



**Interim Management Discussion and Analysis<sup>1</sup>**  
**For**  
**NORTHISLE COPPER AND GOLD INC.**

**Containing Information up to and including November 28, 2018**

**OVERALL PERFORMANCE**

Northisle Copper and Gold Inc. ("Northisle" or the "Company") is a mineral exploration company incorporated on August 3, 2011 in the Province of British Columbia, Canada. The Company's principal business activity is the exploration and development of its North Island Project on Vancouver Island. The North Island Project is situated between 15 and 40 kilometres southwest of Port Hardy and contains the Hushamu and Red Dog Deposits and five other partially explored copper-gold porphyry occurrences. The Company's head office is located at 15<sup>th</sup> floor 1040 West Georgia Street, Vancouver, B.C. The Company's common shares trade on the TSX Venture Exchange under the symbol NCX.

**Highlights**

- In October 2018 the Company announced an increase in the exploration budget at the Pemberton Hills Property from \$700,000 to \$1.0 million by increasing the IP survey from 10km to 15km and the drill program from 1,500m to 2,500m. The program is being fully funded by Freeport-McMoRan Mineral Properties ("Freeport") Canada Inc. including a 10% management fee in favor of the Company.
- In May 2018 the Company and Freeport agreed to an initial work plan and budget for the Pemberton Hills Property.
- In February 2018 the Company signed a joint venture agreement with Freeport in relation to the Company's Pemberton Hills Property located on Vancouver Island.

**RESULTS OF OPERATIONS**

**Nine months ended September 30, 2018**

The Company's Net Loss of \$406,452 for the nine months ended September 30, 2018 ("the **Current Period**") was significantly less than the Net Loss for the nine months ended September 30, 2017 (the "**Comparative Period**") of \$1,247,019. The results were largely influenced by management's decision to delay development of the Hushamu and Red Dog Deposits while optioning the Pemberton Hills Property to Freeport, requiring Freeport to fund all mineral property expenditures on the Pemberton Hills property. As a result, mineral property expenditures were reduced significantly (Current Period - \$67,923; Comparative Period - \$1,078,318).

**Three months ended September 30, 2018**

The Company's Net Loss of \$99,107 for the three months ended September 30, 2018 ("the **Current Quarter**") was significantly less than the Net Loss for the three months ended September 30, 2017 (the "**Comparative Quarter**") of \$352,838. As reported earlier in this Interim MD&A, the results were largely influenced by management's decision to delay development of the Hushamu and Red Dog Deposits while optioning the Pemberton Hills Property to Freeport, requiring Freeport to fund all mineral property expenditures on the Pemberton Hills property.

---

**<sup>1</sup> Note to Reader**

This Interim Management Discussion and Analysis ("Interim MD&A") should be read in conjunction with the Company's interim financial statements for the three and nine months ended September 30, 2018.

**Forward-Looking Information**

When used in this document, words like "anticipate", "believe", "estimate" and "expect" and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objects and goals for the Company, and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in such statements.

**Currency** - Unless otherwise stated, all currency amounts are stated in Canadian dollars.

## **2018 OUTLOOK**

In February 2018, the Company signed a joint venture agreement with Freeport-McMoRan Mineral Properties Canada Inc. (“Freeport”) in relation to the Company’s Pemberton Hills Property located on Vancouver Island, in British Columbia. Under the terms of the joint venture, Freeport may earn up to a 65per-cent interest in the Pemberton Hills Property by funding a total of \$24 million in exploration expenditures.

Management believes that agreement with Freeport demonstrates the prospective nature of its tenements while providing significant external funding to un-lock and advance targets that lie within the same prospective belt as its Hushamu and Red Dog deposits. Furthermore, the Company expects to benefit from Freeport’s extensive experience in porphyry copper terrains.

A work program started in August 2018 and was expected to consist of approximately 10 kilometres of Induced Polarization (IP) geophysical survey and three drill holes totaling approximately 1500 metres. In October 2018 the Company announced its intention to add an additional five kilometres to the IP survey and increase the drilling to 2,500 metres in four or five holes. The overall planned budget has now been increased from \$700,000 to \$1.0 million. The program is being fully funded by Freeport including a 10% management fee in favor of the Company.

## **THE NORTH ISLAND COPPER AND GOLD PROJECT**

The North Island Copper and Gold Project (the “Project”) is an advanced exploration project containing the Hushamu and Red Dog Deposits and five other partially explored mineral occurrences of porphyry and related deposit types containing copper-gold-molybdenum-rhenium situated along the “Northern Island Copper Belt” on Vancouver Island, British Columbia. The Project is situated about 29 km from the reclaimed BHP Island Copper Mine.

### **September 2017 Preliminary Economic Assessment**

Management was pleased with the results of the Preliminary Economic Assessment (“PEA”) completed in 2017 which demonstrated the potential technical and economic viability of the Project constructed as an open-pit mine, with a concentrator processing nominally 75,000 tonnes/day.

The PEA showed that the North Island Copper and Gold Project (the “Project”) can be built and operated with excellent returns based on conservative metal prices. There are a number of areas of potential improvements that could improve the Project further including advanced metallurgical studies to improve metal recoveries, evaluating higher production rates, evaluating the use of the Island Copper pit for tailings disposal and evaluating the potential for rhenium credits in the molybdenum concentrate. There remains excellent potential to add tonnes to our resource base. Drilling last summer demonstrated that the Hushamu deposit remains open for a significant expansion of its resource. In addition, there are several partially explored copper – gold exploration targets, any one of which could contribute significantly to the resource base of the Project.

### ***PEA Highlights***

- After tax NPV 8% of CAD \$550.4 million, 14.3% IRR, 22-year mine life
- Life of Mine (LOM) metal production of 1.8 billion pounds of copper, 1.7 million ounces of gold and 55 million pounds of molybdenum
- Annual production of 82 million pounds of copper, 79 thousand ounces of gold and 3 million pounds of molybdenum
- Initial capital costs of CAD \$1.34 billion plus sustaining capital of \$139 million
- Direct cash cost of production per pound of copper net of gold, molybdenum and pyrite concentrate is CAD \$1.17

### PEA Base Case Economic Results

| Parameter                  | Unit            | Base Case           |
|----------------------------|-----------------|---------------------|
| Capital Cost               | CAD\$           | \$1,344 million     |
| Sustaining Capital         | CAD\$           | \$139 million       |
| NSR                        | CAD\$/ore tonne | \$17.61             |
| Average Op Cost/tonne      | CAD\$           | \$8.66              |
| After tax Net Revenue      | CAD\$           | \$2,349 million     |
| After tax NPV 8%           | CAD\$           | \$550 million       |
| After tax IRR and pay back |                 | 14.3% and 5.1 years |
| Metal Price Cu             | US\$ per pound  | \$3.10              |
| Au                         | US\$ per ounce  | \$1,300             |
| Mo                         | US\$ per pound  | \$9.00              |
| Pyrite concentrate         | US\$ per tonne  | \$86                |
| Exchange rate              | US\$ / CAD\$    | 0.75                |

| Category        |    | Units | LOM    |
|-----------------|----|-------|--------|
| Tonnes Milled   |    | Mt    | 600    |
| Average grade   | Cu | %     | 0.18   |
|                 | Au | gpt   | 0.24   |
|                 | Mo | %     | 0.008  |
| Tonnes produced | Py | MT    | 14.1   |
| Throughput      |    | tpy   | 75,000 |
| Mine Life       |    | years | 22     |
| Net Cash Cost*  |    | CAD\$ | \$1.17 |

\*Net direct cash costs that represent the cash cost incurred at each processing stage from mining through to recoverable metal delivered to market less net by-product credits. Direct cash costs cover mining, ore freight and milling costs, mine site administration and general expenses, concentrate freight, smelting and smelter general and administrative costs, marketing costs (freight and selling).

### Initial Capital Expenditures (CAD\$ Millions)

|                |                  |
|----------------|------------------|
| Mine           | \$149.2          |
| Pre-Production | \$125.6          |
| Process        | \$1,024.9        |
| Owner's Cost   | \$44.5           |
| <b>Total</b>   | <b>\$1,344.2</b> |

### Operating Costs

The mine operating costs were calculated to average CAD\$ 2.02 per tonne moved.

| Area              | Unit Cost (CAD\$/t moved) |
|-------------------|---------------------------|
| Drilling          | 0.13                      |
| Blasting          | 0.27                      |
| Loading           | 0.27                      |
| Hauling           | 0.67                      |
| Support           | 0.54                      |
| Mine General      | 0.14                      |
| <b>Total Cost</b> | <b>2.02</b>               |

The process operating costs were calculated to average CAD\$ 4.88/tonne ore.

| Area                        | CAD\$/tonne ore |
|-----------------------------|-----------------|
| Salaries & Wages            | 0.54            |
| Power                       | 1.55            |
| Liners                      | 0.34            |
| Grinding Media              | 1.06            |
| Reagents                    | 0.85            |
| Maintenance Parts & Repairs | 0.44            |
| Supplies & Services         | 0.10            |
| <b>Total Cost</b>           | <b>4.88</b>     |

## ***Mining***

Preliminary mine designs have been developed for Red Dog and Hushamu deposits based upon Indicated and Inferred Resources. Resource models were imported to Minesight® mine planning software where a Lerchs Grossman algorithm was applied to an NSR model to determine possible pit limits.

The mine plan was developed to mine Red Dog concurrently with Hushamu in the early years of the mine life until Red Dog Resources were depleted. The assumed processing rate is 75,000 t/d. The overall mining rate peaks at 64 million t/a in the initial years averaging 54 million t/a over the first 12 years of the total mine life of 22 years. The effective strip ratio after stockpile reclaim was 0.72:1.

The mine will be a conventional truck and shovel operation with electrified pit operations at Hushamu. Waste rock will be placed during construction and operation within the Tailings Management Facility (TMF). A low-grade stockpile will be located at the pit rim on the northwest side of Hushamu. An overburden stockpile will be located adjacent to the low-grade stockpile for use in reclamation of the TMF at the end of the mine life.

The total resources processed in the conceptual mine plan are shown in the following Tables.

### ***Mineral Resources Included in the Mine Plan***

| <b>Indicated Resources</b>  | <b>ROM t x 1000</b> | <b>Cu %</b> | <b>Au g/t</b> | <b>Mo %</b>  |
|-----------------------------|---------------------|-------------|---------------|--------------|
| Hushamu Starter Pit         | 80,097.0            | 0.24        | 0.27          | 0.007        |
| Hushamu Phase 1 Expansion   | 97,217.0            | 0.20        | 0.18          | 0.007        |
| Hushamu Phase 1.5 Expansion | 119,509.0           | 0.18        | 0.28          | 0.011        |
| Hushamu Phase 2 Expansion   | 109,134.0           | 0.17        | 0.25          | 0.008        |
| Red Dog                     | 50,549.0            | 0.22        | 0.32          | 0.005        |
| <b>Total</b>                | <b>456,506.0</b>    | <b>0.20</b> | <b>0.25</b>   | <b>0.008</b> |

| <b>Indicated Resources</b>  | <b>ROM t x 1000</b> | <b>Cu %</b> | <b>Au g/t</b> | <b>Mo %</b>  |
|-----------------------------|---------------------|-------------|---------------|--------------|
| Hushamu Starter Pit         | 2,530.0             | 0.12        | 0.15          | 0.015        |
| Hushamu Phase 1 Expansion   | 12,802.0            | 0.13        | 0.12          | 0.010        |
| Hushamu Phase 1.5 Expansion | 40,554.0            | 0.14        | 0.22          | 0.012        |
| Hushamu Phase 2 Expansion   | 84,859.0            | 0.14        | 0.21          | 0.008        |
| Red Dog                     | 2,152.0             | 0.17        | 0.27          | 0.003        |
| <b>Total</b>                | <b>142,897.0</b>    | <b>0.14</b> | <b>0.20</b>   | <b>0.009</b> |

## ***Infrastructure***

The nearby town of Port Hardy is a main distribution centre for the north end of Vancouver Island. It has an airport with 3 daily flights to Vancouver, a hospital, schools and a college. All parts of the North Island Project are accessible from Port Hardy through a network of logging roads.

A marine load out structure and a 138 KVA BC Hydro substation exist at the reclaimed Island Copper Mine, approximately 27 km from the North Island mine site. One of BC's largest wind farm complexes is situated adjacent to the northwest end of the property and the 138 KV power line connecting the wind farm to the main BC power grid passes immediately north of the North Island Project.

## ***Economic Analysis***

Economic evaluations were generated incorporating forecasts for metal prices using the long term (Base Case), the SEC price and Spot Price. The spot price case is from September 6, 2017.

| <b>Parameter</b> | <b>Unit</b>    | <b>Base Case</b> | <b>SEC</b> | <b>Spot Price</b> |
|------------------|----------------|------------------|------------|-------------------|
| Copper           | US\$ per lb    | \$3.10           | \$2.50     | 3.12              |
| Gold             | US\$ per oz    | \$1300           | \$1,213.12 | 1,333.10          |
| Molybdenum       | US\$ per lb    | \$9.00           | \$7.03     | 7.14              |
| Pyrite           | US\$ per tonne | \$86             | \$86       | \$86              |
| Exchange rate    |                | 0.75             | 0.75       | 0.75              |

### ***Economic Result (After tax)***

|             |         |       |       |       |
|-------------|---------|-------|-------|-------|
| Net Revenue | CAD\$ M | 2,349 | 1,339 | 2,342 |
| NPV 8%      | CAD\$ M | 550   | 34    | 549   |
| IRR         | %       | 14.3  | 8.4   | 14.3  |
| Pay back    | Years   | 5.1   | 7.9   | 5.0   |

The Preliminary Economic Assessment (“PEA”) is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would allow them to be categorized as mineral reserves and there is no certainty that the preliminary economic assessment will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

### ***Opportunities to Enhance Value***

The Project opportunities include advanced metallurgical studies to improve copper, gold and molybdenum recoveries from current life of mine averages of 77.5% for copper, 38.4% for gold (in the copper concentrate) and 59.5% for molybdenum; optimize primary and rougher concentrate regrind sizes; determine the potential for rhenium credits in the molybdenum concentrate; evaluate the use of the Island Copper pit for tailings disposal in conjunction with a waste storage site to reduce overall CAPEX, OPEX, and societal risk; and to evaluate higher production rates of 85 to 90 ktpd. In addition, there are several partially explored copper – gold exploration targets, any one of which could contribute significantly to the resource base of the Project.

### ***Technical Report***

A National Instrument 43-101 (NI 43-101) compliant technical report entitled "North Island Project PEA" has been filed by the Company on [www.sedar.com](http://www.sedar.com)

### ***2017 Drill Program***

The 2017 program consisted of 1800 metres in six drill holes including testing three exploration targets and collecting a metallurgical sample for future testing. The program was successful in meeting its three exploration objectives:

1. Test for a southeastern extension of the Hushamu deposit;
2. Test a 300 metre diameter area within the Hushamu resource that was previously thought to be barren;
3. Test for a deeply buried porphyry copper and gold mineralization to the south of the Red Dog Deposit.

### ***Highlights***

- The mineralization in H17-05 indicates the Hushamu Deposit is open both to the north and to the southeast.
- Holes H17-02 and H17-03, show conclusively that much of the previously assumed barren area is mineralization above the cut-off grade.
- Drill hole RD17-01, testing the deep porphyry target at the Red Dog Deposit, encountered high-level porphyry copper alteration from bedrock to the end of the hole at 290 metres.
- Additional drilling is warranted to further advance all current exploration objectives.

### ***South Eastern Extension Results***

Hole H17-05, positioned approximately 300 metres southeast of the final pit limit on the Hushamu deposit as used in NorthIsle’s Preliminary Economic Assessment (PEA), was collared south of the projected southeast extension and angled towards it. Due to bad ground conditions, the hole was lost at 225 metres well short of its planned depth of 400 metres. The hole entered high-level porphyry copper mineralization at 60 metres with copper and molybdenum grades noticeably strengthened with depth down the hole. The section of the hole below 100 metres assayed above cut-off grade as defined in the PEA with the best mineralization occurring in the final 24 metres of the hole. The mineralization in H17-05 indicates the deposit is open both to the north and to the southeast. Additional drilling will be required to determine the extent and grade of the mineralization associated with H17-05.

| Hole      | From (m) | To (m)    | Width (m) | Gold (gpt) | Copper % | Molybdenum % |
|-----------|----------|-----------|-----------|------------|----------|--------------|
| H-17-05   | 102      | 225(EOH)* | 123       | 0.22       | 0.11     | 0.010        |
| including | 201      | 225(EOH)* | 24        | 0.21       | 0.17     | 0.013        |

*Reported widths are drilled widths. True widths have not been determined. \*End of Hole.*

### ***Target for Buried Porphyry at Red Dog***

Drill hole RD17-01 tested the deep porphyry target at the Red Dog Deposit was collared 600 metres southeast of the current Red Dog resource and 230 metres from the nearest historical drill hole. Originally planned to reach a target depth of 600 metres the hole was lost at 290 metres. The hole encountered high-level porphyry copper alteration from bedrock to the end of the hole at 290 metres. The encouraging alteration and copper values found in the drill hole warrant additional drilling to a depth of 600 metres to see if a deep porphyry copper deposit is located to the south of the Red Dog deposit.

| Hole     | From (m) | To (m) | Width (m) | Gold (gpt) | Copper % | Molybdenum % |
|----------|----------|--------|-----------|------------|----------|--------------|
| RD-17-01 | 154      | 190    | 36        | 0.12       | 0.10     | 0.003        |

*Reported widths are drilled widths. True widths have not been determined.*

Based on the success of this summer's drilling, Northisle plans to carry out systematic drilling to the north and southeast of H17-05 to determine the limits of the identified southeast extension and additional infill drilling within the south central part of the Hushamu deposit. Another attempt will be made to test the deep target at Red Dog.

### ***Infill Drilling Within 300 Metre Diameter Area***

Drill Holes H17-02, H17-03 and H17-04 tested an under drilled, previously believed to be very low grade or barren part area of the south central Hushamu deposit. Based on widely spaced vertical historical drill holes, this area had been interpreted to be an area of late or post mineralization breccia and associated non sulphide bearing silicification. Holes H17-02 and H17-03, show conclusively that much of the previously assumed barren area is mineralization above the cut-off grade. Hole 17-04, collared in sulphide mineralized rock traversed post mineralization breccia and silicification before ending in sulphide bearing porphyry – type mineralization. Additional drilling is required to determine how much of the currently assumed barren 300 metre area could be added to the Hushamu resource.

| Hole      | From (m) | To (m)    | Width (m) | Gold (gpt) | Copper % | Molybdenum % |
|-----------|----------|-----------|-----------|------------|----------|--------------|
| H-17-02   | 48       | 186       | 138       | 0.23       | 0.16     | 0.007        |
| including | 48       | 117       | 69        | 0.30       | 0.19     | 0.007        |
| including | 135      | 186       | 51        | 0.18       | 0.16     | 0.007        |
| H-17-03   | 12       | 129       | 117       | 0.25       | 0.10     | 0.013        |
| including | 12       | 30        | 18        | 0.25       | 0.22     | 0.016        |
| including | 105      | 129       | 24        | 0.32       | 0.21     | 0.005        |
|           | 348      | 439 (EOH) | 91        | 0.16       | 0.12     | 0.013        |
| including | 408      | 439       | 31        | 0.20       | 0.15     | 0.007        |
| H-17-04   | 9        | 102       | 93        | 0.22       | 0.06     | 0.011        |
|           | 282      | 324 (EOH) | 42        | 0.24       | 0.06     | 0.009        |

*Reported widths are drilled widths. True widths have not been determined.*

*\*End of Hole.*

Hole H17-01 was a drilled in the central part of the Hushamu deposit to collect a metallurgical sample for future testing.

### ***Analytical Techniques***

Analysis of core samples was carried out at BVL Minerals' (formerly ACME Analytical) Vancouver facility. Gold analysis is by fire assay methods with atomic absorption finish. Analysis for copper and other metals is by a four acid digestion with ICP finish. Quality Assurance and Control (QA/QC) included insertion of standards and blanks in to the sample stream and duplicate samples on quartered core.

## Exploration expenditures

| North Island Copper Gold Property<br>B.C. Canada | Nine months ending<br>September 30, 2018 | Nine months ending<br>September 30, 2017 | Cumulative Property<br>Expenditures* |
|--------------------------------------------------|------------------------------------------|------------------------------------------|--------------------------------------|
| Amortization of equipment                        | \$ -                                     | \$ -                                     | \$ 34,265                            |
| Camp operations                                  | 109,511                                  | 105,229                                  | 946,619                              |
| Claims costs                                     | -                                        | -                                        | 41,278                               |
| Community engagement                             | 5,993                                    | 1,446                                    | 53,246                               |
| Drilling                                         | 12,395                                   | 404,465                                  | 2,200,271                            |
| Engineering and geological                       | 82,083                                   | 596,855                                  | 1,938,790                            |
| Environmental studies                            | -                                        | -                                        | 255,184                              |
| Prospecting                                      | 66,350                                   | 3,273                                    | 555,932                              |
| Wages                                            | 19,463                                   | -                                        | 335,652                              |
| Exploration advances                             | (172,668)                                | -                                        | (172,668)                            |
| Mineral property exploration tax credit          | (55,203)                                 | (32,950)                                 | (436,593)                            |
| <b>Total</b>                                     | <b>\$ 109,409</b>                        | <b>\$ 1,078,318</b>                      | <b>\$ 5,751,976</b>                  |

\*Cumulative from the effective date of the Plan of Arrangement on October 17, 2011

## Pemberton Hills Property Joint Venture

### *Terms of the agreement*

In February 2018 the Company signed a joint venture agreement with Freeport-McMoRan Mineral Properties Canada Inc. ("Freeport") in relation to the Company's Pemberton Hills Property located on Vancouver Island, in British Columbia. Under the terms of the joint venture, Freeport may earn up to a 65per-cent interest in the Pemberton Hills Property by funding a total of \$24 million in exploration expenditures.

Under the terms of the agreement, Freeport may earn an initial 49 per-cent interest in the Pemberton Hills Property by paying \$50,000 cash to Northisle and funding a total of \$4.0 million in exploration expenditures over three years (the "First Option"). The agreement requires Freeport to commit to \$300,000 in expenditures in the first year, with subsequent optional additional expenditures of \$1.2 million before the second anniversary and a further optional \$2.5 million before the third anniversary of the agreement. Northisle will be the operator during the First Option.

Upon completion of the First Option, a joint venture company will be formed to operate the Pemberton Hills Property under a shareholder's agreement. Freeport shall then have a one-time right to acquire an additional 16 per-cent interest in the Pemberton Hills Property, for an aggregate 65 per-cent interest in the Pemberton Hills Property (the "Second Option"), by funding an additional \$20 million in exploration expenditures over a four year period.

If Freeport elects to proceed with the Second Option and fails to complete the expenditures required, Freeport's interest will revert to the 49% interest as earned under the First Option.

Should either party's interest in the joint venture be reduced below 10 per-cent through dilution, the diluted party will be granted a 2% Net Smelter Returns Royalty ("NSR"). The NSR is subject to a buy-down provision that allows for the NSR to be reduced to 1% for a cash payment of \$2 million.

### *2018 Exploration Program*

The Company and Freeport have recently agreed to an initial work plan and budget for the Pemberton Hills Property. The program is being fully funded by Freeport including a 10% management fee in favor of the Company.

The Pemberton Hills target is a 3.5 kilometre by 1.5 kilometre area of advanced argillic alteration located within the geological terrain that extends northwest from the past producing Island Copper Mine and in close proximity to the Company's wholly-owned development-stage Hushamu and Red Dog copper-gold deposits.

The alteration at Pemberton is commonly found overlying porphyry copper deposits and is similar to that observed at Hushamu and Red Dog. Further evidence of a potential buried porphyry copper deposit at Pemberton is the presence of anomalous copper intersected at the end of an historical 200 metre deep drill hole within the altered area.

The work program started in August 2018 and was expected to consist of approximately 10 kilometres of Induced Polarization (IP) geophysical survey and three drill holes totaling approximately 1500 metres. As the IP survey

progressed, it was decided to add an additional five kilometres to the IP survey and increase the drilling to 2,500 metres in four or five holes. The overall planned budget has been increased from \$700,000 to \$1.0 million.

### **Quality Control**

Information in this Interim MD&A is being prepared under the direction of John McClintock, P.Eng., President and CEO the Company and a Qualified Person as defined by National Instrument (NI) 43-101.

### **RISKS AND UNCERTAINTIES**

The risks and uncertainties faced by the Company are substantially unchanged from those disclosed in the Company's Annual MD&A dated April 28, 2018.

### **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements about the Company's future prospects, and the Company provides no assurance that actual results will meet management's expectations. All statements in this MD&A, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur in the future, are forward looking statements. Forward looking statements are not guarantees of future performance and actual results may differ materially. Forward-looking statements included or incorporated by reference in this document include, without limitation, statements with respect to:

- The Company's assumptions and estimates used in its drill results, as well as the potential resource estimates and interpretations from those results;
- The progress, potential and uncertainties of the Company's drill programs;
- Expectations regarding the ability to raise capital and to continue its exploration and development plans on its properties; and

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. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to:

- fluctuations in the currency markets;
- fluctuations in the prices of minerals and other commodities;
- changes in government legislation, taxation, controls, regulations and political or economic developments in Canada or other countries in which the Company may carry on business in the future;
- risks associated with mining activities;
- the speculative nature of exploration, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company's lack of operating revenues; and
- the Company's ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance.



## SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of Northisle and is derived from unaudited quarterly financial statements prepared by management. Northisle's interim financial statements are prepared in accordance with IFRS.

| Quarter ended      | Revenue | Net Loss  | Basic and diluted<br>Loss per share |
|--------------------|---------|-----------|-------------------------------------|
| September 30, 2018 | \$ Nil  | \$ 99,107 | \$ 0.002                            |
| June 30, 2018      | Nil     | 34,361    | 0.000                               |
| March 31, 2018     | Nil     | 272,984   | 0.002                               |
| December 31, 2017  | Nil     | 261,690   | 0.002                               |
| September 30, 2017 | Nil     | 352,838   | 0.003                               |
| June 30, 2017      | Nil     | 645,757   | 0.006                               |
| March 31, 2017     | Nil     | 248,424   | 0.002                               |
| December 31, 2016  | Nil     | 133,803   | 0.001                               |

Quarterly results will vary in accordance with the Company's exploration and financing activities.

Mineral exploration is typically a seasonal business, and accordingly, the Company's administrative expenses and cash requirements will fluctuate depending upon the season. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favourable terms, subsequent activity levels will increase.

Another factor that affects the Company's reported quarterly results are write-downs of capitalized mineral property interests. At the end of each reporting period, the Company reviews the carrying amounts of its mineral property costs to determine whether those assets have suffered an impairment. The size and timing of these impairments cannot typically be predicted.

## LIQUIDITY

The Company's had working capital of \$241,369 on September 30, 2018. During the nine months ended September 30, 2017 the Company received \$146,000 from the exercise of share purchase options and warrants and \$50,000 from property option payments.

## CAPITAL RESOURCES

The Company has no operations that generate cash flow and its long term financial success is dependent on management's ability to discover and develop economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration and development programs and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the company's track record and the experience and caliber of its management.

## TRANSACTIONS WITH RELATED PARTIES

Remuneration for key management personnel for the Current and Comparative Period was:

|                                                    | 2018              | 2017              |
|----------------------------------------------------|-------------------|-------------------|
| Consulting Fees - President                        | \$ 69,088         | \$ 89,469         |
| Share based compensation - President               | 42,666            | 32,000            |
| Consulting Fees – Chief Financial Officer          | 7,500             | 17,000            |
| Share based compensation – Chief Financial Officer | 25,500            | 17,667            |
| <b>Total</b>                                       | <b>\$ 144,754</b> | <b>\$ 156,136</b> |

Share-based compensation is the fair value of options granted to directors and key management personnel which was recognized during the period.

At September 30, 2018 the Company owed \$154,283 (December 31, 2017 - \$166,783) to officers and directors of the Company for unpaid consulting fees. Amounts due are non-interest bearing with no specific terms of repayment.

## FINANCIAL AND OTHER INSTRUMENTS

At present, the Company's most significant financial instruments are cash, accounts receivable, and accounts payable. The recorded amounts of these financial instruments approximate their fair value.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Northisle's general and administrative expenses are provided in the Company's Condensed Interim Consolidated Financial Statements for the three and nine months ended September 30, 2018 and 2017 that is available on Northisle's website at [www.northisle.ca](http://www.northisle.ca) or on its SEDAR Page Site accessed through [www.sedar.com](http://www.sedar.com).

### Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without nominal or par value. As at November 28, 2018 there were 117,236,516 common shares issued and outstanding.

Stock Options – At November 28, 2018 the following common share purchase options were outstanding:

| <b>Expiry date</b> | <b>Number Outstanding</b> | <b>Weighted Average Exercise Price</b> | <b>Weighted Average Remaining Life (in years)</b> | <b>Number Exercisable</b> |
|--------------------|---------------------------|----------------------------------------|---------------------------------------------------|---------------------------|
| February 11, 2019  | 1,375,000                 | 0.05                                   | 0.21                                              | 1,375,000                 |
| June 24, 2020      | 1,535,000                 | 0.05                                   | 1.58                                              | 1,535,000                 |
| May 4, 2021        | 1,555,000                 | 0.05                                   | 2.44                                              | 1,545,000                 |
| June 28, 2021      | 75,000                    | 0.10                                   | 2.59                                              | 75,000                    |
| January 9, 2022    | 2,550,000                 | 0.17                                   | 3.12                                              | 1,699,988                 |
| February 26, 2023  | 2,400,000                 | 0.15                                   | 4.25                                              | 799,992                   |
|                    | <b>9,490,000</b>          | <b>\$ 0.11</b>                         | <b>2.62</b>                                       | <b>7,029,980</b>          |

Share Purchase Warrants - As at November 28, 2018 the following warrants are outstanding:

| <b>Expiry</b> | <b>Number Outstanding</b> | <b>Weighted Average Exercise Price</b> | <b>Weighted Average Remaining Life (in years)</b> |
|---------------|---------------------------|----------------------------------------|---------------------------------------------------|
| May 5, 2019   | 3,474,158                 | \$ 0.25                                | 0.43                                              |

### Dividends, Off Balance Sheet Arrangements or Proposed Transactions

As at November 28, 2018 the Company has no off balance sheet arrangements or proposed transactions which require disclosure. The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future.

## APPROVAL

The Board of Directors of Northisle has approved the disclosure contained in this Interim MD&A.

## ADDITIONAL INFORMATION

Additional information is available for viewing at the Company's website [www.northisle.ca](http://www.northisle.ca) or on the sedar website [www.sedar.com](http://www.sedar.com).