



NAMIBIA CRITICAL METALS INC.

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
WITH MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2022 AND 2021



NAMIBIA CRITICAL METALS INC.

Management's Discussion and Analysis

Three months ended February 28, 2022

NAMIBIA CRITICAL METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis of the financial condition and results of operations ("MD&A") of Namibia Critical Metals Inc. (the "Company") is dated April 26, 2022 and provides an analysis of the Company's financial results and progress for three months ended February 28, 2022 and 2021. This MD&A should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements as at and for the three months ended February 28, 2022 and 2021 and related notes thereto, which were prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise noted.

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. The information contained herein is subject to change and the Company does not assume the obligation to revise or update these forward-looking statements, except as may be required under applicable securities laws.

Rainer Ellmies, PhD, MSc Geology, GeolFA, EurGeol, AusIMM, is the Company's Qualified Person and has reviewed and approved the technical information disclosed in this MD&A.

NAMIBIA CRITICAL METALS INC.
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Overall Performance

The Company is engaged in the exploration for critical metals and gold in Namibia through its 95% owned subsidiary, Namibia Rare Earths (Pty) Ltd., a Namibian company ("Namibia Pty") and its 95% interest in nine additional Namibian subsidiaries acquired from Gecko Namibia (Pty) Ltd through the Company's Cayman subsidiary, Cayman Namibia Rare Earths Inc., on February 21, 2018. Since incorporation in 2004, Namibia Pty has established a presence in Namibia and has applied for and been granted a number of exclusive prospecting licenses.

The major focus of the Company's activities from 2010 to February 2018 had been the Lofdal Heavy Rare Earths Project. On February 21, 2018, the Company completed the acquisition of six critical metal and gold properties in Namibia from Gecko Namibia (Pty). This transaction provided Namibia Critical Metals with a diversified exploration portfolio (Figure 1) and at the same time has secured a highly experienced strategic partner. Gecko Namibia and its subsidiaries are substantial participants in the Namibian resource sector with a proven track record in the mining industry. The portfolio of properties acquired from Gecko Namibia has expanded the Company's commodity interest from solely heavy rare earths to a variety of highly critical commodities which currently includes gold, copper, lead, zinc, nickel, vanadium, tantalum and niobium. Current ground holdings are summarized in Table 1.

Following the transaction with Gecko Namibia, a focus was placed on the Kunene Cobalt-Copper Project throughout 2018-2020. Exploration results were largely unsuccessful and these properties were deemed to not warrant further investment. As a consequence, non-core prospecting licences were largely relinquished in the year. Since 2020 the Company has focused on further development of the Lofdal project through its joint venture with Japan Oil, Gas and Metals National Corporation ("JOGMEC") and on exploration of its gold properties in Namibia. The Otjitanga light rare earth property is in a final stage for a commercial transaction.

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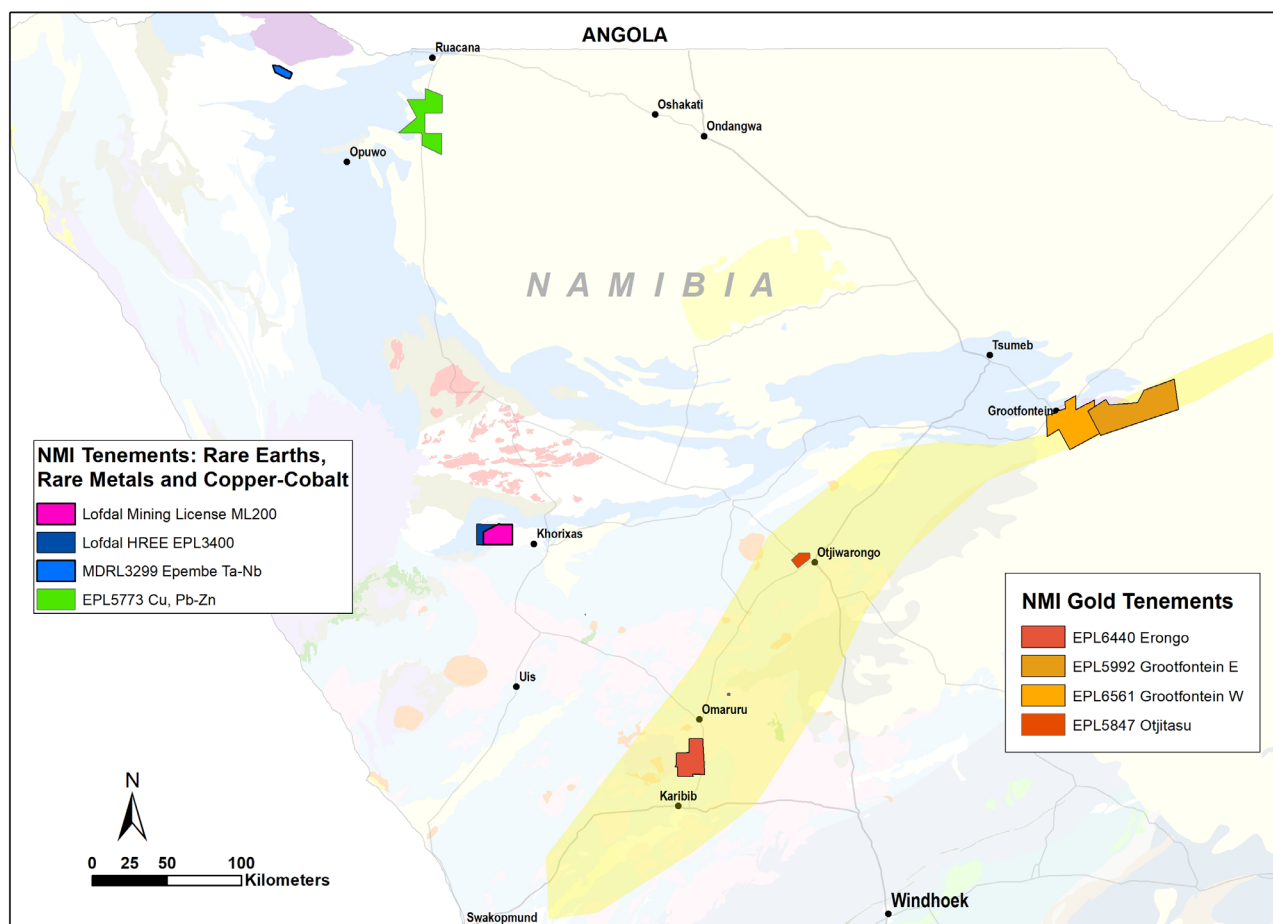


Figure 1 – Location of NCMi's critical metals projects

Table 1 – Summary of Namibia Critical Metals Project Portfolio as at 28 February 2022

EPL = Exclusive Prospecting Licence; ML = Mining Licence; MDRL = Mineral Deposit Retention Licence

#	Licence	Subsidiary Company	Project	Size(km ²)
1	EPL3400	Namibia Rare Earths (Pty) Ltd.	Lofdal	104
2	EPL5847	Kunene Resources Namibia (Pty) Ltd.	Otjitasu	69
3	EPL5885	Kunene Resources Namibia (Pty) Ltd.	Kunene	783
4	EPL5992	Kunene Resources Namibia (Pty) Ltd.	Grootfontein	732
5	EPL6440	Gecko Gold Mining (Pty) Ltd.	Erongo	337
6	EPL6561	Kunene Resources Namibia (Pty) Ltd.	Grootfontein	661
7	EPL7115	Philco One Hundred Eighty (Pty) Ltd.	Marienfluss	271
8	MDRL3299	Epembe Mining (Pty) Ltd.	Epembe	57
9	ML200	Namibia Rare Earths (Pty) Ltd.	Lofdal	210
	Total			3,224

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Lofdal Rare Earths Project and Development Strategy

There is a fundamental risk in taking any resource project from grass roots exploration through to production. This level of risk is heightened in the rare earth sector due to the complexity of the metallurgy and the lack of operators with rare earth processing expertise. The Company has brought strong financial backing to the project through a joint venture agreement with JOGMEC.

The Lofdal property is the Company's most advanced project and comprises a Mining Licence ("ML200") and a surrounding exclusive prospecting license ("EPL 3400"). Lofdal is located approximately 450 kilometers northwest of the capital city of Windhoek and 25 kilometers northwest of the town of Khorixas in the Kunene Region. The Lofdal property covers a total area of 314 square kilometers centered on the Lofdal carbonatite complex, a regional geological feature associated with numerous occurrences of heavy rare earth mineralization hosted by albitic alteration zones and carbonatitic dykes.

EPL 3400, which provides for mineral rights to base and rare metals, and precious metals, was originally granted in 2005. It was renewed by the Government of Namibia for a two-year period to 27 September 2023. On May 11, 2021, Mining Licence ("ML 200") was issued for the Lofdal Heavy Rare Earth Dysprosium-Terbium Project ("Lofdal" or "the project") by the Ministry of Mines and Energy. ML200 is valid for a 25-year period through to May 10, 2046 and is issued to the Company's 95% owned subsidiary, Namibia Rare Earths (Pty) Ltd. with the balance held by Philco One Hundred Ninety-Six (Pty) Ltd. ("Philco 196"), a company incorporated to fulfil the licence requirement of a 5% shareholding of Historically Disadvantaged Namibians. Lofdal is developed in a joint venture between the Company and JOGMEC.

Partnership with JOGMEC on Lofdal

On January 27, 2020 the Company announced that it had signed an agreement with JOGMEC to jointly explore, develop, exploit, refine and/or distribute mineral products from Lofdal. The agreement provides JOGMEC with the right to earn a 50% interest in the project by funding \$20,000,000 in exploration and development expenditures under the following terms:

Term 1 – JOGMEC will fund \$3,000,000 in exploration expenditures up to March 31, 2021. The first term funding amount is non-refundable and JOGMEC earns no interest in the Lofdal project;

Term 2 – JOGMEC is entitled to elect to contribute an additional \$7,000,000 in exploration expenditures from April 1, 2021 – March 31, 2024 to earn a 40% interest in the Lofdal project;

Term 3 – JOGMEC is entitled to elect to contribute an additional \$10,000,000 in exploration and development expenditures from April 1, 2024 – March 31, 2028 to earn an additional 10% interest in the Lofdal project.

Once JOGMEC has completed and exercised its 50% earn-in and a feasibility study has been completed on the project, JOGMEC has the right to purchase an additional 1% interest in the project from the Company for \$5,000,000 and thereafter to exclusively provide funding to develop the project subject to the Company's interest in the Project not being diluted below 26%.

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On April 1, 2021 the Company announced that JOGMEC officially elected to move to Term 2 of the JV Agreement and provide additional preliminary funding of \$2,063,000 for further exploration and development programs at Lofdal.

As of February 28, 2022, JOGMEC has advanced \$6,800,000 of the \$10,000,000 commitment for Terms 1 and 2 and has approved up to \$7 million to be spent by March 31, 2022.

JOGMEC is a Japanese government agency which seeks to secure stable commodity supply for Japan. JOGMEC has a strong reputation as a long term, strategic partner in mineral projects globally. The mandated areas of responsibilities within JOGMEC relate to oil and natural gas, metals, coal and geothermal energy. JOGMEC facilitates opportunities with Japanese private companies to secure supply of natural resources for the benefit of the country's economic development.

Rare earths are of critical importance to Japanese industrial interests and JOGMEC has extensive experience with all aspects of the sector. JOGMEC provided Lynas Corporation with US\$250,000,000 in loans and equity in 2011 to ensure supplies of these crucial metals from the Mount Weld Project in Australia to Japanese industry.

Japan is the most important consumer of dysprosium outside of China. Adamas Intelligence estimates that from 2013 through 2017 China produced 98% of the global supply of dysprosium and was responsible for approximately 90% of global dysprosium oxide (or oxide equivalent) consumption each year. Japan was responsible for 9% of global consumption and other nations (including the United States) for 1%. With 2017 dysprosium production estimated at 1,500 tonnes, Japanese consumption is estimated at 160 tonnes per annum.

Regional Assessment of Rare Earths Potential

The first systematic exploration for rare earths over Lofdal was initiated by Namibia Rare Earths Pty in 2008. In 2011 the Area 4 heavy rare earth deposit was discovered and since that time exploration results have demonstrated the occurrence of rare earth mineralization on a district scale (Figure 2).

Rare earth mineralization at Lofdal is hosted in carbonatite dykes, structural zones and plugs exhibiting grades between 0.05-3% total rare earths oxides ("TREO" which includes yttrium oxide) and often exhibiting exceptional heavy rare earth ("HREE") grades.

The Company uses classification nomenclature which considers heavy rare earths comprising europium (Eu), gadolinium (Gd), terbium (Tb), dysprosium (Dy), holmium (Ho), erbium (Er), thulium (Tm), ytterbium (Yb), lutetium (Lu) and yttrium (Y). Light rare earths comprise lanthanum (La), cerium (Ce), praseodymium (Pr), neodymium (Nd) and samarium (Sm). "Heavy rare earth enrichment" is the ratio of HREE:TREO, expressed as a percentage.

Mineralization at Area 4 is associated with large scale hydrothermal systems. Many of the larger, lower grade "dykes" previously mapped on surface are in fact alteration zones associated with these systems which in some areas significantly increases the strike and width potential of the heavy rare earths exploration target.

There are two larger intrusive carbonatite bodies related to a specific magmatic phase combined as Lofdal Intrusive Complex. The Main Intrusion is an early stage calcitic body some two kilometers in strike length

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which does not carry significant amounts of rare earths but has potential for niobium and uranium mineralization. The smaller Emanyia plug is some 350 meters in diameter in outcrop and carries anomalous concentrations of rare earths typically in the range of 0.2-1% TREO but is not enriched in heavy rare earths.

Detailed mineralogical studies have confirmed that the principal heavy rare earth mineral at Lofdal is xenotime. The potential ore mineral assemblage has accessory thorite with an average thorium content of the Area 4 deposit of only 326 ppm.

Grain size and habit are variable with ore minerals being generally fine- to very fine-grained with much of the potential ore minerals averaging 15-20 microns but locally reaching up to 150 microns.

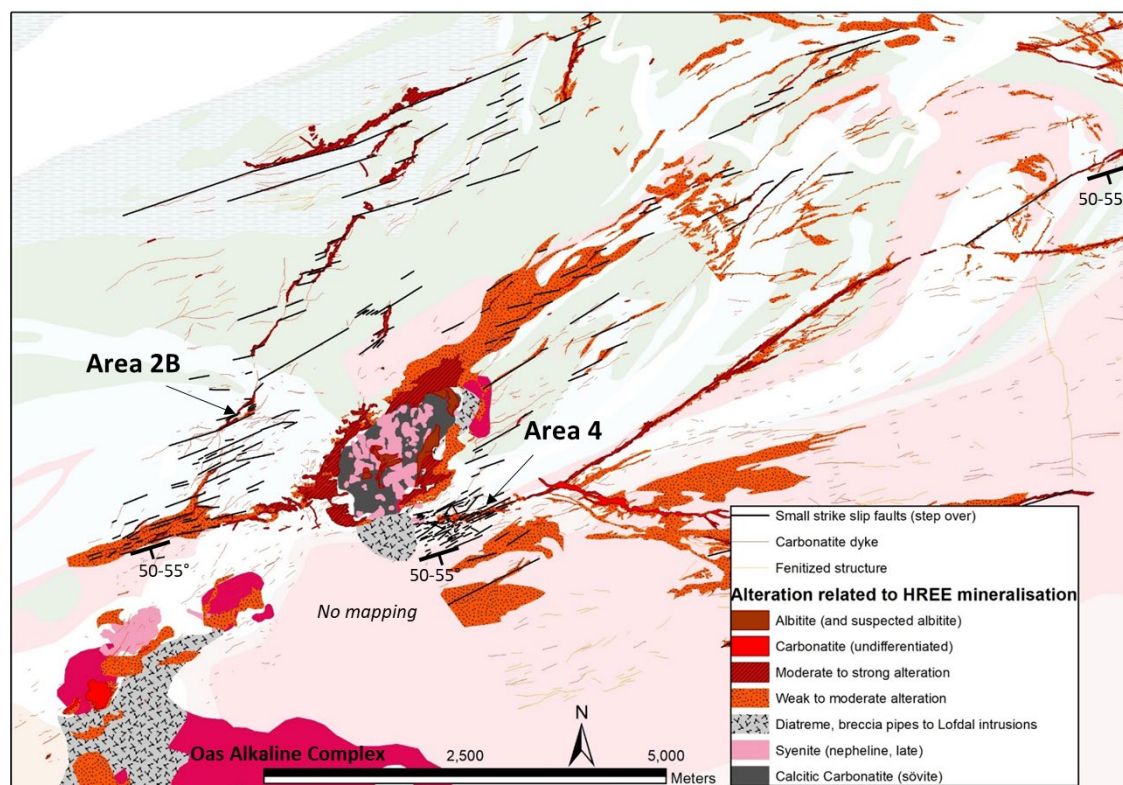


Figure 2 – General geology of EPL 3400 showing the location of the Area 4 and Area 2B Deposits in relation to other structures with rare earth mineralisation

Work Program of the NMI-JOGMEC JV

Under terms of the agreement, JOGMEC has completed a non-refundable \$3,000,000 work program with the objective of doubling the current mineral resource size through the provision of 7,700 meters of diamond drilling at Area 4. The program also investigated two exploration targets outside of Area 4 with 1,500 m of diamond drilling and will further investigate optimization of the processing flow sheet with specific metallurgical test programs. JOGMEC also retains the right to accelerate spending and in this regard has elected to move on to Term 2 of the JV Agreement with an additional budget funding commitment of \$2,463,000. This brings the total funding commitment up to \$7,000,000.

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i) Drilling Program (2020)

Drill target areas identified at Lofdal for resource development are shown in Figure 3.

Drilling in 2020 focused on extending the mineral resource in Area 4 and confirming the resource potential in Area 2B. Reconnaissance drilling on the Northern Splay and Dolomite Hill targets did not return significant results for resource development.

Total drilling completed for the Term 1 program is summarized as follows:

Area	Holes Drilled	Meters Drilled
Area 4	56	10,162
Area 2B	29	4,400
Northern Splay	10	1,276
Dolomite Hill	4	377
Total Drilling	99	16,215

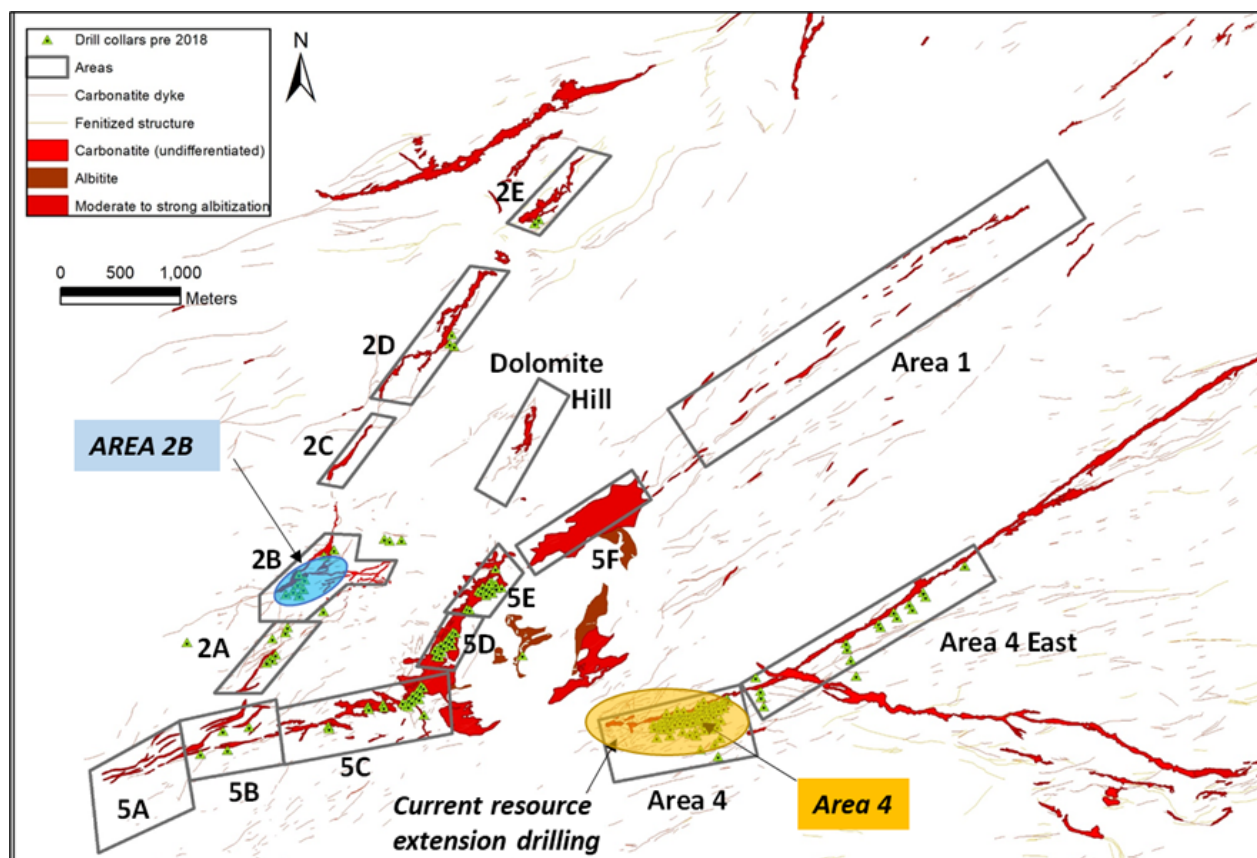


Figure 3 - Drill target areas at Lofdal for resource development. In 2020-2021, focus was on Area 4. Area 2B is the first satellite deposit with resource drilling.

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ii) Expansion of Mineral Resource at Area 4

Drill results in Area 4 have been consistent with expected grades and thickness as predicted from the resource model. Intercepts confirm that the highest grades of heavy rare earth mineralization occur in the central portion of the deposit. A number of significant intercepts have been noted in both the hanging wall ("HW") and foot wall ("FW") to the Main Zone which have contributed to the updated resource estimate (Table 2). Drilling at Area 4 has extended the strike length of the mineralized zone from 700 meters to 1,100 meters and to depths of 250-350 vertical meters (Figure 4).

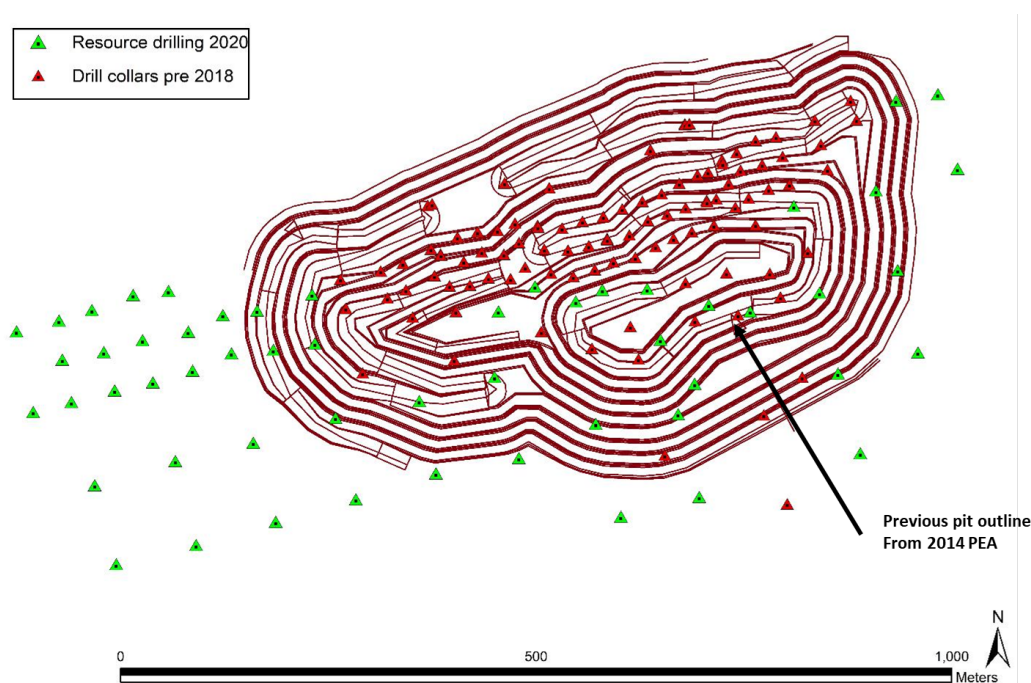


Figure 4 –Drill hole collars Area 4 deposit. 2020 drill collars shown in green and historic holes in red.

iii) Development of Area 2B as Satellite Deposit

JOGMEC provided additional funds to the Term 1 budget for drilling in Area 2B with the objective of confirming the potential to develop additional resources in satellite deposits at Lofdal. Area 2B is located three kilometers northwest of Area 4 and was first identified by trenching and reconnaissance drilling in 2011. Seventeen holes had been drilled in the area for a total of 2,133 meters, however no historic resource estimate was developed. An additional 4,400 meters of drilling has been completed in 29 holes leading to a maiden resource for this zone (Table 3). Mineralization at Area 2B is similar to Area 4 with two to three narrow HREE mineralized zones. Drilling at Area 2B has confirmed mineralization over a strike length of 600 meters to depths of 190 meters (Figure 5).

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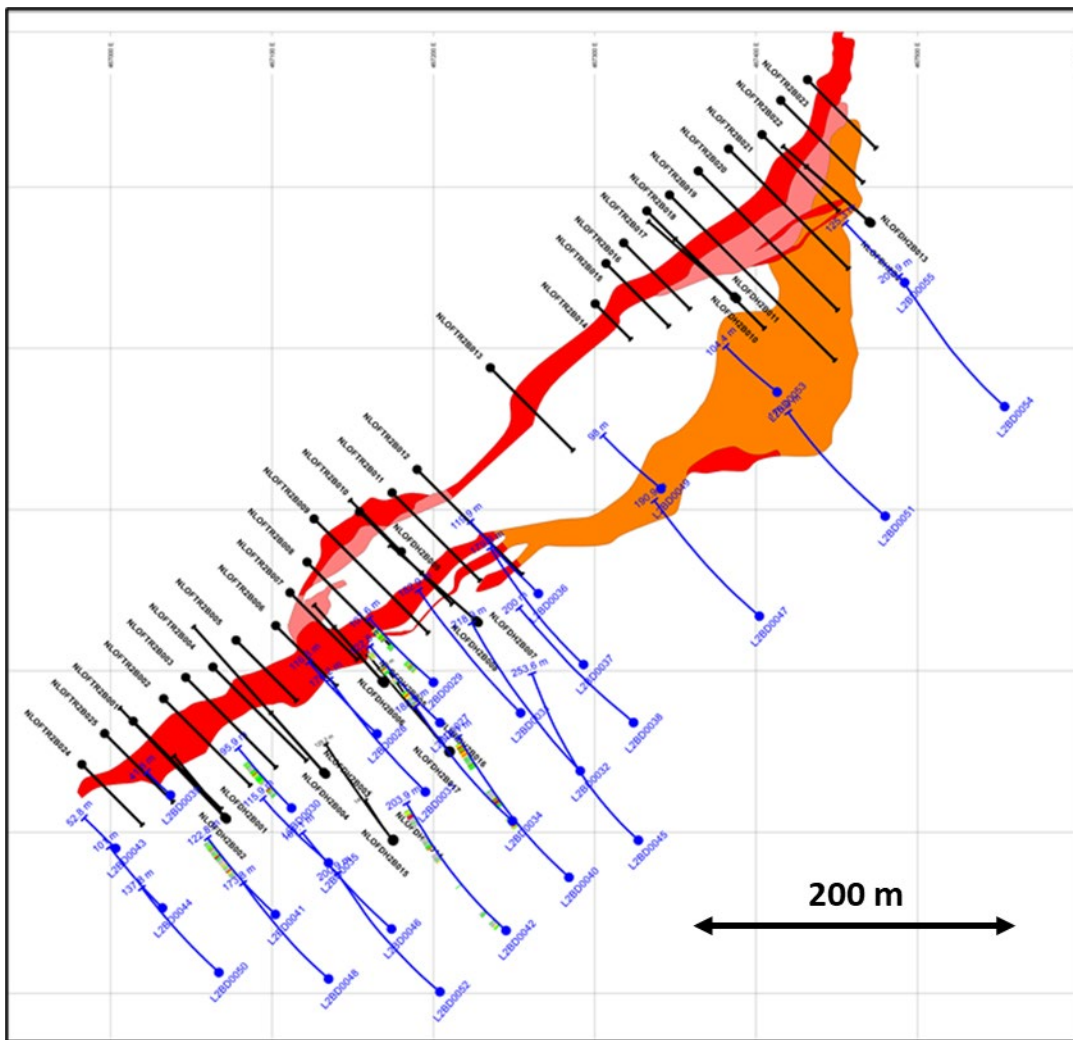


Figure 5 –Drill plan for Area 2B. 2020 drill holes in blue and historic drill holes and trenches in black

iv) Updated Mineral Resource

The MSA Group (“MSA”) of South Africa was engaged to update the Lofdal resource which incorporated all the new drilling from Area 4 and Area 2B. As part of its due diligence process, MSA completed a site visit to review all technical aspects of the project including the Company’s standard operating procedures and quality assurance quality control (“QAQC”) programs. Considerable time was dedicated to vetting the geological model and continuity of the mineralization. Field operations follow strict company Standard Operating Procedures with regards to drilling practices, sampling procedures, security of transport and analytical procedures as per recommendations in the Canadian Institute of Mining, Metallurgy and Petroleum CIM’s Best Practices Guidelines (2018), which includes strict internal QAQC procedures for the insertion of blanks, standards and duplicates. QAQC samples account for 10% of samples submitted in each batch. Sample preparation and analytical work for the drilling program is being provided by Activation

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Laboratories Ltd. ("Actlabs" Windhoek, Namibia and Ancaster, Ontario). Actlabs is an ISO/IEC 17025 accredited laboratory.

The Mineral Resource estimate was based on geochemical analyses and density measurements of core samples obtained by diamond drilling undertaken by Namibia Rare Earths from 2010 to 2012, 2015 and by Namibia Critical Metals from 2020 to 2021.

A total of 172 drill holes have been drilled at Area 4, of which 13 were collared outside the defined Mineral Resource. In Area 2B, 46 drill holes were used to estimate the Mineral Resource.

Lofdal Drilling Summary						
Area	2008 -2016		JOGMEC 2020		TOTAL PROJECT	
	Holes	Meters	Holes	Meters	Holes	Meters
2	30	3398			30	3,398
2B			29	4,400	29	4,400
4 Resource	101	11,807	56	10,162	157	21,969
4 Metallurgy	6	1,022			6	1,022
4 East	9	827			9	827
5	57	5,595			57	5,595
6	24	4,495			24	4,495
7	1	239			1	239
8	7	1,021			7	1,021
Northern Splay			10	1,276	10	1,276
Dolomite Hill			4	377	4	377
Total Drilling	235	28,404	99	16,215	334	44,619

Half core samples of one-meter lengths intervals were taken for analysis. The bagged core samples were given a unique sample reference number and dispatched for preparation at Activation Labs (Actlabs) sample preparation facility in Windhoek. The core samples were crushed to 2 mm, split using a riffle splitter and pulverised to 105 µm. Pulverised sub-samples were homogenised in a stainless-steel riffle splitter and a 15 g sample and duplicate were drawn for analysis. The pulverised sample aliquots were shipped to the ISO/IEC 17025 accredited Actlabs analytical facility in Ancaster, Ontario, Canada. The REE's were assayed using lithium metaborate-tetraborate fusion and Inductively Coupled Plasma Mass Spectrometry (ICP-MS).

The samples were subjected to a quality assurance and control (QAQC) program consisting of the insertion of blank samples and certified reference materials at Lofdal and the preparation of a laboratory duplicate at the sample preparation facility in Windhoek. The primary laboratory assay values were confirmed by duplicate samples assayed by a second laboratory (ALS, North Vancouver, Canada). MSA was satisfied that the assay results are of sufficient accuracy and precision for use in Mineral Resource estimation.

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A three-dimensional geological model of the REE mineralisation and weathering surface was constructed using the drill hole and trench data. A mineralised envelope was defined using a 10 ppm Dy₂O₃ threshold for Area 4 and 12 ppm Dy₂O₃ for Area 2B. The grades of the individual light rare earth oxides (LREO) and individual heavy rare earth oxides (HREO) were estimated using ordinary kriging into a block model for each deposit. Density was estimated using inverse distance weighting.

From the assumed parameters a 0.1% TREO cut-off grade was calculated, which together with the Whittle optimised pit shell demonstrates reasonable prospects for eventual economic extraction (RPEEE) for the Mineral Resource. The Mineral Resource is classified into the Measured, Indicated and Inferred categories and is reported at a cut-off grade of 0.1% TREO (TREO refers to Total Rare Earth Oxides including Y₂O₃). The independent resource for Area 4 and for Area 2B was estimated by MSA as follows:

Area 4 Mineral Resources Estimate for 0.1% TREO cut-off

Area 4 Mineral Resource Estimate above 0.1% TREO* cut-off grade						
Category	Tonnes	TREO*	HREO**	LREO***	Dy₂O₃	TREO*
	(Mt)	%	%	%	ppm	(kt)
Measured	5.93	0.21	0.14	0.07	138	12.71
Indicated	36.63	0.16	0.08	0.08	82	59.97
Measured & Indicated	42.57	0.17	0.09	0.08	90	72.68
Inferred	6.09	0.17	0.07	0.09	72	10.12

Notes (also apply to Area 2B resource statement):

1. All tabulated data have been rounded and as a result minor computational errors may occur.
2. Mineral Resources, which are not Mineral Reserves, have no demonstrated economic viability.
3. Quantities reported are the total quantities for the project regardless of ownership.
4. *TREO = Total Rare Earth Oxides and includes Y₂O₃
5. **HREO = Heavy Rare Earth Oxides and includes Y₂O₃
6. ***LREO = Light Rare Earth Oxides
7. Mt = Million tonnes, kt = Thousand tonnes.

Area 2B Mineral Resources Estimate for 0.1% TREO cut-off

Area 2B Mineral Resource Estimate above 0.1% TREO* cut-off grade						
Category	Tonnes	TREO*	HREO**	LREO***	Dy₂O₃	TREO*
	(Mt)	%	%	%	ppm	(kt)
Indicated	2.20	0.19	0.10	0.09	104	4.27
Inferred	2.58	0.19	0.09	0.09	92	4.80

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Figure 6: Section through block model of central part of Area 4 displaying HREO block grades

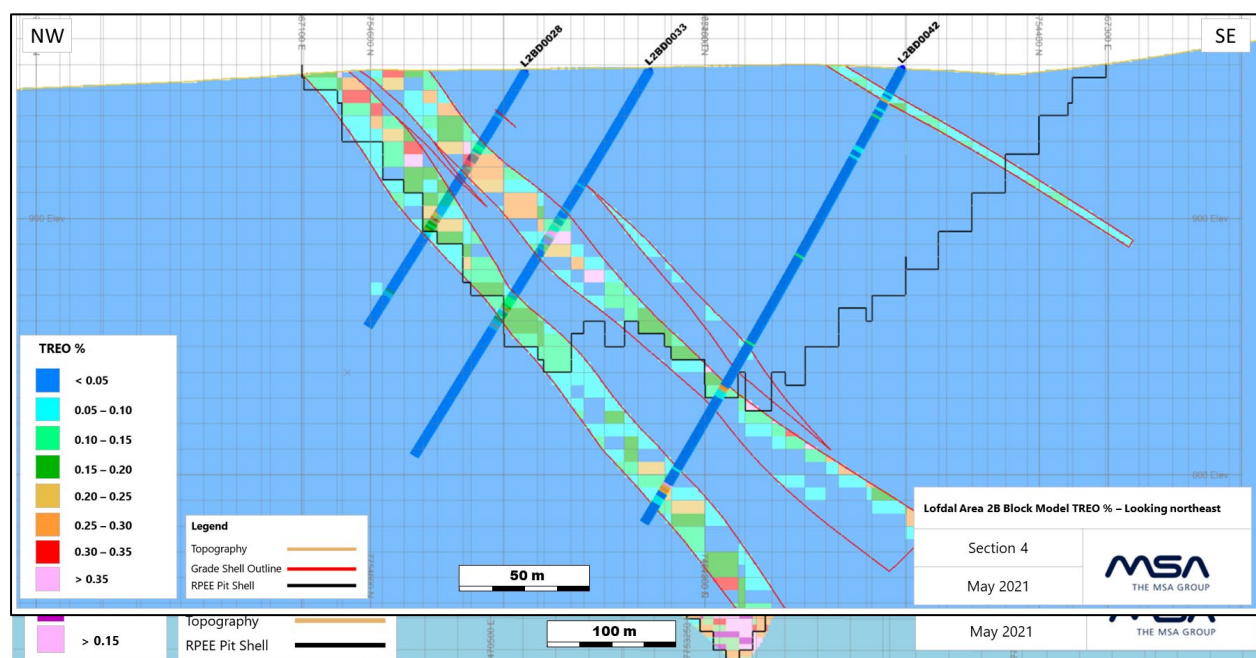


Figure 7: Section through block model of western part of Area 2B displaying TREO block grades

The Term 1 objective of the JOGMEC joint venture to double the mineral resource was far exceeded as highlighted in Table 4. Measured and Indicated Resources increased from 2.88 Mt @ 0.32% TREO to 44.76 Mt @ 0.17% TREO and Inferred Resources increased from 3.28 Mt @ 0.27% TREO to 8.67 Mt @ 0.17% TREO. Most significantly, the contained tonnages of the high value heavy rare earths dysprosium and terbium increased 6.1 times and 6.7 times, respectively (Table 5).

Table 4: Comparison of Lofdal Mineral Resource Estimates of 2012 and 2021

Year of Mineral Resource Estimate	2012	2012	2021	2021
Cut-off grade	0.1% TREO	0.1% TREO	0.1% TREO	0.1% TREO
	Million tonnes (Mt)	Grade %TREO	Million tonnes (Mt)	Grade %TREO
Measured Resource Area 4	0	-	5.93	0.21
Indicated Resource Area 4	2.88	0.32	36.63	0.16
Indicated Resource Area 2B	0	-	2.20	0.19
Total Measured & Indicated Resources	2.88	0.32	44.76	0.17
Inferred Resource Area 4	3.28	0.27	6.09	0.17
Inferred Resource Area 2B	0	-	2.58	0.19
Total Inferred Resources	3.28	0.27	8.67	0.17

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Table 5: Contained dysprosium oxide and terbium oxide in Mineral Resources of 2012 and 2021

Year of Resource Estimate	2014	2021	2014	2021	2014	2021
	TREO	TREO	Dy2O3	Dy2O3	Tb2O3	Tb2O3
	tonnes	tonnes	tonnes	tonnes	tonnes	tonnes
Measured Resources	0	12,710	0	820	0	120
Indicated Resources	9,234	59,970	664	3,240	93	500
Measured&Indicated	9,234	72,680	664	4,060	93	620
Inferred Resources	8,973	10,120	631	680	88	110

Potential to Expand Resources at Lofdal

There are a number of other rare earth occurrences on ML200 and EPL3400 (see Figure 2). Exploration drilling was carried out in Area 5 in 2011 but no resources have been estimated. Based on the company's recently refined geological model Area 5B-E and Area 2A-C are regarded as the exploration targets with the highest potential to add significant resources by limited drilling.

v) *Progress on Metallurgical Program*

Ore Sorting

X-Ray Fluorescence ("XRF") sorting tests have been completed by Rados International at their test facility in Pretoria, South Africa. Mineralization at Lofdal is amenable to XRF sorting by analyzing for yttrium which is directly proportional to the concentration of the heavy rare earth mineral xenotime. Detailed calibration tests were carried out using 500 individual rock particles from Area 4 to determine the relationship between concentrations of yttrium as determined from a handheld XRF analyzer and the Rados XRF analyzer. Data was used to develop a final algorithm that will determine the efficiency of the technology to eliminate waste from run-of-mine ("ROM") prior to milling and to further upgrade the ROM by sorting at specific cut-off grades. Tests were carried out on three separate size fractions from 20 mm to 150 mm to determine the optimum size fraction for sorting. Results indicate that XRF sorting technology can provide significant upgrades to the ROM.

X-Ray Transmission ("XRT") sorting tests have been completed by IMS Engineering at their test facility in Johannesburg, South Africa using a Steinert KSS LXT sorter which incorporates laser sensor technology with XRT. Mineralization at Lofdal is amenable to XRT sorting by detection of higher density minerals which host the xenotime mineralization (predominantly carbonate minerals calcite, ankerite and dolomite). Sorting tests were carried out on three separate size fractions from 10 mm to 80 mm to determine the optimum size fraction for sorting. Results indicate that XRT sorting technology can provide significant upgrades to the ROM. These results will be used to determine the efficiencies of the sorting technology and to select the optimum particle size range for sorting based on outcomes for mass balance, grade and recoveries.

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Sorting test work has been completed on 8.6 tonnes prepared from the 18-tonne representative sample by Light Deep Earth (“LDE”) in Pretoria and final ICP-MS analyses appropriate for rare earth element analyses (method code ME-MS81h with lithium meta-borate fusion) were carried out by ALS Minerals (sample preparation in Johannesburg and analyses in Vancouver). QAQC was monitored through internal laboratory standards, blanks and duplicates with the provision of refereed rare earth standards from Lofdal.

Grade, recovery and mass pull curves were established for both technologies. Outcomes for upgrading of dysprosium from all size fractions for both XRF and XRT tests, and grade recovery curves for one size fraction are shown in Figure 8.

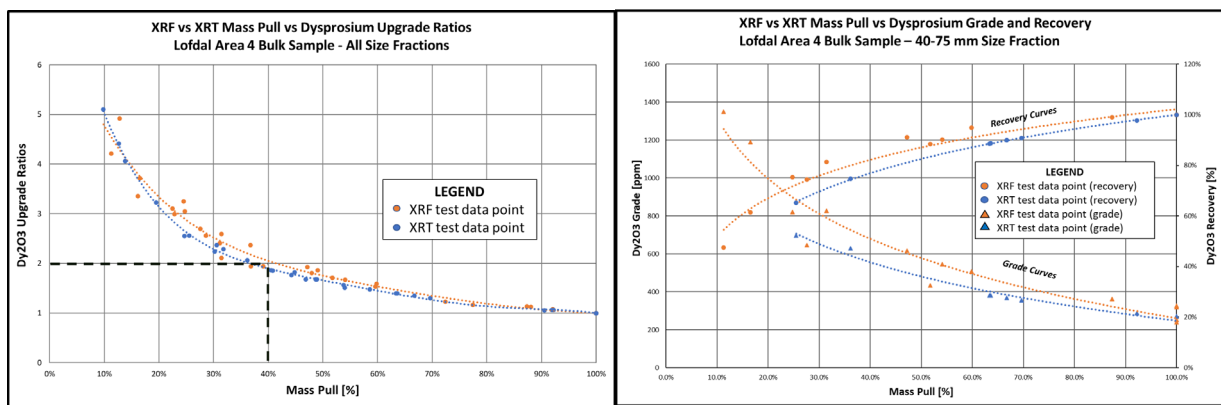


Figure 8 – Mass pull vs dysprosium upgrade ratios on all size fractions (left) and mass pull vs dysprosium grade and dysprosium recovery for the 40-75 mm size fractions (right). Test results from Lofdal Area 4 bulk sample showing XRF (orange) and XRT (blue). Operator can pre-select desired upgrade or mass pull and determine recovery. Example shown by dashed black lines on left: if a mass pull of 40% was selected it would double the grade of dysprosium and reject 60% of the mass after sorting with a resulting dysprosium recovery of 85% using XRF and 78% using XRT.

In addition to quantifying outcomes for upgrading of heavy rare earths the test work will also be evaluated for efficiencies in rejecting unwanted iron, calcium and silica. Scavenging tests on XRF discard products have demonstrated opportunities for further increased recoveries with minimal additional mass pulls. Sorted products from these bulk runs have been utilized to provide representative samples for next stage process steps – gravity, magnetic separation and flotation.

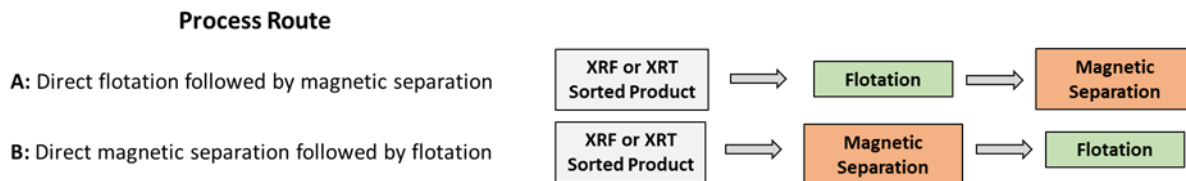
Gravity, Magnetic Separation and Flotation

Systematic evaluations of gravity separation technologies had been undertaken by Light Deep Earth using Rados XRF sorter product and fines. Test work has been completed to evaluate dense media separation on coarse size fractions between 1-10 mm, shaking table separation on size fractions between 0.05-1.0 mm and multi gravity separation on size fractions between <0.05–0.1 mm.

Previous metallurgical test work at Lofdal had demonstrated the amenability to magnetic separation using wet high intensity magnetic separation (“WHIMS”) equipment and it is expected that magnetic separation will be maintained as an important processing step in beneficiation during the current test work by SGS.

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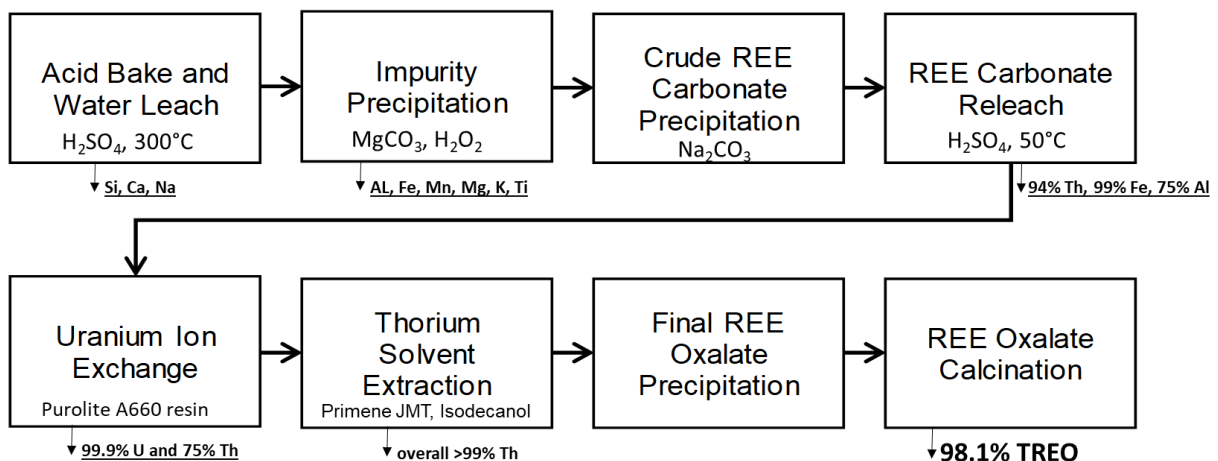
Flotation is the key step in beneficiation and is being undertaken by SGS (Canada) in conjunction with additional WHIMS test work. SGS has extensive experience in mineral processing of a number of rare earth deposits. The test program compares upgrades and recoveries of XRF and XRT products through direct flotation followed by magnetic separation, and through direct magnetic separation followed by flotation as shown below:



Flotation test work is still ongoing with several flotation setting such as reagent type, reagent concentration, temperature and pH are being optimized by SGS Canada and UVR Freiberg.

Hydrometallurgy

The Company has successfully completed hydrometallurgical test work to develop a flowsheet capable of producing a high-grade rare-earth oxide product from a xenotime flotation concentrate. The Company's lead metallurgical consultants at SGS Minerals Services Canada (SGS) have simplified the final process stage with an acid bake to crack the mineral xenotime, to purify the pregnant leach solution and to precipitate a rare earth oxalate, which is subsequently calcined to form a product containing >98% total rare earth oxides (TREO). The acid bake process and concurrent removal of impurities is highly efficient and resulted in a 95% recovery of Dysprosium and Terbium in the leaching operation of the processing flow sheet. The high-quality product is practically free of typical deleterious elements like thorium and uranium (<3 ppm combined U+Th).



NAMIBIA CRITICAL METALS INC.
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Development of a starter pit at Area 4 for bulk sample extraction

Hard rock blasting was subcontracted to the international specialist group Bulk Mining Explosives (BME) to develop a starter pit in the central part of the Area 4 deposit (Figure 3). A box cut of 60 m x 20 m and to 15 m depth was excavated and 30,000 t of material stockpiled with 7,000 t from 12 to 15 m depth regarded as fresh material for the production of the blended sample for further test work. A 550 t blended ore sample was produced with a TREO grade of approximately 0.18% TREO which is expected to represent a typical run-of-mine below oxidation level of the entire Lofdal deposit.

Bulk samples were sent to TOMRA (Hamburg, Germany) and Rados (Johannesburg, South Africa) for sorting tests. Further, samples went to Geolabs (South Africa) for geotechnical tests.

Expenditures

During the period ended February 28, 2022, the Company received \$700,000 (2021 - \$1,196,545) from JOGMEC for exploration expenditures on the Lofdal property. As of February 28, 2022, \$5,737,776 (2021 - \$3,609,743) in exploration expenditures have been incurred. The Company has recorded \$1,062,224 (2021 - \$890,257) as a liability for advances received for future exploration work.

The joint venture expenditures for the period ended February 28, 2022 are summarized in the following table:

	November 30, 2021 \$	Acquisitions and Expenditures \$	February 28, 2022 \$
Project Management	199,730	30,144	229,874
Geology, Drilling, Sample Analysis	3,266,652	154,358	3,421,010
43-101 Resource and Mine Model Update	506,415	128,847	635,262
Metallurgy	874,090	56,984	931,074
Mine planning	288,858	70,992	166,537
Operator's Fee	95,545	31,178	320,036
Other	32,078	1,905	33,983
	5,263,368	474,408	5,737,776

As part of the agreement with JOGMEC, the Company is entitled to an operator fee of 10% of the direct costs incurred, which is limited to 5% for any contracts requiring aggregate payments of more than \$100,000. The Company first recognized the operator fees against evaluation and exploration expenditures, as cost recoveries, and recognized the excess as other income in the consolidated statement of loss and comprehensive loss. The portion of the operator fee recognized as income during the three months ended February 28, 2022 amounted to \$8,432 (2021 – \$48,485).

NAMIBIA CRITICAL METALS INC.
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Other Exploration Activities of Namibia Critical Metals

Kunene Cobalt-Copper Project

The Company relinquished its portfolio of EPLs comprising the Kunene project after results of an ambitious, staged exploration program did not return the expected results. Following a program of re-analysis of archived soil samples for cobalt, the historic soil geochemical anomalies have been confirmed in detail (Figure 9) and field teams had systematically mapped these areas in conjunction with an airborne electromagnetic ("EM") geophysical survey which was completed in August 2018.

The Company completed an additional RC drill program by March 2021. Drilling targeted untested EM anomalies of the 2018 SkyTEM survey and entailed a total of 715 m in 4 boreholes. 2 boreholes targeted the "Africa Anomaly" at Okanihova East, one hole was drilled under the Malachite Mountain target and one hole was drilled at Olulilwa SW target. The first 3 holes intercepted sulphide mineralised shales and siltstones over several tens of meters. However, indicative analysis of the drill chips with a Niton hand-held XRF analyser revealed typical copper grades between 500 and 2,000 ppm and never exceeding 3,000 ppm. As those grades are clearly sub-economic, samples were not sent for laboratory analysis and the targets regarded as sterilised.

Kunene Cobalt-Copper Expenditures

For the period ended February 28, 2022, the Company incurred \$34,704 (2021 - \$6,006) in exploration and evaluation expenditures on the Kunene property which were focused on geological mapping and oil sampling.

For 2022, minimal expenditures are planned. The Company is investigating potential divestiture opportunities of certain subsidiaries.

Epembe Tantalum-Niobium Property

Epembe is an advanced stage exploration project with a well-defined, very large multiphase carbonatite dyke that has been mapped and sampled at surface over a strike length of 10 kilometers of which at least 7 km of strike length is mineralised. Detailed mapping and over 11,000 meters of drilling has been completed on the dyke, along with preliminary mineralogical and metallurgical studies. The carbonatite contains variable concentrations of pyrochlore which is unusually enriched in tantalum. The other commodities of interest are niobium and uranium (hosted in pyrochlore) and apatite. Drilling covered only 15% of the pyrochlore hosting carbonatite.

Grades of the drilled portion of the carbonatite average on the order of 150 ppm Ta₂O₅, 1,300 ppm Nb₂O₅ and 2.4% P₂O₅ (Figure 10). Initial sorting tests (XRT) indicate the potential for significant physical upgrading. Planned work will focus on improving grade by optimizing XRT sorting and investigating amenability to XRF sorting. There is potential to delineate a substantial open pit resource by further exploration, both by extending known mineralized zones along strike and vertically.

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A 25-tonne bulk sample was extracted from Epembe for purposes of metallurgical test work. This sample has been delivered to Light Deep Earth in Pretoria for initial sample preparation. Static test work has been completed by Rados which has made recommendations to proceed with larger scale test work on their XRF sorter. Similar static tests were conducted by IMS which have provided recommendations to proceed with larger scale tests on the Steinert XRF sorter.

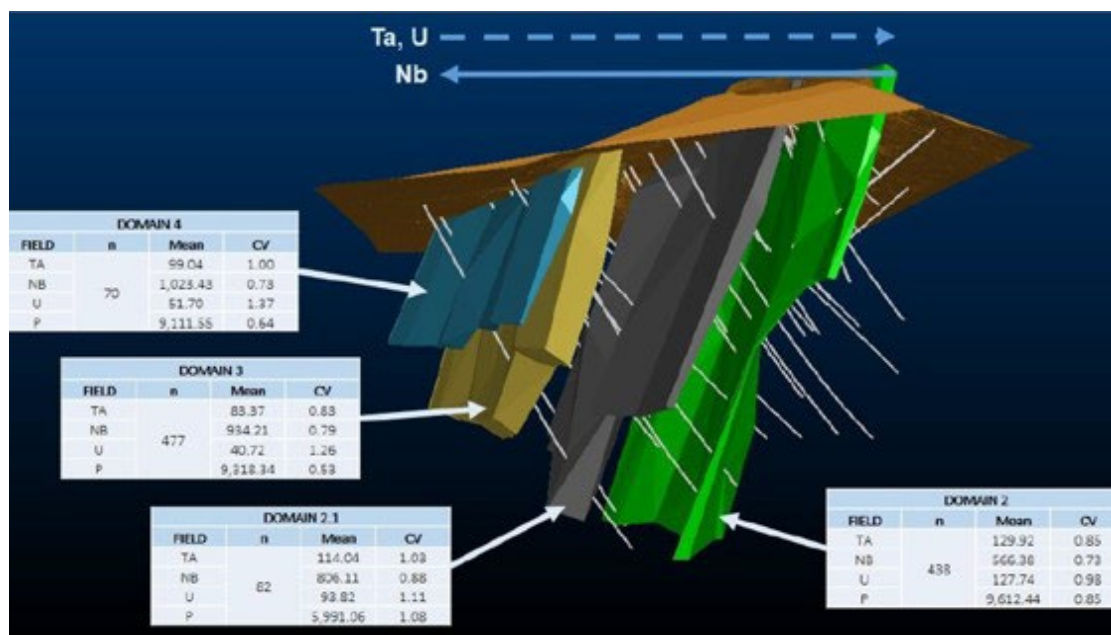


Figure 10 – Modeled mineralized zones at Epembe from historic drilling

Epembe Expenditures

During the period ended February 28, 2022, the Company incurred \$25 (2021 – \$6,295) in exploration and evaluation expenditures on the Epembe property.

The Epembe Project has been deemed a non-core asset and the Company is engaged in negotiations for a sale of this project to a third party.

Gold Project Portfolio

Three of the Company's projects are situated within the Central Namibian Gold Belt (Figure 11) – namely Erongo, Grootfontein and Otjitasu. Management has focused its exploration attention on the unfolding events pertaining to new gold discoveries in Namibia spearheaded by the success of Osino Resources discovery at Twin Hills. To date, the Company has directed limited funds for the exploration of these properties, and it is recommended that priority now be given to regional gold exploration on these EPLs which cover just over 2,000 km² in this emerging gold belt.

NAMIBIA CRITICAL METALS INC.
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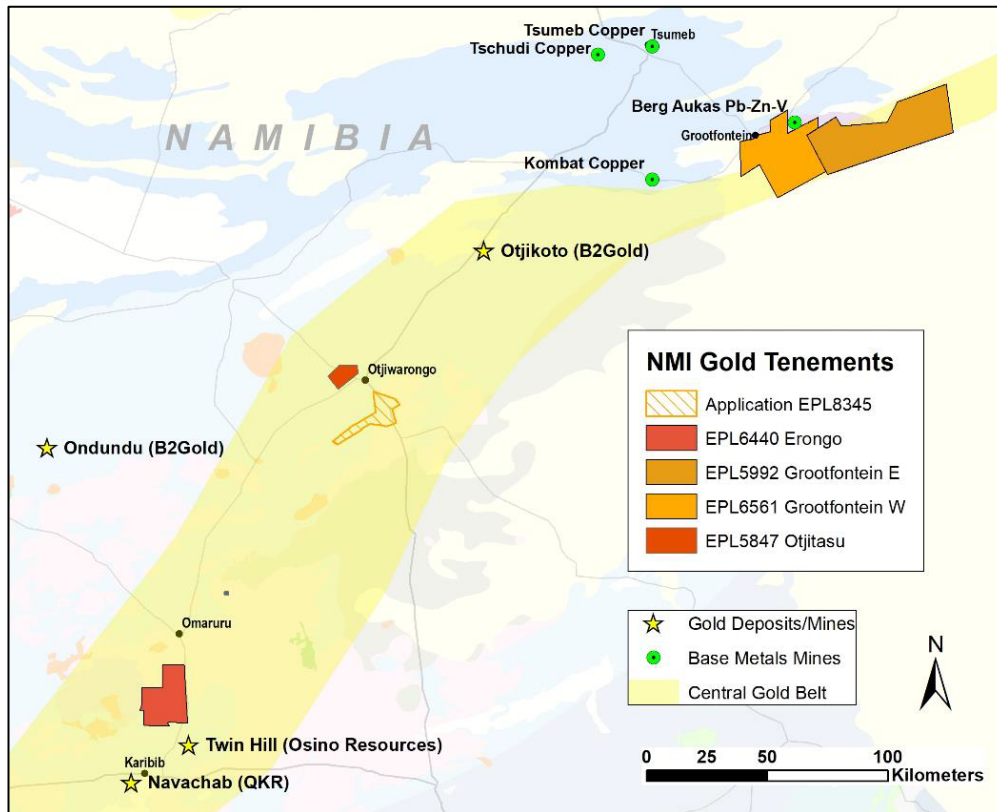


Figure 11 – Project areas in the Central Namibian Gold Belt

Grootfontein Gold, Nickel-Copper, Zinc-Lead-Vanadium Project

Grootfontein is an early-stage conceptual target based on geophysical and historical evidence for a large buried mafic-ultramafic intrusive complex. It is a poorly explored geological complex due to the extensive coverage with Kalahari sands and calcrete.

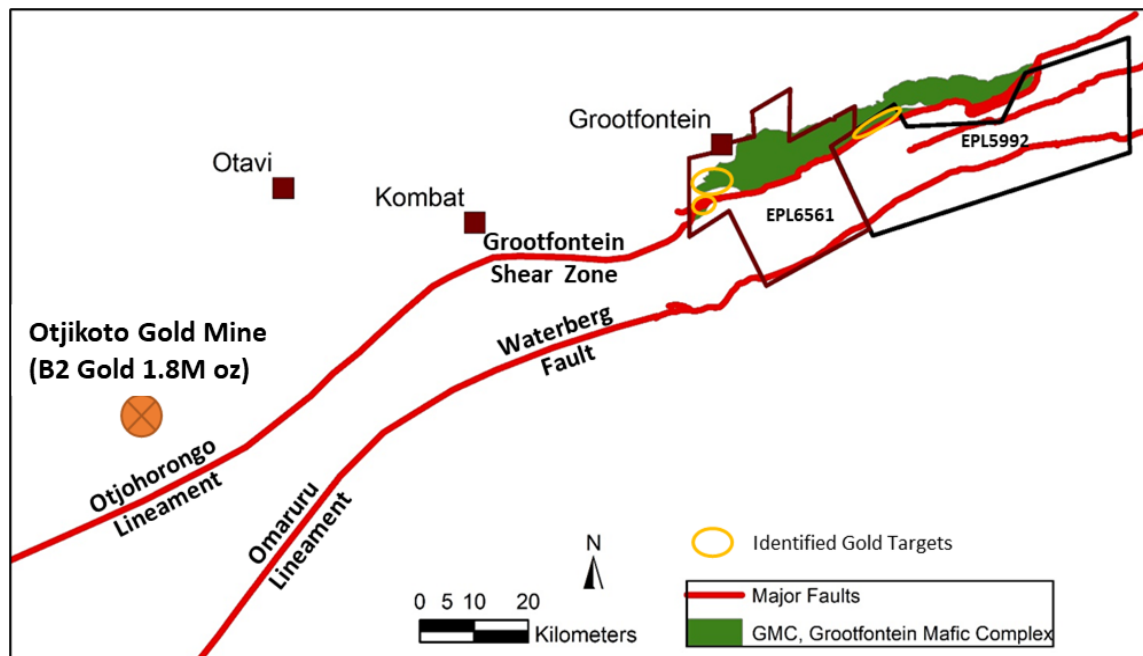
Based on historic drill holes and airborne magnetic survey interpretations, Grootfontein constitutes a huge mafic complex covering 360 km² with the potential to host magmatic nickel, copper, vanadium, platinum group elements and chromite mineralisation as cumulates or late magmatic disseminations and stockworks. Previous work demonstrated that the main intrusive phases are depleted in nickel and copper. The metals were likely fractionated as sulphides during the intrusive phase, gravitationally accumulated in the magma and intruded in the adjacent, pre-existing rocks. As in other mafic hosted copper-nickel deposits such as Norilsk and Voisey's Bay, sulphidization by scavenging of sulphur from country rocks and tectono-magmatic concentration of the sulphide-rich melts are the key for the formation of this type of magmatic copper nickel deposits. Only two shallow drill fences (total of 1,386 m) were drilled by Anglo American in 1988 leaving 55 km of strike length untested.

There is also potential for zinc-lead-vanadium Mississippi Valley-type mineralization similar to the Berg Aukas deposit bordering the mafic complex, which according to historical records, produced 1.6 Mt of ore grading 16.77% Zn, 4.04% Pb and 0.93% V₂O₅ during the period 1967-1975.

NAMIBIA CRITICAL METALS INC.
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The Grootfontein project area comprises two EPLs covering 1,392 km² located 80 kilometers northeast of B2 Gold's Otjikoto Gold Mine and 20 kilometers northeast of Osino Resources' Otjikoto East Project.

Figure 12 - Location of the Grootfontein EPLs and relationship to major structures within the Central



Namibian Gold Belt

The geology of the property is dominated by the Grootfontein Mafic Complex ("GMC"). Grootfontein lies at the northeastern extremity of the Central Namibian Gold Belt where the Grootfontein Shear Zone ("GSZ") transects the GMC and is bounded to the south by the Waterberg Fault (Figure 12). Gold anomalies identified to date at Grootfontein occur within the mafic rocks of the GMC itself and in basement and Damaran Supergroup rocks in proximity to the Grootfontein Shear Zone. The project area has extensive alluvial and calcrete cover up to 60 meters in thickness.

A structural interpretation of the entire project area provided a detailed analysis of the area delineating the Grootfontein Shear Zone and associated second and third order structures considered favourable for gold mineralization.

NAMIBIA CRITICAL METALS INC.
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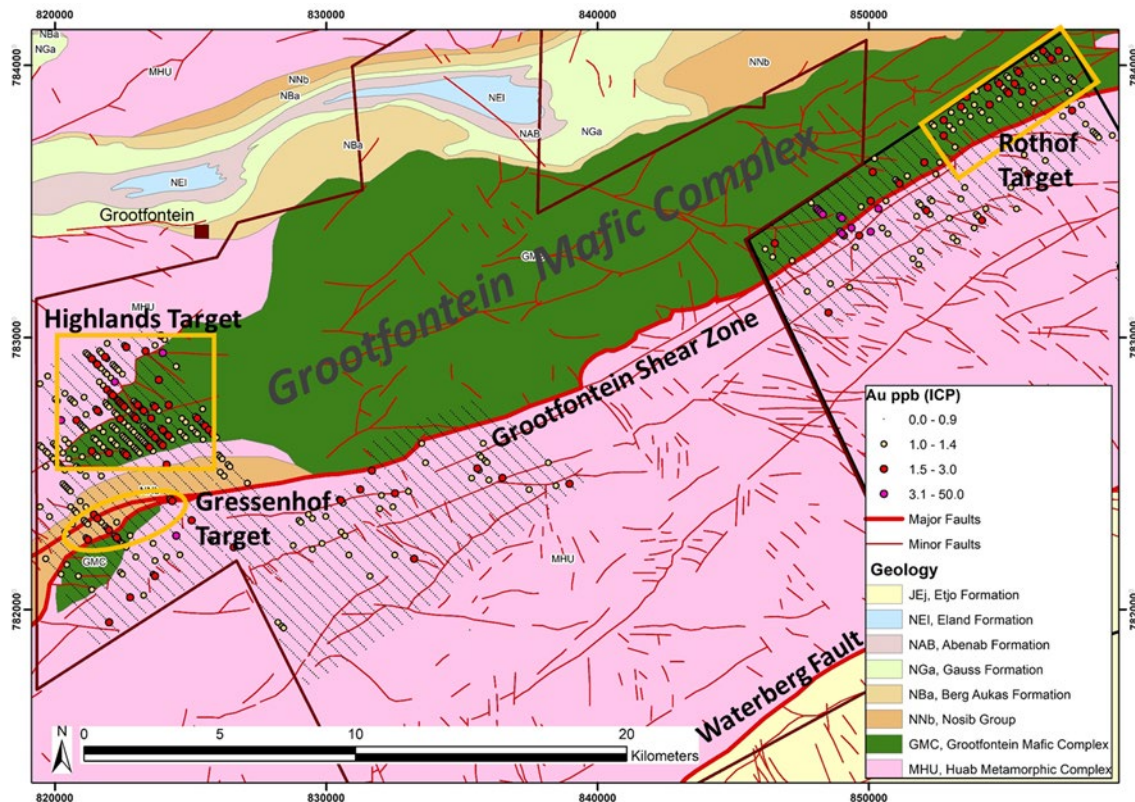


Figure 13 - Key gold exploration targets at the Grootfontein Project (low detection limit gold ICP analyses of soils). Sampling lines 400 m apart. Structural and lithological interpretations by Earthmaps Consulting.

Results have outlined three large, low-grade gold anomalies of gold related to the GSZ as shown in Figure 13:

- The Highlands Target covers an area of 25 km² situated 2.5 km north of the Grootfontein Shear Zone. Gold anomalies are associated with second order structures over strike lengths up to 6 kilometers within the Grootfontein Mafic Complex (GMC) and following the contact zone of the GMC and the Huab basement. Orogenic gold deposits in sheared mafic intrusive rocks are well documented and this represents the first such target in the Central Namibian Gold Belt
- The Gressenhof Target is coincident with the Grootfontein Shear Zone over a strike length of 3 kilometers and is underlain by metasediments of the Damaran Supergroup
- The Rothof Target is a well-defined, linear corridor following second order structures over a strike length of 6 kilometers, immediately north of the Grootfontein Shear Zone within the GMC.

Follow-up of the three targets has commenced with UAV-borne high-resolution magnetic surveys (and induced polarization geophysical surveys to delineate drill targets. The data show clearly defined structural zones which were 3D-modelled for drill target generation (Figure 17).

NAMIBIA CRITICAL METALS INC.
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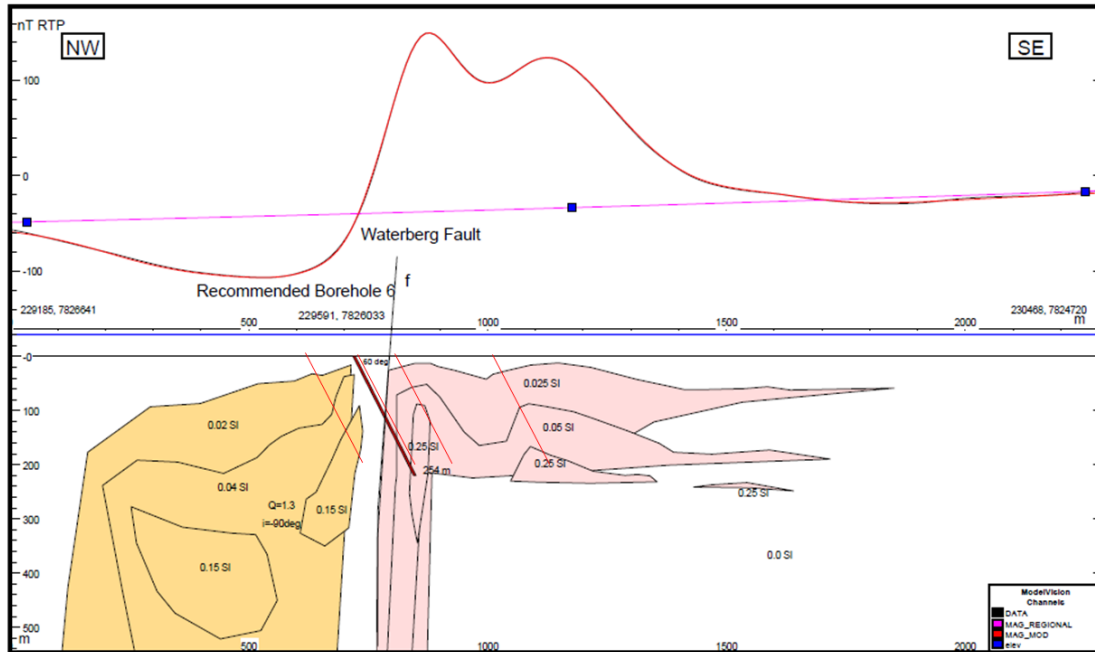


Figure 14: Interpretation of magnetic data produced by an ultra-high-resolution UAV-based survey at the Waterberg Fault Target: A drill fence of 4 boreholes is planned for drilling in the next quarter to test the magnetic anomalies.

The IP data from the first test area of the Rothof target show chargeability contrasts along the Grootfontein Shear Zone and its subparallel second order structures (Figure 18). Based on detailed data interpretation, drill targets will be defined in the next quarter.

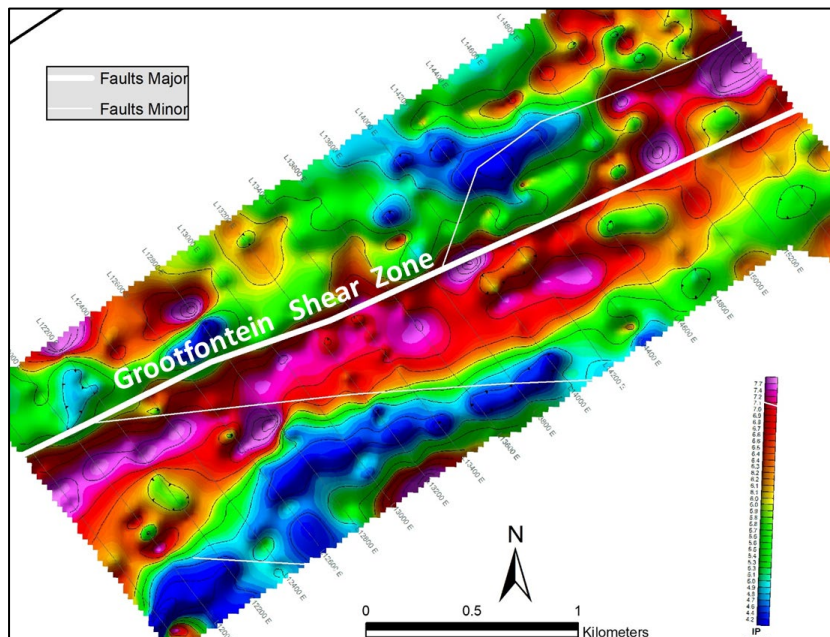


Figure 15: Result of the IP survey area at the Rothof Target: The Grootfontein Shear Zone is clearly marked with a zone of higher chargeability.

NAMIBIA CRITICAL METALS INC.
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The planned SkyTEM EM survey over large parts of the Grootfontein Project had to be cancelled as the Namibian Air Force extended the "no-fly" zone from 5 to 10 nautical miles around the Grootfontein Air Base centrally located on EPL 6561. All communication of the Company and SkyTEM with the Ministry of Defense was to no avail and SkyTEM demobilised from Namibia. This was a major setback for exploration of the Grootfontein Project as most of the potentially gold mineralised structures fell into the newly declared "no-fly" zone. The planned airborne survey will now have to be off-set with time intense ground EM surveys.

In order to comply with the technical exploration commitment towards the Ministry of Mines and Energy, the Company decided to go ahead with stratigraphic and reconnaissance drilling on inferred structural targets delineated based on broad magnetic and electromagnetic anomalies (see Press Release July 28, 2021). 24 reverse circulation (RC) drill holes of a total of 4,466 m were drilled in Q3-4 2021. The holes on the Eastern Bend target showed an anomalous gold value of 71 ppb over 1 metre possibly and several low-grade base metal intercepts. The gold anomaly underlines the principle fertility of the structural zones for gold mineralisation but also points to the missing targeting precision without guiding conductivity anomalies produced by EM surveys. The holes in the west on Highland target returned weak base metal anomalies. The drilling and geophysical data will be re-evaluated.

Sampling and sample assaying of the RC reconnaissance campaign at Grootfontein have been monitored through a quality assurance quality control ("QAQC") program. Samples were taken as 2 kg split. Sample submissions to the laboratory included Certified Reference Material, blanks and duplicate samples. QAQC samples make up 10% of all samples submitted. Logging and sampling were completed at the Company's exploration base in Grootfontein, Namibia. The samples were securely transported to the Activation Laboratories Ltd. sample prep facility in Windhoek, Namibia. The samples were dried and crushed to 95% <2 mm, split to 350 g and pulverized to 95% <75 µm. Sample pulps were sent to Activation Laboratories Ltd. in Ontario, Canada for analysis. Gold & PGEs analysis was done by 50 g fire assay (Actlabs code: 1C-Exploration) with nitric acid fusion and ICP-MS finish. In addition, pulps underwent 4-Acid digestion and multi-element analysis by INAA combined with the ICP-MS techniques for base metal analysis.

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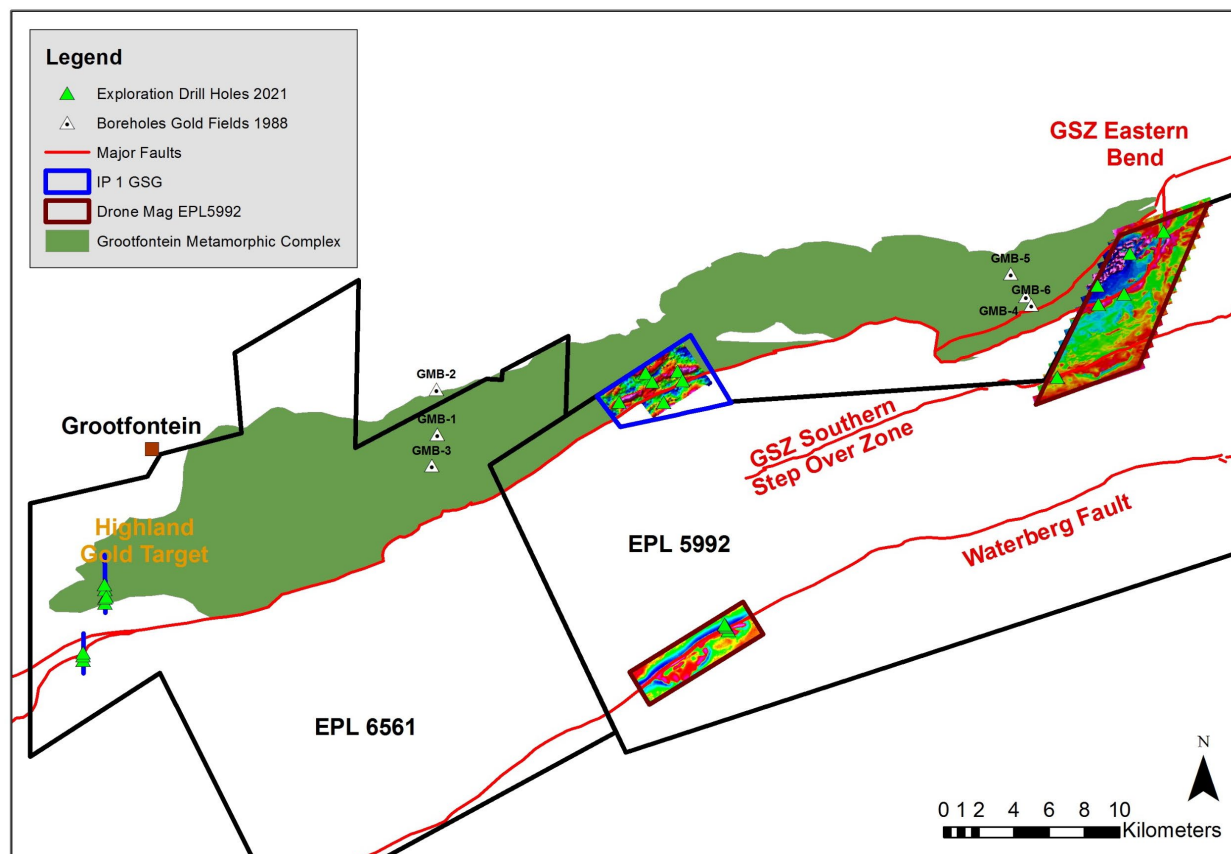


Figure 16: Grootfontein Project with main structures of the Grootfontein Shear Zone (GSZ), drill collar positions of the 2021 reconnaissance drilling program and the key target areas.

Due to the restrictions on air-borne surveys, the Company plans to enroll an extended ground-based IP program over the identified main structural targets with a focus on the “Eastern Bend” target.

A budget of \$200,000 has been proposed for this purpose.

Kunene Gold Expenditures

For the period ended February 28, 2022, the Company incurred \$11,559 (2021 - \$19,079) in exploration and evaluation expenditures on the Kunene Gold property.

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Otjitasu Gold Project

Otjitasu (formerly referred to as Otjiwarongo) is another early-stage conceptual target based on remote sensing data in proximity to known alkaline intrusive complexes, most notably the Okorusu complex which hosts the Okorusu fluorspar deposits. Initial interest in area was focused on a circular magnetic anomaly measuring one kilometer in diameter that was interpreted as possible alkaline intrusive plug. Soil sampling and field investigations did not support this interpretation and focus has now returned to the gold potential on the project area. As was noted for Grootfontein, there is potential on Otjitasu for Otjikoto type gold mineralization associated with magnetic anomalies and structures. Two of these structures are planned to drill with 200 m deep RC boreholes in Q1 2022.

Erongo Gold Project

The Erongo gold project originally covered an area of 337 km² within the Navachab-Ondundu gold trend. There are numerous mineral occurrences within the project area including at least two gold occurrences. The area has been prospected but not systematically explored. Potential targets include skarn and greisen gold-(copper-bismuth) and tin-tungsten mineralization; pegmatites formed during the late Damaran orogeny hosting lithium and titanium minerals and semi-precious stones and structurally controlled gold mineralisation. Historical figures indicate small scale mining for all of those deposit types on the property.

Namibia Critical Metals holds at Erongo ground underlain by the same stratigraphic sequence as occurs at Osino's Twin Hills project and the Company has therefore assigned priority to its non-Lofdal exploration program over this area.

The Erongo Project is largely underlain by metasediments of the Damaran Supergroup dominated by a turbiditic sequence of metapelites of the Kuiseb Formation and syntectonic granites of the Damaran Orogen. The Kuiseb Formation hosts the Twin Hills gold project of Osino Resources just 20 km south of the Erongo Project. A structural interpretation of the entire project area by Earthmaps Consulting delineated the Omaruru Fault Zone and the Kanona Fault Zone, both of which are considered prospective for structurally controlled orogenic gold mineralization. Over 8,000 soil samples have been collected and analyzed by handheld XRF for base metals and gold pathfinder elements like arsenic (Figure 17). 1,300 samples were sent for low level detection limit gold analyses and returned three distinct gold anomalies coinciding with arsenic anomalies and associated with the Kanona Fault (Figure 17):

- **The Kanona North Target** has a strike length of **4 kilometers** which clearly follows a lower order structure splaying off the main Kanona Fault. This target is defined by the most intense arsenic anomaly in the area coinciding with a low-level gold anomaly and occurs within the Kuiseb Formation and syntectonic leucogranites (orthogneisses)
- **The Kanona Central Target** is similarly situated along the Kanona Fault over a strike length of **6 kilometers** but displays a broader, less confined arsenic anomaly within the Kuiseb Formation and syntectonic leucogranites

NAMIBIA CRITICAL METALS INC.
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- **The Kanona East Target** is a northeast trending linear anomaly with a strike length of **2.5 kilometers** coincident with an interpreted dyke swarm cross-cutting the Karibib Formation into Salem granite.

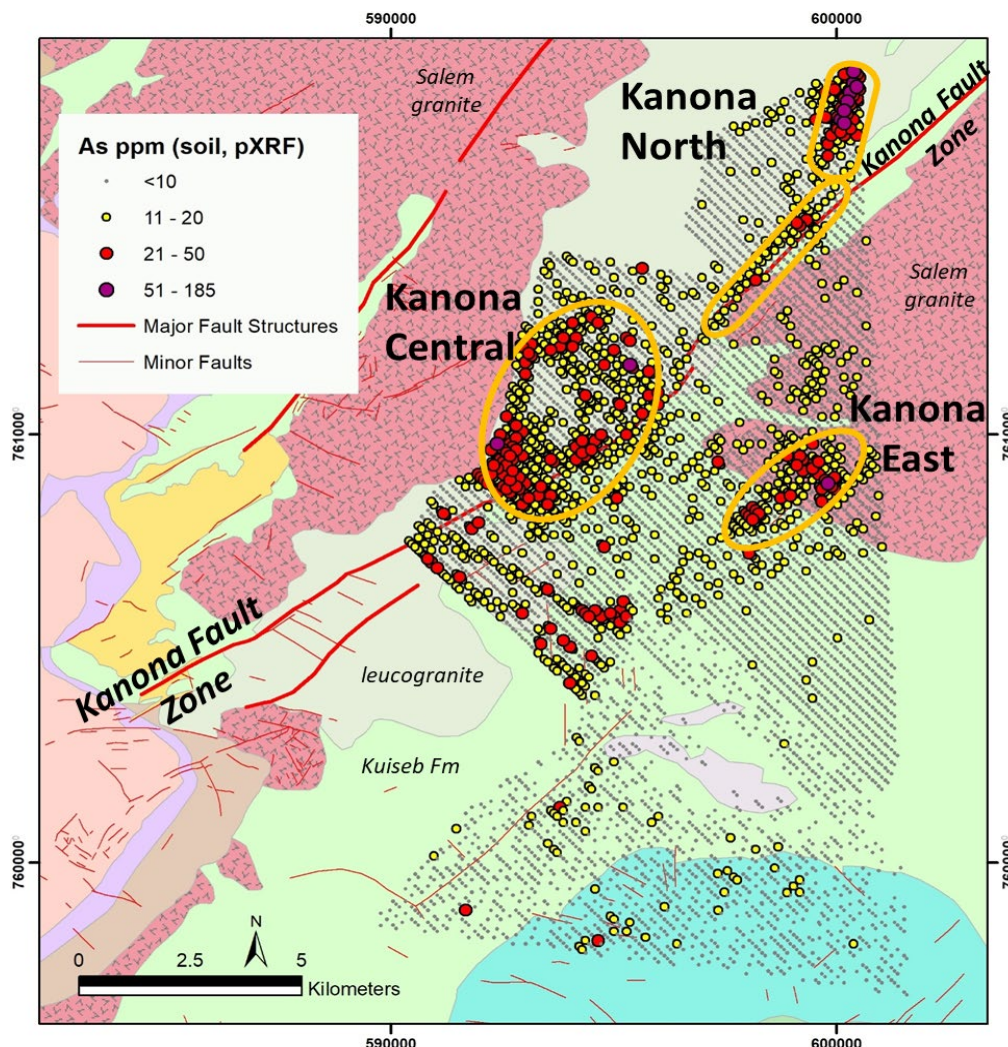


Figure 17 - Key gold exploration targets at the Erongo Project (arsenic anomalies from handheld XRF analyses of soils). Sampling lines 200 m apart.

The central 1.5 km long Kanona North Target was prioritised for ground geophysical surveys. Combined ground magnetics, gradient array induced polarization, and pole-dipole induced polarization surveys were conducted by Gregory Symons Geophysics (GSG) in December 2021 to identify drill targets and to develop an efficient combination of survey tools and set-ups for further ground geophysics in the area. A total of 57 line kilometers of ground magnetics was surveyed over the target. One setup of gradient array induced polarization (GAIP) with 12 lines and 7 lines of pole-dipole induced polarization (PDIP) were surveyed.

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The strongest IP anomaly based on GAIP and PDIP data occurs in the southeast ("Anomaly 1"). A slightly weaker and shallower IP "Anomaly 2" appears to the west and northwest. IP Anomaly 1 correlates with a strong magnetic anomaly, showing a divergence to the north. Based on the EM, magnetic and mapping data, the host structure is interpreted as a fold zone along the Kanona North second order fault, a structural setting generally conducive for structurally controlled gold mineralisation.

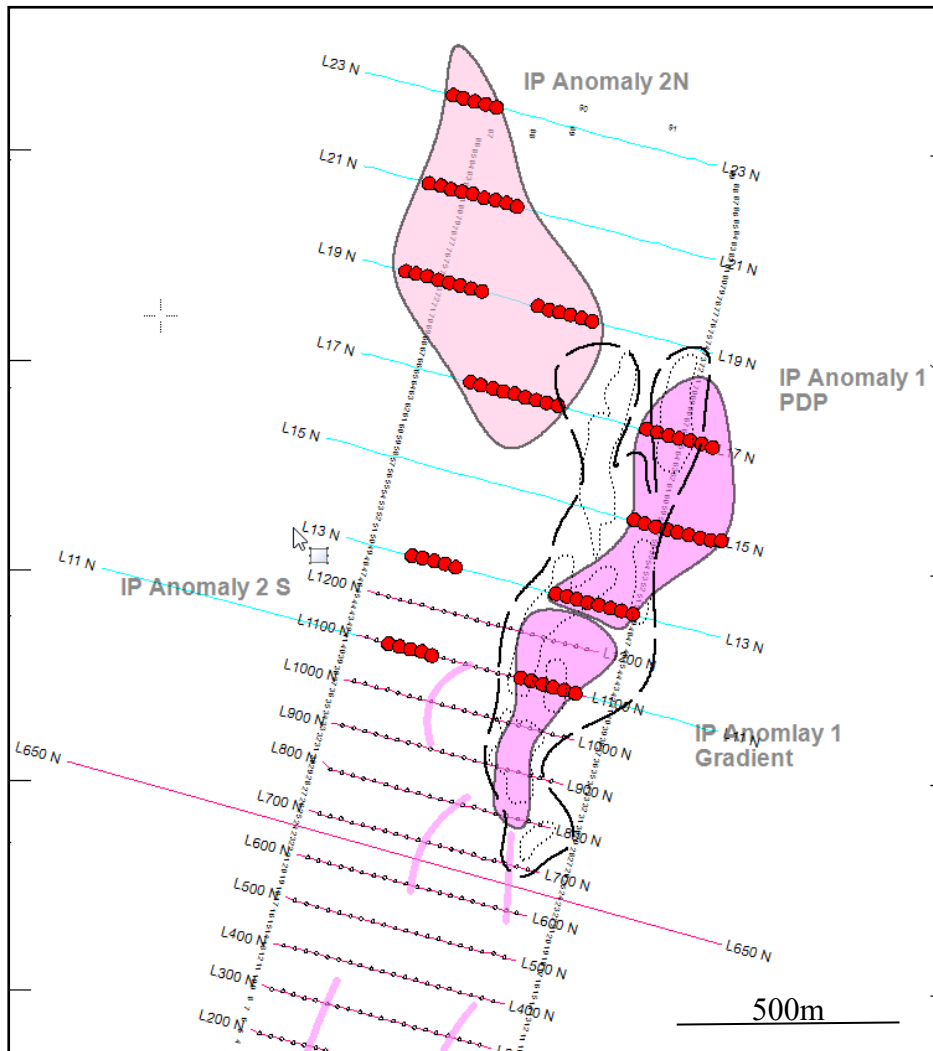


Figure 18: Plan with the interpretation of geophysical data at Kanona North target. Pink polygons show the position of the IP Anomalies 1 (east) and 2 (northwest). The red dots are the positions of the IP anomalies as taken off the PDP modelled IP sections. Pink lines are weaker trends in the gradient array IP. The stippled line is an area of a broad magnetic anomaly defined by the RTP magnetic image while the dotted lines indicate magnetic units based on the RTP-TDR image.

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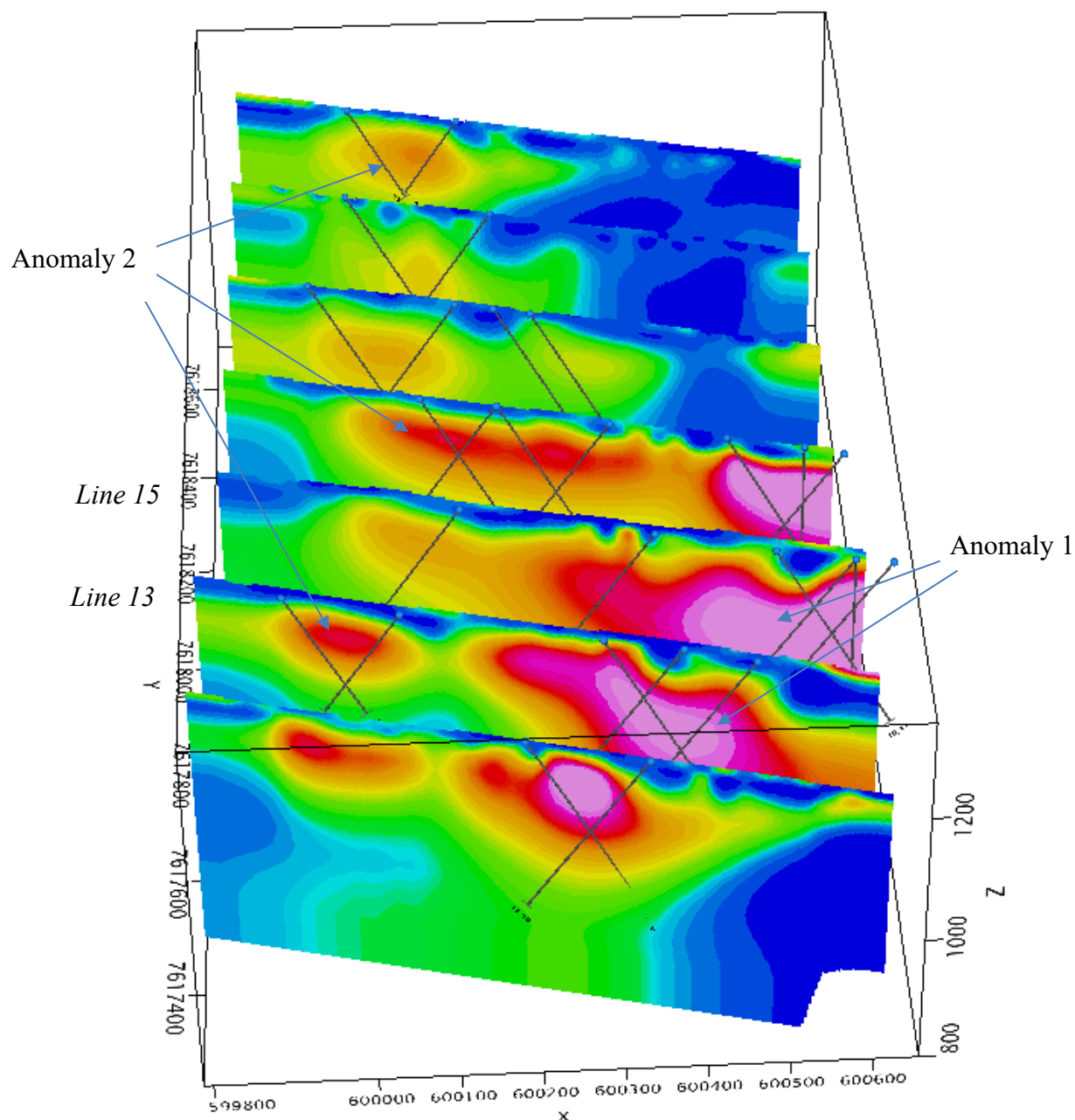


Figure 19: Reconnaissance drill plan (black lines) on 3D perspective showing the PDP IP response from Line 11 in the South to Line 21 in the north. Anomaly 1 in the east is well defined. Anomaly 2, to the west, is distinctly weaker and shallower.

Based on the geophysical targets an initial drill program of 14 RC holes for a total of 3,700 m is planned. Ground preparation is in progress.

A budget of \$350,000 has been proposed for this project that includes ground IP surveys and approximately 3,400m drilling.

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Other Property Expenditures

For the period ended February 28, 2022, the Company incurred \$8,919 (2021 – \$5,298) in exploration and evaluation expenditures on its other properties.

Results of Operations

Years ended February 28, 2022 and 2021

For the period ended February 28, 2022, the Company capitalized acquisition and exploration costs of \$55,207 (2021 – \$36,457) related to expenditures on the following properties: Kunene Cobalt-Copper Project \$34,704 (2021 - \$6,006) and Kunene Gold Project \$11,559 \$ (2021 – \$19,079), Epembe Tantalum-Niobium Project - \$25 (2021 – \$6,295) and Other Properties - \$8,919 (2021 – \$5,298).

For the period ended February 28, 2022, the Company reported a net loss of (\$104,425) compared to (\$100,788) for the prior period in 2021.

Expenses were \$113,764 for the three months compared to \$165,297 for the three months ended February 28, 2021, primarily due to the following:

- Write-down of exploration and evaluation assets decreased to \$1,288 compared to \$46,622 in 2021;
- Consulting fees decreased to \$17,573 compared to \$32,138 in 2021;
- Shareholder communications increased to \$16,896 compared to \$3,196 in 2021;
- Professional fees increased to \$34,528 compared to \$17,397 in 2021; and
- Foreign currency exchange was a gain of \$14,892 compared to loss of \$12,874 in 2021.

Other income and interest income decreased to \$9,339 from \$64,509 in 2021 due to operator fees earned on the JOGMEC Lofdal joint venture and government assistance benefit received during the period in 2021.

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Summary of Quarterly Results

The following table sets out selected financial information for the periods indicated (*expressed in Canadian dollars*):

For the quarters ended	Feb. 29 2022	Nov. 30 2021	Aug. 31 2021	May 31 2021	Feb. 28 2021	Nov. 30 2020	Aug. 31 2020	May 31 2020
					\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	113,764	4,836,968	182,608	308,304	165,297	1,101,706	93,445	125,961
Interest/Other income	(9,339)	(992)	(858)	47,155	(64,509)	(53,289)	(108)	(4,642)
Gain on debt settlement	Nil	Nil	Nil	Nil	Nil	Nil	(75,421)	Nil
Net loss	104,425	4,835,976	181,750	355,459	100,788	1,031,417	125,572	121,319
Net loss attributable to shareholders	104,023	4,705,508	181,098	354,795	100,728	1,031,072	125,979	121,052
Net loss (gain) attributable to non-controlling interest	402	130,468	652	664	60	345	(407)	267
Loss per share – basic and diluted	0.00	0.02	0.00	0.00	0.00	0.01	0.00	0.00
Total assets (millions)	28.1	27.9	32.1	32.1	30.9	30.4	30.7	30.9

As the Company has capitalized all exploration expenditures to date in accordance with IFRS 6, the expenses are primarily related to administration. Lower expenses in the quarters ended May 31, 2020 and August 31, 2020 are primarily due to lower travel, director compensation, shareholder communications and gain on debt settlement. Higher expenses in the quarter ended November 30, 2020 are primarily due to share-based payments. Higher expenses in the quarters ended May 31, 2021 and November 30, 2021 are primarily due to write-downs of exploration and evaluation assets. In the quarter ended August 31, 2021, foreign exchange was a loss whereas the quarter ended February 28, 2022, foreign exchange was a gain, reversing the prior year's trend.

Included in expenses are foreign exchange gains and losses arising mainly due to variations in the Canadian dollar and the Namibian dollar exchange rate during the periods, as certain of the Company's expenditures are paid in Namibian dollars, while the Company's functional and reporting currency is the Canadian dollar. The Company has interest revenue related to excess cash invested in an interest-bearing account with a major chartered bank.

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Liquidity and Capital Resources

At February 28, 2022, the Company had a working capital deficit of \$715,859 compared to a working capital deficit of \$553,291 at November 30, 2021 as follows:

	February 28	November 30
	2022	2021
	\$	\$
Cash and short-term deposits	1,187,657	1,163,035
Taxes and other receivables	437,942	387,385
Deposits and prepaid expenses	36,725	56,102
Accounts payable and accrued liabilities	(1,315,959)	(1,323,181)
Advance received for future exploration work	(1,062,224)	(836,632)
Working capital (deficit)	(715,859)	(553,291)

The Company's principal assets are at an advanced exploration and evaluation stage and as a result the Company has no current source of operating cash flow other than operator fees earned under the JOGMEC agreement. Management and the Board of Directors are cognizant of difficult market conditions and have undertaken steps to secure additional financing.

On August 24, 2020 the Company announced it had entered into an agreement for a draw-down equity financing facility to provide the Company with up to CD\$5,000,000 over a 24-month period. Drawdowns are at the Company's discretion in increments of up to CD\$250,000. The Company completed a first draw-down of \$100,000 in 2020 and an additional \$100,000 draw-down on January 8, 2021.

On March 12, 2021 the Company closed a \$662,500 non-brokered private placement.

On October 28, 2021, 2,916,667 warrants were exercised for one common share each at \$0.18 for proceeds of \$525,000.

On November 28, 2021, 1,410,000 options were exercised for one common share at \$.05, increasing common shares by the total of the reclassification of the share-based reserve of \$49,280 and the cash proceeds of \$70,500, or a total of \$119,780.

Subsequent to February 28, 2022, on March 31, 2022, the Company closed a private placement for \$750,000 gross proceeds consisting of 3,750,000 units at a price of \$0.20 per unit. Each unit consists of one common share and one warrant and subject to a four-month hold period, expiring August 1, 2022. Each whole warrant is exercisable for one common share at a price of \$0.35 until March 12, 2024. The Company also extended 2,650,000 warrants previously due to expire March 12, 2022 by another year to March 12, 2023.

During the period ended February 28, 2022, the Company increased cash of \$190,693 from operating activities (2021 – \$365,591) and used cash of \$194,516 from investing activities (2021 – \$50,234). During the period the Company decreased cash of \$1,500 from financing activities (2021 – increased cash \$100,001). The increased source of cash in operating activities was primarily due to an increase in working capital.

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Contractual Obligations

There are no contractual obligations other than those under the JOGMEC Agreement which stipulate that advance funds received are to be spent on the Lofdal property as agreed.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Share Capital

The Company's authorized capital consists of an unlimited number of common shares without nominal or par value. As of the date of this MD&A, the Company has issued and outstanding 196,634,399 common shares.

A summary of the stock options outstanding as of the date of this MD&A is as follows:

Exercise price \$	Options outstanding and exercisable	Expiry date	Remaining contractual life (in years)
0.21	5,350,000	September 19, 2023	1.40
0.26	4,950,000	September 28, 2025	3.42
0.26	1,825,000	April 5, 2026	3.94
	12,125,000		2.61

Warrants

As of February 28, 2022 there were 3,153,766 warrants outstanding (2021 – 3,420,433) with a weighted average exercise price of \$0.35 (2021 – \$0.21). There was no change in warrants during the three months ended February 28, 2022.

	Number	Exercise Price \$
At November 30, 2019	-	-
Issued	3,194,444	0.19
At November 30, 2020	3,194,444	0.19
Exercised	(2,916,667)	0.18
Issued	2,875,989	0.36
At November 30, 2021 and February 28, 2022	3,153,766	0.35

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MANAGEMENT'S DISCUSSION AND ANALYSIS

Related party transactions

Transactions with key management personnel for the three months ended February 28, 2022 are as follows:

	Three months ended February 28, 2022
	\$
Consulting fees	16,813
Total charged to net and comprehensive loss	16,813
Consulting fees charged to exploration and evaluation assets	-
Payments to a shareholder charged to exploration and evaluation assets	32,296
Total	49,109

Key management personnel include officers and directors and companies directly controlled by key management personnel or shareholders; payments are for consulting fees, share-based payments and are directly related to their position in the Company.

During the period, related party transactions charged to JOGMEC in respect of the Lofdal project, included consulting fees of \$37,500 and payments to a shareholder of \$171,950.

Included in accounts payable and accrued liabilities are amounts owing to related parties of \$912,113 (2021 - \$355,297). Included in deposits and prepaid expenses is an amount of \$7,000 (2021 - \$3,500) representing retainers on services contracts with officers of the Company.

Related party transactions are in the ordinary course of business and are measured at the exchange amount, which is the amount of consideration determined and agreed to by the parties.

Critical Accounting Estimates and Judgments

Critical accounting estimates used in the preparation of the Company's consolidated financial statements, which could be significantly affected by factors beyond the Company's control are as follows:

- (i) Valuation of exploration and evaluation assets: The value of the Company's exploration and evaluation assets is dependent upon the success of the Company in discovering economic and recoverable mineral resources, the ability of the Company to obtain financing to complete development of the properties, and future production or proceeds from disposition. The estimation of future revenue flows relating to these assets is uncertain and will also be affected by competition, relative exchange rates between the Canadian dollar and the Namibian dollar and potential new legislation and related environmental requirements.

NAMIBIA CRITICAL METALS INC.
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- (ii) Decommissioning liabilities: The Company makes estimates of future site restoration costs based upon current legislation in Namibia, technical reports and estimates provided by the Company's senior employees and advisors. These estimates will be affected by actual legislation in place, actual mining activity to be performed and actual conditions of the relevant sites when the restoration activity is to be performed in future periods.
- (iii) Share-based payments: Share-based payments expense is calculated using the Black-Scholes model, a recognized option/warrant valuation formula, which is highly dependent on the expected volatility of the market price of the Company's common shares. Due to the Company's short trading history, the Company uses a volatility rate based on past share trading data from similar entities to predict future volatility, and actual volatility may be different from the estimate used in the valuation formula. Share-based payments expense represents a non-cash expense and, as such, has no impact on the Company's financial position or liquidity.

Critical judgments or assessments made by management used in the preparation of the Company's consolidated financial statements, which could be significantly affected by factors beyond the Company's control are as follows:

- (i) The determination of a cash-generating unit for assessing and testing impairment, which management has determined to be the mineral property;
- (ii) The determination of functional currency;
- (iii) The determination of when an exploration and evaluation asset move from the exploration stage to the development stage;
- (iv) The determination of when an exploration and evaluation asset is impaired;
- (v) Whether exploration and evaluation costs are eligible for capitalization;
- (vi) The determination of whether exploration and evaluation assets are considered to be asset acquisitions or business combinations; and
- (vii) The assessment of the Company's ability to continue as a going concern.

Changes in Accounting Policies

There were no changes in accounting policies during the period.

Disclosure Controls and Procedures

As at the end of the period covered by this management's discussion and analysis, management evaluated the design and effectiveness of the operation of the Company's disclosure controls and procedures, under the supervision of the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"). Based on that evaluation, the CEO and CFO have concluded that, as of February 28, 2022, the disclosure controls and procedures (as such terms are defined under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) are effective to ensure information required to be disclosed in reports filed or submitted under Canadian securities legislation is recorded, processed, summarized and reported within the time periods specified therein.

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Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance the Company's disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Company, and its subsidiaries, to disclose material information otherwise required to be set forth in the Company's periodic reports. Further, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of a change in conditions, or the degree of compliance with the policies and procedures may deteriorate.

There have been no material changes in the Company's internal controls over financial reporting during the period ended February 28, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Financial Instruments

Initial recognition and measurement

Financial assets within the scope of IFRS 9 are classified as financial assets at amortized cost; FVTPL; or fair value through other comprehensive income, as appropriate. The Company determines the classification of its financial assets at initial recognition. All of the Company's financial assets are recognized initially at fair value and are subsequently measured at amortized cost. The Company's financial assets include cash and short-term deposits and taxes and other receivables.

Impairment of financial assets at amortized cost

Impairment provisions on taxes and other receivables are based on credit risk characteristics, collateral and speculative and non-speculative historical default rates. All receivables are written off when there is no reasonable expectation of recovery.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at FVTPL, or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value. The Company's financial liabilities include accounts payable and accrued liabilities and advances received for future exploration work and are measured at amortized cost.

The Company may be affected by credit risk, liquidity risk, exchange rate risk, interest rate risk and commodity price risk. The Company's exposure to credit risk is primarily attributable to cash and the Company limits this risk by maintaining these assets in a high-interest savings account with high-credit quality financial institution. Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The company manages this risk through regular monitoring and adjustment of its cash flow requirements to support ongoing operations and to ensure, to the extent possible, that there is sufficient cash on hand to meet its liabilities when due. Beyond obtaining the permits and necessary approvals to proceed with the development of the Lofdal property, the Company will require substantial additional capital resources and there can be no assurance that funding will be available to the Company in the future on acceptable terms. Exchange rate risk arises as the Company's functional currency is the Canadian dollar while certain of the Company's expenditures are denominated

NAMIBIA CRITICAL METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

in Namibia dollars (which are equal to the South African rand), US dollars, British Pounds, Australian dollars, and Euros. The Company does not currently undertake any hedging activities to mitigate exchange rate risk. The Board continues to monitor the situation and will consider various options to mitigate this risk as it deems appropriate as the business develops. Interest rate risk arises as the Company invests cash at floating rates of interest. The impact of fluctuations in interest rates is not significant. The Company does not have any interest-bearing liabilities. The Company's financial instruments are not exposed to any direct commodity price risk, as the Company does not have any financial instruments associated with commodity prices and currently has no revenues derived from mining operations. Fluctuation in commodity prices do however impact the overall viability of the Company as is common in the mineral exploration and mining industries.

Risks and Uncertainties

In conducting its business, the principal risks and uncertainties faced by the Company relate primarily to exploration results and, to a lesser extent, metal and commodity prices. In addition, the Company has a working capital deficit of \$715,859. The Company's ability to continue as a going concern is dependent on a number of factors, including the ability of the Company to arrange financing for 2022. 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 has the following risks specific to conducting its exploration activities in Namibia: there is no assurance that the supportive political and economic conditions that currently exist in Namibia will remain; the Company's ability to obtain, sustain, renew or vary the necessary licences, permits and authorizations to carry on the activities that it is currently conducting on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable governmental bodies and there can be no assurance that the Company will be able to obtain, sustain, renew or vary any such licences, permits or authorizations on acceptable terms or at all; environmental legislation and permitting requirements are likely to evolve in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors and employees, and any failure by the Company to comply with applicable environmental regulations or the stoppage of exploration or production activities could have a materially adverse effect on the Company's business, financial condition and results of operations; the per capita incidence of the HIV/AIDS virus in Namibia has been estimated as being in the mid to high range, according to public sources, and if the number of new HIV/AIDS infections in Namibia continues to increase and if the Government of Namibia imposes more stringent obligations on employers related to HIV/AIDS prevention and treatment, the Company's operations in Namibia and its profitability and financial condition could be adversely affected; as a result of a substantial portion of the Company's assets being located in Namibia, there may be difficulties in enforcing against the Company judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities legislation for misrepresentations contained in the Company's public disclosure documents and, in particular, it may be practically impossible to enforce foreign court judgments against the Company in Namibia; and Namibia is part of the South African Rand Common Monetary Area ("CMA") which has exchange controls that require that dividends, loans, repayment of loans and payment of all invoices to parties outside the CMA require prior approval of the Bank of Namibia and there can be no assurance that the Company will obtain the requisite approvals in the future to repay loans or pay invoices to parties outside the CMA, thereby potentially restricting the Company from repatriating funds and using those funds for other purposes.

NAMIBIA CRITICAL METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

Additional Information

The financial statements and additional information regarding the Company are available on SEDAR at www.sedar.com.

NOTICE TO READER

Under National Instrument 51-102 “Continuous Disclosure Obligations”, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice to this effect.

The accompanying unaudited condensed consolidated interim financial statements of Namibia Critical Metals Inc. have been prepared by management. Management have compiled the unaudited condensed consolidated interim statement of financial position of Namibia Critical Metals Inc. as at February 28, 2022 and November 30, 2021 (audited), the unaudited condensed consolidated interim statements of net and comprehensive loss, changes in equity and cash flows for the three months ended February 28, 2022 and 2021. The Company's independent auditors have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the February 28, 2022 and 2021 condensed consolidated interim financial statements. Readers are cautioned that these statements may not be appropriate for their intended purposes.

Namibia Critical Metals Inc.

Unaudited Condensed Consolidated Interim Statements of Financial Position

As at February 28, 2022 (in Canadian dollars)

	February 28, 2022 \$	November 30, 2021 \$
Assets		
Current assets		
Cash and short-term deposits	1,187,657	1,163,035
Taxes and other receivables (note 5)	437,942	401,579
Deposits and prepaid expenses	36,725	56,102
	<u>1,662,324</u>	<u>1,620,716</u>
Taxes receivable (note 5)	274,113	251,615
Equipment (note 6)	38,839	43,281
Exploration and evaluation assets (note 7)	<u>26,085,531</u>	<u>26,031,612</u>
	<u>28,060,807</u>	<u>27,947,224</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (note 8)	1,315,959	1,323,181
Advance received for future exploration work (note 7)	<u>1,062,224</u>	<u>836,632</u>
	2,378,183	2,159,813
Loan payable (note 15)	<u>35,788</u>	<u>34,650</u>
	2,413,971	2,194,463
Shareholders' Equity		
Equity attributable to the shareholders of the Company (note 9)	25,810,148	25,915,671
Non-controlling interest	<u>(163,312)</u>	<u>(162,910)</u>
	25,810,148	25,752,761
	<u>28,060,807</u>	<u>27,947,224</u>
Nature of operations and going concern (note 1)		
Subsequent event (note 16)		

See accompanying notes to the condensed consolidated interim financial statements.

On behalf of the Board:

/s/ "Steve E. Kapp"

Steve E. Kapp
Director

/s/ "William Price"

William Price
Director

Namibia Critical Metals Inc.

Unaudited Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

	Three months ended February 28	
	2022	2021
	\$	\$
Expenses		
Salaries and benefits	25,212	23,200
Office and administration	20,327	17,541
Consulting fees (note 8)	17,573	32,138
Professional fees	34,528	17,397
Travel	130	-
Listing and filing fees	12,702	12,329
Shareholder communications	16,896	3,196
Foreign currency exchange loss (gain)	(14,892)	12,874
Write-down of exploration and evaluation asset	1,288	46,622
	(113,764)	(165,297)
Interest income	907	274
Government assistance benefit (note 15)	-	13,000
Gain on disposal of equipment	-	2,750
Other income (note 7)	8,432	48,485
Net loss and comprehensive loss for the period	(104,425)	(100,788)
Net loss and comprehensive loss attributable to:		
Shareholders of the Company	(104,023)	(100,728)
Non-controlling interest	(402)	(60)
	(104,425)	(100,788)
Loss per share - Basic and diluted	(0.00)	(0.00)
Weighted average number of shares outstanding –		
Basic and diluted	192,734,399	185,561,875

See accompanying notes to the condensed consolidated interim financial statements.

Namibia Critical Metals Inc.

Unaudited Condensed Consolidated Interim Statements of Changes in Equity

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

	Common Shares Without Par Value		Share-based Payments	Contributed	Total Shareholders'		Non- controlling interests	Total Equity
	Shares #	Amount \$	Reserve \$	Surplus \$	Deficit \$	Equity \$	\$	\$
Balance, Nov 30, 2021	192,734,399	46,375,904	2,472,617	5,792,503	(28,725,353)	25,915,671	(162,910)	25,752,761
Share issue cost		(1,500)				(1,500)	-	(1,500)
Net and comprehensive loss					(104,023)	(104,023)	(402)	(104,425)
Balance, February 28, 2022	192,734,399	46,374,404	2,472,617	5,792,503	(28,829,376)	25,810,148	(163,312)	25,646,836
Balance, November 30, 2020	185,305,755	44,987,573	2,099,397	5,792,503	(23,558,224)	29,321,249	143,934	29,465,183
Issuance of shares per private placement	451,977	93,001	-	-	-	93,001	-	93,001
Write-down of exploration and evaluation asset	-	-	-	-	-	-	(2,320)	(2,320)
Net and comprehensive loss	-	-	-	-	(100,728)	(100,728)	(60)	(100,788)
Balance, February 28, 2021	185,757,732	45,080,574	2,099,397	5,792,503	(23,658,952)	29,313,522	141,554	29,455,076

See accompanying notes to the condensed consolidated interim financial statements.

Namibia Critical Metals Inc.

Unaudited Condensed Consolidated Interim Statements of Cash Flows

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

	February 28, 2022 \$	February 28, 2021 \$
Cash provided by (used in)		
Operating activities		
Net loss for the period	(104,425)	(100,788)
Adjustments for:		
Unrealized foreign currency exchange loss(gain)	(14,892)	12,874
Interest income recognized in net loss	(907)	(274)
Non-cash interest on loan payable	1,138	-
Write-down of exploration and evaluation assets	1,288	46,622
Gain on disposal of equipment	-	(2,750)
	<u>(117,798)</u>	<u>(44,316)</u>
Net change in non-cash working capital balances related to operations		
Increase in amounts receivable, deposits and prepaids	(5,299)	(51,386)
Increase in accounts payable and accrued liabilities	88,198	184,821
Advances received for future exploration work, net of expenditures (note 7)	<u>225,592</u>	<u>276,472</u>
	<u>190,693</u>	<u>365,591</u>
Investing activities		
Interest income received	907	274
Proceeds on disposition of equipment	-	2,750
Expenditures on exploration and evaluation assets, net of recoveries (note 12)	<u>(195,423)</u>	<u>(53,258)</u>
	<u>(194,516)</u>	<u>(50,234)</u>
Financing activities		
Loan proceeds, net of government assistance (note 15)	-	7,000
Issuance of share capital, net of costs	<u>(1,500)</u>	<u>93,001</u>
	<u>(1,500)</u>	<u>100,001</u>
Effect of exchange rate changes on cash	<u>29,945</u>	<u>(14,077)</u>
Net change in cash during the period	<u>24,622</u>	<u>401,281</u>
Cash and short-term deposits – Beginning of period	<u>1,163,035</u>	<u>593,696</u>
Cash and short-term deposits – End of period	<u>1,187,657</u>	<u>994,977</u>
Supplemental cash flow information (note 12)		

See accompanying notes to the condensed consolidated interim financial statements.

Namibia Critical Metals Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

1. Nature of operations and going concern

Namibia Critical Metals Inc. (the “Company”, formerly known as Namibia Rare Earths Inc.) was incorporated pursuant to the Canada Business Corporations Act on April 26, 2010. The Company is a public company listed on the TSX Venture Exchange (the “TSXV”), trading under the symbol “NMI”. The address of the Company’s corporate office and principal place of business is Suite 802, 1550 Bedford Highway, Halifax, Nova Scotia, Canada.

The Company is in the business of exploring and developing a diversified portfolio of critical metals properties in Namibia. The amount shown as exploration and evaluation assets, all of which are located in Namibia, represents costs net of recoveries to date, less amounts written off, and do not necessarily represent present or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable reserves. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the properties, and future profitable production or proceeds of disposition thereof.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as the liabilities come due.

The Company has reported losses to date and at February 28, 2022 has an accumulated deficit of \$28,829,376 (2021 - \$23,658,952) and working capital deficit, as defined by the excess (deficiency) of current assets over current liabilities of \$715,859 (2021 - working capital \$47,226). The Company does not generate income or cash flows from operations. In addition to its working capital requirements, the Company must secure sufficient funding to maintain legal title to its exploration and evaluation assets and to fund its exploration and development activities and its general and administration costs.

The Company's ability to continue as a going concern is dependent upon its ability to fund its working capital and exploration requirements, and eventually to generate positive cash flows, either from operations or sale of its properties. During the year ended November 30, 2021, the Company issued 7,428,644 common shares (2020 – 4,980,634), raising \$1,339,051 cash proceeds (2020 - \$738,065) through two private placements and exercise of warrants and options outstanding from the previous year. Subsequent to February 28, 2022, the Company raised \$750,000 gross proceeds in a private placement that closed on March 31, 2022 (see note xx).

The Company holds a \$5 million drawdown Equity Facility with Alumina Partners (Ontario) Ltd. (“Equity Facility”), an affiliate of New York-based private equity firm Alumina Partners, LLC., that is structured to provide the Company with timely access to private placement financing as and when required. Under the terms of the Equity Facility agreement, the Company has the right to draw down on the \$5,000,000 facility, for a two-year period ending August 24, 2022, at its sole discretion, through equity private placement tranches of up to \$250,000 each. As of February 28, 2022, the Company has utilized the facility twice, for a total of \$200,000 gross proceeds.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

Certain impacts to public health conditions particular to the coronavirus (COVID-19) outbreak that continued during the year ended November 30, 2021 may have an impact on the operations of the Company. The extent of the impact to the financial performance of the Company will depend on future developments, including (i) the duration and spread of the outbreak, (ii) the restrictions and advisories, (iii) the effects on the financial markets, (iv) the effects on the economy overall and (v) the effect on commodity prices, all of which are highly uncertain and cannot be predicted. The impact of COVID-19 to the Company was minimal during the period ended February 28, 2022.

2. Basis of preparation

a) Statement of Compliance

These consolidated financial statements, including comparative figures, have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

These consolidated financial statements were authorized for issue by the Audit Committee of the Board of Directors on April 26, 2022.

Namibia Critical Metals Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the accounting policies.

c) Basis of Consolidation

These consolidated financial statements include the accounts of the Company's subsidiaries listed below. All inter-company balances and transactions are eliminated upon consolidation.

Subsidiary	Jurisdiction	Nature of business	Direct or Indirect ownership
Cayman Namibia Rare Earths Ltd.	Cayman Islands	Asset holding company	100%
Namibia Rare Earths (Pty) Ltd.	Namibia	Asset holding company	95%
Gecko Gold Holdings (Pty) Ltd.	Namibia	Asset holding company	95%
Gecko Gold Mining (Pty) Ltd.	Namibia	Asset holding company	95%
Epembe Holdings (Pty) Ltd.	Namibia	Asset holding company	95%
Epembe Mining (Pty) Ltd.	Namibia	Asset holding company	95%
Kunene Resources Holdings (Pty) Ltd.	Namibia	Asset holding company	95%
Kunene Resources Namibia (Pty) Ltd.	Namibia	Asset holding company	95%
Solarwind Investments (Pty) Ltd.	Namibia	Asset holding company	95%
Philco One Hundred Seventy-Four (Pty) Ltd.	Namibia	Asset holding company	95%
Philco One Hundred Eighty (Pty) Ltd.	Namibia	Asset holding company	95%
Philco One Hundred Ninety-One (Pty) Ltd.	Namibia	Asset holding company	95%
Philco One Hundred Ninety-Three (Pty) Ltd.	Namibia	Asset holding company	95%

d) Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and notes. By their nature, these estimates, judgments and assumptions are subject to measurement uncertainty and the effect of changes in these estimates in future periods could be material. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates. Revisions to estimates are accounted for prospectively. The more significant areas requiring the use of management estimate and judgments are as follows:

Critical accounting estimates

The amounts recorded for share-based payments are based on estimates. The Black Scholes model is based on assumptions for expected volatility, expected number of options to vest, dividend yield, risk-free interest rate, expected forfeitures and expected life of the options. Changes in these assumptions may result in a material change to the expense recorded for the issuance of stock options and warrants.

The recoverability of amounts shown for exploration and evaluation assets is dependent on the discovery of economic reserves, the ability of the Company to obtain financing to complete development of the properties, and future production or proceeds from disposition, and is based on assumptions about future events and circumstances.

Namibia Critical Metals Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

The Company makes estimates of future site restoration costs based on current legislation, technical reports, and management's estimates. These estimates will be affected by legislation in place, exploration or mining activity to be performed, and conditions of the relevant sites when the restoration activity is to be performed in future periods. Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that existed during the period.

The following accounting policies involve judgments or assessments made by management:

- The determination of a cash-generating unit for assessing and testing impairment, which management has determined to be individual mineral properties;
- The determination of the functional currency of the Company and of its subsidiaries;
- The determination of when an exploration and evaluation asset is impaired;
- Whether exploration and evaluation costs are eligible for capitalization;
- The determination of whether an acquisition of exploration and evaluation assets is considered to be an asset acquisition or a business combination; and
- The assessment of the Company's ability to continue as a going concern.

3. Significant accounting policies

These condensed consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements and accompanying notes for the year ended November 30, 2021. These condensed consolidated interim financial statements have been prepared using the same accounting policies and judgments and estimates as described in the Company's November 30, 2021 annual consolidated financial statements.

There were no changes in accounting policies adopted during the period.

4. New or amendments to accounting standards not yet adopted

The following new amendment to standards and interpretations under IFRS, is not yet effective for the period ended February 28, 2022 and has not been applied in preparing these consolidated statements:

IAS 1 – Presentation of Financial Statements

On January 23, 2020, the IASB issued an amendment to IAS 1 Presentation of Financial Statements providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or non-current depends on the rights existing at the end of the reporting period as opposed to the expectations of exercising the right for settlement of the liability. The amendments further clarify that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty.

The amendment is effective for annual periods beginning on or after January 1, 2023 and is to be applied retrospectively, with early adoption permitted. The Company is assessing the financial impact of the amendment and expects to apply the amendment at the effective date.

Namibia Critical Metals Inc.

Notes to Unaudited Condensed Consolidated Interim Financial Statements

For the three months ended February 28, 2022 and 2021 (in Canadian dollars)

5. Taxes and other receivables

	February 28, 2022 \$	November 30, 2021 \$
HST receivable – Canada	9,668	11,927
VAT receivable	699,074	639,000
Other receivables	3,313	2,267
Total taxes and receivables	712,055	653,194
Less: VAT receivable - long-term	274,113	251,615
Taxes and other receivables - current	437,942	401,579

There is doubt of the collectability of the Namibian VAT refund claims totaling \$699,074 (November 30, 2021 - \$639,000) due to inconsistent treatment of approving and issuing refund claims to exploration companies by the Namibian Ministry of Finance. The Company has been advised that all outstanding VAT refund claims are being held pending the outcome of a current court case on this matter and further review by the Namibian government. The VAT receivable of \$424,961 (November 30, 2021 - \$387,385), generated from Namibia expenditures related to the Lofdal property, has been presented as current as it is expected that the amount will be recovered through the Company's agreement with JOGMEC. The remaining VAT receivable of \$274,111 (November 30, 2021 - \$251,615) has been presented as a long-term asset.

6. Equipment

Cost	Exploration equipment	Motor vehicles	Total equipment
November 30, 2021	90,428	127,090	217,518
Disposals	-	-	-
February 28, 2022	90,428	127,090	217,518

Accumulated Depreciation	Exploration equipment	Motor vehicles	Total equipment
November 30, 2021	72,371	101,866	174,237
Depreciation	1,636	2,806	4,442
February 28, 2022	74,007	104,672	178,679

Net book value	Exploration equipment	Motor vehicles	Total equipment
November 30, 2021	18,057	25,224	43,281
February 28, 2022	16,421	22,418	38,839

Depreciation charged on exploration equipment of \$4,442 (2021 - \$4,634) has been capitalized to exploration and evaluation assets.

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7. Exploration and evaluation assets

	November 30, 2021 \$	Acquisitions and Expenditures \$	Disposals and write-downs \$	February 28, 2022 \$
Lofdal Rare Earths property	23,693,664	-	-	23,693,664
Kunene Cobalt-Copper	339,337	34,704	-	374,041
Kunene Gold	1,308,939	11,559	-	1,320,498
Epembe Tantalum-Niobium	455,292	25	-	455,317
Other	234,380	8,919	(1,288)	242,011
	26,031,612	55,207	(1,288)	26,085,531

Lofdal rare earths property

The Lofdal rare earths property comprises an exclusive prospecting license ("EPL 3400") located approximately 450 kilometres northwest of the capital city of Windhoek and 25 kilometres northwest of the town of Khorixas in the Kunene Region of north-western Namibia. EPL 3400, which provides for mineral rights to base and rare metals, and precious metals, was originally granted in 2005. It was renewed by the Government of Namibia in February 2017 for a further two-year period to November 16, 2018 and again on May 14, 2019 for a two-year period to May 14, 2021. In May 2021, the Company was awarded a Mining Licence ("ML200") for the Lofdal Heavy Rare Earth Dysprosium-Terbium Project by the Republic of Namibia Ministry of Mines and Energy. ML200 is valid for a 25-year period through to May 10, 2046 and is issued to the Company's 100% owned subsidiary, Namibia Rare Earths (Pty) Ltd ("NRE"). Certain conditions of ML200 mandate that historically disadvantaged Namibians represent a minimum 20% of the management structure, including the board of NRE and hold at least 5% of the voting shares of NRE. The property is subject to a 2% net smelter revenue royalty.

Partnership with JOGMEC on Lofdal

On January 27, 2020, the Company announced that it had signed an agreement with JOGMEC to jointly explore, develop, exploit, refine and/or distribute mineral products from Lofdal. The agreement provides JOGMEC with the right to earn a 50% interest in the project by funding a total of \$20,000,000 in exploration and development expenditures under the following terms:

Term 1 – JOGMEC will fund \$3,000,000 in exploration expenditures up to March 31, 2021. The first term funding amount is non-refundable and JOGMEC earns no interest in the Lofdal project;

Term 2 – JOGMEC is entitled to elect to contribute an additional \$7,000,000 in exploration expenditures from April 1, 2021 – March 31, 2024 to earn a 40% interest in the Lofdal project; and

Term 3 – JOGMEC is entitled to elect to contribute an additional \$10,000,000 in exploration and development expenditures from April 1, 2024 – March 31, 2028 to earn an additional 10% interest in the Lofdal project.

Once JOGMEC has completed and exercised its 50% earn-in and a feasibility study has been completed on the project, JOGMEC has the right to purchase an additional 1% interest in the project from the Company for \$5,000,000 and thereafter to exclusively provide funding to develop the project subject to the Company's interest in the Project not being diluted below 26%.

On September 21, 2020, the Company announced that JOGMEC elected to provide an additional \$1,100,000 to Term 1 to fund additional and accelerated drilling at the Lofdal Heavy Rare Earth Project.

On April 1, 2021, the Company announced that JOGMEC elected to move to Term 2 and provide an additional \$2,063,000 to fund further development and metallurgical work at the Lofdal Heavy Rare Earth Project.

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During the year ended November 30, 2021, the Company received \$2,796,545 from JOGMEC for exploration expenditures on the Lofdal property. As of November 30, 2021, \$5,263,368 in exploration expenditures have been incurred. The Company has recorded \$836,632 as a liability for advances received for future exploration work. As of November 30, 2021 JOGMEC has advanced \$6,100,000 of the \$10,000,000 commitment for Terms 1 and 2 and has approved up to \$7 million to be spent by March 31, 2022.

During the three-month period ended February 28, 2022, the Company received \$700,000 (2021 - \$1,196,545) from JOGMEC for exploration expenditures on the Lofdal property. As of February 28, 2022, \$5,737,776 (2021 - \$3,609,743) in exploration expenditures have been incurred. The Company has recorded the remaining \$1,062,224 (2021 - \$890,257) as an advance received for future exploration work. Amounts received in excess of the Term 1 amount of \$3 million are non-refundable and will be credited to Term 2 expenditures.

The expenditures incurred related to the JOGMEC Agreement for the period ended February 28, 2022 are summarized in the following table:

	November 30, 2021 \$	Acquisitions and Expenditures \$	February 28, 2022 \$
Project Management	199,730	30,144	229,874
Geology, Drilling, Sample Analysis	3,266,652	154,358	3,421,010
43-101 Resource and Mine Model Update	506,415	128,847	635,262
Metallurgy	874,090	56,984	931,074
Mine planning	288,858	70,992	166,537
Operator's Fee	95,545	31,178	320,036
Other	32,078	1,905	33,983
	5,263,368	474,408	5,737,776

Property Acquisitions

As part of the Agreement with JOGMEC, the Company is entitled to an operator fee of 10% of the direct costs incurred, which is limited to 5% for any contracts requiring aggregate payments of more than \$100,000. The Company first recognized the operator fees against evaluation and exploration expenditures, as cost recoveries, and recognized the excess as other income in the consolidated statement of loss and comprehensive loss. The portion of the operator fee recognized as income during the three months ended February 28, 2022 amounted to \$8,432 (2021 - \$48,485).

Other properties

The Company's current property portfolio is summarized as follows:

Licence	Subsidiary Company	Project
EPL3400	Namibia Rare Earths (Pty) Ltd.	Lofdal
EPL5847	Kunene Resources Namibia (Pty) Ltd.	Otjitazu
EPL5885	Kunene Resources Namibia (Pty) Ltd.	Kunene
EPL5992	Kunene Resources Namibia (Pty) Ltd.	Grootfontein
EPL6440	Gecko Gold Mining (Pty) Ltd.	Erongo
EPL6561	Kunene Resources Namibia (Pty) Ltd.	Grootfontein
MDRL3299	Epembe Mining (Pty) Ltd.	Epembe
ML200	Namibia Rare Earths (Pty) Ltd.	Lofdal

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8. Related party transactions

Transactions with key management personnel for the three months ended February 28, 2022 are as follows:

	Three months ended February 28, 2022 \$
Consulting fees	16,813
Total charged to net and comprehensive loss	16,813
Consulting fees charged to exploration and evaluation assets	-
Payments to a shareholder charged to exploration and evaluation assets	32,296
Total	49,109

Key management personnel include officers and directors and companies directly controlled by key management personnel, and payments are for salaries, director fees, and consulting fees and are directly related to their position in the Company.

During the period, related party transactions charged to JOGMEC in respect of the Lofdal project, included consulting fees of \$37,500 and payments to a shareholder of \$171,950.

Included in accounts payable and accrued liabilities are amounts owing to related parties of \$912,113 (2021 - \$355,297). Included in deposits and prepaid expenses is an amount of \$7,000 (2021 - \$3,500) representing retainers on services contracts with officers of the Company.

Related party transactions are in the ordinary course of business, and are measured at the exchange amount, which is the amount of consideration determined and agreed to by the parties.

9. Capital stock

Authorized capital stock

An unlimited number of common shares without nominal or par value.

Issued and outstanding

At February 28, 2022, there were 192,734,399 common shares issued and outstanding (2021 – 185,757,732).

Stock option plan

The Company has a stock option plan providing for the issuance of options equal to up to 10% of the outstanding shares. The Company may grant options to its directors, officers, employees, consultants and management company employees. The exercise price of each option cannot be lower than the market price of the shares at the date of grant of the option. The number of shares optioned to insiders may not exceed 10% of the issued and outstanding shares at the date of grant. The options are generally exercisable immediately for up to a five-year period from the date of grant.

There were no options issued during the period.

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As of February 28, 2022 there were 12,275,000 options outstanding (2021 – 11,860,000) with a weighted average exercise price of \$0.24 (2021 - \$0.21). The change in stock options during the period ended February 28, 2022 and 2021 is as follows:

	Number	Weighted average exercise price \$
At November 30, 2020 and February 28, 2021	11,860,000	0.21
Exercised	(1,410,000)	(0.05)
Issued	1,825,000	0.26
At November 30, 2021 and February 28, 2022	12,275,000	0.24

The following table summarizes information about options outstanding at February 28, 2022:

Expiration Date	Exercise price \$	Options outstanding and exercisable	Remaining contractual life (in years)
April 7, 2022	0.08	150,000	0.10
September 19, 2023	0.21	5,350,000	1.55
September 28, 2025	0.26	4,950,000	3.58
April 5, 2026	0.26	1,825,000	4.10
Total outstanding		12,275,000	2.73

Warrants

As of February 28, 2022 there were 3,153,766 warrants outstanding (2021 – 3,420,433) with a weighted average exercise price of \$0.35 (2021 - \$0.21). The change in warrants during the period ended February 28, 2022 and 2021 is as follows:

	Number	Weighted average exercise price \$
At November 30, 2020	3,194,444	0.190
Issued	225,989	0.413
At February 28, 2021	3,420,433	0.210
Issued	2,650,000	0.350
Exercised	(2,916,667)	0.180
At November 30, 2021 and February 28, 2022	3,153,766	0.350

The following table summarizes information about the Company's warrants outstanding as at February 28, 2022:

Expiration Date	Exercise Price	Warrants outstanding	Remaining contractual life (in years)
August 24, 2022	\$0.336	277,777	0.48
January 8, 2023	\$0.413	225,989	0.86
March 12, 2022	\$0.350	2,650,000	0.03
Total outstanding		3,153,766	0.13

In March 2022, the expiration date of the 2,650,000 warrants due to expire was extended for 12 months to March 12, 2023 (see note 16)

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10. Capital disclosures

The Company manages its capital to maintain adequate levels of funding to support the acquisition and exploration of mineral properties and to maintain the necessary corporate and administrative functions to facilitate these activities. The capital structure consists of working capital and equity. The Company raises capital, as necessary, to meet its needs and to take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. The Company invests all capital that is surplus to its immediate operational needs in highly liquid financial instruments such as high interest cash accounts. There were no changes to the Company's approach to capital management during the three months ended February 28, 2021. Total managed capital was as follows:

	February 28, 2022	November 30, 2021
	\$	\$
Working capital (deficit)	(715,859)	(539,097)
Equity	25,810,148	25,915,671

There are no externally imposed capital requirements.

11. Financial Instruments and risk management

The Company's financial instruments consist of cash and short-term deposits, amounts receivable, accounts payable and accrued liabilities, and deferred amounts payable. All of the Company's financial instruments are recognized at fair value and are subsequently measured at their amortized cost. The recorded values of all financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

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

Credit risk

The Company's credit risk is primarily attributable to cash. The Company's exposure to credit risk on its cash is limited by maintaining these assets in a high-interest savings account with a high-credit quality financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages this risk through regular monitoring and adjustment of its cash flow requirements to support ongoing operations and to ensure, to the extent possible, that there is sufficient cash on hand to meet its liabilities when due. In the event the Company obtains the permits and necessary approvals to proceed with the development of the Lofdal property, it will require substantial additional capital resources and there can be no assurance that funding will be available to the Company in the future on acceptable terms (note 1). Financial liabilities are due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, interest rates and commodity prices.

Foreign exchange risk

Certain of the Company's expenditures are denominated in Namibia dollars (which are equal to the South African rand), US dollars, British pounds, Australian dollars, and Euros. The Company's cash, amounts receivable, deposits, and accounts payable and accrued liabilities include amounts denominated in foreign currencies. Accordingly, the results of the Company's operations are subject to currency transaction risk and currency translation risk.

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At February 28, 2022, the Company had the following amounts denominated in the above currencies and converted to Canadian dollars: \$945,234 in cash, \$20,145 in deposits and prepaids, \$756,742 in amounts receivable, and \$1,279,760 in accounts payable and accrued liabilities. A 10% change in the exchange rates would impact the Company's working capital as follows:

	\$
Namibia dollars and South African rand	74,724
All other currencies	2,532

The operating results and financial position of the Company are reported in Canadian dollars in the Company's consolidated financial statements. The fluctuation of the Canadian dollar primarily in relation to other currencies, primarily the Namibian dollar, will consequently have an impact on the profitability of the Company and the value of the Company's assets and equity. The Company does not currently undertake any hedging activities to mitigate foreign exchange risk.

Interest rate risk

In respect of financial assets, the Company's policy is to invest cash at floating rates of interest. Cash reserves are maintained in cash and cash and short-term deposits to maintain liquidity while achieving a satisfactory return for shareholders. The impact of fluctuations in interest rates is not significant.

Commodity price risk

The Company's financial instruments are not exposed to any direct commodity price risk, as the Company does not have any financial instruments associated with commodity prices and currently has no revenues derived from mining operations. Fluctuation in commodity prices do however impact the overall viability of the Company as is common in the mineral exploration and mining industries.

12. Supplemental cash flow information

During the three months ended February 28, 2022, the Company made expenditures on exploration and evaluation assets of \$144,658 which were recorded as a decrease in accounts payable (2021 - \$207,942 increase in accounts payable) and \$4,442 in amortization of equipment which was recorded to exploration and evaluation assets (2021 - \$18,514). These items are non-cash transactions and have been excluded from the consolidated statements of cash flows

13. Commitments

The Company has no commitments.

14. Segmented reporting

The Company has one reportable operating segment, being that of acquisition, exploration and evaluation activities. All exploration and evaluation assets are located in Namibia.

15. Loan payable

On October 8, 2020, the Company received a \$40,000 emergency business loan under the federal government Canada Emergency Business Account ("CEBA") initiative. An additional amount of \$20,000 was received on December 29, 2020 under the same initiative. In the event the Company repays \$40,000 by December 31, 2023, there will be no interest payable on the loan and the remaining \$20,000 will be forgiven. In the event there is a loan balance outstanding on January 1, 2024, the loan will be renewed for a 3-year term with an annual fixed rate of interest of 5%. The Company plans to repay \$40,000 before December 31, 2023. A government assistance benefit of \$13,000 was recognized during the three months ended February 28, 2021.

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16. Subsequent events

On March 31, 2022, the Company closed a private placement for \$750,000 gross proceeds consisting of 3,750,000 units at a price of \$0.20 per unit. Each unit consists of one common share and one warrant and subject to a four-month hold period, expiring August 1, 2022. Each whole warrant is exercisable for one common share at a price of \$0.35 until March 12, 2024. The Company also extended 2,650,000 warrants previously due to expire March 12, 2022 by another year to March 12, 2023.