QUANTUM BATTERY METALS CORP. (formerly Quantum Cobalt Corp.)

Management Discussion and Analysis
For the three months ended April 30, 2021

The Management Discussion and Analysis ("MD&A"), prepared June 28, 2021 should be read in conjunction with the condensed consolidated interim financial statements for the three months ended April 30, 2021 and the notes thereto of Quantum Battery Metals Corp. ("Quantum" or the "Company") which were prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless otherwise noted, all currency amounts are in Canadian dollars.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumption that any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (2) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

DESCRIPTION OF BUSINESS

The Company was incorporated on August 6, 2010 under the British Columbia Business Corporations Act. On November 7, 2017, the Company changed its name to Quantum Cobalt Corp. from Bravura Ventures Corp. to better reflect its direction and cobalt resource properties and begun trading under the stock symbol "QBOT". On March 23, 2021, the Company changed its name to Quantum Battery Metals Corp. to better reflect its direction and its cobalt and lithium resource properties and begun trading under the stock symbol "QBAT". The Company is domiciled in Canada and is a reporting issuer with its common shares publicly traded on the Canadian Securities Exchange ("CSE"). The Company is currently in the process of identifying new business projects to pursue and develop further. The address of its head office is 400-837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6.

On January 29, 2021, the Company consolidated its issued and outstanding common shares on the basis of 1 post-consolidation common share for every 10 pre-consolidation common shares. All share figures have been retroactively adjusted to reflect the share consolidation.

On April 23, 2021, the Company completed the acquisition of 1296991 B.C. Ltd. ("1296991"). 1296991 holds an option over the surface access rights, mineral rights, mineral exploration data and permits to 32 mining claims comprising the Rose West lithium project.

MINERAL PROPERTIES

	Albanel Lithium Property	Kelso Lithium Property	Rose West Lithium Property	Total
Balance, January 31, 2020	$ 350,000	$ 350,000	$ -	$ 700,000
Exploration expenditures	978	357	-	1,335
Balance, January 31, 2021	350,978	350,357	-	701,335
Property acquisition	-	-	6,155,382	6,155,382
Exploration expenditures	39,224	14,332	-	53,556
Balance, April 30, 2021	$ 390,202	$ 364,689	$ 6,155,382	$ 6,910,273

Albanel Quebec Lithium Property

On October 3, 2019, the Company entered into a binding acquisition agreement with 1225768 B.C. Ltd. to acquire 100% interest in, and to, certain mineral properties, together with surface right, mineral rights, personal property and permits associated there with, located in the Albanel Quebec lithium property. The Albanel property is a lithium prospect with an approximate area of 2,751 hectares in a mining-friendly jurisdiction of Quebec. Pursuant to the acquisition agreement, the Company issued a total of 1,000,000 common shares in the capital of the Company with a fair value of $350,000.

Highlights of the project:

- Road accessible;
- 10 kilometers north of the Rose lithium-tantalum mine;
- 3 pegmatite occurrences mapped by government geologists; and
- Centrally located in a lithium-rich geologic subprovince.

Kelso Quebec Lithium Property

On October 3, 2019, the Company entered into a binding acquisition agreement with 1225768 B.C. Ltd. to acquire 100% interest in, and to, certain mineral properties, together with surface right, mineral rights, personal property and permits associated there with, located in the Kelso Quebec lithium property. The Kelso property is a lithium prospect with an approximate area of 1,005 hectares in a mining-friendly jurisdiction of Quebec. Pursuant to the acquisition agreement, the Company issued a total of 1,000,000 common shares in the capital of the Company with a fair value of $350,000.

Highlights of the project:
- 12 kilometers northwest of the Rose lithium-tantalum mine;
- 2 pegmatite showings mapped regionally by government geologists; and
- Centrally located in a lithium-rich geologic subprovince.

Rose West Lithium Property

On April 23, 2021, the Company closed its acquisition of 1296991 B.C. Ltd. ("1296991") pursuant to a share exchange agreement, dated April 20, 2021, among the Company, 1296991 and the shareholders of the target.

Pursuant to the share exchange agreement, the Company acquired 1296991 by issuing 7,000,000 common shares, with a fair value of $6,160,000, to the vendors of 1296991.

1296991 holds an option over the surface access rights, mineral rights, mineral exploration data and permits to 32 mining claims comprising the Rose West lithium project, covering approximately 1,695 hectares area on the NTS map 33C01 on the territory of Eeyou Istchee in the James Bay area, Quebec, Canada. To exercise the option, the Company will have to issue 1,000,000 common shares over two years, pay $100,000 in cash over two years and spend $360,000 in exploration expenditures.

Highlights of the project:
- Road accessible all year-round;
- Centrally located in a lithium-rich geologic subprovince;
- The mining claims are adjacent and west of Rose lithium project, owned by Critical Elements Lithium Corp. The Rose project has probable reserves of 26.8 million tons at 0.96 per cent lithium oxide equivalent (Li2O Eq) or indicated resource of 30 million tons at 1.04 per cent Li2O Eq;
- The Rose West lithium property is underlain by similar geology as that of the Rose lithium deposit and is composed of volcanosedimentary units and ultramafic to felsic intrusions. Gabbros, pyroxenites and diorites crosscut the property geology. Pegmatites occur as irregular, but generally continuous, lenses within biotite schists in paragneiss, quartzite and conglomerate. The rock units are generally well foliated with a southeast orientation, except for the more massive and unfoliated granites and pegmatites. Younger rocks of the property are represented by a Proterozoic diabase dike; and
- Mineralization recognized to date in the area includes rare element lithium-cesium-tantalum-(LCT)-bearing pegmatites and molybdenum occurrences. The geological reports of the area indicate that pegmatite dikes generally strike west-southwest/east-northeast with dips of 60 degrees or steeper.

The Company has accounted for the purchase of 1296991 as an asset acquisition as it did not meet the definition of a business under IFRS 3, "Business Combinations". The following table summarizes the total consideration, the fair value of the identifiable assets acquired and liabilities assumed as of the date of the acquisition:

Fair value of share consideration (7,000,000 share at $0.88)	$	6,160,000
Total consideration		6,160,000
Allocated as follows:		
Identified fair value of net assets:		
Cash		9,972
Due from shareholder		1
Accounts payable		(5,355)
Net assets assumed		4,618
Assets acquired:		
Exploration and evaluation assets	**$**	**6,155,382**

SELECTED ANNUAL FINANCIAL RESULTS

The following selected financial data with respect to the Company's financial condition and results of operations have been derived from the audited consolidated financial statements of the Company for the years ended January 31, 2021, 2020, and 2019. The selected financial data should be read in conjunction with those consolidated financial statements and the notes thereto. In $000's except per share amounts:

	2021	**2020**	**2019**
	$	$	$
Total revenue	Nil	Nil	Nil
Net loss	(248)	(13,662)	(1,892)
Basic and diluted loss per share	(0.04)	(2.91)	(0.47)
Total assets	734	734	13,278
Total long-term liabilities	Nil	Nil	Nil
Cash dividends declared per share for each class of share	Nil	Nil	Nil

OPERATIONS

Three months ended April 30, 2021 compared with the three months ended April 30, 2020

During the three months ended April 30, 2021, the Company reported a net loss of $505,965 compared to a net income of $172,812 during the three months ended April 30, 2020, representing an increase in net loss of $678,777.

The increase in net loss was mainly attributable to the increase in advertising and promotion of $451,470 during the current period and write-off of loan payable of $210,000 during the same period of the previous year. Transfer agent and filing fees increased to $12,331 from $2,462 during the same period of the previous year due to increased activity and regulatory periodic filing fees incurred during the current period. Office and miscellaneous expenses increased to $9,238 from $452 during the same period of the previous year due to increased business activities during the current period. Interest expense to $7,056 from $6,792 during the same period of the previous year mainly due to the higher accruals of interest on loans during the current period. These increases were partially offset by the decrease of management fees to $17,300 from $18,500 during the same period of the previous year due to lower management fees charged by management during the current period.

SUMMARY OF QUARTERLY RESULTS
($000's except earnings per share)

	April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Net Loss	(506)	(304)	(41)	(76)
Basic and Diluted Loss per share	(0.06)	(0.05)	(0.01)	(0.01)
	April 30, 2020	**January 31, 2020**	**October 31, 2019**	**July 31, 2019**
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Net Income (Loss)	173	(13,328)	(93)	(279)
Basic and Diluted Income (Loss) per share	0.03	(2.83)	(0.02)	(0.07)

During the first quarter of 2022, the Company had a net loss of $505,965 compared to a net income of $172,812 in the first quarter of 2021. The significant change is due to higher advertising and promotion incurred during the current period and write-off of loan payable in the same period of the previous year.

During the fourth quarter of 2021, the Company had a net loss of $304,048 compared to a net loss of $13,327,738 in the fourth quarter of 2020. The significant change is due to write-off of mineral properties of $13,158,634 in the same period of the previous year.

During the third quarter of 2021, the Company had a net loss of $41,215 compared to a net loss of $93,437 in the third quarter of 2020. The significant change is mainly due to lower professional fees and office and miscellaneous incurred during the current period.

During the second quarter of 2021, the Company had a net loss of $75,530 compared to a net loss of $278,703 in the second quarter of 2020. The significant change is mainly due to settlement of mineral property claims of $210,000 in the same period of the previous year.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2021, the Company had a cash balance of $143,935 and working capital deficiency of $1,787,511 compared to $4,165 and $2,232,608, respectively, as at January 31, 2021.

During the three months ended April 30, 2021, net cash used in operating activities was $816,646 (2020 - $18,640) comprising a loss of $505,965 (2020 - income of $172,812), accrued interest of $7,008 (2020 - $6,792), write-off of loan payable of $Nil (2020 - $210,000), an increase in tax recoverable of $4,144 (2020 - decrease of $2,634), a decrease in prepaid expenses of $2,514 (2020 - $Nil) and a decrease in accounts payable and accrued liabilities of $316,059 (2020 - increase of $9,122).

Cash provided by financing activities for the three months ended April 30, 2021 was $1,009,972 (2020 - $Nil), which was primarily related to the proceeds from shares issued for cash.

Cash used in investing activity for the three months ended April 30, 2021 was $53,556 (2020 - $Nil), which was related to the mineral property exploration costs.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

All transactions with related parties have occurred in the normal course of operations. Key management is comprised of directors and executive officers. The following compensation was paid to key management or companies controlled by key management during the three months ended April 30, 2021 and 2020:

	2021	2020
Management fees	$ 17,300	$ 18,500
	$ 17,300	$ 18,500

As at April 30, 2021, the Company has included in accounts payable and accrued liabilities a total of $231,813 (January 31, 2021 - $222,363), which are payable to former directors, former officers, and companies controlled by former officer.

As at April 30, 2021, the Company has included in accounts payable and accrued liabilities a total of $308,999 (January 31, 2021 - $591,324), which are payable to directors, officers, and companies controlled by directors.

During the year ended January 31, 2021, the Company received a loan of $20,000 from a company controlled by a director. The loan bears interest at 3% per annum, unsecured, and due on demand.

On November 8, 2019, the Company commenced legal action against the former CEO, David Schmidt, for gross negligence that resulted in significant shareholder value loss. The claim alleged that while serving in the role of chief executive officer of the Company, Mr. Schmidt failed to act honestly and in good faith with a view to the best interests of the Company and failed to exercise the care, diligence and skill of a reasonably prudent individual. Mr. Schmidt failed to make key property payments, which caused significant loss and damage, in particular:

- Payment to Idaho's Bureau of Land Management by September 1, 2018: The failure to make this payment resulted in the irrevocable forfeiture of the Company's Musgrove mining claims. Further, Mr. Schmidt failed to direct the Company to take any steps to restake the claims, which resulted in a third party acquiring the claims.

- Option payment due by December 31, 2018: The failure to respond to notices of payment for Grew Creek and the further failure to direct the company to cure the default resulted in Quantum losing its option on the Grew Creek property.

On March 20, 2020, the Company entered into a settlement agreement Mr. Schmidt. Pursuant to the settlement agreement, Mr. Schmidt forgave a loan of $210,000 to the Company. The Company has provided Mr. Schmidt a full and final release and the Company has recorded the forgiven loan as other income.

CRITICAL ACCOUNTING POLICIES

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, accounts payable, loans payable and other payables. The following table summarizes the carrying values of the Company's financial instruments as at April 30, 2021 and January 31, 2021:

		April 30, 2021		January 31, 2021
FVTPL (i)	$	143,935	$	4,165
Amortized cost (ii)	$	1,509,392	$	1,800,096

(i) Cash
(ii) Accounts payable, loans payable, and other payables

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

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 (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – Inputs that are not based on observable market data.

Cash is measured at fair value using level one as the basis for measurement in the fair value hierarchy. The fair values of accounts payable, loans payable and other payables approximate their carrying values because of their current nature.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high-quality financial institution. The Company believes it has no significant credit risk.

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 manages liquidity risk through the management of its capital structure and financial leverage as outlined above. The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. The Company's accounts payable, loans payable, and other payables have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits. The Company is exposed to liquidity risk.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not have significant foreign exchange risk as majority of its transactions are in Canadian dollars.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rate. The Company is not exposed to significant interest rate risk.

SHARE CAPITAL

On January 29, 2021, the Company consolidated its issued and outstanding common shares on the basis of 1 post-consolidation common share for every 10 pre-consolidation common shares. All share figures have been retroactively adjusted to reflect the share consolidation.

Issued

The Company has 17,209,185 shares issued and outstanding as at April 30, 2021 and 18,102,042 issued and outstanding as at June 28, 2021.

Share Purchase Options

The Company has no stock options outstanding as at April 30, 2021 and as at June 28, 2021.

Warrants

The Company has 4,177,166 share purchase warrants outstanding as at April 30, 2021 and 5,064,773 share purchase warrants outstanding as at June 28, 2021.

Escrow Shares

The Company has no shares held in escrow as at April 30, 2021 and as at June 28, 2021.

Listing on Canadian Stock Exchange

The Company began trading on the CSE on November 7, 2017 under the symbol “QBOT”. Effective February 10, 2015, the common shares of the Company were delisted from the TSX Venture Exchange (“TSXV”). On March 23, 2021, the Company changed its name to Quantum Battery Metals Corp. and began trading under the symbol of “QBAT”.

Private placements

On March 11, 2021, the Company closed a non-brokered private placement, comprising 4,166,666 units at a price of $0.24 per unit for gross proceeds of $1,000,000. Each unit comprises one common share of the Company and one common share purchase warrant of the Company. Each warrant is exercisable into a common share of the Company for a period of 12 months at an exercise price of $0.31 during the 12 months.

As at April 30, 2021, the Company had $1,500 share subscriptions receipts.

Shares issued for 1296991 acquisition

On April 23, 2021, the Company issued 7,000,000 common shares with a fair value $6,160,000 pursuant to the acquisition of 1296991 B.C. Ltd.

Flow-through shares issued

During fiscal 2018, the Company renounced $471,500 of Canadian exploration expenditures to subscribers of the 2018 flow-through financing. As a result of the flow-through financing the Company recognized a liability relating to the premiums subscribers had paid for the flow-through feature.

Funds raised through the issuance of flow-through shares are required to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. The flow-through gross proceeds received less the qualified expenditures made to date represent the funds received from flow-through share issuances that have not been spent on qualifying expenditures. At April 30, 2021, the amount of flow-through proceeds remaining to be spent on qualifying expenditures was $311,000.

As a result of not incurring the qualified expenditures and not filing the forms with Canada Revenue Agency during the year ended January 31, 2021, the Company recognized an expense of $8,154 (2020 -

$36,392) for late filing penalties and interest. As at April 30, 2021, accounts payable and accrued liabilities include $51,213 (January 31, 2021 - $51,213) related to interest and penalties.

The Company agreed to indemnify the flow-through shareholders for certain costs they incurred as a result of not meeting its obligation to spend the flow-through share proceeds on qualifying Canadian exploration expenditures in compliance with the applicable tax rules and pursuant to the share subscription agreement entered into. During the year ended at January 31, 2021, the Company recognized and expense of $10,234 (2020 - $64,331) for the indemnification of flow-through shareholders. As at April 30, 2021, accounts payable and accrued liabilities include $245,765 (January 31, 2021 - $245,765) related these indemnification provision.

CHANGES IN ACCOUNTING POLICIES

See Note 2 “Summary of Significant Accounting Policies” and Note 3 “Recent Accounting Pronouncements” of the condensed consolidated interim financial statements for the three months ended April 30, 2021.

SUBSEQUENT EVENT

Financing

On June 8, 2021, the Company closed a non-brokered private placement comprising 178,570 flow-through (FT) units at a price of $0.56 per FT unit for gross proceeds of $99,999 and 714,287 units at a price of $0.56 per unit for gross proceeds of $400,001.

Each FT unit will comprise one flow-through share of the Company and one common share purchase warrant of the Company. Each unit will comprise one common share and one common share purchase warrant of the Company. Each warrant will be exercisable into a common share of the Company for a period of 12 months at an exercise price of $0.69 for 12 months from issuance.

MANAGEMENT CHANGES

On March 11, 2021, the Company appointed Quinn Field-Dyte as CFO of the Company following the resignation of Kenneth Tollstam.

On April 23, 2021, the Company appointed Andrew Sostad to the board of directors and as CEO of the Company, in which David Greenway will be stepping down as CEO. Mr. Greenway remains as a director on the board.

The Company’s board now consist of Von Torres, David Greenway, Quinn Field-Dyte, Andrew Sostad, and Dave Jenkins.

COVID-19

In March 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak might increase the difficulty in capital raising which may negatively impact the Company’s business and financial condition.