

Management's Discussion and Analysis

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Niocan ("Niocan" or the "Company") is a narrative explanation, through the eyes of Niocan's management, on how the Company performed during the three-month and the nine-month periods ended September 30, 2017 as compared to the three-month and the nine-month periods ended September 30, 2016.

This MD&A supplements the unaudited condensed interim financial statements for the period ended September 30, 2017. It is intended to help the reader understand and assess the significant trends, risks and uncertainties related to the results of operations. These results of operations should be read in conjunction with the MD&A, audited financial statements and accompanying notes as at and for the year ended December 31, 2016. All amounts in this MD&A are in Canadian dollars unless otherwise indicated. This MD&A contains information available to November 24, 2017.

The Company's headquarters are located in Montreal, Canada. Niocan is listed on the TSX Venture Exchange ("TSX-V") under the symbol NIO. Additional information relating to the Company can be found on SEDAR at www.sedar.com.

Responsibility of Management and the Board of Directors

Management is responsible for the information disclosed in this MD&A and the audited financial statements and accompanying notes, and has in place appropriate information systems, procedures and controls to ensure that information used internally by management and disclosed externally is materially complete and reliable. Niocan's Board of Directors has approved this MD&A and the audited financial statements and accompanying notes. In addition, Niocan's Audit Committee, on behalf of the Board of Directors, provides an oversight role with respect to all public financial disclosures made by Niocan and has reviewed this MD&A and the audited condensed financial statements and accompanying notes.

Forward Looking Statements

This document contains forward-looking statements, which reflect the Company's current expectations regarding certain future events. To the extent that any statements in this document contain information that is not historical, the statements are essentially forward-looking and are often identified by words such as "anticipate", "expect", "estimate", "intend", "project", "plan" and "believe". In the interest of providing shareholders and potential investors with information regarding Niocan, including management's assessment of future plans and operations, certain statements in this MD&A are forward-looking and are subject to the risks, uncertainties and other important factors that could cause the Company's actual performance to differ materially from that expressed in or implied by such statements. The Company disclaims any obligation to update these forward-looking statements unless required to do so by applicable Securities laws. All subsequent forward-looking statements, whether written or orally attributable to the Company or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

For information identifying known risks and uncertainties, relating to the issuance by the Ministry of Sustainable Development, Environment and Parks ("MSDEP") of the Certificate of Authorization ("CA") to build the mine in Oka, financial resources, market prices, exchange rates, politico-social conflicts, competition, the purchase of the old St-Lawrence Columbiac mine site from the Municipality of Oka should the CA be issued, and other important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk and Uncertainties Section of this Management's Discussion and Analysis. Consequently, actual results may differ materially from the anticipated results expressed in these forward-looking statements.

Corporate Overview

Niocan's mission is to become a ferroniobium producer as soon as possible, following the issuance of a CA from the MSDEP. In the long term, the Company plans to recover some by-products from the ore mineral resources and produce ferroalloys, as well as other related products. The Company has no significant income at this stage.

The Oka project involves the development of a mining complex based on an underground mine, a concentrator and a converter for the production of ferroniobium. The project has completed all exploration phases, including two drilling campaigns in 1995, 1996, and 1997 for a total of 22,204 meters, to define two resource ore bodies: the S-60 and the HWM-2 (historical resources). Numerous metallurgical concentration tests and analyses were undertaken throughout the exploration period. These tests, on the various mineralized facies of the principal resource mineral prospect, the S-60, allow for the development of an optimal pyrochlore recovery process. Pyrochlore is the niobium-bearing mineral.

In 2004, Niocan acquired a property with three mineral prospects (historical resources) of magnetite ore, located near the Great Whale River (the "Great Whale Iron Property").

Major events

Management is currently working to obtain all the required permits and authorization to develop the Oka property.

The Municipality of Oka, at the request of Eco-Niobium Resources Inc. ("Eco-Niobium") has invited the population to attend four information sessions (the "Information Sessions") where Eco-Niobium presented and sought social acceptance of a project for a niobium mine on the old site of the St-Lawrence Columbiac mine and the surrounding area in the Municipality of Oka (the "Proposed Mining Project"), for which the mining rights belong to Niocan and for which Niocan has not been consulted.

The Company understands that Eco-Niobium has met with the Municipality of Oka and entered into a purported letter of intent (the "LOI") in blatant disregard to Niocan's own project for a niobium mine and Niocan's mining rights.

In its public statements and in the LOI, Eco-Niobium has made false or misleading representations creating uncertainty as to the validity of Niocan's exclusive mining rights, has drawn negative conclusions with respect to Niocan's project for a niobium mine thus undermining a development by Niocan of the Company's mining rights and damaging Niocan's reputation.

These statements and the proposed presentation of Eco-Niobium's project to the residents of the Municipality of Oka are false or misleading were aimed at deceiving the municipality and its population into supporting Eco-Niobium's mining project on this site to the great detriment of Niocan.

Niocan is committed to a responsible partnership with the Municipality of Oka, the aboriginal communities and the Quebec Government to plan, develop and build a first-class niobium mine that will serve as a model of constituent cooperation. Niocan has taken steps in the recent years to set a new vision for the Company, including through changes in the management and securing financial backing to be in a position to develop its mining project when the constituent parties are amenable and when market conditions are favorable.

Niocan is concerned about the steps that have undertaken the Municipality of Oka and Eco-Niobium in complete disregard of Niocan's mining rights and the damages that it has and will cause to it. Eco-Niobium is a newly formed company that possesses no mining rights in the area described publicly for its Proposed Mining Project.

The management and major shareholders of the Company believe in the potential of its project which is reflected in the significant investments that they have made year after year to protect Niocan's assets.

Accordingly, this attempt to discredit Niocan's mining project, which causes serious damages to Niocan, and to act on the Proposed Mining Project to the exclusion of Niocan is outrageous. Niocan is evaluating its legal recourses to protect its rights and act on its duties to its shareholders and partners.

As a result, Niocan has sent letters to Eco-Niobium and the Municipality of Oka (the "Demand Letters"), asking them to cease and desist from promoting any development project in violation of Niocan's mining rights, to cancel the proposed Information Sessions with the population of the Municipality of Oka.

Despite the Demand Letters, Eco-Niobium and the Municipality of Oka did proceed with the Information Sessions which received a mostly negative response from the population. As a result, the Municipality of Oka announced on April 6, 2016 its intention not to proceed with the LOI.

Niocan finds this turn of event most unfortunate given that the Company should have been contacted first by Eco-Niobium and the Municipality of Oka given that it is the sole owner of the mining rights for this project and that it has always been open to speaking with all constituent parties or potential ones. Niocan reiterates that its door is open for discussion and that it intends to initiate new discussions with the constituent parties in the midst of these new developments, but it strongly believes that its role remains essential for the Proposed Mining Project to happen.

Niocan is of the view that its project will eventually bring significant financial returns to the local parties involved and it hopes to work with the community to eventually build a mutually beneficial project.

The Company amended the debentures to consider a \$150,000 cash injection on May 26, 2016, a \$300,000 cash injection on September 30, 2016 and \$320,000 in September 2017 to support the working capital. The amendments also consider payment of the interest in shares instead of cash, starting in March 31, 2016. Except for the amount and the interest being payable in shares instead of cash, the other material terms and conditions of the debenture have remained the same. The Company also amended the debentures to consider the extension of the maturity date until April 30, 2018

Results of Operations

Summary

	For the 9-month periods ended September 30,	
	2017	2016
	\$	\$
Revenues	3,000	3,000
Expenses	217,458	410,201
Net finance expenses	125,168	94,069
Net loss and comprehensive loss	(339,626)	(501,270)
Basic and diluted net loss per outstanding share	(0.01)	(0.02)
Weighted average number of outstanding shares	25,979,868	25,979,868

Oka Niobium Project

The Company has for many years been awaiting the receipt of a CA from the MSDEP which would allow it to exploit its Oka mine project. The Company considers that it has produced all information required by the MSDEP for the issuance of a CA; however, in spite of the Company's repeated attempts to obtain an indication from the MSDEP as to its intentions relatively to the CA, the Company has not received conclusive information to this effect. During 2010, the Company met with different stakeholders in the Oka region to obtain additional support to convince the MSDEP to issue the CA, which would allow the Company to build its underground Niobium mine in the Ste. Sophie range of Oka, Quebec as soon as possible. In February 2010, representatives of the Company met with representatives of the Deputy Minister of Sustainable Development, Environment and Parks to further discuss the issuance of the CA. While the Company believes that this meeting was constructive and positive, the Company has not received further information as to if and when the CA will be issued by the MSDEP.

During the third quarter of 2009, Niocan granted a mandate to Met-Chem for the formal update of the capital/operating costs of the projected mine complex in Oka. This project was completed during the first quarter of 2010 and a press release was issued on this subject in March 2010.

Moreover, the update to the 2000 socio-economic study performed by KPMG relative to the Oka Niobium Project was completed during the first quarter of 2010 to provide additional new information to all the Company's stakeholders, shareholders, government officials and departments and the regional communities. A press release was issued on this subject on March 17, 2010.

As further detailed above, the Company announced a revaluation. Niocan plans to complete the remaining segments of the feasibility study as per NI 43-101 only when the CA is issued by the MSDEP, and this information will be needed at that time for financing purposes. The Company considers that an update of the complete feasibility study which would be compatible with NI 43-101 would require approximately six (6) months and would cost over \$500,000.

To date, \$6,372,056 has been capitalized in the Company's financial statements relative to land, exploration and evaluation assets for this project. These essentially consist in geotechnical studies, feasibility studies and studies for the design of the Oka Niobium mining project.

Great Whale Iron Property

On August 31, 2006, Met-Chem produced its technical report which recommends a plan of action on the Great Whale project for the period comprised between 2006 and 2008, which totalised seven million three hundred thousand dollars (\$7,300,000). The Company has not started this work.

In July 2009, the Company collected new drilled core samples and cores drilled in 1957-60 by Belcher Mining Corporation Ltd from the A, D and E iron mineralized (36% Fe magnetite) sites on the GWIP (17,098 acres) located 80 kilometers from the twin villages of Kuujjuarapik – Whapmagoostui on the Hudson Bay. The objective of the 2009 program, for which \$183,000 was spent in 2009, was to perform modern metallurgical tests to confirm the optimum ore grain size of the prospects (historical resources) for maximum iron liberation. The Company announced in February 2010 the delivery of this report, the results of which are further detailed above.

To date, \$817,363 was capitalized in the Company's Financial Statements relatively to exploration and evaluation assets for this project. These essentially consist in the study prepared by Met-Chem and fees relating to the land survey made by the Company, as well as costs engaged during 2009 for the metallurgical testing at Corem and more recently the work program which started in the fall of 2012. Since there is no public infrastructure and in light of the low commodity prices of iron, a write-down of the accumulated cost of \$817,363 relating to the Great Whale property was recorded in 2014.

Results of Operations for the three-month and the nine-month periods ended September 30, 2017

Revenues for the third quarter ended September 30, 2017 were \$ nil as compared to \$ nil for the same period during the previous year and were \$3,000 for the nine-month period ended September 30, 2017 from the leasing of some properties as compared to \$ nil for the same period during the previous year.

The operating expenses incurred for the third quarter of 2017 were \$ 37,807 as compared with \$ 53,281 in the third quarter of 2016. The decrease of \$ 15,474 in the operating expenses was directly attributable to lower legal fees incurred while the Company was protecting its assets against Eco-Niobium and its final settlement while compared with accrued provision. The operating expenses incurred for the nine-month period ended September 30, 2017 were \$ 217,458 as compared with \$ 410,201 for the same period in 2016. The decrease of \$ 192,743 in the operating expenses was also directly attributable to legal fees required to protect assets and rights of the Company in the Oka region in 2016.

Finance expenses for the third quarter of 2017 were \$ 42,331 compared with \$ 34,068 in the third quarter of 2016, the increase of \$ 8,263 in the current quarter was mainly attributable to an increased amount of debentures following the cash injection. Finance expenses for the nine-month period ended September 30, 2017 were \$ 125,168 compared with \$ 94,069 for the same period in 2016, the increase of \$ 31,099 was mostly attributable to higher amounts of debentures.

The net loss and the comprehensive loss for the third quarter of 2017 was \$ 80,138 or \$ 0.00 per share, compared to a loss of \$ 87,349 or \$ 0.00 per share, for the third quarter of 2016. For the nine-month period ended September 30, 2017, the net loss and the comprehensive loss was \$ 339,626 or \$0.01 per share, compared to a loss of \$ 501,270 or \$ 0.02 per share, for the same period in 2016.

Selected Quarterly Financial Information

The following table presents certain extracts of the unaudited quarterly financial statements:

(in \$)	Q3	Q2	2017 Q1	Q4	Q3	Q2	2016 Q1	2015 Q4
Revenues	—	3,000	—	3,500	—	3,000	—	5,000
Net Loss	(80,138)	(127,795)	(131,693)	(129,034)	(87,347)	(285,284)	(128,637)	(99,137)
Net Loss, per share	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)

Since the Company has no mining operations at the present time, the Company had no significant revenues over the past years. The variations in net losses result mainly from variations in expenditures relating to professional and administration fees as well as registration fees related with claims currently held.

Liquidity and capital resources

The Company had \$ 183,447 of cash as of September 30, 2017, compared to \$ 249,555 as of September 30, 2016.

The Company considers that these funds are not sufficient to respect all its current commitments. However, the Company intends to raise additional money to finalize the CA issuance and to either extend the terms and conditions or convert the debentures. Furthermore, the Company have to raise additional funds to update the feasibility study as per NI 43-101 once the CA is issued by the MSDEP, before raising substantial funds to proceed to the construction of the mine and the plant.

Operating Activity Cash Flows

Cash flow used in operating activities was \$ 295,473 for the nine-month period ended on September 30, 2017, a decrease of \$ 57,473 from \$ 352,946 used in the corresponding period of 2016. The variation of the accounts payable explains this variation in cash flows from operating activities.

Financing Activity Cash Flows

Financing activities resulted in a cash inflow of \$ 320,000 for the nine-month period ended on September 30, 2017, as compared with a cash inflow of \$ 450,000 for the same period during the previous year following the debenture issuance in both cases.

Investing Activity Cash Flows

Investing activities resulted in a cash inflow of \$ nil for the nine-month period ended on September 30, 2017, as compared with same for the same period during the previous year.

Related party transactions

Key management personnel compensation

Key management personnel correspond to the directors of the Company, including the Chief Executive Officer who is remunerated through a salary agreement.

During the nine-month period ended September 30, 2017, the Company incurred the following expenses with key management personnel:

	2017	2016
	\$	\$
Salary and management fees included in office and administration	36,055	30,451
Directors' fees	33,346	31,139

The Company has the following amounts owing to related parties as at September 30:

	September 30, 2017	December 31, 2016
	\$	\$
Debentures:		
Major shareholder	1,970,000	1,200,000

During the period, interest expenses of \$ 82,274 (2016 - \$ 60,000) were incurred on the debentures, of which \$ nil were paid (\$ nil in 2016).

Going concern

The Company is in a development stage and has mineral exploration and development properties in the province of Québec. Substantially, all of the Company's efforts are currently devoted to financing, developing and obtaining permits for its niobium property in Oka (the "Oka Niobium Project").

Financial statements have been prepared on a going concern basis which supposed that the Company will pursue its activities in a foreseeable future and will be able to realize its assets or discharge its obligations in the ordinary course of operations. The Company is in the process of exploring and evaluating its mineral properties and projects and has not yet determined whether its properties and projects contain ore reserves that are economically recoverable. The Company does not have any revenues coming from its operations that would enable the Company to discharge its obligations in the ordinary course of its operations.

With respect to the Oka Niobium Project, the Company has determined in 1999 that the property contains ore resources which provide a conceptual indication of the potential of the property. The Company's application is under study with the Québec MSDEP and the community of Oka in order to obtain all permits, certificates and other authorizations to allow the Company to develop the Oka Niobium Project. Management is currently developing a strategy in order to obtain all the required permits and authorization. Accordingly, for the time being, Management's focus is exclusively devoted to the Oka property.

The \$1.65 million debentures are maturing on October 30, 2017 and are secured by all the property and assets of the Company. Management is currently negotiating with the debentures holders in order to renew or convert the debentures at the best interest of the Company. If there are no agreements reach before October 30, 2017, the debentures holders may exercise their rights. The ability of the Company to meet its commitments as they become payable, including the acquisitions of mineral properties and the development of projects, is dependent on its ability to obtain necessary financing. The recoverability of amounts shown for mineral properties and exploration and evaluation assets is dependent upon the ability of the Company to obtain necessary authorizations and financing to complete the acquisition, exploration and development thereof, and upon future profitable production or proceeds from the disposal of properties. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to realize its assets or discharge its obligations in the ordinary course of operations.

Although the Company has taken steps to verify title to mineral properties in which it has an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Basis of preparation:

Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") under international accounting standard IAS 34, Interim Financial Reporting, using the same basis of presentation, accounting policies and methods of computation that were applied for the annual financial statements for the year ended December 31, 2016.

The financial statements were authorized for issue by the Board of Directors on November 24, 2017.

Basis of measurement

The financial statements have been prepared on the historical cost basis, except for the warrants associated with the Debenture, which are measured at fair value through profit or loss.

Functional and presentation currency

These financial statements are presented in Canadian dollars, unless otherwise stated, which the Company's functional currency is.

Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in Note 3 with regards to the determination of capitalizable costs as exploration and evaluation assets (Note 3 c)), impairment of non-financial assets (Note 3 d)) and management's intention to become or not a producer in the future with respect to refundable credit on mining duties (Note 3 f)).

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are disclosed in the audited annual financial statements for the year ended December 31, 2016 in the following notes:

- Notes 3 and 8 - recoverability of mining properties and other exploration and evaluation assets;
- Note 3 - assessment of refundable tax credits for resources;
- Note 9 - carrying value of all assets of the Company if no agreement is reached with the debenture holders before October 30, 2017; and
- Notes 11 and 13 - characteristic of the valuation model (Black-Scholes) for estimating fair value of warrants and share-based payment transactions.

Significant accounting policies:

The Company's significant accounting policies and estimates under IFRS are disclosed in the audited annual financial statements for the year ended December 31, 2016 and were applied consistently to all years.

Adoption of new accounting standards:

The Company has adopted the following new standards and amendments to standards and interpretations, with a date of initial application of January 1, 2017 and have been applied in preparing these financial statements:

IAS 12 – Income taxes

On January 19, 2016, the IASB issued amendments to IAS 12 Income Taxes. The amendments, Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12), clarify how to account for deferred tax assets related to debt instruments measured at fair value. The adoption of these amendments did not have a significant impact on the financial statements.

IAS 7 – Statement of cash flows

On January 29, 2016, the IASB published an amendment to IAS-7 "Statement of Cash Flows". The amendment "Disclosure Initiative" clarifies that changes in liabilities arising from financing activities, including cash and non-cash changes, shall be disclosed in the Statement of Cash Flows. The adoption of these amendments did not have a significant impact on the financial statements.

Number of Shares Issued

As at September 30, 2017, the number of nominal and fully diluted number of shares of the Company was as follows:

Common shares issued and outstanding	25,979,868
Options granted	484,000
Warrants issued and outstanding	3,000,000
Total	29,463,868

Capital Management

The Company's objectives when managing its capital are to safeguard the Company's ability to continue as a going concern in order to support ongoing exploration programs and development of its mining assets, to provide sufficient working capital to meet its ongoing obligations and to pursue potential investments.

The Company manages its capital structure and makes adjustments to it in accordance with the aforementioned objectives, as well as in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, acquire or dispose of assets or adjust the amount of cash and cash equivalents and short-term investments. There is no dividend policy. The Company is not subject to externally imposed capital requirements. The Company's management of capital remained unchanged since the last period.

Risks and uncertainties

The Company needs to obtain a Certificate of Authorization from the MSDEP in order to build the Oka mine project. There is no assurance that the MSDEP will issue this CA or that the CA will be issued in the near future. The Company will also be seeking an extension to its mining lease on the Oka Property expiring in 2020.

The Company needs to secure new equity and debt financing in order to ultimately realize the Oka Project and pursue the exploration/development of other properties it has acquired, particularly that of the Great Whale Iron mineral prospect. Given the nature of the speculative investment it is seeking in the capital markets, there is no assurance that the required financing will be available.

Management serves to maintain a sufficient amount of cash and cash equivalents, and to ensure that the Company has at its disposal sufficient sources of financing such as private placements. The Company establishes cash budgets to ensure it has the necessary funds to fulfill its obligations. Being able to obtain new funds allows the Company to pursue its activities and even though the Company was successful in the past, there is no guarantee that it will succeed in the future.

There are many factors that could affect the Company's results that are not controlled by management, such as market prices, exchange rates, politico-social conflicts, competition and regulatory approvals.

The Company has not renewed its option to the purchase part of the old St-Lawrence Columbiac mine site from the Municipality of Oka, which expired on June 30, 2008, pending a decision from the MSDEP relating to the issuance of the Certificate of Authorization. While the Company has a verbal understanding with the municipality of Oka that the parties will wait for the issuance of the CA before finalizing the purchase agreement, there is no assurance that the municipality of Oka will accept to extend this offer to purchase in the future should the Certificate of Authorization be issued by the MSDEP.

The Company takes great care to minimize these risks by carefully choosing consultants and advisors that are experienced leaders in their field of environment, mining engineering and law.

Other

The reader is referred to financial statements and notes to financial statements for more details. These are filed on SEDAR at www.sedar.com. Additional information relating to the Company, including the Company's Annual Information Form, may be consulted on SEDAR at www.SEDAR.com.

(signed)
Hubert Marleau
Chairman, President and Chief Executive Officer
November 24, 2017