SPC Nickel Corp.
Management Discussion & Analysis
For the Three and Nine Month Period Ended May 31, 2021

The following is management's discussion and analysis ("MD&A") of the financial condition and interim results of operations of SPC Nickel Corp. ("SPC" or the "Company") for the three months ended May 31, 2021. This discussion and analysis should be read in conjunction with the Company's May 31, 2021 interim financial statements and attached notes, as well as the financial statements, notes, and MD&A for the year ended August 31, 2020, including the section on risks. This MD&A is dated July 30, 2021.

The Company's reporting currency is the Canadian dollar and all monetary amounts in this MD&A are expressed in Canadian dollars unless otherwise stated.

INTERNAL QUALIFIED PERSON AND QUALITY CONTROL/QUALITY ASSURANCE

Grant Mourre, P.Geo., President and CEO of the Company, is a Qualified Person as defined under National Instrument 43-101 and has reviewed and approved the technical information contained in this MD&A.

OVERVIEW OF THE COMPANY

SPC is a mineral exploration company that is focused on exploring for nickel in the Sudbury Mining District of Ontario. The Company has spent approximately $10MM on exploration to date and is currently exploring its key 100% owned exploration projects Aer-Kidd and Lockerby East, both located in the heart of the historic Sudbury Mining Camp, a camp closely controlled by Vale, KGHM and Glencore. The Company also owns 100% of the mining rights to the Owen Nickel project located south of Espanola, Ontario and additionally (can likely get away without also/additionally) has an Option to acquire a 100% interest in the Janes project located 50 kilometres northeast of Sudbury, Ontario. The Company will continue to focus on advancing its key Sudbury Camp assets with a vision of growing to a pre-eminent North American nickel exploration company.

The Company's financial statements are prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of the Company's business. The application of the going concern concept is dependent on the Company's ability to obtain financing to continue its operations.

The Company presently has no known quantifiable mineral deposits that justify exploitation and activities completed by the Company constitute exploratory searches for economic mineral deposits.

CORPORATE ACTIVITIES

The Company was incorporated on September 9, 2013 as Sudbury Platinum Corporation. Pursuant to articles of amendment dated November 23, 2020, the Company changed its name to SPC Nickel Corp.

On December 2, 2020 the Company completed a special warrant financing, issuing 29,535,093 special warrants of the Company (the "Special Warrants") at a price of $0.20 per special warrant, for gross proceeds of $5,907,019, as well as a flow-through share placement financing consisting of the issuance of 7,983,917 flow-through common shares of the Company, at a price of $0.24 per flow through share, for additional gross proceeds of $1,916,140, bringing combined gross proceeds of the two financings to $7,823,159. The Company issued 1,927,985 compensation warrants exercisable into common shares at a price of $0.24 per compensation warrant for a period of three years in connections with these financings. The Company also issued an additional 250,000 special warrants as an advisory fee during the nine month period ended May 31, 2021. On February 24, 2021, the Company became a reporting issuer and, as a result, the 29,785,093 special warrants of the Company converted, for no additional consideration, into 29,785,093 common shares of the Company. As the flow through common shares were issued at a premium in recognition of the tax benefits accruing to subscribers, the Company recognized a flow through premium liability of $319,357 in connection with the flow through financing.

On March 8, 2021, the common shares of the Company were listed on the TSX Venture Exchange under the ticker symbol "SPC".

MINERAL PROPERTIES, ACTIVITY AND PLANS

OVERVIEW OF PROJECTS

SPC owns three properties, two of which are in the Sudbury Mining Camp near Sudbury Ontario (Aer-Kidd Property and Lockerby East Property) and one is near Espanola Ontario (Owen Nickel Property). In addition, it holds an option to acquire 100% of certain mining claims located 50 kilometres northeast of Sudbury (Janes Property).

AER-KIDD PROPERTY

SPC owns 100% of the mining rights for the Aer-Kidd Property that is located approximately 20 kilometres southwest of Sudbury, Ontario, along the Worthington Offset Dyke. The property consists of 5 mining patents (mining rights only) representing approximately 403 hectares.

The property remains subject to a pre-existing underlying agreement that provides a 3% Net Smelter Return royalty ("NSR") royalty to SPG Royalties Inc. (the "Aer-Kidd Royalty") of which one half of the Aer-Kidd Royalty, or a 1.5 % net smelter returns royalty, can be purchased for $1,250,000. The Aer-Kidd Royalty includes advanced royalty bi-annual payments of $50,000 which are deductible from future royalty payments based on production from the Aer-Kidd Property. SPC also holds an option to purchase 100% of the property surface rights from the City of Greater Sudbury at any time prior to December 31, 2024 for a cash payment of $250,000 and a further cash payment of $250,000 if a mine is brought into commercial production on the Aer-Kidd Property.

LOCKERBY EAST PROPERTY

The Lockerby East Property is located approximately 20 kilometres west of Sudbury, Ontario within the southwest corner of the Sudbury Basin, and consists of approximately 397 hectares of freehold patents. The Lockerby East Property includes 100% of the Lockerby East and South patents as well as a 100% interest in the West Graham Property.

The Company previously held only a 70% interest in the West Graham Property. On December 11, 2020 the Company acquired the remaining 30% interest in the West Graham Property. The purchase price paid by the Company consisted of a cash payment of $250,000 and 1,000,000 common share purchase warrants, each purchase warrant entitling the recipient to purchase one common share of the Company at a price of $0.25 per share for one year following the date of acquisition. Additionally, the Company granted the vendor a 1% net smelter return royalty on the West Graham Property.

OWEN NICKEL PROPERTY

SPC owns 100% of the mining rights of the 764 hectares property located 70 km west of Sudbury Ontario near Espanola. The property consists of 3 mining patents (47.5 hectares) and 716 hectares of crown mining claims.

JANES PROPERTY

On July 5, 2020, the Company entered into an option agreement to acquire a 100% interest in the Janes Property. To earn a 100% interest in the Janes Property, the Company must pay $335,000 in cash over five years, issue $155,000 worth of Common Shares over five years and expend work commitments totaling $227,000 over five years. Upon the Company vesting a 100% interest the Janes Property, the optionors would retain a 2% NSR of which the Company can purchase the first 1% for $1,000,000 and the remaining 1% for an additional $500,000 up to the point of commercial production. Portions of the Janes Property remain subject to a pre-existing underlying agreement that provides a 1% NSR to a previous owner, of which all of the 1.0% NSR can be purchased for $1,000,000. The maximum allowable NSR on any portion of the Janes Property is 2%. On claims containing the pre-existing 1% NSR, the NSR awarded to the Optionors is reduced from 2% to 1%, of which the Company can purchase the first 0.5% for $500,000 and the remaining 0.5% for an additional $500,000 up to the point of commercial production.

As at May 31, 2021, the Janes property consists of 95 staked mining claims for a total of 2,888 hectares.

EXPLORATION HIGHLIGHTS

AER-KIDD PROPERTY

From August through to November 2019, SPC completed 4,669 metres (3,936 metres cored) in eight holes testing the mineral potential of the area down-dip of the Robinson Mine. Holes AK-19-031 to 036 were designed to test the down-dip potential of the Robinson Mine from the lowest level of the mine (350 metres) down to a vertical depth of 650 metres.

Highlights from the drilling include:

- Drill hole AK-19-032 intersected mineralization over 4.65 metres containing 1.07% Ni, 1.09% Cu and 0.98 g/t PGM (0.60 g/t Pt, 0.23 g/t Pd, 0.16 g/t Au) from 355.35-360.00 metres including a higher grade section of 2.70% Ni, 2.17% Cu and 1.17 g/t PGM (0.96 g/t Pt, 0.10 g/t Pd, 0.11 g/t Au) over 1.60 metres.
- Drill hole AK-19-034 intersected mineralization over 12.95 metres containing 0.32% Ni, 1.17% Cu and 1.14 g/t PGM (0.39 g/t Pt, 0.47 g/t Pd, 0.28 g/t Au) from 662.60-675.55 metres including a higher grade section of 0.61% Ni, 2.77% Cu and 1.99 g/t PGM (0.29 g/t Pt, 0.98 g/t Pd, 0.73 g/t Au) over 3.55 metres.
- Drill hole AK-19-035 intersected mineralization over 22.45 metres containing 0.54% Ni, 0.41% Cu and 3.83 g/t PGM (0.97 g/t Pt, 0.79 g/t Pd, 2.08 g/t Au) from 430.95-453.40 metres including a higher grade section of 3.20% Ni, 0.97% Cu and 77.68 g/t PGM (9.64 g/t Pt, 7.34 g/t Pd, 60.70 g/t Au) over 0.65 metres.

From November 2019 through to February 28, 2021 there were no substantive exploration activities completed on the Aer-Kidd Property.

In March of 2021 the Company commenced drilling on the Aer-Kidd Property. The planned program will consist of an estimated 15,000 metres of diamond drilling designed to test the Aer-Kidd Property for Ni-Cu-PGM mineralization hosted within the Worthington Offset dyke.

On June 2, 2021, the Company announced initial assay results from two holes drilled down-dip of the past producing Robinson Mine and also provided an update on drilling activities.

Highlights from the drilling include:

- Drill hole AK-21-037 intersected mineralization over 1.96 metres containing 0.59% Ni, 0.55% Cu and 0.19 g/t PGM (0.07 g/t Pt, 0.06 g/t Pd, 0.06 g/t Au) from 340.74-342.70 metres; and
- Drill hole AK-21-039 intersected mineralization over 28.85 metres containing 0.35% Ni, 0.42% Cu and 0.62 g/t PGM (0.25 g/t Pt, 0.28 g/t Pd, 0.09 g/t Au) from 532.90-561.75 metres. Included in this were several narrower high-grade sections such as 4.28% Ni, 1.06% Cu and 2.66 g/t PGM (2.46 g/t Pt, 0.11 g/t Pd, 0.10 g/t Au) over 0.33 metres from 546.93-547.26 metres.

Exploration activities are ongoing on the Aer-Kidd Property, with drilling expected to continue until at least the end of 2021.

JANES PROPERTY

The Janes Property is located 45 kilometres northwest of the City of Greater Sudbury (74 kilometres by road) and within hauling distance of the processing and smelting infrastructure located within Sudbury. The Janes Property was initially explored in 1969 by Kennco Exploration (Canada) Ltd., which reported both disseminated and massive Cu-Ni sulphide mineralization (PGM not reported) occurring near the base of a large Nipissing Diabase sill.

On September 14, 2020, the Company announced assays results from samples collected on the Janes Property. A total of 11 samples were collect from two historic surface trenches as part of the Company's due diligence process. Assay results returned encouraging levels of both base and precious metals with values ranging from 0.20 to 2.38 % Ni and 2.08 to 675 g/t Pd.

Also in September 2020, the Company completed a detailed channel sampling program at historic Trenches 1 and 4 on the Janes Property. The objective of the program was to collect continuous samples across the known mineralization in order to better determine the distribution and grade of the mineralization. A total of sixteen channels, ranging in length from 3.0 metres up to maximum length of 22.0 metres and with an aggregate length of 137.5 metres were completed across historic Trenches 1 and 4. A total of 273 samples each measuring 0.5 metres in length were collected.

Results from the channel sampling were encouraging and comparable to historically down-dip drill intersections reported by previous operator Pacific North West Capital Corp. (recently renamed to New Age Metals) between 1997-2001. Highlights from Trench 1 include 2.25 g/t Pd, 0.41 g/t Pt, 0.43 g/t Au, 1.09 wt.% Cu and 0.50 wt.% Ni over a continuous channel length of 22.0 metres. At Trench 4 highlights include 4.15 g/t Pd, 1.0 g/t Pt, 0.35 g/t Au, 0.66 wt.% Cu and 0.78 wt.% Ni over a continuous channel length of 6.0 metres. Results from channel sampling will be incorporated into the geological model and be used to help guide any future exploration programs on the property (see press released dated March 22, 2021).

In November 2020, the Company completed a detailed magnetometer survey and 3D distributed induced polarization survey across the recently completed field grid. The objective of the magnetometer and 3D Distributed Induced Polarization surveys were to perform a multidirectional reconnaissance of the area. The surveys were designed to investigate the geophysical signature of the known mineralization and to assist in the determination of the extent of the mineralization. Approximately 26 kilometres of current injection was performed at an interval between 25 metres and 50 metres. This survey area consisted of 574 injection locations over two setups that spanned a footprint of 2.04 square kilometres. The survey was performed between November 16th to 30th, 2020. The results indicated multiply high priority ability IP targets (Target A, B, C) across the exploration grid. Characteristics of these targets are as follows:

- Target A: Survey results show a NE-SW trending linear chargeability anomaly spanning 125 metres wide by 600 metres long in horizontal plan view that correlates well with the known mineralization in and around Trenches 1 and 4. Geologically, this area is interpreted to represent the eastern limb of a folded (anticline) mafic Nipissing sill where sulphide mineralization occurs near the SE dipping basal contact of the sill. All historic work completed to date on the Janes Property has focused on this area. In 1999, Pacific North West Capital Corp. ("PFN") completed two shallow holes beneath historic Trench 1. Hole JR99-01 drilled by PFN intersected 2.28 g/t Pd, 0.33 g/t Pt, 0.20 g/t Au, 1.01% Cu and 0.27% Ni over 18.05 metres from 32.0 – 50.05 m. Hole JR99-06 drilled by PFN intersected 2.08 g/t Pd, 0.33 g/t Pt, 0.30 g/t Au, 0.84% Cu and 0.27% Ni over 14.01 metres from 9.90 – 23.91 metres.
- Target B: Survey results show a large 300 metres by 450 metres chargeability anomaly in an area that has seen no previous exploration activities. The current geological model suggest that this area may be like the Target A area except on the opposite NW dipping limb of the folded Nipissing sill. It is also important to note that the anomaly appears to be open to the NW.
- Target C: Survey results show a broad zone of NW-SE trending chargeability anomalies that are proximal to an extensive NW-SE trending mafic dyke. It is unclear at this point how many of these discreet anomalies are related to the cross-cutting dyke, but it is interesting that some of the anomalies occur along the interpreted contact between the Nipissing sill and the regional sediments.

Exploration plans are being developed for the 2021 summer exploration program and are expected to include geological mapping, geochemical sampling and diamond drilling.

At the end of May, 2021 the Company signed a drill contract with Les Forages Geo-Nord Inc. (Dolbeau-Mistassini, Quebec) for up to a 1000 metres of drilling on the Janes Ni-Cu-PGM Property. The drill program will focus on testing a series of high-priority targets generated from the recently completed channel sampling and ground geophysical programs (see Company news releases of March 22, 2021 and April 14, 2021). The objectives of the 2021 drill program are to: (a) define the extent and continuity of the Trench 1 mineralization, and (b) test the 'Target B' geophysical anomaly identified in the recently completed ground Induced Polarization survey.

DISCUSSION OF OPERATIONS

SELECTED QUARTERLY FINANCIAL INFORMATION

Expenses for the nine month period ended May 31, 2021 were $2,741,712, compared to $945,800 for the nine month period ended May 31, 2020. The overall increase is primarily due to increased exploration activity during the first nine months of fiscal 2021, with year to date exploration expenditures being $1,449,688, compared to $721,831 during the comparative prior year period. In addition, a $337,500 stock based compensation expense related to the issuance of stock options during the current nine month period, without a comparable expenditure having been recognized in the prior year comparative period. Finally, the Company incurred increased property acquisition costs during the first nine months of fiscal 2021, with cost being $414,449, as compared to $69,671 for the first nine months of fiscal 2020. The Company also saw increases in office and general expenses, professional fees, and consultants, commensurate with its increased corporate activity and it becoming a publicly listed company.

Expenses incurred during the three month period ended May 31, 2021 were similarly higher than the comparative prior year period, with current three month expenditures totalling $1,439,465, as compared to $47,233 of expenditures incurred during the third quarter of the prior fiscal year. Similar to the nine month results for the year to date described above, increased expenditures for the most recent quarter were primarily attributable to increases in exploration expenditures, office and general expenses, professional fees, and consultants

A summary of selected unaudited financial information for the past eight quarters is presented below:

	May 31, 2021	**February 28, 2021**	**November 30, 2020**	**August 31, 2020**
Operating Expenses	(1,439,465)	(712,274)	(589,973)	(185,239)
(Loss) from Operations	(1,439,465)	(712,257)	(589,905)	(185,235)
Net (Loss) for the period	(1,293,080)	(712,257)	(589,905)	(185,235)
(Loss) per share – basic and fully diluted	(0.01)	(0.01)	(0.01)	(0.00)
Total Assets	7,752,068	8,463,970	2,597,049	1,827,782
Total Liabilities	1,364,191	783,013	1,166,404	144,732

	May 31, 2020	**February 29, 2020**	**November 30, 2019**	**August 31, 2019**
Operating Expenses	(47,233)	(189,351)	(709,216)	(270,812)
(Loss) from Operations	(45,311)	(189,257)	(512,621)	(216,790)
Net (Loss) for the period	(45,311)	(189,257)	(512,621)	(216,790)
(Loss) per share – basic and fully diluted	(0.00)	(0.00)	(0.01)	(0.00)
Total Assets	106,285	216,416	389,078	967,740
Total Liabilities	293,148	357,968	341,372	407,413

The following table details exploration and evaluation expenditures incurred during the reporting period.

	AER Kidd	Owen	Lockerby East	Janes	Project Generation	Total
Continuity of project expenditures for the nine-month period ended May 31, 2021						
Balance August 31, 2020	8,306,560	4,776	444,019	12,380	55,122	8,822,857
Payments to vendors and optionors	50,000	-	360,000	-	-	410,000
Other acquisition and holding costs	1,598	-	2,851	-	-	4,449
Total acquisition costs for the period	51,598	-	362,851	-	-	414,449
Assays logging, and sampling	63,024	-	-	23,981	-	87,006
Camps, accommodations, meals, travel	97	-	-	9,123	-	9,220
Drilling	914,756	-	-	35,610	-	950,366
Environmental	14,873	-	-	-	-	14,873
Equipment Rental	21,661	-	-	550	-	22,211
Field supplies and consumables	8,493	-	-	2,947	-	11,440
Field office	14,320	-	-	-	-	14,320
Payroll and Project Management	89,206	-	5,754	42,673	-	137,633
Stripping and trenching	-	-	-	11,975	-	11,975
Surveys and line cutting	70,400	-	-	116,875	-	187,275
Vehicles	2,020	-	-	1,349	-	3,369
Exploration and evaluation expenditures for the period	1,198,851	-	5,754	245,083	-	1,449,688
Balance May 31, 2021	9,557,009	4,776	812,624	257,463	55,122	10,686,994
May 31,2021 balance consists of						
Acquisition costs	2,109,489	3,366	606,966	11,100	8,006	2,738,927
Exploration expenditures	7,447,520	1,410	205,658	246,363	47,116	7,948,067
	9,557,009	4,776	812,624	257,463	55,122	10,686,994

	AER Kidd	Owen	Lockerby East	Janes	Project Generation	Total
Continuity of project expenditures for the nine-month period ended May 31, 2020						
Balance August 31, 2019	7,668,649	3,614	435,956	-	38,443	8,146,662
Payments to vendors and optionors	50,000	-	-	-	2,500	52,500
Other acquisition and holding costs	4,773	641	3,651	100	8,007	17,171
Total acquisition costs for the period	54,773	641	3,651	100	10,507	69,671
Camps, accommodations, meals, travel	4,853	-	-	-	-	4,853
Drilling	486,736	-	-	-	-	486,736
Environmental	5,280	-	-	-	-	5,280
Equipment rental	7,636	-	-	-	-	7,636
Field supplies and consumables	3,905	-	16	-	15	3,936
Field office	17,159	-	-	-	-	17,159
Payroll and project management	112,119	327	-	-	8,658	121,104
Surveys and line cutting	63,591	-	-	-	-	63,591
Vehicles	11,537	-	-	-	-	11,537
Additions for the period	712,815	327	16	-	8,673	721,831
Balance May 31, 2020	8,436,237	4,582	439,623	100	57,623	8,938,165
May 31, 2020 balance consists of						
Acquisition costs	2,003,160	3,172	239,719	100	10,507	2,256,657
Exploration expenditures	6,433,077	1,410	199,904	-	47,116	6,681,507
	8,436,237	4,582	439,623	100	57,623	8,938,165

LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2021, the Company had cash balances of $7,082,547 compared with $1,783,513 as at August 31, 2020. The Company had current assets of $7,657,011 and current liabilities of $1,364,191, for net working capital of $6,565,619 as at May 31, 2021.

The Company's current operations do not generate cash flow and its financial success is dependent on management's ability to discover and develop economically viable mineral deposits and to raise money to support the discovery and development of such mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control. There is no assurance that new funding will be available at the times required or desired by the Company. See "Risk Factors". Currently, the Company holds exploration projects and it is anticipated that additional equity financing will be available going forward. Equity markets do fluctuate which could affect timing of future financings. The Company continues to source other avenues of financing, including strategic partnerships in relation to its non-material properties, which may reduce the Company's reliance on equity financing.

OUTSTANDING SHARE, WARRANT AND OPTION DATA

As at July 30, 2021, the Company had the following securities outstanding:

- Common Shares Issued 102,130,525
- Warrants 6,002,380
- Options 4,105,000

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair values these financial instruments approximate their carrying values due to their short-term nature.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash and receivables. The Company maintains its cash with high-credit quality financial institutions, thus limiting its exposure to credit risk on such financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is considered to be in the exploration and evaluation stage, thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is available on demand for the Company's programs and is not invested in any asset-backed commercial paper. The Company believes it has sufficient cash resources to pay its obligations associated with its financial liabilities as at May 31, 2021.

Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest, in cash equivalents, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash, and restricted cash as they are generally held with large financial institutions.

Price Risk

The Company is not currently exposed to price risk, as it does not currently hold Investments in equity instruments.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties). The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key management of the Company for the periods ended May 31, 2021and May 31, 2020 was as follows:

	2021	2020
Short term benefits	$ 161,566	$ 105,870
Stock based compensation	322,500	-
	$ 484,066	$ 105,870

Short term benefits are included in office and general, consultant fees, and exploration and evaluation expenditures.

During the nine month period ended May 31, 2021, the Company also incurred cost reimbursements, management fees, and exploration fees of $70,186 (May 31, 2020 - $140,140) payable to Transition Metals Corp. These amounts were charged pursuant to a previous agreement between the Company and Transition, whereby Transition charged a 10% fee on all exploration and/ or administrative expenditures (3% in respect of drilling expenditures) of the Company that were administered by Transition on behalf of the Company.

Included in accounts payable and accrued liabilities as at May 31, 2021, is $10,919 (August 31, 2020 - $2,200) owing to management and related companies. The amounts are unsecured, non-interest bearing, and are due on demand.

COMMITMENTS AND CONTINGENCIES

Environmental Contingencies
The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-through Expenditures
Pursuant to the terms of two flow through financings completed during 2020, the Company has a current obligation to incur a total of $2,516,140 of flow through expenditures on or prior to December 31, 2021. As at May 31, 2021, the Company has incurred approximately $1,450,000 towards this expenditure obligation. The Company anticipates that it will fulfill this expenditures obligation during the course of its planned exploration programs during the balance of calendar 2021. The Company has indemnified subscribers for any tax related obligations that could become payable by subscribers in the event that the Company does not meet its expenditure commitments.

RISKS, RISK FACTORS, AND UNCERTAINTIES

The business of exploration and mining involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The current operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, financing, exploration and development of mining properties. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward–looking information relating to the Company. See "*Risk Factors*" in the final prospectus filed by the Company on SEDAR on February 24, 2021.

The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in the properties, the ability to obtain the necessary financing to complete exploration, development and construction of a mine and processing facilities, obtaining certain government approvals and attaining profitable production. There can be no assurance that the Company will be able to raise sufficient funds as and when required.

Outlook

The Company will continue to explore and develop its Sudbury properties with a primary near term focus on Aer-Kidd. The Company will also be advancing the Lockerby East and Janes properties and pursue other Ni-PGM opportunities in Canada. The vision of the company is to build a publicly listed energy metals company focused on nickel and PGM opportunities in Canada.

Responsibility for financial statements

The information provided in this report, including information from the related financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

As part of the oversight role of the Board of Directors to ensure the Company's disclosures contain no misrepresentations, the Board as a whole reviews the interim and annual financial statements and MD&A prepared by management before approving them.

Additional Information

Additional information relating to the Company is available on SEDAR www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact relating to SPC, certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy, development potential and timetable of the Company's properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration activities are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of exploration costs and other factors that are set out herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.