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

Management Discussion and Analysis
For the year ended January 31, 2023

The Management Discussion and Analysis ("MD&A"), prepared May 31, 2023 should be read in conjunction with the audited consolidated financial statements for the year ended January 31, 2023 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 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.

On October 7, 2022, the Company completed the acquisition of 1371817 B.C. Ltd. compromising Lac Mistumis lithium project.

MINERAL PROPERTIES

	Rabbit Cobalt Property	Kahuna Cobalt Property	Nipissing Lorain Property	Albanel Lithium Property	Kelso Lithium Property	Rose West Lithium Property	Lac Mistumis Lithium Property	Total
	$	$	$	$	$	$	$	$
Balance, January 31, 2021	-	-	-	350,978	350,357	-	-	701,335
Property acquisition	-	-	-	-	-	6,185,382	-	6,185,382
Exploration expenditures	40,584	-	19,901	75,639	27,638	15,534	-	179,296
Write-off	-	-	-	-	-	(6,200,916)	-	(6,200,916)
Balance, January 31, 2022	40,584	-	19,901	426,617	377,995	-	-	865,097
Property acquisition	-	-	-	-	-	-	1,822,222	1,822,222
Exploration expenditures	50,376	2,713	46,720	53,250	20,303	-	12,633	185,995
Advance royalty	-	100,000	-	-	-	-	-	100,000
Balance, January 31, 2023	90,960	102,713	66,621	479,867	398,298	-	1,834,855	2,973,314

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 therewith, 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.

During the year ended January 31, 2022, the Company began the exploration work program for its lithium properties. The Company incurred $75,639 of exploration expenditures during the year ended January 31, 2022 and $53,250 during the year ended January 31, 2023.

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.

During the year ended January 31, 2022, the Company began the exploration work program for its lithium properties. The Company incurred $27,638 of exploration expenditures during the year ended January 31, 2022 and $20,303 during the year ended January 31, 2023.

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 1296991.

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 satisfy the following:

a) pay Optionor an aggregate of $100,000 in cash as follows:
    i. $30,000 on or before thirty (30) calendar days after the effective date (paid);
    ii. $30,000 on or before the date that is one (1) calendar year after the effective date; and
    iii. $40,000 on or before the date that is two (2) calendar years after the effective date.

b) issuance of an aggregate of 1,000,000 shares to Optionor as follows:
    i. 300,000 shares on or before ten (10) calendar days after the PubCo date;
    ii. 300,000 shares on or before the date that is one (1) calendar year after the effective date; and
    iii. 400,000 shares on or before the date that is two (2) calendar years after the effective date.

c) incurring aggregate expenditures of $360,000 as follows:
    i. $110,000 of Expenditures on or before the date that is one (1) calendar year after the effective date; and
    ii. $250,000 of Expenditures on or before the date that is two (2) calendar years after the effective date.

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
Exploration and evaluation assets		6,155,382
Accounts payable		(5,355)
Net assets acquired	**$**	**6,160,000**

During the year ended January 31, 2022, the Company began the exploration work program for its lithium properties. The Company incurred $15,534 of exploration expenditures during the year ended January 31, 2022.

On April 13, 2022, the option agreement was terminated by the Company. As a result, a write-off of $6,200,916 was recorded to the consolidated statement of comprehensive loss for the year ended January 31, 2022.

Lac Mistumis Lithium Property

On October 7, 2022, the Company closed the share exchange agreement with 1371817 B.C. Ltd. and the shareholders of 1371817. Through the acquisition of 1371817, the company would acquire 100% of the approximately 2,750-hectare Lac Mistumis Lithium Property, located in the territory of Eeyou Istchee, James Bay, Northern Quebec, Canada.

Pursuant to the share exchange agreement, the Company issued 4,444,444 common shares to the vendors in exchange for 100% of the outstanding shares of 1371817. The property is subject to a 3% net smelter returns royalty to the original vendor.

The Company has accounted for the purchase of 1371817 as an asset acquisition as it did not meet the definition of a business under IFRS 3, “Business Combination”. 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 common shares issued (4,444,444 at $0.41)	$	1,822,222
Total consideration	$	1,822,222
Assets acquired:		
Exploration and evaluation asset	$	1,822,222

During the year ended January 31, 2023, the Company incurred $12,633 of exploration expenditures.

Exploration Work Program for Lithium Properties

On May 7, 2021, the Company planned a summer work program targeting the Kelso and Albanel lithium properties, located in James Bay, Quebec, Canada, known for high-quality, low-impurity spodumene. The Company organized and undergone a preliminary satellite survey and is currently awaiting final results of the survey.

On May 26, 2021, the Company completed a satellite survey over its Alba and Kelso lithium properties. The satellite survey has identified several anomalous areas which will be further investigated over the course of subsequent fieldwork.

On June 11, 2021, the Company began to mobilize a ground crew for its lithium projects – Rose West, Albanel and Kelso properties, as a priority for the 2021 mining program. The work being done will include rock sampling and the Company intends to use the survey results as a deciding factor on which parts of the three properties to start with. However, all three properties are located within Quebec, in which, cost and time for travel will be reduced due to the close proximity to each other. The proposed program budget will be adjusted as new results come in from initial geological work.

On June 24, 2021, the Company received positive results from its satellite survey which identified two outcropping pegmatites. These areas will be the main focus of the Company's Phase I exploration program on the Kelso and Albanel properties located in Quebec. The Kelso property consists of 19 contiguous claims totalling roughly 1,005.38 hectares and the Albanel property consists of 52 contiguous claims totalling approximately 2,751.15 hectares. The entire lithium property covers an area of approximately 3,756.53 hectares.

Highlights:

- Regional infrastructure supporting low-cost exploration;
- Easy access to power lines that cut through the property;
- Quad access from nearby network of well-maintained "heavy haul" roads;
- Highly active area of exploration with major contractors and suppliers nearby lowering exploration cost.

On July 2, 2021, the Company received positive results and looks to expand land package near Rose West James Bay area. Currently, the Company has three projects within the James Bay area.

On July 27, 2021, the Company completed the first phase of its sampling program at the Albanel project. The grab samples indicate that the property has preliminarily visual anomalies which may extend its mineralization zone. The grab samples are currently in the process of being submitted for assay.

Based on the location of some of these anomalies, the Company has been recently active in the area with an on-site crew looking to strategically expand the footprint of the land package. The area in which the grab samples were taken have shown to have good access to the camp, supplies, and roads and infrastructure. The Company is exploring the idea of expansion near the project and exploring the idea of adding zones to make them contiguous tenements.

On August 16, 2021, the Company completed its sampling program of the Albanel, Kelso and Rose West lithium projects. In the second and final phase of the prospecting sampling program, the team, deployed in Quebec with assistance from a helicopter crew, was able to obtain 96 grab samples throughout the three lithium projects. The helicopter program lasted over several days and navigated to areas throughout the property. The additional grab samples by eyesight showed several anomalies, which were submitted to a laboratory for assay. The results for the previous samples taken from Albanel property in the first phase of the prospecting program are expected soon. The Company is excited to see the potential of its properties through the samples and intends to use the samples to plan its next exploration program.

On January 21, 2022, the Company started the preliminary review on a lithium project acquisition near the James Bay area. The claims neighbour properties with several new lithium discoveries and existing outcrops indicating continuous lithium-bearing pegmatites during their drill programs for lithium. The property is located near existing infrastructure and is easily accessible by road.

Rabbit Cobalt Property

On August 16, 2017, the Company closed its acquisition of 10336602 Canada Inc. (“10336602”) pursuant to a share exchange agreement, dated July 28, 2017, among the Company, 10336602 and the shareholders of the target. 10336602 holds the Rabbit Cobalt Property, comprising of approximately 1,000-hectares located 14 kilometers southeast of Temagami and 55 kilometers south of Cobalt, near the eastern border of Ontario. The property comprises of 66 claim units.

Pursuant to the share exchange agreement, the Company made a cash payment of $350,000 and issued a total of 400,000 common shares in the capital of the Company, to the shareholders of 10336602 in exchange for 100,000 Class A common shares in the capital of 10336602. A finder's fee in the amount of $35,000 was paid in connection with the acquisition.

During the year ended January 31, 2020, substantive expenditure on further exploration for and evaluation of the Rabbit Cobalt Property was not being planned. As a result, a write-off of $2,436,067 was recorded to the consolidated statement of loss and comprehensive loss during the year ended January 31, 2020.

During the year ended January 31, 2022, the Company began the comprehensive work program for its cobalt properties. The Company incurred $40,584 of exploration expenditures during the year ended January 31, 2022 and $50,376 during the year ended January 31, 2023.

Kahuna Cobalt Property

On October 5, 2017, the Company closed and signed the definitive agreement with Caprock Ventures Corp. dated August 10, 2017 to acquire 100% of the approximately 1,200-hectare Kahuna cobalt-silver property, located 37 kilometers south of Cobalt, Ontario. Pursuant to the share exchange agreement, the Company paid a cash payment of $300,000 and issued a total of 1,000,000 common shares in the capital of the Company. A finder's fee in the amount of $31,500 was paid in connection with the acquisition. The properties are subject to a 0.5% net smelter return royalty on cobalt-gold production, which includes advance royalty payments of $25,000 annually on December 31, beginning in 2020. The Company has the option at any time to purchase 0.5% of the royalty on payment of $500,000. The original vendors of the property will retain a 1% NSR on the properties. The Company will have the right to purchase the 1% for $1,000,000.

During the year ended, January 31, 2020, substantive expenditure on further exploration for and evaluation of the Kahuna Cobalt Property has not yet been planned, and will be evaluated pending the Company obtaining further funding. As a result, a write-off of $1,022,567 was recorded to the consolidated statement of loss and comprehensive loss during the year ended January 31, 2020.

During the year ended January 31, 2023, the Company incurred $2,713 of exploration expenditures.

Nipissing Lorain Property

On November 29, 2017, the Company closed the acquisition of 1142674 B.C. Ltd. ("1142674") pursuant to a share exchange agreement, among the Company, 1142674 and the shareholders of 1142674. 1142674 holds the Nipissing Lorrain cobalt project which is located 26 kilometers southeast of Cobalt, Ont. The property consists of 38 claim units for approximately 464 hectares.

Pursuant to the share exchange agreement, the Company was required to pay an aggregate amount of $1,000,000 over a six-month period from date of close of the share exchange agreement, with an initial cash payment of $500,000 (paid on closing) and $250,000 subsequently every three months. During the year ended January 31, 2022, the subsequent payments amounting to $500,000 were recorded as liability on the condensed consolidated interim statement of financial position. As at January 31, 2023, the Company has paid off this debt. A total of 500,000 common shares in the capital of the Company were also issued on closing to the shareholders of 1142674 in exchange for one Class A common share in the capital of 1142674.

During the year ended January 31, 2020, substantive expenditure on further exploration for and evaluation of the Nipissing Lorain Property was not being planned. In addition, the Company had not made all of the required payments under its November 29, 2017 share exchange agreement. As a result, a write-off of

$9,700,000 was recorded to the consolidated statement of loss and comprehensive loss during the year ended January 31, 2020.

During the year ended January 31, 2022, the Company began the comprehensive work program for its cobalt properties. The Company incurred $19,901 of exploration expenditures during the year ended January 31, 2022 and $46,720 during the year ended January 31, 2023.

Exploration Work Program for Cobalt Properties

On July 15, 2021, the Company began planning comprehensive work program for cobalt properties. The Company will be progressing its exploration program with the inclusion of the Company's Nipissing cobalt property and Rabbit Lake cobalt property this year. The properties are located near the prolific district of Cobalt, Ontario, known for its high grades, ethical supply and historic mining.

This year, the Company contract further exploration work which will be a follow-up on the previous work results. The Company is also considering to commence a drilling program on targeting preidentified historical targets that were high grade and historically mined.

On September 30, 2021, the Company deployed its ground team to the Nipissing and Rabbit Lake properties in Ontario and completed the first phase of its in-depth cobalt exploration program. The first phase of the program consisted of mineral/rock prospecting and sampling for both properties. The samples were prioritized, as the Company expects to use these results to plan a drilling operation within the upcoming year. The first phase also continued mapping out additional anomalies further to the already existing locations from the Company's exploration program in 2017. Previously in 2017, the Company initiated an exploration program in which samples were collected, submitted and analyzed, in which the average grade of the samples taken from the pile was over 2.33 per cent cobalt (Co), with a peak value of 8.33 per cent Co. The Company is now looking into the properties more as they are encouraged to continue from the 2017 program results. Following the 2021 exploration phase, the results have been immediately sent to assay for processing and are pending at this moment.

On January 25, 2022, the Company contracted a geological expert to analyze and help develop a thorough exploration program with various options for resource development. The geologist will work with the Company and its team to review and advise for the 2022 cobalt program by using historical and previous exploration programs of the Company.

On March 17, 2022, the Company finalized its 2022 cobalt exploration program and will deploy ground crew in upcoming weeks. The Company has had historical success in proving high-grade cobalt in the areas and has decided to increase its expenditures in the area.

2022-2023 Mining Program

The 2021 exploration program has shown success with deploying a ground crew to the Company's numerous lithium and cobalt properties. For its 2022 exploration program, the Company will be focusing on its Alba and Kelso lithium properties and Nipissing Lorraine and Rabbit Lake cobalt properties. The 2022 exploration planning is under way and close to being finalized with the goal of advancing the Company's assets and provide shareholder value. The Company plans to stake additional property before the year-end of 2022.

The Company also plans to develop an extensive 2023 lithium exploration program and rely on the results to determine centralized areas to focus on. The Company is looking into several lithium prospects to further enhance its battery metal portfolio.

On April 12, 2022, the Company started the preliminary steps of acquiring additional lithium properties in Canada. The Company is boosted by the recent announcement of the Canadian government to spend an additional $3.8-billion to help propel the country's efforts to become a key part of the global electric vehicle supply chain.

On May 11, 2022, the Company is in the process of looking into the feasibility of processing the rock stockpile located on the Nipissing Lorrain mine cobalt-silver-nickel property.

On June 7, 2022, the Company announced that in connection with the 2022 exploration program planned, the Company has requested its ground team to further assess the cobalt stockpile.

On June 10, 2022, the Company begun to engage in talks with third parties to acquire a new lithium project.

On June 23, 2022, the Company is exploring the option of streaming Nipissing Lorrain rockpile and as such, is in preliminary discussions to secure potential supply agreements with batter suppliers.

On July 8, 2022, the Company entered into a letter of intent to acquire 100% of the approximately 2,750-hectare Lac Mistumis lithium property, located in the territory of Eeyou Istchee, James Bay, Northern Quebec, Canada.

On July 18, 2022, the Company intends to include the Lac Mistumis lithium property in its 2022 exploration program.

On July 26, 2022, the Company finalized its 2022 geologist-review lithium exploration program and has set the date for the ground crew to be deployed within the first week of August.

On August 2, 2022, the Company announced that in connection with the acquisition of Lac Mistumis, is looking to prepare a satellite survey to be conducted over the Lac Mistusmis lithium property prior to the deployment of the ground crew.

On August 15, 2022, the Company completed its first phase of the 2022 geologist-reviewed lithium exploration program in the Alba and Kelso properties. The Company indicates that the ground crew was able to retrieve 24 samples over the two properties to be assessed in the labs and is now currently awaiting the final results of the samples. The ground crew followed along the satellite survey conducted in 2021 to the pinpointed high-exposure areas that showed the greatest potential. The satellite survey helped facilitate a swift and intensive navigation through the 3,756-hectare claims.

On August 29, 2022, the Company has hired geological consultants specialized in Lithium and Cobalt, who have extensive knowledge in Canada’s Battery Metals space particularly in Quebec and Ontario where Quantum's properties are located. Combining Quantum’s expertise with them, the Company was able to draft and implement larger scaled mining programs this year and plans to continue in the future.

On September 5, 2022, with the expansion of the Company’s mining programs specifically in the James Bay area in Quebec, focusing on lithium, the Company is searching for potential processing partners to work with the Company. With the successful run of the 2022 exploration program on the Company's Lithium properties, the Company anticipates that it will need to work local processing facilities in the near future.

On October 7, 2022, the Company closed the share exchange agreement with 1371817 B.C. Ltd. and the shareholders of 1371817. Through the acquisition of 1371817, the company would acquire 100% of the approximately 2,750-hectare Lac Mistumis Lithium Property, located in the territory of Eeyou Istchee, James Bay, Northern Quebec, Canada.

On October 25, 2022, the Company announces that a large well known global car manufacturer has reached out to the Company and initiated discussion for investment. The manufacturer is looking to invest in the Company and its lithium and cobalt properties.

The Company operates the world's largest integrated automobile manufacturing facility with production capabilities of producing 1.6 million units employing about 75,000 people worldwide. The car manufacturer has recently won first place in Plug-in Hybrid Electric Vehicle (PHEV) sales within their home country owning approximately 65% of the total market share. The car manufacturer is known worldwide and continues in PHEV Market with their new SUVs which has a lithium-ion battery implemented into its system. The Company has shown high sales within the Asian and European markets and plans to release their newest line of PHEV to the North American market in November. Its vehicles are sold in 193 countries through 5,000 dealerships and showrooms.

October 28, 2022, the Company announces that it is actively searching for further Lithium and Cobalt properties within North America. As the Company enters the 4th quarter of 2022, management has received several proposals from third parties to work with the Company.

On November 3, 2022, the Company announces that management has received several proposals from third parties to provide additional financing to the Company. Due to the increased demand of electric vehicles and technology requiring lithium batteries and the influx of interest in Quantum, the Company has begun the process of budgeting development and expansion of their current and possible future assets.

On December 7, 2022, the Company continued to advance trategic partnerships and financing options with a major car manufacturer for coming projects. The Company focuses on efforts towards electric vehicle manufacturers and exempt market dealers as demand increases for Lithium and Cobalt with elevated electric vehicle usage. Company management considers various financing options including, but not limited to, equity financings, convertible debentures, and stream financing to fund future development and production needs.

On December 13, 2022, the Company expanded its talks with the Japanese conglomerate known worldwide as a multinational car manufacturer (sixth largest in Japan and 19th largest in worldwide production). The meeting with its mineral resources division initially discussed the preliminary steps for a proposed joint venture with the company as the corporation showed great interest in Quantum's portfolio.

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, 2023, 2022, and 2021. 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:

	2023	**2022**	**2021**
	$	$	$
Total revenue	Nil	Nil	Nil
Net loss	(509)	(8,417)	(248)
Basic and diluted loss per share	(0.02)	(0.53)	(0.04)
Total assets	3,044	865	734
Accounts Payable and accrued liabilities	1,139,763	1,035,830	1,215,543
Loans Payable	439,949	577,334	498,327
Cash dividends declared per share for each class of share	Nil	Nil	Nil

OPERATIONS

Three months ended January 31, 2023 compared with the three months ended January 31, 2022

During the three months ended January 31, 2023, the Company reported a net income and comprehensive income of $109,338 compared to a net loss of $6,319,035 during the three months ended January 31, 2022, representing a decrease in net loss of $6,428,373.

The decrease in net loss was mainly attributable to the decrease in write-off of mineral property to $Nil from $6,200,916 due to no impairment loss was recognized during the current period. Consulting fees increased to $35,000 from $Nil during the previous year due to higher fees incurred or charged by consultants during the current period. Flow-through shares penalties increased to $3,000 from $Nil during the same period of the previous year due to not incurring qualified expenditure and not filling the forms with Canada Revenue Agency during the current period. Interest on loans payable decreased to $4,875 from $7,497 during the same period of the previous year mainly due to the lower accruals of interest on loans during the current period. Investor relations decreased to $4,877 from $7,202 during the same period of the previous year due to lower investor communications incurred during the current period. Management fees decreased to $27,000 from $61,460 during the same period of the previous year due to the change in management. Office and miscellaneous expenses decreased to $640 from $4,479 during the same period of the previous year due to decreased business activities during the current period. Professional fees decreased to $9,000 from $33,000 during the same period of the previous year due to lower professional fees incurred during the current period. Transfer agent and filing fees increased to $5,421 from $4,481 during the same period of the previous year due to increased activity and regulatory periodic filing fees incurred during the current period. Foreign exchange loss increased to $3,790 during the current period from $Nil during the same period of the previous year. Write-off accounts payable increased to $27,961 during the current period from $Nil during the same period of the previous year.

The Company’s deferred income tax recovery increased to $44,215 during the current period from $Nil during the same period of the previous year. Indemnity accrued of flow-through shares decreased of $130,765 during the current period from $Nil during the same period of the previous year.

Year ended January 31, 2023 compared with the year ended January 31, 2022

During the year ended January 31, 2023, the Company reported a net loss and comprehensive loss of $508,563 compared to a net loss of $8,417,165 during the year ended January 31, 2022, representing a decrease in net loss of $7,908,602.

The decrease in net loss was mainly attributable to the decrease in write-off of mineral property to $Nil from $6,200,916 due to no impairment loss was recognized during the current year. Advertising and promotion decreased to $347,025 from $1,781,640 during the previous year due to lower advertising fees incurred during the current year. Consulting fees increased to $85,000 from $84,975 during the previous year due to higher fees incurred or charged by consultants during the current year. Flow-through shares penalties increased to $3,000 from $Nil during the previous year due to not incurring qualified expenditure and not filling the forms with Canada Revenue Agency during the current year. Interest on loans payable decreased to $22,615 from $29,053 during the previous year mainly due to the lower accruals of interest on loans during the current year. Investor relations decreased to $8,582 from $15,070 during the previous year due to lower investor communications incurred during the current year. Management fees decreased to $127,950 from $137,460 during the previous year due to the change in management during the current year. Office and miscellaneous expenses decreased to $24,377 from $29,772 during the previous year due to decreased business activities during the current year. Professional fees decreased to $66,000 from $94,596 during the previous year due to lower professional fees incurred during the current year. Transfer agent and filing fees decreased to $26,620 from $30,543 during the previous year due to decreased activity and regulatory periodic filing fees incurred during the current year. Foreign exchange loss decreased to $335 during the current year from $13,140 during the previous year. Write-off accounts payable increased to $27,961 during the current year from $Nil during the previous year.

The Company’s deferred income tax recovery increased to $44,215 during the current year from $Nil during the previous year. Indemnity accrued of flow-through shares decreased of $130,765 during the current year from $Nil during the previous year.

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

	January 31, 2023	October 31, 2022	July 31, 2022	April 30, 2022
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Net Income (Loss)	109	(56)	(92)	(470)
Basic and Diluted Income (Loss) per share	0.00	(0.00)	(0.00)	(0.02)
	January 31, 2022	**October 31, 2021**	**July 31, 2021**	**April 30, 2021**
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Net Loss	(6,319)	(507)	(1,085)	(506)
Basic and Diluted Loss per share	(0.35)	(0.03)	(0.06)	(0.06)

During the fourth quarter of 2023, the Company had a net income and comprehensive income of $109,338 compared to a net loss of $6,319,035 in the fourth quarter of 2022. The significant change is due to $Nil from $6,200,916 write-off of mineral property during the current period.

During the third quarter of 2023, the Company had a net loss of $55,732 compared to a net loss of $506,802 in the third quarter of 2022. The significant change is due to $Nil from $444,390 advertising and promotion fees incurred during the current period.

During the second quarter of 2023, the Company had a net loss of $91,933 compared to a net loss of $1,085,363 in the second quarter of 2022. The significant change is due to $Nil from $885,780 advertising and promotion fees and consulting fees incurred during the current period.

During the first quarter of 2023, the Company had a net loss of $470,236 compared to a net loss of $505,965 in the first quarter of 2022. The significant change is due to $347,025 from $451,470 advertising and promotion fees during the current period.

LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2023, the Company had a cash balance of $33,337 and working capital deficiency of $1,516,426 compared to $17,087 and $2,133,535, respectively, as at January 31, 2022.

During the year ended January 31, 2023, net cash used in operating activities was $549,422 (2022 - $2,357,754) comprising a loss of $508,563 (2022 - $8,417,165), accrued interest on loan payable of $22,615 (2022 - $29,007), indemnity accrued of flow-through shares of $130,765 (2022 - $Nil), write-off accounts payable of $27,961 (2022 - $Nil), write-off of mineral property of $Nil (2021 - $6,200,916), deferred income tax recovery of $44,215 (2022 - $Nil), an increase in tax recoverable and other receivable of $22,772 (2022 - decrease of $6,732), an increase in prepaid expenses of $420 (2022 - decrease of $7,824) and an increase in accounts payable and accrued liabilities of $162,659 (2022 - decrease of $185,068).

Cash provided by financing activities for the year ended January 31, 2023 was $751,667 (2022 - $2,570,000), which was primarily related to the proceeds from private placement, proceeds from loan and exercise of warrants, offset by repayment of loans.

Cash used in investing activity for the year ended January 31, 2023 was $185,995 (2022 - $199,324), which was related to the mineral property exploration expenditures.

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 year ended January 31, 2023 and 2022:

		2023		**2022**
Management fees	$	127,950	$	137,460

As at January 31, 2023, the Company has included in accounts payable and accrued liabilities a total of $502,713 (2022 - $490,113), which are payable to former directors, former officers, and companies controlled by former officer.

As at January 31, 2023, the Company has included in accounts payable and accrued liabilities a total of $88,155 (2022 - $104,427), which are payable to directors, officers, and companies controlled by directors.

As at January 31, 2023, the Company has included in other receivable an amount of $Nil (2022 - $500) due from a director of the Company.

As at January 31, 2023, the Company has included in loans payable an amount of $20,000 (2022 - $20,000) and an accrued interest if $1,600 (2022 - $1,000) due to a director of the Company.

During the year 2023, the Company write-off an account payable to a former officer for a total of $25,200.

CRITICAL ACCOUNTING POLICIES

<u>Financial Instruments</u>

Fair Values

The Company's financial instruments consist of cash, other receivable, accounts payable, loans payable and other payable. The following table summarizes the carrying values of the Company's financial instruments as at January 31, 2023 and 2022:

		January 31, 2023		**January 31, 2022**
Cash and other receivable (i)	$	33,337	$	17,587
Accounts payable, loans payable and other payable (i)	$	1,579,712	$	2,113,164

(i) Amortized cost

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.

The fair values of cash, other receivable, accounts payable, loans payable and other payable 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 payable 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

Issued
The Company has 28,993,151 issued and outstanding as at January 31, 2023 and as at May 31, 2023.

Share Purchase Options
The Company has no stock options outstanding as at January 31, 2023 and as at May 31, 2023.

Warrants
The Company has 2,280,000 share purchase warrants outstanding as at January 31, 2023 and no share purchase warrants outstanding as at May 31, 2023.

Escrow Shares
The Company has no shares held in escrow as at January 31, 2023 and as at May 31, 2023.

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 of 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. The fair value of the warrants was estimated at $449,998 recorded in reserves in equity, resulting an $550,002 in share capital.

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. The fair value of the warrants was estimated at $220,066 recorded in reserves in equity, resulting an $279,934 in share capital.

On March 11, 2022, the Company issued 4,166,666 common shares for gross proceeds of $1,291,667 on the exercise of share purchase warrants at $0.31 per share. The fair value of $449,998 allocated to these warrants has been added to the share capital, totaling $1,741,665.

On March 24, 2022, the Company closed and oversubscribed its non-brokered private placement, comprising 2,280,000 units at a price of $0.50 per unit for gross proceeds of $1,140,000. Each unit comprises of 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 $0.75 during the 12 months. The fair value of the warrants at the date of grant was estimated using the Black-Scholes Option Pricing at $368,830 and recorded in reserves in equity, resulting a $771,170 in share capital.

As at January 31, 2023, the Company had $1,500 (2022 - $1,021,500) of share subscription received in advance. Also, to recognize shares issued without compensation from one former officer and one third party, the Company reversed $54,300 subscription not received accounted in common shares to reserves.

Shares issued for 1296991 acquisition

On April 23, 2021, the Company issued 7,000,000 common shares at $0.88 for a fair value of $6,160,000 pursuant to the acquisition of 1296991 B.C Ltd.

Shares issued for 1371817 acquisition

On October 7, 2022, the Company issued 4,444,444 common shares at $0.41 for a fair value of $1,822,222 pursuant to the acquisition of Lac Mistumis Lithium Property.

Flow-through shares issued in fiscal 2018

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 of $51,833 relating to the premiums subscribers had paid for the flow-through feature. After incurring expenditures, the Company recognized $44,215 deferred income tax recovery in reduction of the premium on flow-through shares.

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 January 31, 2023, the amount of flow-through proceeds remaining to be spent on qualifying expenditures was $45,708 (2022 - $231,703).

As a result of not incurring the qualified expenditures and not filing the forms with Canada Revenue Agency during the year, the Company recognized an expense of $3,000 (2022 - $Nil) for late filing penalties and interest. As at January 31, 2023, accounts payable and accrued liabilities include $54,213 (2022 - $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, the Company revised estimation and decrease $130,765 (2022 - $Nil) accounted in comprehensive loss statement for the accrued indemnity of flow-through shareholders. As at January 31, 2023, accounts payable and accrued liabilities include $115,000 (2022 - $245,765) related to this indemnity.

Flow-through shares issued in fiscal 2022

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. Each FT unit will comprise one flow-through share of the Company 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.

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 January 31, 2023 and 2022, the amount of flow-through proceeds remaining to be spent on qualifying expenditures was $Nil.

CHANGES IN ACCOUNTING POLICIES

See Note 2 “Summary of Significant Accounting Policies” and Note 3 “Application of new and revised international financial reporting standards” of the consolidated financial statements for the year ended January 31, 2023.

CONTINGENCES

During the year, the Company cancelled its directors and officers insurance policy liability which allowed reducing the various risks inherent to the Company’s activities.

The Company raise financing by flow-through placements for which the Company renounced tax deductions to the investors. The Company engage eligible exploration expenses and management is required to fulfill its commitments within the stipulated deadline. However, there is no guarantee that the funds expended by the Company will qualify as Canadian exploration expenses, even if the Company is committed to take all necessary measures to that effect.

SUBSEQUENT EVENTS

Subsequent to the year ended January 31, 2023, all 2,280,000 outstanding warrants expired without being exercised.

On May 3, 2023, the Company arranged a non-brokered private placement comprising up to 1,470,588 units at a price of $0.34 per unit for gross proceeds of $500,000 with a 50% overallotment option. 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 24 months at an exercise price of $0.42 for 24 months from issuance.

On May 9, 2023, the Company closed the acquisition of Hook’s Harbour Copper Property through acquiring 1000333018 Ontario Corp., which has a 100-per-cent interest in and to 26 mineral claims, together with the surface rights, mineral rights, personal property and permits associated there with located on the Hook's Harbour property. The Company issued 5,882,352 common shares and warrants to the shareholders of 1000333018 in exchange for 100 per cent of the outstanding shares in 1000333018. The warrants are exercisable for 24 months at a price of 0.05 cent per warrant.

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.

On August 29, 2022, the Company appointed Marc Momeni as CEO and Director of the Company following the resignation of Andrew Sostad as CEO and Director.

The Company’s board now consists of Von Torres, David Greenway, Quinn Field-Dyte, Marc Momeni, 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 raising capital which may negatively impact the Company’s business and financial condition. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.