Management Discussion & Analysis for the Three Months Ended January 31, 2017

The following discussion and analysis of the financial position and results of operations for **VOLTAIC MINERALS CORP.** (the "Company" or "Voltaic") (formerly Prima Diamond Corp.) should be read in conjunction with the condensed interim consolidated financial statements for the three months ended January 31, 2017. The Company prepared these consolidated financial statements using accounting policies consistent with International Financial Reporting Standards ("IFRS").

The effective date of this report is March 23, 2017.

All financial figures presented herein are expressed in Canadian Dollars (CDN$) unless otherwise specified.

The Company is a reporting issuer in British Columbia and Alberta and files all public documents on http://www.sedar.com

Nature of Business

The Company was incorporated on October 1, 2009, under the laws of British Columbia, and listed as a Capital Pool Company ("CPC") as defined by Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange ("TSX-V").

On March 21, 2016, the Company held an Annual and Special Meeting of shareholders at which the shareholders approved the consolidation of the issued and outstanding shares on a one new (1) for five old (5) basis. On April 14, 2016, the Company changed its name to Voltaic Minerals Corp. and began trading the newly consolidated shares under the symbol "VLT".

Green Energy Lithium Brine Property

On February 18, 2016, the Company entered into an agreement to acquire a 100% interest in the Green Energy Lithium Brine Property (the "Property") located in Grand County, Utah. In consideration, the Company entered into an acquisition agreement with Zimtu Capital Corp. ("Zimtu") and Mesa Exploration Corp. ("Mesa"), collectively the "Vendors". The Company paid Zimtu $10,000 in acquisition costs and issued to Mesa 1,500,000 shares within 5 days of TSX-V approval (issued on May 12, 2016 with a fair value of $435,000) and 1,500,000 shares by May 19, 2017. The TSX-V approved the transaction on May 19, 2016.

The project is located in the Paradox Basin, in Utah, which has been extensively explored for oil and gas since the 1960's, with approximately 46 oil and gas wells in a 50 square mile area. During oil and gas exploration, there were several blow-outs caused by the intersection of brines under significant pressure within the Paradox unit. These brines were initially considered a nuisance to drilling but were found to often be super-saturated brines containing high amounts of potash, sodium chloride, magnesium chloride, lithium, bromine, boron and other potentially payable minerals. Only a few holes were drilled specifically to test these brines and all supported the conclusion that these brines might be an economically important resource. The Company has begun the first phase of exploration which includes re-logging of existing well data and 2-D seismic analysis which will put the Company in a position to drill test brine horizons on its second phase later this summer. Once the exploration program is complete, the goal will be to outline a brine resource.

Lately, lithium prices have been moving higher in anticipation of battery demand kicking in due to electric vehicle sales. Many experts believe that there will be a supply gap that needs to be filled over the next decade. The Company is positioning itself to take advantage of such a situation. On December 10, 2016, the Company confirmed historic brine flow from 5 oil and gas production well on its 100% owned Green Energy Lithium Project. The data supports the Company's 3D model which was completed earlier in the year which confirmed the presence of Clastic #14. Clastic #14 was intersected in 3 of the 5 wells at an average depth of 6250 feet and occupied an average thickness of 20 feet. The Company will continue to work with its consultants to gain access to the brine zone through re-entry of the existing wells in place on the Green Energy Lithium project.

The Company signed a Memorandum of Understanding ("MOU") on October 24, 2016 with Enertrex and its partners to begin work on what is a Lithium Selective Extraction Process. The goal of the MOU was to set the framework to sign a definitive agreement to begin developing a Lithium Processing technology. Currently, the Company is still working to get the definitive agreement signed. The Company also appointed a new Director and Project Manager, Tom Currin. Mr. Currin's experience in the lithium business spans 35 years, where he has built lithium production plants and designed processes as a chemical engineer. On March 15, 2017, the Company and its process partners signed a 90 day exclusive extension agreement to allow the two companies the time needed to sign a definitive production deal and also begin the necessary process work.

The company signed a Joint Venture agreement with Equitorial Exploration on January 26th, 2017. A quote from the news reads "As per the agreement, Equitorial will have the right to participate, on a 50/50 basis, in all work relating to the Green Energy Project. For this right, Equitorial will invest $250,000 into Voltaic via private placement, on terms described in this press release. Equitorial will also reserve 5,000,000 shares of Equitorial Exploration Corp. and issue them upon successful production of Lithium from Green Energy Project brine, using Voltaic's Lithium Process. Voltaic is currently finalizing an exclusive right of use with its inventors. The JV will have the right to utilize the Selective Lithium Process on the Green Energy Lithium Property and any other project that it deems suitable on a project by project basis. Equitorial and Voltaic intend to work to locate other projects that would be suitable for the Process and proceed on a 50/50 JV basis". Unfortunately, the pre-conditions were not met and the Company terminated the JV on March 3rd, 2017.

<u>Alkali Flats Lithium Brine Property</u>

On February 12, 2016, the Company entered into a Transfer Agreement (the "Transfer Agreement") with eight claimants of the SW claims located in Esmerelda County and Nye County, Nevada, USA (the "Property") which the claimants agreed to assign, convey and transfer to the Company all of the rights, title and interest in and to the Property.

On October 20, 2016, the Company entered into an Assignment Agreement (the "Assignment Agreement") with Macarthur Lithium Nevada Ltd. ("Macarthur Nevada") to assign the Company's right, title and interest in the Transfer Agreement and the Property to Macarthur Nevada. Under the terms of the Assignment Agreement, Macarthur Nevada should pay to the Company the sum of USD$50,000 within 6 months of the effective date and on the closing date, Macarthur Nevada should issue 2,000,000 common shares in Macarthur at a deemed value of $0.10 per share or 1,000,000 shares at a deemed value of $0.10 per share and $100,000 in 6 months from the execution of the Agreement. The TSX-V approved the transaction on October 21, 2016. As at October 31, 2016, the Company has received 2,000,000 common shares issued by Macarthur and the payment of USD$50,000 (C$66,600) is outstanding. During the year ended October 31, 2016, the Company recorded $186,243 as the gain on the property.

Selected Financial Information

Annual Information

The following table provides a summary of the Company's financial operations for the last three fiscal years. For more detailed information, refer to the Company's audited consolidated financial statements:

	For the year ended October 31, 2016	For the year ended October 31, 2015	For the year ended October 31, 2014
	$	$	$
Total revenues	Nil	Nil	Nil
Loss from continuing operations	(5,019,286)	(299,702)	(962,186)
Loss from continuing operations (per share)	(0.25)	(0.01)	(0.03)
Loss from continuing operations (per share, diluted)	(0.25)	(0.01)	(0.03)
Net loss	(5,019,286)	(299,702)	(962,186)
Net loss (per share, basic and diluted)	(0.25)	(0.01)	(0.03)
Comprehensive income (loss) for the period	(5,019,286)	(299,702)	(962,186)
Net comprehensive income (loss) (per share, diluted)	(0.25)	(0.01)	(0.03)
Total assets	802,967	711,695	810,927
Total long term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

During the first half of the year ended October 31, 2014, the Company was pursuing an agreement for the acquisition of fluorspar property interests in Mongolia, which did not result in a completed transaction. From June 2014 to October 2015, the Company expanded its focus to included diamonds. During the 2016 fiscal year, the Company re-focused its efforts, settled outstanding debt with vendors, and acquired two lithium properties. The Company successfully raised funds to pursue the acquisitions, but will need to continue to raise capital to further develop these projects.

Overall Performance

At January 31, 2017, the Company had $49,335 (October 31, 2016 - $1,870) in cash and cash equivalents and working capital of $99,058 (October 31, 2016 - $145,841). Prior to 2016, the Company was unsuccessful in raising the capital necessary to finance the Company's expenses and potential property payments, and was able to maintain its listing with the support of Zimtu through their management services and short-term loans for regulatory expenses. In 2016, the

Company successfully raised funds for the exploration of a newly acquired property and reached an agreement with creditors to settle outstanding debt with cash at a discount or with shares.

The Company incurred a net loss of $271,083 during the three months ended January 31, 2017 (January 31, 2016 - $45,216), which is a significant increase from the prior year's period, mainly due to increased share-based payments, advertising expense, and consulting fees and salaries.

As at January 31, 2017, the Company has total assets of $872,850 (October 31, 2016 - $802,967), including cash of $49,335 (October 31, 2016 - $1,870), short-term investments of $nil (October 31, 2016 - $30,000), marketable securities of $170,000 (October 31, 2016 - $130,000), other receivables of $66,600 (October 31, 2016 - $66,600), GST receivable of $7,608 (October 31, 2016 - $6,177), prepaid expenses of $8,740 (October 31, 2016 - $17,790), due from related parties of $8,584 (October 31, 2016 - $8,584), and exploration and evaluation assets of $561,983 (October 31, 2016 - $541,946). The Company has accounts payable and accrued liabilities of $84,069 (October 31, 2016 - $80,180), due to related parties of $127,740 (October 31, 2016 - $35,000), and no long-term liabilities. The Company will continue to raise funds to discharge its liabilities and advance its newly acquired lithium project. At this time, the Company has no cash property commitments.

<u>Liquidity and Solvency</u>

The consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company has not pledged any of its assets as security for loans or otherwise and is not subject to any debt covenants. The Company announced the acquisition of a new property in February and settled debt with three creditors by issuing shares. During the year ended October 31, 2016, the Company raise $765,000 in a an over-subscribed private placement, during the three months ended January 31, 2017, the Company raised $88,050 from the warrant exercises. Subsequent to January 31, 2017, $498,750 was raised through warrant exercises and $909,040 was raised through a private placement.

Net cash used in operating activities for the three months ended January 31, 2017 was $98,548. This amount consists of a net operating loss of $271,083, adjustments for non-cash items for share-based payments of $108,287 and unrealized gain on marketable securities of $40,000. The changes in non-cash working capital include a decrease in GST receivable of $1,431, an increase in prepaid expenses of $9,050, an increase in due to related parties of $92,740, and an increase in accounts payable and accrued liabilities of $3,889. During the prior year's period, net cash used in operating activities was $14,789.

Net cash provided by investing activities during the three months ended January 31, 2017 was $9,963 (2016 - $nil), consisting of $30,000 from a short-term investment and $20,037 used in exploration and evaluation assets.

Net cash provided from financing activities during the three months ended January 31, 2017 was $88,050 (2016 - $nil) from the issuance of shares for warrant exercises, $48,750 (2016 - $nil) was received for share subscriptions, $750 (2016 - $nil) was used in share issuance costs, and $nil (2016 – $15,000) provided from loans.

Results of Operations

The net loss for the three months ended January 31, 2017, was $271,083, compared to a net loss of $45,216 for the three months ended January 31, 2016, for a difference of $225,867. The significant changes in the Company's expenses between the two periods are detailed below:

- Advertising and promotion expenses of $63,933 (2016: $nil) are significantly higher due to an increase of promotional spending to promote the Company's new projects;

- Investor relations of $15,000 (2016: $nil) are higher as the Company hired a firm to promote the Company;

- Legal fees of $17,942 (2016: $nil) are higher due to the increased business activity of the Company in the current year;

- Salaries and consulting fees of $53,214 (2016: $27,328 recovery) are higher due to the hiring of staff and consultants for the Company's increased business activities

- Share-based payments expense of $108,287 (2016 - $nil) are higher due to options granted in the current period;

- Travel expenses of $7,785 (2016: $nil) are higher as the Company increased travel to meet potential investors and promote the company at tradeshows;

- Unrealized gain on marketable securities of $40,000 (2016 - $nil) was higher as the Company's investment appreciated; and

- Impairment of exploration and evaluation assets of $nil (2016: $32,614) increased due to impairment of the Liard Fluorspar Property.

Quarterly Results

The following are the results for the eight most recent quarterly periods which are expressed under IFRS:

For the Quarterly Periods ended:	January 31, 2017 (Q1)	October 31, 2016 (Q4)	July 31, 2016 (Q3)	April 30, 2016 (Q2)
	$	$	$	$
Total revenues	0	0	0	0
Income (Loss) before other items	(311,165)	(255,729)	(722,087)	(156,778)
Income (Loss) per common share before other items, basic and diluted	(0.01)	(0.01)	(0.02)	(0.02)
Net Income (Loss) for the period	(271,083)	(39,380)	(4,215,746)	(718,944)
Income (Loss) per share, basic and diluted	(0.01)	(0.00)	(0.14)	(0.11)

For the Quarterly Periods ended:	January 31, 2016 (Q1)	October 31, 2015 (Q4)	July 31, 2015 (Q3)	April 30, 2015 (Q2)
	$	$	$	$
Total revenues	0	0	0	0
Income (Loss) before other items	(12,602)	(44,707)	(44,406)	(77,493)
Income (Loss) per common share before other items, basic and diluted	(0.00)	(0.00)	(0.00)	(0.01)
Net Income (Loss) for the period	(45,216)	(67,151)	(44,406)	(77,493)
Income (Loss) per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.01)

Over the course of the Company's previously completed eight quarters, there has been a significant change in expenses. Throughout 2015, the Company reduced its expenses while it tried to raise capital. In Q2 2016, the Company acquired a new property and was successful in raising capital and expenses increased due to the increased business activities of the Company. In Q3 2016, the Company granted options to directors, officers, and consultants incurring share-based payments and issued shares for debt to three creditors at a significant discount to the market value of the shares. In Q4 2016, the Company's expenses continued to increase as the business activities increased, but also recorded a gain on the acquisition/sale of a property during the year. In Q1 2017, the Company granted options to directors, officers, and consultants and continued to see an increase in expenses for increased business activity.

Events After the Reporting Period

i. On January 27, 2017, the Company announced that it had entered into a 50/50 joint-venture (the "JV") agreement with Equitorial Exploration Corp. (TSXV: EXX) ("Equitorial") for the Green Energy Lithium Project in Utah, USA. As per the agreement, Equitorial will have the right to participate, on a 50/50 basis, in all work relating to the Green Energy Project. For this right, Equitorial will invest $250,000 into Voltaic via private placement, on terms described above. Equitorial will also reserve 5,000,000 shares of Equitorial Exploration Corp. and issue them upon successful production of Lithium from Green Energy Project brine, using the Company's Lithium Process. On March 3, 2017, the Company announced that a key condition precedent to entering into the JV agreement has not been fulfilled and the JV agreement has been terminated.

ii. On March 10, 2017, the Company completed its non-brokered private placement financing (the "Financing") pursuant to which it sold an aggregate of 15,150,666 units (each, a "Unit"), at a price of $0.06 per Unit, for gross proceeds of $909,040. Each Unit consists of one common share (each, a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one common share at a price of $0.12 per Share until March 10, 2020. The Company issued 666,666 finder's shares in connection with certain subscriptions in the Financing. Proceeds from the private placement will be used for development of the selective lithium process, re-entry of wellbores and general working capital. The securities issued under the Financing, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on July 11, 2017. An insider of the Company subscribed a total of 200,000 Units under the Financing, which is a "related party transaction".

iii. On March 15, 2017, the Company announced it has signed a 90-day Exclusive Extension agreement with Lithium Selective Technologies, Inc., ("Lithium Selective Technologies"). During the 90 day extension period, Lithium Selective Technologies will independently begin process work directly related to Phase 1 as outlined in the draft definitive agreement. Voltaic and Lithium Selective Technologies will also use this time to solidify the definitive agreement between them. Phase I will consist of developing and demonstrating the Lithium selective capability with a synthetic mixture resembling that of the historic results that were collected out of oil and gas production wells from the Green Energy Lithium Project with a stated objective of an operating cost goal that is comparable to other Lithium Carbonate brine projects. Simultaneous to this work, the Company will work toward defining a resource for targeted brine sampling. Phase I is expected to take 90 days.

iv. Subsequent to January 31, 2017, 6,650,000 share purchase warrants priced at $0.075 have been exercised for gross proceeds of $498,750.

Related Party Transactions

The Company incurred the following transactions in the normal course of operations:

		Three months ended January 31,	
Related parties	**Descriptions of transactions**	**2017**	**2016**
Robert Bick (a)	Gain on settlement of debt	-	(30,000)
Darryl Jones (b)	Consulting services	21,000	-
Tom Currin (f)	Consulting services	11,905	-
Tom Currin (f)	Exploration and evaluation assets	11,905	-
Key management (d)	Share-based compensation	93,849	-
Zimtu Capital Corp. (e)	Administrative services	37,500	37,500
Zimtu Capital Corp.	Expenses paid on behalf of the Company	35,529	-

Due to (from) related parties	**January 31, 2017 $**	**October 31, 2016 $**
Zimtu Capital Corp.	77,470	5,000
Darryl Jones	(8,584)	(8,584)
Tom Currin	25,270	-
Foster Wilson (c)	25,000	30,000
Total	119,156	26,416

a) Robert Bick did not run for re-election as the director at the Company's Annual and Special General Meeting held on March 21, 2016.

b) Darryl Jones ("Mr. Jones") was elected as a director of the Company at the Company's Annual and Special General Meeting held on March 21, 2016. On July 15, 2016, Mr. Jones was appointed as the Company's President and Chief Executive Officer.

c) Foster Wilson ("Mr. Wilson") was appointed as a director of the Company on March 31, 2016. During the year ended October 31, 2016, the Company entered into an agreement with Mr.

Wilson whereby Mr. Wilson agreed to provide consulting services for a term of 3 months commencing August 1, 2016, for $10,000 per month.

d) Key management includes the Company's directors, officers, and senior management.

e) Zimtu is a significant shareholder of the Company, holding 14.33% (October 31, 2016 – 16.79%) of the issued and outstanding share capital and provides monthly administrative and managerial services (see Note 14). On January 15, 2015, David Hodge, the president of Zimtu, was appointed as interim President and Chief Executive Officer of the Company. He resigned on July 15, 2016**.**

f) Tom Currin ("Mr. Currin") was appointed as a director of the Company on November 24, 2016.

These transactions are in the normal course of operations and have been valued in these consolidated financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

Commitments

(a) Effective May 1, 2013, the Company signed a Management Services Agreement with Zimtu at a rate of $12,500 per month for one year, the agreement was kept being renewed since then. The agreement was renewed for an additional twelve months on December 1, 2016.

(b) According to the agreement signed on February 18, 2016 between the Company, Zimtu and Mesa regarding the acquisition of Green Energy Lithium Brine Property, the Company is committed to issue 1,500,000 shares by May 19, 2017.

Capital Resources

The capital resources of the Company are comprised of the Company's shareholders' equity and any debt it may issue. The Company has had to rely upon the sale of equity securities for the cash required for capital acquisitions, exploration and development, and administration, among other things.

The Company will continue to require funds to meet obligations and, as a result, will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

The Company's properties are in the exploration stage only and are without known bodies of commercial ore. Development of the Green Energy Lithium Brine Property will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of base and precious metals from the property. The price of base and precious metals has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control such as including international, economic and political trends, expectations of inflation, currency exchange fluctuations and interest rates.

Share Capital

On May 4, 2016, the Company closed the first tranche of a private placement. The Company issued 10,619,000 units (the "Units") at a price of $0.05 per Unit for gross proceeds of $530,950. Each Unit consists of one common share of the Company and one transferable share purchase warrant (a "Warrant"). Each whole Warrant shall be exercisable to acquire one additional common share of the Company (a "Warrant Share") for a period of 24 months at a price of $0.075 per Warrant Share in the first 12 months and $0.10 in the second 12 months. The Company paid $8,800 in finders' fees and issued 120,000 finders' shares.

On May 17, 2016, the Company closed the second and final tranche of the private placement. The Company issued 4,681,000 units (the "Units") at a price of $0.05 per Unit for gross proceeds of $234,050. Each Unit consists of one common share of the Company and one transferable share purchase warrant (a "Warrant"). Each whole Warrant shall be exercisable to acquire one additional common share of the Company (a "Warrant Share") for a period of 24 months at a price of $0.075 per Warrant Share in the first 12 months and $0.10 in the second 12 months.

On May 12, 2016, the Company issued 1,500,000 shares to Mesa Exploration Corp. in accordance with the Green Energy Lithium Brine Property, with a fair value of $435,000, or $0.29 per share.

On June 3, 2016, the TSX-V accepted the Company's proposal to issue 15,236,555 shares to settle outstanding debts of $761,828 with various creditors of the Company whereby the Company would issue shares of the Company at a deemed price of $0.05 per share representing a settlement of the amounts owing to such creditors (the "Shares for Debt Settlement"). Zimtu received 13,504,682 shares to settle debt of $675,234. All the securities issued under the Settlement Agreements are subject to voluntary 4 month hold and where required, escrow under applicable securities legislation.

On June 27, 2016, 34,000 stock options priced at $0.30 were exercised for gross proceeds of $10,200.

On August 17, 2016, 100,000 share purchase warrants priced at $0.075 were exercised for gross proceeds of $7,500.

During the three months ended January 31, 2017, 1,174,000 share purchase warrants priced at $0.075 were exercised for gross proceeds of $88,505.

On March 10, 2017, the Company completed its non-brokered private placement financing (the "Financing") pursuant to which it sold an aggregate of 15,150,666 units (each, a "Unit"), at a price of $0.06 per Unit, for gross proceeds of $909,040. Each Unit consists of one common share (each, a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one common share at a price of $0.12 per Share until March 10, 2020. The Company issued 666,666 finder's shares in connection with certain subscriptions in the Financing. Proceeds from the private placement will be used for development of the selective lithium process, re-entry of wellbores and general working capital. The securities issued under the Financing, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on July 11, 2017. An insider of the Company subscribed a total of 200,000 Units under the Financing, which is a “related party transaction”.

Subsequent to January 31, 2017, 6,650,000 share purchase warrants priced at $0.075 have been exercised for gross proceeds of $498,750.

Outstanding Share Data

The Company has an authorized share capital of an unlimited number of common shares without par value. The following table describes the issued and outstanding post-consolidated share capital of the Company:

	March 23, 2017	January 31, 2017	October 31, 2016
Common shares	60,743,801	38,943,135	37,769,135
Stock options	3,182,000	3,182,000	1,682,000
Warrants	14,951,333	14,026,000	15,200,000
Finders’ warrants	666,666	-	-
Fully Diluted Shares	79,543,800	56,151,135	54,651,135

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of loss associated with a counter party’s inability to fulfill its payment obligations. The Company’s credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada. Further, the Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk with respect to receivables is remote.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company’s normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

(c) Foreign exchange risk

The functional currency of the Company is Canadian dollar and the functional currency of its USA subsidiary is USD respectively. As the USA subsidiary was set up on August 19, 2016 and had very limited activities for the three months ended January 31, 2017, therefore the Company is not exposed to significant foreign exchange risk.

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash and short term investment balances and is not exposed to any significant interest rate risk.

(e) Capital management

Capital is comprised of the Company's shareholders' equity and any debt it may issue. As at January 31, 2017, the Company's shareholders' equity was $661,041 (October 31, 2016 - $687,787). The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operations and business development. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company has not generated any revenues and cash flows since its inception; therefore, the Company is dependent on external financing to fund its future intended business plan. The capital structure of the Company currently consists of working capital and shareholders' equity. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

(f) Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of cash, short-term investments, and marketable securities are all based on level 1 inputs of fair value hierarchy.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Accounting Policies and Standards

For details of the Company's Accounting Policies and Standards, including future accounting standards, accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Notes 3 and 4 of the Company's audited consolidated financial statements for the year ended October 31, 2016.

Risks Related to Our Business

The Company, and the securities of the Company, should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

The Company has a very limited history of operations, is in the early stage of development and has received no revenues other than insignificant interest revenues. As such, the Company is subject to many risks common to such enterprises. There can be no assurance that the Company will be able to obtain adequate financing in the future or, if available, that the terms of such financing will be favourable.

Although the Company has taken steps to verify the title to mineral properties in which it has acquired an interest, no assurance whatsoever can be given that the Company's interests may not be challenged by third parties. If challenged, and if the challenge is sustained, it will have an adverse effect on the business of the Company. Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

The exploration of mineral properties involves significant risks which even experience, knowledge and careful evaluation may not be able to avoid. The price of metals has fluctuated widely, particularly in recent years as it is affected by numerous factors which are beyond the Company's control including international economic and political trends, expectations of inflation or deflation, currency exchange fluctuations, interest rate fluctuations, global or regional consumptive patterns, speculative activities and increased production due to new extraction methods. The effect of these factors on the price of metals, and therefore the economic viability of the Company's interests in the mineral properties cannot be accurately predicted. Furthermore, changing conditions in the financial markets, and Canadian Income Tax legislation may have a direct impact on the Company's ability to raise funds for exploration expenditures. A drop in the availability of equity financings will likely impede spending. As a result of all these significant risks, it is quite possible that the Company may lose its investments in the Company's mineral property interests.

Forward-Looking Statements

Certain statements contained herein are "forward-looking" and are based on the opinions and estimates of management, or on opinions and estimates provided to and accepted by management. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. Readers are therefore cautioned not to place reliance on any forward-looking statement.

Directors and Officers

As at the date of this report, the Company had the following directors and officers:

Darryl Jones* – President, CEO, and Director
Sean Charland* – Director, Corporate Secretary
Dusan Berka* – Director
Foster Wilson – Director
Thomas Currin – Director
Jody Bellefleur – CFO
*Member of the Company's Audit Committee

Approval

The Board of Directors of Voltaic has approved the disclosure contained in this MD&A.

Other MD&A Requirements

Additional information relating to the Company is available on the SEDAR website: http://www.sedar.com under "Voltaic Minerals Corp."