilled customer expectations. During this commissioning period, the quantity of graphite produced was limited to 100's of tonnes a month, and the grade was variable due to the ongoing plant refinements. The Company sold all of the 2014 production in January 2015. The Company conducted mining operations in March and April and has built up a stockpile of graphitic material which can be processed through the plant. A total of 37,100 tonnes were mined with 27,600 tonnes being waste and 9,500 tonnes being graphitic material. The waste to graphitic material ratio was high during this program as the Company just initiated a new open pit which will be the site of future mining operations.

### ***History of Project***

The Woxna Project produced flake graphite from 1996 to 2001, when it closed due to depressed graphite prices. The Woxna Project was acquired in August 2011 and since then the Company has been working to bring the property back to the production stage. The Woxna Project comprises four exploitation (mining) concessions located in the vicinity of the town of Edsbyn, northwest of the city of Gavle in Central Sweden. The Woxna Project comprises a partially depleted open pit and associated processing facility on the Kringelgruvan concession which had been in production from 1996 to 2001. The other three concessions remain undeveloped. Graphite is developed in distinct zones in silicified metasedimentary and metavolcanic rocks. This type of mineralisation is particularly suited to discovery by electromagnetic geophysical methods. The Woxna Project area is well placed in terms of infrastructure with access to water and connections to power grid. The site has good roads in place which give good access to European graphite markets as well as surrounding regional facilities and infrastructure.

The Woxna processing facility was refurbished and upgraded with new equipment in the first half of 2014 after which the processing plant commenced operation by feeding stockpiled graphitic material into the plant during July 2014. The plant was operated until the end of 2014 on stockpiled graphitic rock and mining of graphitic rock commenced in Q1 2015. The freshly mined graphitic rock was fed into the Woxna processing facility and operated at normal design capacity producing graphite concentrate inventory. This inventory was stockpiled instead of sold due to declining

global flake graphite demand during 2015 that has pushed prices to a four year low. As previously disclosed, given these weakening conditions, the Board of Flinders has chosen to reduce production at Woxna and only supply larger volumes when improved graphite prices return thus conserving working capital.

### **Technical Report**

The Company commissioned Reed Leyton Consulting (“Reed Leyton”) to prepare a technical report (the “Technical Report”) in accordance with Canadian National Instrument 43-101 (“NI 43-101”) for the Kringelgruven graphite deposit (“Kringelgruven”), Gropabo graphite deposit (“Gropabo”), Mattsmyra graphite deposit (“Mattsmyra”) and Månsberg graphite deposit (“Månsberg”) that forms part of the Company’s 100% owned Woxna graphite plant. The Technical Report is dated with an effective date of March 24, 2015 and was prepared in accordance with NI 43-101 Standards of Disclosure for Mineral Projects. The Qualified Person responsible for the Technical Report is Mr. Geoff Reed, consulting geologist for Reed Leyton.

### **Mineral Resources**

Woxna Graphite AB (“Woxna”), the Company’s 100% owned Swedish subsidiary, owns four mining concessions over graphite deposits (Kringelgruvan, Gropabo, Mattsmyra and Månsberg - the Woxna Project) located along a 40km trend in central Sweden. The partially mined Kringelgruvan deposit lies adjacent to the processing plant, tailings dam and related infrastructure.

*Table 1: Total Measured and Indicated Mineral Resources at the Woxna Graphite Project, Sweden.  
Effective date March 24, 2015*

<b>Mining Lease</b>	<b>Classification</b>	<b>Tonnes x 1,000,000 (Mt)</b>	<b>Graphite (“Cg”) %</b>
Gropabo	Indicated	1.5	8.8
Mattsmyra	Indicated	3.4	8.4
Kringelgruven*	Measured	1.0	10.7
Kringelgruven*	Indicated	1.8	10.7
<b>TOTAL</b>	<b>Measured + Indicated</b>	<b>7.7</b>	<b>9.3</b>

*\*Previously reported, refer to Company’s press release September 3, 2013 and November 5, 2013 with an effective date of October 11, 2013*

*Table 2: Total Inferred Mineral Resources at the Woxna Graphite Project, Sweden.  
Effective date March 24, 2015*

<b>Mining Lease</b>	<b>Classification</b>	<b>Tonnes (Mt)</b>	<b>Cg %</b>
Gropabo	Inferred	0.7	8.7
Mattsmyra	Inferred	1.2	8.4
<b>TOTAL</b>	<b>Inferred</b>	<b>1.9</b>	<b>8.5</b>

**Cautionary Note: Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.**

In addition to the Kringelgruvan, Gropabo, and Mattsmyra, the Månsberg flake graphite deposit contains historic resources. Månsberg will continue to be classified as historic resources.

Readers are encouraged to read the entire Technical Report which is available for download on the Company’s website at [www.leadingedgematerials.com](http://www.leadingedgematerials.com) or under the Company’s Profile on SEDAR at [www.sedar.com](http://www.sedar.com)

***As a result of the new estimated mineral resources for the Woxna Project, effective March 24, 2015, there is no longer a current PEA for the Woxna Project and the previous PEA released by the Company in 2013 is no longer current or valid as it does not consider these additional mineral resources. The Company cautions that it has no plans to complete a new preliminary economic assessment, a pre-feasibility or feasibility study at this time on the Woxna Project, as a result, there is an increased risk of technical and economic failure for the Woxna Project.***

The decision to recommence mining at Woxna was not based on a feasibility study of mineral reserves demonstrating economic and technical viability as the Company is of the view that the establishment of mineral reserves is not necessary. There is increased uncertainty and risk of economic and technical failure associated with such production decisions. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing or other relevant issues.

The Company's Board of Directors is of the view that the costs of undertaking a feasibility study for a brownfield project of this type and scale is cost prohibitive. Therefore, the Company determined it was the most responsible utilization of financial resources to restart the mine and processing plant to establish itself in the graphite market as quickly as possible to develop credible sales and marketing presence. The Company acknowledges that there is increased uncertainty and risk of economic and technical failure associated with such production decisions not supported by pre-feasibility and feasibility studies that are structured for a large greenfield project. With the cost of this brownfield project, the Company believes its financial decision to restart the Woxna mine was justified without the contribution from an extensive series of studies.

It is noteworthy that the Woxna mine and processing facility currently has all environmental, permitting, legal, title, sociopolitical approvals in place and is in operation. It was concluded that the risk of restarting the plant was manageable which is demonstrated in the cost effective manner the facility was refurbished and restarted for a low capital cost and rapidly integrated into the graphite market. The Company has determined that, effective August 1, 2015, the commissioning of the Woxna plant was completed. The graphite market is at a four year low and the Woxna plant is currently on a production ready status and can be restarted in a matter of days once viable economics return to the graphite market. However, due to the ongoing success of the high purity graphite research, and the widely reported anticipated increase in demand for battery grade graphite, the Company has committed to the re-permitting process for expansion at the Woxna site. Re-permitting of the Woxna site will allow for an increased graphite production rate across the site and an expansion of the range of graphite products that can be produced, including high purity materials. Once permitted for high purity graphite production, Woxna will be positioned as a long term and sustainable supplier of high value raw materials to the burgeoning European energy storage market. In comparison to traditional natural flake graphite pricing less than \$800 per ton, graphite market analyst, Benchmark Minerals, indicate that natural flake battery grade spherical graphite products commands prices in the order of US \$3,000 to US \$4,500 per tonne, depending on specifications. The Company has engaged a consultant to scope the re-permitting process and to work with the relevant consultants and authorities. Further details of the multiplier of the expansion, high purity output, process, timeframes and costs will be announced when all parameters are defined.

### **Norra Kärr REE Project**

Norra Kärr lies in south-central Sweden, 15 km northeast of the township of Gränna and 300 km southwest of the capital Stockholm in mixed forestry and farming land. The project is 100% owned by the Company via an exploration licence granted on August 31, 2009 and four staked exploration claims.

The mining lease for Norra Kärr, along with three other mining leases held by third parties in Sweden, are presently under reassessment by the Swedish Mines Inspectorate following a recommendation by the Swedish Supreme Administrative Court ("SAC"). The Mines Inspectorate is considering all four mining lease applications to determine any additional information that is required to meet the SAC's new interpretation of the Mining Act. The Company has been advised by Swedish legal counsel that the Norra Kärr Mining Lease remains in force, and is 100% owned by the Company. The Company continues to work with the authorities to provide any additional information required.

The Norra Kärr mining lease is surrounded by an Exploration License ("EL") which was first granted to Tasman on August 31, 2009. On August 31, 2015, Tasman applied for a two-year extension of this EL, which was granted by the Swedish Mines Inspectorate. Subsequently, the renewal of the EL was appealed to the Administrative Court in Falun. The Company was advised in late August 2016 that the appeal was upheld by the Administrative Court, which determined that the Mines Inspectorate was incorrect in granting the renewal to Tasman. The Company appealed this decision and, in February 2017, the Company was advised that its appeal was upheld and the EL was reinstated. This decision has also been appealed by opposing interests. The Company believes that it will continue to be successful in defending its tenure over the Norra Kärr Property.

Norra Kärr is a zirconium (Zr) and heavy REE enriched peralkaline nepheline syenite intrusion which covers 450m x 1,500m in area. The deepest extents of the REE mineralized intrusion exceed 350m. The rock units comprising the Norra Kärr intrusion include mineral phases that are comprised of or associated with REEs, Zr, Nb, Y and Hf.

Mineralogical studies show nearly all of the REE in the deposit is found within the mineral eudialyte. Eudialyte at Norra Kärr is relatively rich in REE's compared to most other similar deposits globally, and also contains a very high proportion of high value heavy REE's. The first phase drill program by Tasman at Norra Kärr commenced in mid-December 2009. A total of 121 exploration holes have now been completed, typically on 50m sections.

## **Tungsten**

### *Sweden*

On October 7, 2013 Tasman purchased a portfolio of tungsten projects in the Bergslagen mining district of south-central Sweden. In addition, during fiscal 2015, Tasman staked one additional tungsten claim. This portfolio includes several of the largest known tungsten occurrences in Scandinavia, including the former Yxsjöberg mine which accounts for more than 90% of the tungsten previously produced in Sweden.

The acquired tungsten projects are approximately centered on the Yxsjöberg historical mine where a mill and tailings dam remains on site. Simple road access links all project areas. The data from the mines is historical in nature and was compiled prior to the implementation of NI 43-101 reporting standards. The Company has not completed sufficient exploration to verify the estimates and is not treating them as NI 43-101 defined resources or reserves verified by a qualified person; the historical estimate should not be relied upon.

### *Yxsjöberg*

The Yxsjöberg historical mine is the by far largest known tungsten mineralization in Sweden, from which more than 90% of all tungsten produced in the country emanates. The deposit is of a skarn-hosted tungsten-copper-beryllium-fluorite style consisting of three mineralized material bodies (Kvarnåsen, Nävergruvan, Finngruvan) which lie in the same folded, skarn altered limestone horizon. Earliest records of mining date back to 1728 and small scale mining for copper continued intermittently until the 19th century. The tungsten mineral scheelite (CaWO<sub>4</sub>) was first identified in 1862 and the earliest recorded production of tungsten in 1918. A new concentrator was built in 1937, and a roasting furnace and gravity separator added in 1951. A circuit for the production of fluorite concentrate was added in 1956. Fluorite remains a potential by-product to any future operation.

The price of tungsten fell in the early 1960s, and the mine was closed in 1963 and subsequently allowed to flood. By the end of the 1960s however, the tungsten price had recovered and interest was renewed. In 1969 the Swedish State-owned mining company, AB Statsgruvor, acquired the mine and constructed a new concentrator and head frame. This new plant began with gravity separation, but was converted to selective flotation in 1977. The mine and plant were closed again in 1989 due to low tungsten prices, when the deepest levels of the mine had reached approximately 600m. A total of more than 5 million tonnes of mineralized material averaging approximately 0.35% WO<sub>3</sub> (with additional copper and fluorite) were extracted during the life of the Yxsjöberg mine. Significant mineralization remained in situ at the final closure in 1989.

Apart from remediation and environmental management, the plant has largely been left untouched since the closure of the mine, as have two large tailings dams estimated to contain a total of 4.6 million metric tonnes of material.

## **Cobalt**

The Vena project is a cobalt-copper project located in central Sweden, approximately 250 km southwest of Stockholm. The project lies in the County of Örebro, and is secured by Leading Edge Material's 350 Ha Vena nr 5 claim. Vena is a site of extensive historic mining activity including 200 separate pits over an area of more than 2500 metres by 500 metres. The deepest workings extend to only 68 metres in depth. Historic data is being reviewed and a program will be defined for advancing the project.

## Lithium

The Bergby project is a lithium project located in central Sweden, 25km north of the town of Gävle. The claim area totals 1903 Ha. The site is close to infrastructure, with major roads, rail and power supply passing immediately adjacent to the claim boundaries. Mapping and sampling of the Bergby claim has located a large number of angular pegmatitic and aplitic lithium-mineralized boulders within an area of 650 metres by 250 metres. Lithium is hosted within the minerals spodumene and petalite. Analytical results for the first 27 boulder samples have been received, and average 0.85% Li<sub>2</sub>O (lithium oxide) and range from 0.08% Li<sub>2</sub>O to 2.3% Li<sub>2</sub>O. The boulders are anomalous in other elements which characterize lithium-caesium-tantalum (LCT) pegmatites that are regularly associated with lithium deposits.

A drill program application has been made and it is anticipated this program will commence in the first half of 2017.

## Qualified Person

The qualified person for the Company's project, Mr. Blair Way B.S. (Geology) M.B.A., a Fellow of the Australasian Institute of Mining and Metallurgy, the Company's President and CEO, has reviewed and verified the contents of this document.

## Selected Financial Data

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

	Year Ended October 31,		
	October 31, 2016 \$	October 31, 2015 \$	October 31, 2014 \$
<b>Operations</b>			
Expenses	(3,567,926)	(2,854,109)	(2,676,858)
Other items	113,032	65,959	(59,516)
Net loss	(3,454,894)	(2,788,150)	(2,736,374)
Basic and diluted loss per share	(0.07)	(0.06)	(0.06)
Dividends per share	Nil	Nil	Nil
<b>Balance Sheet</b>			
Working capital	2,436,641	3,233,642	6,264,646
Total assets	36,037,751	19,005,386	21,177,698
Total non-current liabilities	(8,072,937)	(6,151,407)	(5,199,894)

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company prepared in accordance with IFRS.

Three Months Ended	Fiscal 2016				Fiscal 2015			
	October 31, 2016 \$	July 31, 2016 \$	April 30, 2016 \$	January 31, 2016 \$	October 31, 2015 \$	July 31, 2015 \$	April 30, 2015 \$	January 31, 2015 \$
<b>Operations</b>								
Expenses	(2,060,555)	(454,144)	(460,150)	(593,077)	(632,295)	(691,550)	(740,739)	(789,525)
Other items	63,761	19,661	10,467	19,143	16,807	13,728	26,743	8,681
Net loss	(1,996,794)	(434,483)	(449,683)	(573,934)	(615,488)	(677,822)	(713,996)	(780,844)
Basic and diluted loss per share	(0.04)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Financial Position</b>								
Working capital	2,436,641	1,947,010	2,314,419	2,723,864	3,233,642	3,693,198	4,336,528	5,291,824
Total assets	36,037,751	19,632,405	18,808,738	19,340,291	19,005,386	19,153,275	20,122,699	20,670,066
Total non-current liabilities	(8,072,937)	(8,272,979)	(7,057,850)	(7,068,777)	(6,151,407)	(5,676,407)	(5,792,906)	(5,602,133)

## Results of Operations

### *Three Months Ended October 31, 2016 Compared to Three Months Ended October 31, 2015*

During the three months ended October 31, 2016 (the “Q4/2016”) the Company reported a net loss of \$1,996,794 compared to a net loss of \$615,488 for the three months ended October 31, 2015 (the “Q4/2015”), for an increase in loss of \$1,381,306. The increase in loss was primarily attributed to the recognition of share-based compensation of \$1,505,250 during Q4/2016, compared to \$1,000 during Q4/2015, on the granting and vesting of share options. The increase in share-based compensation was partially offset by the decrease in general and administrative expenses.

### *Year Ended October 31, 2016 Compared to Year Ended October 31, 2015*

During the year ended October 31, 2016 (“fiscal 2016”), the Company incurred a net loss of \$3,454,894 (\$0.07 per share), compared to a loss of \$2,788,150 (\$0.06 per share) during the year ended October 31, 2015 (“fiscal 2015”), an increase in loss of \$666,744. The increase in loss is primarily attributed to the recognition of share-based compensation of \$1,505,250 in fiscal 2016, compared to \$17,000 in fiscal 2015, on the granting and vesting of share options. The increase in share-based compensation was partially offset by the decrease in general and administrative expenses throughout fiscal 2016 due to the implementation of cost reduction procedures in the second half of fiscal 2015 at its Woxna Graphite Mine on a “production-ready” basis to minimize costs.

General and administrative expenses, excluding share-based compensation, decreased by \$774,433 from \$2,837,109 during fiscal 2015 to \$2,062,676 during fiscal 2016. Specific general and administrative expenses of note during fiscal 2016 are as follows:

- (i) incurred consulting fees of \$531,639 (2015 - \$391,520) of which \$333,457 (2015 - \$177,477) was paid to consultants for mine management advisory services provided for refinement of the existing process to upgrade to a high purity spherical graphite. In addition, \$123,582 (2015 - \$96,043) was paid to consultants in Canada for financial advisory services and \$74,600 (2015 - \$118,000) was incurred by current and former directors of the Company in their capacity as directors and officers. See also “Related Party Transactions and Balances”;
- (ii) incurred \$199,992 (2015 - \$199,992) for management fees charged by the Company’s President and CEO. In addition, during fiscal 2015 the Company reimbursed its President \$64,111 for relocation costs incurred. See also “Related Party Transactions and Balances”;
- (iii) incurred \$23,570 (2015 - \$45,445) for equipment rentals, \$16,441 (2015 - \$92,384) for plant maintenance, \$55,288 (2015 - \$147,937) for fuel, electricity and utilities, and \$49,158 (2015 - \$125,264) for plant supplies and consumables relating to ongoing maintenance of the Woxna Graphite Plant. These costs were significantly higher during fiscal 2015 as the Company was focused on the refurbishment and start-up activities of the plant;
- (iv) incurred salaries, compensation and benefits expense of \$540,694 (2015 - \$934,089) for staff in the mining office in Sweden. During fiscal 2015 the Company increased staffing and casual labour hires specifically to facilitate the refurbishment of and commencement of operations at the Woxna Graphite plant;
- (v) during fiscal 2015 the Company paid \$23,800 for investor relations. The arrangement with Albis Capital Corp. was mutually terminated effective May 31, 2015. No investor relations firms were subsequently retained through the remainder of fiscal 2015 and throughout fiscal 2016;
- (vi) depreciation decreased by \$88,802, from \$183,530 in fiscal 2015 to \$94,728 in fiscal 2016. During fiscal 2016 no depreciation was calculated on the processing plant as production has suspended due to depressed graphite market conditions.
- (vii) incurred a total of \$59,900 (2015 - \$93,466) for accounting and administration services of which \$29,400 (2015 - \$36,550) was for accounting and administration services provided by Chase Management Ltd. (“Chase”), a private corporation controlled by Mr. DeMare and \$30,500 (2015 - \$56,916) was for bookkeeping and accounting services provided by an independent accountant in Sweden;
- (viii) corporate development expenses were lower during fiscal 2016 compared to fiscal 2015 from \$52,703 in fiscal 2015 to \$20,360 in fiscal 2016. During fiscal 2015 the Company participated in several market awareness programs; and
- (ix) incurred travel expenses of \$96,396 (2015 - \$139,681) for ongoing travel by Company personnel to mainly oversee the Company’s operations of the Woxna Graphite Mine. Travel activities were reduced during fiscal 2016.

Interest income is primarily generated from cash held on deposit with the Bank of Montreal. During fiscal 2016 the Company reported interest of \$23,064, a decrease of \$33,374, compared to \$56,438 during fiscal 2015, reflecting the lower levels of cash held during fiscal 2016 period.

During fiscal 2016 the Company received a government grant of \$43,580 from Sweden to promote the research of production and marketing of graphite. The grant has been included in interest other income.

No equity financings were completed in either fiscal 2016 or the 2015 period. During fiscal 2016 period the Company issued 145,000 common shares on the exercise of share options for \$14,500.

### *Property, Plant and Equipment*

<b>Cost:</b>	<b>Vehicles \$</b>	<b>Equipment and Tools \$</b>	<b>Building \$</b>	<b>Manufacturing and Processing Facility \$</b>	<b>Mineral Property Acquisition and Development Costs \$</b>	<b>Total \$</b>
Balance - October 31, 2014	122,251	250,117	340,300	7,399,891	6,304,557	14,417,116
Additions	40,882	14,582	3,839	167,987	224,933	452,223
Preproduction costs, net of sales recoveries	-	-	-	-	107,664	107,664
Adjustment to site restoration	-	-	-	-	815,207	815,207
Balance - October 31, 2015	163,133	264,699	344,139	7,567,878	7,452,361	15,792,210
Additions	-	-	-	-	16,401	16,401
Acquisition	-	15,489	-	-	-	15,489
Disposal	(81,986)	-	-	-	-	(81,986)
Adjustment to site restoration	-	-	-	-	1,823,418	1,823,418
Balance - October 31, 2016	81,147	280,188	344,139	7,567,878	9,292,180	17,565,532
<b>Accumulated Depreciation:</b>						
Balance - October 31, 2014	(57,864)	(51,003)	-	(59,939)	-	(168,806)
Depreciation	(26,958)	(131,152)	(5,470)	(19,950)	-	(183,530)
Balance - October 31, 2015	(84,822)	(182,155)	(5,470)	(79,889)	-	(352,336)
Depreciation	(17,045)	(35,612)	(22,007)	(20,064)	-	(94,728)
Disposal	59,882	-	-	-	-	59,882
Balance - October 31, 2016	(41,985)	(217,767)	(27,477)	(99,953)	-	(387,182)
<b>Carrying Value:</b>						
Balance - October 31, 2015	78,311	82,544	338,669	7,487,989	7,452,361	15,439,874
Balance - October 31, 2016	39,162	62,421	316,662	7,467,925	9,292,180	17,178,350

During fiscal 2016 period the Company recorded total additions of \$31,890 (2015 - \$452,223) to property, plant and equipment of which \$15,489 was attributed to the acquisition of Tasman. The Company also recorded \$1,823,418 (2015 - \$815,207) increase to the provision for site restoration for the Kringelgruven concession, caused by revisions in the risk-free rate and inflation factors used in the Company's estimates. During fiscal 2015 the Company recorded \$107,664 for pre-production costs, net of sales recoveries, incurred during the commissioning stage. See also "Woxna Project - Production Plan".

### **Financial Condition / Capital Resources**

During fiscal 2016 the Company recorded a net loss of \$3,454,894 and, as at October 31, 2016, the Company had an accumulated deficit of \$19,748,011 and working capital of \$2,436,641. On December 14, 2016 the Company completed a private placement of 4,004,222 units of the Company, at a price of \$0.45 per unit, for gross proceeds of \$1,801,900. The Company has implemented cost reduction procedures at its Woxna Graphite Mine on a "production-ready" basis to minimize costs. The Company currently has no significant budget allocated for the Norra Kärr Project. Although the Company has sufficient funding to meet anticipated levels of corporate administration and overheads for the ensuing twelve months it anticipates that it may need additional capital to recommence operations at the Woxna Graphite Mine and/or upgrade the plant to produce value added production. There is no assurance such additional capital will be available to the Company on acceptable terms or at all. In the longer term the recoverability of the carrying value of the Company's long-lived assets is dependent upon the Company's ability to preserve its

interest in the underlying mineral property interests, the discovery of economically recoverable reserves, the achievement of profitable operations and the ability of the Company to obtain financing to support its ongoing exploration programs and mining operations. Whether the Company can generate positive cash flow and, ultimately, achieve profitability is uncertain. These uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Proposed Transactions**

The Company has no proposed transactions.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Company's significant accounting policies is included in Note 3 to the October 31, 2016 audited annual consolidated financial statements.

### **Changes in Accounting Policies**

There are no changes in accounting policies.

### **Related Party Transactions and Balances**

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

#### **(a) *Transactions with Key Management Personnel***

During fiscal 2016 and 2015 the following amounts were incurred with respect to the Company's President and CEO (Mr. Way), and the Company's CFO (Mr. DeMare):

	<b>2016</b>	<b>2015</b>
	<b>\$</b>	<b>\$</b>
Management fees - Mr. Way	199,992	199,992
Consulting fees - Mr. DeMare	22,000	46,000
Relocation reimbursement costs - Mr. Way	-	64,111
Share-based compensation - Mr. Way	243,000	-
Share-based compensation - Mr. DeMare	120,150	-
	<u>585,142</u>	<u>310,103</u>

As at October 31, 2016, \$13,500 (2015 - \$nil) remained unpaid.

The Company has a management agreement with Mr. Way which provides that in the event Mr. Way's services are terminated without cause or upon a change of control of the Company, a termination payment of one year of compensation, at \$16,666 per month, is payable. If the termination had occurred on October 31, 2016, the amount payable under the agreement would be \$199,992.

(b) *Transactions with other Related Parties*

- (i) During fiscal 2016 and 2015 the following amounts were incurred with respect to non-management directors (Messrs. Hudson, Saxon and Ranggard) and a former director (Mr. Robert Atkinson) of the Company:

	2016 \$	2015 \$
Consulting fees - Mr. Hudson	12,000	24,000
Consulting fees - Mr. Saxon	12,000	24,000
Consulting fees - Mr. Ranggard <sup>(1)</sup>	17,600	-
Consulting fees - Mr. Atkinson <sup>(2)</sup>	11,000	24,000
Share-based compensation - Mr. Hudson	108,000	-
Share-based compensation - Mr. Saxon	148,500	-
Share-based compensation - Mr. Ranggard	162,000	-
	<u>471,100</u>	<u>72,000</u>

(1) Mr. Ranggard was appointed a director of the Company on September 7, 2017. \$16,600 of his fees were received for being a member of the legal advisory committee.

(2) Mr. Atkinson resigned as a director on August 25, 2016.

As at October 31, 2016, \$48,455 (2015 - \$16,000) remained unpaid.

- (ii) During fiscal 2016 the Company incurred \$29,400 (2015 - \$36,550) to Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, for accounting and administrative services provided by Chase personnel, exclusive of Mr. DeMare, and \$4,020 (2015 - \$4,020) for rent. As at October 31, 2016, \$4,470 (2015 - \$5,270) remained unpaid.

During fiscal 2016 the Company recorded \$28,350 (2015 - \$nil) for share-based compensation for share options granted to Chase.

- (iii) During fiscal 2016 the Company incurred \$20,813 (2015 - \$12,814) for shared administration costs with Mawson Resources Limited, a public company with common directors and officers. As at October 31, 2016, \$6,413 (2015 - \$338) remained unpaid.

### **Outstanding Share Data**

The Company's authorized share capital is unlimited common shares without par value. As at February 24, 2017, there were 84,120,900 issued and outstanding common shares, 4,556,829 warrants outstanding with exercise prices ranging from \$0.70 to \$3.00 per share, 51,953 compensation options outstanding with an exercise price of \$2.20 per share and 7,677,500 share options outstanding with exercise prices ranging from \$0.39 to \$2.94 per share.