

## 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 period ended March 31, 2019 as compared to the three-month period ended March 31, 2018.

This MD&A supplements the unaudited condensed interim financial statements for the period ended March 31, 2019. 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, 2018. All amounts in this MD&A are in Canadian dollars unless otherwise indicated. This MD&A contains information available as at the disclosure date.

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](http://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 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 Fight against Climate Change ("MDDELCC") 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 MDDELCC. 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 to produce 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").

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

Management is also pursuing financing activities to get the CA in Oka and initiate exploration activities in Great Whale Iron Property.

### Major event

The Company amended its secured subordinated debentures to consider the extension of the maturity date until March 31, 2019, and subsequently until October 31, 2019.

### Results of Operations

#### Summary

	For the 3-month periods ended March 31,	
	2019	2018
	\$	\$
Revenues	1,050	1,050
Expenses	58,602	91,342
Net finance expenses	52,552	48,577
Net loss and comprehensive loss	(109,826)	(138,869)
Basic and diluted net loss per outstanding share	(0.00)	(0.01)
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 MDDELCC which would allow it to exploit its Oka mine project. The Company considers that it has produced all information required by the MDDELCC for the issuance of a CA; however, in spite of the Company's repeated attempts to obtain an indication from the MDDELCC 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 MDDELCC 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 MDDELCC.

During the fourth 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 MDDELCC, 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 spent 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 Kuujuarapik – 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 has been spent 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.

#### Results of Operations for the three-month period ended March 31, 2019

Revenues for the first quarter ended March 31, 2019 were \$ 1,050 as compared to the same amount for the same period during the previous year from the leasing of some properties.

The operating expenses incurred for the first quarter of 2019 were \$ 58,602 as compared with \$ 91,342 in the first quarter of 2018. The decrease of \$ 32,740 in the operating expenses was caused by the reduction in the mining fees following the decision not to renew some claims located in the surrounding zones.

Finance expenses for the first quarter of 2019 were \$ 52,274 as compared with \$ 48,577 in the first quarter of 2017, the increase of \$ 3,697 in the current quarter was mainly attributable to an increased value of debenture following the cash injection in 2018.

The net loss and the comprehensive loss for the first quarter of 2019 was \$ 109,826 or \$ 0.00 per share, compared to a loss of \$ 138,869 or \$ 0.01 per share, for the first quarter of 2018.

#### Selected Quarterly Financial Information

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

(in \$)	2019 Q1	Q4	Q3	Q2	2018 Q1	Q4	Q3	2017 Q2
Revenues	1,050	5,000	1,050	3,700	1,050	4,242	—	3,000
Net Loss	(109,826)	(98,669)	(117,660)	(133,504)	(138,869)	(110,701)	(80,137)	(127,795)
Net Loss, per share	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)	(0.00)	(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 \$ 43,886 of cash as of March 31, 2019, compared to \$ 81,039 as of December 31, 2018.

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 MDDELCC, 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 \$ 37,153 for the three-month period ended on March 31, 2019, a decrease of \$ 29,900 from \$ 67,053 used in the corresponding period of 2018. 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 \$ nil for the three-month period ended on March 31, 2019, as compared to \$ nil for the same period during the previous year.

#### **Investing Activity Cash Flows**

Investing activities resulted in a cash inflow of \$ nil for the three-month period ended on March 31, 2019, 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 three-month period ended March 31, 2019, the Company incurred the following expenses with key management personnel:

	2019	2018
	\$	\$
Salary and management fees included in office and administration	16,350	16,357
Directors' fees	8,160	8,021

The Company has the following amounts owing to related parties as at March 31:

	2019	2018
	\$	\$
Debentures - Major shareholder	2,120,000	1,970,000
Accrued interest	565,514	513,340

During the period, interest expenses of \$ 52,274 (2018 - \$ 48,577) were incurred on the debentures, of which \$ nil were paid (\$ nil in 2018).

#### **Going concern**

The Company is in a development stage and has mineral exploration and development properties in the province of Québec. The Company does not capitalize the exploration and evaluation expenses. The Oka mining property consists of surface and mining rights comprised of one mining lease and 49 claims covering over 2,350 acres and the Great Whale property consists of surface and mining rights covering over 35,000 acres on the Hudson Bay

territory. Substantially, all of the Company's efforts are currently devoted to financing, developing and obtaining permits for its niobium property in Oka.

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 niobium property in Oka, 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 MDDELCC and the community of Oka in order to obtain all permits, certificates and other authorizations to allow the Company to operate the niobium property. Management is currently working in order to obtain all the required permits and authorization to develop the Oka property.

The \$2.12 million Debenture is maturing on October 31, 2019 and is secured by all the property and assets of the Company. Management is currently negotiating with the Debenture holders in order to renew or convert the Debenture at the best interest of the Company. If no agreements are reached before October 31, 2019, the Debenture 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. 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 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, 2018.

The financial statements were authorized for issue by the Board of Directors on May 24, 2019.

Basis of measurement

The financial statements have been prepared on the historical cost basis, except for the warrants associated with the Debenture.

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 assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 6 - carrying value of all assets of the Company if no agreements are reached with the debenture holders before October 31, 2019.

### **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, 2018 and were applied consistently to all years.

#### Adoption of new accounting standards:

The Company has adopted the following new standard and amendment to standards and interpretations, with a date of initial application of January 1, 2019 and have been applied in preparing these condensed interim financial statements:

##### *IFRS 9 - Financial Instruments ("IFRS 9")*

In November 2009, the IASB issued IFRS 9, Financial Instruments ("IFRS 9 (2009)"), and in October 2010, the IASB published amendments to IFRS 9 ("IFRS 9 (2010)"). In November 2013, the IASB issued a new general hedge accounting standard, which forms part of IFRS 9, Financial Instruments (2013). The new standard removes the January 1, 2015 effective date of IFRS 9. The new mandatory effective date will be determined once the classification and measurement and impairment phases of IFRS 9 are finalized. The mandatory effective date is not yet determined; however, early adoption of the new standard is still permitted. The adoption of these amendments did not have a significant impact on the financial statements.

##### *IFRS 16, Leases ("IFRS 16")*

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. This standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard is effective for annual periods beginning on or after January 1, 2019. The adoption of these amendments did not have a significant impact on the financial statements.

##### *IAS 12 - Income taxes*

On January 19, 2016, the IASB published an amendment to IAS-12 "Income Taxes". The amendments to this standard relate to the recognition of deferred tax assets and liabilities, with the latter also being subject to a 'probable profits' test. The amendments are effective for annual periods beginning on or after 1 January 2019, with earlier application being permitted. The adoption of these amendments did not have a significant impact on the financial statements.

#### Future accounting standards:

Several new standards, amendments to standards and interpretations are effective for annual periods beginning on or after January 1, 2020 and have not been applied in preparing these financial statements. Those which may be relevant to the Company are set out below.

##### *IAS 1 - Presentation of Financial Statements*

##### *IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors*

In October 2018, the IASB issued amendments to IAS 1 "Presentation of Financial Statements" and IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors". The amendments make minor changes to the definition of the term "material" and align the definition across all IFRS Standards. Materiality is used in making judgments related to the preparation of financial statements. The amendments are effective January 1, 2020 with earlier adoption permitted. The Company is assessing the impact of these amendments on its financial statements.

## Number of Shares Issued

As at March 31, 2019, 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	160,000
Warrants issued and outstanding	3,000,000
<b>Total</b>	<b>29,139,868</b>

## 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's capital items are the following:

	As at March 31, 2019	As at December 31, 2018
	\$	\$
Cash and cash equivalents	43,886	81,039
Debentures	2,120,000	2,120,000
Share capital	15,352,101	15,352,101

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 MDDELCC in order to build the Oka mine project. There is no assurance that the MDDELCC will issue this CA or that the CA will be issued in the near future.

The Company's mining lease on the Oka Property is set to expire in 2020. There is no assurance that the mining lease will be extended, especially since the Company has not initiated commercialization. In the event it is not or cannot be extended, the Company can maintain its mineral rights by securing mining claims on the Oka Property. In the event that the Oka Property becomes subject to mining claims, additional regulatory requirements will apply in order to convert the mining claims to a Mining Lease.

The Regional County Municipality of Deux-Montagnes (the "MRC") is in the process of assessing whether lands in its region could be considered incompatible with mining activities and may propose changes to its regional land use plan designating parts of its territory as incompatible with mining activities. Although, the area covered by the Company's mining lease cannot be designed as "mining incompatible" territory while the lease is in force, if the lease expires and if the Company acquires claims on the property, the MRC could initiate the process for the designation of such area as "mining incompatible" territory.

In 2001 the agricultural land use commission ("CPTAQ") authorized the non-agricultural use of specific parcels in the area of the Mining Lease. The authorization for non-agricultural use will expire on June 26, 2022. There is no assurance that the authorization will be extended, or a new authorization will be granted.

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 Columbiun mine site from the Municipality of Oka, which expired on June 30, 2008, pending a decision from the MDDELCC 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 MDDELCC. A letter from the Ministry of Energy and Natural Resources ("MENR") to the MRC dated May 9, 2017 confirms that the SLC site is included in the MENR's mine sites rehabilitation program and that rehabilitation work is planned for 2019. The letter indicates that the MENR has the intention of completing the rehabilitation of the site. The rehabilitation of the site may create an impediment to its sale.

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. Additional information relating to the Company may be consulted on SEDAR at [www.SEDAR.com](http://www.SEDAR.com).

(signed)  
Hubert Marleau  
Chairman, President and Chief Executive Officer  
May 24, 2019