



**NICOLA MINING INC.**

**November 24, 2023**

**MANAGEMENT'S DISCUSSION & ANALYSIS**

**FORM 51-102F1**

**For the Nine Months Ended September 30, 2023**

**NICOLA MINING INC.**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
**For the Nine Months Ended September 30, 2023**  
**(Prepared by Management)**

**GENERAL**

The following discussion and analysis of financial performance, financial condition, cash flows and future prospects ("**MD&A**") should be read in conjunction with the unaudited condensed consolidated interim financial statements of Nicola Mining Inc ("**Nicola**" or the "**Company**") and notes for the three and nine months ended September 30, 2023 and the annual audited consolidated financial statements and notes thereto for the year ended December 31, 2022. The financial statements have been prepared in accordance and compliance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board.

This MD&A for the three and nine months ended September 30, 2023, was prepared, and approved by the board of directors of the Company (the "**Board**") as of November 24, 2023. Unless otherwise indicated, all dollar amounts set out herein are expressed in Canadian dollars. Additional information and filings are available for review on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

The Company's common stock is quoted on the TSX Venture Exchange (the "**Exchange**") under the symbol "NIM". On November 3, 2021, the Company obtained Depository Trust Company eligibility in United States, shares are quoted on OTCQB operated by the OTC Markets Group Inc. under the ticker "HUSIF".

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this MD&A are forward-looking statements, which reflect management's expectations regarding the future growth, results of operations, performance and business prospects and opportunities of the Company, including, but not limited to: (i) the prospects or exploration upside of Nicola's New Craigmont Project, Treasure Mountain Project and Merritt Mill, (ii) that Nicola or another party may be able to recommence operations at its Treasure Mountain Project, (iii) that Nicola will be able to close future financings, (iv) that Nicola will be able to continue to process mill feed at its Merritt Mill for third parties, (v) that Nicola will be able to sell any of its real estate properties or any other non-core assets, (vi) that Nicola will be able to close future financings to continue exploration of the New Craigmont Project, (vii) that Nicola will conduct diamond drilling, surface mapping and sampling programs, as well as evaluating the potential for future induced polarization surveys at its New Craigmont Project, which may be used to follow up any geophysical anomalies identified from the ZTEM Survey (as defined herein), and, (viii) that additional testing on the historic mine dumps will increase the New Craigmont Project's NI 43-101 (as defined herein) inferred resource. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations and or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance and or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this MD&A. These assumptions, which include management's current expectations, estimates and assumptions about the Company raising sufficient capital such that it is able to meet its obligations, the Company's ability to recommence operations, including refurbishing, and modifying the Merritt Mill to produce other metal concentrates, current mineral property interests, the global economic environment, the market price and demand for silver and other minerals, the Company's ability to manage its property interests and operating costs, and the value of its real property holdings and its non-core assets may prove to be incorrect. The novel strain of coronavirus, COVID-19, also poses new risks that are currently

indescribable and immeasurable. A number of risks and uncertainties could cause the Company's actual results to differ materially from those expressed or implied by the forward-looking statements, including, but not limited to: (1) that Nicola or another party will be unable to recommence operations at its Treasure Mountain Project, (2) that Nicola will be unable to continue custom milling operations at its Merritt Mill, (3) that Nicola may not conduct further diamond drilling, surface mapping and sampling programs or induced polarization surveys following the completion of the ZTEM Survey at its New Craigmont Project, (4) a downturn in general economic conditions in North America and internationally, (5) volatility and fluctuation in the prices of gold, silver, lead, zinc, and other precious metals, (6) volatility and fluctuation in the price of the Company's stock as well as the stock of resource issuers generally, and (7) other factors beyond the Company's direct control. Readers are cautioned that the foregoing list of factors is not exhaustive.

Shareholders are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the sections entitled "*Risk Exposure and Management*" and "*Risk Factors and Uncertainties*".

## DESCRIPTION OF BUSINESS

Nicola is a junior exploration and custom milling company that is engaged in the business of identification, acquisition, and exploration of mineral property interests together with custom milling partnerships at its Merritt Mill.

## QUALIFIED PERSON

Kevin Wells, P. Geo, a consulting geologist to the Company is the independent qualified person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") has reviewed and approved the scientific and technical information contained in this MD&A.

## PROJECTS

### Treasure Mountain Project

Nicola's Treasure Mountain Project is located 29 kilometres northeast of Hope, British Columbia, approximately 3 hours from Vancouver, British Columbia. In May 2012, the Company received a mining lease covering 335 ha of which 248 ha are active workings. The Company's mineral claim holdings consist of 30 continuous mineral claims covering an area of approximately 2,513 ha, one mining lease covering 335 ha at the Treasure Mountain Project and a *Mines Act* (British Columbia) (the "**Mines Act**") permit for the Treasure Mountain Project for the removal of 60,000 tonnes per year of silver/lead/zinc mill feed from the underground mine and the transfer of the mill feed offsite for processing. The Treasure Mountain Project has been in care and maintenance since July 26, 2013. A NI 43-101 compliant resource update was completed in 2009, and an updated Technical Report was published in 2012. From 2012 to 2019, no subsequent mining activity or exploration was completed on the project. To date, the majority of the Company's Treasure Mountain Project mineral resources have been classified as Inferred, whereby the economic viability of such resources cannot be determined.

On September 8, 2020, the Company announced the results of seven grab samples collected during Phase One of the 2020 Program. Highlights of grab samples from an exposed vein contained up to 1300 g/t Ag and 2.59 g/t Au and 1.6% Cu, 27.4% Pb and 27.2% Zn.

On October 5, 2020, the Company announced assay results from the 304 soil samples collected during Phase One of the 2020 Program and that it had completed the second phase the of 2020 Program. Phase Two which was comprised of an additional 168 soil samples. Phase One sample highlights included the following:

- Fifty (50) soil samples were anomalous in Ag (ranging from 1000-20,080 ppb),
- Two (2) were > 10,000 ppb Ag (12,140 and 20,080 ppb),
- Eighty-three (83) were anomalous in Zn with values up to 1,005 ppm, and
- Thirty-two (32) samples were anomalous in Pb with values up to 710 ppm.

On November 9, 2020, the Company announced assay results from all 14 portable drill holes. The drilling was completed at five locations along the approximately 1.2 km potential mineralized trend identified during Phase One of the 2020 Program. The assay results include an intercept of 589 g/t Ag.

On December 22, 2020, the Company announced assay results from 167 soil samples collected during Phase Two of the 2020 Program. Highlights included six samples anomalous in silver ranging from 1000-3670 ppb.

On January 20, 2022, the Company announced a LIDAR survey was completed by Eagle Mapping Ltd. during the summer of 2021 over an approximate area of 22 km. The Company is in the process of applying for a Multi-Year-Area-Based ("MYAB") Exploration Permit for the Treasure Mountain Project, which includes IP Survey and diamond drilling targets. The highest priority target is the MB Zone yet to be drill tested MB Zone located approximately 1.5 km from the underground mine-workings.

### **New Craigmont Project**

The Company's claim holdings at the New Craigmont Project consist of 22 contiguous mineral claims covering approximately 10,913 hectares, and 10 mineral leases covering approximately 347 hectares known as New Craigmont Project located near Merritt, British Columbia, approximately 3 hours from Vancouver, British Columbia.

#### *Overview*

The New Craigmont Project (or the "**Project**") does not conform to a "typical" exploration pipeline. The Project is a permitted historic mine site with active permits under mine permit M-68, which covers an area approximately 1400 ha. In addition, extensive work done on the mine (c.1958-c.1982) was focused primarily on ore definition, development, and extraction of mineral inventory, known at the time. This work resulted in a cumulative production of 36.75 million tonnes of ore grading 1.28% copper ("**Cu**"). However, the Project had limited exploration beyond its historic operations.

The geological model adopted by Craigmont Mines Ltd. exploration team was one in which the Guichon Creek Batholith was the real heat source with metals (Cu & iron ("**Fe**")) being derived from country rock and mineralization occurred along preferential carbonaceous lithologies resulting in a strata-bound skarn deposit. This view surmised that hydrothermal convection from the emplacement Guichon Creek Batholith led to the scavenging of metals from the country rock only, and metals were endogenously derived.

Field relationships from mapping completed since 2015 and drilling in 2016 have observed that the Guichon Creek Batholith is crosscut by veins containing propylitic alteration sequences, indicating that a hydrothermal event occurred post-Guichon Creek emplacement. It is possible and more likely that the source of these metals was sequestered from a younger exogenous source, possibly from a porphyritic intrusive body. In the last decade, through increased demand for copper and diminishing copper grades, academic research primarily focussed on low-grade, large tonnage porphyry systems. This research suggests genetic links exist between magmatic-derived fluids (i.e., porphyry deposits) to skarn and epithermal deposits. The geological team at Nicola Mining realise that the broader alteration system at the New Craigmont Project was not fully explored. Re-evaluation of this alteration system is believed to aid in efficient and effective exploration of the land package which may have been historically overlooked.

### *Objectives and Strategy*

Nicola's primary objective at the New Craigmont Project is to prove the historic un-exploited mineral inventory using modern exploration techniques and targeted definition drilling on in-situ bodies. The Company also plans also to re-evaluate the potential from material not processed at the time of mining and unlock its value with increasing commodity prices from global demand. To this effect, target development and confirmation drilling aims to develop targets deemed to have the potential for significant mineralization on the project land package, and a NI-43-101 compliant mineral resource was completed on the Southern Mining Terraces and 3060 Portal Dump areas in 2020.

On August 27, 2021, the Company announced completion of the 2021 Phase I Program consisting of five (5) diamond drill holes for a total of 1459.65 meters. The first three (3) holes (CC-21-76, CC-21-77, and CC-21-78) were drilled in a largely untested area between the historic pit and diamond drill holes to the west. Holes CC-21-76 and CC-21-77 were drilled into a large magnetic anomaly west of the pit, which intersected the Guichon Creek Border Phase diorite and contained abundant locally disseminated magnetite with disseminated pyrite and locally intense epidote and chlorite alteration. The third hole (CC-21-78) was drilled to the south, outside and along, the periphery of the magnetic anomaly where it intersected Nicola Group sediments that contained mineralized skarn intervals containing massive chalcopyrite, magnetite, and pyrite mineralization within strongly altered calcareous sediments. The last two (2) holes (CC-21-79, and CC-21-80) were drilled along the NE pit margin into a steeply plunging magnetic anomaly and intersected strongly chlorite altered diorite on the northeast pit margin that contained massive magnetite hosted in fractures and present with clots and disseminated chalcopyrite.

Highlights from 2021 Phase I Program drilling included:

- CC-21-78 intersected 11.5 m grading 2.19% Cu within 71.5 m grading 0.38% Cu demonstrating the mineralized potential in a largely untested area between the Craigmont pit and previous intercepts (DDH-THU-002: 85.6 m at 1.11% Cu and NC-2018-03: 100.6m grading 1.33% Cu) approximately 800 m to the west of historic mining operations.
- CC-21-79 intersected 71.35 m grading 0.29% Cu within 130.35 m grading 0.21% Cu.

On January 20, 2022, the Company announced the completion of a small soil sampling program completed in Fall of 2021 at the Titan Queen and Promontory Hills zones. The program was designed to test the limits of anomalous copper found in soils from a soil survey conducted in 2019. A total of 110 original soil samples were taken; 18 of these samples were anomalous in copper (>100ppm Cu). One of the samples contained 1010 ppm Cu and two others contained values of 656 ppm and 686 ppm CU and are considered highly anomalous. These anomalies found in the 2021 survey extends anomalous copper at the Titan Queen zone in an east-west trend and warrants additional work. Re-logging of diamond drill core began in 2021 and will continue throughout the winter of 2022/2023 with emphasis on alteration mineralogy and sequences.

On January 20, 2022, the Company announced an exploration plan for 2022 (the "**2022 Exploration Plan**") to include a 998-line kilometer Z – Tipper Axis Electromagnetic survey (the "**ZTEM Survey**") across the entire New Craigmont Project; Geotech Ltd has been contracted to complete work in late spring of 2022 with results expected by early summer. Geotech Ltd proprietary deep penetrating ZTEM survey will probe for new untested conductive and resistive targets. After receiving the ZTEM Survey results, the Company will conduct surface mapping and sampling programs, as well as evaluating the potential for future induced polarization surveys, which may be used to follow up any geophysical anomalies identified from the ZTEM Survey.

On March 14, 2022, the Company announced it had entered into a Rock and Gravel Extraction and Preferential Engagement Agreement with an affiliate company of the Lower Nicola Indian Band to provide rock and gravel for BC infrastructure projects. On February 4, 2022, the Company submitted a Notice of Departure ("**NoD**"): Extraction and Processing of Rock at New Craigmont Project to the Ministry of Energy, Mines and Low Carbon Innovation ("**EMLI**") for its M-68 permit. The Company on May 2, 2022,

announced receipt of NoD from EMLI on the Company's M-68 Permit to allow for the extraction of up to 3.0 million tonnes of inert available rock material that may be used for the infrastructure reconstruction efforts at a production rate of approximately 1500 tonnes per day. As part of the permitting process the Company engaged in First Nations consultations and received approval from the Ministry of Forests ("FLNR"). On April 13, 2022, the Company received Licence Number 349184 from FLNR, which allows the site to produce and remove riprap and associated products from its rock quarry for five years. On June 1, 2022, the Company announced recommenced operations at its gravel pit with its partner Lower Nicola Site Services Ltd.

On June 1, 2022, the Company announced that it had commenced its 998-line kilometer Z-Tipper Axis Electromagnetic survey ("**ZTEM Survey**") across the entirety of New Craigmont. The Company is currently generating a robust database and model of over 4100 historic drill holes. The database and model provide insight and will improve the understanding of mineralized zones that are known to remain in-situ, including Mineralized Zone 3. On July 12, 2022, the Company announced receipt of preliminary results from the completed ZTEM survey. Targets of interest and key structures have been identified, via preliminary data and maps.

On September 13, 2022, the Company announced the completion of a district-wide airborne geophysical survey and related inversion modelling results carried out across its wholly owned New Craigmont Property. The Z-axis Tipper Electromagnetic ("**ZTEM**") survey has imaged the electrical conductivity signature of known mineral occurrences ("**MINEFILES**") in the Province of British Columbia. ZTEM has produced similar comparable signatures in other locations within the district of the Property. The Company is continuing data compilation and interpretation to better refine targets for a drilling exploration program. On November 17, 2022, the Company announced it had completed its flow-through private placement financing to which raised gross proceeds of \$574,699 for exploration in 2023.

On November 21, 2022, the Company announced that it had received a multi-year area-based exploration permit ("**MYAB Permit**") on November 3, 2022. The MYAB Permit allows the Company to conduct extensive copper exploration including geophysical survey with exposed electrodes, 190 diamond drill holes and 12km of trenching/bulk sampling through to November 2, 2027.

On February 22, 2023, the Company announced soil geochemistry results collected from the WP Zone of soils collected with Cu mineralization open in all directions and highest individual soil assays are: 930 ppm Cu, 0.7 ppm Ag, 288 ppm Zn, and 20.4 ppm Pb.

On May 2, 2023, the Company announced that it has finalized its 2023 diamond drilling exploration program (the "**2023 Program**") with drilling expected to commence mid-May 2023 focussing on untested extensions of the near vertical Craigmont skarn body hosted within Nicola Volcanic and Sedimentary rocks and on Marb 72 and WP Zone's, which are located proximal to the Lornex Fault. On June 6, 2023, the Company announced that it has commenced the 2023 Program and on July 5, 2023, the Company announced that the first four holes have been completed located approximately 500 metres east of the historic pit and is in the process of preparing to ship the core to the lab for analysis.

On September 6, 2023, the Company announced the signing of a non-binding letter of intent with Nittetsu Mining Co. Ltd ("**Nittetsu**") whereby the Company agreed to establish a joint venture entity with Nittetsu in respect of the Company's New Craigmont Project. As of November 14, 2023, the Company and Nittetsu have decided to suspend with this transaction at this time.

### **Dominion Creek Gold Property Project**

On June 15, 2021, the Company announced the acquisition of a 50% interest in the Dominion Creek Property, located 43 km northeast of the Town of Wells and about 110 kilometers east-southeast of Prince George from High Range Exploration Ltd ("**High Range**"). Pursuant to the terms of a Mineral Property Purchase Agreement (the "**Mineral Property Purchase Agreement**") between the Company and High Range, the Company paid \$150,000 for the 50% acquisition of the Dominion Creek Property

consisting of 8 continuous mineral claims totalling 1,040 hectares plus \$75,000 for High Range to commence work on a 10,000-tonne bulk sample permit application.

On October 24, 2021, the Company executed a Mining and Milling Profit Share Agreement with High Range for mill feed to be delivered and processed at the Merritt Mill. High Range is currently preparing a 10,000-tonne bulk sample permit application for the Dominion Creek gold project. Upon High Range receiving the permit, the Company will within 30 days commence incremental funding of \$450,000 plus all costs to produce and ship 3,000 tonnes of mill feed to Merritt Mill for processing into concentrate. The \$450,000 plus the \$75,000 previously advanced as part of the Mineral Property Purchase Agreement shall be reimbursed from the distribution proceeds of the sale of concentrates.

On January 20, 2022, the Company announced that Dominion Gold Project has submitted its Cariboo Mitigation Plan to EMLI. The Company's partner High Range is currently working on an updated pit plan, which is the last required submission for its Bulk Sample Permit.

On August 3, 2023, the Company announced that Dominion Gold Project has completed First Nations consultation, and the Company has agreed to fund up to \$100,000 to commence roadwork upgrades, which is expected to expedite work on the Gold Project once the Bulk Sample Permit has been approved.

### **Merritt Mill**

Nicola's Merritt Mill is located 14 km northwest of Merritt, British Columbia, approximately 3 hours from Vancouver, British Columbia. The Merritt Mill and property consists of \$8.00 MM for cost of land (900 acres of freehold land), \$21.6 MM for the cost of the mill and related infrastructure, and \$1.8 MM for cost of construction of a fully lined tailings facility. The Merritt Mill was constructed during 2012 and operated from November 2012 to July 26, 2013. The Merritt Mill was then permitted for 200 tonne per day silver/lead/zinc processing plant to process mill feed from Treasure Mountain Project.

The Mines Act custom milling operations permit was received on April 18, 2016. An amendment to the original permit allows the Company to enter third-party custom milling contracts for silver/lead/gold and enables it to mill up to 200 tonnes per day at its Merritt Mill. The Company has carried out extensive modifications since 2017 to date following testing of mill in 2016 and in 2023.

On April 30, 2021, the Company announced a signed purchase contract executed on April 6, 2022, for gold and silver concentrate with Ocean Partners UK Limited ("**Ocean Partners**"). The purchase contract also includes a US\$500,000 clause that allows the Company to draw down funds for the purpose of working capital. On April 27, 2021, the Company drew down US\$250,000. The loan bears interest at 5.5% plus the three-month LIBOR rate per annum which is payable monthly and repayable on October 27, 2021. On October 14, 2021, the Company repaid the US\$250,000 loan plus interest.

On July 9, 2021, the Company announced recommencement of Merritt Mill operations processing mill feed from Blue Lagoon Resources Inc. ("**Blue Lagoon**"), the operator of the Dome Mountain Mine. On September 16, 2021, the Company announced a total of 140.9 tonnes of gold and silver concentrate shipped to Ocean Partners. On January 20, 2022, the Company announced planning to ship 103 dry metric tonnes of concentrate, that is stored inside the mill, as soon as possible. On February 24, 2022, the Company shipped 196 tonnes (175 dry metric tonnes) of gold and silver concentrate to Ocean Partners. The material shipped contained an approximate 92 grams of gold per tonne and 562 grams of silver per tonne.

On July 12, 2022, the Company announced that it has signed an amended agreement (the "**Amended Agreement**") for gold and silver concentrate with Ocean Partners UK Limited<sup>1</sup> ("**Ocean Partners**"), which was originally announced in a news release on April 30, 2021. Sales terms of the original and Amended Agreement are the same, except the latter includes an increase in the Revolving Prepayment from

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US\$500,000 to US\$1,500,000. Nicola has received US\$750,000 of the Revolving Prepayment. On December 29, 2022, the Company repaid the US\$750,000 loan.

On December 2, 2022, the Company announced signing a Memorandum of Understanding with Osisko Development Corp (“**Osisko**”) for processing of approximately 15,000 tonnes of gold mill feed currently stockpiled at Osisko’s site, located in the Cariboo Mining District in east-central BC, east and southeast of the City of Quesnel. Both parties have commenced cooperative efforts and expect to enter a Milling Profit Share Agreement with concentrate from the mill feed is expected to be sold by Ocean Partners UK Limited. On January 9, 2023, the Company announced a signing of a Mining and Milling Profit Share Agreement with Osisko. On March 28, 2023, the Company announced completion of mill upgrades and has commenced milling operations. The Company has received more than 15,000 tonnes of gold mill feed from Osisko. On July 5, 2023, the Company announced it has shipped 160 dry metric tonnes of gold concentrate grading an estimated 90 g/t Au. The Company previously announced an offtake agreement with Ocean Partners to sell the concentrate on behalf of the Company and Osisko.

On May 17, 2023, the Company announced that Blue Lagoon signed a second amending agreement extending the original agreement to March 31, 2027.

## RESULTS OF OPERATIONS AND FINANCIAL CONDITION

This review of the Company’s results of operations should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2023, 2022, and 2021.

The following table summarizes selected unaudited condensed consolidated interim financial information for the Company’s three months ended September 30, 2023, 2022 and 2021. All amounts shown are stated in Canadian dollars in accordance with IFRS.

	September 30, 2023 (\$)	September 30, 2022 (\$)	September 30, 2021 (\$)
Gravel, ash, soil, and other income	1,546,203	1,569,175	460,865
Net Income (Loss)	(805,874)	293,467	(557,129)
Income (Loss) per Share from Continuing Operations (basic and diluted)	(0.00)	(0.00)	(0.00)
Total Assets	25,187,216	12,310,129	12,137,960
Total Non Current Financial Liabilities	17,865,805	3,991,223	11,241,610
Distribution or Dividends	Nil	Nil	Nil

## THREE MONTHS RESULTS TO SEPTEMBER 30, 2023, COMPARED TO THREE MONTHS TO SEPTEMBER 2022

During the three months ended September 30, 2023, the Company recorded a net and comprehensive loss of \$805,874 compared to net and comprehensive income of \$293,467 for the comparable period of 2022. The net loss of \$805,874 in 2023 period compared to comprehensive income of \$293,467 in 2022 period is primarily due to increased mill repairs and operating costs, exploration costs, share-based compensation, consulting fees and shareholder communication and investor relations and offset by reduced finance costs.

Operating expenses for the three months ended September 30, 2023, increased to \$2,114,141 from \$847,788 for the comparable period of 2022. The increased operating expenses are due to increased exploration activity of \$520,132 in 2023 period (2023 drilling program) compared to \$83,695 in 2022 period, increased mill repairs and operating costs of \$680,976 in 2023 period (mill recommenced operations on March 28, 2023) compared to \$384,571 in 2022 period, increased consulting fees of \$93,125 in 2023 period compared to \$45,000 in 2022 period, increased shareholder communications and investor relations of \$103,252 in 2023 period compared to \$45,690 in 2022 period and increased share-based compensation of \$533,439 in 2023 period compared to \$Nil in 2022 period.

Gravel, ash, soil, and other income decreased to \$1,546,203 in three months ended September 30, 2023, compared to \$1,569,175 for the comparable period in 2022.

Finance costs decreased to \$196,369 in three months ended September 30, 2023, compared to \$370,959 for comparable period in 2022.

### **NINE MONTHS RESULTS TO SEPTEMBER 30, 2023, COMPARED TO NINE MONTHS TO SEPTEMBER 30, 2022**

During the nine months ended September 30, 2023, the Company recorded a net and comprehensive income of \$1,480,385 compared to a net and comprehensive loss of \$827,258 for the nine months ended September 30, 2022. The comprehensive income of \$1,485,751 in 2023 period compared to comprehensive loss of \$827,258 in 2022 period is primarily due to increased mill repairs and operating costs, exploration costs, consulting fees, professional fees, shareholder communications and investor relations and share-based compensation combined with increased gravel, ash, soil, and other income and reduced finance costs.

Operating expenses for the nine months ended September 30, 2023, increased to \$5,035,812 compared to \$2,341,265 for the nine months ended September 30, 2022. The increased operating expenses are due to increased mill repairs and operating costs of \$2,291,828 in 2023 period (mill recommenced operations March 28, 2023) compared to \$997,668 in 2022 period, increased consulting fees in 2023 period of \$387,375 compared to \$141,000 in 2022 period, increased professional fees of \$119,961 in 2023 period compared to \$84,178 in 2022 period, increased shareholder communications and investor relations of \$310,053 in 2023 period compared to \$171,351 in 2022 period and increased share-based compensation of \$540,914 in 2023 period compared to \$Nil in 2022 period..

Gravel, ash, soil, and other income increased to \$7,129,788 for nine months to September 30, 2023, compared to \$2,675,806 for nine months to September 30, 2022.

Finance costs decreased to \$598,012 for nine months to September 30, 2023, compared to \$1,104,838 for nine months to September 30, 2022.

### **SELECTED QUARTERLY FINANCIAL INFORMATION**

The following table provides selected unaudited financial information for the most recent eight quarters. All amounts shown are stated in Canadian dollars in accordance with IFRS.

	September 30, 2023 (\$)	June 30, 2023 (\$)	March 31, 2023 (\$)	December 31, 2022 (\$)	September 30, 2022 (\$)	June 30, 2022 (\$)	March 31, 2022 (\$)	December 31, 2021 (\$)
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income (loss)	1,480,385	1,712,952	578,673	774,426	293,467	(707,244)	(413,481)	(424,625)
Income (loss) per Share (basic and diluted)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)

The net loss of \$805,874 in 2023 period compared to comprehensive income of \$293,467 in 2022 period is primarily due to increased mill repairs and operating costs of \$680,976 (2022 - \$384,571), exploration costs of \$520,132 (2022 - \$83,695), share-based compensation of \$533,439 (2022 - \$Nil), consulting fees of \$93,125 (2022 - \$45,000) and shareholder communication and investor relations \$103,252 (2022 - \$45,690) and offset by reduced finance costs of \$196,369 (2022 - \$370,959).

The net income of \$1,712,952 for the quarter ended June 30, 2023 compared to the quarter ended June 30, 2022 net loss of \$707,244 was due to increased gravel, ash, soil and other income of \$3,390,961 (2022 - \$498,456) and decreased finance fees of \$207,800 (2022 - \$377,451) offset by increased mill costs of \$680,084 (2022 - \$330,734) due to upgrades and operating costs, increased exploration costs of \$376,813 (2022 - \$259,389), increased professional fees of \$44,028 (2022 - \$23,580), increased consulting fees of \$133,750 (2022 - \$53,500) and increased shareholder communications and investor relations of \$93,127 (2022 - \$70,148).

The net income of \$578,307 for the quarter ended March 31, 2023 compared to the quarter ended March 31, 2022 net loss of \$413,481 was due to increased gravel, ash, soil, and other income of \$2,192,264 (2022 - \$608,175), offset by increased mill costs of \$930,768 (2022 - \$282,363) due to upgrades and recommencing of mill operations, increased consulting fees of \$160,500 (2022 - \$42,400), increased travel and investor relations of \$93,127 (2022 - \$55,513) and decreased finance costs of \$193,843 (2022 - \$356,428).

The net income of \$774,426 for the quarter ended December 31, 2022, compared to the quarter ended December 31, 2021, net loss of \$424,625 was due to decreased mill costs that included concentrate recoveries of \$443,741 resulting in net recovery of \$25,782 (2021 - \$300,581), and increased gravel, ash, soil, and other income of \$1,817,778 (2021 - \$630,269).

The net income of \$293,467 for the quarter ended September 30, 2022, compared to the quarter ended September 30, 2021, net loss of \$557,129 was due to increased gravel, ash, soil and other income of \$1,569,175 (2021 - \$460,865), offset by environmental penalty of \$141,000 in 2022 (\$Nil - 2021) and mill costs of \$384,571 in 2022 (\$324,753 - 2021) due increased reclamation and wages to related to gravel, ash, soil and other income.

The net loss of \$707,244 for the quarter ended June 30, 2022, compared to the quarter ended June 30, 2021, of \$1,476,455 was due to reduced mill costs of \$330,734 in 2022 (2021-\$640,393) and exploration costs of \$259,389 (2021-\$506,323) and increased gravel, ash, soil and other income in 2022 of \$498,456 (2021-\$163,534).

The net loss of \$413,481 for the quarter ended March 31, 2022, compared to the net loss of the quarter ended March 31, 2021, of \$947,026 was due to increased gravel, ash, soil, and other income of \$608,175 in 2022 and \$147,026 in 2021, \$Nil share-based compensation expense in 2022 and \$338,465 in 2021,

The net loss of \$424,625 for the quarter ended December 31, 2021, compared to the quarter ended December 31, 2020, of \$1,176,196 was due to increased gravel, ash, soil, and other income of \$630,269, and gain on disposal of mobile equipment of \$77,750.

## **SUBSEQUENT EVENTS**

- a) On October 23, 2023, the Company issued 1,357,058 common shares on conversion of \$211,200 of convertible debentures issued November 21, 2022, exercised at \$0.17.
- b) On November 21, 2023, the Company issued 213,529 common shares on conversion of \$33,000 of convertible debentures issued November 21, 2022, exercised at \$0.17.

## **FINANCING, LIQUIDITY AND CAPITAL RESOURCES**

As of September 30, 2023, the Company had working capital of \$6,460,443 that included cash and cash equivalents of \$5,933,376 as compared to a working capital deficiency of \$6,044,831 that included cash and cash equivalents of \$665,206 as at September 30, 2022.

Cash provided by operating activities for the nine months ended September 30, 2023, was \$3,163,407 compared to cash used of \$132,461 for the nine months ended September 30, 2022, after adjusting for non-cash activities. The cash provided in operations from the 2023 period compared to cash used in 2022 period was due to concentrate sales and increased gravel, ash, soil and other income.

Cash used for investing activities was \$116,632 for the nine months ended September 30, 2023, compared to cash provided for investing activities of \$374,241 for the nine months ended September 30, 2022.

Cash provided in financing activities for the nine months ended September 30, 2023, was \$1,990,827 compared to cash used of \$492,860 for the nine months ended September 30, 2022, due to financing of \$1,990,000 in 2023 period (2022 - \$Nil).

The Company had the following major cash obligations as of September 30, 2023

- Repayment and refinancing of \$330,000 January 9, 2023, Debentures due January 9, 2025.
- Repayment and refinancing of \$5,310,106 November 21, 2022, Debentures due November 21, 2025.

As at September 30, 2023, the Company had an accumulated deficit of \$91,832,681 (December 31, 2022 - \$93,318,432) and working capital of \$6,460,443 (December 31, 2022 - \$866,967). Additional funds will be needed for exploration of the Treasure Mountain Project, exploration of the New Craigmont Project and continued operations and upgrades at Merritt Mill. Realization values may be substantially different from carrying values as shown and the Company's consolidated financial statements which do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Further, the failure to make the payments outstanding under the Debentures could materially change the carrying amounts and classifications reported in the Company's consolidated financial statements.

The unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023, were prepared using IFRS. These unaudited condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. However, there are substantial payment obligations remaining in connection with the Debentures and, as such, there is substantial doubt regarding the realization of assets and discharge of liabilities. Due to the closing of non-brokered private placements of Debentures on November 21, 2022

and January 9, 2023 in the aggregate amount of \$5,884,306, the various financings completed between June 2017 and January 13, 2023, milling operations at the Merritt Mill from July 2021 to October 2021 and the reopening in early 2023 till October 2023, and the flow-through financing in November, 2022, for continued New Craigmont Project exploration, management believes that these actions make the going concern basis determination appropriate. However, there are substantial payments remaining to the holders of the Debentures and, accordingly, substantial doubt exists as to whether the Company will be able to continue as a going concern. Further, it is not possible to predict whether the actions taken in the restructuring, financing and operational activities will result in improvements to the financial condition of the Company sufficient to allow it to continue as a going concern. If the Company were to be forced into bankruptcy resulting in the liquidation of its assets, adjustments would be necessary to the carrying amounts and/or classification of assets and liabilities, in the Company's audited consolidated financial statements. If the "going concern" assumption were not appropriate for such financial statements, then significant adjustments would be necessary in the carrying amounts and/or classification of assets and liabilities.

### **Secured Convertible Debenture Maturity and Financing**

On July 12, 2022, prepaid \$1,329,176 principal plus \$81,936 accrued interest to July 4, 2022, of the November 21, 2019, secured convertible debentures.

On December 6, 2022, the Company completed the amendments to November 21, 2022, Debentures in aggregate principal amount of \$5,554,306. The Debentures mature on November 21, 2025, and bear interest at a rate of 10% per annum. The Debentures are convertible into common shares of the Company at a conversion price of \$0.17 per share for the period from November 21, 2022, to November 21, 2023 and \$0.20 per share from November 21, 2023 to November 21, 2025.

On January 6, 2023, the Company completed amendment to January 9, 2020, Debentures in aggregate principal amount of \$330,000. The Debentures mature January 9, 2025, and bear interest at 10% per annum and are convertible into common shares of the Company at a conversion price of \$0.20 per share.

On May 18, 2023, May 20, 2020, Debenture holders elected to convert a total of \$185,000 at a conversion price of \$0.20 and issued 925,000 common shares in accordance with terms of the Debentures.

On May 19, 2023, a May 20, 2020, Debenture holder elected to convert a total of \$45,000 at a conversion price of \$0.20 and issued 225,000 common shares in accordance with terms of the Debentures.

On May 18 and 19, 2023, the Company issued 113,834 common shares at a value of \$0.20 per share in settlement of interest of \$22,767 of May 20, 2023, Debentures.

The outstanding principal and interest of the debentures are secured against the assets of Nicola.

### **Asset Retirement Obligation**

As part of the acquisition of Craigmont Holdings Ltd., the Company estimates the reclamation costs associated with the Merritt Mill to be \$15,553,542 as at September 30, 2023 (December 31, 2022 - \$10,709,142). During the nine months ended September 30, 2023, the Company reviewed these estimates and revised the term of obligation and estimated it will settle these obligations over 25 years (2022 - 25 years).

During the nine months ended September 30, 2023, the Company recorded accretion expense of \$169,764 (September 30, 2022 - \$59,751), and as at September 30, 2023 has an estimated asset retirement obligation of \$11,945,439 (December 31, 2022 - \$10,178,251). The Merritt Mill reclamation costs were adjusted using a long-term inflation rate of 2.37% (2022 - 2.69%) and then discounted using a risk-free rate of 3.81% (2022 - 3.28%). To obtain the Merritt Mill permit, the Company has posted collateral of \$700,000 with the government to date.

As part of the ongoing reclamation associated with the Craigmont Site and Merritt Mill, the Company as of December 1, 2021, entered a month-to-month service contract with Nicola Clean Power Ltd for ash management. On June 18, 2020, the Company received approval for the import and storage of fly ash and remediated fill material following its September 17, 2018, application for amendment to the Company's Mine Permit M-68 to blend the ash with fill soil, and plant seeds to assist with the reclamation of the Merritt Mill site. The Company received a Notice of Departure to receive Trans Mountain material for remediation of the Merritt Mill site on October 21, 2020. The Company commenced receiving materials from Trans Mountain in September 2021 and anticipates termination in the fourth quarter of 2023.

## OUTLOOK

The Company continues to consider rationalizing its non-core assets and moving towards leveraging the value of its core assets in efforts to generate operational cash flow. The Company continues to develop the New Craigmont Project through 2023 Exploration Plan by conducting extensive copper exploration including geophysical survey with exposed electrodes, diamond drilling and trenching/bulk sampling. The Company is in the process of applying for a multi-year area-based application to the Ministry of Energy, Mines and Low Carbon Innovation for Treasure Mountain Project, which includes IP Survey and diamond drilling targets with MB Zone as the highest priority.

## RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, and consist of its directors, the Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**") and Concept Capital Management. The Company has entered into a consulting agreement with Concept Capital Management for the period January 1, 2023 to December 30, 2024 consisting of \$162,500 payable on February 28, 2023 (\$40,625 included in prepaid expenses) and \$162,500 on February 28, 2024 for strategic advice to the Company.

During the nine months ended September 30, 2023, and 2022, the Company incurred the following expenditures to related parties:

	Nine months ended September 30	
	2023 (\$)	2022 (\$)
Consulting fees paid or accrued to CEO and director (i)	205,500	155,000
Consulting fees paid to directors (iii)	50,000	31,000
Consulting fees paid to Concept Capital Management	121,875	-
Salaries and benefits (ii)	115,000	100,000
Share based compensation	375,464	-

(i) Peter Espig, CEO and Director of the Company is paid a consulting fee of \$17,500 per month and \$48,000 bonus.

(ii) Warwick Bay, CFO, is paid a salary of \$10,000 per month. and \$25,000 bonus

(iii) Consulting fees paid to following Directors in 2023 \$20,000 to Frank Hoegel, and \$15,000 to Paul Johnston, and Malcolm Swallow

All related party transactions are in the normal course of business and are measured at the exchange amount.

## OUTSTANDING SHARE DATA

- Authorized and issued share capital as at November 24, 2023:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	160,532,078

- As at November 24, 2023, there were 7,925,000 stock options outstanding.
- As at, November 24, 2023, there were Nil warrants outstanding.

## OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements which may affect its current or future operations or conditions.

## FINANCIAL INSTRUMENTS

### Fair Value

The Company records certain of its financial instruments at fair value using various techniques. These include estimates of fair values based on prevailing market prices (bid and ask prices, as appropriate) for instruments with similar characteristics and risk profiles or internal and external valuation models, such as discounted cash flow analyses, using, to the extent possible, observable market-based inputs.

The financial instruments have been characterized on a fair value hierarchy based on whether the inputs to those valuation techniques are observable (inputs reflect market data obtained from independent sources) or unobservable (inputs reflect the Company's market assumptions).

The three levels of fair value estimation are:

Level 1 – quoted prices in active markets for identical instruments.

Level 2 – quoted prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

## RISK EXPOSURE AND MANAGEMENT

### Overview

The Company has exposure to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The principal financial risks to which the Company is exposed are credit risk, liquidity risk, metal price risk, and currency risk.

### Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. As at September 30, 2023, the Company's maximum exposure to credit risk is the carrying value of its cash, restricted cash, and accounts receivables in the amount of \$8,352,891.

All of the Company's cash is held with a major financial institution in Canada and management believes the exposure to credit risk with respect to such institutions is not significant. Those financial assets that potentially subject the Company to credit risk are primarily receivables. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the parties from whom the receivables are due, including government organizations.

#### *Interest Rate Risk*

The Company's financial assets exposed to interest rate risk consist of cash and short-term investments balances. The interest earned on the cash balances approximates fair value rates, and the Company is not at a significant risk to fluctuating rates.

The Company's Convertible Debenture debt which accrues interest is at a fixed rate and does not expose the Company to interest rate risk.

The Company's advance prepayment loan is subject to interest rate risk, but the Company does not believe that it is exposed to material interest rate risk.

#### *Liquidity Risk*

Liquidity is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it projects the funds required to support its operations as well as care and maintenance, and if warranted, the exploration and development of its Treasure Mountain and New Craigmont projects and continuing custom milling operations at its Merritt Mill.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company has a working capital as at September 30, 2023, no history of profitable operations and no assurance that additional funding will be available to it for further exploration and development of the Treasure Mountain and New Craigmont projects and milling operations at its Merritt Mill. The Company may also need further financing if it decides to obtain additional mineral properties. As such, the Company is subject to many risks common to exploration enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, and lack of revenues. Although the Company has been successful in the past in obtaining financing through credit facilities or the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favorable. Such means of financing typically result in dilution of the positions of existing shareholders, either directly or indirectly. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of the Treasure Mountain and New Craigmont projects or the loss or substantial dilution of any of its property interests.

#### *Foreign Exchange Rate Risk*

Transactions in currencies other than the functional currency are recorded at rates of exchange prevailing on the transaction dates. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Non-monetary items that are measured of historical cost in a foreign currency are not retranslated.

The functional currency of the Company is the Canadian dollar. As at September 30, 2023, the Company has not entered into contracts to manage foreign exchange risk.

### *Commodity and Equity Price Risk*

The ability of the Company to explore its exploration assets, recommence milling operations, and the future profitability of the Company are directly related to the market price of copper, gold, silver, and other precious metals. Equity price risk is defined as the potential adverse impact on the Company's performance to movements in individual equity prices or general movements in the level of the stock market.

### *Capital Management*

The Company considers capital to be the elements of shareholders equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests and Merritt Mill operations. The Company manages its capital structure to maximize its financial flexibility by adjusting in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. There have been no changes to the management of capital during the current fiscal year.

The following is a summary of the maturities for the Company's non-derivative financial liabilities as at September 30, 2023:

	<b>Less than 30 days (\$)</b>	<b>30 days to 1 year (\$)</b>	<b>1 year to 2 years (\$)</b>	<b>More than 2 years (\$)</b>
Accounts Payable and Accrued Liabilities	330,323	405,803	Nil	Nil
Secured convertible debentures	Nil	Nil	333,032	5,587,334
Leasing liabilities	Nil	21,793	Nil	Nil
<b>TOTAL:</b>	330,323	427,596	333,032	5,587,334

### **RISK FACTORS AND UNCERTAINTIES**

*The Company may be unable to meet its liquidity requirements for operations.*

There can be no assurance that the amounts of cash from operations, together with amounts raised through financings will be sufficient to fund the Company's ongoing operations and care and maintenance program. If these amounts are insufficient to meet the Company's liquidity requirements, it may have to seek additional financing. There can be no assurance that such additional financing would be available or, if available, offered on acceptable terms. Failure to secure any necessary additional financing would have a material adverse impact on the Company's continued operations and viability.

*Mineral Exploration and Development Activities are Inherently Risky*

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into mineral deposits with significant value. Unusual or unexpected ground conditions, geological formation pressures, fires, power outages, labour disruptions, flooding, earthquakes, explorations, cave-ins, landslides, and the inability to obtain suitable adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. There are also physical risks to the exploration personnel working on the site of a mineral project. The Company's exploration properties and any future mining operations will be subject to all the hazards and risks normally incidental to exploration, development, and production of silver and other metals, any of which could result in damage to or destruction of exploration facilities or mines, damage to life and property, environmental damage, and possible legal liability for any or all damage. Although the Company maintains insurance in an amount, which it considers adequate, the nature of these risks is

such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial condition.

#### *Uncertainty of Mineral Resources*

The figures for mineral resources for the Treasure Mountain Project disclosed in the Company's Annual Information Form for the year ended December 31, 2012, and in its technical report filed on SEDAR on June 12, 2012, are only estimates. Mineral reserves at the Treasure Mountain Project have not been defined therefore the mineral resources currently cannot be considered ore.

The figures for Inferred Copper Resource for the Southern Dump and 3060 Portal Dumps at New Craigmont Copper Mine in the Technical Report filed on SEDAR on June 1, 2020, and final ALS Metallurgy Laboratory report for upgrading and copper recovery test work filed on SEDAR on June 12, 2020, are only estimates. The inferred mineral resources are not mineral reserves as the Company has not yet demonstrated the economic viability.

There is no certainty that any expenditures made in the exploration of the Company's mineral properties will result in identification of commercially recoverable quantities of ore or that ore reserves will be mined or processed profitably. In addition, substantial expenditures will be required to develop the mining and processing facilities and infrastructure at any site chosen for mining.

#### *Uncertainty of Economic Viability of Production from the Treasure Mountain Project*

The Company has not undertaken any preliminary economic assessment or preliminary feasibility study with respect to the Treasure Mountain Project or any of its other projects and does not intend to undertake such a study or assessment. There are significant risks associated with making a production decision without a valid, current, economic analysis and the Company may subsequently determine those recommencing operations at the Treasure Mountain Project is not economically feasible.

#### *Insurance*

The mining industry is subject to significant risks that could result in damage to or destruction of property and facilities, personal injury or death, environmental damage and pollution, delays in production, expropriation of assets and loss of title to mining claims. No assurance can be given that insurance to cover the risks to which the Company's activities are subject will be available at all or at commercially reasonable premiums. The Company currently maintains insurance within ranges of coverage that it believes to be consistent with industry practice for companies of a similar stage of development, however the insurance the Company has may not be sufficient to cover the full extent of any liabilities that may arise.

#### *Prices, Markets and Marketing of Silver, Gold, and Precious Metal Prices*

World prices for commodities fluctuate and are affected by numerous factors including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities, and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of commodities, and the resulting impact on the viability of any of the Company's exploration projects, cannot accurately be predicted.

#### *Liquidity and Capital Requirements*

The Company has working capital as at September 30, 2023 and a history of working capital deficits, no history of profitable operations and no assurance that additional funding will be available to it for further exploration and development of any of its projects. The Company may also need further financing if it decides to obtain additional mineral properties or further upgrades to the Merritt Mill. As such, the

Company is subject to many risks common to exploration enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, and lack of revenues. Although the Company has been successful in the past in obtaining financing through credit facilities or the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Such means of financing typically result in dilution of the positions of existing shareholders, either directly or indirectly. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of its mineral properties, the loss of substantial dilution of any of its property interests or all the liquidation of all its assets.

#### *Going Concern Risk*

As at September 30, 2023, the Company had an accumulated deficit of \$91,832,681 (December 31, 2022 - \$93,318,432) and working capital of \$6,460,443 (December 31, 2022 - \$866,967). These factors represent a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. To continue operations, the Company will be required to raise funds through the issuance of equity or debts or be successful recommencing operations at the Treasure Mountain Project and maintaining of custom milling operations at the Merritt Mill. Realization values may be substantially different from carrying values as shown and the Company's consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

The unaudited condensed consolidated interim financial statements for the three months ended September 30, 2023, were prepared using IFRS. These audited consolidated financial statements have been prepared using the going concern concept, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Management believes that these actions continue to make the going concern basis appropriate. However, it is not possible to predict whether the Company will be able to raise the working capital required for maintaining the care and maintenance program at the Treasure Mountain Project, continued custom milling operations at the Merritt Mill to commissioning, continued exploration programs for the New Craigmont Project and accordingly, substantial doubt exists as to whether the Company will be able to continue as a going concern.

If the "going concern" assumption were not appropriate for such financial statements, then significant adjustments would be necessary in the carrying amounts and/or classification of assets and liabilities.

#### *Dependence on Management*

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons could be required to manage and operate the Company.

#### *Environmental Risks*

All phases of the mineral exploration and development business present environmental risks and hazards and are subject to environmental regulations. Compliance with such legislation and regulations can require significant expenditures and a breach could result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner which may lead to stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of exploration or production, material increase in the costs of production, development, or exploration activities, or otherwise adversely affect the Company's financial condition, results of operations or prospects.

### *Government Regulation*

The natural resource exploration industry is subject to controls and regulations imposed by various levels of government. It is not expected that any of these controls or regulations will affect the operations of the Company in a manner materially different than they would affect other natural resource exploration companies of similar size. The current legislation is a matter of public record, and the Company is unable to predict what additional legislation or amendments may be enacted.

### *Aboriginal Title*

The Supreme Court of Canada decision of June 26, 2014, in *Tsilhqot'in Nation v. British Columbia* (the "**Tsilhqot'in Decision**"), which declares aboriginal title for the first time in a certain area in Canada and outlines the rights associated with aboriginal title, could potentially have a significant impact on the Company's mineral properties.

While the Company's Property is not located within the areas involved in the Tsilhqot'in Decision, there is a risk that the Tsilhqot'in Decision may lead other communities or groups to pursue similar claims in area where the Property is located. Although the Company relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, including the grant of mineral titles and associated rights, the Company cannot accurately predict whether aboriginal claims will have a material adverse effect on the Company's ability to carry out its intended exploration and work programs on its properties.

Given this, the Company's mineral properties may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's material interest in its properties and/or potential ownership interest in thereof in the future, cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests to facilitate exploration, and development work on the properties, there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop these properties.

Many lands in Canada and elsewhere are or could become subject to Aboriginal land claim to title, which could adversely affect the Company's title to its properties.

*Indigenous Peoples' title claims and rights to consultation and accommodation may affect our existing operations as well as development projects and future acquisitions.*

Governments in many jurisdictions must consult Indigenous Peoples with respect to grants of mineral rights and the issuance or amendment of exploration and project authorizations. Consultation and other rights of Indigenous Peoples may require accommodations, including undertakings regarding financial compensation, employment and other matters in impact and benefit agreements. This may affect our ability to acquire, explore or develop, within a reasonable time frame, mineral titles in these jurisdictions and may affect the timetable and costs of development of mineral properties in these jurisdictions. The risk of unforeseen aboriginal title claims also could affect existing operations as well as exploration and development projects and future acquisitions. These legal requirements may increase our operating costs and affect our ability to expand our operations or to explore and develop new projects.

### *Competition*

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely

affect the Company's ability to acquire suitable properties or prospects in the future. The Company also competes with other mining companies in the recruitment and retention of qualified employees.

#### *Conflicts of Interest*

The Company's directors and officers may serve as directors or officers of, or may be associated with, other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act* (British Columbia) ("**BCBCA**") and any other applicable laws and rules dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

#### *No Current Plans to Pay Cash Dividends*

The Company has no plans to pay any cash dividends for the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of the Board and will depend on, among other things, the Company's financial results, cash requirements, contractual restrictions, and other factors that the Board may deem relevant. In addition, the Company's ability to pay dividends may be limited by covenants of any existing and future outstanding indebtedness that the Company or its subsidiaries incur. As a result, investors may not receive any return on an investment in the Company's securities unless they sell the securities for a price greater than that which they paid for them.

#### *Economic Conditions*

Unfavourable economic conditions may negatively impact the Company's financial viability. Unfavourable economic conditions could also increase the Company's financing costs, decrease estimated income from prospective mining operations, limit access to capital markets and negatively impact the availability of credit facilities or other financing to the Company.

#### *Price Volatility of Public Stock*

The market price of the Company's securities has experienced wide fluctuations, which may not necessarily be related to the operating performance, underlying asset values or prospects of the Company. Any market for the Company's securities may be subject to market trends generally and the value of the Company's securities on the Exchange may be affected by such volatility in response to numerous factors, many of which are beyond the Company's control, including:

- actual or anticipated fluctuations in the Company's quarterly results of operations,
- changes in the economic performance or market valuations of other companies that investors deem comparable to the Company,
- the addition or departure of the Company's executive officers or other key personnel,
- release or other transfer restrictions on outstanding Company securities,
- sales or perceived sales of additional Company securities,
- significant acquisitions or business combinations, strategic partnerships, joint ventures and or capital commitments by or involving the Company or its competitors,

- news reports relating to trends, concerns, competitive developments and or regulatory changes, and
- other related issues in the Company's industry or target markets.

Financial markets continue to experience significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Company's securities may decline even if the Company's operating results, underlying asset values or prospects have not changed.

Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of the Company's environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in limited or no investment in the Company's securities by those institutions, which could adversely affect the trading price of the Company's securities. There can be no assurance that fluctuations in price and volume will not occur in the future. If increased levels of volatility and market turmoil occur, the Company's operations may be adversely impacted together with the trading price of the Company's securities may also be adversely affected.

#### *Regulatory and Permitting*

Regulatory and permitting requirements have a significant impact on the Company's operations and can have a material and adverse effect on future cash flow, results of operations and financial condition. To conduct mineral exploration and mining activities, the Company must obtain or renew exploration or mining permits and licenses in accordance with the relevant mining laws and regulations required by governmental authorities having jurisdiction over mineral projects. There is no guarantee that the Company will be granted the necessary permits and licenses, that they will be renewed, or that the Company will be in a position to comply with all the conditions that are imposed. Mining is subject to potential risks and liabilities associated with pollution and the disposal of waste from mineral exploration and mining operations. Costs related to discovery, evaluation, planning, designing, developing, constructing, operating, closing, and remediating mines and other facilities in compliance with these laws and regulations are significant. In addition to environmental protection, applicable laws and regulations govern employee health and safety. Not complying with these laws and regulations can result in enforcement actions that may include corrective measures requiring capital expenditures, installation of additional equipment, remedial action, and changes to operating procedures resulting in additional costs and temporary or permanent shutdown of operations. The Company may also be required to compensate those parties' suffering loss or damage and may face civil or criminal fines or penalties for violating certain laws or regulations. Changes to these laws and regulations in the future could have an adverse effect on the Company's cash flow, results of operations and financial condition. Further, the issuance of permits may be subject to review by third parties who may challenge future permitting and the validity of existing permits based on, among other things, the government's obligation to consult and accommodate.

#### *Forward-Looking Statements May Prove Inaccurate*

Investors are cautioned not to place undue reliance on forward-looking statements contained in this MD&A. By their nature, forward-looking statements involve numerous assumptions and known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements, or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this MD&A under the heading "*Cautionary Note Regarding Forward-Looking Statement's*".

**OTHER INFORMATION**

This MD&A of the financial position and results of operations of the Company is dated as of, November 24, 2023, and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023, and the audited consolidated financial statements for the year ended December 31, 2022. Additional information relating to the Company can be accessed through the Company's public filings on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's website address is [www.nicolamining.com](http://www.nicolamining.com).