



Report Date: December 28, 2019

The following discussion is management’s assessment and analysis of the results and financial condition of operations Fort St. James Nickel Corp. (“the Company”) and should be read in conjunction with the accompanying unaudited financial statements for the period ended October 31, 2019 and the audited financial statements for the year ended April 30, 2019 and related notes. These financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board (“IASB”).

All monetary amounts are in Canadian dollars unless otherwise specified. Additional information relating to the Company is available on SEDAR at www.sedar.com.

NATURE OF OPERATIONS AND OVERALL PERFORMANCE

Description of the Business and Summary of Activities

Fort St. James Nickel Corp. (the “Company”) is incorporated under the Canada Business Corporations Act and its common shares are listed on the TSX Venture Exchange under the symbol FTJ.V. The Company is a junior mineral exploration company engaged in the acquisition, evaluation and exploration, if warranted, of mineral properties in North America.

The Company has incurred recurring losses since its inception and had an accumulated deficit of \$14,937,988 as at October 31, 2019 which has been funded primarily by the issuance of shares. The Company has no source of operating cash flows and expects to incur further losses in the exploration and development of its mineral properties. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, and generating profitable operations in the future.

Shares Issued

On October 28, 2019, the Company completed a non-brokered private placement of 3,700,000 units at a price of \$0.10 per unit for gross proceeds of \$370,000. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company at a price of \$0.12 per warrant share for a period of five years.

Resource Properties

Cumulative acquisition and exploration costs incurred and expensed by the Company to date on its mineral properties are summarized below.

	Kilometer 26 \$	Porcupine \$	Total \$
April 30, 2018	1,963,572	171,216	2,134,788
Acquisition Costs	1,368	-	1,368
Exploration Costs	50,409	87,727	138,136
Balance, October 31, 2018	2,015,349	258,943	2,274,292
April 30, 2019	2,015,573	366,464	2,382,037
Acquisition Costs	-	38,359	38,359
Exploration Costs	12,020	2,651	14,671
Balance, October 31, 2019	2,027,593	407,474	2,435,067

Management has determined that due to uncertainty on future recoverability of its mineral exploration and evaluation assets, acquisition and exploration costs are expensed as incurred.

Kilometre 26 – Central British Columbia

The Company owns a 100% interest in the Kilometre 26 Project, a group of mineral claims located approximately 50 kilometers northwest of Fort St. James in central British Columbia. On September 28, 2009 the Company entered into a three year Option Agreement with Eastfield Resources Ltd. (“Eastfield”) to acquire a 60% interest in the claims. On September 9, 2011 the Company entered into an agreement with Eastfield to acquire a 100% interest in the Property and to terminate the Option Agreement in consideration for the issuance of 2,000,000 common shares. The fair value of the property was determined to be \$775,000. On December 1, 2011 the Company issued the 2,000,000 common shares.

During the year ended April 30, 2015, after consideration of the continued depressed market for junior resource company securities and the Company’s very low stock price, and their impact upon the Company’s ability to raise funding for further exploration costs, management determined that uncertainty on future recoverability of its mineral property asset indicated that the exploration and evaluation assets were impaired. Therefore, an impairment charge of \$1,879,403 was recognized in respect of the Company’s mineral property assets. Future expenditures will be regularly assessed for impairment based on conditions then existing.

The highlight of the 2018 rock sampling program is sample 116001. This sample was collected in an area that to the author’s knowledge has not been previously documented. The sample was collected from two large boulders subangular to angular possible subcrop of serpentinite, next to an outcrop of limestone. The showing was made possible by recent logging activity. Sample 116001 returned assays of 2030ppm Ni. Another high Nickel value came from sample 116022 of Serpentinite boulders/subcrop near a 2011 drill pad

Approximately \$1,000,000 has been spent on exploring the property to date. Eastfield completed an initial rock sampling program in 2009 while the Company completed more extensive programs consisting of grid establishment, rock and soil geochemical surveying and ground based induced polarization and magnetometer surveying in 2010 and 2011 and a six hole (813 metre) diamond drilling program in 2011.

The entire claim area occurs within a gentle to undulating landscape all of which occurs on government land. The predominant target of interest on the Kilometre 26 property is ophiolite hosted disseminated nickel. Motherlode style (ophiolite gold) mineralization constitutes a secondary objective.

Porcupine Property-New Brunswick, Canada

In August 2017, the Company signed an option agreement with Great Atlantic Resources Corp. (“GR”) to acquire GR’s Porcupine property located in the province of New Brunswick. Under the terms of the option agreement, the Company is required to make the following cash and share payments to earn a 100% interest in the property:

- Pay \$15,000 in cash (paid) and issue 500,000 common shares (issued) within five days of the TSX Venture approval of the transaction (the “Approval Date”);
- Pay \$20,000 in cash (paid) and issue \$75,000 in common shares on or before October 6, 2018. The Company issued 234,375 common shares with a fair value of \$43,359 on February 12, 2019
- Pay \$20,000 in cash and issue \$75,000 in common shares on or before October 6, 2019 (the Company issued 500,000 with a fair value of \$50,000 on October 17, 19, \$20,000 in cash is still payable.);
- Pay \$20,000 in cash and issue \$75,000 in common shares on or before October 6, 2020; and
- Pay \$75,000 in cash and issue \$200,000 in common shares on or before October 6, 2021.

The Company is also required to spend \$1,000,000 in exploration expenditures on the property over a four-year period with a minimum of \$150,000 each year.



During the six-month period ended October 31, 2019, the Company incurred acquisition and exploration expenditures totaling \$12,020 (2018 - \$51,777) with respect to its Kilometer 26 Property and \$41,010 (2018 - \$87,727) on the Porcupine Property.

Loan Payable

	October 31, 2019	April 30, 2019
	\$	\$
Promissory Note Payable	-	50,000
Loan Payable	19,500	19,500
Accrued Interest	643	3,757
	20,143	73,257
	20,143	73,257

On September 19, 2018, the Company entered into an agreement with an arm's length individual for a loan of \$50,000. The loan has a term of six months and is subject to an interest rate of 10% per annum. The loan and interest were repaid during the period ended October 31, 2019.

The loan payable of \$19,500 is unsecured with no terms of repayment and interest and is due on demand.

For the period ended October 31, 2019, the Company recorded interest expense of \$1,886 (2018 - \$575).

RESULTS OF OPERATIONS

Net Gain/Loss and Operating Expenses

During the period ended October 31, 2019, the Company recorded a loss of \$169,442 or 0.01 basic and diluted loss per share, compared to \$561,926 or \$0.04 basic and diluted loss per share for the same period last year. The decrease is mainly due to a reduction in consulting and mineral exploration expenses as well as the recording of the non-cash expense, share-based compensation in 2018 of \$266,146 (nil was recorded for the same period in 2019). The difference of \$392,484 is almost wholly accounted for by these two expense categories.

For the three months ended October 31, 2019, the Company recorded a loss of \$92,100 compared to \$174,786 for the same quarter in 2018. The difference is due to a reduction in consulting and mining exploration expenses in 2019.

For the Six Months Period Ended,	October 31, 2019	October 31, 2018
	\$	\$
Financial results:		
Net loss for the period	(169,442)	(561,926)
Basic and diluted gain per share	(0.01)	(0.04)
Balance sheet date		
Cash and cash equivalent	70,114	968
Total assets	76,896	22,269
Shareholders' Deficiency	(191,204)	(323,046)
	(191,204)	(323,046)

Variation of expenditures incurred during the period ended October 31, 2019 and 2018 include:

Expenses

	Three Months Ended		Six Months Ended	
	October 31		October 31	
	2019	2018	2019	2018
	\$	\$	\$	\$
Advertising and Marketing	6,578	1,162	6,578	2,372
Consulting Fees	-	25,500	25,500	51,000
Exploration and Evaluation Assets Expenditures	41,900	90,308	53,030	139,504
Insurance	-	7,000	-	7,000
Office and Administration	23,447	24,388	47,727	48,616
Professional Fees	4,000	13,819	8,000	23,518
Rent	10,500	9,000	21,000	18,000
Share-Based Compensation	-	-	-	266,146
Transfer Agent and Filing Fees	5,128	3,002	5,721	5,163
Travel	-	32	-	32
Loss Before Other Items	(91,553)	(174,211)	(167,556)	(561,351)
Other Item				
Interest Expense	(547)	(575)	(1,886)	(575)
Net Loss for the Period	(92,100)	(174,786)	(169,442)	(561,926)

- Advertising and Marketing – 2019: \$6,578 / 2018: \$2,372; was paid for advertising as well as investor relation services.
- Consulting Fees – 2019: \$25,500 / 2018: \$51,000; was paid for strategic planning, as well as corporate and administrative services including project evaluation.
- Office and Administration – 2019: \$47,727 / 2018: \$48,616; G&A costs in the current period are comprised of administration, telephone and office supplies.
- Professional Fees - 2019: \$8,000 / 2018: \$23,518; comprise of legal, accounting and audit fees.
- Regulatory and Transfer Agent Fees - 2019: \$5,721 / 2018: \$5,163; consisted of fees paid to regulatory bodies in Canada in connection with routine filings and filing fees for private placements.
- Share-Based Compensation - 2019: \$Nil / 2018: \$266,146; a non-cash compensation cost due to the grant of \$650,000 stock options issued during the period ended October 31, 2018.
- Exploration and Evaluation Assets Expenditures - 2019: \$53,030 / - 2018: \$139,504; paid for exploration on the Kilometer 26 and Porcupine property.



SUMMARY OF QUARTERLY RESULTS

The following quarterly operating results have been prepared using IFRS:

	October 31, 2019 \$	July 31, 2019 \$	April 30, 2019 \$	January 31, 2019 \$
Total Revenue	-	-	-	-
Net Income (Loss)	(92,100)	(77,342)	(164,225)	(85,251)
Total comprehensive income (loss)	(92,100)	(77,342)	(164,225)	(85,251)
Basic and diluted loss per share	(0.01)	(0.00)	(0.01)	(0.01)

	October 31, 2018 \$	July 31, 2018 \$	April 30, 2018 \$	January 31, 2018 \$
Total Revenue	-	-	-	-
Net Income (Loss)	(174,786)	(387,140)	(83,085)	(85,432)
Total comprehensive income (loss)	(174,786)	(387,140)	(83,085)	(85,432)
Basic and diluted loss per share	(0.01)	(0.03)	(0.02)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

At October 31, 2019 the Company had cash of \$70,114 (April 30, 2019 - \$1,877) and working capital deficiency of \$191,205 (April 30, 2019 - \$529,163). All cash are deposited in interest accruing accounts.

	October 31, 2019 \$	April 30, 2019 \$
Current assets	76,893	10,239
Exploration and Evaluation Assets	1	1
Total Assets	<u>76,894</u>	<u>10,240</u>
Current Liabilities	<u>268,098</u>	<u>539,402</u>
Total Liabilities	<u>268,098</u>	<u>539,402</u>
Shareholders' Deficiency	<u>(191,204)</u>	<u>(529,162)</u>
Working Capital Deficiency	<u>(191,205)</u>	<u>(529,163)</u>



The Company does not generate sufficient cash flow from operations to fund its exploration activities, its acquisitions and its administration costs. The Company is reliant on equity financing to provide the necessary cash to continue its operations.

	October 31, 2019 \$	October 31, 2018 \$
Cash used in operating activities	(334,163)	(179,983)
Cash used in investing activities	-	-
Cash provided by financing activities	402,400	171,250
Change in cash	<u>68,237</u>	<u>(8,733)</u>

The Company proposes to meet any additional financing requirements through equity financing. Raising additional capital may be difficult or not possible. The Company is in the business of exploring its mineral property interests and does not generate any cash from operations. Without the ability to attract additional equity funding the Company:

- Does not have the working capital necessary to fund current operations for the 2020 fiscal year;
- Will not have sufficient funds to complete planned exploration activities;
- Has additional liquidity risks associated with financial instruments where trading volumes have declined; and
- Has a working capital deficiency, which may result in the Company's inability to meet obligations as they come due.

Future cash requirements will depend primarily on the extent of future exploration programs. Subsequent phases will depend, both on cost and duration, and on results from previous phases, and it is therefore extremely difficult to predict future cash requirements. In order to meet its option payment costs and expenditure requirements on its current properties the Company will need to raise additional financing, loans or proceeds from sale or joint venture of properties.

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its unproven mineral interests (by options, joint ventures or outright sales) in order to finance further acquisitions, undertake exploration and development of mineral interests and meet general and administrative expenses beyond one year in the future. There can be no assurance that the Company will be successful in raising their required financing.

The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fully explore its existing properties. Failure to obtain financing could result in delays or indefinite postponement of further exploration and the possible, partial or total loss of the Company's interest in certain properties. The Company may, in the future, be unable to meet its obligations under agreements to which it is a party and the Company may consequently have its interest in the properties subject to such agreements jeopardized. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.



TRANSACTIONS WITH RELATED PARTIES

Key management includes directors (executive and non-executive) and senior management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). There were no amounts paid nor payable for CEO or CFO services for the period ended October 31, 2019 and 2018.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The details of the Company’s accounting policies are presented in Note 2 of the financial statements ended April 30, 2019. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company’s financial statements and the uncertainties that could have a bearing on its financial results.

CHANGES IN ACCOUNTING POLICIES

In preparing these interim financial statements as at October 31, 2019, the significant judgements made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements for the year ended April 30, 2019.

RISK AND UNCERTAINTIES

There are no significant changes relating to the risk factors since the filing of the annual MD&A of April 30, 2019.

CAPITAL RISK MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration, and development of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business.

The Company manages its share capital as capital, which as at October 31, 2019, was \$13,384,838 (April 30, 2019 – \$13,341,450). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company’s approach to capital management during the period ended October 31, 2019.

MANAGEMENT FINANCIAL RISKS

The fair value of the Company’s loan receivable, accounts payable and accrued liabilities, convertible debentures, and amounts due to related parties approximate their carrying value, which is the amount recorded on the consolidated statement of financial position. The Company’s other financial instruments, cash and marketable securities under the fair value hierarchy is recorded at fair value based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) *Credit Risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that its credit risk is not significant.

b) *Liquidity Risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2019, the Company had a cash balance of \$70,114 to settle current liabilities of \$268,098. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management expects to fund those liabilities through the issuance of capital stock and loans from related parties over the coming year.

c) *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 loans receivable and amounts due to related parties are non-interest bearing. Interest on the Company's debentures payable are based on fixed rates, and as such, the Company is not exposed to significant interest rate risk.

d) *Foreign Currency Risk*

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents and accounts payable and accrued liabilities that are denominated in U.S. Dollars. The Company's financial instruments denoted in U.S. Dollars are insignificant and any fluctuation in foreign currency exchange rates would have an insignificant impact on net loss for the year.

e) *Price Risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

FORWARD-LOOKING INFORMATION

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.



The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

ADDITIONAL INFORMATION

Additional information relating to the Company is available:

- (a) On SEDAR at www.sedar.com
- (b) On the Company's website at www.fortstjamesnickel.com
- (c) In the Company's annual audited financial statements for the year ended April 30, 2019.

OUTSTANDING SHARES

	Number	Exercise Price	Expiry Date
Common Shares	20,057,801	n/a	n/a
Stock Options	450,000	\$0.15	October 5, 2021
Stock Options	650,000	\$0.50	April 5, 2023
Warrants	400,000	\$0.50	June 20, 2020
Warrants	500,000	\$0.30	July 23, 2021
Warrants	3,700,000	\$0.12	October 28, 2024
