NUINSCO RESOURCES LIMITED

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED
JUNE 30, 2023 AND 2022

DATED AUGUST 4, 2023

Nuinsco Resources Limited

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements The accompanying unaudited Condensed Interim Consolidated Financial Statements of Nuinsco Resources Limited for the three and six months ended June 30, 2023 and 2022 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company. In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited Condensed Interim Consolidated Financial Statements have not been reviewed by an auditor.

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Financial Position (unaudited)
As at June 30, 2023 and December 31, 2022

(in Canadian dollars)	Notes	June 30, 2023	December 31, 2022
ASSETS			
Current assets			
Cash		**$ 127,613**	$ 120,358
Receivables	*5*	**68,930**	346,588
Prepaids		**43,247**	2,119
Total current assets		**239,790**	469,065
Non-current assets			
Property and equipment	*6*	**2,055**	2,345
Exploration and evaluation projects	*7*	**1,295,572**	1,216,278
Total non-current assets		**1,297,627**	1,218,623
Total Assets		**$ 1,537,417**	$ 1,687,688
LIABILITIES AND SHAREHOLDERS' DEFICIENCY			
Current liabilities			
Trade and other payables	*14*	**$ 644,986**	$ 704,021
Loan payable	*8*	**53,777**	53,777
Option deposits	*7*	**-**	22,720
Total current liabilities		**698,763**	780,518
Non-current liabilities			
Long-term liabilities	*9*	**2,135,275**	2,015,025
Total Liabilities		**2,834,038**	2,795,543
Shareholders' deficiency			
Share capital	*10*	**100,959,879**	100,959,879
Contributed surplus	*12*	**6,687,740**	6,639,745
Warrants	*12*	**283,730**	283,730
Accumulated other comprehensive loss		**(2,147,261)**	(2,147,261)
Deficit		**(107,080,709)**	(106,843,948)
Total shareholders' deficiency		**(1,296,621)**	(1,107,855)
Total Liabilities and Shareholders' Deficiency		**$ 1,537,417**	$ 1,687,688

The accompanying notes are an integral part of these condensed interim consolidated financial statements
NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (unaudited)
For the three and six months ended June 30, 2023 and 2022

(in Canadian dollars)	***Notes***	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Operating expenses					
General and administrative		$146,838	$113,243	$270,682	$210,521
Share-based payments		-	-	47,955	-
Exploration expenses		18,200	-	18,200	-
Royalty payments		-	20,000	-	20,000
Depreciation of property and equipment	*6*	145	234	290	468
Operating loss		**(165,183)**	**(133,477)**	**(337,167)**	**(230,989**
Other income					
Zig Zag option income	7	59,251	-	59,251	-
Gain on sale of equipment		-	5,500	-	5,500
Other income	7	28,435	32,720	41,155	42,720
Loss before income taxes		**(77,497)**	**(95,257)**	**(236,761)**	**(182,769)**
Income taxes		-	-	-	-
Net loss and comprehensive loss for the period		**$(77,497)**	**$(95,257)**	**$(236,761)**	**$(182,769)**
Loss per share	*11*				
Basic and diluted loss per share		$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding		568,955,041	569,275,442	568,955,041	568,485,882

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

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Shareholders’ Deficiency (unaudited)
For the six months ended June 30, 2023 and 2022

(in Canadian dollars)	**Share Capital**	**Contributed Surplus**	**Warrants**	**Accumulated Other Comprehensive Loss**	**Deficit**	**Total Shareholders' Deficiency**
Balances as at December 31, 2021	**$100,851,779**	**$ 6,599,884**	**$ 345,691**	**$ (2,147,261)**	**$ (106,203,506)**	**$ (553,413)**
Units issued on private placement (note 10)	20,100	-	9,900	-	-	30,000
Shares issued on exercise of stock options	60,000	(30,000)	-	-	-	30,000
Shares issued in accordance with property agreements	6,000	-	-	-	-	6,000
Net loss for the period	-	-	-	-	(182,768)	(182,768)
Balances as at June 30, 2022	**$100,937,879**	**$ 6,569,884**	**$ 355 591**	**$ (2,147,261)**	**$ (106,386,275)**	**$ (670,182)**
Balances as at December 31, 2022	**$100,959,879**	**$ 6,639,745**	**$ 283,730**	**$ (2,147,261)**	**$ (106,843,948)**	**$ (1,107,855)**
Share-based payments	-	47,995	-	-	-	47,995
Net loss for the period	-	-	-	-	(236,761)	(236,761)
Balances as at June 30, 2023	**$100,959,879**	**$ 6,687,740**	**$ 283,730**	**$ (2,147,261)**	**$ (107,080,709)**	**$ (1,296,621)**

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

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Cash Flows (unaudited)
For the six months ended June 30, 2023 and 2022

(in Canadian dollars)	*Notes*	**2023**	2022
Cash flows from operating activities			
Net loss for the period		**$ (236,761)**	$ (182,768)
Adjustments for:			
Depreciation of property and equipment	*6*	**290**	468
Gain on sale of equipment		**-**	(5,500)
Zig Zag option income	*7*	**(59,251)**	-
Share-based payments	*7*	**47,995**	-
Option deposit		**(12,720)**	-
Changes in prepaid expenses		**(41,128)**	(2,579)
Change in receivables		**(22,342)**	5,618
Change in trade and other payables		**(119,035)**	56,977
Change in long-term liabilities		**120,250**	115,250
Net cash used in operating activities		**(322,702)**	(12,535)
Cash flows from investing activities			
Proceeds from sale and optioning of exploration and evaluation projects	7	**415,000**	-
Proceeds on sale of equipment		**-**	5,500
Cash expenditures on exploration and evaluation projects	*7*	**(85,043)**	(177,909)
Net cash provided by (used in) investing activities		**329,957**	(172,409)
Cash flows from financing activities			
Proceeds from exercise of stock options		-	30,000
Proceeds from issue of common shares and warrants	*10*	**-**	30,000
Net cash provided by financing activities		**-**	60,000
Net increase (decrease) in cash		**7,255**	(124,944)
Cash, beginning of the period		**120,358**	144,007
Cash, end of the period		**$ 127,613**	$ 19,063

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of Operations

Nuinsco Resources Limited ("Nuinsco" or the "Company") is a company incorporated in Canada. The address of the Company's registered office is 115-2420 Bank Street, Ottawa, Ontario, K1V 8S2. The condensed interim consolidated financial statements of the Company as at and for the three and six months ended June 30, 2023 and 2022 (the "Consolidated Financial Statements") comprise the Company and its subsidiaries. Nuinsco is primarily engaged in the acquisition, exploration and evaluation of properties for precious and base metals. The Company conducts its activities on its own or participates with others on an investment basis. The Company also makes strategic investments through equity or loan financing to companies engaged in the exploration and development of resource properties. The Company's shares trade on the Canadian Securities Exchange under the symbol NWI.

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. The Company has incurred a net loss of $236,761 for the six months ended June 30, 2023 (2022 – $182,769) and has an accumulated deficit of $107,080,709 (December 31, 2022 - $106,843,948). As at June 30, 2023, the Company had a working capital deficiency of $458,973 (December 31, 2022 - $311,453). Working capital deficiency is defined as current liabilities less current assets.

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, 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. Refer to Note 4 on Financial Risk Management and Capital Management to these Consolidated Financial Statements for additional information.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, unregistered prior agreements, social licensing requirements, unregistered claims, and non-compliance with regulatory and environmental requirements. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

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 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.

The Company's management continues to be engaged in securing financing or the 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.

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 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.

1. NATURE OF OPERATIONS AND GOING CONCERN - CONTINUED

These Consolidated Financial Statements do not include any additional adjustments to the recoverability and classification of certain recorded asset amounts, classification of certain liabilities and changes to the statements of operation and comprehensive loss that might be necessary if the Company was unable to continue as a going concern.

2. BASIS OF PREPARATION

(a) Statement of Compliance

The Consolidated Financial Statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB") and in accordance with IAS 34, Interim Financial Reporting ("IAS 34").

The Company's significant accounting policies are described in Note 3 of the audited financial statements for the year ended December 31, 2022 ("2022 Audited Consolidated Financial Statements").

The management of Nuinsco prepares the consolidated financial statements which are then reviewed by the Audit Committee and the Board of Directors. The Consolidated Financial Statements were authorized for issuance by the Board of Directors on August 4, 2023.

(b) Basis of Measurement

The Consolidated Financial Statements have been prepared on the historic cost basis.

(c) Functional and Presentation Currency

These Consolidated Financial Statements are presented in Canadian dollars, which is the functional currency of the Company and its active subsidiaries. All financial information is expressed in Canadian dollars unless otherwise stated.

(d) Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

The accompanying Consolidated Financial Statements include all adjustments that are, in the opinion of management, necessary for fair presentation.

Significant estimates and assumptions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information regarding significant areas of estimation uncertainty made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- Note 12 Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made in applying valuation techniques. These assumptions include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

2. BASIS OF PREPARATION – CONTINUED

Significant Judgments
Judgments are reviewed on an ongoing basis. Changes resulting from the effects of amended judgments are recognized in the period in which the change occurs and in any future periods presented.

Information regarding significant areas of critical judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- Note 1 — Going concern assessment - As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern, is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time.

- Note 7 — Classification of expenditures as exploration and evaluation projects or operating expenses - The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the year the new information becomes available.

- Note 7 — Impairment of exploration and evaluation projects - While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future cash flows expected to be derived from the Company's properties, costs to sell the properties and the appropriate discount rate.

- Disclosure of contingencies - Provisions and contingencies arising in the course of operations, including provisions for income or other tax matters are subject to estimation uncertainty. Management uses all information available in assessing the recognition, measurement and disclosure of matters that may give rise to provisions or contingencies. The actual outcome of various provisional and contingent matters may vary and may cause significant adjustments to the Company's assets when the amounts are determined or additional information is acquired.

3. SIGNIFICANT ACCOUNTING POLICIES

These Consolidated Financial Statements reflect the accounting policies described in Note 3 to the 2022 Audited Consolidated Financial Statements and accordingly, should be read in conjunction with the 2022 Audited Consolidated Financial Statements and the notes thereto.

(a) Basis of Consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by Nuinsco. Control exists when Nuinsco has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Significant Company entities are listed in Note 15.

(ii) Transactions eliminated on consolidation

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

(b) Foreign Currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of each subsidiary at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

(ii) ***Foreign currency translations***

When the Company translates the financial statements of subsidiaries from their functional currency to presentation currency, assets and liabilities are translated into Canadian dollars at the exchange rate in effect at the balance sheet date. Share capital, contributed surplus, other comprehensive (loss) income, and accumulated deficits are translated into Canadian dollars at historical exchange rates. Revenues and expenses are translated into Canadian dollars at the average exchange rate for the year. Foreign exchange gains and losses on translation are included in other comprehensive (loss) income.

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board fulfils its responsibility through the Audit Committee which is responsible for overseeing the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has an established code of conduct which sets out the control environment within which framework all directors' and employees' roles and obligations are outlined. The Company's risk and control framework is facilitated by the small-sized and hands-on executive team.

Credit Risk

Credit risk is the risk of an unexpected financial loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash.

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT - CONTINUED

Cash

The Company's cash is held through large Canadian financial institutions. The Company has a corporate policy of investing its available cash in Canadian government instruments and certificates of deposit or other direct obligations of major Canadian banks, unless otherwise specifically approved by the Board.

Receivables

Amounts due are settled on a regular basis.

When necessary, the Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of other receivables and investments. The main component of this allowance is a specific loss component that relates to individually significant exposures.

Further, when the Company engages in corporate transactions, it seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's failure to meet contractual obligations.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

Presently, the Company is facing a significant shortfall in liquidity before it expects any cash flows from its projects. The Company 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 (Note 1).

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future cash needs and sources. When possible, spending plans are adjusted accordingly to provide for liquidity.

The Company manages its liquidity risk through the mechanisms described above and as part of Capital management Disclosures below. The Company has historically relied on issuances of shares to develop projects and to finance day-to-day operations and may do so again in the future.

All contractually obligated cash flows are payable within the next fiscal year with the exception of the Company's loan payable, deferred director and management fees, which are recorded in long-term liabilities.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Company's income, the value of its exploration and evaluation properties or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Company is exposed to currency risk on purchases, trade and other payables that are denominated in a currency other than the respective functional currency. The currencies in which these transactions primarily are denominated are the United States dollars ("US$"). The Company does not actively hedge its foreign currency exposure. Currently the Company does not hold any material amount of foreign currency, thus reducing any currency risk.

(all amounts in Canadian dollars)

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT - CONTINUED

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash earns interest at variable short-term rates. Accordingly, the estimated effect of a 50 basis points change in interest rate would not have a material effect on the Company's results of operations.

Operational Risk
Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damages to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. The Company has a small but hands-on and experienced executive team which facilitates communication across the Company. This expertise is supplemented, when necessary, by the use of experienced consultants in legal, compliance and industry-related specialties.

Capital Management Disclosures
The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued project development and corporate activities. Capital is defined by the Company as the aggregate of its shareholders' deficiency as well as any long-term debt, equipment-based and/or project-based financing.

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. In order to maintain or adjust the capital structure, the Company's objectives are to obtain equity, long-term debt, equipment-based financing and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful.

Neither the Company, nor any of its subsidiaries, are subject to externally imposed capital requirements. There were no changes in the Company's approach to financial risk management or capital management during the period.

Fair value hierarchy
The different levels of valuation are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

5. RECEIVABLES

	June 30, 2023	December 31, 2022
Receivables from sale of mining property (Note 7)	**$ -**	$ 300,000
Sales tax receivable	**68,930**	46,588
	$ 68,930	$ 346,588

(all amounts in Canadian dollars)

6. PROPERTY AND EQUIPMENT

Equipment	Cost	Accumulated Depreciation	Carrying Amount
Balance as at December 31, 2021	**$ 113,181**	**$ 109,900**	**$ 3,281**
Depreciation	-	936	(936)
Balance as at December 31, 2022	**113,181**	**110,836**	**2,345**
Depreciation	-	290	(290)
Balance as at June 30, 2023	**$ 113,181**	**$ 111,126**	**$ 2,055**

7. EXPLORATION AND EVALUATION PROJECTS

	Prairie Lake	Sunbeam	Dash Lake	Zig Zag Lake	El Sid	Total
Balance, December 31, 2021	**$ 253,365**	**$700,000**	**$ 33,990**	**$ 37,048**	**$589,072**	**$1,613,475**
Sale of property	-	(700,000)	-	-	-	(700,000)
Option Payments	-	-	20,000	6,000	-	26,000
Project expenditures	261,248	64,920	42,447	6,210	63,335	438,160
Impairment write down	-	(64,920)	(96,437)	-	-	(161,357)
Balance, December 31, 2022	**514,613**	**-**	**-**	**49,258**	**652,407**	**1,216,278**
Sale of option	-	-	-	(65,749)	-	(65,749)
Option payments	-	-	-	15,000	-	15,000
Project expenditures	107,202	-	-	1,491	21,350	130,043
Balance, June 30, 2023	**$ 621,815**	**$ -**	**$ -**	**$ -**	**$673,757**	**$1,295,572**

Prairie Lake
The Prairie Lake project, located near Marathon, Ontario, is within a large carbonatite intrusion hosting a number of commodities of potential commercial interest including phosphate (P2O5), niobium (Nb) tantalum (Ta), uranium, rare earth elements (“REEs”), and other elements and compounds. The Prairie Lake project is owned 100% by the Company, is royalty-free and consists of nine claims comprising of 46 mining claims (27 single cell and 19 boundary cell mining claims), encompassing 608 ha. Evaluation, analytical sampling, and metallurgical and process testing are ongoing.

7. EXPLORATION AND EVALUATION PROJECTS - CONTINUED

Sunbeam Gold Property

In February 2018, the Company entered into an option agreement to acquire the Sunbeam Gold Property which is located about 30km northeast of Atikokan, north-western Ontario and is readily accessible by road. The property is composed of 101 mining claims (99 single cell and 2 boundary cell mining claims) totalling 1,552ha and is the site of a former patented mining claim that encompassed the Sunbeam Mine. The immediate area of the Sunbeam Mine had seen no exploration activity since 1905. In January 2021, the Company exercised the option in the option agreement with a payment of $65,000, therefore acquiring 100% of the project.

On October 3, 2022, the Company entered into an option agreement (the “Agreement I”) with First Class Metals PLC (“FCM”) on the Sunbeam Gold Property (the “Project”).

Under the terms of the Agreement I, FCM can acquire a 100% interest in the Project on the following basis:

- making aggregate payments to Nuinsco of $700,000 in three tranches comprising:
  - $400,000 within 10 (ten) business days of the execution of the Agreement (received);
  - $150,000 prior to the four-month anniversary of execution of the Agreement (received); and,
  - $150,000 prior to the eight-month anniversary of execution of the Agreement (received);
- expending on the Project $750,000 in exploration expenses within three years of executing the Agreement, of which $50,000 must be spent in the first year;
- paying to Nuinsco $250,000 upon estimating an Indicated Resource containing 250,000 ounces of gold, and paying to Nuinsco an additional $250,000 upon estimating an additional Indicated Resource containing 250,000 ounces of gold (for a total Indicated Resource containing 500,000 ounces of gold) (the “Earnout Receivable”); and,
- providing to the Company a 1% net smelter return royalty.

The carrying value of Sunbeam Gold was adjusted to $700,000 as at December 31, 2021, which was equal to the total proceeds of $700,000, and the Company recognized $nil gain on the sale of property during the year ended December 31, 2022. Prior to December 31, 2022, the Company received the payments of $400,000. The Company received $150,000 in February 28, 2023 and the balance of $150,000 was received in June 2023. The capitalized project expenditures of $64,920 were fully impaired during the year ended December 31, 2022.

The Earnout Receivable was considered a contingent consideration. Management has assessed that the Earnout Receivable is considered highly improbable and accordingly has not recognized the Earnout Receivable.

Dash Lake

On March 19, 2021, the Company announced the expansion of its prospective gold property holdings through an option agreement (the “Agreement II”) to acquire a 100% interest in the Dash Lake gold project.

On February 13, 2023, the Company formally informed the optionor of Agreement II that the Company will not be continuing with the Agreement II effective March 8, 2023. After the termination of the Agreement II, the Company held no rights with respect to Dash Lake. During the year ended December 31, 2022, the Company fully impaired the capitalized project expenditures on Dash Lake property and resulting in an impairment charge of $96,437.

Zig Zag Lake

On June 19, 2021, the Company signed an option agreement (the “Agreement III”) to acquire a 100% interest in the Zig Zag Lake lithium-tantalum property located approximately 68 kilometres east-northeast of Armstrong, Ontario. Terms of Agreement III are:

- On signing, an $8,000 cash payment (paid in 2021) and 200,000 common shares of the Company on signing (issued in 2021);

7. EXPLORATION AND EVALUATION PROJECTS – CONTINUED

- On the first anniversary a $15,000 cash payment and 200,000 common shares of the Company (issued June 29, 2021 with a fair market value of $4,000);
- On the second anniversary a $20,000 cash payment ($14,000 paid in cash, $6,000 paid with 600,000 common shares) and 200,000 common shares of the Company;
- on the third anniversary a $30,000 cash payment and 200,000 shares of the Company;
- on the fourth anniversary a $40,000 cash payment and 200,000 shares of the Company.

The optionors will retain a 2% Net Smelter Return royalty, 1% of which can be acquired by Nuinsco for $1,200,000. Work commitments of $6,000, $10,000, $20,000 and $40,000 are required in years one through four, respectively, of the option term.

In Q1 2023, the Company and FCM finalized an Option Agreement with Zig Zag Project (the “Agreement IV”). Terms of the deal: FCM has an option to earn-in up to an 80% interest in the Zig Zag project mining claims. The payments for the exercise of this option include a cash component of $500,000 and a share component of $250,000 in FCM shares spread across approximately 3.5 years and comprises of: $50,000 cash upon execution of the agreement (received) and $25,000 of FCM shares within 30 days execution of the Agreement, $75,000 cash (received) and $30,000 FCM shares by June 1 2023, $100,000 cash and $50,000 FCM shares by June 1 2024, $125,000 cash and $60,000 FCM shares by June 1 2025, $150,000 cash and $85,000 FCM shares by June 1 2026. Additionally, FCM has committed to undertake exploration related expenses on the property over the same period to a value of $550,000.

During the year ended December 31, 2022, the Company received $10,000 from FCM, which was recorded as an option deposit on the consolidated statement of financial position. In Q1 and Q2 2023, the Company received an additional $115,000 of the total $500,000 cash component. Option proceeds are initially recorded as a credit against the carrying costs of the exploration and evaluation asset until they are fully recovered. Once fully recovered, future options receipts will be recorded as option income. Accordingly, $65,749 of the amount received was recorded as a credit to carrying costs and the balance of $59,251 was recorded as option income.

El Sid

El Sid gold dumps and tailings recovery operation (“El Sid”) located in the Eastern Desert of Egypt approximately 90km west of the Red Sea coast. Three past producing gold mines are located on the project site – the largest of which is the El Sid Mine that between 1940 and 1957 was Egypt’s largest gold producer. In 2018, Nuinsco, through its Egyptian subsidiary Z-Gold Resources, won the opportunity to evaluate and exploit the waste dumps and tailings from the project owner, Shalateen Mineral Resources Company (“SMRC”), a company established by the Egyptian Government. SMRC has the surface mineral rights from the Egyptian Mineral Resources Authority. During the year ended December 31, 2022, the Company entered into exclusivity agreements with third party with respect to the potential sale of the project, and received $12,720 (USD $10,000) from the third party which was recorded as an option deposit on the statement of financial position. As the exclusivity period ended without a deal closing, the deposit was included in income for Q1 2023.

Other Properties

Included in other income is $28,435k representing the recovery of a deposit on properties previously written off.

8. LOAN PAYABLE

On April 28, 2020, the Company received an interest free government loan of $40,000, and an additional $20,000 on December 29, 2020 (collectively “CEBA loans”). On January 1, 2021, the outstanding balance of the CEBA loans automatically converted to a two-year interest free term loan. The loan can be repaid at any time without penalty. On January 12, 2022, the Department of Finance extended the repayment deadline from December 31, 2022 to December 31, 2023. The benefit of the government loan received at below market rate of interest is treated as a government grant. On January 12, 2022, the CEBA loans of $60,000 was recognized at its fair value of $48,199, using a discount rate at the Company’s incremental borrowing rate of 11% per annum. The difference of $11,801 between the face value of the CEBA loans and its fair value was recorded as gain on government grant during the year ended December 31, 2022.

(all amounts in Canadian dollars)

9. LONG-TERM LIABILITIES

Long-term liabilities consist of accrued directors' fees and certain management consulting fees, payable to the Chief Financial Officer and Executive ("CEO") and Executive Vice President ("EVP"). Until the ongoing viability of the Company can be assured, the directors and management have agreed to provide 12 months' notice on calling the repayment of the fees. The amounts are therefore classified as long-term. The following table presents breakdown of the long-term liabilities:

	Directors' fees	Consulting fees to CEO	Consulting fees to EVP	Total
Balance, January 1, 2022	$553,525	$ 975,000	$ 251,000	$1,779,525
Addition	42,500	150,000	43,000	235,500
Balance, December 31, 2022	596,025	1,125,000	294,000	2,015,025
Addition	21,250	75,000	24,000	120,250
Balance, June 30, 2023	$617,275	$1,200,000	$ 318,000	$2,135,275

10. SHARE CAPITAL AND OTHER COMPONENTS OF SHAREHOLDERS' DEFICIENCY

Share Capital

The Company is authorized to issue an unlimited number of common shares.

Number of common shares issued and outstanding

	Notes	Number of Shares	Amount
Balance as at December 31, 2021		**567,229,014**	**$100,851,779**
Shares issued on private placement	(a)	1,875,000	30,000
Value of warrants issued	(a)	-	(9,900)
Exercise of stock options	(c)	2,399,998	32,000
Value of options exercised transferred from contributed surplus		-	32,000
Shares issued to settle debt	(b)	1,500,000	15,000
Shares issued for option payment on ZigZag property agree-	7	800,000	9,000
Balance as at December 31, 2022 and June 30, 2023		**573,804,012**	**$100,955,879**

a. On January 29, 2022, the Company closed a private placement financing for gross proceeds of $30,000 through the issuance of 1,875,000 unit at $0.016 per unit. Each Unit consisted of one common share of the Company issued on a "flow-through" basis pursuant to the Income Tax Act (Canada) and one-half warrant ("Warrant"). Each whole Warrant entitles the holder thereof to purchase one common share of the Company (non-flow-through) at an exercise price of $0.05 per share for a period of 24 months from the Issue Date. These warrants were assigned a value of $9,900 using the Black-Scholes option pricing model using the following assumptions: risk-free interest rate 0.44%; expected volatility of 384%; expected dividend yield of 0% and an expected life of two years.

b. The Company settled debt in the amount of $22,500 with a non-related party with the issuance of 1,500,000 shares. On the date of issuance, the shares had a fair market value of $15,000 resulting in a gain on settlement of $7,500.

c. During the year ended December 31, 2022, 2,399,998 stock options were exercised with proceeds of $32,000 and $32,000 were transferred from contributed surplus to share capital.

11. LOSS PER SHARE

The warrants and options outstanding were excluded from the computation of diluted loss per share in 2023 and 2022 because their impact was anti-dilutive.

(all amounts in Canadian dollars)

12. SHARE-BASED PAYMENTS

Stock option plan (equity-settled)

The Company has a Stock Option Plan to encourage ownership of its shares by key management personnel (directors and executive management), employees and consultants, and to provide compensation for certain services. The terms of the Stock Option Plan provide that the directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant. No compensation is recognized when options are exercised. The number of shares reserved for issuance is not to exceed 15% of the aggregate number of common shares issued and outstanding (calculated on a non-diluted basis) from time to time.

As at June 30, 2023, the Company had 5,861,291 (December 31, 2022 – 15,461,291) common shares remaining available for the granting of future options. Options are exercisable at the market price of the shares on the date preceding the date of grant.

The terms and conditions relating to the grants of the Stock Option Plan are as follows:

- Options vest on the date of grant.
- All options are to be settled by physical delivery of shares.

The following is a summary of the activity of options:

	Six months ended June 30, 2023		**Year ended December 31, 2022**	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance, beginning of period	70,549,311	$ 0.012	72,949,309	$ 0.008
Granted	9,600,000	0.005		
Exercised	-	-	(2,399,998)	0.011
Balance, end of period	80,149,311	$ 0.011	70,549,311	$ 0.012

As at June 30, 2023 the options outstanding are as follows:

Number of Options	**Exercise Price**	**Expiry date**	**Weighted average expiry (years)**
4,150,000	$ 0.010	August 26, 2024	1.15
15,909,309	$ 0.005	November 17, 2025	2.38
6,290,000	$ 0.010	February 11, 2026	2.62
8,733,334	$ 0.015	February 28, 2026	2.66
10,833,334	$ 0.015	April 22, 2026	2.81
9,633,334	$ 0.015	May 5, 2026	2.85
15,000,000	$ 0.015	August 23, 2026	3.15
9,600,000	$ 0.005	March 1, 2028	4.67
80,149,311			2.90

(all amounts in Canadian dollars)

12. SHARE-BASED PAYMENTS - CONTINUED

Share purchase warrants

The following is a summary of the activity of warrants for the six months ended June 30, 2023, and the year ended December 31, 2022:

	Six months ended June 30, 2023			Year ended December 31, 2022		
	Number of warrants		Weighted average exercise price	Number of warrants		Weighted average exercise price
Balance, beginning of period	28,285,000	$	0.050	41,798,500	$	0.050
Expired	-		-	(14,450,000)		(0.050)
Granted	-		-	937,500		0.050
Balance, end of period	28,285,000	$	0.050	28,285,000	$	0.050

As at June 30, 2023 the warrants outstanding are as follows:

Number of warrants		**Exercise price**	**Expiry date**	**Weighted average expiry (years)**
20,750,000	$	0.050	June 29, 2023	0.25
472,500	$	0.050	June 29, 2024	1.25
6,125,000	$	0.050	December 31, 2023	0.75
937,500	$	0.050	January 29, 2024	0.75
28,285,000				0.35

13. OPERATING SEGMENT

Reporting Segment

The Company is engaged in the exploration and evaluation of properties for the mining of precious and base metals. The Company does not have formal operating segments and does not have operating revenues, products or customers. The corporate office operates to support the Company's projects which are currently located in Canada and Egypt. Senior management makes decisions by considering exploration potential and results on a project basis. Any applicable amounts relating to projects are capitalized to the relevant project as Exploration and Evaluation projects on the consolidated statements of financial position.

14. RELATED PARTIES AND MANAGEMENT AGREEMENTS

Related Party Balances and Transactions

Short-term employee benefits provided by the Company to key management personnel include salaries, consulting fees and directors' fees. 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. Transactions with related parties for the six months ended June 30, 2023 and 2022 are shown in the following table:

		2023		2022
Short-term employee benefits	**$**	**144,250**	$	144,250
Share-based compensation		**29,997**		-
	$	**174,247**	$	144,250

(all amounts in Canadian dollars)

14. RELATED PARTIES AND MANAGEMENT AGREEMENTS - CONTINUED

During the six months ended June 30, 2023, the Company was charged $24,000 (2022 - $24,000) by CFO Advantage Inc., a company controlled by Kyle Appleby, the Chief Financial Officer of the Company. As at June 30, 2023, $191,580 of such fees (December 31, 2022 - $179,080) is included in accounts payable and accrued liabilities.

During the six months ended June 30, 2023, the Company was charged $75,000 (2022 - $75,000) by the CEO of the Company. As at June 30, 2023, $1,200,000 (December 31, 2022 - $1,125,000) is owing for management fees and is included in long-term liabilities (Note 10). The Company also owes the CEO $nil (2022 - $50,657) for expenses paid for on behalf of the Company and advances.

During the six months ended June 30, 2023, the Company was charged $24,000 (2022 - $24,000) by the EVP of the Company. As at June 30, 2023, $318,000 (December 31, 2022 - $294,000) was owing to Executive Vice President and was included in long-term liabilities (Note 10).

As at June 30, 2023, two directors are owed a total of $20,000 for funds advanced to the Company with no interest, and no terms of repayment.

15. COMPANY ENTITIES

Significant Subsidiaries and Jointly-Controlled Entities

		June 30, 2023	December 31, 2022
Ownership Interest	**Country of Incorporation**		
Lakeport Gold Corporation	Canada	**100%**	100%
Nuinsco Madencilik Sanaye Ticaret	Turkey	**100%**	100%
Nuinsco Exploration Inc.	BVI	**70%**	70%
Z-Gold Resources Limited (through Nuinsco Exploration Inc.)	Egypt	**70%**	70%
NuMENA Minerals Corp.	Canada	**100%**	100%

All of these subsidiaries have nominal assets and liabilities.

16. CONTINGENCIES

Nuinsco has been served with a third-party claim related to 30-year-old historical transaction. Documents have been requested from the opposing parties, to which the Company is awaiting final receipt of all documents. Once those documents are received, they will be considered with a view to understanding the implications of the claim. Based on information received to date, the Company considers the claim without merit.

Commitments

For ZigZag Lake, per Agreement II, the Company needs to pay $90,000 in cash and issue 600,000 common shares of the Company to the optionor during the years ended December 31, 2023 to 2025 for the acquisition of ZigZag Lake property. (Note 7).

NUINSCO RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023 AND 2022

DATED AUGUST 4, 2023

NUINSCO RESOURCES LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2023 and 2022

The following discussion of the results of operations and financial condition of Nuinsco Resources Limited ("Nuinsco" or "the Company") prepared as of August 4, 2023 consolidates management's review of the factors that affected the Company's financial and operating performance for the three and six months ended June 30, 2023 and 2022, and factors reasonably expected to impact on future operations and results. This discussion is intended to supplement and complement the Company's unaudited condensed interim financial statements as at and for the three and six months ended June 30, 2023, (the "Interim Financial Statements") and the audited consolidated financial statements as at and for the years ended December 31, 2022 and 2021 ("2022 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 Interim Financial Statements and the 2022 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.

NATURE OF OPERATIONS

Nuinsco is a mineral exploration and development company that has now operated successfully in seven decades; throughout its history the Company has identified and explored numerous mineral occurrences for a variety of commodities, in diverse geological terrane and geographic localities. This work has led to a number of mineral deposit discoveries that include: the Rainy River gold deposit in northwestern Ontario, now in production and owned by New Gold Inc. having been sold by the Company in 2004, the Lac Rocher nickel deposit in Quebec owned until recently by Victory Nickel Inc. ("Victory Nickel"), the Cameron Lake gold deposit in northwestern Ontario which is currently owned by First Mining Gold Corp. and the New Insco copper-zinc deposit that was mined by Noranda Mines. The Company's focus is identifying, exploring, and developing mineral investment opportunities domestically and internationally; the Company currently has interests in projects prospective for gold, critical minerals - including rare earth elements, niobium, tantalum, lithium, and rubidium - and phosphate, in the province of Ontario in Canada, and for gold in Egypt.

The Company owns 100% of the very significant Prairie Lake project in northwestern Ontario and is working to build shareholder value through systematic exploration and development on highly prospective mineralized terrane in a stable, mining friendly jurisdiction. As funding permits, work programs have been planned and executed on the project.

A number of commodities of economic interest occur at the Prairie Lake project – significant phosphate and rare earth element mineralization is widely distributed, as well as niobium/tantalum. The widespread distribution of rare earth element mineralization, and particularly neodymium and praesodymium, dominantly associated with phosphate mineralization, is fundamental to the exploration and development of the project; the demand for such elements is forecast to rise dramatically as electrification of the world's vehicle fleet progresses, and as new applications and technologies are introduced to the developing "green" economy. Metallurgical testing has already demonstrated that a phosphate concentrate exceeding 30% P2O5 can be produced; higher grades are anticipated with additional test work. Given the size of the global agricultural industry the potential implications to the economics of the Prairie Lake as a phosphate producer are considerable.

The Sunbeam Gold Project is an opportunity for discovery of high-grade gold mineralization. The Company has explored and developed the project over the past several years with very positive results. An opportunity to monetize this asset arose and as a result the Company has entered into an option agreement on the project, allowing the Company to deploy additional funds to other projects, notably the very prospective Prairie Lake project.

On June 19, 2021, the Company executed an option agreement to acquire a 100% interest in the Zig Zag Lake lithium-tantalum property located approximately 68 kilometres east-northeast of Armstrong, Ontario. The Zig Zag Lake property consists of nine (6) claim units accessible via an all-weather gravel road leading east from Armstrong that approaches to within two kilometres of the claims. An initial site visit was conducted to the project during Q3 2021 for the purpose of collecting grab samples to verify historic results; the analytical results produced were very prospective. In Q1 2023 the opportunity to monetize this project occurred as well and the Company opted to enter into an option agreement to obtain additional non-dilutive funding. As explained below in more detail under significant events.

The Company has been evaluating the economic viability of the El Sid gold waste dumps and tailings recovery project in the Eastern Desert of Egypt approximately 90km west of the Red Sea coast ("El Sid"). Three past producing gold mines are located on the project – the largest of which is the El Sid Mine that, between 1949 and 1957, was Egypt's largest gold producer. Nuinsco, through its Egyptian subsidiary Z-Gold Resources Limited ("Z-Gold"), has obtained the right to evaluate and exploit the waste dumps and tailings from the project owner, Shalateen Mineral Resources Company ("Shalateen"), a company established by the Egyptian Government. The results of the evaluation indicate that the project is economic using conservative estimation of economic parameters. The Company is in the process of arranging the capability to establish a gold processing plant on-site.

In addition to its property holdings, Nuinsco owns a limited participating interest in the net cash flows of Victory Nickel's frac sand business (the "Participating Interest"). In July 2022, Victory Nickel Inc. was petitioned into bankruptcy.

Going Concern

The Company's Interim 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. The Company has incurred a net loss of $236,761 for the six months ended June 30, 2023 (2022 – $182,769) and has an accumulated deficit of $107,080,709 (December 31, 2022 - $106,843,948). As at June 30, 2023, the Company had a working capital deficiency of $458,973 (December 31, 2022 - $311,453). Working capital deficiency is defined as current liabilities less current assets.

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, 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. Refer to Note 4 on Financial Risk Management and Capital Management to these Consolidated Financial Statements for additional information.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, unregistered prior agreements, social licensing requirements, unregistered claims, and non-compliance with regulatory and environmental requirements. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

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 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.

The Company's management continues to be engaged in securing financing or the 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.

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 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

Extensive sampling was conducted on Prairie Lake Critical Minerals Project drill core in 2021. All analytical results were received by early 2022 and were used to produce a maiden Mineral Resource Estimate (MRE) on the project comprising a resource containing phosphate, rare earth elements, niobium and tantalum. The size of the mineralized domain makes it one of the largest phosphate-niobium resources of its type known. Importantly the project has significant rare earth element "blue sky" potential as apatite, a ubiquitous mineral at the Prairie Lake project and also the source of the phosphate mineralization, contains amongst the highest concentrations of light rare earth elements known globally; in particular 24.9%

of the rare earths in the apatite is neodymium and praseodymium - these elements are used in the fabrication of rare earth magnets with applications in a myriad of consumer and industrial products.

The Company commissioned a MRE for the Prairie Lake project in late December 2021, announced the results on May 31, 2022, and filed a NI- 43-101 compliant technical report on July 15, 2022. Highlights of the very large MRE, located in Ontario, a Tier 1 mining jurisdiction in the heart of North America include:

- 871.8 million tonne Inferred Resource - including 2.01 kg/t total rare earth oxides ("TREO"), plus niobium and phosphate (see tabulated MRE below, including all individual grade determinations)
- 15.6 million tonne Indicated Resource including 1.67 kg/t TREO, plus niobium and phosphate.
- Located in the heart of North America in Ontario, Canada, a Tier 1, stable, mining friendly jurisdiction.
- Near to transport and power infrastructure – ready access to markets, both domestic and global.
- Positioned to be a key North American source of Critical Minerals as identified by the Canadian government to meet an anticipated enormous expansion in demand for such products.
- Substantial potential remains to expand and upgrade the MRE.
- Preliminary Economic Assessment needed for further planning.
- Further drilling to expand MRE and increase confidence.

On October 3, 2022, the Company entered into an option agreement (the "**Agreement**") with First Class Metals PLC ("**FCM**") on the Company's Sunbeam gold project (the "**Project**").

Under the terms of the agreement, FCM can acquire a 100% interest in the Project on the following basis:

- making aggregate payments to Nuinsco of C$700,000 in three tranches comprising:
    - C$400,000 within 10 (ten) business days of the execution of the Agreement (received);
    - C$150,000 prior to the four-month anniversary of execution of the Agreement (received); and,
    - C$150,000 prior to the eight-month anniversary of execution of the Agreement (received);
- Expend $750,000 on the Project in exploration expenses within three years of executing the Agreement, of which $50,000 must be spent in the first year;
- paying to Nuinsco C$250,000 upon estimating an Indicated Resource containing 250,000 ounces of gold, and paying to Nuinsco an additional C$250,000 upon estimating an additional Indicated Resource containing 250,000 ounces of gold (for a total Indicated Resource containing 500,000 ounces of gold); and,
- the Company retains a 1% net smelter return royalty.

The Company's initial sampling at the Zig Zag Lake project returned lithium grades peaking at 3.55% Li_2O, with tantalum, and rubidium results peaking at 836 ppm Ta_2O_5, and 4,003 ppm Rb_2O. The results are sufficiently prospective to warrant continued exploration.

On March 8, 2023, the Company entered into an option agreement (the "**Agreement**") with First Class Metals PLC ("**FCM**") on the Company's Zig Zag lithium-tantalum project (the "**Project**").

Under the terms of the agreement, FCM can acquire an 80% interest in the Project on the following basis:

- making aggregate payments to Nuinsco of C$500,000 in cash and C$250,000 in FCM shares in five tranches comprising:
    - C$50,000 cash upon execution of the agreement (received) and $25,000 of FCM shares within 30 days execution of the Agreement;
    - C$75,000 cash (received) and C$30,000 FCM shares by June 1 2023;
    - C$100,000 cash and C$50,000 FCM shares by June 1 2024
    - C$125,000 cash and C$60,000 FCM shares by June 1 2025
    - C$150,000 cash and C$85,000 FCM shares by June 1 2026
- Expend $550,000 on the Project in exploration expenses within three years of executing the Agreement, of which $50,000 must be spent by 1 June 2023;

These payments and work commitments may be accelerated at FCM's option. Upon its completion, the Zig Zag project mining claims will be owned by FCM and Nuinsco on an 80:20 basis and the parties will have deemed to enter a joint venture for their development. Should either party not wish to contribute to this joint venture a standard industry dilution clause shall apply. If either party dilutes to a 10% ownership interest or lower, their entire interest will automatically convert into a net smelter returns royalty payment, and the other party shall be the 100% owner of the Zig Zag project mining claims. Additionally, half of such net smelter returns royalty payment may be purchased by the other party by paying a sum of $ 750,000.

The Company continues to evaluate the economic viability of El Sid. The project received an acceptance of the technical and economic proposal for development and gold production.

OUTLOOK

Nuinsco is intent on advancing the Prairie Lake project. Receipt of the MRE, with its extraordinary tonnage containing Critical Minerals in high demand for a host of agricultural, consumer and industrial applications, highlights the singularly significant opportunity that the project presents to the Company and its shareholders.

Following completion and release of the Prairie Lake project MRE in June of 2022, the focus of work has been an update to the metallurgical studies to optimize the process to produce one or more apatite concentrates from the main rock components of the Prairie Lake Carbonatite Complex – carbonatite and ijolite. The apatite mineralization, which is ubiquitous in the Prairie Lake rocks, is a source of igneous phosphate. Phosphate is essential to life, is irreplaceable in agricultural applications, is an essential component to Litihum-Iron-Phosphate (LFP) batteries forecast to become a major source of battery power to the worlds vehicle fleet, and is used in the production of the world's most famous beverage, Coca Cola™!, . Igneous phosphate has advantages over the much more abundant sedimentary phosphate because it tends to contain fewer deleterious elements (e.g. cadmium) and can be concentrated more effectively. Carbonatite complexes also contain the highest rare earth element ("REE") contents of any of the igneous rocks, making them attractive exploration targets for REE mineralization. Particularly so considering the increasing concerns around the Critical Minerals supply chain and the objective to obtain supply from stable jurisdictions. Further, government initiatives, such as the Canadian Minerals and Metals Plan incorporate a list of "Critical Elements" that are considered to be of strategic importance and that includes those of economic interest at the Prairie Lake project. The Prairie Lake Carbonatite Complex has unusually high concentrations of REEs in apatite, and in particular neodymium and praseodymium. The phosphate content and high proportional neodymium/praseodymium content, in association with other mineral commodities of economic interest, for instance niobium/tantalum, makes it an immense and an attractive target demanding further investigation and development, made inestimably more so by the excellent project logistics.

The Company has been able to monetize two project assets through option agreements: the Sunbeam and Zig Zag projects. This has provided funds for advancement of the Prairie Lake project and reduced the expenditure burden on other, lower priority assets. The Company is receiving cash payments from the completed option agreement, and will retain a NSR royalty on the Sunbeam project and a 20% interest in the Zig Zag project.

The Company also elected to quit the Dash Lake project in north-western Ontario. The is project located in proximity to prospective, gold-bearing regional structures and occurs approximately mid-way between the Cameron Lake Gold Deposit and the Rainy River Mine – both gold properties which Nuinsco discovered/developed and for which the Company produced the first MREs. It is a prospective gold exploration project, and in fact Company geologists identified a new, small, shear zone hosted gold occurrence on the project, identified as the Wren Zone in Company reporting. However, the project was not deemed as core to the Company's current focus.

The Company continues to devote time and resources on the El Sid project because of the project's potential to provide access to cash. Management's view is that El Sid has the capability to provide non-dilutive funding for the Company's other endeavours. Funding to progress the project continues to be a priority and the Company is actively engaged in discussions on multiple fronts regarding a transaction or arrangement on the project.

MINERAL PROJECTS
Prairie Lake

The Prairie Lake project is located near Marathon, Ontario. It is a large multi-commodity deposit hosted by the igneous Prairie Lake Carbonatite Complex, a composite intrusion consisting of two predominant rock types, carbonatite and ijolite. It contains phosphate (P2O5), rare earth elements ("REEs"), niobium (Nb) tantalum (Ta), and other elements and compounds of economic interest. The Prairie Lake Project consists of 46 mining claims (27 single cell and 19 boundary cell mining claims), is owned 100% by the Company, is royalty-free and the mining-land tenure is secure for decades to come.

In June 2019 the Company received the results for previously unsampled drill core from the 2007 drilling program. This additional sampling of holes NP0702 and NP0714 significantly extended the known niobium (Nb), tantalum (Ta), phosphate

(P_2O_5) intercepts in these holes and added assay information for rare earth elements (REE). When combined with previously reported sampling (see press release dated January 7, 2008), the new results extend the intersection in hole NP0714 to 45.9m between 4.1m and 50.0m, 0.207 % Nb205 and 5.26 % P205 with 43 g/t Ta, from the 17.45m length reported in 2008.

During Q3 and Q4 2019 Prairie Lake drill core was cut in preparation for sampling and analysis. A sampling program commenced in June 2021 with the intent of producing more extensive analytical coverage of the mineralized zones than have been identified in the previously reported Exploration Target. The sampling program was conducted during Q2 and Q3 and eventually incorporated sampling from 18 drill holes. All analytical results from the sampling program were received by early 2022.

The Company announced completion of a Mineral Resource Estimate for the Prairie Lake project on May 31 2022 followed by filing of a NI 43-101 compliant technical report on July 15 (available on the Company's website www.nuinsco.ca) The pit constrained MRE consists of a 15.6 million tonne Indicated Mineral Resource and a very large 871.8 million tonne Inferred Mineral Resource. Along with the phosphate mineralization the MRE also includes REEs and niobium. The phosphate component alone of the MRE is a significant result. The added presence of the REEs and possibly niobium provide substantial upside economic potential to the project.

Prairie Lake Project Pit Constrained Mineral Resource Estimate(1-6)

			Rare Earth Oxides									Niobium	Phosphate
Class	**Cut-Off**	**Tonnes**	**Nd_2O_3**	**Pr_6O_{11}**	**Sc_2O_3**	**CeO_2**	**La_2O_3**	**Sm_2O_3**	**Ta_2O_5**	**Y_2O_3**	**TREO**	**Nb_2O_5**	**P_2O_5**
	NSR C$/t	**M**	**g/t**	**g/t**	**g/t**	**g/t**	**g/t**	**g/t**	**g/t**	**g/t**	**kg/t**	**%**	**%**
Indicated	**30**	15.6	344	96	15	754	300	58	28	100	1.67	0.16	3.71
Inferred	**30**	871.8	409	82	18	905	388	79	17	127	2.01	0.10	3.39

*TREO = Total Rare Earth Oxides: neodymium, Nd_2O_3 ; praseodymium, Pr_6O_{11}; scandium, Sc_2O_3; Cerium, CeO_2; lanthanum, La_2O_3; samarium, Sm_2O_3; tantalum, Ta_2O_5; yttrium, Y_2O_3.

1. *Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.*
   The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
3. *The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could potentially be upgraded to an Indicated Mineral Resource with continued exploration.*
4. *The Mineral Resources were estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions (2014) and Best Practices Guidelines (2019) prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.*
5. *US$ Metal prices used were $80/Kg Nd_2O_3, $80/Kg Pr_6O_{11}, $1,500/Kg Sc_2O_3, $50/Kg Nb_2O_5, $250/t P_2O_5, $1.35/Kg CeO_2, $1.35/Kg La_2O_3, $3.50/Kg Sm_2O_3, Nil$/t Ta_2O_5 and $13.00/kg Y_2O_3, 0.78 FX all with combined process recoveries and payables of 50%, except P_2O_5 at 75%.*
6. *The constraining pit optimization parameters were C$2.50/t mining cost for all material, C$25/t process cost, C$5/t G&A cost and 45-degree pit slopes with a C$30/t NSR cut-off.*

Prairie Lake has the potential to produce a number of minerals and elements for industries which are forecast to require substantially increasing supply over the coming years; for electrification of the global vehicle fleet, massive expansion of renewable energy infrastructure, and applications in high-tech and "green" industries that require the REEs and niobium to develop the infrastructure and applications of a low carbon economy. Prairie Lake is also a very significant source of igneous phosphate – phosphate is a compound with vital agricultural and industrial applications and carbonatites are used elsewhere as soil amendment additives to neutralize acids in soils. The use of calcium phosphate in agriculture is essential in sustaining crop yields to supply an increasing world 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 and return.

Following from the release of the MRE the next phase of work consisted of selecting and preparing samples for metallurgical test work. The samples were submitted to SGS-Lakefield laboratory in Ontario. The current metallurgical program comprises mineralogical analysis, grindability and abrasion tests, a heavy liquid/dense media separation study, stage grinding, low intensity magnetic separation, gravity separation, batch phosphate/REE flotation tests, and niobium flotation. The intent is to produce apatite concentrate(s) will be further evaluated for REE recovery. The Company has requested proposals for onward REE recovery test programs. The program is currently in progress and results will be reported when available.

The Prairie Lake complex hosts a suite of elements of economic interest identified as Critical Elements defined under the Canadian Minerals and Metals Plan within a very large domain of mineralized rock that is extremely favourably located from a logistical perspective with rail, road, shipping, and power infrastructure already established. The Company is fully aware of the scope of the mineralization on the project, the potential for expansion of the MRE, and the possibility that domains of higher-grade mineralization exist within the MRE or for that matter elsewhere on the project outside of the existing MRE. The attributes of the project are very favourable to development, and the Company is diligently conducting work to do so. The project is a very significant asset.

Sunbeam Gold Property – as noted above the Company has optioned this project to FCM.

The Sunbeam Gold Property consists of 110 unpatented mining claims (218 cells), covering 48.8km2, situated 27km northeast of the town of Atikokan, Ontario, and 12km southeast of Agnico Eagle's Hammond Reef gold deposit. It is easily accessible via well maintained logging roads from Hwy 11.

Egypt

Nuinsco has retained a presence in Egypt through its interest in Egypt-based Z-Gold Limited ("Z-Gold"). Management regards the country as an underexplored opportunity for mineral exploration and development. In 2018, Nuinsco (through Z-Gold) won a competitive bid for the right to evaluate the viability of gold production from waste dumps and tailings at the past-producing El Sid mine in Egypt.

Located in Egypt's Eastern Desert, approximately 90km west of the town of Quseir on the Red Sea coast, El Sid is easily accessible via a paved road that passes through the project site. Three past producing gold mines are located on the project – the largest of which, the El Sid Mine, operated primarily between 1949 and 1957 and was Egypt's largest gold producer. The mines were high-grade – averaging more than 30 g/t gold. Of significance to potential exploitation is the fact that the rock adjacent to the exploited veins also carried gold but was rejected and dumped as waste. This waste is available for processing and gold recovery. The occurrence of broken mineralized rock in the waste dumps and tailings piles already at surface streamlines the process and reduces the cost of evaluation of grade, tonnage, metallurgy and exploitation. As a result, capital and operating costs are anticipated to be low and the timeline to production and revenue generation short relative to conventional underground mine development.

Historic estimates are that the accumulated dumps and tailings on surface at the site amount to more than 300,000 tonnes with an average grade exceeding 3.0 g/t gold for a total of about one tonne (approximately 32,151 troy ounces) of contained gold (all estimates are based upon historic information and Nuinsco is not treating this information as a current mineral resource or mineral reserve).

Three site visits have been conducted to El Sid during which sampling was conducted: the average grade of all 565 samples collected from the waste dump at El Sid is 4.41g/t gold. Metallurgical testing has shown that a combination of gravity and leaching or flotation provides very good gold recovery. The results of the economic evaluation indicate that the El Sid project is viable using conservative estimation of economic parameters and it could quickly be developed to production. The Company continues to evaluate opportunities to advance the project.

Definitive agreements

The Company executed a definitive agreement (the "Agreement") for El Sid on November 7, 2018. The Agreement has been executed between Shalateen Mineral Resources Company which holds the right to exploit the dumps and tailings, and Z-Gold.

Zig Zag Lake – as noted above the Company has optioned this project to FCM.

The Zig Zag Lake lithium-tantalum property is located approximately 68 kilometres east-northeast of Armstrong, Ontario. The claim group covers the historic Tebishogeshik occurrence as well as other mineralized sites - the lithium-tantalum mineralization is pegmatite-hosted with significant rubidium and cesium mineralization also reported. Critical minerals such as these are essential in the accelerating transition to a low-carbon and digitized economy.

The Zig Zag Lake property consists of nine (6) claim units accessible via an all-weather gravel road leading east from Armstrong that approaches to within two kilometres of the claims.

During Q3 2021 a site visit was conducted to the project to obtain grab samples for comparison with historic results and to evaluate ground conditions and access. The results of the sampling demonstrate that grades of economic significance for lithium, tantalum, and rubidium are indeed present on the project. On 17 November 2021 the Company reported results peaking at 3.55% Li_2O, 836 ppm Ta_2O_5, and 4,003 ppm Rb_2O within the pegmatite intrusion that is known to be at least 800m in length and fully encompassed by the Nuinsco Property.

As with the Prairie Lake project the Zig Zag Lake project is host to elements of economic interest, particularly lithium and tantalum, identified as Critical Elements defined under the Canadian Minerals and Metals Plan.

Dash Lake

In February the Company elected to quit the Dash Lake option and informed the optionors of such. No further commitment on the part of the Company is due.

RESULTS OF OPERATIONS
Three and six months ended June 30, 2023 and 2022

Revenues
The exploration properties of the Company are still in the early exploration and development stage. Until sufficient work has been completed to confirm the feasibility of any specific interest being placed into production, it is not anticipated that the Company will have any material production revenue.

An excerpt of the expenses and other items for the three and six months ended June 30, 2023 and 2022 are as follows:

(in Canadian dollars)		Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Operating expenses					
General and administrative	(a)	$146,838	$113,243	$270,682	$210,521
Share-based payments	(b)	-	-	47,955	-
Exploration expenses		18,200	-	18,200	-
Royalty payments		-	20,000	-	20,000
Depreciation of property and equipment		145	234	290	468
Operating loss		**(165,183)**	**(133,477)**	**(337,167)**	**(230,989**
Other income					
Zig Zag option income	(c)	59,251	-	59,251	-
Gain on sale of equipment		-	5,500	-	5,500
Other income	(d)	28,435	32,720	41,155	42,720
Loss before income taxes		**(77,497)**	**(95,257)**	**(236,761)**	**(182,769)**
Income taxes		-	-	-	-
Net loss and comprehensive loss for the period		**$(77,497)**	**$(95,257)**	**$(236,761)**	**$(182,769)**

During the three and six months ended June 30, 2023, the Company worked on its projects, with a focus on advancing Prairie Lake. The Company continued to carry on corporate activities, held discussions with various parties for financings and other business development opportunities.

(a) General and administrative expenses consisted of accrued management and directors' fees, rent, salary for administrative staff, insurance, transfer agent, legal and other administrative costs to maintain the Company in good standing. The increase is mainly due to an increase in legal fees, and travel related to projects abroad.
(b) Represents the value of stock options that were issued and vested during the period. No options were issued in 2022. This is a non-cash expense.
(c) Represents net option income on the Zig Zag project. Option payments are initially recorded as a credit against the carrying costs of the exploration and evaluation asset until they were fully recovered, and subsequently, recorded as option income.

(d) Represents a $12,720 deposit received in 2022 as an exclusivity payment on the El Sid project (which was included in income as the exclusivity period ended, and the deposit was non-refundable), and a recovery of a $28,435 deposit that was held by Revenue Quebec that was previously written off.

SUMMARY OF QUARTERLY RESULTS

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

	2nd Quarter 2023	1st Quarter 2023	4th Quarter 2022	3rd Quarter 2022
Net loss and comprehensive loss	$ (77,497)	$ (159,264)	$ (383,120)	$ (74,553)
Loss per share - basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

	2nd Quarter 2022	1st Quarter 2022	4th Quarter 2021	3rd Quarter 2021
Net loss and comprehensive loss	$ (95,257)	$ (87,512)	$ (850,825)	$ (333,769)
Loss per share - basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

Variations in the quarterly results of operations are largely a function of the timing of financings, property and other write-downs, 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.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had a working capital deficiency of $458,973 (December 31, 2022 – working capital deficiency of $311,453).

The Company had an increase of cash and cash equivalents of $7,255 in the six months ended June 30, 2023, compared with a decrease of $124,944 in 2022. The increase in 2023 was the result of $322,702 of cash used in operating activities, $85,043 of cash used on expenditures on exploration projects, and offset by proceeds of $415,000 from the sale of options agreements ($300,000 Sunbeam, $115,000 Zig Zag).

At its current operating level, the Company will not have sufficient funds to cover short-term operational needs. The Company expects to still operate at a loss for at minimum the next 12 months. To help with the liquidity issues, management and directors have been deferring compensation, and have in the past, settled part of these fees in exchange for common shares (to help preserve cash). As such, the Company will need additional financing for costs related to corporate operations and exploration activities. The Company is currently addressing its liquidity concerns by proactively planning future financings through the sale of equity and/or the sale of mineral properties. The Company has been successful in the past at raising necessary funds but the timing and ability to do so will depend on the liquidity of the financial markets, economic conditions, as well as the acceptance of investors to small cap companies. There can be no guarantee that the Company will be able to secure any required financing.

The primary need for liquidity is to fund exploration programs and to maintain general corporate operations. The primary source of liquidity in the past has primarily been private financings and the sale of the Company's mineral properties.

Overall, given the working capital deficiency at June 30, 2023, the Company will not be able to meet its general operational requirements for 2023, and will require additional capital for exploration programs in 2023 and to funds operations.

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 can be used for domestic work programs but do not provide the funding necessary to meet corporate or foreign expenditures which do not qualify for flow-through eligibility.

The Company's management continues to hold discussions on securing financing. 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 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.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Critical accounting estimates used in the preparation of the Condensed Interim Consolidated Financial Statements include determining the carrying value of investments and Evaluation and Exploration ("E&E") projects, assessing the impairment and classification of long-lived assets, 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 to the 2022 Audited Consolidated Financial Statements. The Company's Consolidated Financial Statements have been prepared using the going concern assumption.

The recorded value of the Company's E&E projects is based on historic costs (subject to impairment) that are expected to be recovered in the underlying mineral resources associated with the properties. 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

There have been no new accounting policies adopted by the Company that have had a material impact.

CORPORATE GOVERNANCE

As noted above, 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 Committee, which is comprised of directors, none of whom are employees or officers of the Company, meets with management to review the Condensed Interim 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 an Audit Committee consisting of financially literate directors, the majority of whom are independent and unrelated. Other committees of the Board of Directors are the Corporate Governance and Nominating and Compensation Committee.

RELATED PARTY TRANSACTIONS AND BALANCES

Related Party Balances and Transactions

Short-term employee benefits provided by the Company to key management personnel include salaries, consulting fees and directors' fees. 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. Transactions with related parties for the six months ended June 30, 2023 and 2022 are shown in the following table:

	2023	2022
Short-term employee benefits	$ 144,250	$ 144,250
Share-based compensation	29,997	-
	$ 174,247	$ 144,250

During the six months ended June 30, 2023, the Company was charged $24,000 (2022 - $24,000) by CFO Advantage Inc., a company controlled by Kyle Appleby, the Chief Financial Officer of the Company. As at June 30, 2023, $191,580 of such fees (December 31, 2022 - $179,080) is included in accounts payable and accrued liabilities.

During the six months ended June 30, 2023, the Company was charged $75,000 (2022 - $75,000) by the CEO of the Company. As at June 30, 2023, $1,200,000 (December 31, 2022 - $1,125,000) is owing for management fees and is included in long-term liabilities. The Company also owes the CEO $nil (2022 - $50,657) for expenses paid for on behalf of the Company and advances.

During the six months ended June 30, 2023, the Company was charged $24,000 (2022 - $24,000) by the EVP of the Company. As at June 30, 2023, $318,000 (December 31, 2022 - $294,000) was owing to Executive Vice President and was included in long-term liabilities.

As at June 30, 2023, two directors are owed a total of $20,000 for funds advanced to the Company with no interest, and no terms of repayment.

CONTINGENCIES

Nuinsco has been served with a third-party claim related to 30-year-old historical transaction. Documents have been requested from the opposing parties, to which the Company is awaiting final receipt of all documents. Once those documents are received, they will be considered with a view to understanding the implications of the claim. Based on information received to date, the Company considers the claim without merit.

OUTSTANDING SHARE DATA

As at the date of this report, the Company had 573,804,012 common shares issued and outstanding. In addition, there were 80,149,311 stock options and 41,798,500 warrants outstanding.

RECENT DEVELOPMENTS

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

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.

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, including 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. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis which would likely differ significantly from the going concern basis. 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 as described in the Audited Consolidated Financial Statements and elsewhere in this MD&A. 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.

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). Please also see ***Unfavourable Global Economic Conditions below.***

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
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.

Unfavourable Global Economic Conditions
The Company's results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. A severe or prolonged economic downturn could result in a variety of risks to the business, including the Company's ability to raise additional capital when needed on acceptable terms, if at all. Any of the foregoing could harm the Company's business and management cannot anticipate all of the ways in which the current or future economic climate and financial market conditions could adversely impact the business. For example, in early 2020, COVID-19 was reported in many countries around the globe. The extent to which the COVID-19 impacts the Company and its results will depend on future developments that are highly uncertain and cannot be accurately predicted, including new information which may emerge concerning the severity of COVID-19 and the actions required to contain the COVID-19 or remedy its impact, among others.

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 , 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 Participating Interest ; 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.