VOLT LITHIUM CORP

For the year ended June 30, 2024

(Expressed in Canadian dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

(for the year ended June 30, 2024)

This management's discussion and analysis (this "MD&A") is a review of operations, current financial position and outlook for Volt Lithium Corp. (the "Company" or "Volt") for the year ended June 30, 2024 and should be read in conjunction with the annual audited financial statements as at and for the year ended June 30, 2024, as well as the Company's annual information form for the year ended June 30, 2024 (the "AIF"), each of which is available under the Company's profile on SEDAR+ at www.sedarplus.ca. Unless indicated otherwise, all dollar amounts are reported in Canadian dollars based upon the financial statements prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP") as issued by the International Accounting Standards Board. Information contained herein is presented as at September 5, 2024.

Business Overview and Strategy

The Company is an emerging lithium producer and lithium extraction technology innovator aiming to initiate commercial production of lithium hydroxide monohydrate and lithium carbonates, utilizing oilfield brine sources in North America. Leveraging pre-existing hydrocarbon infrastructure and proprietary extraction technology, the Company plans to utilize existing oil wells to extract lithium deposits. This approach is anticipated to reduce initial capital expenditures and operational risks and expedite the timeline to reach commercial viability. The Company has completed a pilot project and commissioned the Demonstration Plant (as defined herein) that has provided preliminary evidence of the feasibility of commercial production.

The Company trades on the TSX Venture Exchange under the symbol "VLT", the OTCQB under the symbol "VLTLF" and the Frankfurt Exchange under the symbol "I2D". The address of the Company's corporate office and principal place of business is Suite 1925, 639 5th Avenue SW, Calgary, Alberta, Canada T2P 0M9.

On October 31, 2022, the Company entered into a purchase and sale agreement with Volt Lithium Operations Corp. ("Volt Operations") and the shareholders of Volt Operations whereby the Company agreed to purchase all of the issued and outstanding securities of Volt Operations from the Volt Operations' shareholders in exchange for the issuance of 38,880,000 common shares of the Company ("Common Shares"), which resulted in Volt Operations becoming a wholly-owned subsidiary of the Company upon closing of the transaction on December 9, 2022 (the "Volt Transaction").

The Company is an exploration stage company with no revenues from mineral-producing operations and its activities currently include acquiring mineral exploration properties and developing lithium extraction technology. The mineral exploration business is considered risky, and most exploration projects will not result in producing mines. The Company may offer an opportunity to other mining companies to acquire an interest in a property in return for funding all or part of the exploration and development of a particular property. The Company expects to finance its property acquisitions and exploration activities primarily through the issuance of Common Shares. The Company's ability to obtain financing depends on numerous factors including, but not limited to, a positive mineral exploration environment, positive stock market conditions, the Company's track record and the experience of management. There can be no certainty that the Company will be able to obtain necessary financing or that such financing will be available in a timely manner or on terms acceptable to the Company.

Quarterly Highlights

- Volt completed a non-brokered private placement, securing US$1,500,000 from a strategic investor through the sale of 6,818,182 units at US$0.22 each, effective May 1, 2024. The funds will advance the deployment of a field unit in West Texas using proprietary technology and support general corporate purposes. The securities are subject to a hold period expiring on September 2, 2026.

In October 2023, the Company commissioned the Demonstration Plant, which began operations in November 2023 and marked a phase of considerable progress in refining the Company's DLE technology and its processes, with brine sourced from basins across North America. A significant achievement during this period was the 64% decrease in the full-cycle operating costs associated with the DLE process, showcasing the Company's dedication to enhancing both cost efficiency and technological capabilities. This advancement has propelled the Company forward in the North American market for battery-grade lithium produced from oilfield brines. The technical team's efforts during the year ended June 30, 2024 have been pivotal in improving the Company's operational processes, meeting the increasing demand for lithium, and prioritizing environmental sustainability.

During the year ended June 30, 2024, the Company also witnessed key operational enhancements, particularly in areas like pre-treatment and filtration, DLE, and other cost-related aspects, contributing to a substantial reduction in overall costs. These initiatives are especially crucial in the context of the volatile lithium market prices and the Company's focus on maintaining robust production margins.

Furthermore, the elevation of lithium extraction efficiency to 98%, coupled with a significant reduction in impurities, underscores the Company's technological progress in the lithium extraction field. These improvements are in line with the Company's strategic objectives and underscore its role in advancing towards a sustainable energy future.

Progression of Operating Cost Reductions for Volt's DLE Technology

	34 mg/L			
	May 2023 Pilot	**Dec 2023 PEA**	**Feb 2024 (Current)**	**Reduction May 2023 Pilot to Current**
	$/tonne LCE	$/tonne LCE	$/tonne LCE	% change
Operating Costs[1,2]				
Pre-Treatment and Filtration	1,880	1,165	914	(51%)
DLE[3]	5,121	1,905	1,051	(79%)
Concentration and Crystallization	258	290	312	21%
Other[4]	798	1,209	608	(24%)
Total	**8,057[5]**	**4,569[6]**	**2,885**	**(64%)**

Notes:

[1] Based on a commercial operating unit processing 60,000 barrels per day of brine. Represents commercial grade lithium.

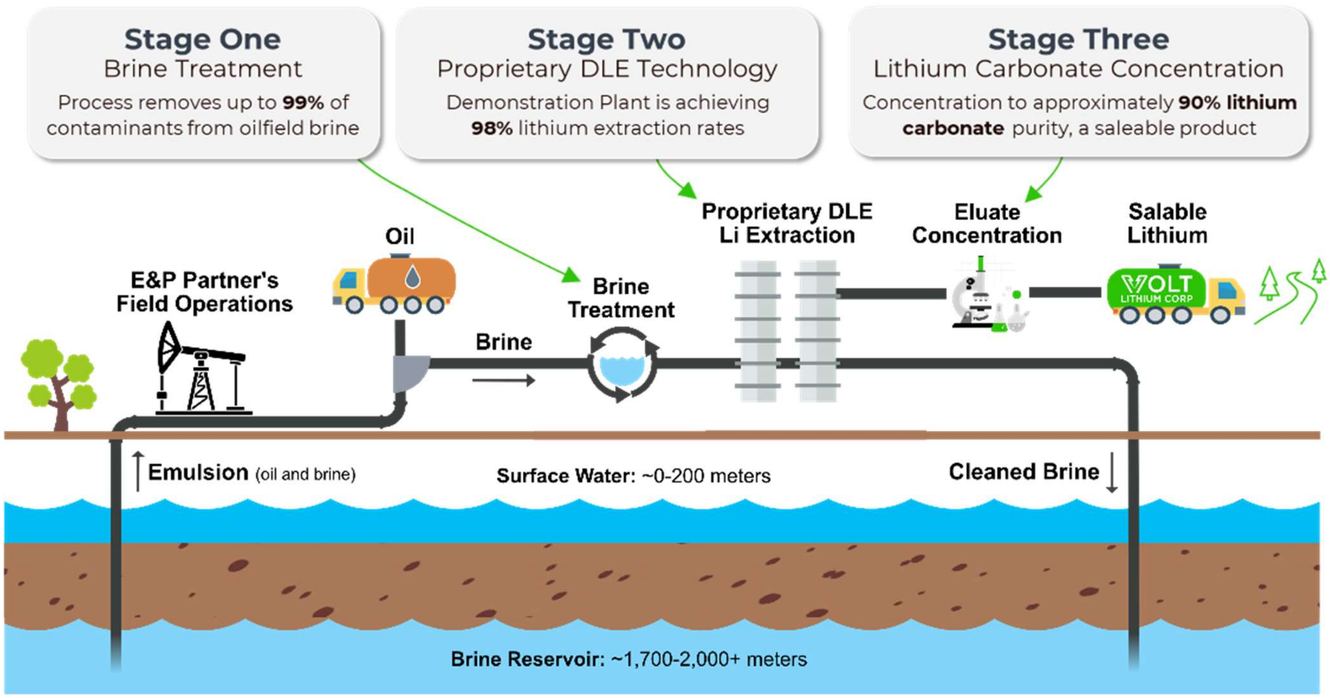
[2] All amounts in the above table are in USD.

[3] Reduction in cost due to the following: 1) process improvements which significantly reduced the reagents required, 2) increasing the concentration of the lithium in the eluate from 65 parts per million ("ppm") to 1,190 ppm and 3) membrane replacements costs being capitalized.

[4] Other operating costs include manpower, maintenance materials and external services.

[5] As per the Company's press release dated May 24, 2023, the Company reported OPEX of $8,627 CAD per tonne LCE at 50 ppm.

[6] This is the estimated equivalent cost using PEA assumptions but based on a lower Li concentration (34 mg/L).



As at June 30, 2024, the Company had cash of $1,264,002 (June 30, 2023 - $897,510) and a working capital surplus of $970,510 (June 30, 2023 - surplus of $875,936). During the year ended June 30, 2024, (a) cash used in operating activities was $5,089,584 (June 30, 2023 - $4,128,245), (b) cash provided by financing activities was $7,985,873 (2023 - $4,221,017), and (b) cash used in investing activities was $2,529,797 (June 30, 2023 – $2,865,607).

For the year ended June 30, 2024, the Company recorded a net loss and comprehensive loss of $6,839,024 compared to $7,228,474 incurred in the year ended June 30, 2023. The significant changes between the year ended June 30, 2024 and 2023 is attributed to the reduced marketing fees and increased technical consulting fees as well as research and development costs incurred in connection with advancing the Company's DLE process.

Summary of Quarterly Results

The following table is a summary of selected unaudited financial information for the eight most recent three-month fiscal quarters.

Quarter ending	**June 30, 2024**	March 31, 2024	December 31, 2023	September 30, 2023
	$	$	$	$
Working capital (deficiency) surplus	**970,510**	1,624,515	3,508,390	4,924,728
Expenses	**1,862,387**	1,407,826	1,436,022	2,555,631
Net loss and comprehensive loss	**(1,844,993)**	(1,408,609)	(1,351,638)	(2,233,784)
Basic and diluted loss per share	**(0.01)**	(0.01)	(0.01)	(0.02)

Quarter ending	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
	$	$	$	$
Working capital (deficiency) surplus	875,936	2,378,854	599,817	2,143,435
Expenses	1,795,735	4,156,719	1,010,154	265,866
Net loss and comprehensive loss	(1,795,735)	(4,156,719)	(1,010,154)	(265,866)
Basic and diluted loss per share	(0.02)	(0.05)	(0.02)	(0.01)

Operating Results

The major expenses for the year ended June 30, 2024, and 2023, were as follows:

		Year ended June 30
	2024	2023
	$	$
Management fees	**477,279**	-
Consulting fees	**1,989,829**	1,272,458
Marketing and promotion	**459,352**	976,037
Share-based compensation	**1,048,603**	984,330
Research and development	**1,945,502**	663,485

- Management fees amounted to $477,279 during the year ended June 30, 2024, which includes the fees paid for services rendered by the Chief Executive Officer and Chief Financial Officer.

- Consulting fees increased to $1,989,829 during the year ended June 30, 2024 as compared to $1,272,458 for the year ended June 30, 2023. This increase is reflective of the consulting expertise required in order to build the direct lithium extraction field units.

- On June 13, 2024, the Company granted 800,000 stock options to various key employees and contractors, which are exercisable at a price of $0.25 per share for a period of four years from the date of grant, expiring on June 13, 2028. These options will vest in two tranches, with 400,000 vesting immediately upon grant and 400,000 vesting on December 13, 2024. On February 21, 2024, the company issued stock options totaling 600,000 to selected consultants. These options can be exercised at $0.20 per share and are valid for four years from the issuance date, expiring on February 21, 2028. The vesting schedule for these options is structured in three phases: 200,000 options vest six months post-issuance, another 200,000 options vest after twelve months, and the final set of 200,000 options vest eighteen months following issuance.

- Research and development expenses for the year ending June 30, 2024, increased to $1,945,502 up from $663,485 in 2023. The elevated costs in 2024 were primarily due to initial expenditures associated with establishing the Demonstration Plant in Calgary as well as the costs related to the commissioning of the company's first field unit in Texas.

Liquidity and Capital Resources

The Company is an exploration-stage company and does not generate revenues. As such, the Company finances its operations and the exploration of its mineral properties through the issuance of share capital. The following table sets forth each issuance of Common Shares since the date of the Company's incorporation:

Date	Details	Shares Issued	Shares Outstanding	Share Price	Gross Proceeds
October 8, 2020	Incorporation shares	1,000	1,000	0.01	10
March 11, 2021	Seed shares	6,690,000	6,691,000	0.006	40,140
October 27, 2021	Shares issued through RTO	18,308,748	24,999,748	0.30	5,492,624
October 27, 2021	Conversion of subscription receipts	13,076,004	38,075,752	0.30	3,922,801
February 3, 2022	Issue of shares - mineral property *(Klondike Option Agreement)*	2,000,000	40,075,752	0.225	-
September 9, 2022	Issue of shares - mineral property *(Klondike Option Agreement)*	500,000	40,575,752	0.17	-
December 9, 2022	Issue of Shares - Volt Acquisition	38,880,000	79,455,752	0.15	-
February 24, 2023	Issue of Shares - Private Placement	20,000,000	99,455,752	0.20	4,000,000
April 10, 2023	Warrant exercise	111,111	99,566,863	0.30	33,333
April 12, 2023	Warrant exercise	166,666	99,733,529	0.45	75,000
April 20, 2023	Option exercise	150,000	99,883,529	0.155	23,250
April 28, 2023	Warrant exercise	133,333	100,016,862	0.45	60,000
May 17, 2023	Warrant exercise	44,444	100,061,306	0.30	13,333
May 19, 2023	Warrant exercise	66,666	100,127,972	0.30	20,000
May 19, 2023	Warrant exercise	200,000	100,327,972	0.45	90,000
May 26, 2023	Warrant exercise	44,444	100,372,416	0.30	13,333
July 19, 2023	Warrant exercise	75,000	100,447,416	0.30	22,500
August 4, 2023	Issue of Shares – Prospectus HD Units	14,956,590	115,404,006	0.22	3,290,450
August 4, 2023	Issue of Shares – Prospectus FT Units	11,262,500	126,666,506	0.24	2,703,000
August 4, 2023	Issue of Shares – Private Placement HD Units	3,287,931	129,954,437	0.22	723,345
August 4, 2023	Issue of Shares – Private Placement FT Units	266,666	130,221,103	0.24	64,000
September 13, 2023	Warrant exercise	82,500	130,303,603	0.33	27,225
April 1, 2024	Warrant exercise	195,555	130,499,158	0.30	58,667
April 26, 2024	Warrant exercise	45,417	130,544,575	0.30	13,625
May 1, 2024	Issue of Shares – Private Placement	6,818,182	137,362,757	0.31	2,059,011

On August 4, 2023, the Company closed a prospectus offering of flow-through units ("FT Units") and units ("HD Units") under a supplement to its short form base shelf prospectus (the "Prospectus Offering"). Pursuant to the

Prospectus Offering, the Company issued an aggregate of 11,262,500 FT Units and 14,956,590 HD Units at a price of $0.24 per FT Unit (the "FT Offering Price") and $0.22 per HD Unit (the "HD Offering Price" and, together with the FT Offering Price, the "Offering Prices") for aggregate gross proceeds of approximately $6.0 million. Concurrent with the closing of the Prospectus Offering, certain subscribers purchased, and the Company issued, on a private placement basis, a total of 266,666 FT Units and 3,287,931 HD Units at the respective Offering Prices for aggregate gross proceeds of $787,345 (the "Concurrent Financing" and, together with the Prospectus Offering, the "Unit Financing"). Under the Unit Financing, each FT Unit consisted of one Common Share issued as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) (the "Tax Act") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant") issued as a "flow-through share" within the meaning of the Tax Act. Each HD Unit consisted of one Common Share and one-half of one Warrant (without the benefit of any flow-through tax consequences under the Tax Act). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.33 for a period of 24 months from closing of the Unit Financing.

In connection with the Unit Financing, the Company paid to a syndicate of agents an aggregate cash commission of $346,848, which was equal to 6.0% of the gross proceeds from the Prospectus Offering, and issued an aggregate of 1,515,946 broker warrants ("Broker Warrants"), which was equal to 6.0% of the total FT Units and HD Units (together, the "Units"), collectively, sold under the Prospectus Offering, subject to a reduction to 3.0% cash commission and 3.0% broker warrants for up to $2,000,000 of Units sold to purchasers under the president's list of the Prospectus Offering and in respect of all Units sold under the Concurrent Private Placement. Each Broker Warrant is exercisable into one HD Unit at the offering price of the HD Units until August 4, 2025. The Company also paid legal fees and other share issue costs of $512,888 in connection with the Unit Financing. The 1,515,946 broker warrants were fair valued using the Black-Scholes Option Pricing Model using the following assumptions: average risk-free interest rate – 4.6%; dividend yield – 0.00%; volatility rate – 126.8%; expected life 2 years.

On May 1, 2024, the company closed a non brokered private placement for 6,818,182 units priced at US$0.22 per unit for total gross proceeds of US$1,500,000. Each unit comprises of one common share and one-half warrant. Each warrant is exercisable into one common share at a price of US$0.35 per share and expires May 1, 2026. The Company also incurred share issue costs of $38,556 in connection with the private placement.

During the year ended June 30, 2023, 150,000 options were exercised for gross proceeds of $23,250 and 766,664 warrants were exercised for gross proceeds of $304,999.

During the year ended June 30, 2024, 398,472 warrants were exercised into 398,472 Common Shares for gross proceeds of $122,017.

On February 24, 2023, the Company issued 20,000,000 units at a price of $0.20 per unit for proceeds of $3,886,485, net of finder's subscription receipts and share issuance costs (of $113,516). Each unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant shall entitle the holder thereof to purchase one common share at a price of $0.30 per common share until February 24, 2025. At June 30, 2023, $6,283 was held in subscription receipts as a result of the placement being oversubscribed. These funds were returned to investors.

The 449,458 finder's subscription receipt warrants were fair valued using the Black-Scholes Option Pricing Model using the following assumptions: average risk-free interest rate – 4.32%; dividend yield – 0.00%; volatility rate – 203.5%; expected life 2 years.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as at June 30, 2024 or as of the date of this MD&A.

Proposed Transactions

The Company has no undisclosed proposed transactions as at June 30, 2024 or as of the date of this MD&A.

Acquisitions and Intangible Assets

On December 9, 2022, the Company closed the Volt Transaction whereby the Company purchased all of the outstanding securities of Volt Operations from the Volt Operations shareholders in exchange for the issuance of 38,880,000 Common Shares, causing Volt Operations to become a wholly owned subsidiary of the Company.

The assets acquired consisted primarily of Volt Operations' proprietary DLE technology, 100% mineral interest ownership in the Rainbow Lake Property and a royalty agreement with a producing oil and gas company.

The Volt Transaction has been accounted for in accordance with guidance provided in IFRS 2 – *Share Based Payment* and IFRS 3 – *Business Combinations*. As Volt Operations did not qualify as a business according to the definition in IFRS 3, the Volt Transaction did not constitute a business combination; rather it was treated as an issuance of shares by the Company (named Allied Copper Corp. at the time) (accounting acquirer) for the net assets of Volt Operations (accounting acquiree) with the purchase price allocated to the assets acquired.

Consideration Paid	**$**
Fair value of 38,880,000 Common Shares at $0.15/share	5,832,000
Amounts advanced by the Company to Volt Operations	700,000
Legal fees	111,318
Total purchase price	6,643,318

Identifiable net assets acquired	**$**
Cash acquired	105,490
Amounts receivable	11,000
Prepaid expenses and deposits	165,000
Goods and sales tax receivable	37,920
Accounts payable and accrued liabilities	(742,416)
Fair value of net assets acquired	(423,006)
Excess value attributable as per below	(7,066,324)

Purchase price allocation	**$**
Royalty agreement	697,813
Rainbow Lake Property	2,368,511
Intangible asset – DLE technology	4,000,000
	7,066,324

As of April 1, 2023, after the successful conclusion of bench scale testing, the Company initiated the amortization of the DLE technology as an intangible asset. The amortization is being carried out on a straight-line basis, spanning an estimated 10-year useful life for the DLE technology. It is important to note that the choice of 10-year useful life is based on current assumptions, considering the prevailing technological landscape. Given the rapid pace of technological advancements, it is anticipated that the effectiveness of the present DLE technology may diminish after this 10-year period, rendering it potentially obsolete.

Leases

Commencing December 1, 2023, the Company entered a lease agreement for the Demonstration Plant for a term of five years at a monthly base rent of $10,140 for the first three years of the lease and $10,740 for the fourth and fifth years of the lease.

On December 6, 2023, the Company entered a lease agreement for a skid steer for a term of three years at a price of $2,099 per month.

(a) Right-of-Use Assets

As at June 30, 2024, $513,442 of right-of-use assets are recorded as follows:

	$
As at July 1, 2023	-
Cash downpayment	8,500
Inception of lease	577,532
Depreciation	(72,590)
As at June 30, 2024	513,442

(b) Lease Liabilities

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	2024
Undiscounted minimum lease payments:	
Less than one year	$146,874
Two to five years	467,931
	614,805
Effect of discounting	(95,466)
Present value of minimum lease payments	519,339
Less current portion	(109,276)
Long-term portion	$410,063

(c) Lease Liability Continuity

The lease liability continuity is as follows:

	2024
As at July 1, 2023	$
Inception of lease	577,532
Cash flows:	
Principal payments	(83,577)
Interest	25,384
As at June 30, 2024	**$519,339**

During the year ended June 30, 2024, interest of $25,384 and depreciation of $72,590 is included in the general and administrative expense on the consolidated statements of comprehensive loss.

Exploration and Property Update – Mining Properties & Rights

	Silver King	Klondike	Stateline	Rainbow Lake	Total
As at June 30, 2022	**487,212**	**1,310,737**	**178,500**	**-**	**1,976,449**
Option payment – cash issued	33,840	-	50,000	-	83,840
Option payment – shares issued	-	-	85,000	-	85,000
Exploration expenditures	82,695	509,494	42,634	1,191,116	1,825,939
Purchase price allocation from acquisition	-	-	-	2,368,511	2,368,511
Impairment	(603,747)	(1,820,231)	(356,134)	-	(2,780,112)
As at June 30, 2023	-	-	**-**	**3,559,627**	**3,559,627**
Exploration expenditures	-	-	-	995,039	995,039
As at June 30, 2024	-	-	**-**	**4,554,666**	**4,554,666**

Rainbow Lake Property

The Rainbow Lake property is in northwest Alberta and is defined by 20 contiguous Alberta Metallic and Industrial Mineral Permits (173,990 hectares) for which the Company has 100% mineral interest ownership (the "Rainbow Lake Property").

On October 28, 2022, Volt Operations entered into an agreement with Cabot Energy Inc. ("Cabot") for the purposes of Volt Operations installing and operating a Water Treatment Unit on Cabot's lands and allowing Volt Operations access to Cabot's produced water derived from operations on the Cabot's lands for the purpose of treating such produced water, engaging in DLE and redelivering to Cabot the brine produced from this process.

On March 30, 2023, the Company commenced the pilot project to test its proprietary DLE process in a simulated commercial environment.

As at the year ended June 30, 2024, the Company has incurred exploration and evaluation expenditures of $2,186,155 related to the Rainbow Lake Property (June 30, 2023 - $1,191,116).

The following timeline details the major milestones achieved as at the date of this MD&A, along with the timing and estimated associated costs the Company will incur as it moves to commercial production:

OCTOBER 2023 – DECEMBER 2024	Complete Field Work at Rainbow Lake Property to determine the location of the commercial operations. Estimated cost of $2,500,000
NOVEMBER 2023	Finalize decision to finance Demonstration Plant. Estimated cost of $750,000. (Completed)
DECEMBER 2023	Finalize PEA. Final cost of $500,000. (Completed)
JANUARY 2024	The Company successfully produced 99.5% battery-grade lithium carbonate, a commercial and saleable lithium product, in-house at the Demonstration Plant. (Completed)
JANUARY 2024 – DECEMBER 2024	Focus on securing partnerships with oilfield operators who can utilize the DLE Technology to extract lithium from North American basins, offering both financial returns and environmental solutions, which may include the Company commissioning of one or more field units to be installed and tested to determine the scalability of such units as the Company works towards a commercial scale of the DLE Technology. Estimated cost of $1,000,000.
JANUARY 2024 – DECEMBER 2024	Further engage with First Nations to explore potential partnerships that may open opportunities to secure additional funding sources. Estimated cost of $10,000
JANUARY 2024 – DECEMBER 2024	Apply for grant funding from the Canadian Government. Estimated cost of $100,000.
FEBRUARY 2024 – DECEMBER 2024	Strengthen the breadth and depth of the Company's team through strategic hires. Estimated cost of $450,000.

Commitments from Terminated Option Agreements

Silver King Property

On February 10, 2021, the Company entered into an option agreement with Goodsprings Exploration LLC, amongst others, to purchase 100% of the rights to the Silver King project in the State of Nevada (the "Silver King Option Agreement"). On August 11, 2023, the Company terminated the Silver King Option Agreement prior to exercising the option and the property was impaired to $Nil upon termination of the Silver King Option Agreement .

Klondike Property

On December 3, 2021, the Company entered an agreement with Cloudbreak Discovery (Canada) Ltd. (a company with a former director in common) ("Cloudbreak") and Alianza Minerals Ltd ("Alianza"), *inter alia*, pursuant to which the Company was granted an option to purchase a 100% interest in the Klondike project in the State of Colorado (the "Klondike Option Agreement"). On February 2, 2023, the Company terminated the Klondike Option Agreement prior to exercising the option. After termination of the Klondike Option Agreement, the Company is required to maintain the mineral claims that comprise the Klondike property in good standing for a period of two years, which is expected to cost approximately $20,000. The property was impaired to $Nil upon the termination of the Klondike Option Agreement.

Stateline Property

On February 9, 2022, the Company entered into an agreement with Cloudbreak and Alianza, amongst others, pursuant to which the Company was granted an option to purchase the Stateline property located in Colorado, USA (the "Stateline Option Agreement"). On August 11, 2023, the Company terminated the Stateline Option Agreement prior to exercising the option. After termination of the Stateline Option Agreement, the Company is required to maintain the mineral claims that comprise the Stateline property in good standing for a period of two years, which is expected to cost approximately $15,000. The property was impaired to $Nil upon the termination of the Stateline Option Agreement.

Royalty Agreement

On December 9, 2022, the Company entered into an amending agreement to the overriding royalty agreement which was previously entered into on September 19, 2022 by Volt Operations. The overriding royalty agreement with a producing oil and gas is calculated at 3% of the production. The rate will be reduced to a non-convertible 2% overriding royalty subsequent to the Company receiving 100% of its original investment. Once the Company receives 300% of its original investment the royalty agreement is terminated. As part of this agreement, the Company agreed to, and has made, the following payments:

- $125,000 on execution of the agreement;
- $125,000 upon execution of the definitive agreement; and
- $250,000 is due within 5 business days of the Volt Operations shares being listed on the TSX Venture Exchange.

At June 30, 2024, the Company has accrued the royalty receivable of $168,856 and recognized the royalty income of $181,643 for the year ended June 30, 2024.

Balance, June 30, 2022	**-**
Acquisition	697,813
Amortization expense	(72,480)
Balance, June 30, 2023	**625,333**

Amortization expense	(85,136)
Balance, June 30, 2024	**540,197**

Related Party Transactions

The Company incurred expenses as a result of transactions with directors and officers, or to companies associated with these individuals, during the year ended June 30, 2024 and 2023:

	June 30, 2024	June 30, 2023
Stock based compensation	**845,354**	621,046
Management Fees	**485,750**	140,000
Consulting Fees	**10,000**	957,359
Technical Services	**2,328,236**	500,000

Management fees for the year ended June 30, 2024 were allocated for services rendered by the Chief Executive Officer and Chief Financial Officer.

For the year ended June 30, 2023, consulting fees totaling $897,359 (2022 - $428,000) were disbursed to Cronin Services Ltd., a related party due to shared directorship. These fees were for back-office operations, corporate secretary functions, technical consulting, and corporate finance advisory services. Additionally, $60,000 (2022 - $45,000) was allocated to Uhl Consulting Services, a related party controlled by a board member.

On June 30, 2023, all service agreements with Cronin Services Ltd. were terminated. The retainer deposit previously held by the same entity was applied against the required 90-day notice period, as stipulated in the original agreements. Consequently, as of June 30, 2023, there was no outstanding retainer deposit (June 30, 2022 - $101,700).

Sterling Chemicals Ltd. (“Sterling”), a wholly-owned subsidiary of Camber Resources Services Ltd (“Camber”), provides certain technical services to the Company pursuant to a technical services agreement dated April 12, 2022, as amended on September 1, 2023 (the “Services Agreement”). The technical services provided under the Services Agreement by Sterling are considered by the Board to be material to the Company’s operations.

Payments categorized under 'Technical Services' were made to Sterling. $1,103,335 of this amount was in conjunction with the Services Agreement. In addition, $1,224,901 was paid to Sterling for reimbursement of media/consumables, equipment and additional personnel outside the scope of the Services Agreement. Alex Wylie, the Company’s Chief Executive Officer, holds in excess of 10% of the issued and outstanding shares of Camber, and Martin Scase, a director of the Company, holds in excess of 10% of the issued and outstanding shares of Camber, is a director and officer of Camber and is a director and officer of Sterling.

Outstanding balances as of June 30, 2024 included $Nil payable to Cronin Services Ltd. (June 30, 2023 – $19,073), $137,722 payable to Sterling (June 30, 2023 – $225,377), $Nil payable to Uhl Consulting Services (June 30, 2023 - $5,250), $24,570 payable to Alex Wylie (June 30, 2023 – $21,420) and $7,000 payable to Martin Scase (June 30, 2023 - $7,000). These payables are non-interest-bearing, due on demand, and are included under the 'Accounts Payable and Accrued Liabilities' line item on the balance sheet of the Company’s audited financial statements for the year ended June 30, 2024.

Financial Instruments

As at June 30, 2024 and June 30, 2023, the Company’s financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities. Cash is measured at FVTPL. Accounts receivable, accounts payable and accrued liabilities are measured at amortized cost.

The Company’s financial instruments are exposed to certain financial risks including, credit risk, liquidity risk, and interest rate risk. Details of the primary risks that the Company is exposed to are laid out in the notes to the Company’s consolidated financial statements. It has been determined that these risks, individually and in aggregate, are not material to the Company as a whole.

Changes in Accounting Policies

The accounting policies applied in the preparation of the Company’s consolidated financial statements for the year ended June 30, 2024 are consistent with those applied and disclosed in Note 3 to the Company’s annual audited consolidated financial statements for the year ended June 30, 2024.

Risks and Uncertainties

The Company’s principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economic.

The Company has no significant source of operating cash flow and no revenue from operations. The Company has not determined whether its mining property and rights contain resource reserves that are economically recoverable. The Company has limited financial resources and substantial expenditures are required to be made by the Company to establish reserves.

The mining property and rights and interests of the Company are in the exploration stages only and with no known bodies of commercial mineralization or ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company’s mineral properties may not result in any discoveries of commercial bodies of mineralization.

If the Company’s efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company may be subject to risks that could not reasonably be predicted in advance. Events such as labour disputes, environmental issues, natural disasters or estimation errors are prime examples of industry-related risks.

The Company is in the business of resource exploration and as such, its prospects are largely dependent on movements in the price of various commodities. Prices fluctuate daily and are affected by factors beyond the control of the Company. The mineral exploration industry competitive and there is no assurance that a profitable market may exist, even if the Company discovers commercial quantities of proven and probable reserves. Due to the current grassroots nature of its operations, the Company does not enter price hedging programs.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

All phases of the Company's mineral exploration operations are subject to environmental regulations pertaining to Canada and the United States. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests, which are unknown to the Company at present, and which may have been caused by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities which may cause operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The future costs of retiring mining assets include dismantling, remediation, ongoing treatment and monitoring of the site. These are reconciled and recorded as a liability at fair value. The liability is accreted, over time, through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset's carrying value and amortized over the asset's useful life. As the Company has not yet begun mining or milling operations, the Company currently has no identifiable obligations in relation to the retirement of its assets.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures and production costs. They may also cause a reduction in levels of production at producing properties or they may require abandonment or delays in the development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the environment, the Company may become subject to liability for hazards against which it cannot be insured. The Company is subject to all environmental acts and regulations at the federal, provincial and state levels.

To the Company's knowledge, there are no liabilities to date which relate to environmental risks or hazards.

For a detailed discussion of the risks, uncertainties and industry conditions associated with Volt's business, refer to the AIF, which is available under Volt's SEDAR+ profile at www.sedarplus.ca.

Evaluation of Disclosure Controls

As required by National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, management of the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2024. These controls continue to be monitored regularly and, in the future, an independent party will be engaged to test these controls. Based on the current evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company to satisfy its continuous disclosure obligations, and are effective in ensuring that information required to be disclosed in reports that the Company files is accumulated and communicated to management as appropriate to allow for timely decisions regarding required disclosure. These comments are made within the context that the Company is a small business and as such there is little segregation of duties.

Subsequent Events

Subsequent to the year end 3,693,316 warrants were exercised for total proceeds of $1,178,102, resulting in the Company issuing additional shares. The exercise of these warrants occurred at various strike prices, leading to an increase in share capital. 757,973 broker warrants for total proceeds of $166,754. Each warrant was exercisable at a price of $0.22 and was converted into one common share of the Company and one-half of a share purchase warrant. Each full share purchase warrant is exercisable for one common share of the Company at a price of $0.33 and expires on August 4, 2025.

On August 25, 2024, the Company granted a total of 500,000 stock options ("Options") to new employees under the Company's stock option plan. Each Option entitles the holder to purchase one common share ("Share") of the Company at an exercise price of $0.44 per Share. The Options vest over a six-month period and are exercisable for a period of four years, expiring on August 25, 2028.

Corporate Governance Matters

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve consolidated financial statements and to approve management compensation.

Capitalization and Outstanding Security Data

The authorized capital of the Company consists of an unlimited number of Common Shares. The following sets forth the outstanding securities of the Company as at the date of this MD&A and as at June 30, 2024:

	September 5, 2024	**June 30, 2024**
	#	#
Common shares	141,814,046	137,352,757
Stock options	12,360,000	11,860,000
Warrants	25,986,120	30,058,422

Forward-Looking Information

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" or "forward-looking statements" (collectively, "**forward-looking information**") under Canadian securities legislation. Such forward-looking information involves various known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information, which speak only as of the date of such information. Readers are also advised to consider such forward-looking information while considering the non-exhaustive risks set forth below.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company's properties; the perceived merit of properties; capital expenditures; pilot project and exploration results; accuracy of mineral or resource exploration activity; expectations regarding the Company's described milestones and its ability to meet them; accuracy of volumes expected to be processed; budgets; work programs; permitting or other timelines; strategic plans; expectations generally about the Company's business plans, DLE Technology, completion of milestones and estimated costs and timing thereof; use of available funds; market price of precious and base metals; and other statements relating to the financial and business prospects of the Company.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management of the Company made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that management of the Company believes to be relevant and reasonable in the circumstances at the date of such information.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to:

- The Company's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic resources.
- The Company's expected plans regarding the exploration plans for the Rainbow Lake Property, and in particular, the availability of skilled labour, timing and the amount of the expected exploration budget.
- The speculative nature of investing in the Company and the difficulties and uncertainties inherent in mineral exploration ventures.
- That there is no assurance of mineral deposit discoveries with commercial concentrations or of the effectiveness of the Company's DLE Technology.
- The ability of the Company to complete milestones on the timelines and at the estimated costs provided herein.
- Management's outlook regarding future trends.
- The Company's ability to meet its working capital needs at the current level in the short term.
- Expectations with respect to raising capital.
- Sensitivity analysis on financial instruments may vary from amounts disclosed.
- Governmental regulation and environmental liability.
- Other factors beyond the Company's control, as more particularly described under the heading "Risk Factors" in the AIF.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, other factors could also cause materially different results. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Additional Information

Additional information relating to the Company, including the AIF, is available under the Company's profile on SEDAR+ at www.sedarplus.ca.