

**EnerSpar Corp.**  
(Formerly Walmer Capital Corp.)  
**Management's Discussion and Analysis**  
For the year ended December 31, 2017  
Expressed in Canadian Dollars

April 30, 2018

**Major accomplishments**

- First phase exploration, mapping, sampling and assaying completed on time and within budget with report pen
- Metallurgical analysis commenced
  
- Initial community consultations held with local First Nation communities well received with plans for future consultations put in place. Oral agreements established to use local contractors where feasible
  
- IOS Services Geoscientific supervised the drilling, logging, sampling and assaying of core from approximately 600 metres of core drilling which was completed by year end. Metallurgical results are pending.
  
- Entered into a letter of intent to complete a business combination with 2462344 Ontario Inc. operating as Blockstation to complete a three-cornered business combination and to spin out its current assets to a new company which will apply for a listing on a Canadian exchange.

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 year ended December 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, 2017, together with the notes thereto dated April 30, 2018. Information contained herein is presented as at April 30, 2018, 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 2461223 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. A fifth adjoining claim has been staked by Globex and is in the process of being approved by the relevant authorities for transfer to the company.

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 year ending December 31, 2017, which have been prepared by EnerSpar's management in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is dated April 30 2018, the date on which the Company's Board of Directors approved it and the financial statements for filing on SEDAR. EnerSpar's public filings, 2017 Annual Report, and Information Circular can be viewed on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **Major accomplishments;**

- First phase exploration, mapping, sampling and assaying completed on time and within budget with report pending
- Initial community consultations held with local First Nation communities well received with plans for future consultations
- put in place. oral agreements established to use local contractors where feasible
- Initial drilling, logging, sampling and assaying core from approximately 600 metres was supervised and managed by IOS Services Géoscientifiques and was completed at the end of December, 2017.
- Metallurgical work on the recovered core samples has commenced and a report is pending.
- A letter of intent was entered into to complete a business combination with 2462344 Ontario Inc. operating as Blockstation to complete a three-cornered business combination and to spin out its assets to a new company which will apply for a listing on a Canadian exchange.

## Results of Operations

During the third quarter EnerSpar retained IOS Services Géoscientifiques Inc., a well-qualified and highly regarded firm of geological consultants and mineral exploration contractors based in Chicoutimi Quebec. IOS completed the initial mapping and sampling program as recommended in the NI 43-101 compliant Technical Report prepared by Mr. Bill McGuinty P. Geo.

EnerSpar signed a second contract with IOS to supervise a drill program which commenced in the last week of November and was completed at the end of December, 2017. The total value of the contract was \$270,000 and included supervision of drillers, sampling, logging of core and maintaining chain of title of material being submitted for assay.

EnerSpar completed its obligation to incur \$352,000 in qualifying resource expenditures pursuant to the provisions of its December, 2016 flow through private placements by the yearend.

A first drilling program has been conducted from November 27 to December 14, to address the quality and continuity of the feldspar bearing pegmatite. A total of 19 short holes, for 585.28 metres of large diameter (HQ) core, were drilled according to a regular grid on the main occurrence, north of the original quarry. Holes were vertical, from outcrop surface to approximately sea level, for a typical depth of 30 metres. The total drilled length was reduced by unexpected rock hardness due to the presence of coarse quartz. Collar locations were surveyed with DGPS. Drill results indicated the continuity of the pegmatite, with less than 1% of gneissic enclaves. Core has been described on site, and shipped to IOS Services Geoscientifiques Inc in Saguenay, where it is securely stored. Core has been sampled with a diamond saw, for a total of 209 samples. Density has been measured for the entire core. Samples were prepared by IOS with the use of

a tungsten carbide pulverizer to avoid iron contamination, and shipped for analysis to COREM in Québec City. All material from sample preparation has been securely kept in preparation from metallurgical testing. Major oxides and contaminants were measured by XRF on borate fused bead. Assays were still pending at date of this MD&A. Quality control procedure, implemented by IOS certified chemist, included insertion of a blank, a duplicate and a certified reference material in each hole. Quality of the initial assays is reported by IOS to be excellent. Since the project is located in near vicinity of the village of Baie Johan Beetz, special care has been taken not to damage the local environment, and an excellent relationship has been established with the community.

Operating expense for the year ended December 31, 2017 of \$822,531 include \$222,000 property acquisition costs, exploration costs of \$355,500 a detailed unaudited breakdown of which is included below professional and management fees of \$115,014, investor relations of \$37,889, printing, courier and other overheads, \$14,773, public company cost \$37,248 and \$40,106 non-cash cost of incentive option grants. The Company is expensing all costs relating to exploration and development on the property in the period incurred. The Company is maintaining a detailed schedule by category of expense incurred on a cumulative basis and reports such expenditures to the shareholders by way of the schedule below.

## Schedule of Exploration Expenditures

Geology, technician and project management	\$154,208
Equipment rental, camp costs and fuel	\$61,621
Sampling	\$17,018
Drilling	\$93,546
Metallurgy	\$12,918
Reporting	<u>\$16,169</u>
Total	<u>\$355,500</u>

## 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:

	December 31, 2017	December 31, 2016
Cash	\$ 215,233	\$ 411,208
Recoverable sales tax	\$ 76,592	\$ 2,534
Current Liabilities	\$ 231,498	\$ 557,742
Flow through premium liability	\$ Nil	\$ 71,100
Shareholders' Equity	\$ 62,592	\$ 229,700

## Summary of Quarterly results (\$ Cdn)

Historical quarterly information of the past most recent eight quarters.

	Dec 31 2017	Sept.30 2017	June 30, 2017	Mar.31 2017	Dec.31 2016	Sept.30 2016	June 30 2016	Mar.31 2016
Revenue	57	288	216	464	-	-	-	-
Net loss	358,317	145,230	71,866	247,118	23,529	8,063	5,673	1,883
Loss per share	(0.015)	(0.01)	(0.00)	(0.01)	(0.01)	(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 and a further 1,250,000 incentive options at an exercise able price of at \$0.05 per share were granted on April 2, 2017 expiring April 2, 2020. On Nov. 14, 2017 a further 500,000 options were issued to management to acquire shares at \$.055 for a period of 3 years.

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 \$0.05 and expire on June 12, 2018. 1,025,000 warrants entitle the purchase of a unit at \$0.05 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 \$89,308.

There were 1,750,000 options exercisable at \$0.05 and \$0.055 issued during the year.

As at December 31, 2017 the Company had \$215,233 in cash and cash equivalents, \$76,592 in recoverable H.S.T. and Q.S.T. and \$231,498 in current liabilities, which included current exploration expenses and accrued audit and legal fees.

## **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 December 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 December 31, 2017.

#### **Other**

During the year ended December 31, 2017, total 1,750,000 Directors, Officers and consultant's incentive compensation options were issued. Out of 1,750,000, 1,250,000 options were issued at an exercise price of \$0.05 expiring April 2, 2020 and 500,000 options were issued at \$0.055 expiring November 14, 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 identified several qualified individuals who have been approached to become members 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.

IOS Services Géoscientifiques Inc. EnerSpar's geological consultants and site managers have completed the initial site mapping and sampling program recommended in the NI 43-101 compliant Technical Report. Initial drilling, core analysis and assaying was completed by the end of December 2017.

Most importantly, EnerSpar is pleased to announce that Mr. Jay Richardson, along with representatives of EnerSpar's geological consultants, IOS Services Géoscientifiques Inc., have had a preliminary meeting and initial community consultation with the Mayor of Baie Johann Beetz, representatives of the First Nation communities in the region and representatives of the Natashquan Community.

EnerSpar's exploration plans and a plan for further engagement with additional meetings and tentative plans to employ the First Nation contractors and personnel wherever possible, which could be a significant boost to the development and economic activity in the area were discussed.

As reported during the year, the Company obtained a listing on the Frankfurt Stock Exchange under the symbol 5E0 in July 2017 and commenced trading thereon.

The Company continues to use the services of a well-respected European IR firm to assist in the dissemination of news to the countries of the European Union.

As disclosed in Note 11 of the Company's December 31, 2017 audited Financial Statements on December 6, 2017 a Letter of Intent was signed with 2462344 Ontario Inc., operating as Blockstation, entered into an arms-length letter of intent in which EnerSpar and Blockstation propose to complete a business combination by way of three-cornered amalgamation will constitute a reverse-takeover and change of business of EnerSpar pursuant to the policies of the TSX Venture Exchange (the "TSXV") and is subject to the acceptance of the TSXV and the approval of the holders of EnerSpar Shares.

Contemporaneously with the completion of the reverse takeover, all of EnerSpar's current assets and liabilities will be transferred to a new corporation and the shares dividended to the existing shareholders pari-passu. The new company will carry on its

current business of exploration for industrial minerals and will apply for a listing on a Canadian stock exchange.

On April 27, 2018, the Canada Revenue Authority advised that a refund payment in excess of \$65,000 would be mailed to the Company on May 8, 2018.

## **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:

the assessment of the going concern presumption to the financial statements;  
and,

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, 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 when 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 non-voting Preferred share

**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	\$17,049
Broker Warrants	June 7, 2018	\$0.05	1,025,000	\$10,132
Total warrants outstanding			6,861,000	\$38,581

During the year ended December 31, 2017, 6,150,000 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](http://www.sedar.com).