VOLATUS CAPITAL CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three months ended April 30, 2023

The Management's Discussion and Analysis ("MD&A") was prepared as of June 22, 2023 and is intended to supplement and complement the unaudited condensed interim consolidated financial statements of Volatus Capital Corp. (the "Company" or "Volatus") for the three months ended April 30, 2023 and related notes attached thereto. Readers are also encouraged to refer to the audited consolidated financial statements of the Company for the year ended January 31, 2023 and related notes. Accordingly, this MD&A includes the results of operations and cash flows of the Company for the three months ended April 30, 2023 and the reader must be aware that historical results are not necessarily indicative of the future performance. All amounts are reported in Canadian dollars. The aforementioned documents can be accessed on the SEDAR web site www.sedar.com.

Unless otherwise stated, financial results have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting.

The Company's unaudited condensed interim consolidated financial statements were prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation for the foreseeable future. The operations of the Company were primarily funded by the issue of share capital. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, complete sufficient debt or equity financing, or generate profitable operations in the future. These condensed interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

DESCRIPTION OF BUSINESS

The Company, which was incorporated on November 6, 2018, under the laws of British Columbia, is a public company listed on the Canadian Securities Exchange (the "CSE") and trades under the symbol VC. The address of the Company's corporate office and its principal place of business is located at 2900 - 733 Seymour Street, Vancouver, British Columbia, Canada, V6B 0S6.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at April 30, 2023, the Company had not yet determined whether the Company's mineral properties contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the properties or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

FORWARD-LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; and (v) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base precious metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; and (v) environmental risks and changes in environmental legislation.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward-looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

EXPLORATION PROJECTS

Period Ended April 30, 2023	Split Dome Copper Property	Untapped Property	To Do and Lions Den Gold Properties	JD Property	Belle Property	More Creek Property	Bentley Property	Lone Mountain Property	Total
Acquisition Costs:									
Balance, beginning of the period	$ 363,500	$ 960,000	$ 1,205,000	$ 471,000	$ 151,668	$ 141,606	$ 41,250	$ 550,000	$3,884,024
Balance, end of the period	363,500	960,000	1,205,000	471,000	151,668	141,606	41,250	550,000	3,884,024
Exploration Costs:									
Balance, beginning of the period	120,024	102,159	193,509	2,043,762	700	168,391	56,286	101,051	2,785,882
Administration and consulting		-	-	2,402	-	-	-	-	2,402
Balance, end of the period	120,024	102,159	193,509	2,046,164	700	168,391	56,286	101,051	2,788,284
Total	$ 483,524	$1,062,159	$ 1,398,509	$2,517,164	$ 152,368	$ 309,997	$ 97,536	$ 651,051	$6,672,308

Year Ended January 31, 2023		**Split Dome Copper Property**		**Untapped Property**		**To Do and Lions Den Gold Properties**		**JD Property**		**Belle Property**		**More Creek Property**		**Bentley Property**		**Lone Mountain Property**		**Williams EXT**		**Total**
Acquisition Costs:																				
Balance, beginning of year	$	363,500	$	960,000	$	1,205,000	$	262,250	$	124,793	$	106,606	$	41,250	$	550,000	$	220,000	$	3,833,399
Acquisition costs – cash		-		-		-		200,000		25,000		-		-		-		-		225,000
Acquisition costs – shares		-		-		-		8,750		1,875		35,000		-		-		-		45,625
Write off adjustment		-		-		-		-		-		-		-		-		(220,000)		(220,000)
Balance, end of year		363,500		960,000		1,205,000		471,000		151,668		141,606		41,250		550,000		-		3,884,024
Exploration Costs:																				
Balance, beginning of year		117,524		98,159		183,059		1,618,379		700		168,391		56,286		95,951		125,313		2,463,762
Administration and consulting		2,500		4,000		9,950		71,623		-		-		-		5,100		4,200		97,373
Field work		-		-		500		353,760		-		-		-		-		-		354,260
Write off adjustment		-		-		-		-		-		-		-		-		(129,513)		(129,513)
Balance, end of year		120,024		102,159		193,509		2,043,762		700		168,391		56,286		101,051		-		2,785,882
Total	$	483,524		$1,062,159	$	1,398,509	$	2,514,762	$	152,368	$	309,997	$	97,536	$	651,051	$	-	$	6,669,906

Split Dome Copper Project

During the year ended January 31, 2020, the Company entered into a purchase and sale agreement to acquire up to a 100% interest, subject to a 0.25% NSR royalty, in the Split Dome copper project located near Hazelton, British Columbia.

The Split Dome copper project consists of four claim groups totaling 5,840 hectares located 55 km north-east of Hazelton, British Columbia on the west side of the Babine Valley. The project can be accessed by active forestry roads on the northern and southern sides of the claim group, which in turn are accessed by two turnoffs north and south of Smithers on Highway 16. Lodges and camp areas are found to the south-southeast in the Fort Babine area.

An aerial geophysical survey was also carried out on the Split Dome Property by Precision GeoSurveys Inc. (Precision) between September 21st and 25th 2021. This survey covered 650 line-km flown at 100 m line spacing over a total area of 58.4 km^2.

Untapped Property

In June 2020, the Company earned a 100% interest, subject to a 1% NSR royalty of which the Company may purchase 0.5% for $500,000 at any time, in the Untapped property.

The Untapped property is composed of five mineral claims encompassing a land area of approximately 7,053 hectares located in the resurgent Toodoggone Mining Camp in northwestern British Columbia.

Volatus Capital Corp. engaged the services of Precision GeoSurveys of Langley to undertake a 1063 -line km airborne geophysical survey. The survey was flown November 13 to November 28, 2021.

To Do and Lions Den Gold Properties

In June 2020, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 1.5% NSR royalty retained by Crest Resources Inc., a related party, in the To Do and Lions Den Gold properties located in the Kemess-Toodoggone porphyry gold-copper epithermal gold district in northwestern British Columbia.

The To Do (4,742 ha) and Lions Den (11,569 ha) properties are composed of 14 mineral claims, encompassing a total land area of approximately 13,764 ha.

The Company engaged the services of Precision GeoSurveys of Langley to undertake a 1365 -line km airborne geophysical survey. The survey was flown November 8 to November 29, 2021.

JD Property

In July 2020, the Company entered into an option agreement to acquire a 100% interest subject to a 2.5% NSR royalty, in the JD property located in the Omineca Mining Division in northern British Columbia. To earn the interest, the Company must make payments totaling $1,200,000, issue 1,000,000 common shares and incur exploration expenditures totaling $16,000,000, as follows:

i) $70,000 in cash (paid) and shares valued at $30,000 (issued);
ii) $100,000 (paid) and 62,500 common shares (issued at a value of $22,500) on July 28, 2021;
iii) $200,000 (paid) and 125,000 common shares (issued at a value of $8,750) on July 28, 2022;
iv) $200,000 and 187,500 common shares on July 28, 2023;
v) $250,000 and 250,000 common shares on July 28, 2024;
vi) $350,000 and 375,000 common shares on July 28, 2025;

vii) incur not less than $200,000 on or before October 28, 2020 (incurred);
viii) incur $1,000,000 on or before October 28, 2021 (incurred);
ix) incur $1,300,000 on or before December 31, 2022; with discretion to defer up to $800,000 to December 31, 2023 (incurred $425,383 as at January 31, 2023.)
x) incur $2,000,000 on or before December 31, 2023;
xi) incur $3,000,000 on or before December 31, 2024;
xii) incur $4,000,000 on or before December 31, 2025; and
xiii) incur $4,500,000 on or before December 31, 2026.

The property is comprised of 32 mineral claims (13,697 ha) in the resurgent Toodoggone Mining Camp located in northwestern British Columbia. The JD Property is 280 km northeast of the Omineca Mining Division (Smithers, BC) in the historically significant Toodoggone gold district of north-central British Columbia.

The JD Property is strategically located in the center of the Toodoggone District. It lies adjacent to the north and east of Benchmark Metals Inc’s Lawyers property, adjacent to the south of the Porphyry Pearl and Oxide Peak properties and some 15 km south of Evergold Gold Corp.’s Golden Lion property on the north and east Guardsmen Resources Inc’s Ranch property is adjacent to the west.

Project Highlights:

- $15 million in historical work on the Project focused primarily on the epithermal gold targets.
- High grade zone with the Finn zone grades of up to 13.28 g/t gold over 8.8m.
- 12 other significant Au and Au/Ag targets ranging from high grade veins, to stratiform and fault zone hosted mineralization with grades of up to 4m at 103.3g/t Au, 92.2 g/t Ag, 1.34% Cu and 11.7% Zn.

The Company’s initial 2020 exploration program focused on gold exploration in the Moosehorn area, (north of Benchmark’s Lawyers Trend) and porphyry copper alteration and mineralization in Mc Claire Creek and the North East Zone.

The company focused on exploration on these core targets in 2022 while also expanding on the known gold mineralization around the Finn Zone.

The Company established a 10-man camp at JD and conducted follow-up work on areas identified during the 2021 exploration program. It conducted an airborne VTEM and magnetic geophysical survey with radiometrics (“VTEM”) that was carried out by Geotech Ltd.

On February 15, 2023, the Company entered into an amending agreement with T. Cameron Scott and V.F. Erickson Consultants Ltd. to modify the original option agreement dated July 28, 2020 for the JD Property. Under the amending agreement, the parties agreed to:

a-Allow the Company to elect at is sole discretion to defer up to $800,000 of the expenditures on the property to be incurred on or before December 31, 2022; provided that any such amounts deferred must be incurred as expenditures on the property on or before December 31, 2023.

b-Require from the Company, as a result of an election to defer; a cash payment to the vendors on or before March 31, 2023, equal to 20% of the difference between $2,500,000 and the aggregate expenditures actually incurred on the property by December 31, 2022, accompanied by a detailed accounting of such expenditures incurred up to that date.

To the date of this MD&A, no cash payment to vendors under this amendment was made.

Leigh Creek Magnesite Project

During the year ended January 31, 2021, the Company entered into an agreement to acquire MagMetals Tech Pty Ltd. ("MagMetal"), a private Australian Issuer holding a 20% interest in Leigh Creek Magnesite Pty Ltd. The Company issued 1,788,724 common shares at a value of $3,040,831 and paid cash of $500,000.

The underlying property is subject to a NSR ranging from 1.25% to 2.5%.

The Company paid $300,000 to enter an option agreement to purchase a 100% undivided interest in exploration license #5730 (old license – now is EL6573) in Southern Australia.

The Leigh Creek project is located in Southern Australia and is composed of one exploration license totaling 542 square kilometres. Within the bounds of the project there are several historical magnesite occurrences: the Mount Hutton South, Mount Hutton, Mt Playfair, Pug Hill and Termination.

Magnesite showings on the Leigh Creek project are of the cryptocrystalline sedimentary type, occurring in eoproterzoic skillogalee dolomite beds which are known to extend over 120 km in a northwest trend. The magnesite beds, which are up to eight metres thick in places, were formed by almost pure magnesite precipitation in ancient, shallow marginal marine lagoons and mud flats. The cryptocrystalline magnesite clasts are set in a microcrystalline dolomite and talc matrix, and each magnesite bed has unique chemical and mineralogical characteristics.

The magnesite occurrences on the Leigh Creek project have historical resources associated with them.

Historical Resource	Measured (Mt)	Indicated (Mt)	Inland (PA)	Total (Mt)	Mg0 (%)
Mount Hutton	18.30	42.00	53.00	113.30	42.90
Mount Hutton South		72.00	53.00	125.00	42.90
Mount Playfair	-	21.00	23.00	44.00	42.50
Pug Hill	-	10.00	10.00	20.00	42.70
Termination Hill	4.00	5.00	20.00	29.00	42.80
Myrtle Springs	-	10.00		10.00	42.90

The Leigh Creek project was formerly owned by a succession of related companies, including Samag, Pima Mining and Magnesium Development Ltd., and Magnesium International Ltd. For simplicity all reference to historic information will be attributed to Samag.

These mineral resources are historical in nature and should not be relied upon. The qualified person has not verified their relevance or reliability. The work required to update these mineral resources to the current CIM standards criteria is unknown. The historical resources above are all from a 2002 feasibility study generated by Samag Ltd. The parameters used to calculate each of the above historical estimates are discussed below if known.

The qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves; the issuer is not treating the historical estimate as current mineral resources.

Mount Hutton and Mount Hutton South resources are sedimentary magnesite beds and were assumed to be tabular bodies, due to their planar top and bottom surfaces and consistent thickness. Tonnage calculations were made considering thickness, vertical depth, dip and specific gravity. All inferred resources were calculated to a vertical depth of 60 m. Thicknesses of each bed were calculated by considering the apparent thickness from drill intercepts and the bedding angle of the top and bottom contacts.

A thickness for each bed at an average dip was extrapolated halfway to the neighbouring traverse. Not all magnesite beds were targeted in each traverse as some beds were only intercepted twice. In this situation, beds were identified in outcrop along strike and placed in the inferred resource category. Magnesite beds intercepted in neighbouring traverses are assumed to be continuous between traverses and hence were placed in the indicated resource category.

Myrtle Springs and Mount Playfair resources were calculated using a simple volumetric approach based on the assumption that magnesite beds represent tabular bodies was used to calculate the tonnages.

Pug Hill and Termination Hill resources were calculated using a simple volumetric approach based on the assumption that magnesite beds represent tabular bodies and was used to calculate tonnages from Pug Hill drilling data. Weighted averages of all geochemical intercepts used in tonnage calculations constitute the grades quoted.

The company's investment in magnesium metal is in alignment with its vision of the growth of the green economy. The unique properties of magnesium to create a high-strength, low-weight metal and associated alloys for use in electric vehicles allows for the reduction of vehicle weight while driving down battery size and costs.

Belle Property

In August 2020, the Company entered into an agreement to acquire a 100% interest in the Belle property, located in the center of the Toodoggone Gold and Copper Mining District, northern British Columbia. To execute the option, the Company is required to make the following payments:

1. $25,000 (paid) and 31,250 common shares on August 5, 2020 (issued at a value of $50,000);
2. $25,000 (paid) and 31,250 common shares on August 5, 2021 (issued at a value of $11,250);
3. $25,000 (paid)and 31,250 common shares on August 5, 2022 (issued at a value of $1,875); and
4. $25,000 and 31,250 common shares on August 5, 2023.

The Company also issued 8,464 common shares as finder’s fees during the year ended January 31, 2021.

The property is subject to a 2% NSR.

The Belle Property comprises seven mineral tenures covering 1,691 ha and is surrounded by, and contiguous to Volatus' optioned JD property in the Toodoggone gold district of north-central BC. The Belle Property is underlain by the same Jurassic age volcanic package (Toodoggone Formation) that hosts widespread gold mineralization on the JD property. Exploration on the Belle Property was most recently conducted during the 1980's where programs consisting of mapping and sampling, soil geochemistry and trenching were completed primarily by Manson Creek Resources. This work was centered approximately three kilometres due south of the JD Project's Finn Zone.

Gold and silver mineralization on the Belle Property has been observed in two areas; the South Zone and the North Zone, which are 1.5 kilometres apart. Gold and silver mineralization of the South Zone is hosted in a northwest striking shear zone that has been traced by systematic trenching for 200 meters along strike. This zone is characterized by a wide (up to 20 meters) northwest trending zone of argillic alteration cored by sulphide bearing (pyrite, galena, and sphalerite) siliceous breccias with minor barite.

The Company completed 3 survey lines of the proposed 4 lines of Induced Polarization geophysical survey (“IP) at Belle property. The survey was carried out by Peter E. Walcott and Associates Ltd.

More Creek Property

In August 2020, the Company entered into an agreement to acquire a 100% interest in the More Creek Project, located the Golden Triangle District of northwest British Columbia. To execute the option, the Company is required to make the following payments:

1. $25,000 on August 21, 2020 (paid);
2. 25,000 common shares on or before September 1, 2020 (issued at a value of $39,000);
3. $25,000 in cash or shares on or before July 22, 2021 (paid);
4. $50,000 in cash or shares on or before August 21, 2022 (1,000,000 shares issued on January 31, 2023 at a value of $35,000); and
5. $50,000 in cash or shares on or before July 22, 2023.

The Company is required to incur exploration expenditures totaling $600,000 as follows:

1. $100,000 on or before December 31, 2021 (incurred);
2. $250,000 on or before August 21, 2023; and
3. $250,000 in development costs on or before December 31, 2023.

The Company also issued 11,286 common shares as finder's fees during the year ended January 31, 2021.

The property is subject to a 2% NSR. In the event the Company acquires 100% interest in the property, the property will be subject to an additional 1% NSR of which 0.5% can be purchased at any time for $500,000.

The More Creek Project is located in the heart of the Golden Triangle District, British Columbia. It is an early stage project which hosts gold in stream and till samples. Looking up slope from the stream and till sample locations anomalous mercury in two discrete silica caps suggest the potential for a gold enrichment lower in the epithermal system.

The More Creek property comprises five mineral tenures totaling 6,432 hectares in the Golden Triangle District of northwest British Columbia. The property was staked by Tower.

Together, these historic data suggest the Sinter zone may represent the upper, barren zone of an epithermal gold system and gold mineralization should be targeted vertically below the outcropping alteration zone. This exploration model has not yet been tested by systematic diamond drilling. The known showings remain underexplored with numerous opportunities to expand the exploration targets through follow up on anomalous stream sediments and till samples.

The Company engaged the services of Precision GeoSurveys of Langley to undertake a 965-line km airborne geophysical survey.

Bentley Property

During the year ended January 31, 2022, the Company acquired a 100% interest in the Bentley property located in the Toodoggone district north central British Columbia by issuing 62,500 common shares (valued at $33,750) and paying $7,500.

EXT Property (formerly called Williams Extension East-West Property)

In November 2020, the Company entered into an agreement to acquire a 100% interest in Williams Extension East-West property located in the Golden Horseshoe of Toodoggone Region, located 70 km northwest of Kemess, British Columbia.

The Company engaged the services of Precision GeoSurveys Inc. of Langley to undertake a 1445 -line km airborne geophysical survey.

During the year ended January 31, 2023, the Company decided to focus on its other claims and has written down the Williams EXT property to $Nil.

Lone Mountain Property

In November 2020, the Company entered into an agreement to acquire a 100% interest in Lone Mountain property located in British Columbia. The Lone Mountain property is subject to historical underlying 2% NSR.

A helicopter-borne geophysical survey was conducted by Precision Geosurveys Inc. on the Lone Mountain Property between September 21 and 25th and on October 16th 2021. The survey was flown over 521 line-kilometers and covered an approximate area of 46.9 km2.

Gosco claims and the Last Zone

In November 2020, the Company entered into an agreement to acquire a 100% interest in Gosco claims and the Last zone located in British Columbia. The Gosco claims and the Last Zone claims are subject to a 1% NSR. The Gosco claims are approximately 60 kilometres north of the town of Hazelton, B.C.

During the year ended January 31, 2022, the Company has impaired the property to $Nil and recorded a write-down of $91,287 in the statement of loss and comprehensive loss.

On May 3, 2023 the above technical information has been reviewed and approved by a shareholder Derrick Strickland P.Geo (1000315) a Qualified Person as defined by NI43-101.

RESULTS OF OPERATIONS

Three months ended April 30, 2023

During the quarter ended April 30, 2023, the Company incurred a loss and comprehensive loss of $63,913 (2022- #156,804). A brief explanation of the significant changes in expenses by category is provided below:

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- Interest on loans payable of $649 (2022 – $62,811) due to a decrease in loans payable outstanding in the current period.

- Consulting fees of $45,000 (2022 – $nil) due to activity increase in the Company resulting in increased number of consultants in the current period.

- Management fees of $30,000 (2022 – $nil) due to a change in officer. In prior period, expenses were capitalized as part of exploration and evaluation assets. In current period, these fees are expensed to management fees.

- Realized gain on marketable securities of $8,760 (2022 – $698) due to the sale of marketable securities during the current period.

- Unrealized gain (loss) on marketable securities of $14,560 (2022 – loss of $26,900) due to an increase in the fair market value of marketable securities compared to comparative period.

QUARTERLY INFORMATION

	April 30, 2023	**January 31, 2023**	**October 31, 2022**	**July 31, 2022**
Total revenue	$ -	$ -	$ -	$ -
Net loss for the period	$ (63,913)	$ (470,965)	$ (233,523)	$ (196,420)
Basic and diluted loss per share	$ (0.00)	$ (0.02)	$ (0.01)	$ (0.01)
Total assets	$ 10,670,918	$ 10,684,752	$ 10,935,909	$ 10,435,123
Total long-term liabilities	$ -	$ -	$ -	$ -

	April 30, 2022	**January 31, 2022**	**October 31, 2021**	**July 31, 2021**
Total revenue	$ -	$ -	$ -	$ -
Net income (loss) for the period	$ (156,804)	$ (541,200)	$ (155,816)	$ (163,302)
Basic and diluted income (loss) per share	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.00)
Total assets	$ 10,425,485	$ 10,398,738	$ 10,542,211	$ 9,914,147
Total long-term liabilities	$ -	$ -	$ -	$ -

During the quarter ended April 30, 2023, total assets decreased to $10,670,918 (January 31, 2023 - $10,684,752) mainly due to disposals of marketable securities and a decrease in the GST recoverable; offset by a small increase in exploration and evaluation assets and cash during the current period.

During the quarter ended January 31, 2023, total assets decreased to $10,684,752 (October 31, 2022 – $10,398,738) mainly due to the write off of the Williams EXT property; offset by the increase in acquisition of marketable securities during the period. Net loss increased from the prior quarter due to an increase in management and consulting fees, and a write off on the Williams EXT property and unrealized loss on investments during the period.

During the quarter ended October 31, 2022, total assets increased to $10,935,909 (July 31, 2022 - $10,435,123) mainly due to the capitalization of exploration and evaluation disbursements incurred during the period mainly on the JD property. Net loss increased from the prior quarter due to an increase in management and consulting fees during the period.

During the quarter ended July 31, 2022, total assets decreased to $10,435,123 (April 30, 2022 - $10425,485) mainly due to the decrease in fair market value of marketable securities during the period. Net loss increased to $196,420 (April 30, 2022 – $156,804) due to consulting fees of $134,400 in the current period and $169,150 in management, directors and consulting fees for the three months ended July 31, 2022.

During the quarter ended April 30, 2022, total asset increased to $10,425,485 (January 31, 2022 - $10,398,738), mainly due to the capitalization of exploration and evaluation disbursements incurred during the period mainly on the JD property. Net loss decreased to $156,804 (January 31, 2022 – $541,200) due to writing off of the Lunar-Frog, Gosco and Last Zone Properties resulting in an impairment cost of $421,287 in the comparative period.

During the quarter ended January 31, 2022, total assets decreased to $10,398,738 (October 31, 2021 - $10,542,211) due to write-off of exploration and evaluation assets of $423,687 related to the Sunset Copper Star, Lunar-Frog, Gosco & Last Zone Properties.

TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Transactions with related parties have been completed during the regular course of business.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer. The remuneration of directors and other members of key management personnel during the three months ended April 30, 2023 and 2022 were as follows:

Related parties:	**Beneficial owner**	**Nature of Fees**		**2023**		**2022**
Chief Executive Officer	Christopher Reynolds	Management	$	30,000	$	-
Former Chief Executive Officer	Fred Tejada	Exploration	$	-	$	30,000
Former Chief Financial Officer	Rachel Chae	Management	$	-	$	3,000
Chief Financial Officer	Malaspina Consultants Inc	Professional	$	8,090	$	-
A Company controlled by a person related to the CEO	Damien Reynolds	Consulting	$	45,000	$	-
A Company related by a common former Chief Executive Officer	Crest Resources Inc.	Management	$	-	$	21,750

As at April 30, 2023, accounts payable and accrued liabilities include $397,301 (January 31, 2023 - $289,466) due to related parties. All amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

During the year ended January 31, 2023, the Company entered into a loan agreement with a Company controlled by a common director to borrow $187,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was due on August 2, 2022. During the year ended January 31, 2023, the Company accrued $38,578 of interest. During the year ended January 31, 2023, the Company repaid the loan in full.

During the year ended January 31, 2023, the Company entered into a loan agreement with a company controlled by a common director to borrow $30,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was due on September 30, 2022. During the year ended January 31, 2023, the Company accrued $7,875 of interest. At January 31, 2023, the loan has been paid in full.

During the year ended January 31, 2023, the Company entered into a loan agreement with a company controlled by a common director to borrow $12,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was due on October 20, 2022. During the year ended January 31, 2023, the Company accrued $3,195 of interest and repaid $10,125 on the loan. During the three months ended April 30, 2023, the Company accrued $45 of interest. At April 30, 2023, the balance payable consists of $1,875 in principal and $3,240 in cumulative interest.

During the year ended January 31, 2023, the Company entered into a loan agreement with a company controlled by a common director to borrow $10,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was due on November 30, 2022. During the year ended January 31, 2023, the Company accrued $2,687 of interest. During the three months ended April 30, 2023, the Company accrued $189 of interest and made a $8,400 repayment on the loan. At April 30, 2023, the balance payable consists of $1,600 in principal and $2,876 in cumulative interest.

During the year ended January 31, 2022, the Company entered into a loan agreement with a company controlled by a common director to borrow $30,000. This was an unsecured non-interest-bearing loan. During the three months ended April 30, 2023, the Company repaid $30,000 on the loan. At April 30, 2023, the loan was repaid in full.

During the year ended January 31, 2022, the Company entered into a loan agreement with a company controlled by a common director to borrow $115,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was payable on June 17, 2022. During the year ended January 31, 2022, the Company accrued $1,393 of interest. During the year ended January 31, 2023, the Company accrued $23,945 of interest and repaid the loan in full.

During the year ended January 31, 2021, the Company entered into a loan agreement with a company controlled by the former Chief Executive Officer to lend $40,000. The principal amount of the loan plus accrued interest of 2% per month was payable on or before 10 days after notice in writing of demand by the Company. The borrower pledged 4,000,000 common shares of Origen Resources Inc. as collateral against repayment of the loan and accrued interest. During the year ended January 31, 2022, the Company accrued $4,760 in interest receivable and received $51,286.

LIQUIDITY AND CAPITAL RESOURCES AND CAPITAL EXPENDITURES

At April 30, 2023, the Company had working capital deficiency of $940,306 (January 31, 2023 – $873,991). Management is confident that it will have sufficient working capital to meet its anticipated financial obligations for the following fiscal year.

During the three months ended April 30, 2023, cash flow provided by operating activities was $12,781 relating to general operating transactions detailed on the statement of financial position (see www.sedar.com). During the three months ended April 30, 2023, cash flow provided by investing activities was $26,361. It consisted primarily of proceeds of sale of marketable securities, offset by purchases of marketable securities and some exploration and evaluation expenditures. During the three months ended April 30, 2023, cash flow used in financing activities was $36,400. It consisted primarily of repayments of loans payable.

During the three months ended April 30, 2023, the Company performed no share capital transactions.

OFF-BALANCE SHEET ARRANGEMENTS

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

SUBSEQUENT EVENTS

On May 24, 2023. The Company entered into an amending agreement with T. Cameron Scott and V.F. Erickson Consultants Ltd. to modify the amending agreement dated February 15, 2023 related to the JD property. Under the amending agreement, the parties agreed to:

a-Extend the term to incur the $16,000,000 in exploration expenditures by one year to December 31, 2027 from December 31, 2026.
b-Amend the dates to which annual expenditures must be completed for the years 2023 through 2027 respectively, to December 31, from October 28.
c-Amend the dates to which Volatus should incur the deferral for up to $800,000 of expenditures to the years 2023 and 2024 from December 31, 2022.
d-State the amount payable to the vendor for the right to defer up to $800,000 of expenditures to $50,000 cash, plus treasury shares of the assignee at a deemed price of $0.15 per share for the balance calculated, and modify date to on or before July 28, 2023 from on or before March 31, 2023. This amount payable to the vendor should be calculated as 20% of the difference between $2,500,000 and aggregate expenditures incurred on the property by December 31, 2022.
e-Revise and substitute the following:

To exercise the Option, Volatus must pay to the Vendors an aggregate of $1,450,000, issue 4,500,000 shares (subject to appropriate adjustments pursuant to subsection 1) (iv) below, and incur an aggregate of $16,000,000 of expenditures on the property (collectively the "Option Price"), in accordance with the following schedules:

1) Cash and share payments
   i.$200,000 cash and 750,000 shares on or before July 28, 2023;
   ii.$250,000 cash and 1,000,000 shares on or before July 28, 2024;
   iii.$300,000 cash and 1,500,000 shares on or before July 28, 2025;
   iv.$300,000 payable in cash or a combination of cash and shares, at Volatus' election, to a maximum share value of $150,000, calculated on a 20-day trailing average basis, on or before July 28, 2026; and
   v.$500,000 shares on or before July 28, 2027

2) The following expenditures on the property shall be required to exercise the Option:
   vi.An additional $4,000,000 by December 31, 2024, subject to a minimum $500,000 expenditure in each and any calendar year;
   vii.an additional $3,000,000 by December 31, 2025;
   viii.an additional $3,800,000 by December 31, 2026; and
   ix.an additional $4,000,000 by December 31, 2027

f-Have Volatus complete an annual expenditure report to the vendors by January 31, immediately following each year of expenditures.

In the event that Volatus assigns the option agreement to a third party; Volatus will accelerate the final payment (third anniversary) for cash and Volatus' Share payments due to Tower on August 5, 2023 under the Belle Option Agreement; thereby completing the Belle Option and thereby earning a 100% interest in the Belle property. Volatus further agrees to immediately thereafter, register each of the seven titles comprising the Belle property, as to 50% each in the names of T. Cameron Scott and Victor F. Erickson.

ACCOUNTING POLICIES AND FUTURE ACCOUNTING POLICIES

Please refer to the April 30, 2023 condensed interim consolidated financial statements on www.sedar.com for details on accounting policies adopted in the year as well as future accounting policies.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

The Company’s financial instruments consist of cash, amounts receivable, marketable securities, loans payable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted. See Note 8 of the consolidated financial statements for the year ended January 31, 2023 for a discussion of the Company’s risk exposure and the impact thereof on the Company’s financial instruments.

The Company’s cash at April 30, 2023 was $5,320 and was primarily held at a major Canadian financial institution.

DISCLOSURE OF OUTSTANDING SHARE DATA (as at June 22, 2023)

<u>Authorized Capital</u>

Unlimited common shares without par value

<u>Issued and Outstanding Capital</u>

35,748,602 common shares outstanding

<u>Warrants Outstanding</u>

The following warrants were outstanding.

Expiry Date	**Exercise Price**	**Number of warrants**	**Number of warrants Exercisable**
September 22, 2026	$0.48	1,000,000	1,000,000
October 12, 2026	$0.48	1,000,000	1,000,000
November 12, 2026	$0.48	231,250	231,250
March 9, 2027	$0.28	3,050,000	3,050,000
September 6, 2027	$0.06	14,350,000	14,350,000
October 5, 2027	$0.06	2,300,000	2,300,000
		21,931,250	21,931,250

CHANGES IN MANAGEMENT

On February 1, 2023, the Company announced the appointment of Natasha Tsai as CFO of the Company, replacing former CFO Rachel Chae.

On March 2, 2023, the Company announced the resignation of Blake Morgan as a director of the Company; effective February 27, 2023.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic

Certificate with respect to the financial information contained in the condensed consolidated financial statements for the three months ended April 30, 2023 and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.