NUINSCO RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

DATED AUGUST 3, 2016

NUINSCO RESOURCES LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Years ended December 31, 2015 and 2014

The following discussion of the results of operations and financial condition of Nuinsco Resources Limited ("Nuinsco" or "the Company") prepared as of August 3, 2016 consolidates management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2015 and 2014, and factors reasonably expected to impact on future operations and results. This discussion is intended to supplement and complement the Company's audited consolidated financial statements as at and for the years ended December 31, 2015 and 2014 ("2015 Audited Consolidated Financial Statements") and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP").

Certain information and discussion included in this Management's Discussion & Analysis ("MD&A") constitutes forward-looking information. Readers are encouraged to refer to the cautionary notes contained in the section Forward-Looking Statements at the end of this MD&A.

The 2015 Audited Consolidated Financial Statements are available at www.sedar.com and at the Company's website www.nuinsco.ca. All amounts disclosed are in Canadian dollars unless otherwise stated. All tabular amounts are in thousands of Canadian dollars.

NATURE OF OPERATIONS

Nuinsco is an exploration and development company with a long history. It is focused on identifying, exploring and developing mineral investment opportunities worldwide. The Company currently has interests in projects prospective for gold, copper, phosphate, rare metals, niobium and uranium in Canada's provinces of Saskatchewan, Ontario and Québec and in Turkey. Nuinsco owns a 7.5% interest in CBay, a private company that has a dominant position in Québec's Chibougamau mining camp with assets including a permitted mill, tailings facility, eight past-producing copper/gold mines, two partially-developed copper projects (Corner Bayand Devlin) and a 38,000 hectare ("ha") (96,000 acre) land position.

The Company has achieved positive results from its Prairie Lake project in Ontario and continues to manage CBay and its assets in the prolific Chibougamau mining camp in northern Québec on behalf of Nuinsco shareholders and Ocean Partners Investments Limited ("Ocean Partners"). As funding permits, exploration programs are planned to continue at the Diabase Peninsula uranium project in Saskatchewan and the Prairie Lake project where additional metallurgical and process testing has been performed which has indicated that potentially several marketable products can be produced including a phosphate concentrate exceeding 30% P_2O_5. A diamond drill program conducted in Chibougamau during 2014 led to sufficient geological information being compiled to produce a mineral resource estimate on the Devlin copper deposit.

In addition to its property holdings, Nuinsco owns a limited participating interest in the net cash flows of Victory Nickel Inc.'s ("Victory Nickel") frac sand business (the "Participating Interest").

Going Concern

The Company's Consolidated Financial Statements have been prepared using the going concern assumption, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. As at December 31, 2015, the Company had a working capital deficiency of $331,000 (December 31, 2014 – working capital deficiency of $327,000). Working capital is defined as current assets less current liabilities. Marketable securities comprise investments in other resource companies the markets for which are not always liquid.

The Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to: continuing losses, dependence on key individuals, realization on its marketable securities as required and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully complete its projects and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant financing. Given the current economic climate, the ability to raise funds has been and may continue to be difficult. Refer to the Risks and Uncertainties and Liquidity and Capital Resources sections for additional information.

None of the Company's projects are currently in commercial production and, accordingly, the Company is dependent upon debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The Company's ability to continue as a going concern, is dependent upon exploration results which have the potential for the discovery of economically recoverable reserves and resources, the Company's ability to finance exploitation of its projects through debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding.

In an effort to decrease the Company's reliance on equity markets for financing to advance the Company's existing projects and/or take advantage of new project opportunities, the Company entered into a secured loan agreement with Victory Nickel Inc. ("Victory Nickel") which was converted on April 22, 2014 to an unsecured participating interest in the cash flows generated from the sale of frac sand (the "Participating Interest") as described in Note 12. The loan provided the initial funding required by Victory Nickel to implement a three-phase business plan to enter the frac sand business which began generating sales in March 2014. Victory Nickel's frac sand business has experienced a decline in demand, and downward pressure on pricing, for its frac sand products due to the rapid decline in oil price that began in 2014 and continued in 2015 and resulted in a drop in drilling activity. In addition, Victory Nickel announced a deferral of its previous decision, made in late 2014, to proceed with Phase 2 of its three-phased frac sand business plan. Presently, the Company is uncertain as to receiving any cash flows from the Participating Interest, and as at December 31, 2015 had written the asset down to nil.

The Company presently has no specific plans in place to secure funding although management continues to hold discussions on securing financing or potential sale of assets. There are no assurances that the Company will be successful in obtaining any financing or selling assets, or in accomplishing that on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, it will be unable to fund continuing operations and corporate administration costs. In an effort to preserve cash and property assets, effective June 29, 2015 the Company terminated the employment of most personnel. Paul Jones will continue as CEO, in the capacity of a consultant, and oversee administration, maintenance of exploration projects and the ongoing initiatives to advance them. The Company has also retained a part-time CFO and a part-time administrator. Subject to available funding, the Company will engage other personnel as needed in order to continue to manage its affairs and obligations. Effective May 11, 2015, the Company voluntarily delisted its shares from the Toronto Stock Exchange. The Company intends to remain at its corporate office and maintain website, telephones and email communication with shareholders, subject to having sufficient funds.

If the Company is unable to obtain additional financing it will be required to curtail all of its operations and may be required to liquidate its assets.

Should the Company not be able to continue to obtain the necessary financing, achieve favourable exploration results, achieve future profitable production or the sale of properties or improve its liquidity sufficient to enable it to fund operations, the Company's ability to continue as a going concern as contemplated under GAAP will be compromised. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

SIGNIFICANT EVENTS

During and subsequent year ended December 31, 2015, the Company:

Corporate

- Announced that in an effort to reduce cost, preserve its cash and property assets, the Company has terminated most personnel, Paul Jones, CEO, will continue in the that capacity as a consultant. The Company voluntarily delisted its common shares from the Toronto Stock Exchange ("TSX") on May 11, 2015.
- Announced the resignation of Ms. Alison Sutcliffe as Chief Financial Officer, and appointed Mr. Kyle Appleby, CPA, CA as the new Chief Financial Officer, in the capacity of a consultant.
- Continued to identify, and have discussions with, potential financiers and partners interested in participating in development of CBay's assets, Prairie Lake and Diabase Peninsula.

OUTLOOK

2015 has been a time of very low levels of activity in the mining and minerals sector and it now faces severe challenges over the coming months that stem from the prolonged period of difficult equity markets and lack of available risk capital. During 2015, the Company had been using sales of its equity position in Victory Nickel to fund its activities; however at the date of this report, the Company had no material shares remaining in Victory Nickel and Nuinsco's ability to continue to fund operations so as to continue as a going concern has been seriously compromised.

The Company is uncertain on the timing of receiving any cash flow from the Participating Interest in net cash flows from frac sand production from Victory Nickel's frac sand production plant in Alberta, and currently needs to obtain additional funding to bridge the gap between the Company's existing financial resources and commencement of cash flows from the Participating Interest (if it were to commence). Victory Nickel has announced that it has experienced a decline in demand, and downward pressure on pricing, for its frac sand products due to the rapid decline in oil price that began in 2014 and continues in 2016 and resulting drop in drilling activity. This has been assumed to further delay the receipt of anticipated cash flows by the Company and has been factored in to the Company's expectations.

If the Company is unable to obtain sufficient financing the Company may fail to continue as a going concern and the Company will be required to curtail all of its operations and may be required to liquidate its assets.

As at December 31, 2015, all projects were written-down due not to management's opinion of the merits of the Company's properties and equity investments, but rather due to the challenging conditions that currently prevail in the market for financing junior mineral exploration companies and the interpretation of accounting rules that are currently in force. As a result of market challenges, the valuation of resource properties does not reflect reasonable, or even typical, valuations. Management intends to work hard to create value for its shareholders from the Company's existing projects as well as in any yet-to-be acquired assets and revisit the unreasonably low financial statement valuations with the intent of writing the value of the assets back-up at such time as a measure of certainty returns to the market.

Prairie Lake

At Prairie Lake the Company continues to evaluate the potential for producing concentrates containing a number of marketable compounds – including those containing phosphorus, rare earth elements ("REE"), niobium and other marketable substances. With continued study and interpretation the Company will develop a greater understanding of the technical and economic viability of the Prairie Lake project. The sheer size of the project with a current Exploration Target of between 515 and 630 million tonnes of mineralization coupled with the excellent logistics and ease of production all speak to the potential of the project.

Further, Prairie Lake has the potential to produce a number of minerals for industries which are forecast to require substantially increasing supply over the coming years – high-tech and "green" industries that require the rare earth minerals and niobium to fabricate the products of tomorrow. Prairie Lake could also potentially be a very significant source of phosphorus – an element with important agricultural and industrial applications. The use of phosphorus in agriculture is vital in sustaining crop yields to supply an increasing population. Other compounds with industrial applications are also being examined for economic viability. The abundance and diversity of minerals in the rocks that comprise the Prairie Lake Complex provides broad scope for potential exploitation – the Company continues to evaluate the options to determine those elements and minerals that provide the greatest economic potential.

Diabase Peninsula

The work conducted by Nuinsco at the Diabase Peninsula property to date has developed a progressively more detailed picture of the mineralization occurring in the rocks underlying the property. The result is a model that has identified a widespread uranium mineralizing event with the potential for discovery of economic grade uranium mineralization. Diabase Peninsula is an excellent uranium project that has demonstrated results comparable with those found near to uranium deposits elsewhere in the Athabasca Basin which is the world's premier uranium-bearing terrane.

The coincidence of structural elements, alteration and indicator mineralization and the presence of widespread, strongly anomalous, uranium mineralization all point to the Diabase Peninsula project being in the right place with regard to the potential for discovery of economic grade uranium mineralization. Continued exploration is necessary to further develop and evaluate the targets. This we will endeavour to do through whatever means possible while responsibly preserving the Company's treasury.

Chibougamau

Nuinsco used a significant piece of its equity position in CBay to extinguish $2.6 million in debt and accrued interest – management considers this to have been a prudent course of action in the current market environment. Nuinsco retains a 7.5% interest in CBay and continues to manage the operation on behalf of Nuinsco shareholders and Ocean Partners The plan remains to develop projects which have already seen considerable capital investment that could result in a curtailed timeline to production utilizing the existing mill and concentrator at Copper Rand that alone would require a substantial capital investment were they to be built new. CBay continues to seek funding for this endeavour.

It is worth reiterating from a previous Outlook that the Chibougamau mining camp's Lac Doré Complex has produced 1.6 billion pounds of copper and 3.2 million ounces of gold over 60 years from 18 past-producing mines. CBay currently owns eight past-producers in its 38,000 ha land package covering much of the core of the camp; combined they comprise 75% of total copper and gold production from the Lac Doré Complex. CBay also owns three partially-developed copper deposits: Corner Bay, Devlin and Perch River. Further, CBay owns a 2,700 tpd mill and concentrator, and nearby tailings impoundment that is permitted for production. These production assets alone provide an enormous advantage to the Company as the cost to develop them from scratch would run to tens of millions of dollars or more and take years to permit and build.

Turkey
Nuinsco made application to extend the Berta licence in 2014. The Company continues to believe that the great expanse of copper mineralized rock occurring at surface at Berta as well as the long intersections of anomalous copper mineralization in drill holes speaks to the prospectivity of the project. The Company continues to review options with regard to the project and believes that the Berta project and the region remain very prospective. However, the delays to permitting and regional political instability that have been ongoing for several years still continue and this is having an impact upon the Company's ability to manage the project.

Egypt
The Company maintains ownership in Z-Gold Resources ("Z-Gold") through ownership in Nuinsco Exploration Inc. Z-Gold is an Egyptian based mineral exploration and development company that has in the past been active exploring for gold on two concession areas in southern Egypt. Z-Gold will evaluate new opportunities as they arise with the intent of conducting exploration, however the Company is not presently expending any funds on exploration in Egypt. Egypt remains relatively underexplored and has very good potential for mineral discoveries with the application of risk capital and modern exploration techniques.

The Company has not done any significant work on its projects during 2015. Any future work is dependent on additional financings.

SELECTED ANNUAL INFORMATION

	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Total revenues	$ -	$ -	$ -
Total (loss) income	$ (18,449,000)	$ (6,341,000)	$ 1,723,000
Net (loss) income per share – basic	$ (0.06)	$ (0.02)	$ 0.01
Net (loss) income per share – diluted	$ (0.06)	$ (0.02)	$ 0.01
	As at December 31, 2015	**As at December 31, 2014**	**As at December 31, 2013**
Total assets	$ 153,000	$ 18,917,000	$ 27,520,000
Total non-current financial liabilities	$ (429,000.00)	$ -	$ -
Distribution or cash dividends	nil	nil	nil

RESULTS OF OPERATIONS
Year ended December 31, 2015 compared to December 31, 2014
For the year ended December 31, 2015, the Company had a net loss of $18,449,000 or a loss of $0.06 per share, compared with a net loss of $6,341,000 or $0.00 per share for the year ended December 31, 2014.

The increase in loss is attributed to the following changes:

- *A reduction in general and administrative expenses of $146,000*
- *A reduction of share based payments of $29,000*
- *A reduction of depreciation of $3,000*
- *A reduction of pre-exploration of $167,000*
- *An increase of exploration project write-downs of $13,146,000*
- *An increase in finance costs of $2,822,000*
- *An increase in the loss picked up on the interest in CBay Minerals of $250,000*

General and administrative expenses in 2015 decreased to $642,000 from $788,000 in 2014. The main reasons for the decrease are as follows:

- A reduction in legal and tax advisory fees, as in the prior period additional costs were incurred to support the Company's challenge of a CRA confirmation.
- A reduction in rent, as the Company subleased a portion of its office space.
- In the prior period the Company incurred costs for an annual general meeting, transfer agent and other public company fees, whereas these costs were not incurred during the majority of 2015 (after the Company delisted from the TSXV).
- A reduction in salaries as the Company reduced the size of its staff.
- There were a number of smaller differences in expense categories year over year which in total also resulted in a decrease in the expense.

Options expense decreased to $nil from $29,000 in the comparative period; there has been no issuance of options in 2015 and none 2014. Option expense is a non-cash expense and is dependent on the number of options that vest in a particular period. The value assigned to the stock options was calculated using the Black-Scholes option-pricing model as explained in Note 18 to the 2015 Audited Consolidated Financial Statements.

Pre-exploration write-offs of $30,000 were incurred in 2015, compared with $197,000 during 2014. Pre-exploration costs relate to expenses incurred on evaluating projects that are not owned by the Company. Due to the limited cash resources of the Company, there were fewer funds allocated to evaluating new projects.

The Company wrote off $13,191,000 of exploration and evaluation projects in 2015 due to the lack of cash resources, and uncertainty regarding the future work and uncertainty on recoverability of costs. This write downs were partially offset by an insurance claims that resulted in proceeds of $44,000.

Finance costs represent the decrease in the fair value of the Participating Interest. As at December 31, 2015, the Company wrote down the asset to nil.. Under the current market uncertainty the valuation of resources properties is difficult and does not reflect typical valuations. As a result the Company has chosen to write down the value of the property assets until such time as a measure of certainty returns to the market, at which time the Company will revisit the valuation of is assets with the intent of writing the value of the assets back up to reflect prevailing market conditions. 2014 also included interest expense, and finance income representing an increase in the market value of warrants held (which were not incurred in 2015).

Effective December 31, 2014, certain adjustments were made to the expected cash flows to reflect more current business expectations, including the time to reach the Seven Persons frac sand plant's (the "7P Plant") rated capacity of 500,000 tpa and the expected commencement of Phase Two which has been deferred. In February, 2015 Victory Nickel announced first quarter 2015 frac sand production of 47,515 tons at the 7P Plant near Medicine Hat, AB, whereas expected production during the quarter was 114,384 tons. At the same time, Victory Nickel announced that it was experiencing a decline in demand, and downward pressure on pricing, for its frac sand products due to the rapid decline in oil price that began in 2014 and continues in 2015 and resulting drop in drilling activity. This is expected to further delay the receipt of anticipated cash flows by the Company. In addition, Victory Nickel announced a deferral of its previous decision, made in late 2014, to proceed with Phase 2 of its three-phased frac sand business plan.

In April, 2015, Victory Nickel announced that drilling in its market area has slowed significantly due to the drop in the price of oil and as a result frac sand sales in the first quarter of 2015 were slower than anticipated, totalling 9,327 tons. This compares with sales of 44,529 tons sold in the fourth quarter of 2014. As a result, Victory Nickel suspended frac sand production at the 7P Plant. In May 2015, spot sales of frac sand from the 7P Plant resumed and the 7P Plant operates on an as-needed basis only.

The effect of these adjustments has changed the expected date of future payment of the net participation in cash flows and, due to the effects of the passage of time on the discounted value of cash flows, the revised fair value of the loan has increased. Effective December 31, 2015, the expected date of the future payment was uncertain, again affecting the discounted value of cash flows, and reducing the fair value of the Participating Interest. In addition to this delay, additional items resulted in the reduction of the fair value such as falling oil prices and the estimated decrease in sales price per ton. Due to this uncertainty, the Company recorded an impairment on this asset and wrote it down to nil, resulting in finance cost of $4,119,000.

The *Interest in CBay Minerals* loss of $202,000 in 2014 represented the Company's share of net loss in the CBay joint arrangement. Effective December 18, 2014, the Company gave up 42.5% of its interest in CBay in satisfaction of amounts payable under a loan facility, including accrued interest as of that date aggregating $2,562,000. Given the reduction in interest from a jointly-controlled position to one where there is no significant influence, the investment in CBay is now carried at fair value. As at December 31, 2015, the Company wrote down the Interest in CBay to nil. Under the current market uncertainty the valuation of resources properties is difficult and does not reflect typical valuations. As a result the Company has chosen to write down the value of the assets until such time as a measure of certainty returns to the market, at which time the Company will revisit the valuation of is assets with the intent of writing the value of the assets back up to reflect prevailing market conditions.

Other comprehensive loss in 2015 of $428,000 was the result of a decrease in the change in market value of the Company's financial assets at fair value through other comprehensive income ("OCI").

SUMMARY OF QUARTERLY RESULTS

Selected financial information for each of the last ten quarters ended is as follows:

Fiscal year 2015	4th Quarter		3rd Quarter		2nd Quarter		1st Quarter	
Net finance (costs) income	$	(2,862)	$	(51)	$	(187)	$	(1,019)
Net loss	$	(16,697)	$	(92)	$	(396)	$	(1,264)
Total comprehensive loss	$	(16,696)	$	(9)	$	(534)	$	(1,638)
Loss per share - basic and diluted	$	(0.06)	$	(0.00)	$	(0.00)	$	(0.00)

Fiscal year 2014	4th Quarter		3rd Quarter		2nd Quarter		1st Quarter	
Net finance (costs) income	$	(1,172)	$	(615)	$	(176)	$	666
Net (loss) income	$	(5,124)	$	(894)	$	(618)	$	295
Total comprehensive (loss) income	$	(6,158)	$	(1,468)	$	(601)	$	1,624
(Loss) earnings per share - basic and diluted	$	(0.02)	$	(0.00)	$	(0.00)	$	0.00

Variations in the quarterly results of operations are largely a function of the timing of property and other writedowns, gains on sales of properties, income tax recoveries, the recording of amortization of flow-through premiums and the recognition of gains on derivatives or other fair value changes recognized through operations. Variations in comprehensive income are primarily a function of the changes in the fair values of the Company's marketable securities.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2015, the Company had a working capital deficiency of $331,000 (December 31, 2014 – working capital of $327,000); being defined as current assets less current liabilities. The decrease was mainly attributed to the sale of shares to fund operations.

The Company had an increase of cash and cash equivalents of $19,000 during 2015. This compares with cash used of $235,000 during 2014. Cash used in operations decreased to $523,000 from $884,000 in 2014.

Investing activities in 2015 generated funds of $542,000, compared with $942,000, in 2014. In 2015, the Company generated cash proceeds of $528,000 from the sale of marketable securities, compared with $1,528,000 in 2014. The Company also incurred cash outflows of $30,000 on exploration and evaluation ("E&E") projects compared with $233,000 on E&E projects during 2014. Refer to the Exploration and Evaluation Activities section for additional discussion of project spending. During 2015, the Company also received proceeds of $44,000 from an insurance claim related to its exploration properties.

There was no cash used by financing activities in 2015. Cash used by financing activities was $293,000 in 2014, and consisted of interest and loan repayments. The nature of the financing in each period is indicative of the challenges being experienced in securing equity financing in the difficult markets. There were no equity financings in either period.

The transactions described above resulted in an increase in cash of $19,000 and a balance of cash and cash equivalents of $33,000.

The table below summarizes Nuinsco's contractual commitments as at December 31, 2015 and December 31, 2014.

Table of Contractual Commitments

	Due Date	December 31, 2015		December 31, 2014	
Diabase extended option payment	Within one year	$	100	$	100
	One to two years	$	100	$	100
	Two to three years	$	50	$	50
	September 2, 2017	$	629	$	629
Operating lease - premises	Refer to Note 15 in the 2015 Audited Consolidated Financial Statements				

As described above, management is continuing to actively pursue additional ways to realize on the potential of its assets or secure financing in order to continue to provide funds for operations in light of the current difficult economic circumstances. Flow-through financings do not provide the funding necessary to meet corporate or foreign expenditures which do not qualify for flow-through eligibility. Cash received from the Company's options are "hard" dollars and can be utilized without restriction; however, none of the options are "in-the-money".

In order to maintain the option on one of the Diabase Peninsula claims, the Company was originally obliged to make an option payment of approximately $935,000. In May 2012, the Company announced an initial agreement to extend that option for one year in exchange for four quarterly cash payments of $9,350 plus one payment of $37,600 in the fair value of the Company's shares. This deferred the option payment of approximately $935,000 originally due by September 2, 2012 to September 2, 2013. The terms included an option to extend this agreement and payment further. The shares were issued in July, 2012 and all four quarterly payments were made in accordance with the extension terms.

In the third quarter of 2013, the Diabase Option Agreement was amended further and the Company shall pay quarterly instalments of $25,000 over the next four years to a total of $400,000 beginning September 2, 2013 with a balloon payment of $628,500 to be paid on or before September 2, 2017. The first two instalments of $25,000 under this subsequent agreement were made in 2013 and another four instalments were paid in 2014. The Company has reached agreement with the option holder to defer the payments of $25,000 originally due March 2 and June 2, 2015 to the end of 2016.

As noted earlier, the Company has terminated its staff and voluntarily delisted from the TSX in an effort to reduce costs and Directors and Management have deferred payment of their fees. Financing alternatives being considered include: the optioning of and/or sale of properties, issuing a loan against properties, issuing a royalty on a project, equity offerings and the sale of interest in CBay Minerals.

The Company presently has no specific options in place to secure funding although management continues to hold discussions on securing financing or potential sale of assets. There are no assurances that the Company will be successful in obtaining any form of financing on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, then the Company's treasury will be depleted and it will be unable to fund continuing operations and corporate administration costs.

If the Company is unable to obtain additional financing, the Company will be required to curtail all of its operations and may be required to liquidate its assets under a formal process. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, which would differ from the going concern basis.

EXPLORATION AND EVALUATION ACTIVITIES

Paul Jones, CEO and director of the Company, is a "qualified person" as defined under NI-43-101, and he has supervised the preparation, and has approved, the information relating to the material mineral projects of the Company described herein.

A synopsis of the Company's properties follows; complete details of the mineral properties are available on the Company's website at www.nuinsco.ca.

URANIUM AND RARE METALS

Diabase Peninsula Property, Saskatchewan

Nuinsco's Diabase Peninsula uranium project is located 150km northwest of La Ronge, Saskatchewan within the south-central Athabasca Basin - the region that hosts the world's richest uranium mines. The 21,900ha Diabase Peninsula property extends from the southern limit of the basin 35km north-easterly, atop a graphite-bearing conductive "basement" horizon beneath the basin-filling sandstones, intertwined with the sub-parallel terrane-bounding major deformation structure - the Cable Bay Shear Zone – considered to be an important potential host structure for uranium mineralization in this part of the Athabasca Basin.

That same claim is subject to a 3% gross production royalty defined as actual metal/mineral sales with no deduction for refining or transportation expenses.

No additional field work has been conducted on the project during 2015. The claims are all in good standing and have sufficient assessment credit to remain so for a number of years. The Company will continue cost effective ways to evaluate the project and will mount work programs as necessary. All work is dependent on future funding.

Prairie Lake Property, Ontario

Prairie Lake, located near Marathon, Ontario, is a multi-commodity deposit containing phosphorus (P), niobium (Nb) tantalum (Ta), uranium, REEs and other elements and compounds of economic interest. The Prairie Lake property is owned 100% by the Company and is royalty-free.

An Exploration Target estimated at between 515 million tonnes and 630 million tonnes averaging 3.0% to 4.0% P_2O_5, 0.09% to 0.11% Nb_2O_5, 280 to 340ppm La, 650 to 790ppm Ce, 55 to 70ppm Sm, 300 to 360ppm Nd and 85 to 100ppm Y (La, Ce, Sm, Nd and Y are Rare Earth Elements) has been identified on the project. Metallurgical and process testing are ongoing. The target area covers just 30% of the total host rock surface area in the Prairie Lake Carbonatite Complex. The Exploration Target was estimated by Eugene Puritch, P.Eng. and Antoine Yassa, P.Geo. of P&E Mining Consultants Inc. of Brampton, Ontario in a technical report dated April 15, 2014 . This Exploration Target represents an overall tonnage increase of 56% to 75% over an earlier estimate of 330 million tonnes to 360 million tonnes.

No additional field work has been conducted on the project during 2015. All work is dependent on future funding.

GOLD AND COPPER

Chibougamau Camp, Québec

With the acquisition of substantially all of the remaining secured debt of Campbell by Nuinsco and Ocean Partners, the Company and Ocean Partners, through a jointly-owned company, CBay, made a proposal to the courts to realize on its security and gain ownership of the former Campbell assets in the Chibougamau mining camp. The Québec Superior Court approved the proposal and, effective October 25, 2011, ownership of the assets was transferred to CBay. As described above, on December 18, 2014, Nuinsco extinguished its debt plus accrued interest of approximately $2.6 million with CBay shares – consequently, Nuinsco now holds a 7.5% interest in CBay.

The Chibougamau assets have produced 1.6 billion pounds of copper and 3.2 million ounces of gold from 18 past-producing mines on the Lac Doré complex alone. Eight past-producers are located on CBay-held property on the Lac Doré complex that have significant potential to provide additional resources. Also owned are three partially-developed copper projects (Corner Bay, Devlin and the Perch River option), a permitted 2,722 tpd mill and tailings facility and in excess of 96,000 acres (38,000ha) of exploration property.

Turkish Property - Berta

The Berta copper project is located in north-eastern Turkey. Berta was originally a 50:50 joint venture with one of the commodity business units within Glencore. Exploration began at Berta in 2004.

Nuinsco continues to examine the options with regard to additional work on the property - the challenges in Turkey with regard to timely granting of permits to allow work programs to be planned and conducted persist as does political uncertainty. Accordingly, despite other operators' feelings that these challenges are not insurmountable, Nuinsco decided to value Berta at $nil commencing December 31, 2013. The Company will continue to monitor circumstances in Turkey and will revalue its investment in Berta should that be warranted in future.

IMPAIRMENT ANALYSIS UPDATE

.

As at December 31, 2015, all projects were written down due to the lack of funding of the Company and related uncertainty as to future spending on the properties. IFRS requires a write-down of the carrying value of assets to the net recoverable amount. Given the current market uncertainties, the valuation of resources properties is difficult and management cannot reliably estimate any recoverable amount. As a result the Company has chosen to write down the value of the property assets. The Company will revisit the valuation of these assets at the end of every reporting period and will recognize a recovery if the fair value of these assets can be reliably determined. As a result the Company has chosen to write down the value of the property assets, with only $1,000 remaining on the consolidated balance sheet.

The Company also monitors the value of the Participating Interest on an ongoing basis. In light of uncertainty over the timing of the payments and the current depressed state of the oil and gas industry, the Company has reduced the valuation of the Participating Interest to nil.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Critical accounting estimates used in the preparation of the consolidated financial statements include determining the carrying value of investments and E&E projects, assessing the impairment and classification of long-lived assets including the interest in CBay Minerals, assessing the allocation of assets into their components, the fair value of the Participating Interest and the valuation of share-based payments and warrants, assessing the value of deferred income tax assets and the disclosure of contingencies and going concern matters. These estimates involve considerable judgement and are, or could be, affected by significant factors that are out of the Company's control.

For a complete list of the significant accounting policies as well as information concerning the use of estimates, judgements and measurement uncertainty, reference should be made to Notes 2 and 3 to the Company's 2014 Audited Consolidated Financial Statements. The Company's financial statements have been prepared using the going concern assumption.

The Company is in an industry that is exposed to a number of risks and uncertainties and there is always the potential for a material adjustment to the value assigned to these assets.

The fair value of the share-based payments, until exercise, is calculated using the Black-Scholes option-pricing model that takes into account the exercise price, the expected life of the option/warrant, expected volatility of the underlying shares, expected dividend yield and the risk-free interest rate for the term of the option/warrant.

The Company has determined that it is not probable that it will generate returns sufficient to utilize its taxable losses prior to their expiry. This is a significant judgement that, dependent upon future events, may turn out to be incorrect.

NEW ACCOUNTING POLICIES

IFRS issued by the International Accounting Standards Board ("IASB") have been adopted in the Company's 2015 Audited Consolidated Financial Statements. Note 3 to the 2015 Audited Consolidated Financial Statements include any new accounting policies – there have been none implemented to date.

FUTURE ACCOUNTING CHANGES

New Standards and Interpretations Not Yet Adopted

Since the issuance of the Company's 2014 Audited Consolidated Financial Statements the IASB and International Financial Reporting Interpretations Committee ("IFRIC") have issued no new and revised standards and interpretations which are applicable to the Company or which have caused changes to its accounting policies. Refer to Note 3 to those statements.

CORPORATE GOVERNANCE

The Company's Board of Directors is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control and exercises this responsibility principally through the Audit Committee. The Audit Committeemeets with management to review the 2015 Audited Consolidated Financial Statements to satisfy itself that management is properly discharging its responsibilities to the directors who approve the financial statements. The Board of Directors has also appointed compensation and corporate governance and nominating committees.

TRANSACTIONS WITH RELATED PARTIES AND MANAGEMENT AGREEMENTS WITH VICTORY NICKEL AND CBAY

Related Party Balances and Transactions

Short-term employee benefits provided by the Company to key management personnel include salaries, consulting fees, directors' fees, statutory benefit contributions, paid annual vacation and paid sick leave as well as non-monetary benefits such as medical care. The Company's non-monetary benefit package for key management personnel is the same as that available to all full-time employees. In addition to short-term employee benefits, the Company may also issue shares as part of the Share Bonus Plan and the Stock Option Plan.

Balances and transactions with related parties as at and for the years ended December 31, 2015 and 2014 are shown in the following tables:

	December 31, 2015	December 31, 2014
Short-term employee benefits	**$ 581**	$ 612
Share-based payments - options	**-**	-
	$ 581	$ 612

Balances and Transactions with Victory Nickel and CBay under the Management Agreements
The Company shares management, administrative assistance and facilities with Victory Nickel and CBay pursuant to separate management agreements; management operates under the supervision of the respective board of directors of each respective company; there is only one common director of each of Victory Nickel and CBay being Mr. René Galipeau and Mr. Paul Jones, respectively. The costs recovered from Victory Nickel and CBay are recorded at the cost to the Company of such services plus 10 per cent. The management agreement for Victory Nickel commenced February 1, 2007 and is terminable by the Company upon 90 days' notice and by Victory Nickel upon 180 days' notice. The management agreement for CBay commenced February 14, 2012 and is terminable by the Company upon 90 days' notice and by CBay upon 60 days' notice. Victory Nickel served notice of termination on September 5, 2014; accordingly, that management agreement ceased on March 5, 2015. The Company continues to share resources and costs with Victory Nickel under a cost sharing arrangement.

As at December 31, 2015, Victory Nickel and CBay are no longer considered related parties.

As at December 31, 2014, Victory Nickel and Cbay were considered related parties and had the following transactions:

Years ended December 31,		2014
Transaction Values under Management Agreements		
Overhead charges to Victory Nickel	$	**730**
Overhead charges from Victory Nickel	$	**-**
Project costs charged by Victory Nickel	$	**23**
Project recoveries charged to Victory Nickel	$	**76**
Overhead charges to CBay Minerals	$	**226**
Project recoveries charged to CBay Minerals	$	**56**

Balances with Victory Nickel and CBay (not related as at December 31, 2015) under the management agreements as at and for the years ended December 31, 2014 are shown in the following tables:

As at December 31,		2014
Balances Outstanding under Management Agreements		
Receivable from Victory Nickel	$	**52**
Payable to CBay Minerals	$	**117**

Amounts due to or from Victory Nickel and CBay under the management agreements were unsecured, non-interest bearing and due on demand.

OUTSTANDING SHARE DATA
As at August 1, 2016, the Company had 295,525,745 common shares issued and outstanding. In addition, there were 44,325,000 stock options outstanding.

RECENT DEVELOPMENTS
There have been no additional developments not already discussed elsewhere in this MD&A.

CONTINGENCY
CRA Reassessment
In March, 2011, the Company received notices of reassessment in the aggregate amount of approximately $4,400,000 from the CRA related to transactions completed in 2006; this amount does not include interest and penalties which could be substantial. The Company filed notices of objection on May 19, 2011. On July 22, 2011, the Company filed a request for adjustment to correspondingly adjust its tax pools and losses, in the unlikely event that the Company's appeal is unsuccessful. On March 7, 2014, the Company received a notice of confirmation with respect to one entity whereby the CRA denied that entity's notice of objection and confirmed the reassessment. The Company has sought, and is following the advice of its tax counsel in this matter.

The appeal process could be lengthy and the Company believes that its position is correct and that it will prevail. Accordingly, the Company has not recorded any liability with respect to this matter.

RISKS AND UNCERTAINTIES

The exploration and development of natural resources are speculative activities that involve a high degree of financial risk. The risk factors which should be taken into account in assessing Nuinsco's activities and an investment in its securities include, but are not necessarily limited to, those set out below.

The relative significance of each risk described below will vary as a function of several factors including, but not limited to, the state of the economy, the stage of Nuinsco's projects, the availability of financing on acceptable terms and other matters.

Any one or more of these risks could have a material adverse effect on the value of any investment in Nuinsco and the business, financial condition or operating results or prospects of Nuinsco and should be taken into account in assessing Nuinsco's activities.

Areas of Investment Risk

Investors should be aware that the Company voluntarily delisted its common shares from the TSX and that there is currently no liquid market for the Company's common shares. Investors may therefore not recover their original investment.

The price at which investors may dispose of their securities may be influenced by a number of factors, some of which may pertain to Nuinsco and others of which are extraneous. On any disposal of their common shares, investors may realize less than the original amount invested.

Financing and Going Concern

The liquidity position of Nuinsco is extremely restricted and the continued operation of the Company depends upon the ability to obtain financing through the sale of assets and project interests or other means. Generally, there is no assurance that the Company will be successful in obtaining the required financing or achieving other means of securing liquidity on a timely basis or on acceptable terms.

If the Company is unable to obtain additional financing, the Company will be required to curtail activities and may be required to liquidate its assets. Ongoing exploration and development of the Company's properties will require substantial additional capital investment. Failure to secure additional financing, and/or secure other funds from asset sales, would result in delaying or infinite postponement of development of these properties. There can be no assurance that additional financing will be available or that, if available, will be on terms favourable or acceptable to the Company.

Loss of Participating Interest

The Company holds an unsecured participating interest in the cash flows generated from the sale of frac sand (the "Participating Interest") as described in the Annual Audited Consolidated Financial Statements. Presently, the Company is uncertain as to when it may receive any cash flows from the Participating Interest. There can be no assurance that Victory Nickel will be able to restructure all of its debt and/or recapitalize and there is no certainty as to what steps the lenders may take in light of these defaults. As a result, the possibility exists that Nuinsco may lose its Participating Interest and any potential value associated therewith.

Industry Risks

Speculative Nature of Mineral Exploration

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that Nuinsco's results will be successful. Few properties that are explored are ultimately developed into economically-viable operating mines. Success in establishing reserves is a result of a number of factors, including the quality of Nuinsco's management, level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling to determine the optimal extraction method for the ore and the metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. It is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary feasibility studies or full feasibility studies, on Nuinsco's projects or the current or proposed exploration programs on any of the properties in which Nuinsco has exploration rights will result in a profitable commercial mining operation. As a result of these uncertainties, no assurance can be given that Nuinsco's exploration programs will result in the establishment or expansion of resources or reserves. Furthermore, Nuinsco cannot give any assurance that its current and future exploration activities will result in the discovery of mineral deposits containing mineral reserves.

Evaluation and Development Projects

In general, evaluation and development projects have no operating history upon which to base estimates of future cash operating costs. For evaluation and development projects such as those projects that Nuinsco has an interest in, estimates of proven and probable reserves are, to a large extent, based upon the interpretation of geological data obtained from drill holes and other sampling techniques and feasibility studies. This information is used to calculate estimates of the capital cost, cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates, comparable facility and equipment operating costs, anticipated climatic conditions and other factors. In addition, there remains to be undertaken certain feasibility and development preparation work on the projects that could adversely impact estimates of capital and operating costs required for the development of the projects. Costs necessary to develop the projects could be significant and will have a direct impact on the economic evaluation of the projects. As a result, it is possible that the actual capital cost, cash operating costs and economic returns of the projects may differ from those currently estimated.

Competition

The mineral exploration business is highly competitive in all of its phases. Nuinsco competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than Nuinsco, in the search for and acquisition of exploration and development rights on attractive mineral properties. Nuinsco's ability to acquire exploration and development rights in the future will depend not only on its ability to develop the properties on which it currently has exploration and development rights, but also on its ability to select and acquire exploration and development rights on other suitable properties. There is no assurance that Nuinsco will compete successfully in acquiring exploration and development rights on such other properties.

Operational Risks

Limited History of Operations

Nuinsco has a limited history of earnings and limited financial resources. Nuinsco currently has no operating mines and its ultimate success will depend on its ability to generate cash flow from active mining operations in the future, as well as its ability to access capital markets for its development requirements.

Development Targets, Permitting and Operational Delays

There can be no assurance that Nuinsco will be able to complete the planned development of the projects on time or on budget due to, among other things, delays in receiving required consents, permits and registrations, the delivery and installation of plant and equipment and cost overruns, or that the current personnel, systems, procedures and controls will be adequate to support Nuinsco's operations. Any failure to meet development targets or other operational delays or inadequacies could have a material adverse effect.

Resources and Reserves

Figures relating to mineral resources and mineral reserves are estimates and no assurance can be given that the anticipated level of recovery and/or grades of mineral reserves or mineral resources will be realized. Moreover, short-term operating factors relating to ore reserves and resources, such as the need for orderly development of an ore body or the processing of new or different ore grades, may cause a mining operation to be unprofitable in any particular accounting period.

Title Risks

Nuinsco's ability to hold various mineral rights require licences, permits and authorizations and, in some cases, renewals of existing licences, permits and authorizations from various governmental and quasi-governmental authorities. Management believes that Nuinsco currently holds or has applied for all necessary licences, permits and authorizations to carry on the activities which Nuinsco is currently conducting and to hold the mineral rights Nuinsco currently holds under applicable laws and regulations in effect at the present time. Management also believes that Nuinsco is complying in all material respects with the terms of such licences, permits and authorizations. However, Nuinsco's ability to obtain, sustain or renew such licences, permits and authorizations on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable governmental and quasi-governmental bodies.

Insurance Risk

Nuinsco faces all of the hazards and risks normally incidental to the exploration of precious and base metals, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all such damage caused. Nuinsco's activities may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which Nuinsco has interests; not all such risks are insurable.

Financial and Investment Risks

Substantial Capital Requirements

Nuinsco will have to make substantial capital expenditures for the development of and to achieve production from the projects. There can be no assurance that any debt or equity financing or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to Nuinsco. Moreover, future activities may require Nuinsco to alter its capitalization significantly. The inability of Nuinsco to access sufficient capital for its operations could have a material adverse effect on its financial condition, results of operations or prospects. Flow-through financing cannot be used to fund the Company's corporate costs or foreign projects.

Market Perception

Market perception of junior exploration, development and mining companies may continue to shift such that these companies are viewed even less favourably. This factor could impact the value of investors' holdings and Nuinsco's ability to raise further funds by issue of additional securities or debt.

Metal and Mineral Prices

There is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of such product. Metal prices fluctuate on a daily basis and are affected by numerous factors beyond Nuinsco's control – including factors which are influenced by worldwide circumstances. The level of interest rates, the rate of inflation, world supply of precious and base metals and stability of exchange rates can all cause significant fluctuations in precious and base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The prices of precious and base metals have historically fluctuated widely and future price declines could cause commercial production to be uneconomical and such fluctuations could have a material adverse effect on Nuinsco's business, financial condition and prospects. Given the stage of development of Nuinsco's projects, the above factors have had no material impact on present operations but are considered in evaluating the impairment of long-lived assets.

Regulatory Risks

Government Regulation

Existing and possible future environmental and social impact legislation, regulations and actions, including the regulation of air and water quality, mining reclamation, solid and hazardous waste handling and disposal, the promotion of occupational health and safety, the protection of wildlife and ecological systems and the protection of the societies and communities of indigenous peoples, could cause significant expense, capital expenditures, restrictions and delays in the Company's activities, the extent of which cannot be predicted and which may well be beyond Nuinsco's capacity to fund. Environmental laws are becoming more actively enforced. Environmental and social impact studies may be required for some operations and significant fines and clean-up responsibilities may be assessed for companies causing damage to the environment in the course of their activities.

Economic, Political, Judicial, Administrative, Taxation or Other Regulatory Factors

Nuinsco may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors in the areas in which Nuinsco does or will operate and holds its interests, as well as unforeseen matters. As referred to above, the Company has received notices of reassessment from the CRA as well as a notice of confirmation and is in the process of defending what it and its advisors believe to have been a correct filing position.

Other Risks

Environmental and Health Risks

The Company has no significant exposure to environmental or health risks, although this will change should any of the Company's projects approach production (a normal characteristic of mineral industry projects).

Key Personnel

Nuinsco relies on a limited number of key consultants and there is no assurance that Nuinsco will be able to retain such key consultants or other senior management. The loss of one or more of such key consultants or members of senior management, if not replaced, could have a material adverse effect on Nuinsco's business, financial condition and prospects. Directors and management have previously accepted deferrals of remuneration in order to assist the Company through the economic turmoil; however, this potentially adds to the risk of losing experienced personnel.

Conflicts of Interest

Certain of Nuinsco's directors and officers are also directors and officers of other natural resource companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers relating to Nuinsco will be made in accordance with their duties and obligations to deal fairly and in good faith with Nuinsco and such other companies.

Foreign Operations

In 2004, the Company initiated exploration work in Turkey. While the Company believes that the risks associated with operating in Turkey are very acceptable, most investors would attribute a higher degree of risk to operating in Turkey as compared with operating in Canada. While the Company has terminated its activity in Sudan and Egypt and has reduced activity in Turkey, it remains open to appropriate opportunities in the Middle East North Africa ("MENA") region and elsewhere.

Nuinsco's investments in foreign countries carry certain risks associated with different political, business, social and economic environments. The ability to carry on business in any country can be affected by possible political or economic instability in that country. Changes in mining or investment policies or shifts in political attitude may adversely affect private business. The effect of these factors cannot be accurately predicted. Should the respective government later seek to control any aspect of production, distribution or pricing of gold or precious metals, Nuinsco runs the risk that, at any time, its operations may be terminated for failure to comply with any permit, rule or regulation; or that its operations may prove to be unprofitable if the costs of compliance with such governmental regulations prove to be excessive.

There is a risk that the necessary permits, consents, authorizations and agreements to implement planned exploration, project development or mining may not be obtained under conditions, or within time frames, that make such plans economic, that applicable laws, regulations or the governing authorities will change or that such changes will result in additional material expenditures or time delays.

As with Canadian projects, the acquisition and retention of title to mineral rights is a detailed and time-consuming process. Title to, and the area of, mineral resource claims may be disputed or challenged. Nuinsco's right to explore for, mine, produce and sell metals will be based on the respective governing agreement. Should Nuinsco's rights under any agreement not be honoured or be unenforceable for any reason, or if any material term of the agreements is unilaterally changed or not honoured, including any boundaries of properties, Nuinsco's ability to explore and produce metals in the future would be materially and adversely affected.

Nuinsco regularly and routinely considers the risks inherent in foreign jurisdictions and weighs such risks when evaluating continued, enhanced, reduced or renewed involvement in foreign projects. The Company considered that the protracted permitting delays in Turkey were significant enough to warrant a writedown of its Berta project effective December 31, 2013 with continued writedowns to December 31, 2014 and December 31, 2015???.

Investments and Other Agreements with Resource Companies

In addition, Nuinsco makes, from time to time, investments in the common shares of publicly-traded companies in the junior natural resources sector or may enter into option or other agreements therewith. These companies are subject to similar risks and uncertainties as is Nuinsco, and Nuinsco's investments in and agreements with these companies are subject to similar areas of risk as noted above. Nuinsco seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's failure to meet contractual obligations.

Nuinsco, through the limited Participating Interest in cash flows, and its investment in Victory Nickel, has indirect exposure to the frac sand industry which experienced a significant downturn with the decline in oil price in the fourth quarter of 2014. There can be no assurance that frac sand demand and pricing will return to previous levels. As such the value of the Participating Interest has been written-down to nil at December 31, 2015.

Summary

The future success of the Company is subject to a number of risk factors that are common to the junior natural resources sector as well as those specific to the Company. Currently, the most significant risk is the ability of the Company to meet its cash obligations as they come due as the Company currently has very limited funds. Other risks include obtaining necessary financing under acceptable terms or finding strategic partners to fund expenditure commitments as they fall due, the extent to which it can outline natural resources on its properties and establish the economic viability of developing those properties and the political, economic and legislative stability of the territories in which the Company's interests are located. Furthermore, the development of any natural resource interest may take years to complete and the resulting income, if any, from the sale of any natural resources produced by the Company is largely dependent upon factors that are beyond its control, such as costs of development, operating costs and the market value of the end product. Such risks are likely to be more extensive in foreign jurisdictions.

FORWARD-LOOKING STATEMENTS

Forward-Looking Information: This MD&A contains forward-looking information. All statements, other than statements of historic fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding estimates, working capital, ability to maintain operations and/or assumptions in respect of production, revenue, cash flow, financing, the probability of cash flows from the Participating Interest in Victory Nickel's frac sand business, costs, economic return, net present value, mine life and financial models, mineral resource estimates, potential mineralization, potential mineral resources, timing of possible production and the Company's development plans and objectives) constitute forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company.

Factors that could cause actual results or events to differ materially from current expectations include, among other things: uncertainties relating to the availability and costs of financing needed in the immediate future to permit the Company to continue to operate; uncertainty of estimates of capital and operating costs, production estimates and estimated economic return; the possibility that actual circumstances will differ from estimates and assumptions; uncertainty of amount and timing of cash flows from the limited Participating Interest in Victory Nickel's frac sand business; failure to establish estimated mineral resources; fluctuations in commodity prices and currency exchange rates; inflation; recoveries being less than those indicated by the testwork carried out to date (there can be no assurance that recoveries in small scale laboratory tests will be duplicated in large tests under on-site conditions or during production); changes in equity or debt markets; operating performance of facilities; environmental and safety risks; delays in obtaining or failure to obtain necessary permits and approvals from government authorities; unavailability of plant, equipment or labour; inability to retain key management and personnel; changes to regulations or policies affecting the Company's activities; the uncertainties involved in interpreting geological data; and the other risks disclosed under the heading "Risks and Uncertainties" and elsewhere. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.