

**EnerSpar Corp.**  
**Management's Discussion and Analysis**  
For the Quarter ended March 31, 2019  
Expressed in Canadian Dollars  
Dated May 28, 2019

**Major accomplishment**

**EnerSpar enters into Business Combination Agreement with Mindfull Capital Inc.,  
an  
Organic and Functional Food & Beverage Company.**

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, 2019.

This MD&A has been prepared in accordance with International Financial Reporting Standards (IFRS) and should be read in conjunction with the audited annual financial statements and MDA for the year ended December 31, 2018 and the unaudited financial statements of the Company for the three months ended March 31, 2019, together with the notes thereto. All financial figures are in Canadian dollars.

Information contained herein is presented as at May 28, 2019, 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 guaranteeing 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, 2461223, 2499379, 251607, 251608 and 251609, 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.

During the first quarter of 2019, EnerSpar entered into a Letter of Intent with Mindfull Capital Inc. an organic and functional food & beverage company to undertake a plan of arrangement whereby EnerSpar will spin out its existing assets into a wholly owned subsidiary and acquire all of the outstanding shares of Mindfull subject to all regulatory and shareholder approvals. A definitive Business Combination Agreement was signed on April 16 2019. A more detailed discussion of the transaction can be found in this MDA under the heading "Subsequent Event" and in news releases dated February 7, 2019 and April 16, 2019 and posted to the company's website and SEDAR.

## **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 financial statements and notes thereto for the three months ending March 31, 2019, which have been prepared by EnerSpar's management in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is dated May 28, 2019, the date on which the Company's Board of Directors approved it and the unaudited financial statements for filing on SEDAR. EnerSpar's public filings, 2018 Annual Report, and Information Circular can be viewed on the SEDAR website at [www.sedar.com](http://www.sedar.com) and the Company's website [www.enerspar.com](http://www.enerspar.com)

### **Major accomplishments;**

On April 16, 2019 subsequent to the quarter end, EnerSpar signed a definitive Business Combination Agreement with Mindfull Capital Inc., an organic and functional food & beverage

company, to undertake a plan of arrangement whereby EnerSpar will spin out its existing assets into a wholly owned subsidiary (whose shares will be distributed on a one for one basis to existing shareholders of EnerSpar without dilution to them) and acquire all of the outstanding shares of Mindfull subject to all regulatory and shareholder approvals.

## **Results of Operations**

EnerSpar identified and retained IOS Services Géoscientifiques Inc. (I.O.S.) 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. which can be found on the Company's website.

IOS completed a drill program at the end of December, 2017 which allowed EnerSpar to fulfill its obligation to incur \$355,000 in qualifying resource expenditures pursuant to the provisions of its December, 2016 flow through private placements. More importantly, it enabled the Company to begin to confirm the historic non-43-101 results from the period when the property had been in production and intervening periods. It is gratifying to see that the initial drilling report, covering only one small area of the larger project, does tend to confirm the earlier non-compliant resource reports for this small area.

IOS issued its report, dated May 8, 2018, on the results of the 2017 mapping, sampling and assaying of 209 samples from the drill program completed December 31, 2017. The report, which has **not** been written in accordance with National Instrument 43-101 standards, does confirm historically reported grades of potassic and sodium feldspar and recommends that additional systematic drilling be undertaken to expand the drill pattern and complete a resource estimation.

It is recommended that EnerSpar employ a Rotary Air Blast (RAB) drill which, IOS suggests, should reduce drilling costs by up to 60%. Planning is now going ahead for a much larger drill program expected to be conducted in early 2020 with a view to assembling sufficient drill

information for a preliminary resource estimate to be undertaken. IOS recommended that the company mount its drill program once the ground has frozen to minimize disturbance of low-lying areas. With the decision taken to enter into the Mindfull transaction, it was not possible to undertake the drilling while the ground was frozen this past winter and the drill program has been deferred until the company reorganization has been completed.

On February 9, 2019, the Company entered into an arms-length Letter of Intent with Mindfull Capital Inc. an extremely well connected food & beverage company whereby EnerSpar and Mindfull proposed to complete a business combination by way of three-cornered amalgamation and the spinout of the Company's mineral assets.

On April 16, 2019 the Company signed a definitive Business Combination Agreement with Mindfull Capital Inc. to complete the above transaction subject to regulatory and shareholder approvals.

Subsequent to the quarter end, three directors exercised certain of their Incentive share purchase Options for a total of \$53,250 for the issuance of 1,025,000 shares.

It is the company's intention to continue exploration of the Johan Beetz feldspar property on completion of the Mindful business combination at which point the exploration assets and liabilities will reside in a new company to be dividdened to the existing EnerSpar shareholders subject to all regulatory approvals being received. It is the intention of the company to seek a new listing on the CSE for those shares.

In the meantime, all shareholders will have an interest in the Mindfull business through the one-eighth fractional number of their existing shares that they will hold post-consolidation in Mindfull.

## **Results of Operations – First Quarter of 2019**

Operating expenses during the quarter of \$17,753 consisted of management fees of \$16,000, recovery of professional fees of (\$1,358); \$2,130 of public company costs; and office expenses of \$981 with a resulting net loss of \$17,753 or a basic and fully diluted loss of \$0.001 per share.

The Company expenses all costs relating to acquisition, exploration and development of the property in the period incurred. The Company is maintaining a detailed schedule by category of expense incurred on a cumulative basis and report such expenditures to the shareholders by way of a schedule included within the annual MDA and included in the annual report of the Company.

### **Schedule of Exploration Expenditures**

Total exploration expenses to March 31, 2019 on the Baie Johan Beetz Project in Quebec amount to \$355,500.

### **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, 2019	March 31, 2018
Cash	\$41,699	\$78,464
Recoverable sales tax	\$20,585	\$80,162
Current Liabilities	\$116,776	\$131,437
Shareholders' Equity (Deficit)	(\$53,829)	\$27,199

**Summary of Quarterly results**

Historical quarterly information of the past most recent eight quarters.

(\$Cdn)

	Mar 31 2019	Dec.31, 2018	Sept.30, 2018	June30 2018	Mar.31 2018	Dec.31 2017	Sept.30 2017	June30, 2017	Mar.31 2017
Revenue	Nil	Nil	Nil	Nil	28	576	288	216	464
Net loss	17,753	63,719	22,343	13,983	35,403	358,317	145,230	71,866	247,118
Loss per share	(0.001)	(0.003)	(0.001)	(0.001)	(0.001)	(0.015)	(0.006)	(0.003)	(0.010)

**Liquidity and Capital Resources**

Since the Issues of shares in connection with the Qualifying Transaction in December 2017 and March 2017, the only shares issued by the Company were in connection with the exercise of an Option by a consultant for the issue of 200,000 shares in 2018.

Subsequent to the quarter end in May 2019, 1,025,000 additional share options were exercised for net proceeds of \$53,250.

There were no options or warrants issued during the fourth quarter of 2017 or the first quarter of 2019.

As at March 31, 2019 the Company had \$41,699 in cash and cash equivalents, \$20,585 in recoverable sales tax and \$116,776 of current liabilities, which are primarily amounts due to geological consultants, lawyers and accountants.

## **Outlook**

The business objective of the Company is the acquisition, exploration, development and production of industrial mineral resources from properties primarily in Canada as well as examining other opportunities to enhance shareholder value.

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, 2018, the Company was not in compliance with these requirements. To assist in rectifying this situation, the company has arranged that certain of the outstanding options be exercised by the option holders prior to their expiry for net proceeds of \$54,250 which was completed in **May**, 2019.

It is anticipated that, following Closing of theMindfull transaction that the subsidiary which will become independent and carry on the business of EnerSpar after the divinding out of its shares to the existing shareholders, will undertake a financing to provide for the intended stage 3 exploration program and the satisfaction of the liabilities referred to above.

## **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 transactions other than the Mindfull Capital Inc. Business Combination Agreement are presently pending. If the Company makes any commitments as a result of such considerations, 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, 2019 to May 28, 2019. The comparative information normally set out under this heading is fully disclosed in the audited annual statements for the year ended December 31, 2018.

## **Off Balance Sheet Arrangements**

There are no off-balance sheet arrangements as at May 28, 2019 other than the business arrangement with Mindfull Capital Inc. as described above.

## **Other:**

### **Possible effects of climate change on the Company's operations.**

The Company continues to examine the potential impact of climate change on the development of the Johan Beetz property which has direct access to the Gulf of St Lawrence. In that predicting precisely how the climate may change in this area is an inexact science at this time, the Company has determined that several scenarios could develop. If the climate becomes warmer and drier, access to the site may be easier and less expensive to develop as low-lying areas, which can be wet may become drier, thus more easily traversed. Conversely, if the climate were to become warmer and wetter with low lying areas becoming wetter, access costs could increase due to additional construction costs of access roads.

If the winter season were to become shorter, the time for easy and inexpensive access to drilling sites across frozen ground could be reduced thus reducing the window of opportunity to easily and relatively inexpensively access drill sites.

If sea levels rise, as is being predicted, the Company would need to raise its load out dock to accommodate vessels as a result of the rising water level. Additionally, for every 1 centimetre

of sea level rise, the minable depth of the proposed quarry would be reduced by a corresponding amount. The resource drilling was done to sea level (approx. 3100 centimetres of vertical depth) and flooding could result if the quarry floor were below sea level thus possibly reducing the volume of accessible mineral.

As we have stated in the past, EnerSpar's exploration plans and a plan for further engagement with First Nation contractors and personnel located in the area wherever possible, continue to develop. It is the Company's intent to continue the recommended exploration program in a new wholly owned subsidiary created specifically to hold the exploration assets and liabilities of EnerSpar, all of the share of which will be dividended to the current shareholders of EnerSpar concurrent with the completion of the Mindful Capital Inc. transaction which is subject to receipt of satisfactory tax, corporate and securities law advice and all regulatory and shareholder approvals.

## **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:**

<b>Authorized:</b>	Unlimited Common Shares Unlimited non-voting Preferred shares
<b>Outstanding:</b>	23,960,000 Common Shares.

### **Warrants:**

The Company had broker and share purchase warrants totaling 6,861,000 expiring June 7 and June 12, 2018 all of which expired unexercised. There are no warrants presently outstanding.

## **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.

## **Subsequent Events**

On April 16, 2019, EnerSpar Corp. and MindFull Capital Inc. signed a Definitive Business Combination Agreement. The transaction is structured as a business combination whereby EnerSpar will acquire all voting securities of MindFull. EnerSpar will spin out its existing assets into a wholly owned subsidiary whose shares, subject to regulatory and shareholder approval, will be distributed as a dividend to the EnerSpar shareholders concurrent with the completion of the Mindful transaction. The final structure for the proposed transaction is subject to satisfactory tax, corporate and securities law advice for both EnerSpar and MindFull and approval of the shareholders of both parties.

**Exercise of Options**

Subsequent to March 31, 2019, 1,025,000 options were exercised for total cash proceeds of \$53,250. An Annual and Special Meeting of the shareholders has been called for June 14, 2019 to be held in Calgary, Alberta and all appropriate Notice of Meeting and Proxy Information Circular is being mailed to shareholders as prescribed.

**Other Information**

Additional information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on the Company's website at [www.enerspar.com](http://www.enerspar.com).

As approved by the Board

May 28, 2019