



**NextSource Materials Inc.**

**Management's Discussion and Analysis (MD&A)**

For the nine months ended March 31, 2024, and 2023

Expressed in US Dollars

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**NEXTSOURCE MATERIALS INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the nine months ended March 31, 2024 and 2023**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This MD&A contains “forward-looking information” within the meaning of applicable Canadian securities legislation and “forward-looking statements” within the meaning of applicable United States securities laws (collectively referred to herein as “**forward-looking information**”). Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans,” “expects,” or “does not expect,” “is expected,” “budget,” “scheduled,” “goal,” “estimates,” “forecasts,” “intends,” “anticipates,” or “does not anticipate,” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will be taken,” “occur,” or “be achieved”.

Forward-looking information includes, but is not limited to, information and statements with respect to the intended use of proceeds of the Offering (as defined herein); certain expectations, development plans, and production estimates in respect of the Molo Graphite Mine; certain expectations, development plans, and estimates in respect of the Mauritius BAF (as defined herein) and additional BAFs (as defined herein) located in other key geographical locations, and strategies and project evaluation measures relating thereto; the potential completion of a New Mauritius BAF Technical Study (as defined herein); the potential impact of the Company's BAF Partnership (as defined herein); potential construction of an AG (as defined herein) production facility; a potential agreement with POSCO (as defined herein); supply, demand and pricing outlook in the graphite and EV (as defined herein) market; potential completion of a Feasibility Study (as defined herein); and the Company's business objectives and targeted milestones (and timing thereof).

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such factors relate to, among others, BAF technical studies, emerging markets; development, commissioning, and operation of the Molo Graphite Mine; development, commissioning, and operation of the BAFs; construction and start-up of new mines and industrial plants; geopolitical risk and conflict; additional financings; the Company's development and exploration projects are in the African country of Madagascar and are subject to country political and regulatory risks; the Company has a significant shareholder; economic dependence on the Molo Graphite Mine; permits and licenses are necessary to continue to operate the Molo Graphite Mine and export products from Madagascar; additional permits and licenses are necessary to complete development of Phase 2 of the Molo Graphite Mine; fluctuations in the market price of graphite and other metals may adversely affect the value of the Company's securities, revenue projections and the ability of the Company to develop Phase 2 of the Molo Graphite Mine; estimates of mineral resources may not be realized; the Company has a limited operating history and expects to incur operating losses for the foreseeable future; due to the speculative nature of mineral property exploration, there is substantial risk that the Company's mineral property assets will not achieve forecast production capacities or achieve commercial production; mining companies are increasingly required to consider and provide benefits to the communities and countries in which they operate, and are subject to extensive environmental, health and safety laws and regulations; because of the inherent dangers involved in mining operations and mineral exploration, there is a risk that the Company may incur liability or damages as the Company conducts business; should the Company lose the services of key executives, the Company's financial condition and proposed expansion may be negatively impacted; access to the Company's properties, mine operations, and export of product may be restricted by inclement weather or lack of proper infrastructure; climate change and related regulatory responses may impact the Company's business; compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for management; tax risks; the Company may experience losses due to foreign exchange translations; the Company's business is subject to anti-corruption and anti-bribery laws, a breach or violation of which could lead to civil and criminal fines and penalties, loss of licenses or permits and reputational harm; the Company is exposed to general economic conditions, which could have a material adverse impact on its business, operating results and financial condition; the market price for the common shares of the Company (the “Common Shares”) is particularly volatile given the Company's status as a company with a small public float, limited operating history and lack of profits which could lead to wide fluctuations in the market price for the Common Shares; the Company does not intend to pay dividends in the foreseeable future; and other risks involved in the mineral exploration and development industry and risks specific to the Company, including the risk factors identified elsewhere in the annual information form of the Company dated September 28, 2023 (the “AIF”) and in this MD&A under “*Risk Factors*” and in other continuous disclosure documents of the Company filed under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management and/or “qualified persons” (as such term is defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”)) made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that management and/or qualified persons believe to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Although the Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. In addition to the assumptions discussed in this MD&A, the material assumptions upon which such forward-looking information is based include, among others, that: the Company will be successful in its financing activities, the demand for graphite will develop as anticipated; graphite prices will remain at or attain levels that would make the Molo Graphite Mine and BAFs economic; that any proposed operating and capital plans will not be disrupted by operational issues, title issues, loss of permits, environmental concerns, power supply, labour disturbances, financing requirements or adverse weather conditions; the Company will continue to have the ability to attract and retain skilled staff; and there are no material unanticipated variations in the cost of energy or supplies. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify key factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this MD&A is presented for the purposes of assisting investors in understanding the Company's expected financial and operating performance and the Company's plans and objectives and may not be appropriate for other purposes.

In respect of any forward-looking information or statements relating to the Mauritius BAF or other BAFs, including but not limited to annual sales and operating cash flows, such figures, if any, have been included herein for the purposes of providing information on the project evaluation measures of the BAFs and should not be viewed as financial outlooks or guidance for the Company.

The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This MD&A includes market, industry and economic data and projections obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes these to be true, the Company has not independently verified the information from third party sources, or analyzed or verified the underlying reports relied upon or referred to by the third parties or ascertained the underlying economic and other assumptions relied upon by the third parties. The Company believes that the market, industry and economic data and projections are accurate and that the estimates and assumptions are reasonable, but there can be no assurance as to their accuracy or completeness. The accuracy and completeness of the market, industry and economic data and projections in this MD&A are not guaranteed and the Company does not make any representation as to the accuracy or completeness of such information. For the avoidance of doubt, nothing stated in this paragraph operates to relieve the Company from liability for any misrepresentation contained in this MD&A under applicable Canadian securities laws.

The forward-looking information contained in this MD&A and documents incorporated by reference herein are expressly qualified by the foregoing cautionary statement.

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**NEXTSOURCE MATERIALS INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the nine months ended March 31, 2024 and 2023**

## **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") dated May 9, 2024 of NextSource Materials Inc. ("NextSource", "we", "our" or "the Company") should be read in conjunction with the Company's Condensed Interim Consolidated Financial Statements for the nine months ended March 31, 2024 and 2023 (the "Financial Statements") that were prepared in accordance with International Financial Reporting Standards ("IFRS") International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") (the "Financial Statements") that were filed on the Canadian Securities Administrators' SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

This MD&A should also be read in conjunction with the Company's Management's Discussion and Analysis and Audited Consolidated Financial Statements for the years ended June 30, 2023, and 2022 and the AIF that were filed on the Canadian Securities Administrators' SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca). For additional information with respect to risks, readers are referred to the "Risk Factors" section of the AIF.

The Financial Statements and this MD&A are presented United States dollars ("USD" or "\$") and all units of measurement are expressed using the metric system, unless otherwise specified. Certain information in this MD&A is presented in Canadian dollars ("CAD\$").

Additional information relating to the Company is available on the Canadian Securities Administrators' (the "CSA") SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

## **EXECUTIVE SUMMARY**

NextSource Materials Inc. was continued under the *Canada Business Corporations Act* from the State of Minnesota to Canada on December 27, 2017. The Company's head and registered office is located at 130 King Street West, Exchange Tower, Suite 1940, Toronto, Ontario M5X 2A2. The Company's website is [www.nextsourcematerials.com](http://www.nextsourcematerials.com).

The outstanding Common Shares are listed and posted for trading on the Toronto Stock Exchange (the "TSX") under the symbol "NEXT" and on the OTCQB under the symbol "NSRCF". The Company is a reporting issuer in each of the provinces of Canada, except Quebec.

### *Business Strategy*

The Company is intent on becoming a vertically integrated global supplier of battery materials through the mining and value-added processing of graphite and other minerals. The Company's principal business is the development of the Molo Graphite Mine in Madagascar and has announced plans to build the first of several battery anode facilities ("BAFs") in Mauritius.

### **Molo Graphite Mine**

The Company is developing the Molo Graphite Mine (the "Molo Mine") located near the town of Fotadrevo in the Province of Toliara, Madagascar, which is the Company's sole material mineral property.

On February 15, 2019, the Company received a 40-year mining license for the Molo property, located in southern Madagascar, that does not limit mining to any specific volume. On March 29, 2021, the Company announced the initiation of construction of the Molo Mine with a production capacity of 17,000 tonnes per annum ("tpa") of SuperFlake® graphite concentrate and began capitalizing mine development costs. On March 23, 2023, the Company announced initiation of commissioning activities and on June 22, 2023, the Company announced production of the first tonne of graphite concentrate as part of the commissioning process. As of March 31, 2024, the Molo Mine was still undergoing commissioning and had not yet achieved commercial production.

On December 12, 2023, the Company announced the results of a technical study for a proposed expansion of the Molo Mine up to a production capacity of 150,000 tpa of SuperFlake® graphite concentrate. For additional information with respect to the Molo Mine and mineral resources and reserves, readers are referred to the technical report, which replaces the technical information on the Molo Mine that is contained in the AIF.

### **Anode Facilities**

The Company announced on February 28, 2023, its strategy for the staged buildout of BAFs in key jurisdictions starting with Mauritius. The BAFs are value-added processing facilities that are capable of converting flake graphite into spheronized and purified graphite ("SPG") and coated spheronized and purified graphite ("CSPG"), which are the intermediate and final forms of the anode material that is then assembled along with cathode material into lithium-ion batteries used in electric vehicle ("EV") applications. The BAFs are not considered "mineral projects" as defined in NI 43-101, and the Mauritius BAF Technical Study and any similar studies to be completed by the Company are not and will not be "technical reports" for the purposes of NI 43-101 but rather are preliminary economic and technical studies relating to the design, construction and operation of the Mauritius BAF and potential other BAFs. See "Cautionary Statement Regarding Forward-Looking Information" and "Risk Factors" in the AIF. In respect of any forward-looking information or statements relating to the Mauritius BAF or other BAFs, including but not limited to annual sales and operating cash flows, such figures have been included herein for the purposes of providing information on the project evaluation measures of the BAFs and should not be viewed as financial outlooks or guidance for the Company.

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The Company has an exclusive technical partnership with a leading value-added graphite processor to utilize its proprietary graphite processing technology outside of the People's Republic of China and with a graphite trader for the international sale of the products. The technology partner is a well-established supplier of graphite into the supply chains of major EV automotive companies including Tesla and Toyota. The technology partner will receive a 2% technology licensing royalty for the design and development of the BAF process flowsheets, sourcing of all necessary equipment, and provision of all necessary training and operational expertise. The sales partner will receive a 3% sales commission for leveraging its international relationships and acting as a sales, marketing, and trading agent of our BAF products. BAF research and development costs are being capitalized.

The highlights of the BAF strategy are as follows:

- Leverage the exclusive technology and sales partnership to construct BAFs in key international jurisdictions capable of producing SPG and CSPG.
- Construction of the first BAF in Mauritius (the "Mauritius BAF") due to its proximity to the Molo Graphite Mine in Madagascar and its strategic position along international shipping routes from Europe to Asia.
- An initial technical study for the Mauritius BAF (based on the previously announced site) presented certain economic results and project evaluation measures for the Mauritius BAF, as more particularly disclosed in the short form prospectus dated July 27, 2023, and filed by the Company in connection with the Offering (the "Initial Mauritius BAF Technical Study"). While the Initial Mauritius BAF Technical Study continues to be valuable in completing the contemplated New Mauritius BAF Technical Study (as defined herein), the previously announced results of the Initial Mauritius BAF Technical Study relating to project evaluation measures, including the construction costs, timing of construction, sales potential, operating cash flows, NPV, IRR and other metrics relating to the Mauritius BAF may not be achieved and should not be relied upon. The Company will provide an update in respect of project evaluation measures once a New Mauritius BAF Technical Study has been completed.
- Evaluation of the potential construction of a BAF in North America (a "North America BAF") has involved the evaluation of suitable sites in Canada and the USA, and the application for various financial loans and grants offered under Canadian federal and provincial programs and under the U.S. Inflation Reduction Act (the "IRA").
- Evaluation of the potential construction of a BAF in the United Kingdom (a "UK BAF") has involved the application various financial loans and grants offered under the UK Government Automotive Transformation Fund.
- Evaluation of the potential construction of a BAF in the European Union (a "European BAF").
- Evaluation of the potential construction of an artificial graphite ("AG") production facility capable of producing AG anode material ("AG Facility") has involved the negotiation of technology partnerships and the evaluation of suitable sites along international trade routes.
- Evaluation of a potential agreement with South Korea's POSCO International ("POSCO") for a strategic collaboration that could involve an investment into the Company as well as a long-term offtake agreement for spheronized and purified graphite ("SPG") and the Company's other graphite products.

For additional information with respect to the BAFs, readers are referred to the AIF and under the heading "*Description of the Business – Battery Anode Facilities*", which includes disclosures related to the Mauritius BAF Technical Study and other BAF-related items, and the "*Risk Factors*" section of the AIF.

### **Exploration and Evaluation Properties**

The Company also owns the Green Giant Vanadium Project, located in Madagascar, and the Sagar Project, located in Quebec, both of which are at the exploration and evaluation stage. Although these projects are of interest to the Company, there are no current development plans and therefore are not considered material to the Company.

### **OUTLOOK AND MILESTONES**

#### *Financing*

On August 1, 2023, the Company completed a prospectus equity funding of \$37,750,585 (CAD\$50,000,775) through the issuance of 30,303,500 common shares at a price of CAD\$1.65 per share resulting in net proceeds of \$36,266,783.

#### *Molo Mine*

Since announcing the completion of construction and the initiation of the plant commissioning process on March 23, 2023 and the production of graphite in June 2023, the Company has progressed methodically through debottlenecking and optimization activities to achieve the plant nameplate capacity of 17,000 tonnes per annum of SuperFlake® graphite. During this ramp-up process, the Company

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further identified and is rectifying underperforming equipment. These constraints have delayed the point at which NextSource expects to reach plant nameplate capacity.

In October 2023, a comprehensive third-party assessment of the plant by operations specialists, and by metallurgical and process design engineers was completed. This assessment identified underperformance of the dryer equipment and product screens. Installation of replacement equipment is expected to be complete in May and ramp-up projected to start in June, with the aim of achieving nameplate capacity in July 2024. As a result of the revised commissioning schedule, the Company expects the first commercial shipment and sale of SuperFlake® concentrate under offtake agreements to occur in July 2024.

Notwithstanding a slower than expected commissioning process, the Company has produced SuperFlake® graphite concentrate with a carbon (C) content of over 95% and completed the shipment of 60 tonnes of qualifying material to our BAF Technology Partner for testing and conversion into CSPG. Graphite concentrate is being stockpiled at the mine and at a third-party warehouse facility at the Port of Tulear for shipment as qualifying material for prospective customers.

On December 12, 2023, the Company announced the results of the “*Molo Graphite Mine Expansion NI 43-101 Technical Feasibility Study Report 2023*” prepared by Erudite Strategies (Pty) Ltd” (the “Feasibility Study”) for a proposed expansion of the Molo Mine up to a production capacity of 150,000 tpa of SuperFlake® graphite concentrate. Readers should refer to the Feasibility Study for details and assumptions relating to the Molo Mine mineral resource and reserve estimates and data verification procedures.

The Company has initiated the environmental permitting process for the expansion of the Molo Mine. However, the decision to commence construction of the expansion will only be taken once initiatives to secure a binding offtake agreement for the expanded capacity and sufficient funding for construction costs and working capital have been satisfactorily concluded.

The Company is working to achieve the following Molo Mine milestones over the next twelve months:

- Ramp-up of Molo mine production capacity to 17,000 tpa
- Declaration of commercial production
- First commercial shipment of flake graphite
- Construction decision on an expansion of the Molo Mine

#### *Anode Plants*

On February 28, 2023, the Company signed an industrial lease for the Mauritius BAF at an industrial zoned site in Mauritius. On September 28, 2023, the Company announced the termination of the lease. On November 24, 2023, the Company signed a new lease for the Mauritius BAF at a site in the port of Port Louis that is expected to reduce ground logistics costs and improves the project’s social and environmental standards. The Mauritius BAF port site is expected to have an initial production capacity of 3,600 tpa of SPG and/or CSPG.

The fabrication of long-lead equipment was ordered in October 2023 and main process equipment was ordered in November 2023. The initiation of civil construction activities and the delivery of the process equipment to the Mauritius BAF port site is subject to the completion of a prescribed environmental and impact assessment (“EIA”) process, the front-end engineering and design study (“FEED” study) and obtaining all necessary construction and operating permits. The EIA process remains ongoing and is currently expected to be completed in July 2024.

The Company is negotiating a technology partnership for the construction of artificial graphite anode plants and has started evaluating suitable sites along international trade routes.

The Company is working to achieve the following BAF milestones over the next twelve months:

- Completion of EIA for the Mauritius BAF
- Delivery of process equipment and initiation of construction activities at the Mauritius BAF site
- Announcement of an artificial graphite technology partnership
- Securing a North American automotive industry relationship and initiating an economic study of a BAF facility in North America
- Securing a European Union automotive industry relationship and initiating an economic study of a BAF facility in the EU

On September 5, 2023, the Company announced the signing of a non-binding memorandum of understanding (the “MoU”) with South Korea’s POSCO for strategic collaboration that could involve an equity investment into the Company as well as a long-term offtake agreement for SPG and the Company’s other graphite products. The MoU envisages the potential for a definitive offtake agreement for 30,000 tpa of SuperFlake® graphite concentrate and 10,000 to 15,000 tpa of SPG over a ten-year period, to be supplied to POSCO Future M, a POSCO Group subsidiary that is responsible for EV battery businesses and supplies all of South Korea’s major battery cell manufacturers with finished cathode and anode materials. Prior to executing a definitive agreement, certain customary technical and economic studies will need to be completed.

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**RESULTS OF OPERATIONS**

The Company has two operating segments, consisting of mine development and BAF development. No commercial revenues have been generated by the Company. The Company's President and Chief Executive Officer and Chief Financial Officer are the operating decision-makers and direct the allocation of resources to its segments.

*Financial Results for the nine months ended March 31, 2024, and 2023*

	Nine months ended March 31, 2024			Nine months ended March 31, 2023		
	Mine	BAF	Total	Mine	BAF	Total
<b>Revenues</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Expenses</b>						
Operating expenses	-	-	-	963,365	-	963,365
Exploration and evaluation expenses	25,674	-	25,674	2,408	-	2,408
Depreciation	549,641	252,287	801,928	93,974	41,160	135,134
Lease finance costs	31,830	676,892	708,722	33,452	98,291	131,743
Impairment of VAT receivable	1,198,104	-	1,198,104	3,376,216	-	3,376,216
Royalties	238	-	238	-	-	-
<b>Segment gross profit</b>	(1,805,487)	(929,179)	(2,734,666)	(4,469,415)	(139,451)	(4,608,866)
<b>Other Operating Expenses</b>						
General and administrative expenses			4,250,236			2,357,393
Share-based compensation			216,000			429,633
Depreciation			4,347			4,984
Foreign currency translation loss			(498,854)			1,039,992
Interest income			(1,005,854)			(281)
<b>Loss before other items</b>			(5,700,541)			(8,440,587)
Change in value of lease liability			(178,339)			-
Change in value of royalty obligation			-			8,201
Change in fair value of warrant derivative financial liability			-			2,783,360
Change in value of commercial production obligation			(46,362)			(49,255)
<b>Net (loss) income</b>			(5,475,840)			(11,182,893)
<b>Other comprehensive income</b>						
Items that will be reclassified subsequently to net income (loss)						
Translation adjustment for foreign operations			788,022			859,264
<b>Net (loss) income and comprehensive (loss) income</b>			\$ (4,687,818)			\$ (10,323,629)

*Discussion of the nine months ended March 31, 2024, and 2023*

Net loss and comprehensive loss decreased to \$4,687,818 (2023: net loss and comprehensive loss of \$10,323,629) due to the following:

- Mine expenditures decreased to \$1,805,487 (2023: \$4,608,866) as follows:
  - Operating expenses decreased to \$nil (2023: \$963,365) due to the capitalization of \$5,591,096 of commissioning costs (2023: capitalization of \$nil).
  - Exploration and evaluation expenditures increased to \$25,674 (2023: \$2,408) consisting of the renewal of mineral claims.
  - Depreciation expenses increased to \$549,641 (2023: \$93,974) due to the depreciation of mining camp, buildings and civil works, and mining vehicles.
  - Lease finance costs decreased to \$31,830 (2023: \$33,452).
  - VAT receivables impairment of \$1,198,104 (2023: \$3,376,216) due to uncertainty as to the timing and recoverability of refundable Madagascar value added taxes.
  - Royalties of \$238 (2023: \$nil) charged on the export value of graphite samples.
- BAF expenditures increased to \$929,179 (2023: \$139,451) consisting of depreciation and lease finance costs for the Mauritius BAF right of use assets and obligations.

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- General and administrative expenses increased to \$4,250,236 (2023: \$2,357,393) consisting of:
  - Payroll and management compensation fees increased to \$1,721,037 (2023: \$730,365) due to an expansion of management and administrative employees, and for severance related to the departure of Robin Borley as COO.
  - External consulting fees decreased to \$249,649 (2023: \$391,967).
  - Professional fees increased to \$774,110 (2023: \$316,354) due to increased legal and audit fees.
  - Public company expenses increased to \$286,667 (2023: \$265,649).
  - Corporate travel expenses increased to \$415,018 (2023: \$182,024) due to increased international travel.
  - Insurance expenses decreased to \$42,383 (2023: \$104,243) due to adjustments to accruals.
  - Sales and marketing expenses increased to \$100,061 (2023: \$nil) due to automotive industry marketing initiatives.
  - Office and administration expenses increased to \$661,311 (2023: \$366,800) due to increased IS/IT and office administration expenditures in Canada, Mauritius, and Madagascar.
- Share-based compensation was \$216,000 (2023: \$429,633) consisting of share-based severance costs.
- Depreciation of corporate assets decreased to \$4,347 (2023: \$4,984).
- Foreign currency translation gain of \$498,854 (2023: loss of \$1,039,992) as a result of an increase in the value of foreign currencies against the USD.
- Interest income increased to \$1,005,854 (2023: \$281) from interest earned on bank deposits.
- Lease liabilities were remeasured resulting in a gain of \$178,339 (2023: \$nil).
- Commercial production obligation was remeasured resulting in a gain of \$46,362 (2023: gain of \$49,255).

*Financial Results for the three months ended March 31, 2024, and 2023*

	Three months ended March 31, 2024			Three months ended March 31, 2023		
	Mine	BAF	Total	Mine	BAF	Total
<b>Revenues</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Expenses</b>						
Operating expenses	-	-	-	452,514	-	452,514
Exploration and evaluation expenses	13,494	-	13,494	2,408	-	2,408
Depreciation	171,003	131,461	302,464	64,087	41,160	105,247
Lease finance costs	11,129	354,830	365,959	10,895	98,291	109,186
Impairment of VAT receivable	350,975	-	350,975	502,515	-	502,515
Royalties	2	-	2	-	-	-
<b>Segment gross profit</b>	(546,603)	(486,291)	(1,032,894)	(1,032,419)	(139,451)	(1,171,870)
<b>Other Operating Expenses</b>						
General and administrative expenses			1,597,376			1,048,154
Share-based compensation			-			83,487
Depreciation			1,573			(48)
Foreign currency translation (gain) loss			(1,182,459)			(671,542)
Interest			(265,367)			(424)
<b>Loss before other items</b>			(1,184,017)			(1,631,497)
Gain on disposal of asset			-			-
Change in value of royalty obligation			-			-
Change in fair value of warrant derivative financial liability			-			-
Change in value of commercial production obligation			-			-
<b>(Loss) income before income taxes</b>			(1,184,017)			(1,631,497)
Income tax expense			-			-
<b>Net (loss) income</b>			(1,184,017)			(1,631,497)

**Other comprehensive income**

Items that will be reclassified subsequently to net income (loss)

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Translation adjustment for foreign operations	265,510	(463,467)
<b>Net (loss) income and comprehensive (loss) income</b>	<b>\$ (918,507)</b>	<b>\$ (2,094,964)</b>

*Discussion of the three months ended March 31, 2024, and 2023*

Net loss and comprehensive loss decreased to \$918,507 (2023: net loss and comprehensive loss of \$2,094,964) due to the following:

- Mine expenditures decreased to \$546,603 (2023: \$1,032,419) as follows:
  - Operating expenses decreased to \$nil (2023: \$452,514) due to the capitalization of \$2,142,184 commissioning costs (2023: capitalization of \$nil).
  - Exploration and evaluation expenditures increased to \$13,494 (2023: \$2,408) consisting of the renewal of mineral claims.
  - Depreciation expenses increased to \$171,003 (2023: \$64,087) due to the depreciation of mining camp, buildings and civil works, and mining vehicles.
  - Lease finance costs of \$11,129 (2023: \$10,895).
  - VAT receivables impairment of \$350,975 (2023: \$502,515) due to uncertainty as to the timing and recoverability of refundable Madagascar value added taxes.
  - Royalties of \$2 (2023: \$nil) charged on the export value of graphite samples.
- BAF expenditures increased to \$486,291 (2023: \$139,451) consisting of depreciation and lease finance costs for the Mauritius BAF right of use assets and obligations.
- General and administrative expenses increased to \$1,597,376 (2023: \$1,048,154) consisting of:
  - Payroll and management compensation fees increased to \$624,238 (2023: \$305,951) due to an expansion of management and administrative employees, and for severance related to the departure of Robin Borley as COO.
  - External consulting fees decreased to \$140,530 (2023: \$175,610).
  - Professional fees increased to \$349,739 (2023: \$165,922) due to increased legal and audit fees.
  - Public company expenses decreased to \$91,840 (2023: \$94,724).
  - Corporate travel expenses increased to \$197,055 (2023: \$70,824) due to increased international travel.
  - Insurance expenses decreased to \$14,123 (2023: \$32,880) due to adjustments to accruals.
  - Sales and marketing expenses increased to \$33,283 (2023: \$nil) due to automotive industry marketing initiatives.
  - Office and administration expenses increased to \$263,418 (2023: \$202,243) due to increased IS/IT and office administration expenditures in Canada, Mauritius, and Madagascar.
- Share-based compensation of \$nil (2023: \$83,487) consisting of share-based severance costs.
- Depreciation of corporate assets increased to \$1,573 (2023: \$48).
- Foreign currency translation gain of \$1,182,459 (2023: gain of \$671,452) as a result of a increase in the value of foreign currencies against the USD.
- Interest income increased to \$265,367 (2023: \$424) from interest earned on bank deposits.

**STATEMENT OF FINANCIAL POSITION**

***Cash and Cash Equivalents***

As of March 31, 2024, the Company had Cash and Cash Equivalents of \$18,906,740 (June 30, 2023: 6,885,458). The Company's cash balances are deposited with major financial institutions in Canada and with reputable financial institutions in Madagascar and Mauritius. Limited amounts of cash are held in Madagascar and Mauritius.

<b>Cash and cash equivalents</b>	<b>Canada</b>	<b>Mauritius</b>	<b>Madagascar</b>	<b>Total</b>
	\$	\$	\$	\$
As at March 31, 2024	18,391,630	31,238	483,873	18,906,740
As at June 30, 2023	6,309,738	139,408	436,312	6,885,458

***Amounts Receivable***

Amounts receivables increased to \$487,998 (June 30, 2023: \$494,250).



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During the nine months ended March 31, 2024, due to considerable uncertainty as to the timing and recoverability of refundable Madagascar value added tax (VAT) denominated in local currency and recognized in amounts receivable, the Company recognized an impairment of VAT receivable of \$1,198,104 (2023: \$3,376,216). As of March 31, 2024, amounts receivable are presented net of an impairment of VAT receivable of \$5,333,398 (June 30, 2023, \$3,953,376).

***Inventories***

Inventories increased to \$966,890 (June 30, 2023: \$470,336) due to increases in equipment spares and raw material stocks, which will be consumed through mine operations. As at March 31, 2024, there were no finished goods recognized within inventory (June 30, 2023: \$nil) since stockpiles at the mine and port are expected to be used as qualifying material and do not have a realizable value.

***Prepaid Expenses***

Prepaid expenses increased to \$678,050 (June 30, 2023: \$172,384) due to increased prepaid insurance, goods, and services.

***Prepayments and Deposits***

Prepayments and deposits for long-term assets increased to \$6,734,682 (June 30, 2023: \$717,403) related primarily to prepayments of equipment for the Mauritius BAF.

***Property, Plant, and Equipment***

As of March 31, 2024, the carrying value of property, plant, and equipment was \$54,046,400 (June 30, 2023: \$44,236,829). Property consists of \$2,150,615 (June 30, 2023: \$2,096,759) for the Molo Mine property. Plant consists of \$8,068,071 (June 30, 2023: \$8,161,996) for the Molo Mine processing plant. Equipment includes \$2,672,988 (June 30, 2023: \$2,559,807) for the Molo Mine equipment and vehicles. Right of use assets consist of \$13,186,260 (June 30, 2023: \$12,419,209) for the Molo Mine property lease and \$27,968,466 (\$11,963,148) for the Mauritius BAF lease. Assets under construction consist of \$27,968,466 (June 30, 2023: \$15,181,485) for the Molo Mine, \$2,812,734 (June 30, 2023: \$2,612,845) for the Molo Mine Phase 2 development costs, \$1,670,147 (June 30, 2023: \$909,647) for Mauritius BAF development costs, and \$305,510 (June 30, 2023: \$295,083) for North American BAF development costs.

	<b>Property</b>	<b>Plant</b>	<b>Equipment</b>	<b>Right of Use Assets</b>	<b>Assets Under Construction</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>As at June 30, 2022</b>	1,107,350	-	215,172	536,649	16,793,223	18,652,394
Additions	632,524	1,603,458	2,031,526	12,125,135	9,125,726	25,518,369
Capitalized development costs	30,122	-	-	-	2,047,633	2,077,755
Transfers	361,852	7,008,136	617,037	-	(7,987,025)	-
Depreciation	-	(45,400)	(155,133)	(179,753)	-	(380,286)
Impact of foreign exchange	(35,089)	(404,201)	(148,795)	(62,822)	(980,496)	(1,631,403)
<b>As at June 30, 2023</b>	2,096,759	8,161,993	2,559,807	12,419,209	18,999,061	44,236,829
Additions	30,136	(36,037)	292,553	12,890,911	2,931,124	16,108,687
Capitalized development costs	-	-	-	-	5,591,096	5,591,096
Depreciation	-	(273,669)	(273,247)	(259,359)	-	(806,275)
Disposals	-	-	-	(11,880,827)	-	(11,880,827)
Impact of foreign exchange	23,720	215,784	93,875	16,326	447,185	796,890
<b>As at March 31, 2024</b>	2,150,615	8,068,071	2,672,988	13,186,260	27,968,466	54,046,400
Cost	2,096,759	8,207,393	2,744,548	12,617,040	18,999,061	44,664,801
Accumulated depreciation	-	(45,400)	(184,741)	(197,831)	-	(427,972)
<b>As at June 30, 2023</b>	2,096,759	8,161,993	2,559,807	12,419,209	18,999,061	44,236,829
Cost	2,155,279	8,394,554	3,140,805	13,400,669	27,968,466	55,059,773
Accumulated depreciation	(4,664)	(326,483)	(467,817)	(214,409)	-	(1,013,373)
<b>As at March 31, 2024</b>	2,150,615	8,068,071	2,672,988	13,186,260	27,968,466	54,046,400

During the nine months ended March 31, 2024, the Company capitalized additions of \$16,108,687 (year ended June 30, 2023: \$25,518,369), development costs of \$5,591,096 (year ended June 30, 2023: \$2,077,755), recognized depreciation of \$806,275 (year ended June 30, 2023:

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\$380,286), recognized disposals of \$11,880,827 and recognized the impact of foreign exchange movements on carrying costs of \$796,890 (year ended June 30, 2023: \$1,631,403). Additions include \$1,095,684 of accretion related to the royalty obligation.

**Accounts Payable and Accrued Liabilities**

Accounts payable and accrued liabilities decreased to \$1,607,455 (June 30, 2023: \$3,014,594).

**Right-of-Use Lease Obligations**

The Company has recognized the following Right-of-Use ("ROU") assets and long-term lease obligations:

- On July 1, 2019, the Company recognized a ROU asset and lease obligation of \$24,164 using an incremental borrowing rate of 10.43% for the exploration camp located in Fotadrevo, Madagascar. The exploration camp lease was terminated on June 30, 2023, and was derecognized.
- On March 31, 2022, the Company recognized a ROU asset and lease obligation of \$389,049 using an incremental borrowing rate of 13.8% for the emphyteutic property lease of the Molo mine, which has an initial term of 50 years. The lease is payable annually in Ariary to the Government of Madagascar and as of March 31, 2024, the lease had a remaining term of 48.0 years.
- On February 28, 2023, the Company signed a lease for the Mauritius BAF and recognized a ROU asset and lease obligation of \$12,125,134 calculated using an incremental borrowing rate of 11.5% based on an initial term of 20 years plus a renewal of 5 years. The lease payments are payable annually in advance. The lease was terminated on September 28, 2023, in accordance with provisions in the lease agreement. The lease obligation was remeasured resulting in a gain of \$178,339 and the asset and liability were derecognized.
- On November 24, 2023, the Company signed a new lease for the Mauritius BAF at an industrial site in the port of Port Louis and recognized a ROU asset of \$12,890,911 consisting of a lease obligation of \$12,870,911 and capitalized legal costs of \$20,000. The lease obligation was calculated using an incremental borrowing rate of 11.5% based on an initial term of 20 years plus a renewal of 5 years. The lease payments are payable annually in advance.

The following table sets out the carrying amounts of lease obligations for ROU assets included in the consolidated statements of financial position and the movements between the reporting periods:

	<b>Exploration Camp</b>	<b>Cancelled BAF Lease</b>	<b>Port-Louis BAF Lease</b>	<b>Molo Mine Property</b>	<b>Total Obligations</b>
	\$	\$	\$	\$	\$
<b>As at June 30, 2022</b>	5,654	-	-	344,164	349,818
Initial recognition	-	12,125,135	-	-	12,125,135
Finance costs	289	398,574	-	43,642	442,505
Lease payments	(5,685)	(1,338,637)	-	(43,308)	(1,387,630)
Foreign exchange adjustments	(258)	-	-	(33,639)	(33,897)
<b>As at June 30, 2023</b>	-	11,185,072	-	310,859	11,495,931
Initial recognition	-	-	12,870,911	-	12,870,911
Finance costs	-	204,776	472,116	31,830	708,722
Lease payments	-	-	(1,470,000)	-	(1,470,000)
Remeasurement of lease liability	-	(178,339)	-	-	(178,339)
Disposals	-	(11,211,509)	-	-	(11,211,509)
Foreign exchange adjustments	-	-	-	12,304	12,304
<b>As at March 31, 2024</b>	-	-	11,873,027	354,993	12,228,020

The following table sets out the lease obligations included in the consolidated statements of financial position:

	<b>Exploration Camp</b>	<b>Cancelled BAF Lease</b>	<b>Port-Louis BAF Lease</b>	<b>Molo Mine Property</b>	<b>Total Obligations</b>
	\$	\$	\$	\$	\$
Current portion of lease obligations	-	-	1,321,505	43,129	1,364,634
Long-term lease obligations	-	-	10,551,522	311,864	10,863,386
<b>As at March 31, 2024</b>	-	-	11,873,027	354,993	12,228,020

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Future minimum lease payments required to meet obligations that have initial or remaining non-cancellable lease terms are set out in the following table:

	<b>Exploration Camp</b>	<b>Cancelled BAF Lease</b>	<b>Port-Louis BAF Lease</b>	<b>Molo Mine Property</b>	<b>Total Obligations</b>
	\$	\$	\$	\$	\$
Within 12 months	-	-	1,470,000	41,576	1,511,576
Between 13 and 24 months	-	-	1,470,000	41,576	1,511,576
Between 25 and 36 months	-	-	1,470,000	41,576	1,511,576
Between 37 and 48 months	-	-	1,470,000	41,576	1,511,576
Between 49 and 60 months	-	-	1,470,000	41,576	1,511,576
Over 60 months	-	-	29,400,000	1,787,783	31,187,783
<b>Total undiscounted lease obligations</b>	-	-	36,750,000	1,995,664	38,745,664

Low value leases, short term leases of less than 12 months, and leases with variable payments proportional to the rate of use of the underlying assets do not give rise to lease obligations. During the nine months ended March 31, 2024, the Company recognized short-term and low value rent expenses of \$79,310 (2022: \$nil) in the consolidated statements of operations and comprehensive (loss) income for office leases in Toronto and Madagascar.

**Royalty obligation**

On February 8, 2021, the Company announced a financing agreement with Vision Blue for gross proceeds of \$29.5 million consisting of private placements and a royalty financing agreement. As part of the royalty financing agreement:

- (a) The Company received the initial royalty funding of \$8.0 million (less a \$1.5 million royalty financing fee) on June 28, 2021, and received the remaining \$3.0 million on August 17, 2022.
- (b) Beginning on the biannual period ending June 30, 2022, the Company must pay the greater of: (i) \$825,000 (the "Minimum Repayment") or (ii) 3% of the gross sales revenues from graphite concentrate sales (the "GSR"). Once Vision Blue has received cumulative royalty payments of \$16.5 million, the Minimum Repayment will cease, and the royalty will only be based on the GSR. NextSource has the option at any time to reduce the GSR to 2.25% by paying \$20 million to Vision Blue. Each of the biannual Minimum Repayments can be deferred by 12 months, subject to accrued interest of 15% per annum.
- (c) Vision Blue received a royalty of 1.0% of the gross revenues from sales of vanadium pentoxide ("V2O5") from the Green Giant Vanadium Project for a period of 15 years following commencement of production of V2O5.

On June 30, 2021, the Company recognized a royalty obligation at the fair value of \$6.5 million, which was equal to the present value using an effective discount rate of 13.8% of (1) the deferred \$3.0 million royalty funding, (2) the minimum royalty payments, (3) the accrued interest on the deferral of minimum royalty payments, and (4) the perpetual 3% GSR for the remaining 30-year life of mine for Phase I. The discount rate was determined at recognition by calculating the internal rate of return (IRR) of the expected cash flows. Upon recognition, a total of \$169,279 of capitalized legal fees was netted against the obligation resulting in an initial carrying value of \$6,330,721. The carrying value of the royalty obligation will be remeasured at each reporting period based on the revised expected future cash flows using the original discount rate under the amortized cost method.

On March 31, 2024, the obligation was remeasured at \$11,215,065 (June 30, 2023: \$12,016,881).

	<b>Total</b>
	\$
<b>As at June 30, 2022</b>	7,731,196
Accretion of royalty obligation	1,373,075
Royalty proceeds	3,000,000
Royalty minimum repayments	-
Remeasurement of royalty obligation	(87,390)
<b>As at June 30, 2023</b>	12,016,881
Accretion of royalty obligation	1,095,684
Royalty minimum repayments	(1,897,500)
Remeasurement of royalty obligation	-
<b>As at March 31, 2024</b>	11,215,065

During the nine months ended March 31, 2024, the obligation increased due accretion of \$1,095,684 (2023: \$987,881), a remeasurement gain of \$nil (2022: loss of \$8,201) recognized through the condensed interim consolidated statements of operations and comprehensive (loss) income, and repayments of \$1,897,500 were completed.

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Future undiscounted minimum royalty payments including accrued interest on deferrals are set out in the following table:

	<b>Total</b>
	<b>\$</b>
Within 12 months	1,897,500
Between 13 and 24 months	1,897,500
Between 25 and 36 months	1,897,500
Between 37 and 48 months	1,897,500
Between 49 and 60 months	1,897,500
Over 60 months	7,590,000
<b>Total undiscounted lease obligations</b>	<b>17,077,500</b>

**Commercial production provision**

On April 16, 2014, the Company signed a Sale and Purchase Agreement and a Mineral Rights Agreement (together “the Agreements”) with Capricorn Metals (formerly Malagasy Minerals) to acquire the remaining 25% interest in the Molo Property. Pursuant to the Agreements, a further cash payment of CAD\$1,000,000 is due within 30 days of the commencement of commercial production (the “Commercial Production Fee”). On June 30, 2021, the Company recognized a provision of \$708,514 using a 13.8% discount rate based on an initial expectation of settlement on or around June 30, 2022. The provision was recorded at amortized cost and capitalized as property under property, plant, equipment, and development. The obligation expected to be settled upon the declaration of commercial production of the Molo Mine.

During the nine months ended March 31, 2024, the obligation increased through accretion of \$nil (2023: \$47,318). On March 31, 2024, the obligation was remeasured at \$677,278 (June 30, 2023: \$754,973) resulting in remeasurement gain of \$46,362 (June 30, 2023: \$nil) and a foreign exchange gain of \$31,333 (June 30, 2023: \$nil) that were recognized through the consolidated statements of operations and comprehensive (loss) income.

**Asset retirement obligations**

The Company has recognized provisions for asset retirement obligations at its Molo Mine property. Although the ultimate amounts of the future site reclamation provisions are uncertain, the provision of these obligations is based on information currently available, including closure plans and applicable regulations. The amount and timing of closure plans will vary depending on several factors including changes in the mining plan. Significant closure activities will include demolition of facilities, land rehabilitation, water treatment, monitoring, and other costs.

As of March 31, 2024, the present value of future cash flows required to settle the Company’s closure and decommissioning costs was remeasured at \$514,888 (June 30, 2023: \$492,346)

As of March 31, 2024, the undiscounted estimated cash flows required to settle the Company’s estimated future closure and decommissioning costs was estimated at \$1,404,798 (June 30, 2023: \$1,404,798). The obligation is expected to be settled at the end of the 30-year life of mine in 2053. The estimated future cash flows were converted into local currency and inflated using an expected inflation rate of 8.15%. The provision for closure and decommissioning costs was then calculated using a discount rate of 12%.

**Commitments**

The Company has contractual commitments under an energy services agreement (“ESA”) with CrossBoundary Energy Madagascar (“CBE”) for the hybrid solar thermal power plant owned and operated by CBE that is supplying electricity to the Molo Mine. The ESA has a term of 20 years ending in 2043 and requires the Company to purchase a minimum energy output of 11,200,000 KWh per annum at a tariff of \$0.0837 per KWh equivalent to \$937,440 per annum. The Company is also subject to contractual commitments related to royalties.

**CASH FLOWS FROM OPERATING, INVESTING, AND FINANCING ACTIVITIES**

The following are the Company’s cash flows from operating, investing and financing activities for the nine months ended March 31, 2024, and 2023:

	<b>Nine months ended</b>	<b>Nine months ended</b>
	<b>March 31,</b>	<b>March 31,</b>
	<b>2024</b>	<b>2023</b>
<b>Operating activities</b>		
Net (loss) income	\$ (5,475,840)	(11,182,893)
<i>Add (deduct) items not affecting cash:</i>		

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Depreciation of property, plant, equipment, and development (note 5)	806,275	140,118
Lease finance costs (note 6)	708,722	-
Change in value of lease obligations (note 6)	(178,339)	100,511
Change in value of royalty obligations (note 7)	-	8,201
Change in fair value of warrant derivative liability (note 8)	-	2,783,360
Change in value of provision (note 9)	(46,362)	(49,255)
Share-based compensation expense	216,000	429,633
	(3,969,544)	(7,770,325)
<i>Change in non-cash working capital balances:</i>		
Increase in amounts receivable, prepaids and inventories	(895,570)	(189,866)
Increase in accounts payable and accrued liabilities	(1,492,691)	731,523
Decrease in provisions (note 9)	(31,333)	(32,097)
Net cash used in operating activities	(6,389,138)	(7,260,765)
<b>Investing activities</b>		
Increase in long-term prepayments and deposits	(5,347,961)	(649,802)
Additions to property, plant, equipment, and development (note 5)	(8,510,077)	(10,304,104)
Net cash used in investing activities	(13,858,038)	(10,953,906)
<b>Financing activities</b>		
Proceeds from issuance of common shares (note 12)	37,750,585	-
Common shares issuance costs (note 12)	(1,536,571)	-
Proceeds from exercise of warrants	-	17,002,227
Lease obligation principal payments (note 6)	(1,470,000)	(1,384,987)
Repayment of royalty financing (note 7)	(1,897,500)	-
Proceeds from royalty financing (note 7)	-	3,000,000
Net cash provided by financing activities	32,846,514	18,617,240
Effect of exchange rate changes on cash and cash equivalents	(578,056)	859,264
<b>Net increase (decrease) in cash and cash equivalents</b>	12,021,282	1,261,833
Cash and cash equivalents, beginning of period	6,885,458	9,793,253
<b>Cash and cash equivalents, end of period</b>	<b>\$ 18,906,740</b>	<b>\$ 11,055,086</b>

Net cash used in operating activities decreased to \$6,389,138 (2023: \$7,260,765).

Net cash used in investing activities was \$6,389,138 (2023: \$7,260,765) associated with the capitalization of mine commissioning costs and acquisition of equipment.

Net cash provided by financing activities increased to \$32,846,514 (2023: \$18,617,240) consisting of net proceeds from the prospectus offering financing and royalty minimum repayments.

**OUTSTANDING SECURITIES**

The Company's common shares trade on the Toronto Stock Exchange (the "TSX") under the symbol "NEXT" and the OTCQB under the symbol "NSRCF". The Company's common shares have no par value, and the authorized share capital is composed of an unlimited number of common shares.

The Company had the following outstanding securities on the following dates:

	As at May 10, 2024	As at March 31, 2024	As at June 30, 2023
Common shares issued and outstanding	155,783,507	155,783,507	125,271,007

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Stock options	30,000	30,000	1,710,000
Restricted share units (RSUs)	160,000	160,000	160,000
Fully diluted common shares	155,973,507	155,973,507	127,141,007

*Common Shares*

As of March 31, 2024, the Company had 155,783,507 common shares issued and outstanding (June 30, 2023: 125,271,007). The Company's common shares have no par value, and the authorized share capital is composed of an unlimited number of common shares.

The following changes occurred during the nine months ended March 31, 2024:

- On August 1, 2023, the Company completed a prospectus equity funding of \$37,750,585 (CAD\$50,000,775) through the issuance of 30,303,500 common shares at a price of CAD\$1.65 per share resulting in net proceeds of \$36,266,783.
- On November 28, 2023, the Company issued 209,000 common shares to an officer as part of their severance with a fair value of \$216,000.

*Stock Options*

As of March 31, 2024, the Company had 30,000 stock options outstanding (June 30, 2023: 1,710,000) with a weighted average expiration of 1.1 years (June 30, 2023: 0.75) exercisable into 30,000 common shares (June 30, 2023: 1,710,000) at a weighted average exercise price of CAD\$2.50 (June 30, 2023: CAD\$2.70). All outstanding stock options vested on their respective grant dates.

Grant Date	Expiration Date	Exercise Price	As at			As at March 31, 2024
			June 30, 2023	Awarded	Cancelled	
March 26, 2019	March 26, 2024	CAD \$1.00	580,000	-	(580,000)	-
March 19, 2021	March 19, 2024	CAD \$3.60	1,100,000	-	(1,100,000)	-
May 11, 2022	May 11, 2025	CAD \$2.50	30,000	-	-	30,000
<b>Totals</b>			1,710,000	-	(1,680,000)	30,000

During the nine months ended March 31, 2024, a total of 1,680,000 stock options were cancelled upon reaching their expiration dates.

*Restricted Share Units (RSUs)*

As of March 31, 2024, the Company had 160,000 RSUs outstanding (June 30, 2023: 160,000) that subject to satisfying their respective vesting conditions entitle the holders to receive 160,000 common shares (June 30, 2023: 160,000) for no additional consideration. The RSUs have a weighted average time until vesting of nil years (June 30, 2023: nil) and weighted average time until expiration of 0.25 years (June 30, 2023: 1.00).

Grant Date	Vesting Measurement Date	Expiration Date	As at			As at March 31, 2024
			June 30, 2023	Awarded	Settled in Cash	
<i>Vested RSUs</i>						
July 28, 2022	June 30, 2023	June 30, 2024	160,000	-	-	160,000
<b>Totals</b>			160,000	-	-	160,000

There were no changes during the nine months ended March 31, 2024.

**RELATED PARTY TRANSACTIONS**

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. Related parties include the Company subsidiaries and key management. Key management consists of the Board of Directors, Chief Executive Officer, Chief Financial Officer, and Senior Vice Presidents. Related parties also include companies controlled by key management. Related party transactions occur when there is a transfer of economic resources or financial obligations between related parties. Related party transactions in the normal course of business that have commercial substance are initially measured at fair value. Balances and transactions between the Company and its wholly owned subsidiaries have been eliminated and are not disclosed in this note.

The following key management *related party transactions* occurred during the following reporting periods:

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<b>Related party transactions contained within</b>	<b>Nine months ended March 31, 2024</b>	<b>Nine months ended March 31, 2023</b>	<b>Three months ended March 31, 2024</b>	<b>Three months ended March 31, 2023</b>
Payroll and benefits	\$ 946,146	\$ 553,475	\$ 324,478	\$ 228,886
Management consulting fees	547,509	272,815	\$ 96,657	\$ 90,868
Professional fees	16,191	15,429	\$ 9,518	\$ 5,136
Share-based compensation	216,000	429,633	\$ -	\$ 83,487
<b>Total</b>	<b>\$ 1,725,846</b>	<b>\$ 1,271,352</b>	<b>\$ 430,653</b>	<b>\$ 408,377</b>

Payroll and benefits are for management compensation for Craig Scherba (CEO), Brent Nykoliation (SVP), Danniell Stokes (VP), and Markus Reichardt (VP), and for remuneration of Directors for Brett Whalen (Director), Chris Kruba (Director), Ian Pearce (Director) and Sir Mick Davis (Chair of the Board). Consulting fees are for management compensation for companies controlled by Marc Johnson (CFO), Johnny Velloza (interim COO), and Robin Borley (former COO). Professional fees are for accounting services performed by a company controlled by Marc Johnson (CFO). Share-based compensation is for the vesting of stock options and RSUs expenditures.

The following key management *related party balances* existed at the end of the following reporting periods:

<b>Related party transactions contained within</b>	<b>As at March 31, 2024</b>	<b>As at June 30, 2023</b>
Amounts receivable	\$ 141,900	\$ 185,478
Accounts payable and accrued liabilities	279,155	63,750
Current portion of royalty obligations	1,897,500	2,846,250
Royalty obligations	9,317,565	9,170,631

Amounts receivable is for short-term loans to assist with the exercise of stock options. Accounts payable and accrued liabilities is for normal course accounts payable, accrued bonuses, and accrued director fees. The royalty obligations are owed to Vision Blue.

## **CAPITAL MANAGEMENT**

### *Capital Management*

There were no changes in the Company's approach to capital management during the nine months ended March 31, 2024.

The Company's investment policy is to invest excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks. The Company is not subject to any externally imposed capital requirements. To date, the Company has funded operations by raising equity and obtaining royalty financing. The Company manages its capital structure (consisting of shareholders' equity and debt obligations) on an ongoing basis and in response to changes in economic conditions and risk characteristics of its underlying assets. Changes to the capital structure can involve the issuance of new equity, obtaining working capital loans, construction financing, issuing debt, the acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and short-term investments.

### *Capital Resource Analysis*

As of March 31, 2024, the Company had working capital of \$15,492,811 (June 30, 2023: \$120,050). Based on management's past ability to manage its working capital, the Company believes it will be able to satisfy its current and long-term obligations as they become due.

	<b>As at March 31, 2024</b>	<b>As at June 30, 2023</b>
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 18,906,740	\$ 6,885,458
Amounts receivable	487,998	494,250
Inventories	966,890	470,336
Prepaid expenses	678,050	172,384
<b>Total Current Assets</b>	<b>21,039,678</b>	<b>8,022,428</b>

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<b>Current Liabilities:</b>		
Accounts payable and accrued liabilities	1,607,455	3,014,594
Current portion of lease obligations	1,364,634	1,286,561
Current portion of royalty obligations	1,897,500	2,846,250
Commercial production obligation	677,278	754,973
<b>Total Current Liabilities</b>	<b>5,546,867</b>	<b>7,902,378</b>
<b>Working Capital</b>	<b>15,492,811</b>	<b>120,050</b>

As of March 31, 2024, the Company had cash and cash equivalents of \$18,906,740 (June 30, 2023: \$6,885,458). Cash and cash equivalents are expected to be sufficient to settle current liabilities as they become due, fund commissioning costs for the Molo Mine until commercial production can be achieved, and fund planned Mauritius BAF construction costs. The Company will require additional funding to cover general and administrative costs, general working capital and development costs related to any future expansion of the Molo Mine and construction of additional BAF plants.

The Company may choose to raise additional capital by issuing new equity, obtaining working capital, construction financing, or secured loans, or arranging other financing arrangements. While the Company has been successful at obtaining additional financing in the past, there can be no assurance it will be able to do so in the future or on terms that are acceptable to the Company.

*Contractual Obligations and Commitments*

The Company has contractual commitments under an energy services agreement (“ESA”) with CrossBoundary Energy Madagascar (“CBE”) for the hybrid solar thermal power plant owned and operated by CBE that is supplying electricity to the Molo Graphite Mine. The ESA has a term of 20 years ending in 2043 and requires the Company to purchase a minimum energy output of 11,200,000 KWh per annum at a tariff of \$0.0837 per KWh equivalent to \$937,440 per annum. The Company is also subject to contractual obligations related to royalties, and the royalty obligation minimum repayments.

The Company’s future operating cash flows are expected to be sufficient to satisfy contractual obligations and contractual commitments.

*Off-balance sheet arrangements*

The Company does not have any off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

*Liquidity risk*

The following obligations have contractual maturities over the next twelve months:

- Accounts payable and accrued liabilities, which are generally due within 30 days.
- Minimum repayments under the royalty agreement that are due semi-annually on June 30 and December 31.
- Commercial production obligation that is due upon the declaration of commercial production at the Molo Mine.
- Lease payment obligations that are due annually.

As of March 31, 2024, the Company had cash and cash equivalents of \$18,906,740 (June 30, 2023: \$6,885,458) to settle current liabilities of \$5,546,867 (June 30, 2023: \$7,902,378). As a result, the Company was not exposed to liquidity risk on March 31, 2024.

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. Liquidity risk arises from the Company’s financial obligations and in the management of its assets, liabilities, and capital structure. To minimize liquidity risk, the Company has implemented cost control measures including a construction budget and the minimizing of discretionary expenditures unless the project has sufficient economic or geologic merit. In managing liquidity, the Company’s primary objective is to ensure the entity can continue as a going concern while obtaining sufficient funding to meet its obligations as they come due. The Company manages this risk by regularly evaluating its liquid financial resources to fund current and long-term obligations and to meet its capital commitments in a cost-effective manner. The main factors that affect liquidity include working capital requirements, capital-expenditure requirements, and equity capital market conditions. The Company’s liquidity requirements are met through a variety of sources, including cash and cash equivalents and equity capital markets. The Company will require additional funding to cover general and administrative costs, general working capital and development costs related to any future expansion of the Molo Mine and construction of additional BAF plants.

*Credit risk*

The Company does not have commercial receivables and therefore does not have credit risk related to amounts receivables. The Company has credit risk arising from amounts classified as loans to officers. The Company manages this risk by settling against amounts due to



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officers. The Company has credit risk arising from the potential from counterparty default on cash and cash equivalents held on deposit with financial institutions. The Company manages this risk by ensuring that deposits are only held with large Canadian banks and financial institutions, whereas any offshore deposits are held with reputable foreign financial institutions. The Company also limits the deposits held with foreign financial institutions.

During the nine months ended March 31, 2024, due to considerable uncertainty as to the timing and recoverability of refundable Madagascar value added tax (VAT) denominated in local currency and recognized in amounts receivable, the Company recognized an impairment of VAT receivable of \$1,198,104 (2023: \$3,376,216). As of March 31, 2024, amounts receivable are presented net of an impairment of VAT receivable of \$5,333,398 (June 30, 2023, \$3,953,376).

*Interest rate risk*

This is the sensitivity of the fair value or of the future cash flows of a financial instrument to changes in interest rates. The Company does not have any financial assets or liabilities that are subject to variable interest rates.

*Commodity price risks*

This is the sensitivity of the fair value of, and future cash flows, generated from its mineral projects to changes in commodity prices. The Molo Mine property and assets under construction are carried at historical cost. As a result, the recoverability of the carrying values are exposed to commodity price risks. The royalty obligation remeasurement includes an estimate of the present value of royalties paid on graphite revenues and as a result, is exposed to graphite price risk with a sensitivity to a 10% change in graphite prices of 1%. Graphite does not have an established forward pricing or futures market that could be used to hedge against this exposure. The Company manages this risk by monitoring mineral and commodity price trends to determine the appropriate timing for funding the development, acquisition or disposition of its mineral exploration and development projects.

*Currency risk*

This is the sensitivity of the fair value or of the future cash flows of financial instruments to changes in foreign exchange rates. The Company transacts in currencies other than the US dollar, including the Canadian dollar, the Madagascar Ariary, the Mauritius Rupee, and the South African Rand. The Company purchases services and has certain salary commitments in those foreign currencies. The Company also has monetary and financial instruments that may fluctuate due to changes in foreign exchange rates. Derivative financial instruments are not used to reduce exposure to fluctuations in foreign exchange rates. The Company is not sensitive to foreign exchange exposure on revenues since it has not made commitments to deliver products quoted in foreign currencies. Since construction of the Molo Mine, the Company is sensitive to foreign exchange risk arising from the translation of the financial statements of subsidiaries with a functional currency other than the US dollar, whereby changes in the carrying amounts of certain assets, liabilities and equity are measured through other comprehensive income.

As at March 31, 2024, the Company had the following balances in foreign currency:

		<b>As at March 31, 2024</b>	<b>As at June 30, 2023</b>
Cash and cash equivalents	CAD	\$ 4,090,434	\$ 2,119,393
Cash and cash equivalents	MGA	138,206	104,293
Cash and cash equivalents	MUR	22,453	38,448
Amounts receivable	CAD	176,543	246,616
Amounts receivable	MGA	11,390	-
Prepaid expenses	CAD	7,533	46,667
Prepaid expenses	MUR	(11)	-
Prepaid expenses	ZAR	-	8,170
Prepaid expenses	MGA	507,532	4,184
Accounts payable and accrued liabilities	CAD	(202,617)	(306,903)
Accounts payable and accrued liabilities	MGA	(953,065)	(1,875,766)
Accounts payable and accrued liabilities	MUR	(17,582)	(92,542)
Accounts payable and accrued liabilities	GBP	-	16,469
Accounts payable and accrued liabilities	ZAR	-	(836)
Commercial production obligations	CAD	(677,278)	(754,973)
Current portion of lease obligations	MGA	(43,129)	(41,628)
<b>Net foreign exchange exposure in USD</b>		<b>\$ 3,060,411</b>	<b>\$ (488,407)</b>
Impact of 10% increase in CAD/USD exchange rates		\$ 339,462	\$ 135,080
Impact of 10% increase in MGA/USD exchange rates		(33,907)	(180,892)

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Impact of 10% increase in MUR/USD exchange rates	486	(5,409)
Impact of 10% increase in ZAR/USD exchange rates	-	733
Impact of 10% increase in GBP/USD exchange rates	-	1,647
Total	\$ 306,041	\$ (48,841)

As at March 31, 2024, the Company estimated that a 10% decrease of the USD versus foreign exchange rates would result in a gain of \$306,041 (June 30, 2023: loss of \$48,841) and a 10% increase in the USD versus foreign exchange rates would result in a loss of \$306,047 (June 30, 2023: gain of \$48,841).

**RISK FACTORS**

The Company manages risks inherent to its business and has procedures to identify and manage significant operational and financial risks. The reader is cautioned to carefully review the risk factors identified in our most recent AIF.

**SUMMARIZED QUARTERLY DATA**

	Quarter Ended			
	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Revenues	-	-	-	-
Mine development expenses	-	-	-	(607,662)
Exploration and evaluation expenses	13,494	2,220	9,960	40,977
General and administrative expenses	1,597,376	1,373,878	1,278,982	1,125,134
Net income (loss)	(1,184,015)	(1,771,396)	(2,520,191)	(495,794)
Net income (loss) and comprehensive income (loss)	(918,507)	(1,249,120)	(2,546,429)	(3,245,502)
Net income (loss) per share (basic and diluted)	(0.01)	(0.01)	(0.02)	(0.00)
Working capital (deficit) surplus	15,492,811	27,946,881	34,290,453	120,050

	Quarter Ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
	\$	\$	\$	\$
Revenues	-	-	-	-
Mine development expenses	452,514	286,475	224,376	138,990
Exploration and evaluation expenses	2,408	-	-	69,989
General and administrative expenses	1,048,154	656,849	652,390	450,766
Net income (loss)	(1,631,497)	(3,632,966)	(5,918,430)	29,708,698
Net income (loss) and comprehensive income (loss)	(2,094,964)	(2,415,565)	(5,813,100)	29,792,068
Net income (loss) per share (basic and diluted)	(0.01)	(0.03)	(0.06)	0.30
Working capital (deficit) surplus	5,451,580	13,706,665	(21,493,227)	(13,868,626)

**CRITICAL IFRS ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES**

The Company's Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Consolidated Financial Statements follow the same accounting policies and methods of their application as disclosed in Note 3 to the Company's audited consolidated financial statements for the year ended June 30, 2023.

To prepare financial statements in conformity with IFRS, the Company must make estimates, judgements and assumptions concerning the future that affect the carrying values of assets and liabilities as of the date of the consolidated financial statements and the reported values of revenues and expenses during the reporting period. By their nature, these are uncertain and actual outcomes could differ from the estimates, judgments, and assumptions. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods when the revision affects both current and future periods. Significant accounting judgments, estimates and assumptions are reviewed on an ongoing basis. The areas involving significant judgments, estimates and assumptions have been detailed in Note 4 to the Company's audited consolidated financial statements for the year ended June 30, 2023.

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Management has discussed the development and selection of critical accounting policies and estimates with the Audit Committee, which has reviewed the Company's disclosure in this MD&A.

**QUALIFIED PERSON**

Craig Scherba, P.Geo., the Company's President and Chief Executive Officer is the Qualified Person, as defined by NI 43-101, who has reviewed and approved the technical information disclosed in this MD&A.

**DISCLOSURE CONTROLS AND PROCEDURES**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

*Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during the nine months ended March 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

As of March 31, 2024, the end of the period covered by this MD&A, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2024, the end of the period covered by this MD&A, we maintained effective disclosure controls and procedures.

*Management's Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of internal control over financial reporting using the criteria set forth in the *COSO Internal Control – Integrated Framework (2013)*. Based on the results of this evaluation, our management concluded that our internal control over financial reporting was effective as of March 31, 2024.

**OTHER INFORMATION**

Additional information related to the Company, including the AIF, is available on the Canadian Securities Administrators' SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com).