

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Bolt Metals Corp. (the "Issuer").

Trading Symbol: BOLT

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

See Financial Statements for the quarter ended March 31, 2021 attached as Schedule A.

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

All Related Party transactions, if any, have been disclosed in the Issuer's Management Discussion and Analysis for the quarter ended March 31, 2021 attached as Schedule C.

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

All securities issued and options granted, if any, have been disclosed in the Issuer's Financial Statements for the quarter ended March 31, 2021 – see Schedule A.

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

- (b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

A summary of securities as at the end of the reporting period have been disclosed in the Issuer's Financial Statements for the quarter ended March 31, 2021 – see Schedule A.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Ranjeet Sundher	Director, President and Chief Executive Officer
Steve Vanry	Director, Chief Financial Officer and Corporate Secretary
Sean Bromley	Director
Garry Clark	Director
Geoffrey Fielding	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

See Management Discussion and Analysis for the quarter ended March 31, 2021 attached as Schedule C.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated May 28, 2021.

Ranjeet Sundher

Name of Director or Senior Officer

/s/ "Ranjeet Sundher"

Signature

President & CEO

Official Capacity

Issuer Details Name of Issuer Bolt Metals Corp.	For Quarter Ended March 31, 2021	Date of Report 2021/05/27
Issuer Address 300 235 15th Street		
City/Province/Postal Code West Vancouver, B.C., V7T 2X1	Issuer Fax No. N/A	Issuer Telephone No. (604) 922-8272
Contact Name Leah Hodges	Contact Position Administrator	Contact Telephone No. (604) 377-0403
Contact Email Address admin@boltmetals.com	Web Site Address www.boltmetals.com	

SCHEDULE A

FINANCIAL STATEMENTS

FOR THE QUARTER ENDED MARCH 31, 2021



BOLT METALS CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2021

**(Expressed in Canadian Dollars)
(Unaudited)**

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

BOLT METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars)

(Unaudited)

AS AT

	March 31, 2021	December 31, 2020
ASSETS		
Current		
Cash	\$ 119,826	\$ 395,941
Receivables	37,675	35,314
Prepaid expenses	<u>55,807</u>	<u>48,822</u>
	213,308	480,077
Equipment (Note 4)	22,713	27,590
Right-of-use assets (Note 5)	-	2,944
Exploration and evaluation assets (Note 6)	<u>741,948</u>	<u>741,948</u>
	<u>\$ 977,969</u>	<u>\$ 1,252,559</u>
LIABILITIES AND EQUITY		
Current		
Accounts payable and accrued liabilities (Notes 7 and 11)	\$ 446,204	\$ 511,479
Taxes payable	<u>71,200</u>	<u>71,200</u>
	<u>517,404</u>	<u>582,679</u>
Equity		
Share capital (Note 8)	14,581,920	14,581,920
Reserves (Note 8)	851,119	851,119
Deficit	<u>(15,058,275)</u>	<u>(14,841,041)</u>
Equity attributable to the Company's shareholders	374,764	591,998
Non-controlling interest (Note 10)	<u>85,801</u>	<u>77,882</u>
	<u>460,565</u>	<u>669,880</u>
	<u>\$ 977,969</u>	<u>\$ 1,252,559</u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)**SUBSEQUENT EVENTS** (Note 16)

Approved and authorized on behalf of the Board:

"Ranjeet Sundher"
Director

"Steve Vanry"
Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

BOLT METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31,

	2021	2020
EXPENSES		
Consulting fees (Note 11)	\$ 4,500	\$ 408,297
Corporate development (Note 11)	-	24,000
Exploration expenditures (Note 6)	60,664	59,606
Foreign exchange	(8,742)	(14,407)
Interest and bank charges	357	879
Investor relations	-	149
Office and miscellaneous	16,647	26,810
Management fees (Note 11)	47,789	89,323
Marketing	-	304,309
Professional fees (Note 11)	30,791	61,755
Property investigation costs (Notes 9 and 11)	4,500	4,500
Rent	750	2,250
Share-based payments (Notes 8 and 11)	-	697,995
Shareholder liaison and filing fees	11,784	13,741
Transfer agent	1,778	4,668
Travel	-	23,461
	<u>(170,818)</u>	<u>(1,707,336)</u>
Gain on settlement of accounts payable (Note 8)	-	107,000
	<u>-</u>	<u>107,000</u>
Loss and comprehensive loss for the period	\$ (170,818)	\$ (1,600,336)
Loss and comprehensive loss attributable to:		
Equity holders of the Company	\$ (178,737)	\$ (1,610,290)
Non-controlling interest (Note 10)	<u>7,919</u>	<u>9,954</u>
	<u>\$ (170,818)</u>	<u>\$ (1,600,336)</u>
Basic and diluted loss per common share	\$ (0.01)	\$ (0.14)
Weighted average number of common shares outstanding	12,225,774	11,320,685

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

BOLT METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31,

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (170,818)	\$ (1,600,336)
Items not affecting cash:		
Depreciation	7,821	7,821
Share-based payments	-	697,995
Gain on settlement of accounts payable	-	(107,000)
Interest on lease liability	-	212
Changes in non-cash working capital items:		
Receivables	(2,361)	(5,493)
Prepaid expenses	(6,985)	12,277
Accounts payable and accrued liabilities	<u>(65,275)</u>	<u>229,188</u>
Net cash used in operating activities	<u>(237,618)</u>	<u>(765,336)</u>
CASH FLOWS FROM INVESTING ACTIVITY		
Advance non-controlling interest payment	<u>(38,497)</u>	<u>(40,140)</u>
Net cash used in investing activity	<u>(38,497)</u>	<u>(40,140)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of common shares	-	742,164
Proceeds from exercise of warrants	-	1,121,066
Share issue costs	-	(19,576)
Lease payments	<u>-</u>	<u>(12,900)</u>
Net cash provided by financing activities	<u>-</u>	<u>1,830,754</u>
Change in cash for the period	(276,115)	1,025,278
Cash, beginning of period	<u>395,941</u>	<u>202,730</u>
Cash, end of period	<u>\$ 119,826</u>	<u>\$ 1,228,008</u>

Supplemental disclosure with respect to cash flows (Note 12)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

BOLT METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

(Unaudited)

	Share capital				Non- controlling interest	
	Number	Amount	Reserves	Deficit		Total
Balance at December 31, 2019	9,965,772	12,260,266	371,932	(12,464,598)	101,103	268,703
Shares issued for cash	951,493	742,164	-	-	-	742,164
Shares issued for exercise of warrants	862,356	1,121,066	-	-	-	1,121,066
Share issuance costs	-	(19,576)	-	-	-	(19,576)
Shares issued for settlement of accounts payable	446,153	478,000	-	-	-	478,000
Share-based payments	-	-	697,995	-	-	697,995
Allocation of expired options	-	-	(242,026)	242,026	-	-
Advance non-controlling interest payment (Note 6)	-	-	-	(40,140)	-	(40,140)
Loss for the period	-	-	-	(1,610,290)	9,954	(1,600,336)
Balance at March 31, 2020	12,225,774	\$ 14,581,920	\$ 827,901	\$ (13,873,002)	\$ 111,057	\$ 1,647,876
Balance at December 31, 2020	12,225,774	\$ 14,581,920	\$ 851,119	\$ (14,841,041)	\$ 77,882	\$ 669,880
Advance non-controlling interest payment (Note 6)	-	-	-	(38,497)	-	(38,947)
Loss for the period	-	-	-	(178,737)	7,919	(170,818)
Balance at March 31, 2021	12,225,774	\$ 14,581,920	\$ 851,119	\$ (15,058,275)	\$ 85,801	\$ 460,565

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021

1. NATURE OF OPERATIONS AND GOING CONCERN

Bolt Metals Corp. ("the Company") operates in the mineral resource industry and trades on the Canadian Securities Exchange ("CSE") under the symbol BOLT, on the OTCQB under the symbol PCRCF, and on the Frankfurt Exchange under the symbol NXFE. The Company's head office is located at Suite 300 - Bellevue Centre, 235 - 15th Street, West Vancouver, BC, V7T 2X1 and its registered records office is located at Pacific Centre, 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5.

The Company's principal business activities include the acquisition and exploration of mineral exploration and evaluation assets in Indonesia. The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company's continuation as a going concern is dependent upon the successful results from its business activities, its ability to obtain profitable operations and generate funds, and/or complete financings sufficient to meet current and future obligations, which in turn is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. The Company will be required to raise funding to continue operations in the upcoming year. These material uncertainties may cast significant doubt as to the ability of the Company to continue as a going concern. Management closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations or its ability to raise funds.

2. BASIS OF PREPARATION**Statement of compliance**

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee. They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2020, prepared in accordance with IFRS as issued by the IASB.

Approval of the financial statements

These condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on May 28, 2021.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021

2. BASIS OF PREPARATION (cont'd...)**Basis of presentation**

These condensed interim consolidated financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information and certain financial assets that are measured at fair value.

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company and its subsidiaries.

Principles of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its direct wholly-owned subsidiaries. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the condensed interim consolidated financial statements.

For partially owned subsidiaries, non-controlling interest represents the portion of a subsidiary's earnings and losses and net assets that is not held by the Company. Adjustments to non-controlling interest are accounted for as transactions with owners and adjustments that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

Name of Subsidiary	Country of Incorporation	Percentage of Ownership	Principal Activity
1121844 BC Ltd.	Canada	100%	Holding company
Cobalt Power (Asia) Limited ("CPA HK")	Hong Kong	100%	Holding company
Pacific Rim Mining Limited	Hong Kong	100%	Inactive
Pacific Rim Processing Limited	Hong Kong	100%	Holding company
Minerals Harvest Limited	Hong Kong	100%	Holding company
PT. Tablasufa Nickel Mining ("TNM")	Indonesia	65%	Exploration in Indonesia
PT. Pacific Rim Mineral Indonesia	Indonesia	100%	Exploration in Indonesia

Significant estimates

The preparation of these condensed interim consolidated financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021

2. BASIS OF PREPARATION (cont'd...)**Significant estimates (cont'd...)**Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Determination of income taxes

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.

The determination of the ability of the Company to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

Significant judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are, but are not limited to, the following:

Acquisition of non-controlling interest "NCI" over time

The Company has entered into an agreement to acquire a remaining 35% interest in a company holding a mineral project over a three year period. The acquisition payments are capital transactions and are recorded through deficit. Upon completion of the acquisition of the 35% interest, the Company will reduce NCI to \$nil and adjust deficit accordingly.

Determination of functional currency

The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of each entity to be the Canadian dollar. Determination of the functional currency may involve certain judgments to determine the primary economic environment. The functional currency may change if there is a change in events and conditions which determines the primary economic environment.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**2. BASIS OF PREPARATION (cont'd...)****Significant judgments (cont'd...)**Determining the lease term of contracts with renewal options

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has the option, under the lease, to lease the assets for additional periods. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew, including the consideration of all relevant factors that create an economic incentive to exercise the renewal option. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise the option to renew. The Company did not include the renewal period as part of the lease term for the property lease due to uncertainty related to the probability of the Company exercising its extension rights.

3. SIGNIFICANT ACCOUNTING POLICIES

There have been no significant changes to the Company's significant accounting policies from those disclosed in the audited consolidated financial statements for the year ended December 31, 2020.

4. EQUIPMENT

	Equipment	Total
Cost		
December 31, 2019, December 31, 2020, and March 31, 2021	\$ 78,033	\$ 78,033
Accumulated depreciation		
December 31, 2019	\$ 30,935	30,935
Depreciation	19,508	19,508
December 31, 2020	50,443	50,443
Depreciation	4,877	4,877
March 31, 2021	\$ 55,320	\$ 55,320
Net Book Value		
December 31, 2020	\$ 27,590	\$ 27,590
March 31, 2021	\$ 22,713	\$ 22,713

Depreciation is included in equipment in exploration and evaluation expenditures.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**5. RIGHT-OF-USE ASSETS AND LEASE LIABILITY**

Set out below are the carrying amounts of the Company's right-of-use assets and lease liabilities and the movements.

	Right-of-use assets	Lease liabilities
December 31, 2019	\$ 14,722	\$ 12,688
Depreciation expense	(11,778)	-
Interest expense	-	212
Payments	-	(12,900)
December 31, 2020	\$ 2,944	\$ -
Depreciation expense	(2,944)	-
March 31, 2021	\$ -	\$ -

Depreciation of right-of-use assets is in supplies and miscellaneous in exploration and evaluation expenditures. Interest expense related to lease liabilities is included in interest and bank charges.

6. EXPLORATION AND EVALUATION ASSETS

Property	Cyclops Property	Total
December 31, 2019, December 31, 2020, and March 31, 2021	\$ 741,948	\$ 741,948

Cyclops Property

CPA HK is party to an option agreement to acquire all of the issued and outstanding securities of TNM, which holds a mining permit for the Cyclops property located in the located in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. TNM is a private Indonesia company holding an Izin Usaha Pertambangan Operation Production Mining Permit for the TNM Cobalt Project. On July 16, 2018, the Company acquired 65% of the issued and outstanding shares of TNM.

On June 17, 2019, the Company entered into an amended agreement with the vendor for the acquisition of the remaining 35% of TNM. Under the terms of the agreement, the Company is required pay US\$1,220,000 as follows:

- i. US\$120,000 on or before June 15, 2020 (paid);
- ii. US\$120,000 on or before June 15, 2021; and
- iii. US\$980,000 on or before June 15, 2022.

The Company has the right to defer the final payment date for a period of one year by delivering written notice and paying an additional USD\$120,000 on or before June 15, 2022.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**Cyclops Property (cont'd...)

Pursuant to the amended agreement, to acquire the remaining 35% minority interest, the amount of debt due and owing from TNM to the vendor was reduced.

Payments made prior to signing the agreement and toward the acquisition of the 35% interest will be recorded to deficit as an advance non-controlling interest payment. As at March 31, 2021, the Company had paid a total of \$450,777 (December 31, 2020 - \$412,280) in advance non-controlling interest payments.

Upon obtaining control, the Company will grant a 2% net smelter returns royalty on future production.

Exploration and evaluation expenditures

Exploration and evaluation expenditures for the three months ended March 31, 2021 are as follows:

Property	Cyclops Property	Total
Equipment	\$ 4,823	\$ 4,823
Permitting	2,073	2,073
Professional	2,246	2,246
Supplies and miscellaneous	7,660	7,660
Wages and benefits	43,862	43,862
March 31, 2021	\$ 60,664	\$ 60,664

Exploration and evaluation expenditures for the three months ended March 31, 2020 are as follows:

Property	Cyclops Property	Total
Equipment	\$ 5,094	\$ 5,094
Travel	2,788	2,788
Wages and benefits	51,724	51,724
March 31, 2020	\$ 59,606	\$ 59,606

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

		March 31, 2021	December 31, 2020
Accounts payable	\$	324,453	\$ 393,404
Accrued liabilities		121,751	118,075
	\$	446,204	\$ 511,479

8. SHARE CAPITAL AND RESERVES**Authorized share capital**

Unlimited number of common shares without par value.

Issued share capital

During the three months ended March 31, 2021, the Company did not issue any shares.

During the three months ended March 31, 2020, the Company:

- i. issued 951,493 units at a price of \$0.78 per unit by way of a private placement for proceeds of \$742,164. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$1.04 per common share, for a period of 12 months from the date of issue. The Company paid a total of \$19,576 in cash for finder's and legal fees;
- ii. issued 862,356 common shares, for proceeds of \$1,121,066, pursuant to the exercise of warrants; and
- iii. issued 446,153 common shares, valued at \$478,000, to settle accounts payable of \$585,000, which resulted in a gain on settlement of accounts payable of \$107,000.

Stock options

The Company has a stock option plan that provides for the issuance of options to directors, officers, employees and consultants of the Company to purchase common shares. The maximum aggregate number of plan shares that may be reserved for issuance under the plan at any point in time is 10% of the outstanding shares at the time. Vesting is determined at the discretion of the Board of Directors.

During the three months ended March 31, 2021, the Company granted nil (2020 - 738,461) incentive stock options to consultants. The options have various vesting provisions. During the three months ended March 31, 2021, the Company expensed \$nil (2020 - \$697,995), which was recorded in share-based payments.

The weighted average fair value of stock options granted during the three months ended March 31, 2021 was \$nil (2020 - \$0.98) per option.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**8. SHARE CAPITAL AND RESERVES (cont'd...)****Stock options (cont'd...)**

The fair value of stock options granted was estimated using the Black-Scholes option pricing model with weighted average assumptions as follows:

	For the three months ended March 31, 2021	For the three months ended March 31, 2020
Risk-free interest rate	-	1.48%
Expected option life in years	-	2.6
Expected stock price volatility	-	111%
Expected forfeiture rate	-	-

Stock option activities are summarized as follows:

	Number of options	Weighted average exercise price
Outstanding at December 31, 2019	131,731	\$ 3.70
Granted	738,461	1.61
Expired	(76,923)	4.49
Outstanding at December 31, 2020 and March 31, 2021	793,269	\$ 1.68
Exercisable at December 31, 2020 and March 31, 2021	793,269	\$ 1.68

The Company has outstanding options entitling the holder to purchase an aggregate of common shares at March 31, 2021 as follows:

Number of options	Exercise price	Expiry date	Contractual life remaining (years)
8,654	\$ 0.87	May 12, 2021	0.12 ⁽¹⁾
553,846	\$ 1.69	February 14, 2022	0.88 ⁽¹⁾
30,769	\$ 1.69	March 3, 2022	0.92 ⁽¹⁾
46,154	\$ 2.93	June 12, 2023	2.20 ⁽¹⁾
153,846	\$ 1.30	January 15, 2025	3.80 ⁽¹⁾
793,269			

⁽¹⁾ all options were cancelled subsequent to March 31, 2021.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**8. SHARE CAPITAL AND RESERVES (cont'd...)****Warrants**

Warrant activities are summarized as follows:

	Number of warrants	Weighted average exercise price
Outstanding at December 31, 2019	1,507,177	\$ 1.48
Issued	951,493	1.04 ⁽¹⁾
Exercised	(862,356)	1.30
Expired	(644,821)	1.72
Outstanding at December 31, 2020 and March 31, 2021	951,493	\$ 0.37

⁽¹⁾ During the three months ended March 31, 2021, the Company reduced the exercise price from \$1.04 to \$0.365.

The Company has outstanding warrants entitling the holder to purchase an aggregate of common shares at March 31, 2021 as follows:

Number of warrants	Exercise price	Expiry date	Contractual life remaining (years)
951,493	\$ 0.365	February 6, 2023	1.85
951,493			

9. PROPERTY INVESTIGATION COSTS

Property investigation costs for the three months ended March 31, 2021 are as follows:

Property	Other	Total
Geological	\$ 4,500	\$ 4,500
Balance, March 31, 2021	\$ 4,500	\$ 4,500

Property investigation costs for the three months ended March 31, 2020 are as follows:

Property	Other	Total
Geological	\$ 4,500	\$ 4,500
Balance, March 31, 2020	\$ 4,500	\$ 4,500

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**10. NON-CONTROLLING INTEREST**

As at March 31, 2021, the equity attributable to the 35% non-controlling interest in TNM is \$85,801 (December 31, 2020 - \$77,882).

The following table presents the changes in equity attributable to the 35% non-controlling interest in TNM:

		Total
Balance, December 31, 2019	\$	101,103
Share of income for the year		(23,221)
Balance, December 31, 2020	\$	77,882
Share of loss for the period		7,919
Balance, March 31, 2021	\$	85,801

As at March 31, 2021 and December 31, 2020 and for the three months ended March 31, 2021 and 2020, summarized financial information about TNM is as follows:

	March 31, 2021	December 31, 2020
Current assets	\$ 1,764	\$ 1,867
Non-current assets	741,948	741,948
Current liabilities	(206,220)	(214,070)
Non-current liabilities	(292,347)	(307,225)
Income for the three months ended March 31, 2021 and 2020	22,625	28,439

The income allocated to non-controlling interest based on an interest of 35% (2020 - 35%) for the three months ended March 31, 2021 was \$7,919 (2020 - \$9,954).

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**11. RELATED PARTY TRANSACTIONS**

The Company defines its directors and officers as its key management personnel. The compensation costs for key management personnel is as follows:

	For the three months ended March 31, 2021	For the three months ended March 31, 2020
Consulting fees	\$ 4,500	\$ 4,500
Corporate development	-	7,500
Management fees	47,789	62,019
Professional fees	21,750	31,750
Property investigation costs	4,500	4,500
Share-based payments	-	228,830
	\$ 78,539	\$ 339,099

At March 31, 2021, included in accounts payable and accrued liabilities are amounts owing to directors and officers of \$165,979 (December 31, 2020 - \$105,832).

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

For the three months ended March 31, 2021, there were no significant non-cash transactions.

For the three months ended March 31, 2020, the Company's significant non-cash transactions consisted of:

- i. shares issued for settlement of accounts payable of \$478,000; and
- ii. allocation of expired options from reserves to deficit of \$242,026.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

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

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values because of the short-term nature of these instruments.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)**Financial risk factors**

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's primary receivable consists of goods and service tax receivable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due. The Company is subject to liquidity risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

(a) *Interest rate risk* - this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% change in interest rates would result in a nominal difference in interest income for the three months ended March 31, 2021.

(b) *Foreign currency risk* - this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in foreign exchange rates would be approximately \$29,000 for the three months ended March 31, 2021.

(c) *Price risk* - this risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices in relation to its exploration and evaluation assets.

14. CAPITAL MANAGEMENT

The Company considers its components within shareholders' equity as capital. The Company's objective when managing capital is to fund its operations and corporate overhead costs, meet obligations as they come due, and to maintain a flexible capital structure, which optimizes the cost of capital at an acceptable risk. The Company has no earnings and therefore it must finance its activities and corporate overhead costs by the sale of common shares or loans.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets. In order to maximize ongoing development efforts, the Company does not pay out dividends. Given its objectives, the Company determines the amount of capital to be raised and retained based on the scope of operating activities and potential acquisitions management's assessment of the expected availability of acceptably priced capital in future periods.

BOLT METALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2021**14. CAPITAL MANAGEMENT (cont'd...)**

There were no changes in the Company's approach to capital management for the three months ended March 31, 2021. The Company is not subject to externally imposed capital requirements.

15. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment being the acquisition and exploration of exploration and evaluation assets located in Indonesia and Canada. Geographical information is as follows:

March 31, 2021	Indonesia		Canada		Total
Equipment	\$	22,713	\$	-	\$ 22,713
Right-of-use assets		-		-	-
Exploration and evaluation assets		741,948		-	741,948
Total	\$	764,661	\$	-	\$ 764,661

December 31, 2020	Indonesia		Canada		Total
Equipment	\$	27,590	\$	-	\$ 27,590
Right-of-use assets		2,944		-	2,944
Exploration and evaluation assets		741,948		-	741,948
Total	\$	772,482	\$	-	\$ 772,482

16. SUBSEQUENT EVENTS

Subsequent to March 31, 2021, the Company:

- i. made payments of USD \$20,000 towards the Cyclops property (Note 6); and
- ii. issued 2,580,000 units, for proceeds of \$722,400, pursuant to a non-brokered private placement. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$0.35 per common share, for a period of 24 months from the date of issue. The Company paid a total of \$14,700 in cash for finders' fees and issued 52,500 finders' warrants. Each finder's warrant entitles the holder to purchase one common share at a price of \$0.35 per common share, for a period of 24 months from the date of issue.

SCHEDULE B

SUPPLEMENTARY INFORMATION

(please refer to Schedule A”)

SCHEDULE C

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED MARCH 31, 2021

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

INTRODUCTION

This management's discussion and analysis ("MD&A") reports on the financial position and results of operations of Bolt Metal Corp. (the "Company" or "Bolt") and was prepared and approved by the Board of Directors as at May 28, 2021 and should be read in conjunction with the condensed interim consolidated financial statements and notes thereto for the three months ended March 31, 2021 and the audited consolidated financial statements and notes thereto for the year ended December 31, 2020. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is intended to assist the reader's understanding of the Company and its operations, business, strategies, performance and future outlook from the perspective of management. All dollar figures included therein and in the following MD&A are quoted in Canadian dollars unless otherwise indicated. Additional information related to the Company, including its press releases and quarterly and annual reports, is available for view on SEDAR at www.sedar.com.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the consolidation financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the consolidated financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually and is free to meet with them throughout the year.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of 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 any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under RISKS AND UNCERTAINTIES in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in hydrocarbon exploration and development and production activities in general, volatility and sensitivity to market prices for oil and gas, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, changes in foreign currency exchange rates, and the outbreak of an epidemic or a pandemic, including the recent outbreak of the novel coronavirus (COVID-19), or other health crisis and the related global health emergency affecting workforce health and wellbeing. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the Province of British Columbia and is a Canadian-based exploration company focused on the acquisition and development of production grade nickel-cobalt deposits, a key raw material input for the growing lithium-ion battery industry.

The Company's head office is located at Suite 300 - Bellevue Centre, 235 - 15th Street, West Vancouver, BC, V7T 2X1 and its registered records office is located at Pacific Centre, 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5. The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol BOLT, the OTCQB under the symbol PCRCF and the Frankfurt Exchange under the symbol NXFE.

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

DESCRIPTION OF BUSINESS (cont'd...)

In April 2021, the Company closed a private placement for net proceeds of \$707,700 from the issuance of 2,580,000 units. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each warrant to acquire an additional common share of the Company at a price of \$0.35 per common share, for a period of 24 months from the date of issue. 52,500 finder's warrants were issued, which will entitle the holder of each warrant to acquire an additional common share of the Company at a price of \$0.35 per common share, for a period of 24 months from the date of issue.

In April 2021, all stock options were cancelled.

CYCLOPS PROJECT

Cyclops Nickel-Cobalt Project Acquisition

On June 17, 2019 the Company entered into a revised Conditional Purchase Agreement to indirectly acquire the remaining 35% (Company currently owns 65%) ownership of a mining permit for the Cyclops Nickel-Cobalt Project, located in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. The agreement was revised such that:

- a) The Company will indirectly purchase the balance of the Project it does not already own (35%) in exchange for staged consideration in the aggregate amount of USD\$1,220,000; and
- b) A creditor has agreed to reduce the amount of the debt due and owing in relation to the project to \$140,706 (Rp1,500,000,000).

Payment terms under the revised Conditional Purchase are:

- a) USD\$120,000 on or before June 15, 2020 (paid);
- b) USD\$120,000 on or before June 15, 2021; and
- c) USD\$980,000 on or before June 15, 2022 ("Final Payment").

Notwithstanding the foregoing, the Company shall have the right to defer the Final Payment date for a period of one year by: (i) delivering written notice of its intention to defer the Final Payment on or before the due date of the Final Payment and (ii) payment of an additional USD\$120,000 on or before June 15, 2022.

Background

The Cyclops Project is located directly on the Pacific coast in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. The town of Sentani is located about 15 km to the east and with Jayapura, the capital city of Papua Province, located about 40 km to the east.

The Cyclops Project is comprised of a Mining Business Permit – Production Operation license covering exactly five thousand hectares (50km²).

Sealed roads enable year-round access to the project area and connect it with the large towns of Jayapura and Sentani. Detailed bathymetric studies have identified three locations along the coast which appear to be favourable for the construction of a deep-water port site within the license area.

The Cyclops Project covers the western segment of a thick ultramafic unit that is exposed along the southern and western slopes of the Cyclops Mountain Range in an area measuring roughly 40 km east-west and 5 km north-south, from Tanahmerah Bay in the west to Jayapura's adjacent Yos Sudarso Bay (Humboldt Bay) in the east.

These ultramafic rocks have been extensively lateritized, resulting in the formation of elevated values of nickel and cobalt residing in shallow, near surface zones of the profile. A total of nine (9) prospective laterite zones underlain by ultramafic rocks have been identified and mapped on the property. Of these, only five have been historically, and to a limited extent, drill tested.

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

CYCLOPS PROJECT (cont'd...)

Background (cont'd...)

A total of eight hundred and fifty-six (856) holes drilled with manual augers, tripod-supported gas-powered augers and truck mounted drills, as well as twenty six (26) test pits, have been completed on the five of the nine cobalt prospects; the Tanahmerah, Tablasufa, Amaybu, Kirpon and Doyo zones. These prospects are in the northern part of the license.

The Cyclops Project hosts a historical estimate of 37.973 million tonnes grading 1.25% nickel and 0.11% cobalt at a 0.8% nickel cut-off grade, contained in five coastal deposits fringing Tanahmerah Bay; Tanahmerah, Tablasufa, Amaybu, Kirpon and Doyo. The Historical Estimate¹ was reported by PT. Pacific Nikkel in 1982 ("Pacific Nikkel report"), based on work carried out by PT. Pacific Nikkel in the period 1969 to 1979, as referenced by Thimbeck in 2001.

The Pacific Nikkel report notes that drilling was the principal method of testing the extent, depth and grade of the laterite profile in the target areas and that such drilling averaged 7 meters in depth. The Pacific Nikkel report also notes that drilling was reported not to have intersected the full laterite profile, or to have reached bedrock and frequently bottomed in horizons with elevated cobalt and nickel concentrations.

The following outstanding cobalt intercepts are from within the mineralized zones: (operator, PT. Pacific Nikkel, 1970; true width of intervals are unknown)

- 8m @ 1.53% nickel and 0.18% cobalt; from surface to 8m depth (Hand Auger hole #35);
- 13m @ 1.26% nickel and 0.15% cobalt; from 2m to 15m depth (Hand Auger hole #6); and
- 10m @ 1.02% nickel and 0.19% cobalt; from 4m to 14m depth (Hand Auger hole #21).

Title and Registration

During February 2020 the Company received approval from the OMBUDSMAN of the Republic of Indonesia for the registration of the Cyclops Nickel-Cobalt Project license in the Directorate General of Minerals and Coal and the Ministry of Energy and Mineral Resources of the Republic of Indonesia. The project license will be transferred into a Foreign Investment License where it will be administered by the central government. The license will then be fully compliant with the regulation of the Minister of Energy and Mineral Resources No. 11 of 2018 regarding the procedure for the granting of licenses and reporting on mineral and coal mining business activities.

During April 2020 the Cyclops Project License was registered in the database of the Directorate General of Minerals and Coal, Ministry of Energy and Mineral Resources of the Republic of Indonesia with related physical documentation anticipated shortly.

2020 and Looking Ahead

During 2020 the Company's planned development activities for Cyclops were put on hold as travel in Indonesia and access to the project were rendered virtually impossible due to the COVID-19 pandemic. The Company did however continue to pursue nickel and cobalt processing strategies and remained in discussions for possible relationships with Asia based end-users of nickel and cobalt. Restart of activities at Cyclops is anticipated in 2021 but is ultimately dependent on the re-opening of domestic travel, availability of personnel and supplies and access to the project all of which will be dependent on Indonesia's success with overcoming the COVID-19 pandemic.

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

CYCLOPS PROJECT (cont'd...)

¹*Historical Estimate*

A historical estimate, which dates from before the requirement for uniform regulatory compliance and therefore fails to meet the current standards of National Instrument 43-101, is being referenced as a guide for the Company's 2018 work program. This early data employed measurements still in use today and indicate mineralization from surface with an estimated potential of 37 million tonnes of 0.11 per cent cobalt and 1.31 per cent nickel at a 0.8-per-cent-nickelcut- off grade. The company intends to validate the resource and, where possible, expand upon the historical estimate, as only five of the nine known cobalt/nickel occurrences were the subject of the historical studies. The company affirms this data in no way implies an estimated resource valuation but are offered as a basis for its current exploratory efforts and approach. The Company considers the cobalt and nickel tonnage and grade estimates contained herein to be historical estimates. The historical estimates are contained in the summary geologic investigations, PT Pacific Nikkel Indonesia 1969 (Reynolds, 1979). These historical estimates do not use categories that conform to current CIM (Canadian Institute of Mining, Metallurgy and Petroleum) definition standards on mineral resources and mineral reserves as outlined in National Instrument 43-101 (Standards of Disclosure for Mineral Projects) and have not been redefined to conform to current CIM definition standards. These estimates were prepared in the 1980s prior to the adoption and implementation of NI 43-101. A qualified person has not done sufficient work to classify the historical estimates as current mineral resources, and the Company is not treating the historical estimates as current mineral resources. More work, including, but not limited to drilling will be required to conform the estimates to current CIM definition standards. Investors are cautioned that the historical estimates do not mean or imply that economic deposits exist on the company's project. Efforts to obtain any additional information regarding relevant historical work are continuing, although there are no assurances that these original data will be found. The Company believes that the historical estimates are relevant to continuing exploration on the project. For more information, please refer to the technical report, filed on SEDAR on December 8, 2017, and available under the company's profile at SEDAR.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL RESOURCES

As at March 31, 2021, the Company's liquidity and capital resources are as follows:

	March 31, 2021	December 31, 2020
Cash	\$ 119,826	\$ 395,941
Receivables	37,675	35,314
Prepaid expenses	55,807	48,822
Total current assets	213,308	480,077
Accounts payable and accrued liabilities	446,204	511,479
Taxes payable	71,200	71,200
Total current liabilities	517,404	582,679
Working capital (deficiency)	\$ (304,096)	\$ (102,602)

During the three months ended March 31, 2021, cash funded operating activities for \$237,618 (2020 - \$765,336) and investing activities for \$38,497 (2020 - \$40,140). Operating activities included expenditures on the exploration of the Cyclops property of \$60,664 (2020 - \$59,606). The investing activities consisted of advance non-controlling interest payments.

During the three months ended March 31, 2020, the Company closed one private placement and raised net proceeds of \$722,588 from the issuance of 951,493 units. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$1.04 per common share, for a period of 12 months from the date of issue. The Company also received proceeds of \$1,121,066 from the exercise of warrants. These proceeds from financing activities were offset by lease payments of \$12,900. There were no financing activities during the three months ended March 31, 2021.

At March 31, 2021, the Company had no source of operating cash flow, limited financial resources, and no assurance that additional funding would be available to it in order to remain a going concern.

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

SUMMARY OF QUARTERLY RESULTS

	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Income (loss) from continuing operations	\$ (170,818)	\$ (291,274)	\$ (268,045)	\$ (316,775)
- per share ⁽¹⁾	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.03)
Income (loss) and comprehensive loss	\$ (170,818)	\$ (291,274)	\$ (268,045)	\$ (316,775)
- per share ⁽¹⁾	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.03)

	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Income (loss) from continuing operations	\$ (1,600,336)	\$ (725,879)	\$ (667,117)	\$ (582,586)
- per share ⁽¹⁾	\$ (0.14)	\$ (0.07)	\$ (0.07)	\$ (0.06)
Income (loss) and comprehensive loss	\$ (1,600,336)	\$ (725,879)	\$ (667,117)	\$ (582,586)
- per share ⁽¹⁾	\$ (0.14)	\$ (0.07)	\$ (0.07)	\$ (0.06)

^{1.} Fully diluted loss per share was not calculated as the effect was anti-dilutive.

RESULTS OF OPERATIONS

For the three months ended March 31, 2021, significant expenditures are as follows:

Expenses	Explanation for Change
Consulting fees	During the three months ended March 31, 2021, minimal consultants were used as operations had slowed.
Corporate development	During the current period, there were no fees paid for corporate development as the Company has decreased operations. The Company is focusing on decreasing expenses to maintain cash.
Exploration expenditures	The Company acquired a 65% in the Cyclops property on July 16, 2018. Costs incurred on the project since acquisition were recorded as exploration expenditures. The Company continues to explore the property, with fewer costs as a result of decreased activity as a result of COVID-19.
Management fees	The Company incurs fees for management for their role in running the operations, searching for additional projects, and promoting its activities.
Marketing	The Company has incurred fewer fees for attending conferences and road shows around the world in addition to other various advertising costs than in the prior period. There have been less promotional activities as a result of COVID-19.
Share-based payments	All prior stock options granted had vested in the prior period and, accordingly, there were no amounts recorded in the current period.

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

PROPOSED TRANSACTIONS

The Company has not entered into any proposed transactions.

RELATED PARTY TRANSACTIONS

The Company defines its directors and officers as its key management personnel. The Company entered into the following transactions with related parties during the for the three months ended March 31, 2021:

- a) Paid or accrued management fees of \$47,789 to Ranjeet Sundher, the President, CEO, and a director of the Company;
- b) Paid or accrued professional fees of \$21,750 to a company controlled by Steve Vanry, the CFO and a director of the Company;
- c) Paid or accrued property investigation costs of \$4,500 to a company controlled by Garry Clark, a director of the Company; and
- d) Paid or accrued consulting fees of \$4,500 to Geoffrey Fielding, a director of the Company.

At March 31, 2021, included in accounts payable and accrued liabilities are amounts owing to related parties of \$165,979.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

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

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values because of the short-term nature of these instruments.

Financial risk factors

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's primary receivable consists of goods and service tax receivable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due. The Company is subject to liquidity risk.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial risk factors (cont'd...)

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

(a) *Interest rate risk* - this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% change in interest rates would result in a nominal difference in interest income for the three months ended March 31, 2021.

(b) *Foreign currency risk* - this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in foreign exchange rates would be approximately \$29,000 for the three months ended March 31, 2021.

(c) *Price risk* - this risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices in relation to its exploration and evaluation assets.

NEW ACCOUNTING STANDARDS, INTERPRETATIONS, AND AMENDMENTS

There were no changes in accounting policies, including initial adoption, during the period.

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, fluctuating metal prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance nor are they inclusive of all the risks and uncertainties the Company may be subject to as other risks may apply: the risks associated with our dependence on the Cyclops project; geological exploration and development; changes in law, unrest and political instability in Indonesia; permits for development of the Company's projects cannot be renewed on terms satisfactory to the Company and other land title permitting and licensing risks; infrastructure; inflation; governmental regulation; environmental hazards and insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; and contract repudiation.

RISKS AND UNCERTAINTIES (cont'd...)

Activities of the Company may be impacted by the spread of COVID-19.

The Company's business could be adversely affected by the effects of the recent outbreak of respiratory illness caused by the novel coronavirus ("COVID-19"). Since early March 2020, several significant measures have been implemented in Canada, Indonesia and the rest of the world by authorities in response to the increased impact from COVID-19. The Company cannot accurately predict the impact COVID-19 will have on the ability of third parties to meet their obligations with the Company, including due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In particular, the continued spread of the COVID-19 globally could materially and adversely impact the Company's business including without limitation, employee health, limitations on travel, the availability of industry experts and personnel, restrictions on planned drill programs and other factors that depend on future developments beyond the Company's control. In addition, the significant outbreak of a contagious disease has resulted in a widespread health crisis that has adversely affected the economies and financial markets of many countries (including Canada and Indonesia), resulting in a potential economic downturn that may negatively impact the Company's financial position, financial performance, cash flows, and its ability to raise capital, in 2020. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on the Company's exploration activities cannot be reasonably estimated at this time.

The Company has a history of losses and may not be able to generate sufficient revenue to be profitable or to generate positive cash flow on a sustained basis.

The Company has no history of revenue or earnings from operations. The Company is an exploration stage company and no cash flow or operating revenues are anticipated until one of the Company's projects comes into production, which may or may not occur. As such, the Company has had negative cash flow since the date of its incorporation and is subject to many risks common to such enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. The Company expects to continue to expend financial and other resources on exploration and development of the Cyclops project. These investments may not result in revenue or growth in the business. If the Company cannot eventually earn revenue at a rate that exceeds the costs associated with its business, it will not be able to achieve or sustain profitability or generate positive cash flow on a sustained basis and its revenue growth rate may decline. There is no assurance that an investor will be successful in achieving a return on an investment in the Common Shares of the Company and the likelihood of success must be considered in light of its early stage of development. If the Company fails to eventually earn revenue, its business, results of operations, financial condition and prospects could be materially adversely affected.

The Company may be unable to raise the capital necessary for it to execute its strategy on favourable terms or at all.

The Company will require additional financing to advance exploration programs at the Cyclops project. Additional funds may not be available when the Company needs them, on terms that are acceptable, or at all. If adequate funds are not available to the Company on a timely basis, it may be unable to proceed with future exploration and development of Cyclops or with other exploration, development or acquisition of property interests to carry out its business plan, as desired, which could materially affect the Company's business, results of operations, financial condition and prospects.

No History of Dividends

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be utilized to acquire and finance a new business. The Company will need to achieve profitability prior to any dividends being declared.

RISKS AND UNCERTAINTIES (cont'd...)

Dilution

The Company does not generate any revenues and does not have sufficient financial resources to undertake by itself significant expenditures. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

The amount of additional funds required will depend largely on the success of the Company's business undertakings.

Further expenditures will depend on the Company's ability to obtain additional financing which may not be available under favourable terms, if at all.

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, and willingness to utilize debt and issue equity. Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

There is no assurance that the Company's exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or develop new resources.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At this time the Company does not have any properties with mineral resources.

The economics of developing nickel, cobalt and other mineral properties are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of nickel, cobalt or other minerals produced, the Company may determine that it is impractical to commence or continue exploration and development. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, conditions for base and precious metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals, and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

Historical estimates are based on interpretations and assumptions that may not be accurate.

There are numerous uncertainties inherent in historical estimates, including many factors beyond the Company's control. In making determinations about whether to advance a project to development, historical estimates of mineralization must be considered as estimates only. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling which may prove to be unreliable. Historical estimates or other mineralization estimates may not be accurate.

Any material changes in estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital. Estimates have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate. Extended declines in market prices for nickel, cobalt and other minerals may render portions of the Company's resources uneconomic.

RISKS AND UNCERTAINTIES (cont'd...)

The Company's operations are subject to extensive environmental, health and safety regulations.

The Company's operations are subject to extensive laws and regulations governing environmental protection and employee health and safety promulgated by governments and government agencies. Environmental regulation provides for restrictions on, and the prohibition of, spills and the release and emission of various substances related to mining industry operations which could result in environmental pollution.

Environmental laws and regulations are complex and have become more stringent over time. The Company is required to obtain governmental permits and in some instances air, water quality, waste disposal, hazardous substances and mine reclamation permits. Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of permits and imposition of penalties. Environmental regulation is evolving in a manner resulting in stricter standards and the enforcement of, and fines and penalties for, non-compliance are becoming more stringent. In addition, certain types of operations require environmental impact assessments. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees.

Climate change regulations may become more onerous over time as governments implement policies to further reduce carbon emissions, including the implementation of taxation regimes based on aggregate carbon emissions. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, the cost of compliance with environmental regulation and changes in environmental regulation have the potential to result in increased cost of operations, reducing the profitability of the Company's operations.

The Company intends to, and attempts to, fully comply with all applicable environmental regulations. While the health and safety of its people and responsible environmental stewardship are top priorities for the Company, there can be no assurance

that the Company has been or will be at all times in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not materially and adversely affect the Company's business, results of operations or financial condition.

The Company's future success depends on its relationships with the communities in which it operates.

The Company's relationships with the communities in which the Company operates are critical to ensuring the future success of existing operations and the construction and development of future projects. There is an increasing level of public interest worldwide relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("NGOs"), some of which oppose globalization and resource development, are often vocal critics and attempt to interfere with the mining industry and its practices. Adverse publicity generated by such NGOs or others related to extractive industries generally, or their operations specifically, could have an adverse effect on the Company's reputation or financial condition and may impact the Company's relationship with the communities in which it operates. While the Company believes that it operates in a socially responsible manner, there is no guarantee that the Company's efforts in this respect will mitigate this potential risk.

The Company may not be able to complete acquisitions it pursues and any completed acquisitions or business arrangements may ultimately not benefit its business.

As part of the Company's business strategy, it has sought and will continue to seek new mining and development opportunities in the mining industry. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favourable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

RISKS AND UNCERTAINTIES (cont'd...)

The mining industry is very competitive.

The Company competes with other exploration and production companies, many of which are better capitalized, have greater financial resources, operational experience and technical capabilities, or are further advanced in their development or are significantly larger and have access to greater mineral resources than the Company, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. If the Company is unsuccessful in acquiring additional mineral properties or qualified personnel, it may not be able to grow at the rate it desires, or at all.

The Company's competitors may be able to devote greater resources to the expansion and efficiency of their operations or respond more quickly to new laws and regulations or emerging technologies than the Company. The Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition or results of operations.

The Company is subject to government regulation and failure to comply could have an adverse effect on the Company's operations.

The Company's operations, exploration and development activities are subject to extensive foreign federal, state and local laws and regulations governing such matters as environmental protection, management and use of toxic substances and explosives, management of natural resources, health, exploration and development of mines, production and post-closure reclamation, safety and labour, mining law reform, price controls, import and export laws, taxation, maintenance of claims, tenure, government royalties and expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. The activities of the Company require licenses and permits from various governmental authorities.

The costs associated with compliance with these laws and regulations are substantial and possible future laws and regulations, changes to existing laws and regulations and more stringent enforcement of current laws and regulations by governmental authorities could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of its properties. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety practices of the Company's past and current operations, or possibly even those actions of parties from whom the Company acquired its mines or properties, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The Company retains competent and well-trained individuals and consultants in jurisdictions in which it does business; however, even with the application of considerable skill, the Company may inadvertently fail to comply with certain laws. Such events can lead to financial restatements, fines, penalties, and other material negative impacts on the Company.

The Company may not be successful in obtaining and renewing government permits.

In the ordinary course of business, the Company is required to obtain and renew government permits for the operation and expansion of existing operations or for the development, construction and commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions and possibly involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain and renew permits are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the permitting authority. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from a given property once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

RISKS AND UNCERTAINTIES (cont'd...)

The Company's exploration activities are subject to foreign currency exchange fluctuations which could result in foreign exchange losses.

Exploration activities in Canada and Indonesia are subject to foreign currency exchange fluctuations. The Company raises its funds through equity issues, which are priced in Canadian dollars, and the majority of the exploration costs of the Company are denominated in United States dollars. The Company may suffer losses due to adverse foreign currency fluctuations.

Loss of key personnel could materially affect the Company's operations and financial condition.

The Company depends on the business and technical expertise of a number of key personnel, including its directors and executive officers and key personnel working full-time in management and administrative capacities or as consultants. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's exploration and development activities expand, it will require additional key personnel. The Company does not maintain life insurance for such personnel. The loss of any key personnel, or the failure to retain such personnel, could have a material adverse effect on the Company's future operations and financial condition.

The Company may be subject to potential conflicts of interest with its directors and/or officers.

The directors and officers of the Company may serve as directors and/or officers of other public and private companies, and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest.

To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict-of-interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

Security breaches of the Company's information systems could adversely affect the Company.

The Company's operations depend, in part, upon information technology systems. The Company's information technology systems are subject to disruption, damage or failure from a number of sources, including, but not limited to, hacking, computer viruses, security breaches, natural disasters, power loss, vandalism, theft and defects in design. Any of these and other events could result in information technology systems failures, operational delays, production downtimes, destruction or corruption of data, security breaches or other manipulation or improper use of our data, systems and networks, any of which could have adverse effects on our reputation, business, results of operations, financial condition and share price.

The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, we may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on any forward-looking statement.

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

CRITICAL ACCOUNTING ESTIMATES

The preparation of the condensed interim consolidated financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Determination of income taxes

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.

The determination of the ability of the Company to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

SUBSEQUENT EVENT

The following events occurred subsequent to March 31, 2021 and are not disclosed elsewhere in this MD&A. The Company made payments of USD \$20,000 towards the Cyclops property.

OUTSTANDING SHARE DATA

The following details the common shares, stock options, and warrants outstanding as of the date of this MD&A:

Common Shares	14,805,774
Stock Options	nil
Warrants	3,583,993

BOLT METALS CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2021

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedar.com;
- the Company's condensed interim consolidated financial statements for the three months ended March 31, 2021; and
- the Company's consolidated financial statements for the year ended December 31, 2020.

This MD&A was approved by the Board of Directors of the Company effective May 28, 2021.