EnerSpar Corp.

(Formerly Walmer Capital Corp.)

Management's Discussion and Analysis

For the Quarter ended March 31, 2017

Expressed in Canadian Dollars

Dated May 23, 2017

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of EnerSpar Corp. (formerly Walmer Capital Corp.) ("ENER ", "EnerSpar" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2017.

This MD&A has been prepared in accordance with International Financial Reporting Standards (IFRS).

This discussion should be read in conjunction with the audited annual financial statements and MD&A of the Company for the year ended December 31, 2016, together with the notes thereto dated February 14, 2017 and the unaudited financial statements of the Company for the quarter ended March 31, 2017.

Information contained herein is presented as at May 23, 2017, unless otherwise indicated.

This MD&A, except for historical information, may contain "forward-looking statements" that reflect EnerSpar's current expectations and projections about future results. When used in this MD&A, forward-looking statements can be identified by the use of words such as "estimate", "consider", "anticipate", "expect", "objective", "potential", "forecast", "believe", "project", "plan" and similar expressions or variations of such words. Forward-looking statements are, by their very nature, not guarantees of EnerSpar's future operational or financial performance and these statements may involve known and unknown risks, uncertainties and other factors that may cause the actual level of activity, results, prospects and performance to differ materially from any future levels of activity, results, prospects and performance expressed in, or implied by, these forward-looking statements. Although EnerSpar believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements and there are no guarantees that any of EnerSpar's projects will otherwise prove to be economic.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties referred to elsewhere in this MD&A, actual events may differ materially from current expectations. EnerSpar disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

Description of Business

EnerSpar (formerly Walmer Capital Corp., originally a Capital Pool Corporation), acquired a 100% interest in the Johan Beetz Feldspar Property from Globex Mining Enterprises Inc. (the "Vendor") as its qualifying transaction (the "Transaction") in consideration of an initial payment of $100,000, the issuance of 2,000,000 common shares at a deemed price of $0.05 and a gross metal royalty of 2.5% payable to the Vendor.

The Johan Beetz Feldspar Property is made up of Mining Claims 2432487, 2432488, 2461222 and 2461223b Johan Beetz/Iles de Mingan 03 township, Quebec, NTS 12L/07 Canada within the northeastern part of the Gulf of the St. Lawrence also known as the Cote Nord region of Quebec.

EnerSpar Corp. changed its name from Walmer Capital Corp. as of March 30, 2017 and became a Tier 2 mining issuer on the TSX Venture Exchange upon completion of the Transaction and satisfaction of the requirements of the Exchange as of that date.

EnerSpar paid a finder's fee in the amount of 400,000 common shares of ENER to the Property Finder, an arm's length party to EnerSpar, with respect to the Transaction.

EnerSpar is carrying on the business of exploring and developing the Johan Beetz Feldspar Property in accordance with the recommendations of the NI 43-101 compliant Technical Report prepared by Mr. Bill McGuinty P. Geo. Dated February 21, 2017 and filed March 22, 2017 on SEDAR which the reader is encouraged to review.

RESULTS OF OPERATIONS

General

This Management's Discussion and Analysis of Financial Condition and Results of Operations for EnerSpar Corp. is intended to supplement and complement the accompanying unaudited condensed interim financial statements and notes thereto for the three month period ending March 31, 2017, which have been prepared by EnerSpar's management in accordance with International Financial Reporting Standards ("IFRS"). The MD&A should also be read in conjunction with EnerSpar's annual MD&A, filed February16, 2017 on SEDAR. EnerSpar's independent auditor has not audited or performed a review of the condensed interim financial statements. This MD&A is dated May 23, 2017, the date on which the Company's Board of Directors approved it and the financial statements for filing on SEDAR. EnerSpar's public filings, 2016 Annual Report, and Information Circular can be viewed on the SEDAR website at *www.sedar.com*.

Results of Operations

EnerSpar devoted its first quarter to completing the closing of the acquisition of the Johan Beetz Feldspar Property and meeting the requirements of the TSX Venture Exchange to be listed as a Tier 2 Mining Issuer.

The Company **successfully raised $461,250 (net of issuance costs of $51,250) in unrestricted funds and $319,850 (net of issuance costs of $35,650) on issue of flow through financing as reported in its audited financial statements at December 31, 2016. These funds were held in trust and/or escrow until the completion of the qualifying transaction on March 30, 2017 and were released to the c**ompany **as of that date. The Flow Through funds continue to be held in the Company's solicitor's Trust Account as being for the payment of qualifying expenses under the flow through provisions. The balance of the funds is held in accounts at a major Schedule A Canadian Chartered Bank.**

EnerSpar is committed to incur, on or before January 1, 2018, $319,850 in qualifying resource expenditures pursuant to its December 2016, flow through private placements.
Operating expenses consisted primarily of legal and other professional fees of $120,146 ($95,308 accounted for as part of the issuance costs of the shares and warrants issued pursuant to the Subscription Receipts Issue), fees relating to shareholder communications of $23,220 and Professional fees $13,619 including CEO service fees and signing bonus $9,000 to James Richardson.

There were no expenses incurred relating to the Johan Beetz Feldspar Property prior to the closing of the transaction during the three months ended March 31, 2017.

The Company will expense all costs relating to exploration and development on the property in the period incurred. The Company will maintain a detailed schedule by category of expense incurred on a cumulative basis and report such expenditures to the shareholders by way of a schedule and note attached to the financial statements of the Company.

Selected Financial Information

The following selected financial data is derived from the financial statements of the Company prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards ("IFRS").

Statement of Financial Position data as at	March 31, 2017	December 31, 2016
Cash	$614,176	$3,808
Restricted cash and cash equivalents		$781,100
Recoverable sales tax	$10,876	$2,534
Total Current Liabilities	$96,553	$557,442
Shareholders' Equity	$728,519	$229,700

Summary of Quarterly results (expressed in $ Canadian)

Historical quarterly information of the past most recent eight quarters.

	Mar. 31,	Dec. 31	Sept.30,	June 30,	Mar. 31,	Dec. 31,	Sept.30,	June 30,

	2017	2016	2016	2016	2016	2015	2015	2015
Revenue	464	-	-	-	-	-	-	-
Net loss	24,374	23,529	8,063	5,673	1,883	20,603	26,534	15,679
Loss per share	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Liquidity and Capital Resources,

An initial public offering ("Offering") was completed by Walmer Capital Corp., the predecessor name of the Company, on May 3, 2012 whereby 3,000,000 Common shares were issued for net proceeds of $255,000 (gross before expenses, $300,000) The Company granted 500,000 incentive options to its directors and officers which are exercisable to May 9, 2022 at an exercise price of $0.10 per share.

2,000,000 Founders shares had been issued at a value of $0.05 per share. 1,000.000 of these shares were subsequently cancelled due to failure to complete a Qualifying Transaction within the prescribed 2 year period which resulted in there being 4,000,000 Common shares in issue at a deemed price of $0.10 per Common share.

Directors' and Officers' incentive options totaling 500,000 Common shares were granted May 9, 2012 at an exercise price of $0.10 per share., expiring May 9, 2022 and a further 125,000 incentive options exercisable at $0.10 per share were granted on December 7, 2016 expiring December 7, 2021

The Company, by way of private placements and payment of related fees issued, 17,360,000 Common shares and 6,861,000 warrants. 5,125,000 of the warrants entitle the holder to purchase 1 common share per warrant at $0.10 per share expiring June 7, 2018. 711,000 of the warrants entitle purchase of a share at $.05 and expire on June 12, 2018. 1,025,000 warrants entitle the purchase of a unit at $.05 until June 7, 2018, each unit consisting of one share and one half warrant to acquire a further share at $.10 until the same date.

Cash share issuance costs relating to the above transactions totaled $86,900.

As at March 31, 2017 the Company had $614,176 in cash and cash equivalents, $10,876 in recoverable H.S.T. and $96,553 in liabilities, primarily legal fees settled soon after the quarter end.

Outlook

The business objective of the Company is the acquisition, exploration, development and production of industrial mineral resources from properties primarily in Canada.

The Company will require additional capital to pursue its business objective. There can be no assurance that the Company would be able to raise such additional capital if and when required on terms it considers acceptable. The Company is not subject to any capital requirements imposed by regulatory body, other than of the TSX Venture Exchange (“TSXV”) which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required to maintain operations and cover general and administrative expenses for a period of 6 months.
As of March 31, 2017, the Company is in compliance with these requirements.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. During the current fiscal quarter, there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. In view of the small size of the Company’s management team and the absence of staff beyond that small team, the Company relies fundamentally on the personal involvement of two senior Officers in all transactions and their scrutiny of same.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the quarter covered by this Management's Discussion and Analysis, management of the Company, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual Certification of Disclosure in Issuers' Annual and Interim Filings and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Timely Disclosure, Confidentiality and Insider Trading Policy

Management has adopted the policy to ensure that EnerSpar Corp.. and all persons to whom this Policy applies meet their obligations under the provisions of security laws and stock exchange rules by establishing a process for the timely disclosure of all Material Information.

(i) This policy covers disclosures in documents filed with the securities regulators and written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, presentations by Directors, Officers, Employees or Contractors and information contained on the Company's website and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls and any other public disclosures on behalf of the Company, the content of which would reasonably be expected to affect the market value or price of any security of the Company.

(ii) all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information (as defined therein):

(iii) all appropriate parties who have Undisclosed Material Information are prohibited from Insider Trading (as defined herein) and Tipping (as defined therein) under applicable law, stock exchange rules and this policy; and

(iv) communications to the investing public about the Company are timely, factual, accurate, complete and not misleading, and broadly disseminated in accordance with all applicable legal and regulatory requirements.

Proposed Transactions: Management is continuously examining potential acquisitions or options of additional properties as they are presented to the Company. No such other transactions are presently pending. If the Company makes any commitments as a result of such transactions, it would be announced by way of a prompt press release.

Additional Disclosure for Venture Companies without Significant Revenue

This Management's Discussion and Analysis document covers the period from January 1, 2017. The comparative information normally set out under this heading is fully disclosed in the audited annual statements for the year ended December 31 2016.

Off Balance Sheet Arrangements

There are no off balance sheet arrangements as at March 31, 2017.

Subsequent Events

1,250,000 Directors, Officers and consultant's incentive compensation options were approved by the Board of Directors and issued on April 2, 2017, at an exercise price of $0.05, expiring April 2, 2020. The Board also appointed Mr. Shimmy Posen, an associate in the firm of Garfinkle Biderman LLP, Barristers & Solicitors as Corporate Secretary of EnerSpar.
The Company has begun taking steps towards the creation of an advisory committee to assist management in negotiations with the appropriate First Nation communities including the Innu community of Natashquan (within whose traditional community the mining claims are located), assist in developing customers for high purity potassic feldspar primarily in North America and to provide advice to the Board for future industrial product development.

The Corporation has begun the search for a qualified field geologist to supervise the implementation of the exploration and development program recommended in the NI 43-101 compliant Technical Report.

Due to the late spring and the sometimes difficult weather conditions experienced in the Johan Beetz Bay area of the Cote Nord this spring, the company has delayed attempting to access the site until conditions improve.

Critical Accounting Policies and Estimates

Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Judgments made by management that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed below. The most significant judgments and estimates relate to, but are not limited to, the following:

· Assessment of the going concern presumption to the financial statements;
· The calculation of the fair value of share-based payments and equity settled transactions requiring the use of estimates of inputs in the Black-Scholes option pricing valuation model.

Valuation of equity instruments

The Company has adopted the residual method with respect to the measurement of common shares and warrants issued as private placement units. Warrants attached to units are valued based on the fair value of the warrants using the Black-Scholes option pricing model and the share price at the time of financing, and the difference between the proceeds raised and the value assigned to the warrants is the residual fair value of the shares.
The proceeds from the issue of units are allocated between share capital and reserve for warrants. If and when the warrants are exercised, the applicable amounts of reserve for warrants are transferred to capital stock. Consideration paid on the exercise of the warrants is credited to capital stock.

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans-and-receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through the statement of comprehensive loss. The Company’s cash and restricted cash and cash equivalents are classified as FVTPL.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as either FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. The Company’s trade and other payables, flow through premium liability and financing proceeds held in escrow are classified as other financial liabilities.

Financial Instruments and Other Instruments

The Company’s financial instruments consist of cash, and accounts payable and accrued liabilities. It is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Risks and Uncertainties

The Company has a limited history of existence. There can be no assurance that the Company will be able to obtain adequate financing to continue its exploration beyond the first year program. The securities of the Company should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

The acquisition of a resource property exposes the Company to all of the inherent risks of activity in the resource world including fluctuating commodity and other resource prices, exploration risk, environmental risk, management risk, and potentially construction, financing, production, safety and other execution risks if the Company were to go beyond the exploration stage and seek to put a resource project into production.

Disclosure of Outstanding Share Data

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

Voting or equity securities:

Authorized:	Unlimited Common Shares
	Unlimited Preferred shares that are non-voting,
Outstanding:	23,760,000 Common Shares.

Warrants:

Description	Expiry Date	Exercise Price	Number of Warrants	Fair Value ($)
Broker Warrants	June 12, 2018	$0.05	711,000	$11,400
Share Purchase Warrants	June 7, 2018	$0.10	5,125,000	$141,146
Broker Warrants	June 7, 2018	$0.05	1,025,000	52,778
Total warrants outstanding			6,861,000	$205,334

During the three months ended March 31, 2017, 5,125,000 share purchase warrants were issued. The fair value of the warrants was determined on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected term 1.19 years; expected volatility 100%; expected dividend yield 0%; risk free interest rate 1% forfeiture rate 0%;

Disclosure Controls and Procedures

Management has designed disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief Financial Officer by others within the Company , in an accurate and timely manner in order for the Company to comply with its continuous disclosure and financial reporting obligations and in order to safeguard assets.

Other Information

Additional information about the Company is available on SEDAR at www.sedar.com .