



**VOLT CARBON TECHNOLOGIES Inc.
MANAGEMENT DISCUSSION & ANALYSIS
For the three and nine months ended July 31, 2024**

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1 INTRODUCTION

This Management Discussion and Analysis (“MD&A”) dated September 24, 2024 has been prepared in accordance to National Instrument 51-102F1 and approved by the Board of Directors of Volt Carbon Technologies Inc. (“Volt” or the “Company”).

This MD&A of the results of operations and the financial condition of Volt supplements but does not form part of the unaudited condensed consolidated interim financial statements and accompanying notes of the Company for the period ended July 31, 2024 (the “Interim Financial Statements”) which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). Hence, the following discussion and analysis of the financial condition and results of operations of Volt should be read in conjunction with the unaudited condensed consolidated interim financial statements for the period ended July 31, 2024.

With respect to timely disclosure by Volt of data and information in general, and in the MD&A, materiality and material information is considered by the Company as something that would be likely to affect the Company’s share price or influence an investor’s decision whether or not to purchase, sell, or hold shares once it becomes known to the public.

All forward-looking statements, including those not specifically identified herein, are made subject to the cautionary language at the end of this MD&A and readers are advised to refer to it when reading any 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 developments.

Additional information can be found on Volt on the SEDAR+ (www.sedarplus.ca) and on the Company’s website (www.voltcarbontech.com).

The Interim Financial Statements have been prepared on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than normal course of business and at amounts which may differ from those shown in the Interim Financial Statements.

As at July 31, 2024, the Company has incurred a loss from operations of \$1,387,065, has a working capital deficit of \$769,985, negative cash flow from operations of \$926,560 and an accumulated deficit of \$31,110,942. As the Company currently has limited revenue generating activity, it is dependent upon obtaining additional equity and debt financing

to fund its research activities and continue as a going concern. During the period, the Company raised proceeds of \$1,373,981 through private placements of units.

This condition, along with other matters as set forth in the above paragraph, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2 CORPORATE STRUCTURE

The Company (formerly Saint Jean Carbon Inc. and previously Torch River Resources Inc. and previous to that, Torch River Mines Ltd.) was incorporated on June 18, 1997, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) and extra-provincially registered to carry on business in the provinces of Saskatchewan, British Columbia and Quebec. On March 26, 2004, the Company was officially formed from the amalgamation of Tael Capital Inc. and Torch River Mines Ltd. under the *Business Corporations Act* (Alberta) under the name Torch River Resources Ltd. The amalgamation was the Company's Qualifying Transaction for listing on the TSX Venture Exchange. On October 30, 2013, the Company changed its name from Torch River Resources Ltd. to Saint Jean Carbon Inc.

On May 27, 2021, the Company acquired all the issued and outstanding shares of Solid Ultrabattery Inc. ("SUB"), an Ontario company involved in the research and development of solid state batteries.

On February 16, 2022, the Company announced a change of corporate name from "Saint Jean Carbon Inc." to "Volt Carbon Technologies Inc." and a change of stock symbol on the TSX Venture Exchange from "SJL" to "VCT".

Volt is a reporting issuer in Alberta and British Columbia. The Company shares are also traded in the United States on the OTC market under the symbol TORVF. The Company is a Venture issuer and is not required to file an Annual Information Form.

The head office of the Company is located at 70 Country Hills Landing NW, Suite 117, Calgary, Alberta T3K 2L2 and registered office of the Company is located at Suite 2100, 222 – 3rd Avenue, SW Calgary, Alberta T2P 0B4.

3 DESCRIPTION OF BUSINESS

3.1 Mineral Properties

Volt is a junior resource company involved in the acquisition and exploration of property interests that are considered potential sites for future mining opportunities. The Company continues to hold mineral rights multiple historic molybdenum properties in British Columbia and a graphite property in Quebec.

3.2 Red Bird Property

The Red Bird molybdenum property consists of three mineral claims situated in the Skeena Mining Division of west central British Columbia 133 kilometers southwest of Burns Lake and 105 kilometers north of Bella Coola. The property covers an area of 444.49 hectares centered on latitude 53°17'44" North and longitude 127°00'34" West in NTS map area 93E/6.

The Company presently holds a 25% undivided interest in the Red Bird Property. The Red Bird Property represents an advanced molybdenum, copper and rhenium porphyry target. The Red Bird Property comprises 3 tenures for a total of 444.49 ha. All three of the tenures expire on June 30, 2026. There is no further work required to keep these tenures in good standing.

3.3 Mount Copeland Property

The Mount Copeland Property featured underground production (1970-73) which produced 171,052 tonnes of molybdenum ore and produced 1,193,222 Kg of molybdenum. The calculated head grade for this production was 0.732% Mo. When the Mount Copeland Property was in production in 1970 development work indicated 163,340 tonnes of ore at a grade of 1.83% MoS₂ (or 1.1 % molybdenum). The ore indicated prior to mining, has been essentially extracted. The information above is included for comparison purposes only, see MINFILE Record Summary for MINFILE No. 082M 002 (Mount Copeland), B.C. Ministry of Energy, Mines and Petroleum Resources and the MINFILE Productions Detail Report, B.C. Geological Survey, B.C. Ministry of Energy, Mines and Petroleum Resources) This can be viewed at:

<http://minfile.gov.bc.ca/Summary.aspx?minfilno=082M++002>

http://minfile.gov.bc.ca/report.aspx?f=PDF&r=Production_Detail.rpt&minfilno=082M++002

In 2008, there was a 10-hole drill program of 2,878 meters completed.

On January 5, 2010, the Company announced results of 31 samples from 7 drill holes from 2008 that were assayed for Rare Earth Elements. A further release dated March 9, 2010 provided mean average values for rare earth elements from the 31 core samples and 53 soil samples. The Mount Copeland property has a single tenure comprising a total of 233.10 hectares. The tenures expires on October 16, 2024. Volt plans to continue to keep these tenures in good standing beyond 2025 by performing further exploration.

3.4 Lochaber Property

The Lochaber Property is located in the Province of Quebec. The claims consists of six tenures (360.54 ha). The tenures are registered with the Ministère de l'Énergie et Ressources Naturelles du Québec (MERN) to the Company. The six tenures all expire on June 16, 2025. Volt plans to continue to keep these tenures in good standing beyond 2025 by performing further exploration. It is anticipated that the Company's air classification process may be used in the future development of the Lochaber Property.

3.5 Air Classifier Processing Plant

The Company has proprietary technology consisting of an air classifier (the "**Air Classifier**") that converts graphite bearing ore into high purity graphite. The Air Classifier is capable of processing and purifying graphite in small batches and is in the scale up phase. The process enables purification of graphite in a dry environment without the use of any water and reagents.

In Sept 2022, the company began to recommission a new research facility in Scarborough Ontario which was formally announced on Nov 17th, 2022. After leasehold improvements were completed, the Air Classifier, equipment and components comprising the plant (the "**Plant**") were moved from storage into this facility. At the end of Q1, the crushing machinery and air classifying equipment in this facility became fully operational. During 2023, The company continued to improve the dry separation process reaching purity in excess 95% Cg and over 98.5% Ct.

3.6 Research / Product Development

The Company's primary research is in development of its lithium-ion batteries, graphite separation products, battery anodes and graphene products. The company is partnered with the University of Waterloo to develop its lithium-ion batteries. The research is performed primarily at the Guelph location with support from the University of Waterloo.

3.7 Research

On February 1st, 2022, Volt in conjunction with the University Waterloo commenced a previously awarded Mitacs Accelerate research project titled "Metal organic framework/polymer composite solid-state electrolyte towards high energy density lithium metal battery". A total grant of \$140,000 was awarded to the University of Waterloo from the Province of Ontario through the Ministry of Advanced Education and Skills Development. Volt's total contribution to the Mitacs grant over the course of 2 years is \$65,000. The research work is dedicated to further development of Volt's technology. The program research is delivered by the University of Waterloo through eligible internships under the guidance of Dr Zhongwei Chen. The Mitacs Accelerate program receives its financial support from the Government of Canada.

3.8 Recent Developments, Patent Applications and Updates

On November 17, 2023, the Company announced a strategic relationship with C4V by the signing of a non-binding Memorandum of Understanding and the execution of a Material Transfer Agreement in the Supply of Battery Electrolyte and Graphite for initial testing and qualification.

On December 4, 2023, the Company granted 1,750,000 stock options to consultants of the Company. Each stock option vests immediately, is exercisable at \$0.08 per option for a period before February 28, 2026.

On December 8, 2023, the Company appointed Dr. Aiping Yu as a director of the Company, replacing Dr. Zhongwei Chen.

On December 11, 2023, the Company announced the commencement of battery anode development using graphite refined from the Green Battery Minerals Berkwood property, accompanied by the release of initial test results affirming the high-grade graphite's suitability for lithium-ion batteries.

On December 13, 2023, the company released its most recent test outcomes for its exclusive lithium-ion battery enabling the company to exceed its 2023 target milestone of 500 cycles. On December 21, 2023, the Company closed a private placement of 11,510,000 units at a price of \$0.09 per unit for gross proceeds of \$1,035,900. Each unit is comprised of one common share of the Company issued on a flow-through basis pursuant to the provisions of the Tax Act and one half of a common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of \$0.135 per share purchase warrant for a period of 24 months from closing.

On January 31, 2024, the Company entered into an agreement with E-Power Resources Inc. ("EPR") to earn an option to acquire an interest in a graphite project located in Northern Quebec. Under the terms of the agreement, the Company has committed to spend \$680,000 on the project prior to December 15, 2024. Upon expending the required capital, the Company will be issued 6,600,000 EPR shares (1,600,000 EPR shares received) and EPR will grant an option to the Company to acquire an undivided 5% interest in the property that is exercisable until December 31, 2025. The option is exercisable for a cash payment of \$1,500,000. The agreement was approved by the TSX Venture Exchange in March 2024.

On April 18, 2024, the Company closed a private placement of 3,470,730 units at a price of \$0.07 per unit for gross proceeds of \$242,951. Each unit is comprised of one common share of the Company and one common share purchase warrant, which entitles the holder to acquire one additional common share at an exercise price of \$0.12 per share

purchase warrant for a period of 36 months from closing. Total cash finders fees related to the private placement was \$1,120.

On May 8, 2024, the Company announced the release of its initial test results for its exclusive Lithium Iron Phosphate battery (LFP) employing its internally developed electrolyte. These batteries were manufactured at Solid UltraBattery in Guelph and were reported to reach 800 cycles while maintaining 78.5% of capacity with an energy density of 280Wh/Kg.

On July 9, 2024, the Company announced its selection as a client of Intellectual Property Ontario (IPON) and the receipt of funding for its intellectual property development, including the submission of two new patent applications related to its proprietary lithium-ion battery electrolyte technology.

On July 18, 2024, the Company announced the launch of its new online store, dedicated to providing natural flake graphite to end users. Subsequent to the quarter, the store officially opened on August 12th, 2024, and is part of Volt Carbon's strategy to scale up its dry separation process while aiming to generate revenue to support its operations.

3.9 Patent Applications

As described above, the Company acquired PCT 1 and PCT 2 from SUB and intends to pursue the issuance of the patents. Below is a description of each of the patent processes, the content of the patent applications and a status update for each.

3.9.1 Patent Process

After receiving a patent application, the patent office in each jurisdiction where the application is filed will examine the contents for patent eligibility. In the majority of cases, it is possible to obtain a patent, although the patent office will typically require applicants to amend the claims that define the monopoly sought by the patent application. On average, patents are granted within 3 to 5 years of the national filing date, but the timeline may vary depending on the jurisdiction, field of technology, and arguments presented by the patent office.

An issue fee must be paid before the patent certificate can issue. The term of a patent expires 20 years from the earliest filing date, but extensions are available in some jurisdictions under certain circumstances. In order to keep a patent or patent application active until its expiry date, recurring maintenance fees must be paid in the respective jurisdiction.

3.9.2 PCT 1

A PCT application was filed on March 22, 2020, providing a deadline of September 22, 2022 to file in any of 154 contracting states. The patent application was filed in Canada, Europe, and the United States before the September 22, 2022 deadline and remains

pending in each of these jurisdictions. Any granted patent is expected to have an expiry date of March 22, 2040, subject to extensions in some jurisdictions.

This patent application describes a functionalized metal-organic framework (MOF)-based solid-state electrolyte composition for use in secondary lithium-ion batteries. Specifically, the electrolyte composition includes a functionalized MOF and a traditional polymer, which are mixed and formed into a solid thin film by electrospinning. Manufacturing batteries with the electrolyte composition could significantly reduce the safety risk and enhance battery performance by reducing the degree of crystallinity for polymer and coupling the polymer within the oriented and uniform pore structures in MOFs. The procedure involves only one step, and it is expected to be easy for scale-up.

3.9.3 PCT 2

A PCT application was on March 22, 2020, providing a deadline of September 22, 2021 to file in any of 154 contracting states. The patent application was filed in Canada, Europe, and the United States before the September 22, 2021 deadline and remains pending in each of these jurisdictions. Any granted patent is expected to have an expiry date of March 22, 2039, subject to extensions in some jurisdictions.

This patent application describes a three-dimensionally ordered macroporous (3DOM) metal-organic framework material (MOF)-based electrolyte composition for use in secondary lithium-ion batteries. Specifically, the electrolyte composition includes a 3DOM-MOF, a polymer electrolyte, a liquid organic electrolyte, and lithium salt. The 3DOM-MOF is intended to provide macropores to the polymer electrolyte and micropores to the liquid organic electrolyte. This structure could improve battery performance and enhance the lithium conductivity rate through the electrolytes in the pore structures. Batteries made with the electrolyte composition may also be safer than traditional organic electrolytes.

3.9.4 PCT 3

A United States patent application was filed on July 11, 2022 and remains pending, providing a deadline of July 11, 2023 deadline to file any corresponding applications claiming priority to the United States application under the Paris Convention. Any granted patent is expected to have an expiry date of July 11, 2042, subject to possible patent term extensions.

A PCT application was filed on August 18, 2022 claiming priority to the United States patent application before the July 11, 2023 deadline, providing a deadline of January 1, 2025 to file in any of 154 contracting states. The Company intends to file the patent application in Canada, Europe, and the United States before the January 1, 2025 deadline. Any granted patent is expected to have an expiry date of August 18, 2042, subject to extensions in some jurisdictions.

This patent application describes an air classifier for classifying a mixture of fine and coarse particles by size or aerodynamic shape, wherein the air classifier generally comprises a settling box through which a laminar airflow passes that improves introduction of particles into the airflow and thus improves separation and grading of particles by the air classifier.

3.10 Air Classifier Technology Update

In October 2021, the Company began trials of its new prototype air classifier design during which the machine demonstrated capability to separate graphitic flakes into sizes ranging from +100 mesh (149 microns) to +30 mesh (595 microns). The largest graphite flakes separated by the machine were observed to be larger than +30 mesh in diameter. The initial results from testing completed by a third party laboratory indicate that graphite purity in excess of 90% may be achieved once the iron has been removed from graphitic flakes separated by the air classifier. Based on the results of this first equipment trial, the Company believes that the air classification process can produce graphite concentrates to the grades required for lithium-ion battery anodes.

The addition of the TGA at Volt enables the company to determine the quality and purity of the graphite materials that is separated from the air classifier. Having this capability in-house enables Volt to obtain TGA results within hours of processing. Subsequently Volt can make in situ process adjustments with the real time data in its attempt to improve graphite separation efficacy. Previously, the turnaround times were observed at 2-4 weeks for each batch of process material that requires TGA. This approach had substantially constrained development times of the air classification trials graphite ore samples. Typically, 4 batches of TGA is required in series to iteratively dial in the air classifier flow settings and adjust the air classifier screening decks. By bringing this capability in house, Volt can now report out graphite results from start to finish including assessment of initial head grades at substantially faster turnaround times compared to previous methods using of outside labs. As a result of this new capability, Volt's goal of turnaround time for air classification of graphite ore is within one month for a 100kg sample of graphite ore crushed to 10-12 mesh. The new TGA capability will enable Volt to attempt to further scale and develop its proprietary air classifier technology expediently.

In 2022, the Company received two 10 kg graphite ore samples from 2 potential customers who currently wish to remain confidential. The ore samples were processed through Volt's prototype air classifier and purity results were recorded using Volt's new in house TGA machine. Volt intends to continue work with these companies to determine feasibility of their respective ore bodies for air classification.

In Q2, the company air classified a 5 kg sample of crushed feedstock provided by Green Battery Minerals. The recovery results yielded 146 grams of graphite flake per kilogram of crushed feedstock, reflecting a 14.6% yield of graphite flakes per kg of feedstock. The

purity results were verified by a third-party lab which showed graphite content of 91.55%, with total carbon showing at 97%.

In Q3, the company received a 27-ton graphitic bulk sample from Green Battery Minerals (GEM) at its Scarborough facility, an operational milestone as the largest bulk sample delivery it has received to date. This material was provided as part of the feasibility phase of the Preliminary Mineral Processing Agreement (the "Processing Agreement") disclosed by Volt in its June 5, 2023 news release, The bulk sample will be used to scale up the process during the feasibility phase of the project and in the advancement of Volt's dry separation equipment. The initial internal analyses of the processed samples of this bulk sample demonstrated a 96.1% purity in graphitic carbon and 98.1% total carbon.

Pursuant to the Processing Agreement, GEM is responsible for paying to Volt the processing costs of the bulk sample which were estimated in the Processing Agreement to be \$50,000 per ton. To process the bulk sample and earn the revenue to which it is contractually entitled, the Company expects to accelerate its process development and testing capacity. Volt has not determined how long it may take to complete the processing of the bulk sample and at this time expects that it will take several months.

3.11 General Updates

As background, when the current Board of Directors and management of the Company were put in place in September of 2020 management was directed to complete a comprehensive review and evaluation of all of the Company's ongoing initiatives which has now been completed. The Company has provided an update with respect to several of those initiatives below.

3.11.1 Agreement with Great Lakes Graphite

The Company previously announced that it had entered into an offtake agreement with Great Lakes Graphite. Since that announcement, the Company has learned that Great Lakes Graphite is now operating under the name of Novocarbon Corporation. Upon review of the agreement with Novocarbon Corporation (formerly Great Lakes Graphite), it has been determined that Novocarbon Corporation (formerly Great Lakes Graphite) has a right of first refusal for the production from the Lochaber Property rather than an offtake arrangement. This right of first refusal is subject to the condition that the Lochaber Property can be brought into production.

3.11.2 Offtake Agreement with Ameca Ltd.

Pursuant to the terms of the Offtake Agreement, the Company is obligated to purchase 10,000 m/t year of graphite from Ameca Ltd, on the express condition that the graphite produced from the property is greater than 180 microns in size. Given the size of the graphite needed to meet the specifications contained in the Offtake Agreement, the Company is of the view that it will be able to re-sell the graphite. Due to the political instability in Sri Lanka, the Company is of the view that the mine will not be put into

production in the near foreseeable future and the Company does not expect to generate revenue from this Offtake Agreement in 2024.

4 OVERALL PERFORMANCE

The Company incurred a loss of \$1,387,065 for the nine months ended July 31, 2024 (2023 – loss of \$1,208,957). Losses were due to normal course of business in the startup of the Solid UltraBattery Plant and Air Classifier Product Development.

Total assets as at July 31, 2024 increased to \$4,364,771 compared to \$4,335,647 as at October 31, 2023. The increase was primarily due to the proceeds from the placements during the period, partially offset by amortization of facilities and equipment relating to battery fabrication at the Solid UltraBattery facility and the air classifier facility.

Share capital as at July 31, 2024 increased to \$30,094,002 from \$28,920,117 at the end of the prior year. This was attributed to the private placements totaling \$1,346,801 and shares issued due to exercise of options of \$66,502, partially offset by flow-through share premium of \$115,100 and share issuance costs totaling \$124,318.

The Company’s cash and cash equivalent position at July 31, 2024 was \$44,355 compared with \$72,690 at October 31, 2023.

5 SELECTED QUARTERLY INFORMATION

	Qtr 3/24 Three Months Ended Jul. 31, 2024	Qtr 2/24 Three Months Ended Apr. 30, 2024	Qtr 1/24 Three Months Ended Jan. 31, 2024	Qtr 4/23 Three Months Ended Oct. 31, 2023
Cash and cash equivalents	\$ 44,355	\$ 458,488	\$ 591,146	\$ 72,690
Mineral exploration and evaluation assets	1,073,861	981,723	954,869	954,869
Working capital (deficiency)	(769,985)	(659,745)	(514,254)	(1,057,383)
Loss and comprehensive loss	(608,404)	(367,043)	(411,614)	(381,332)
Loss per share, basic	(0.003)	(0.002)	(0.002)	(0.002)
Loss per share, fully diluted	(0.003)	(0.002)	(0.002)	(0.002)
Total assets	4,364,771	4,814,066	4,780,045	4,335,647
Total long term liabilities	1,012,833	820,916	845,179	869,081

	Qtr 3/23 Three Months Ended Jul. 31, 2023	Qtr 2/23 Three Months Ended Apr. 30, 2023	Qtr 1/23 Three Months Ended Jan. 31, 2023	Qtr 4/22 Three Months Ended Oct. 31, 2022
Cash and cash equivalents	\$ 100,964	\$ 148,941	\$ 121,747	\$ 72,088
Mineral exploration and evaluation assets	954,869	954,869	954,869	954,869
Working capital (deficiency)	(797,080)	(868,305)	(890,908)	(1,561,843)
Loss and comprehensive loss	(169,783)	(562,834)	(475,064)	(428,195)
Loss per share, basic	(0.001)	(0.003)	(0.003)	(0.003)
Loss per share, fully diluted	(0.001)	(0.003)	(0.003)	(0.003)
Total assets	4,435,355	4,631,893	4,539,702	4,563,061
Total long term liabilities	892,628	915,239	937,223	958,881

The tables are stated in Canadian dollars. The Interim Financial Statements have been prepared on the basis of accounting principles applicable to a “going concern”, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

6 DISCUSSION OF OPERATIONS

6.1 Net losses

6.1.1 Current quarter

Net loss for the three-month period ended July 31, 2024 was \$608,404 compared to net loss \$169,783 for the comparable period in 2023, an increase of \$438,621. The change in net loss was mainly due to the following:

- The Company recognized revenue of \$nil in the current quarter (2023 - \$15,000).
- Gain on settlement of accounts payable decreased to \$nil in the current quarter (2023 - \$258,248) as a claim related to an ex-officer and director of the Company was fully dismissed during 2023.
- Loss on marketable securities increased to \$32,000 in the current quarter (2023 - \$nil). Loss on marketable securities varies depending on fluctuations in the fair values of the Company’s marketable securities.
- Stock-based compensation increased to \$213,572 in the current quarter (2023 - \$18,930). Stock-based compensation varies depending on the fair value of the stock options granted during the period.

6.1.2 Nine months ended July 31, 2024

Net loss for the nine-month period ended July 31, 2024 was \$1,387,065 compared to net loss \$1,208,957 for the comparable period in 2023, an increase of \$178,108. The change in net loss was mainly due to the following:

- The Company recognized revenue of \$75,000 in the current period (2023 - \$65,000) from graphite processing services.
- Consulting fees decreased to \$379,215 in the current period (2023 - \$478,258) due to less consulting fees paid for a former director and external consultants.
- Gain on settlement of accounts payable decreased to \$nil in the current period (2023 - \$258,248) as a claim related to an ex-officer and director of the Company was fully dismissed during 2023.
- Stock-based compensation increased to \$303,214 in the current period (2023 - \$140,858). Stock-based compensation varies depending on the fair value of the stock options granted during the period.

7 SEGMENTED INFORMATION

The Company has two operating segments. These two operating segments have been differentiated based on the type of services provided and equipment requirements. The mineral exploration and development segment focuses on the acquisition and exploration of property interests that are considered potential sites of economic mineralization. The research and development segment focuses on the scientific study and technology applications for air classifier and battery development. All transactions not related to the operating segments are considered Corporate. All of the Company's operations are in Canada.

Segmented information for the period ended July 31, 2024 and as at July 31, 2024 is as follows:

For the period ended July 31, 2024	Research & Development	Mineral Exploration	Corporate	Total
Revenue	\$75,000	\$ -	\$ -	\$75,000
Amortization on capital assets	113,465	-	4,656	118,121
Amortization on right-of-use assets	115,741	-	-	115,741
Consulting fees	232,720	2,750	143,745	379,215
Gain on reversal of accrued payable	-	(27,355)	-	(27,355)
Interest on lease liabilities	42,745	-	-	42,745
Investor relations	-	-	13,005	13,005
Loan interest and bank charges	-	-	11,927	11,927
Office and general	30,843	-	82,456	113,299
Professional fees	-	-	56,789	56,789
Regulatory and filing fees	-	-	61,344	61,344
Rent and occupancy expenses	105,713	-	-	105,713
Research expenses	90,572	-	-	90,572
Salaries and benefits	101,623	-	-	101,623
Stock-based compensation	31,222	-	271,992	303,214
Income tax recovery	-	(23,888)	-	(23,888)
Total expenses (recovery)	864,644	(48,493)	645,914	1,462,065
Net income (loss) for the period	(\$789,644)	\$48,493	(\$645,914)	(\$1,387,065)

As at July 31, 2024	Research & Development	Mineral Exploration	Corporate	Total
Total assets	\$3,043,595	\$1,205,861	\$115,315	\$4,364,771
Capital expenditures	\$56,794	\$118,992	\$2,921	\$178,707

Segmented information for the period ended July 31, 2023 and as at July 31, 2023 is as follows:

For the period ended July 31, 2023	Research & Development	Mineral Exploration	Corporate	Total
Revenue	\$65,000	\$ -	\$ -	\$65,000
Amortization on capital assets	111,358	-	7,206	118,564
Amortization on right-of-use assets	126,682	-	-	126,682
Consulting fees	346,745	9,525	121,988	478,258
Exploration	-	14,040	-	14,040
Gain on settlement of accounts payable	-	-	(258,248)	(258,248)
Loss on foreign exchange	-	-	659	659
Interest on lease liabilities	46,899	-	-	46,899
Investor relations	-	-	25,775	25,775
Loan interest and bank charges	-	-	6,772	6,772
Office and general	119,162	-	103,912	223,074
Professional fees	-	-	150,473	150,473
Regulatory and filing fees	-	-	54,681	54,681
Rent and occupancy expenses	61,986	-	-	61,986
Research expenses	83,484	-	-	83,484
Stock-based compensation	42,215	-	98,643	140,858
Total expenses	938,531	23,565	311,861	1,273,957
Loss for the period	(\$873,531)	(\$23,565)	(\$311,861)	(\$1,208,957)

As at July 31, 2023	Research & Development	Mineral Exploration	Corporate	Total
Total assets	\$3,284,974	\$991,149	\$159,232	\$4,435,355
Capital expenditures	\$73,765	\$ -	\$2,603	\$76,368

8 SIGNIFICANT PROJECTS & EXPENDITURES

Below is a summary of all significant projects and respective project status. The schedules and timing have been adjusted due to availability of funds and resources.

	Active Projects	Next Steps	Anticipated Timing	Costs Incurred	Costs to be incurred	Source of Funds
1	AMECA Ore Body Offtake	Processing Trials	On Hold	10K	50K	N/A
2	Lochaber	Exploration Work	Q2 2025	15K	50K	Private Placement
3	Battery Plant	Plant Opening	Completed, Q1 2022	500K	500K	Private Placement / Govt Grants
4	Lithium Metal Battery Phase 1	Achieve 300 Cycles 80%	Completed, Q1 2023	350K	350K	Private Placement / Govt Grants
5	Lithium Metal Battery Phase 2, Pilot	Achieve 500 Cycles 80%	Q4 2024	410K	1750K	Private Placement / Govt Grants
6	Lithium Metal Battery Phase 3, Pre Production	Achieve 800 Cycles 80%	Q4 2025	30K	4500K	Private Placement / Govt Grants
7	Air Classifier Commercialization	Prototype Testing & Design	Q4 2025	260K	1100K	Revenues / Government Grants
	*Revised to include plant commissioning expenses and battery fabrication equipment					

8.1 Ameca Ltd. Ore Body Offtake

As the mining development industry in Sri Lanka has been shut down due to the COVID-19 pandemic, operation of Ameca's mine in Sri Lanka has been delayed past the previously announced schedule of "late 2021 or early 2022" which was stated in the October 2020 press release. After the lifting of the lockdowns, the 2022 Sri Lankan political crisis has created uncertainties which has indefinitely delayed the ramp up of this project. Currently this project is on hold for 2024 until actionable deliverables can be achieved by AMECA. No further expenditure has been incurred in the last quarter.

There are two parts to the Ameca project. The first is the Offtake Agreement pursuant to which the Company will act as a reseller of the graphite concentrate. The Offtake Agreement with Ameca requires the Company to purchase a minimum of 10,000 m/t year on the express condition that the graphite produced from the property is greater than 180 microns in size.

The second part of the project is for the Company to provide Air Classifiers to Ameca to process the graphite ore in Sri Lanka. The Company has previously tested Ameca ore and has incurred a cost of \$10,000 for doing so. The Company is waiting on the arrival of additional graphite ore from Ameca. Once the material arrives from Ameca, the Company will process the ore by purifying the graphite through its air classifier. This processing work will provide an understanding of the potential throughput of ore from Sri Lanka based on its specific chemical composition. After the process trials are completed, the Company will use the process data collected to provide a cost proposal to Ameca for the use of the Company's Air Classifier at Ameca's mine. The Company projected that \$50,000 will be needed to complete the final processing and analysis of

the latest ore samples. However, given that the project is on hold, the Company does not anticipate making this investment in the near term.

8.2 Lochaber Property

The company intends to develop the Lochaber Property. In April 2021, \$15,287 of exploration work was conducted to keep the property in good standing until June 2025. In Q3 2023, the mining claims were consolidated to six tenures with the application of existing exploration credits. This project will require a future fund raise to finance the drilling program. Timing for exploration to further maintain the property is scheduled for spring of 2025.

8.3 SUB Battery Plant

The battery plant project is related to the recent acquisition of SUB. The battery prototype plant was fully constructed and operational in Q1 2022. This plant has all the capability required to fabricate pouch cells for research and development purposes. The final construction costs will be determined in the next quarter and will be compared against original budgets. The project now shifts to battery fabrication, testing and validation as this portion of the project will be considered closed.

8.4 Battery Fabrication, Testing and Validation

The solid electrolyte battery project is also related to the acquisition of SUB. The main focus is on creating, testing, and validating batteries specific to SUB's intellectual property for eventual commercialization. Prior to commercialization, a scale up of the technology and optimization of the battery formulations is necessary. The company, in its first year of operation (ending Dec 2022), aims for battery cycle life test results of 300 cycles and 80% capacity retention (CR). On January 17, 2023, the company reported meeting this target. Post-2023 year-end, the company announced results aligning with the Dec 2023 goal of 500 cycles on Dec 13, 2023 achieving record milestone in its lithium metal battery development. The second phase of the project that consists of the pilot equipment has been rescheduled to December 2024 due to funding. The goal for this validation of this milestone remains at 500 cycles and 80% CR using pilot build components. At the end of 2025, the goal is to reach 800 Cycles and 80% CR using pre-production type components. The company plans to continue fundraising to secure funds for facility development and project advancement.

8.5 Air Classifier

The Air Classifier project involves developing machinery to refine graphite ore concentrates to a purity level exceeding 90%. The company initiated the development with the construction of a first-generation Air Classifier in 2018. Over the past year, efforts have been focused on enhancing the Air Classifier, leading to the submission of a patent application to safeguard intellectual property. A total of \$250,000 has been invested in researching and developing the Air Classifier thus far.

The company has revised its projection, estimating an additional \$550,000 annually for two years to progress the technology to commercialization through anticipated process trials starting in early 2025, subject to fundraising availability. Beyond this milestone, plans entail establishing a demonstration facility supporting the purification of 1 ton of graphite per day, with initial cost estimates ranging from \$7.5 million to \$10 million. Concurrently, plans are underway to enhance processing capabilities at the Scarborough, Ontario plant to accommodate small batch quantities of graphite ore for clients.

Presently, the crushing equipment and air classifier at the Scarborough plant are operational. Trial material has been processed through the prototype air classifier, with significant progress achieved. In the third quarter of 2023, the company commenced processing a 27-ton graphite bulk sample from Green Battery Minerals, producing over 200kg of flake graphite concentrate so far. The resulting concentrate is slated for distribution to prospective customers interested in upgrading to battery anodes. Additionally, the company is pursuing an initiative to further refine the flake graphite into battery anodes through its Solid Ultrabattery division.

9 RECENT ACCOUNTING PRONOUNCEMENTS

At the date of authorization of the MD&A, the IASB and IFRIC have issued the following new and revised standards, amendments and interpretations which are effective during the period ended January 31, 2024. The following new or amended standards are effective for year-ends starting after January 1, 2023 and have been adopted by the Company commencing November 1, 2023.

- a) IAS1 “Presentation of financial statements” – amendments to the classification of liabilities as current. The objectives of the amendments to the provide clarification on the classification of liabilities and state explicitly than a company classifies a liability as current when it does not have the right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period.
- b) IAS8 “Accounting Policies, Changes in Accounting Estimates and Errors” – amendment. The amendment provides a definition of accounting estimates and provides clarifications to help distinguish between accounting policies and accounting estimates. Accounting estimates are defined as monetary amounts that are subject to measurement uncertainty.

The adoption of the above standards did not have significant financial reporting implications.

10 LIQUIDITY AND CAPITAL RESOURCES

At as July 31, 2024, the Company had a working capital deficiency of \$769,985 compared to \$1,057,383 as of October 31, 2023, a decline of \$287,398, primarily due to the proceeds

from the private placements during the period. Cash at July 31, 2024 was \$44,355 compared to \$72,690 as at October 31, 2023.

The following funding was received during the reporting period.

Issuance of shares due to private placement:

On December 21, 2023, the Company closed a private placement of 11,510,000 units at a price of \$0.09 per unit for gross proceeds of \$1,035,900. Each unit is comprised of one common share of the Company issued on a flow-through basis pursuant to the provisions of the Tax Act and one half of a common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of \$0.135 per share purchase warrant for a period of 24 months from closing.

On April 18, 2024, the Company closed a private placement of 3,470,730 units at a price of \$0.07 per unit for gross proceeds of \$242,951. Each unit is comprised of one common share of the Company and one common share purchase warrant, which entitles the holder to acquire one additional common share at an exercise price of \$0.12 per share purchase warrant for a period of 36 months from closing. Total cash finders fees related to the private placement was \$1,120.

On June 5, 2024, the Company closed a private placement of 1,359,000 units at a price of \$0.07 per unit for gross proceeds of \$95,130. Each unit is comprised of one common share of the Company and one common share purchase warrant, which entitles the holder to acquire one additional common share at an exercise price of \$0.12 per share purchase warrant for a period of 36 months from closing.

Issuance of shares due to exercise of options

On May 30, 2024, 750,000 options were exercised for total proceeds of \$37,500.

Volt currently does not have credit facilities with financial institutions and does not anticipate that it will generate significant revenue from its activities during the next few months; therefore, it will rely on its ability to obtain equity financing for operations.

Management anticipates that it will be able to raise sufficient capital to further explore and develop its properties and carry out its projects in the future. The Company, however, cannot provide any assurance that equity financing will be available on terms and conditions acceptable to the Company.

With respect to the new Manitouswage Graphite Property and Abamasagi Lithium Property, the company will begin to develop a plan and budget to advance the new projects.

11 OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

12 DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

There are no additional disclosure requirements concerning the Company's capitalized exploration and development costs and general and administrative expenses.

13 SUBSEQUENT EVENTS

On August 7, 2024, the Company closed a private placement of 4,445,000 shares at a price of \$0.045 per unit for gross proceeds of \$200,025. Each share is issued on a flow-through basis pursuant to the provisions of the Income Tax Act.

On September 20, 2024, the Company closed a private placement of 1,111,112 shares at a price of \$0.045 per unit for gross proceeds of \$50,000. Each share is issued on a flow-through basis pursuant to the provisions of the Income Tax Act.

In connection with the August 2024 share issuance and pursuant to a finders' fee agreement dated July 22, 2024, the Company agreed to pay a cash finders' fee of \$14,002 and issue 311,150 finders options equivalent to 7% of the number of shares sold under the offering. Each finders option, entitles the finder to purchase a unit for \$0.05 per unit for a period up to two years.

14 SHARES ISSUED AND OUTSTANDING

As of September 24, 2024, the date of this MD&A, the Company has the following common shares, stock option and warrants outstanding:

Common shares	201,911,744
Options	13,650,000
Share purchase warrants	19,135,230
<u>Fully-diluted</u>	<u>234,696,974</u>

15 RELATED PARTY TRANSACTIONS

15.1 KEY MANAGEMENT COMPENSATIONS

Transactions between the Company and related parties during the period ended July 31, 2024 consisted of the following:

Dr. Zhongwei Chen is a former director of Volt and a director of Granano Tech Inc., which provides the services of Dr. Chen to lead research and development of the solid-state battery from prototype to commercialization. An arm's-length agreement was signed with Dr. Chen prior to the completion of the acquisition of SUB and Dr. Chen's appointment to the board of Volt. As a result of this contract, the Company incurred fees of \$nil (2023 - \$80,000) during the period ended July 31, 2024. Accounts payable and

accrued liabilities in the Interim Financial Statements includes \$147,000 (October 31, 2023 - \$147,000) owing to Granano Tech Inc.

V-Bond Lee is a director and officer of Volt and an owner and director of Advanced Mobility Products Inc., a company that provides management consulting services. The Company incurred management fees to Advanced Mobility Products Inc. for V-Bond's role as Chief Technology Officer in the amount of \$135,000 during the period ended July 31, 2024 (2023 - \$135,000). Accounts payable and accrued liabilities in the Financial Statements includes \$318,867 (October 31, 2023 - \$223,591) owing to Advanced Mobility Products Inc. On November 24, 2022, V-Bond was appointed CEO, President and Chairman of the Board of Volt. V-Bond's consulting fees remain the same as previous.

V-Bond Lee is a director and officer of Volt and a director of Premium Mobility Inc., a company that provides specialized technical and administrative resources to execute the development of the solid-state battery. As a result of this contract, the Company incurred fees of \$148,100 during the period ended July 31, 2024 (2023 - \$138,740). This service was provided on no less favorable terms than an arm's length party would have provided. Accounts payable and accrued liabilities in the Financial Statements includes \$6,300 (October 31, 2023 - \$6,869) owing to Premium Mobility Inc.

Carmelo Marrelli is an officer of Volt and the managing director of Marrelli Support Services Inc. The Company incurred fees of \$45,745 during the period ended July 31, 2024 (2023 - \$12,725). Accounts payable and accrued liabilities in the Financial Statements includes \$2,225 (October 31, 2023 - \$1,482) owing to Marrelli Support Services Inc.

Glen Nursey is a Director of Volt. Glen's son, Mitchell Nursey provides IT services into Volt and Solid Ultrabattery and provides updates on Volt's Web and Social Media pages. As a result of this contract, the Company incurred fees of \$13,500 during the period ended July 31, 2024 (2023 - \$13,500). This service was provided on no less favorable terms than an arm's length party would have provided.

These transactions occurred during the normal course of operations and are measured at the amount of consideration agreed to by the parties.

15.2 RELATED PARTY LOANS

On January 15, 2024, the Company repaid an earlier advance to a related company controlled by a director and senior officer of the Company.

16 RISK AND UNCERTAINTIES

The Company operates in an industry that contains various risks and uncertainties. The risks and uncertainties listed below are not the only ones to which the Company is subject. Additional risks and uncertainties not presently known by the Company, or which the Company deems to be currently insignificant, may impede the Company's performance.

The materialization of one of the following risks could harm the Company's activities and have significant negative impacts on its financial situation and its operating results. In that case, the Company's stock price could be affected.

16.1 Risk of New Mining Operations

The Lochaber Property does not have an operating history. Whether income will result from any of the Company's activities, including, without limitation, the Lochaber Property, will depend on the successful establishment of new mining operations, including the construction and operation of a mine and the related infrastructure. As a result, the Company is subject to all of the risks associated with establishing new mining operations and business enterprises, including the timing and cost, which can be considerable, of the construction of mining and processing facilities and related infrastructure; the availability and cost of skilled labour and mining equipment; the need to obtain necessary environmental and other governmental approval and permits and the timing of the receipt of those approvals and permits; the availability of funds to finance construction and development activities; potential opposition from non-governmental organizations, environmental groups or local groups which may delay or prevent development activities; and potential increases in construction and operating costs due to changes in the cost of fuel, power, materials and supplies.

Various factors, including the successful construction, commissioning and ramp-up of a mine on the Lochaber Property, costs, actual mineralization, consistency and reliability of graphite grades, commodity prices, future cash flow and profitability can affect successful project development, and there can be no assurance that current or future estimates of these factors will reflect actual results and performance. The design and construction of efficient processing facilities, the cost and availability of suitable machinery, supplies, mining equipment and skilled labour, the existence of competent operational management and prudent financial administration, as well as the availability and reliability of appropriately skilled and experienced consultants can also affect successful project development. It is common in new mining operations to experience unexpected problems and delays during construction, development, mine start-up and commissioning activities. Such factors can add to the cost of mine development, production and operation and/or impair production and mining activities, thereby affecting the Corporation's profitability. Accordingly, there is no assurance that a mine on the Lochaber Property will ever be brought into a state of commercial production or that the Company's activities will result in profitable mining operations.

16.2 Mineral Exploration and Development Activities Inherently Risky

The business of exploration for minerals and mining involves a high degree of risk that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Few properties that are explored are ultimately developed into mineral deposits with significant value. Unusual or unexpected ground or water conditions, geological formation pressures, fires, rock bursts, power outages, labour disruptions,

flooding, earthquakes, explosions, cave-ins, landslides, mechanical equipment and facility performance problems, the inability to obtain suitable adequate machinery, equipment or labour and other unfavourable operating conditions are some of the risks involved in the operation of mines and the conduct of exploration and development programs. Unknown rock mechanics and hydrogeological conditions that cannot be predicted ahead of mining, such as faulting, zones of weak rock, or zones of unanticipated water inflow, may only be discovered during mining and may require significant changes to the mining plan. While lab testing may reduce uncertainty in some of the rock properties, it is never possible to identify all of these potential risks in advance. The Company's exploration or development properties and any future mining operations will be subject to all the hazards and risks normally incidental to exploration, development and production, any of which could result in work stoppages and damage to or destruction of exploration or development facilities, mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage

16.3 Uncertainty of Air Classifier Technology on a Commercial Basis

Although the company's test results show high carbon and graphite purity in excess of 95%, there is risk that the Company's proprietary Air Classifier technology for processing and purifying graphite has not been used on a commercial basis by the Company and there is no certainty that results achieved during small-batch testing, including those performed at when the Plant was in operation or as part of the computer simulations, can be replicated in commercial quantities, which would have a material adverse impact on the Company's goals for the technology. In 2023, the company plans to process a 5 ton sample or ore provided by Green Battery Minerals which will further substantiate the viability of its dry separation processes. The Company will be required to provide graphite that meets certain specifications. The inability of the Company to fully commission and scale-up its operations to process and purifying graphite that meet those specifications may have a material adverse effect on the Company.

The inability of the Company to use the Company's Air Classifier technology or license the Air Classifier technology to 3rd parties would have a material adverse effect on the Company and may prevent the Company from commercializing its Air Classifier technology within the contemplated timeline.

The development of the Company's proprietary Air Classifier technology for processing and purifying graphite may be complicated by third-party intellectual property rights (otherwise known as freedom to operate issues), because of the types of patents allowed by national patent offices. The Company may be forced to adapt its technology in order to ensure it does not conflict with any such third-party intellectual property rights. Further, the Company's ability to successfully challenge third-party patent rights is dependent on the laws of national courts and there can be no assurance that the Company would successfully challenge third-party patent rights. In addition, the Company may face increasing competition from similar technology in the future. Similar technology

can be a threat to the Company and it could prevent the Company from achieving commercial operations on a basis that is economically viable.

16.4 Risks Related to Future Sale of Graphite Products

The Company is dependent on future sales of graphite-based products. Although the Company will continue strive to enter into sales agreements, including offtake agreements for future sales, no assurance can be given that the Company will be able to sell graphite-based products at such terms and conditions as are favourable for, or necessary to sustain the operations of the Company.

16.5 Technological Uncertainties that may affect Commercialization

The Company's solid electrolyte battery technology and DNA Sensor technology is currently in the research and development phase. There is a risk that these technologies will not perform as expected and therefore, the Company may encounter delays to commercialization or may run the risk that the technologies will never be successfully commercialized. This means that the Company may never receive revenues or return on these research and development projects.

16.6 Technology May be Unable to Achieve Broad Market Acceptance

Even if the Air Classifier technology, solid electrolyte battery technology, and DNA Sensor technology development are successful, the Company's ability to generate significant revenue and profits depends on the acceptance of these products by its customers and end users of the products. The market acceptance of any product depends on a number of factors, including but not limited to awareness of a product's availability and benefits, the price and cost effectiveness of these products relative to competing products; general competition, and the effectiveness of marketing and distribution efforts. Any factors preventing or limiting the market acceptance of the Company's technology, products or solutions could have a material adverse effect on its business, results of operations and financial condition.

16.7 Intellectual Property Risks

The Company relies on the ability to protect its intellectual property rights and depends on patent and trade secret legislation to protect its proprietary know-how. There is no assurance that the Company has adequately protected or will be able to adequately protect its valuable intellectual property rights, or will at all times have access to all intellectual property rights that are required to conduct its business or pursue its plan, or that the Company will be able to adequately protect itself against any intellectual property infringement claims. There is also a risk that the Company's competitors could independently develop similar technology, processes or know-how; that the Company's trade secrets could be revealed to third parties; that any current or future patents, pending or granted, will be broad enough to protect the Company's intellectual property rights; or, that foreign intellectual property laws will adequately protect such rights. The

inability to protect the Company's intellectual property could have a material adverse effect on the Company's business, results of operations and financial condition.

16.8 Public Company Obligations

As a publicly listed corporate entity, the Company is subject to evolving rules and regulations promulgated by a number of governmental and self-regulated organizations, including the Canadian Securities Administrators (CSA), the TSX Venture Exchange, and the International Accounting Standards Board, which govern corporate governance and public disclosure regulations. These rules and regulations continue to evolve in scope and complexity creating many new requirements, which increase compliance costs and the risk of non-compliance. The Company's efforts to comply with these rules and obligations could result in increased general and administration expenses and a diversion of management time and attention from financing, development, operations and, eventually, revenue-generating activities.

16.9 Financing Requirements

Substantial additional capital is required to bring the Lochaber Property mine into production, to commercialize the Air Classifier Technology and for other purposes. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all and may not obtain the capital required by other means. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of equity to raise required capital will likely be dilutive to shareholders. In addition, debt and other mezzanine financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the Company's industry in particular) and/or the loss of key management personnel. Further, if the demand for graphene and graphene-enhanced products decreases, then potential revenues will likely decrease or not materialize and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development of revenue streams.

16.10 Negative Operating Cash Flow

As the Company currently has a negative operating cash flow and may continue to have that for the foreseeable future. The Company's failure to achieve profitability and positive

operating cash flows could have a material adverse effect on its financial condition and results of operations.

16.11 Claims and Legal Proceedings

The Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact its financial position, cash flow and results of operations.

17 APPROVAL

The Audit Committee of the Board of Directors appointed by the Board and consisting of three directors, one of whom is an independent director, has reviewed this document pursuant to its mandate and charter. The Board of Directors of Volt has approved the disclosure contained in the MD&A.

18 FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements concerning the Company's business and affairs. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "intends" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

These forward-looking statements are based on current expectations, and are naturally subject to uncertainty and changes in circumstances that may cause actual results to differ materially due to any number of factors, including such variables as new information regarding potential mineral reserves, changes in demand for and commodity prices of graphite, molybdenum or any other commodity, legislative, environmental and other regulatory approval or political changes. Although the Company believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that these expectations will prove to be correct. Such statements include statements with respect to: (i) the Company's anticipation that it will be able to utilize the air classifier in the future development of the Lochaber Property; (ii) the implicit assumption that the Lochaber Property will be developed in the future; (iii) the expectation that the Plant and mill will be able to create a variety of sizing and shaping without waste; (iv) the expectation that the research with Waterloo to further develop a composite electrolyte for solid electrolyte batteries; (v) the plan for the Company to focus on the enhancement of graphite minerals which it anticipates can be used for the design and build of green energy storage; (vi) the assumption that the Ameca Ltd. mineral resource will be brought into production and Company's attempt to realize the potential of the same through its offtake agreement; (vii) Volt 's expectation that it will be able to purify the ore from the Ameca Ltd. mineral resource; (viii) Volt 's expectation that the purified ore will be desirable for use in consumer products e; (ix) the plan for the Company to continue to align with clean energy creation and energy storage companies around the

world; (x) the intention that the Company will continue to pursue sales and other revenue streams through offtake agreements, joint ventures, acquisitions, and material trade; (xi) the plan for further collaboration and business with companies that require advanced materials; (xii) management's anticipation that the Company will not generate significant revenue from its activities during the next few months; (xiii) the expectation that the Company will rely on its ability to obtain equity financing for operations; and (xiv) management's anticipation that the Company will be able to raise sufficient capital to further explore and develop its properties and carry out its projects in the future. Statements of past performance should not be construed as an indication of future performance. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors, including those discussed above, could cause actual results to differ materially from the results discussed in the forward-looking statements. Any such forward-looking statements are expressly qualified in their entirety by this cautionary statement.

All of the forward-looking statements made in this MD&A are qualified by these cautionary statements. Readers are cautioned not to place undue reliance on such forward-looking statements. Forward-looking information is provided as of the date of this MD&A, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required under applicable securities legislation.