

POWER AMERICAS MINERALS CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the Period Ended June 30, 2018

POWER AMERICAS MINERALS CORP.
(the “Company”)
SELECTED FINANCIAL INFORMATION
AND MANAGEMENT DISCUSSION AND ANALYSIS

This Management’s Discussion and Analysis (“MD&A”) prepared as of August 28, 2018, should be read in conjunction with the Company’s unaudited condensed consolidated interim financial statements for the nine months ended June 30, 2018 and the related notes thereto prepared in accordance with International Financial Reporting Board (“IFRS”) as issued by International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Committee (“IFRC”). The reader should also refer to the audited financial statements and notes thereto for the year ended September 30, 2017 prepared in accordance with IFRS.

MD&A supplements but does not form part of the unaudited condensed consolidated interim financial statements and notes thereto for the nine months ended June 30, 2018. All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information relating to the Company is available on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in this document constitute “forward-looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or development.

INTRODUCTION

Power Americas Minerals Corp. (formerly Victory Ventures Inc.) (the “Company”) was incorporated on November 8, 2009 under the *Business Corporations Act* of British Columbia. The Company’s primary business activity is mineral property exploration and development. On August 3, 2011, the Company’s common shares were listed for trading on the TSX Venture Exchange (“TSX-V” or the “Exchange”). Effective February 17, 2017 the Company’s name was changed to Power Americas Minerals Corp. The Company’s shares trade on the TSX-V under the symbol PAM, on the Frankfurt Stock Exchange under the symbol VVO:GR and on the U.S. Over the Counter Market (“OTC”) under the symbol PWMRF. The Company’s head office and registered and records office is located at Suite 1080, 789 West Pender Street, Vancouver, BC, V6C 1H2 Canada.

Thomas Edison Mine and Kittson Cobalt Property, Northeastern ON

On January 23, 2017, the Company entered into an option agreement to acquire a 100% interest in the Kittson Cobalt Property (“Kittson Property”). The Kittson Property is comprised of five unpatented mining claims totalling 68 units having a combined area of approximately 1,090 hectares.

Under the terms of the Option Agreement the Company can earn a 100% interest in the Kittson Property for an aggregate purchase of \$1,155,000 payable by a combination of common shares and cash, of which \$1,125,000 of the purchase price was satisfied by the issuance of 6,250,000 common shares at a deemed price of \$0.20 per common share, and \$30,000 cash payable within 12 months following the execution of the Option Agreement. The

Kittson Property is subject to an underlying 2% Net Smelter Return royalty, of which 1.5% may be purchased by the Company for \$1,000,000.

On December 7, 2017, the Company announced the completion of the initial prospecting program which included reconnaissance prospecting and geological mapping. The primary focus of the 2017 exploration program was to define and better understand the historic cobalt mineralization on the project in order to develop drill targets for a future drill program. Preliminary prospecting results from this program returned up to 3.66% Cobalt (see PAM news release 10-03-2017).

On January 23, 2018, the Company announced it has commenced drilling and key highlights of this work program include:

- 2,000 m helicopter supported diamond drill program
- 16 holes planned at the historic Shakt-Davis mine
- 2 holes planned on the northern extension of the historic Edison mine
- Drill holes lengths ranging from 75 to 250 metres will test mineralization both near surface and below historic workings

On February 8, 2018, the Company closed the acquisition of an additional 100% interest in 10 unpatented mining claims totaling 140 units having a combined area of approximately 2,240 hectares. The Company's 100% owned Kittson project now consists of 216 unpatented claims having a combined area of approximately 4,440 hectares. Eight of the new claims are contiguous to the Kittson Property. Two of the new claims are approximately 5 km south of the Kittson Property's southern boundary. The Company acquired 100% interest in the properties by the issuance of 13,000,000 common shares of the Company at a deemed price of \$0.11625 per share and a cash payment of \$30,000.

On May 23, 2018 the Company announced the first results of their winter diamond drilling program on their Kittson-Cobalt Project. A total of 17 drill holes, totaling 1,750 metres, of BTW-size core were drilled, 15 targeting the Shakt-Davis mine area and 2 holes targeting the eastern extension of the Edison mine. The program successfully intersected the fracture zone that hosts the Shakt-Davis mineralization over a strike length of 125 metres and to a maximum depth of 170 metres. The fracture zone ranged from 5 to 30 metres wide (drilled core length) and hosted several 0.1 - 1.0 metre quartz-carbonate veins surrounded by intense carbonate alteration. Fracture- and vein-controlled cobalt mineralization in the form of smaltite occurred throughout this zone with values up to 0.05% Co over 29.24 metres (see PAM news release 05-23-2018).

On May 30, 2018 the Company executed an agreement to purchase the Thomas Edison mine located in the area of Kittson-Cobalt Property (the "Edison Purchase"). The Edison Purchase closed on June 11, 2018. The purchase price of the mine is \$25,000 in cash and expenses. The mine lies on the same fracture system that hosts the ShaktDavis mine located ~1 km to the east. The Edison Purchase, consists of one 16 hectare patented claim with both surface and mineral rights.

On June 6, 2018 the Company announced the final results of the winter diamond drilling program on the Kittson-Cobalt Project. A total of 17 drill holes, totaling 1,750 metres, of BTW-size core were drilled, 15 targeting the historic Shakt-Davis mine area and 2 holes targeting the eastern extension of the historic Edison mine. The program extended the Shakt-Davis mineralization east of the existing mine workings. Holes KIT-18-009 and - 010 represent the furthest east drilling on the Shakt-Davis structure returning up to 0.12% cobalt over 6.23 meters including 0.56% cobalt over 0.57 meters. The mineralization remains open to the east. The final two holes of the program (KIT-18-016 and -017) tested the eastern extension of the historic Edison mine. Both holes successfully intersected the Edison structure returning up to 0.40% cobalt over 0.41 meters, indicating that the Edison structure has exploration potential outside of historic mine workings as well.

On August 14, 2018, the Company announced it has commenced the summer drill program on the Kittson Property. A total of 20 holes for 2,000 metres are planned on the newly acquired Thomas Edison mine.

Highlights:

- 2,000-meter helicopter supported drill program now underway
- 20 holes planned at the historic Thomas Edison mine
- Drill holes lengths ranging from 50 to 200 metres will test mineralization both near surface and below historic workings

The Thomas Edison mine has not seen any exploration since 1907. The drilling program was delayed by severe forest fires in northeast Ontario this summer, one of which burned small portion of the Kittson-Cobalt Project's western claim group. These fires caused a prohibition by the Ministry of Natural Resources and Forestry of Ontario on the use of machinery in the woods which was only recently lifted. The fracture zone, which hosts the Thomas Edison mine, is interpreted to be the same that hosts the Shakt-Davis mine located 1 km to the east. The Shakt-Davis mine has returned grab samples up to 3.66% cobalt and 0.46% Co over 1.50 meters in shallow drilling. Concurrent with the diamond drill program, an extensive regional mapping and prospecting program is underway on the Larger Kittson Cobalt project. This program will trace the full extent of the fracture system which hosts the Thomas Edison, Shakt-Davis and Kittson mines, as well as follow up on initial prospecting on the western claim group.

Spirit River Lithium Project, Fox Creek-Swan Hills, AB

On August 18, 2016, the Company announced that the Province of Alberta has approved the transfer to the Company of a 100% undivided interest in four contiguous metallic and industrial minerals exploration permits covering four townships northwest of the Fox Creek-Swan Hills area in the Peace River Arch District (the "Acquisition Area").

The exploration permits encompass an area of approximately 36,800 hectares. There are more than 800 well sites within the permitted area as documented by the Province of Alberta, which of some are producing wells with lithium content in well brines. The Acquisition Area is within MGX Minerals' Peace River Arch South area of permits and contiguous southeast to their Pouce Coupe sub-property.

On March 16, 2017, the Company announced that the Province of Alberta had approved the Company's application for a 100% undivided interest in a further six metallic and industrial minerals exploration permits covering six townships northwest of the Fox Creek-Swan Hills district in the Peace River Arch-Spirit area of northwestern Alberta.

On January 11, 2017, the Company announced the commencement of an exploration program to be conducted by APEX Geoscience Ltd. Brine sampling will be conducted on approximately 10 – 20 oil and gas wells and will undergo geochemical analysis by Maxxam Analytics Inc. at its Petroleum Technology Centre located in Edmonton, AB.

On May 31, 2017, the Company announced the results of the brine samples taken from the Spirit River Lithium Project. Brine samples were tested for potentially elevated concentrations of lithium and other important elements in reservoirs/aquifers underlying Spirit River landholdings. No significant results were returned. The Company and its consultants are reviewing the results to determine the next phase of exploration. The Company's consultant Apex Geoscience Ltd. of Edmonton, AB conducted the brine sampling program and the brine samples were sent to Maxxam Analytics Inc. for geochemical analysis at its Petroleum Technology Centre located in Edmonton, AB.

Geological information presented herein was summarized by Neil Pettigrew, M.Sc., P.Geo., Vice President of Exploration and a director of the Company, and a Qualified Person as defined by National Instrument 43-101.

Outlook for the Coming Year

For the upcoming 2018 fiscal year, the priority of the Company will be to assess the results of the exploration work currently being conducted on the Kittson property and the newly acquired Thomas Edison Mine to determine what future action on the property as warranted. The Company is also actively conducting due diligence on new opportunities.

Results of Operations

	For the Nine Months Ended June 30, 2018 (Unaudited)	For the Nine Months Ended June 30, 2017 (Unaudited)	For the Nine Months Ended June 30, 2016 (Unaudited)
	\$	\$	\$
Net loss for the year	932,606	369,594	196,433
Basic/Diluted loss per share	0.02	0.02	0.01
	As at June 30, 2018 (Unaudited)	As at June 30, 2017 (Unaudited)	As at September 30, 2017 (Unaudited)
	\$	\$	\$
Current assets	2,405,949	623,416	418,495
Exploration and evaluation assets	4,661,887	1,178,850	1,353,779
Shareholders' equity	7,016,440	1,765,739	1,729,522

For the nine months period ended June 30, 2018

For the nine months ended June 30, 2018, the Company reported \$Nil revenue (2017: \$Nil) and an overall loss of \$932,606 (2017: \$369,594). Management services were \$102,000 (2017: \$67,000), consulting was \$61,100 (2017: \$13,100), office and sundry was \$36,947 (2017: \$9,351), stock-based compensation was \$516,508 (2017: \$163,588), transfer agent and filing fees were \$50,172 (2017: \$22,233), travel was \$26,986 (2017: \$11,912), advertising and promotion were \$120,546 (2017: \$4,307) and accounting, audit and legal were \$18,347 (2017: \$78,103) for the period. Overall increase in expenses is primarily the result of increased business activity resulting from the acquisition of the Kittson Cobalt Property and the related exploration program.

For the nine months period ended June 30, 2017

For the nine months period ended June 30, 2017, the Company reported \$Nil revenue (2016: \$Nil) and an overall loss of \$369,594 (2016: \$196,433). Management services were \$67,000 (2016: \$45,000), office and sundry were \$9,351 (2016: \$36,067), stock-based compensation of \$163,588 (2017: \$43,331) and accounting, audit and legal were \$78,103 (2016: \$42,437) for the period.

Liquidity and capital resources

As of June 30, 2018, the Company had an approximate working capital of \$2,354,553 (September 30, 2017: \$375,743).

For the ensuing year, the Company estimates that the aggregate monthly cost of administration will be approximately \$30,000 for a total aggregate annual cost of approximately \$360,000.

The Company expects to incur losses for at least the next 24 months and there can be no assurance that the Company will ever make a profit. To achieve profitability, the Company must advance its properties through further exploration in order to bring the property to a stage where the Company can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Company's ability to continue as a going-concern is dependent upon its ability to advance exploration properties to the development stage and achieve profitability by taking the property to production or from the sale of the property. The Company is dependent upon raising equity financing or obtaining short-term loans to continue to advance its property interests and fund ongoing operations. The condensed consolidated interim financial statements are prepared on a going concern basis, which implies that the Company will realize its assets and discharge its liabilities in the normal course of business. The condensed consolidated interim financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Company were unable to achieve and maintain profitable operations.

An analysis of the quarterly results over the last four quarters shows a substantial variance which can be attributed to the Company incurring varying professional, office and general costs period over period.

Selected Quarterly Financial Data

Results for the last eight quarters ending June 30, 2018:

	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
	\$	\$	\$	\$
Net loss for the period	206,214	123,305	603,085	199,421
Basic/Diluted loss per share	0.00	0.00	0.02	0.01
Current assets	2,405,949	422,197	840,274	418,495
Exploration and evaluation assets	4,661,887	4,507,756	1,553,358	1,353,779
Shareholders' equity	7,016,440	4,852,586	2,343,391	1,729,522

	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
	\$	\$	\$	\$
Net loss for the period	43,379	277,852	48,363	68,204
Basic/Diluted loss per share	0.00	0.01	0.00	0.00
Cash & cash equivalents	623,416	677,633	550,075	87,085
Mineral properties	1,178,850	1,171,250	2,500	2,500
Shareholders' equity	1,765,739	1,809,118	523,132	79,207

Selected Share Capital Data

As at June 30, 2018 and the date of this MD&A there were 70,803,998 common shares issued and outstanding.

On September 23, 2017, the Company's board of directors authorized a plan to proceed with a consolidation of its outstanding common shares on the basis of four (4) pre-consolidation Shares for one (1) post-consolidation Share. All share, share equivalent, and per share amounts have been restated to retrospectively reflect this consolidation.

On May 8, 2018 the Company completed a brokered private placement of flow-through common shares (the "Flow-Through Shares") and non-flow-through units (the "Units"). The brokered private placement consisted of

6,666,666 Flow-Through Shares at a price of \$0.15 per Flow-Through Share and 11,216,666 Units at a price of \$0.15 per Unit, for total gross proceeds of \$2,682,500 (the "Private Placement"). Each Unit consists of one common share (a "Common Share") of the Company and one common share purchase warrant (a "Warrant") exercisable into one Common Share of the Company at a price of \$0.25 per Warrant for a period of 36 months from the date hereof. The Private Placement was brokered by Canaccord Genuity Corp. and Gravititas Securities Inc. (together "the Agents"). The Agents were paid a commission comprised of a cash fee in the amount of \$214,600 and issued an aggregate of 1,430,666 Agents' warrants. Each Agents' warrant is exercisable into one Unit at a price of \$0.15 per Unit for a period of 36 months from the closing date. In addition, the Company also issued the Agents 894,166 Units as a corporate finance fee in connection with the Private Placement.

On November 6, 2017, the Company closed a non-brokered private placement of 15,000,000 units at a price of \$0.05 per unit for total gross proceeds of \$750,000. Each unit consisting of one common share and one common share purchase warrant, with each Warrant entitling the holder to purchase one common share of the Company for a period of two (2) years from the closing at an exercise price of \$0.10 per common share. The Company paid cash finders' fees of \$51,555 on the Private Placement.

On January 26, 2017, the Company issued 25,000,000 shares at a deemed price of \$0.045 per share with a fair value of \$1,125,000 to the vendor of Kittson Cobalt Property.

On December 20, 2016, the Company completed a private placement financing of 25,000,000 Shares at a price of \$0.02 per Share for gross proceeds of \$500,000. The Company paid a total of \$50,000 and issued a finder's warrant for 1,250,000 share purchase warrants, exercisable to acquire 1,250,000 common shares at \$0.05 per share until December 20, 2018.

On November 30, 2016, the Company completed a private placement financing of 2,625,000 Units at a price of \$0.02 per Unit for gross proceeds of \$52,500. Each Unit consists of one common share and one share purchase warrant, entitling the holder to acquire an additional common share at \$0.05 per share until November 23, 2018. The Company paid a total of \$4,500 and issued a brokers warrant for 75,000 share purchase warrants, exercisable to acquire 75,000 common shares at \$0.05 per share until November 23, 2018.

As at June 30, 2018 and the date of this MD&A there were 3,350,000 incentive stock options outstanding and exercisable.

Outstanding and exercisable	Exercise price	Expiry date
	\$	
550,000	0.20	February 10, 2022
300,000	0.12	November 13, 2019
2,500,000	0.20	December 7, 2022
3,350,000		

As at June 30, 2018 and at the date of this MD&A there were 31,090,258 share purchase warrants outstanding.

Outstanding	Exercise Price	Expiry Date
	\$	
593,750	\$ 0.20	November 23, 2018
625,000	\$ 0.20	December 20, 2018
14,900,000	0.10	November 2, 2019
13,541,498	0.25	May 8, 2021
1,430,000	0.15	May 8, 2021
31,090,248		

Management's Responsibility for Financial Statements

The information provided in this report, including the condensed consolidated interim financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets and liabilities. Management believes such estimate have been based on a careful judgments and have been properly reflected in the accompanying consolidated financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information. The Company's CEO and CFO have confirmed to the Company that they are satisfied with the effectiveness of the Company's system of disclosure controls and procedures as at June 30, 2018 based upon their evaluation of the effectiveness of such disclosure and controls procedures.

Management of Capital and Business Prospects

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued capital stock, warrants, contributed surplus and deficit, in the definition of capital. Management adjusts the capital structure as necessary in order to support the discovery, acquisition, development and mining of economically-viable precious and base metal mineral resources. The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the three months period ended December 31, 2017. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

The properties in which the Company currently has an interest are in the exploration stage. As such the Company is dependent on external financing to fund its activities. In order to carry out its planned exploration programs and pay for management and administrative costs, the Company will spend its ongoing working capital and raise additional amounts as needed.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Accounting Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results may differ from these estimates.

Areas of significant judgement, assumptions and estimates in the financial statements are:

- Classification of expenditures as exploration and evaluation expenditures or operating expenditures
- Going concern assessment
- Impairment reviews for exploration and evaluation assets
- Fair value of share-based payment and financial instruments
- Recoverability measurement of deferred tax assets

Changes in Accounting Standards

The condensed consolidated interim financial statements have been prepared in accordance with the principles of International Financial Reporting Standards ("IFRS") as set out in CPA Canada Handbook - Accounting. These condensed consolidated interim financial statements therefore comply with IFRS as issued by the International Accounting Standards Boards ("IASB") and interpretation of the International Financial Reporting Interpretations Committee ("IFRIC").

At the date of the approval of the condensed consolidated interim financial statements, a number of standards and interpretations were in issue but not yet effective. The Company considers that these new standards and interpretation are either not applicable or are not expected to have a significant impact on the Company's condensed consolidated interim financial statements.

Financial Instruments and Related Risks

The Company manages capital and its exposure to financial risks by ensuring it has sufficient financial capacity to support its exploration development plans and long-term growth strategy.

The Company is subject to various financial risks that could have a significant impact on financial conditions and the Company's ability to advance its exploration projects. These risks include liquidity risk, credit risk, currency risk and financial market conditions relating to interest rates and mineral commodity prices.

Liquidity Risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company attempts to manage liquidity risk by maintaining sufficient cash balances to satisfy current and planned expenditures. The Company may from time to time have to issue additional shares to ensure there is sufficient capital to meet long term objectives.

Credit Risks

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is attributable to cash. To limit its exposure to credit risk, the Company held its cash with high-credit quality financial institutes in Canada.

Foreign Currency Exchange Risk

Foreign currency is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Global Financial Market Conditions

Events and conditions in the global financial markets, particularly over the last two years continue to impact commodity prices, interest rates and currency rates. These conditions, as well as market volatilities, may have a positive or negative impact on the Company's operating costs, project exploration and development expenditures, and planning the Company's projects.

Fair Value

The fair value or the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measure at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – inputs that are not based on observable market data

Related Party Transactions

Transactions with related parties during the three months ended are as follows:

- (i) The Company incurred a total of \$102,000 (2017: \$66,000) for management services and \$nil (2017 - \$6,000) for the provision of office facilities and equipment to a company controlled by a director.
- (ii) The Company incurred a total of \$nil (2017 - \$27,000) in corporate secretarial services to a company controlled by an officer.
- (iii) The Company incurred a total of \$nil (2017 - \$9,000) in accounting services to a company controlled by a director.
- (iv) The Company incurred a total of \$40,000 (2017 - \$13,100) in consulting fees to a company controlled by a director.

Monetary transactions with related parties have been recorded at their exchange amount, being the value of consideration as agreed to between the parties.

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Under Canadian securities laws, because the Company is a venture issuer, it is not required to certify the design nor provide an evaluation of its disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") and therefore, has not completed such an evaluation. Accordingly, this MD&A does not contain a discussion relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109. In particular, management of the Company is not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

Accordingly, inherent limitations on the ability of the Company's management to design and implement on a cost effective basis DC&P and ICFR for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

For the fiscal year ended September 30, 2011, the fiscal year ended September 30, 2012, the fiscal year ended September 30, 2013, the fiscal year ended September 30, 2014, the fiscal year ended September 30, 2015, the fiscal year ended September 30, 2016, and the fiscal year ended September 30, 2017, there were no changes in policies or procedures for DC&P and ICFR as compared to the prior fiscal years.

Additional Information

Additional information relating to Power Americas Minerals Corp. may be found on SEDAR at www.sedar.com and on the Company's website at www.poweramericascorp.com.