VICTORY NICKEL INC.

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2017

DATED NOVEMBER 6, 2017

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements
The accompanying unaudited condensed interim consolidated financial statements of Victory Nickel Inc. for the three and nine months ended September 30, 2017 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited condensed interim consolidated financial statements have not been reviewed by an auditor.

Condensed Interim Consolidated Balance Sheets

(in thousands of United States dollars)	*Notes*	**September 30, 2017 (unaudited)**	December 31, 2016 (unaudited)
ASSETS			
Current assets			
Cash and cash equivalents		**$ 161**	**$ 197**
Receivables and prepaids	*4*	**94**	**78**
Marketable securities	*5*	**241**	**158**
Inventory	*6*	**1,525**	**2,223**
Total current assets		**2,021**	**2,656**
Non-current assets			
Property, plant and equipment	*7*	**3,188**	**3,567**
Mine property and development project	*8*	**34,991**	**34,974**
Exploration and evaluation projects	*9*	**8,718**	**8,718**
Total non-current assets		**46,897**	**47,259**
Total Assets		**$ 48,918**	**$ 49,915**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Trade and other payables	*10*	**$ 2,236**	**$ 2,141**
Loans and borrowings	*11*	**13,445**	**6,073**
Total current liabilities		**15,681**	**8,214**
Non-current liabilities			
Loans and borrowings	*11*	**-**	**5,871**
Participating Interest	*12*	**933**	**933**
Lease obligations	*13*	**-**	**5**
Deferred tax liability		**2,942**	**3,809**
Total non-current liabilities		**3,875**	**10,618**
Total Liabilities		**19,556**	**18,832**
Shareholders' equity			
Share capital	*14*	**53,241**	**53,241**
Contributed surplus		**6,076**	**5,696**
Accumulated other comprehensive loss		**(3,817)**	**(3,855)**
Deficit		**(26,138)**	**(23,999)**
Total shareholders' equity		**29,362**	**31,083**
Total Liabilities and Shareholders' Equity		**$ 48,918**	**$ 49,915**

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
The accompanying notes are an integral part of these condensed consolidated financial statements

Condensed Interim Consolidated Statements of Operations

(in thousands of United States dollars, except per share amounts)	*Notes*	Three months ended **September 30, 2017 (unaudited)**	Three months ended September 30, 2016 (unaudited)	Nine months ended **September 30, 2017 (unaudited)**	Nine months ended September 30, 2016 (unaudited)
Sales		**$ 428**	$ -	**$ 723**	$ 69
Cost of goods sold		**(544)**	-	**(989)**	27
Gross margin		**(116)**	-	**(266)**	96
Operating expenses					
General and administrative		**(120)**	(212)	**(458)**	(790)
Share based payments	*16*	**(48)**	-	**(380)**	-
Amortization of property, plant and equipment	*7*	**(146)**	(152)	**(426)**	(464)
Operating loss		**(430)**	(364)	**(1,530)**	(1,158)
Finance income	*17*	**26**	161	**53**	4,399
Finance costs	*17*	**(474)**	(721)	**(1,529)**	(1,157)
Net finance (costs) income		**(448)**	(560)	**(1,476)**	3,242
(Loss) income before income taxes		**(878)**	(924)	**(3,006)**	2,084
Income tax recovery (expense)		**301**	-	**867**	(3,064)
Net loss for the period		**$ (577)**	$ (924)	**$ (2,139)**	$ (980)
Loss per share	*15*				
Basic and diluted loss per share		**$ (0.01)**	$ (0.01)	**$ (0.02)**	$ (0.01)

The accompanying notes are an integral part of these condensed consolidated financial statements

Condensed Interim Consolidated Statements of Comprehensive (Loss) Income

(in thousands of United States dollars)	*Notes*	Three months ended **September 30, 2017 (unaudited)**	Three months ended September 30, 2016 (unaudited)	Nine months ended **September 30, 2017 (unaudited)**	Nine months ended September 30, 2016 (unaudited)
Net loss for the period		**$ (577)**	$ (924)	**$ (2,139)**	$ (980)
Other comprehensive income (loss)					
Net change in fair value of financial assets	*5*	**100**	145	**132**	436
Income tax loss		**-**	(40)	**-**	(80)
Foreign exchange loss		**(94)**	(34)	**(94)**	(130)
Other comprehensive income for the period		**6**	71	**38**	226
Total Comprehensive Loss for the period		**$ (571)**	$ (853)	**$ (2,101)**	$ (754)

Condensed Interim Consolidated Statements of Shareholders' Equity

(in thousands of United States dollars)	Notes	Share Capital	Contributed Surplus	Accumulated Other Comprehensive (Loss) Income	Deficit	Total Equity
Balances as at January 1, 2016	***Notes***	$ 52,570	$ 5,696	$ (4,130)	$ (15,372)	$ 38,764
Total comprehensive loss for the period						
Net loss for the period					(980)	(980)
Other comprehensive income (loss)						
Net change in fair value of financial assets				436		436
Income tax loss				(80)		(80)
Foreign exchange on change in functional currency				(130)		(130)
Total other comprehensive income				226		226
Total comprehensive loss for the period						(754)
Transactions with owners, recorded directly in equity						
Contributions in the period						
Issuance of shares on settlement of debt		671				671
Total contributions by owners		671				671
Total transactions with owners		671				671
Balances as at September 30, 2016		$ 53,241	$ 5,696	$ (3,904)	$ (16,352)	$ 38,681
Balances as at January 1, 2017		$ 53,241	$ 5,696	$ (3,855)	$ (23,999)	$ 31,083
Total comprehensive loss for the period						
Net Loss for the period					(2,139)	(2,139)
Other comprehensive income						
Net change in fair value of financial assets	*5*			132		132
Foreign exchange on change in functional currency				(94)		(94)
Total other comprehensive income				38		38
Total comprehensive loss for the period						(2,101)
Transactions with owners, recorded directly in equity						
Contributions in the period						
Options granted and vesting	*16*		380			380
Total contributions			380			380
Total transactions with owners			380			380
Balances as at September 30, 2017		**$ 53,241**	**$ 6,076**	**$ (3,817)**	**$ (26,138)**	**$ 29,362**

The accompanying notes are an integral part of these condensed consolidated financial statements

Condensed Interim Consolidated Statements of Cash Flows

(in thousands of United States dollars)	*Notes*		Nine months ended **September 30, 2017**		September 30, 2016
Cash flows from operating activities					
Net loss for the period		**$**	**(2,139)**	$	(980)
Adjustments for:					
Share based payments	*16*		**380**		-
Amortization of property, plant and equipment	*7*		**426**		464
Net finance costs (income)	*17*		**1,498**		(2,112)
Income tax (recovery) loss			**(867)**		3,144
Net change in working capital:					
Change in receivables and prepaids	*4*		**(16)**		190
Change in inventory	*6*		**698**		28
Change in trade and other payables	*10*		**192**		(841)
Net cash provided (used) by operating activities			**172**		(107)
Cash flows from investing activities					
Expenditures on mine property and development project	*8*		**(17)**		(19)
Expenditures on exploration and evaluation projects			**-**		(11)
Proceeds on sale of partnership			**-**		174
Net cash (used) provided by from investing activities			**(17)**		144
Cash flows from financing activities					
Payments of interest	*11*		**(41)**		(28)
Payments under leases	*13*		**(102)**		(104)
Purchase of property, plant and equipment	*7*		**(33)**		-
Proceeds on sale of marketable securities	*5*		**39**		-
Deposits of restricted cash received			**-**		36
Net cash used by financing activities			**(137)**		(96)
Net decrease in cash and cash equivalents			**18**		(59)
Foreign exchange effect on cash and cash equivalents			**(54)**		-
Cash and cash equivalents, beginning of the period			**197**		85
Cash and cash equivalents, end of the period		**$**	**161**	$	26

The accompanying notes are an integral part of these condensed consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of Operations

Victory Nickel Inc. ("Victory Nickel" or the "Company") is a company domiciled in Canada. The address of the Company's registered office is 80 Richmond St. West, Suite 1802, Toronto, Ontario, M5H 2A4. The condensed interim consolidated financial statements as at and for the three and nine months ended September 30, 2017 and 2016 comprise the Company and its subsidiaries Victory Silica Ltd. ("VSL" or "Victory Silica") and BG Solutions Ltd. ("BG") together referred to as "Victory Nickel" and individually as "Victory Nickel entities". Victory Nickel was primarily engaged in the acquisition, exploration and development of sulphide nickel properties and associated products in Canada. Sulphide ore deposits produce the high-grade nickel required for the developing battery industry. This quality nickel along with cobalt and lithium are now referred to as "Energy Metals". In the second quarter of 2014 the Company became a producer and supplier of premium frac sand from its frac sand plant (the "7P Plant"), located near the town of Seven Persons, approximately 18 kilometres southwest of Medicine Hat, Alberta. The 7P Plant comprises a fully-operational wet plant with a nominal capacity of approximately 120,000 tons per annum ("tpa") and a dry plant with a nominal capacity of 500,000 tpa. Frac sand is specialized sand that is used as a proppant to enhance recovery from oil and gas wells. The Company was formed on February 1, 2007 pursuant to a plan of arrangement.

On February 22, 2016, the Company commenced trading its common shares on the Canadian Securities Exchange ("CSE") under the symbol NI. Previously, the Company was listed on the Toronto Stock Exchange ("TSX") under the symbol NI.

All dollar amounts are quoted in United States dollars ("USD$" or "US dollars"), except for those denoted as Canadian dollars ("CAD$") or Australian dollars ("AU$").

Going Concern

These condensed interim consolidated financial statements have been prepared using Generally Accepted Accounting Principles ("GAAP") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. As at September 30, 2017, the Company had a working capital deficiency of $13,660,000, calculated as current assets less current liabilities, an increase of $8,102,000 from a working capital deficiency of $5,558,000 as at December 31, 2016. At September 30, 2017, the debts of $13,445,000 were the largest factor in the Company's working capital deficiency, as the Company was in default on all secured and unsecured debt.

The Company's main assets are its nickel projects. Minago, the most advanced of its projects is permitted and ready for development. However, development costs are in excess of $500,000,000 and given the current price of nickel, it is unlikely that financing for this project will be available in the near future.

On April 14, 2015, the Company announced that operations at the 7P Plant were temporarily suspended until the demand for frac sand improved; this temporary suspension was due to the dramatic decrease in energy pricing that began in 2014. Since March 2015, sales have been significantly below rates achieved during 2014 and continue well below the level required to generate positive cash flow. The 7P Plant was restarted in March 2017 and continues to operate on an as-needed basis in order to fulfil customer needs. 2017 has shown some improvement in the slowdown in drilling activity due to the severe drop in the price of oil, but sales have yet to recover to levels that would generate positive cash flow. In October 2017, the Company announced that it had completed the refurbishment of its frac sand wash plant at 7P Plant that is now operational, providing the ability to immediately wash and sell frac sand.

The near-term outlook in the frac sand market remains unclear. The US dollar continues to impact demand for high-quality Wisconsin frac sand in Canada as the price for domestic frac sand has dropped and service companies appear satisfied with using lower-quality domestic frac sand, because of the price differential. As the Company's inventory is Wisconsin frac sand, this will continue to stress the Company's liquidity until such time as the market demand recovers and operations can resume on a consistent basis.

Cash flows from frac sand sales were not sufficient to cover operating costs and the Company was not able to make a portion of its interest payments due during 2016 and the nine months ended September 30, 2017.

On March 3, 2016 the Company announced that it had completed the restructuring of the SPA Amended Loan (as defined and outlined in Note 11), which included terms of a debt restructuring package (the "Debt Restructuring Agreement") for the holders of the promissory convertible notes (the "Promissory Convertible Notes") and the Company's trade creditors. The SPA Amended Loan was increased to $5,500,000 and the maturity date extended by 30 months to January 31, 2018 (the "Senior Secured Debt"). The Senior Secured Debt is in default, but the lender of the Senior Secured Debt (the "Secured Lender") has provided a forbearance agreement.

Pursuant to the terms of the Senior Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the Senior Secured Debt is repaid. Only a portion of the interest due under the Senior Secured Debt was paid in the first quarter of 2017. The Secured Lender provided a forbearance agreement for the balance of the accrued interest and made short term advances to cover non-discretionary costs, such as equipment lease payments. All advances were included in trade payables and were paid during 2016. Barring a significant improvement in the sales of frac sand, the Company is unlikely to be able to repay the Senior Secured Debt in full when it matures in January 2018. The Company's ability to make the required interest payments in 2017 is also in doubt and dependent upon frac sand sales. To date, the Company's Secured Lender has communicated its commitment to ensuring the protection of the Company's core assets, including the advances noted above and the forbearance agreement. Should the support of the Secured Lender change, the going concern assumption would be in doubt.

All of the Promissory Convertible Note holders participated in the Debt Restructuring Agreement, except for one holder of a $3,000,000 Promissory Convertible Note (the "Outstanding Note"). On March 27, 2016, the Company announced that it had received notice that the holder of the Outstanding Note had filed a statement of claim concerning non-payment of principal and interest. The Company has reviewed the statement of claim with legal counsel to assess its impact on the Company and has concluded that there is no significant impact on the status of the Company's debt. The Outstanding Note matured in July 2016 and the Company has been unable to repay the amounts owing and interest payments due, which has resulted in the Company defaulting on the note.

On March 7, 2016, March 31, 2016 and June 7, 2016, the Company announced that it had completed private placements with certain of its unsecured lenders, trade creditors and management in settlement of the Promissory Convertible Notes and debt owed, as per the terms of the Debt Restructuring Agreement, as described in Note 11. The Company has not paid interest payments due on its New Promissory Convertible Notes as described in Note 11, which has resulted in the Company defaulting its New Promissory Convertible Notes.

The ability of the Company to continue as a going concern is heavily dependent on the continued support of its lenders and the frac sand market improving, both in demand and in price, and the Company's ability to resume operations at its 7P Plant. In addition to the liquidity and solvency uncertainties described above, the ability to resume full operations at the 7P Plant will require additional financing. In order to resume purchasing and shipping supplies of frac sand and full operations at the 7P Plant, the Company will require additional working capital. As noted, the Company's Secured Lender has been supportive to date. However, there are no assurances that the Company will be able to obtain the working capital to resume operations at the level sufficient to generate cash flows to repay its outstanding obligations.

The Company has cut non-essential costs in an effort to reduce operating losses and has deferred payments wherever possible. During 2016 and 2017, the Company, with the agreement of its Secured Lender, sold non-core assets, including marketable securities and its interest in a general partnership agreement (the "Partnership"), to provide operating funds. However, without an injection of capital and/or until the demand for frac sand returns to pre-2015 levels, the Company will not be able to meet its outstanding obligations or any new obligations as they become due. The defaults on the Company's existing obligations add to the challenge of obtaining additional capital.

There can be no assurance that the Company will be able to restructure its debt further and/or recapitalize, and there is no certainty as to what further steps, if any, the secured and unsecured lenders may take. To date, the Secured Lender has been supportive and has provided limited working capital needed to protect the Company's core assets, and management and the board of directors have reduced and/or deferred salaries and director fees until business recovers, but there is no certainty that this will continue.

In addition to the above liquidity issues, the Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to, continuing losses, dependence on key

individuals and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully fund its projects and operating expenses.

None of the Company's mining projects have commenced commercial production and, accordingly, the Company is dependent upon debt or equity financings, the optioning and/or sale of resource or resource-related assets or interests, exploration results which have the potential for the discovery of economically-recoverable reserves and resources, and/or the ability to generate sufficient cash flow from its other operating activities for its funding. Development of the Company's current nickel mining projects to the production stage will require significant financing. Given the current economic climate, including the low nickel price, and the Company's existing liquidity challenges, the ability to raise sufficient funds will be difficult.

Should the Company not be able to overcome the risks described in this section, the carrying value of the Company's assets would be subject to material adjustment and, in addition, other adjustments may be necessary to these condensed interim consolidated financial statements should such adverse events impair the Company's ability to continue as a going concern as contemplated under GAAP. There is no certainty that the Company will be able to generate sufficient cash to fund its activities including debt servicing, project expenditures and corporate costs. 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. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, which would differ significantly from the going concern basis.

2. BASIS OF PREPARATION

The condensed interim consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB") applicable to the preparation of the interim financial statements, including IAS 34. The accounting policies, methods of computation and presentation applied in these condensed interim consolidated financial statements are consistent with those of the previous fiscal year.

These unaudited condensed interim consolidated financial statements reflect the accounting policies and disclosures described in Notes 2, 3, 4 and 5 to the Company's Audited Consolidated Financial Statements for the years ended December 31, 2016 and 2015 ("2016 Audited Financial Statements") (with the exception of changes set out below, if any) and accordingly, should be read in conjunction with those financial statements and the notes thereto.

The management of the Company prepares the condensed interim consolidated financial statements, which are then reviewed by the Audit Committee and the Board of Directors. The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 6, 2017 and are made available to shareholders and others through filing on SEDAR shortly thereafter.

These financial statements are presented in US dollars, which is the Company's functional currency. All financial information is expressed in US dollars unless otherwise stated; tabular amounts are stated in thousands of dollars.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are set out in detail in Note 3 to the 2016 Audited Financial Statements. Such policies have been applied consistently by all Victory Nickel entities and to all periods presented in these condensed interim consolidated financial statements.

There have been no new accounting policies adopted by the Company.

4. RECEIVABLES AND PREPAIDS

	September 30, 2017	December 31, 2016
Trade accounts receivable	$ 80	$ 41
Less: Allowance for doubtful accounts	-	(23)
	80	18
Other receivables	7	51
Prepaid expenses and deposits	7	9
	$ 94	$ 78

The aging of trade accounts receivable is as follows:

	September 30, 2017	December 31, 2016
Trade accounts receivable		
Current	$ 30	$ 16
Past due 0-30 days	50	2
Past due 90 days	-	23
	$ 80	$ 41

The Company maintains an allowance for doubtful accounts that represents its estimate of the uncollectible amounts based on specific losses estimated on individual exposures. During the first quarter of 2017, the previous allowance for doubtful accounts of $23,000 at December 31, 2016 was written off. As at September 30, 2017, two of the Company's customers accounted for 100% of the trade accounts receivable balance (December 31, 2016 – two customers for 100%).

5. MARKETABLE SECURITIES

	September 30, 2017	December 31, 2016
Financial assets at fair value through Other Comprehensive Income:		
Shares	$ 241	$ 158
	$ 241	$ 158

6. INVENTORY

	September 30, 2017	December 31, 2016
Raw material		
At transload facility	$ 98	$ 188
Stored at 7P Plant	352	568
	450	756
Finished goods & other inventory	1,075	1,467
	$ 1,525	$ 2,223

7. PROPERTY, PLANT AND EQUIPMENT

	Land and Building	7P Plant	Vehicles and Mobile Equipment	Equipment and Furniture	Total
Balances as at January 1, 2017					
Cost	83	4,804	708	220	5,815
Accumulated Amortization	(13)	(1,415)	(418)	(39)	(1,885)
Effect of Foreign Exchange	(8)	(145)	(41)	(169)	(363)
Carrying Amount	**$ 62**	**$ 3,244**	**$ 249**	**$ 12**	**$ 3,567**
Additions	-	33	-	-	-
Disposals - cost	-	-	(23)	-	-
Disposals - accumulated amortization	-	-	15	-	15
Amortization	(1)	(388)	(50)	(2)	(441)
Balances as at September 30, 2017					
Cost	83	4,837	685	220	5,815
Accumulated Amortization	(14)	(1,803)	(453)	(41)	(2,311)
Effect of Foreign Exchange	(8)	(106)	(41)	(171)	(326)
Carrying Amount	**$ 61**	**$ 2,928**	**$ 191**	**$ 8**	**$ 3,188**

8. MINE PROPERTY AND DEVELOPMENT PROJECT

	January 1, 2017	Current Expenditures	**September 30, 2017**
Minago	$ 34,974	$ 17	**$ 34,991**
	$ 34,974	$ 17	**$ 34,991**

Minago

The 100%-owned Minago project covers approximately 19,799 ha, through a combination of mining claims, mineral leases and a mineral exploration licence, on Manitoba's Thompson Nickel Belt. The property encompasses the Nose Deposit, which contains the entire current nickel mineral resource, and the North Limb, a zone of nickel mineralization with a known strike length of 1.5 kilometres located to the north of the Nose Deposit. Importantly, the Minago project, like all of the Company's nickel projects, is a sulphide nickel deposit. Sulphide nickel deposits are capable of producing the high-grade, high-quality nickel products required for the production of the batteries used in rapidly-growing electric vehicle segment making nickel an Energy Metal along with lithium and cobalt. Unlike sulphide deposits, low-grade nickel laterite ores are processed into a nickel-pig-iron product of 3%-10% nickel and 85%-90% iron as stainless steel feed which is not suitable for battery use and therefore cannot compete for electric vehicle market share with sulphide nickel deposits.

From 2006 to date, considerable work has been performed, including diamond drilling, metallurgical testing and engineering studies and all the studies required to complete the Environmental Impact Study that was filed in May 2010. As a result, in August 2011, the Company received its Environmental Act Licence ("EAL"). In April 2014, the Company announced the filing of an amendment to the EAL to relocate the permitted Minago tailings facilities, such that it will not interfere with potential nickel resources and also reduce operating costs. Consultations with First Nations by the Government of Manitoba continue. On completion, the government is expected to issue the amendment to the existing EAL which continues to be valid. The results of the Minago Feasibility Study ("FS") were announced in December 2009 and improvements thereto announced in June 2010 and July 2011.

Five mineral claims totalling 691 ha located at the north end of the Company's existing Minago property package are subject to a maximum 2% net smelter return royalty ("NSR") with a 50% back-in right; these claims represent approximately 2.4% of the total Minago project and are not contained in the FS pit footprint.

The Minago project is not in production. Accordingly, the Minago project is not being depreciated.

9. EXPLORATION AND EVALUATION PROJECTS

	January 1, 2017	Current Expenditures	Writedowns/ Recoveries	**September 30, 2017**
Lac Rocher	$ 1,922	$ -	$ -	**$ 1,922**
Mel	6,796	-	-	**6,796**
	$ 8,718	$ -	$ -	**$ 8,718**

Lac Rocher

The Lac Rocher sulphide nickel project, which is 100%-owned, is located 140 kilometres northeast of Matagami in northwestern Québec. The project is subject to a royalty of CAD$0.50 per ton on any ores mined and milled from the property and a 2% NSR described below.

The Lac Rocher property is subject to a discovery incentive plan (the "DIP") to reward certain individuals involved in the discovery of Lac Rocher with a 2% NSR for mines that were discovered on certain properties prior to the expiry of the DIP. The NSR is payable only on revenues earned after recovery of all development costs for any mine on the property. The terms of the DIP provide the Company with a right of first refusal on any proposed disposition of the NSR. In addition, the DIP contains put/call provisions under which the Company may be required to purchase, or may exercise an option to purchase, the NSR at the value of its discounted cash flows, as defined therein. The Lac Rocher property is the only property subject to the DIP. As the Lac Rocher property is not yet in production, no royalties are currently payable.

Mel

The Company purchased a 100% interest in the Mel sulphide nickel properties located near Thomson, Manitoba from Vale. Vale is entitled to a 10% royalty on "distributable earnings" defined as net revenue less operating expenses, before federal and provincial income taxes, after provincial mining taxes and less aggregate pre-production capital but before depreciation.

Vale has a contractual obligation to mill ore mined from the Mel deposit at its cash cost plus 5% provided that the product meets Vale specifications and that Vale has sufficient mill capacity.

Lynn Lake

The Company owns a 100% right, title and interest in the Lynn Lake nickel property ("Lynn Lake"), covering approximately 600 ha in northern Manitoba. In November 2014, the Company announced that it had optioned the Lynn Lake property to Corazon Mining Ltd. ("Corazon"). Under the terms of the option agreement, subject to any required regulatory approvals, Corazon can acquire a 100% interest in Lynn Lake by issuing to Victory Nickel, 40,000,000 Corazon shares upon closing and incurring AU$3,500,000 in exploration expenditures or payments (in cash or Corazon shares at Corazon's option) to Victory Nickel before November 2019. In addition, Victory Nickel will retain a 1.5% net smelter royalty on production from Lynn Lake and receive a payment of AU$1,000,000 (in cash or Corazon shares at Corazon's option) within 30 days of ore processing activities. In April 2015, the Company received 40,000,000 shares of Corazon valued at $192,000 as part of the option agreement. These shares were sold in 2016.

Bear Coulee

In October 2014, the Company entered into an option to acquire a 100% interest in a frac sand land package totalling over 300 acres in Trempeleau County Wisconsin, USA (the "Bear Coulee Property"). The option agreement provides for a cash payment on signing of the agreement, a second cash payment on delivery of permits and a third cash payment on exercise of the option. The option is valid for six months from receipt of permits with two equivalent extensions available under certain circumstances. Prior to production, the Company will be required to pay $40,000 per annum as advance royalties on the initial 20,000 tons of sand production. Once the Bear Coulee Property is in production, the Company will be required to pay a royalty of $2.00 per ton of frac sand sold that is mined from the property.

In February 2015, the Company announced that a resource estimate of approximately 11 million tons of sand has been completed on the Bear Coulee Property and was incorporated into a National Instrument 43-101 technical report.

10. TRADE AND OTHER PAYABLES

		September 30, 2017		December 31, 2016
Accounts payable				
Mine property and development project	**$**	**14**	$	11
Exploration and evaluation projects		**3**		3
Frac Sand segment		**1,857**		1,765
Other payables		**45**		10
Accrued liabilities				
Other accrued liabilities		**289**		227
Lease obligations - current portion		**28**		125
	$	**2,236**	$	2,141

As part of the SPA Amended Loan (defined in Note 11) with the Secured Lender, the Company agreed to not make any payments to settle past unsecured debt or balances outstanding with trade creditors who did not agree to the Debt Restructuring Agreement, prior to the repayment of the Senior Secured Debt, without the Secured Lender's approval. The balances outstanding with trade creditors who did not agree to the Debt Restructuring Agreement amounted to $1,597,000 as at September 30, 2016, compared with $1,554,000 at December 31, 2016 (the change from period to period is due to foreign exchange currency translations at period end).

11. LOANS AND BORROWINGS

	Notes		**September 30, 2017**		December 31, 2016
Current loans and borrowings					
Senior Secured Debt	*(a)*	**$**	**5,467**	$	-
Current portion of Promissory Convertible Notes	*(b)*		**3,000**		3,000
Current portion of New Promissory Convertible Notes	*(b)*		**1,754**		1,298
Debt due to management & directors	*(b)*		**280**		-
Accrued interest			**2,944**		1,775
Total current loans and borrowings			**13,445**		6,073
Long-term loans and borrowings					
Senior Secured Debt	*(a)*	**$**	**-**	$	5,468
New Promissory Convertible Notes	*(b)*		**-**		123
Long term debt due to management & directors	*(b)*		**-**		280
Total long-term loans and borrowings			**-**		5,871
		$	**13,445**	$	11,944

(a) Senior Secured Debt

		September 30, 2017		December 31, 2016
Carrying balance at beginning of the year	**$**	**5,468**	$	5,150
Conversion from accrued interest		**-**		350
Change in fair value of warrants with a cashless exercise feature		**(4)**		6
Change in unamortized fair value of warrants		**10**		(15)
Unamortized loan fees		**(7)**		(23)
Senior Secured Debt	**$**	**5,467**	$	5,468

In May 2014, the Company announced that it had executed the SPA Loan ("SPA Loan"), to issue and sell to the purchaser senior secured 14.8% notes in the aggregate principal amount of $4,000,000. In June 2015, the Company announced it had entered into an amending agreement (the "SPA Amended Loan") with respect to the

SPA Loan. On March 3, 2016 the Company announced that it had completed the restructuring of the SPA Amended Loan per the terms of the Debt Restructuring Agreement. The SPA Amended Loan was increased to $5,500,000 and the maturity date extended by 30 months to January 31, 2018.

The interest rate on the Senior Secured Debt remained unchanged at 14.8% with interest payable in arrears. The Senior Secured Debt will be due in full on the date of maturity, subject to a cash sweep of 75% of free cash flow ("Free Cash Flow") payable within 45 days following the end of each fiscal quarter and 90 days from each fiscal year end. Free Cash Flow will be calculated based on the Company's quarterly unaudited and annually audited consolidated statement of cash flows, as net cash from operating and investing activities, plus interest and lease payments from financing activities. Allowable investing activities must be approved in advance by the Secured Lender.

Warrants issued to the Secured Lender

Under the terms of the SPA Loan, the Company issued 2,000,000 common share purchase warrants. The number of warrants is subject to an increase from 500,000 to 1,000,000 warrants for each $1,000,000 note issued under the SPA Loan, if any of the notes are prepaid and the closing price of the Company's share price is CAD$2.00 or lower on the trading day preceding the date of such prepayment (the "Original Warrants"). Given that there are costs associated with the prepayment right, the Company has valued the prepayment right at $nil. Each original warrant entitled the holder to purchase one common share of the Company at an exercise price of CAD$1.00 for a period of 36 months from the initial closing date.

Pursuant to the terms under SPA Amended Loan, the Original Warrants were amended to reduce the exercise price to CAD$0.50 and to extend the expiry date to June 3, 2017. Additionally, as partial consideration for entering into the SPA Amended Loan, the Company issued an additional 575,000 common share purchase warrants on the same terms, including the amended pre-payment terms, as the Original Warrants (together with the Original Warrants, the "Warrants").

Under the terms of the Senior Secured Debt, the Warrants were amended to reduce the exercise price to CAD$0.25 and to extend the expiry date to January 31, 2018. Additionally, as partial consideration for entering into the Senior Secured Debt, the Company issued an additional 175,000 common share purchase warrants on the same terms, including the amended pre-payment terms, as the Warrants (together with the Warrants, the "New Warrants").

The New Warrants are subject to a cashless exercise provision and are considered a component of debt rather than equity; the fair value at inception of the Senior Secured Debt was calculated at $26,000 and was revalued at September 30, 2017 to $13,000, with the change in fair value recorded in finance income or costs (Note 17).

The value of the warrants with a cashless exercise provision has been calculated using the Black-Scholes option-pricing model using the following parameters:

	September 30, 2017	December 31, 2016
Fair value	**CAD$0.00**	CAD$0.00
Share price at valuation date	**CAD$0.05**	CAD$0.02
Assumptions		
Exercise price	**CAD$0.25**	CAd$0.25
Expected volatility	**162%**	167%
Expected remaining term (years)	**0.33**	1.08
Risk-free interest rate	**1.51%**	0.73%

(b) Promissory Convertible Notes

	September 30, 2017	December 31, 2016
Total Principal Outstanding at beginning of the period	$ 4,421	$ 5,942
Less: refinancing of Promissory Convertible Notes	-	(1,475)
Add: refinancing of debt owed to trade creditors, directors and management	-	512
Change in present value discount on debt	207	(473)
Change in fair value of warrants with a cashless exercise feature	(6)	70
Change in unamortized fair value of warrants	80	(155)
Effect of foreign exchange	52	-
Carrying balance at the end of the period	4,754	4,421
Less: current portion of Promissory Convertible Notes	(3,000)	(3,000)
Less: current portion of New Promissory Convertible Notes	(1,754)	(1,298)
New Promissory Convertible Notes - Long term portion	$ -	$ 123

In November 2013 and during 2014, the Company entered into several unsecured Promissory Convertible Notes and incurred interest payable quarterly at 14.8% and were convertible at the option of the holder into the Company's common shares at CAD$1.00. All Promissory Convertible Notes had a two-year term.

On March 6, 2016, March 31, 2016 and June 7, 2016, the Company announced that it had completed restructuring a portion of its debt through private placements of common shares and unsecured promissory convertible notes (the "New Promissory Convertible Notes") in settlement of current indebtedness to certain of its unsecured lenders and trade creditors (collectively the "Unsecured Debt Restructuring"). Completion of the Unsecured Debt Restructuring represented 50% of the value owed to the Promissory Convertible Note Holders and Trade Creditors. The Unsecured Debt Restructuring included issuing 27,698,443 common shares of the Company and issuing New Promissory Convertible Notes of USD$1,481,000 and CAD$933,000.

Promissory Convertible Note Holders
Debt of $2,750,000 and CAD$265,000 held by the Promissory Convertible Note holders was repaid under the following terms:

1) 50% of the value of the Promissory Convertible Notes issued between November 2013 and July 2014, with an interest rate of 14.8% per annum, was converted to 8,876,350 of common shares of the Company.
2) The remaining 50% of the value of the Promissory Convertible Notes were replaced with the New Promissory Convertible Notes, having the following terms:
   - A maturity date of July 31, 2018;
   - An interest rate of 7% per annum, payable annually or at any time in cash or in common shares valued at market, at the option of the Company;
   - Convertible at CAD$0.25 per share; and
   - Holders of the New Promissory Convertible Notes will also receive one common share purchase warrant for every four common shares acquired upon conversion of the New Promissory Convertible Notes, with an exercise price of CAD$0.50 per share, exercisable for a five year period from the date of conversion.

All of the Promissory Convertible Note holders participated in the Debt Restructuring Agreement, except for one holder of the Outstanding Note. On March 27, 2016, the Company announced that it had received notice that the holder of the Outstanding Note had filed a statement of claim concerning non-payment of principal and interest. The Company has reviewed the statement of claim with legal counsel to assess its impact on the Company and has concluded that there is no significant impact on the status of the Company's debt. Pursuant to the terms of the Senior Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the Senior Secured Debt is repaid. As a result, the Company has not paid interest accrued on the Outstanding Note. The Outstanding Note matured in July 2016 and the Company has been unable to repay the amounts owing and interest payments due. This has resulted in the Company defaulting on the Outstanding Note.

Trade Creditors
Restructuring of debt owed to certain trade creditors, directors and management of $211,000 and CAD$1,600,000 was repaid under the following terms:

1) 50% of debt owed to trade creditors, directors and management, was converted to 18,822,093 of common shares of the Company.
2) The remaining 50% of the debt owed to trade creditors was paid with the New Promissory Convertible Notes, having the same terms as outlined above in the section ‘Promissory Convertible Note Holders’.
3) The remaining 50% of debt owed to directors and management will be deferred for payment no sooner than January 31, 2018.

The option to convert the New Promissory Convertible Notes to common shares of the Company, have been calculated using the Black-Scholes option-pricing model using the following parameters:

	September 30, 2017	December 31, 2016
Fair values	**CAD$0.01**	CAD$0.00 to $0.01
Share price at valuation date	**CAD$0.05**	CAD$0.02
Assumptions		
Exercise price	**CAD$0.25**	CAD$0.25
Expected volatilities	**160% to 164%**	158% to 163%
Expected remaining term (years)	**0.83**	1.58
Risk-free interest rate	**1.51%**	0.73%

The Company has not made interest payments due on its New Promissory Convertible Notes, which has resulted in the Company defaulting on the New Promissory Convertible Notes.

12. PARTICIPATING INTEREST

Pursuant to a participating interest loan (the “Participating Interest”) with Nuinsco Resources Limited (“Nuinsco” or the “Lender”), the Lender has the right to convert the outstanding balance into a limited participating interest (the “Conversion”), whereby the Lender is entitled to receive a share of cash flows earned from the sale of frac sand from the 7P Plant. The Lender’s participation was capped at CAD$10,000,000, with a minimum of CAD$7,500,000, and was subject to adjustment under certain circumstances.

The Participating Interest is classified as a financial liability carried at amortized cost. The estimated future cash flows discounted at 15% were determined using a probability-weighted estimation of future expected cash flow scenarios from the three-phased frac sand business based on current expectations of business results, capital costs and pre-operating expenditures. An assessment is made regarding the applicable ceiling for the cash flows which is dependent upon the phase attained by the Company when payments under the Participating Interest are anticipated. These cash flows were on the basis of completion of phase two; the Company expects to enter phase two before paying out the expected cash flows, despite announcing during February 2015, a deferral of phase two. The Company also included probability weightings of 50%, 25% and 25% as risk factors applied to varying levels of expected cash flows – being zero, 50% and 100% of the applicable ceiling maximum of CAD$7,667,000.

As described earlier, the percentage participation in net cash flows is 52.16% and the applicable ceiling for phase two is CAD$7,667,000 (phase one - CAD$10,222,000). As a result of the continued slowdown in demand for frac sand, the continued suspension of operations at the 7P Plant and the losses incurred during the last few years, the estimated fair value of the Participating Interest was valued at $933,000 at September 30, 2017. This is a Level 3 methodology and is subject to the highest level of uncertainty. The Company will continue to review and revise its estimates of expected future cash flows, as the expectations of payments of the Participating Interest change. Changes in that estimate will be recorded through operations with appropriate adjustment for actual cash flows paid.

13. LEASE OBLIGATIONS

	September 30, 2017	December 31, 2016
Vehicles and Mobile Equipment:		
Total present value of minimum lease payments	$ 516	$ 516
Principal payments	(488)	(386)
Total present value of minimum lease payments remaining	28	130
Lease obligations - current portion	(28)	(125)
Lease obligations - long-term	$ -	$ 5

The Company has finance lease obligations for equipment in use at the 7P Plant. At the end of the lease obligations, ownership is transferred to the Company for all leases except two, whereby an election is to be made 60 to 90 days prior to the end of the lease term at the purchase option price of CAD$1.00 and CAD$10.00.

The future minimum lease payments are as follows:

	September 30, 2017	December 31, 2016
Less than 1 year	$ 28	$ 130
Between 1 and 5 years	-	5
Total minimum lease payments payable	28	135
Future finance charges on minimum lease payments	-	5
Present value of minimum lease payments	$ 28	$ 130

14. CAPITAL AND OTHER COMPONENTS OF EQUITY

The issued and outstanding common shares are as follows:

	Number of Shares	Share Capital
Balance as at January 1 and September 30, 2017	92,370,968	$ 53,241

15. EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted earnings (loss) per share for the period ended were as follows:

	Three months ended September 30, 2017	Nine months ended September 30, 2017
Weighted average number of common shares at beginning and end of the period - Basic and Diluted	92,370,968	92,370,968
Number of options excluded	13,580,000	13,580,000
Number of warrants excluded	2,750,000	2,750,000
Number of shares from conversion of New Promissory Notes excluded	10,046,746	10,046,746
Net loss attributable to shareholders - Basic and Diluted	$ (577)	$ (2,139)
Weighted Average Basic and Diluted Loss Per Share	$ (0.01)	$ (0.02)

The effect of adjustments to the weighted average number of common shares would be anti-dilutive when the Company incurs losses. The table above provides the weighted average number of shares on a diluted basis for periods where losses are incurred for information only. The average market value of the Company's shares for purposes of calculating the dilutive effect of share options is based on quoted market prices for the respective periods during which the options were outstanding.

16. SHARE-BASED PAYMENTS

Stock Options

The number and weighted average exercise prices of options are as follows:

(amounts in Canadian dollars)	Number of options September 30, 2017	Weighted average exercise price September 30, 2017
Outstanding as at beginning of the period	2,235,000	$ 0.49
Granted	12,900,000	$ 0.05
Expired, Forfeit or Cancelled	(1,555,000)	$ 0.48
Outstanding as at end of the period	**13,580,000**	**$ 0.07**
Exercisable as at end of the period	**10,380,000**	**$ 0.08**

	Number of options outstanding September 30, 2017	Weighted average remaining contractual life (years) September 30, 2017
Range of exercise prices (Canadian dollars)		
$0.05 to $0.06	12,900,000	4.40
$0.30	322,000	0.74
$0.55	103,000	1.35
$0.70	255,000	1.81
	13,580,000	**4.28**

During the three and nine months ended September 30, 2017, the Company recorded $48,000 and $380,000, respectively, in share-based payments upon the vesting of options. At September 30, 2017, an additional $90,000 in share-based payments remains to be recognized up until June 2018. Options outstanding at September 30, 2017 expire between May 2018 and June 2022.

The grant-date fair values of share-based payments were measured based on the Black-Scholes option pricing model. The inputs used in the measurement of the fair values at grant date during the period end were as follows:

	September 30, 2017
Fair values	**CAD$0.047 to CAD$0.057**
Share prices at valuation dates	**CAD$0.05 and CAD$0.06**
Assumptions	
Exercise price	**CAD$0.05 and CAD$0.06**
Expected volatilities	**169.48% to 169.73%**
Expected remaining terms (years)	**5**
Expected dividends	**-**
Risk-free interest rates	**0.88% to 1.10%**

Share purchase warrants

The number and weighted average exercise prices of warrants at the period ended were as follows:

(in Canadian dollars)	Date Issued	Life (mths)	Number of warrants	Weighted average exercise price
Issued pursuant to private placements				
New Warrants (a)	March 3, 2016	23	**2,750,000**	**$ 0.25**
Outstanding as at end of the period			**2,750,000**	**$ 0.25**

(a) These warrants may be settled without cash and are, accordingly, classified as debt rather than as a component of contributed surplus. Refer to Note 11 for more details on the issuance of warrants related to the Senior Secured Debt.

17. FINANCE INCOME AND FINANCE COSTS

	Three months ended		Nine months ended	
	September 30, 2017	September 30, 2016	**September 30, 2017**	September 30, 2016
Change in value of options/warrants under Debt Restructuring Agreement	**$ 10**	$ 161	**$ 10**	$ 358
Gain on Debt Restructuring Agreement	**-**	-	**-**	2,056
Change on the value of Participating Interest	**-**	-	**-**	1,702
Gain on sale of Partnership	**-**	-	**-**	283
Net foreign exchange gain	**16**	-	**43**	-
Finance income	**26**	161	**53**	4,399
Interest expense on loans				
Accrued and/or cash settled	**407**	418	**1,204**	1,087
Amortization of loan fees	**6**	5	**17**	11
Amortization of embedded derivatives	**30**	-	**207**	-
Loss on Debt Restructuring Agreement	**-**	239	**-**	-
Change in value of options/warrants under Debt Restructuring Agreement	**28**	-	**84**	-
Net foreign exchange loss	**-**	59	**-**	59
Other	**3**	-	**17**	-
Finance costs	**474**	721	**1,529**	1,157
Net Finance (Costs) Income	**$ (448)**	$ (560)	**$ (1,476)**	$ 3,242

18. OPERATING SEGMENT

Reporting Segment

The Company is engaged in the exploration, evaluation and development of properties for the mining and production of nickel and associated products; since January 1, 2014, it also has been a producer and supplier of premium frac sand from its 7P Plant. Accordingly, the Company has three reporting segments: Corporate, Exploration and Development, and Frac Sand.

The Corporate segment operates to support the Company's activities, including exploration and development projects and the frac sand business.

Senior management makes decisions with respect to Exploration and Development by considering exploration and development potential and results on a project basis. The exploration and development projects are all located in Canada. Any applicable amounts relating to such projects will continue to be capitalized to the relevant project as either *Exploration and evaluation projects* or *Mine property and development project* on the consolidated balance sheets.

The Frac Sand segment is managed and operated by Victory Silica's executives and employees, although the business and operating assets are part of Victory Nickel (refer also to Note 20). The segment is located in Canada, although raw materials purchases are sourced from the United States.

The following tables provide information on the assets of the Company's segments:

	September 30, 2017	December 31, 2016
Canada		
Corporate	**$ 1,996**	$ 1,863
Exploration and Development	**43,709**	43,692
Frac Sand	**4,724**	5,803
Intersegment elimination	**(1,511)**	(1,443)
Total Assets	**$ 48,918**	$ 49,915

There have been no changes in the reportable segments or the treatment of segmented assets and sales during the period.

Nine Months Ended September 30, 2017	Corporate	Exploration and Development	Frac Sand	Total	September 30, 2016
Sales	$ -	$ -	$ 723	$ 723	$ 69
Cost of goods sold	-	-	(989)	(989)	27
Gross margin	-	-	(266)	(266)	96
Operating expenses					
General and administrative	(290)	(17)	(151)	(458)	(790)
Share-based payments	(380)	-	-	(380)	-
Amortization of property, plant and equipment	(1)	(2)	(423)	(426)	(464)
Operating loss	(671)	(19)	(840)	(1,530)	(1,158)
Finance income	53	-	-	53	4,399
Finance costs	(1,529)	-	-	(1,529)	(1,157)
Net finance (costs) income	(1,476)	-	-	(1,476)	3,242
(Loss) Income before income taxes	(2,147)	(19)	(840)	(3,006)	2,084
Income tax recovery (expense)	867	-	-	867	(3,064)
Net loss for the period	$ (1,280)	$ (19)	$ (840)	$ (2,139)	$ (980)

Three Months Ended September 30, 2017	Corporate	Exploration and Development	Frac Sand	Total	September 30, 2016
Sales	$ -	$ -	$ 428	$ 428	$ -
Cost of goods sold	-	-	(544)	(544)	-
Gross margin	-	-	(116)	(116)	-
Operating expenses					
General and administrative	(37)	(1)	(82)	(120)	(212)
Share-based payments	(48)	-	-	(48)	-
Amortization of property, plant and equipment	-	(1)	(145)	(146)	(152)
Operating loss	(85)	(2)	(343)	(430)	(364)
Finance income	26	-	-	26	161
Finance costs	(474)	-	-	(474)	(721)
Net finance costs	(448)	-	-	(448)	(560)
Loss before income taxes	(533)	(2)	(343)	(878)	(924)
Income tax recovery	301	-	-	301	-
Net loss for the period	$ (232)	$ (2)	$ (343)	$ (577)	$ (924)

19. RELATED PARTIES AND MANAGEMENT AGREEMENT

Related Party Balances and Transactions

Short-term employee benefits provided by the Company to key management personnel include salaries, directors' fees, statutory benefit contributions, paid annual vacation and paid sick leave as well as non-monetary benefits such as medical care. In addition to short-term employee benefits, the Company may also issue options and shares as part of the stock option plan and share bonus plan. Payables to key management personnel generally relate to directors' fees, consulting fees and expense reimbursements. Balances and transactions with related parties for the periods ended are shown in the following tables:

	September 30, 2017	December 31, 2016
Balances Outstanding		
Debt due to key management personnel	**$ 280**	$ 280
Other payables due to key management personnel	**253**	160
	$ 533	$ 440

Key management personnel compensation is comprised of:

	Three months ended		**Nine months ended**	
	September 30, 2017	September 30, 2016	**September 30, 2017**	September 30, 2016
Short-term employee benefits	**$ 86**	$ 84	**$ 237**	$ 252
	$ 86	$ 84	**$ 237**	$ 252

20. COMPANY ENTITY

Significant Subsidiary - Victory Silica

On June 19, 2012, the Company announced the creation of Victory Silica to establish the Company as a supplier of premium frac sand prior to commencing frac sand sales from the Minago project. Victory Silica manages the frac sand business on behalf of the Company.

	September 30, 2017	December 31, 2016
Victory Silica Ltd.		
Current assets	**$ 14**	$ 20
Current liabilities	**$ 36**	$ 33

VICTORY NICKEL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2017

DATED NOVEMBER 6, 2017

VICTORY NICKEL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Three and Nine Months Ended September 30, 2017

The following discussion of the results of operations, financial condition and cash flows of Victory Nickel Inc. ("Victory Nickel" or the "Company") prepared as of November 6, 2017 consolidates management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended September 30, 2017, and factors reasonably expected to impact on future operations and results. This discussion is intended to supplement and complement the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2017 (the "Unaudited Condensed Interim Consolidated Financial Statements") and the notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS").

Certain information and discussion included in this management's discussion and analysis ("MD&A") constitutes forward-looking information. Readers are encouraged to refer to the cautionary notes contained in the section Forward-Looking Statements at the end of this MD&A.

Readers are also encouraged to consult the audited consolidated financial statements for the years ended December 31, 2016 and 2015 ("2016 Audited Financial Statements"). The Unaudited Condensed Interim Consolidated Financial Statements and the 2016 Audited Financial Statements are available at www.sedar.com and at the Company's website www.victorynickel.ca. All amounts disclosed are in United States dollars ("US$" or "US dollars") unless otherwise stated as Canadian dollars ("CAD$") or Australian dollars ("AU$"). All tabular amounts are in thousands of US dollars.

Shares of the Company trade on the Canadian Securities Exchange ("CSE") under the symbol NI as of February 22, 2016. Prior to that date, shares of the Company traded on the Toronto Stock Exchange.

COMPANY OVERVIEW

The Company was formed on February 1, 2007 as an exploration and development mineral resource company and was primarily engaged in the acquisition, exploration, evaluation and development of nickel projects and associated products in Canada. Victory Nickel owns 100% of four advanced sulphide nickel projects: the Minago, Lynn Lake (under option with Corazon Mining Ltd. ("Corazon"), an Australian public company (ASX: CZN)) and Mel projects in Manitoba, and the Lac Rocher project in Québec. Importantly, sulphide nickel deposits are capable of producing the high-grade, high-quality nickel products required for the production of the batteries used in rapidly-growing electric vehicle segment making nickel a so-called "Energy Metal" along with lithium and cobalt. Unlike sulphide deposits, low-grade nickel laterite ores are processed into a nickel-pig-iron product of 3%-10% nickel and 85%-90% iron as stainless steel feed which is not suitable for battery use. Therefore laterite deposits cannot compete for electric vehicle market share with sulphide nickel deposits. The Minago project is the Company's most advanced nickel project. A feasibility study on the Minago Project ("Minago FS") was completed and the results were announced in December 2009, the Environmental Impact Study ("EIS") was filed in May 2010 and receipt of the Environmental Act Licence ("EAL") was announced in August 2011. Subsequent improvements to the project were announced in June 2010 and July 2011. In April 2014, the Company announced the filing of an amendment to the EAL to relocate the permitted Minago tailings facilities such that it will not interfere with potential nickel resources and also reduce operating costs. Consultations with First Nations by the Government of Manitoba are ongoing. On completion, it is expected that the Government will issue the requested amendment to the existing EAL.

Victory Nickel is also a producer and supplier of premium Wisconsin frac sand from its frac sand plant (the "7P Plant") located near Seven Persons, Alberta, approximately 18 kilometres southwest of Medicine Hat, Alberta. High-quality Northern White frac sand is sourced from Wisconsin, USA, through the Company's wholly-owned subsidiary Victory Silica Ltd. ("VSL" or "Victory Silica"). Northern White occurs predominantly in the US Mid-West and generally exceeds American Petroleum Institute ("API") specifications for frac sand. For this reason, it is a highly-desirable and preferred frac sand. Frac sand is used as a proppant to enhance the recovery from oil and gas wells. The 7P Plant comprises a wet plant with a nominal capacity of approximately 120,000 tons per annum ("tpa") and a fully-operational dry plant with a nominal capacity of 500,000 tpa. The Company established itself as a frac sand producer by acquiring concentrated sand in Wisconsin, USA, washing it prior to shipping the concentrate to the Company's 7P Plant for processing into four main categories of finished frac sand products.

Crucial to the success of its frac sand operations is the Company's ability to build a solid customer base within an economic distance of its production facilities. The Company was able to establish itself as a preferred supplier in the areas

around Medicine Hat, Alberta through spot-market sales and short-term contracts. The Company's 7P Plant is located in close proximity to oil and gas producing plays in Alberta, BC, Saskatchewan and North Dakota, allowing customers to purchase sand FOB the 7P Plant and use their own trucks to deliver to the wellhead or, alternatively, to have the Company deliver frac sand directly to the wellhead. A small portion of finished sand is delivered by rail.
The Company's decision to enter the frac sand business was initially based on the need to generate cash flow and the desire to highlight the value of the frac sand as a co-product at its Minago nickel project in Manitoba. Based on the Minago FS, approximately 11 million tonnes of frac sand exist within the Minago pit footprint. The pit footprint represents only a small portion of the Minago property. The frac sand is a significant contributor to the economics of the Minago project.

To ensure long-term supply of concentrated sand, the Company entered into an option to acquire a 100% interest in a frac sand land package totalling over 300 acres in south western Wisconsin, USA (the "Bear Coulee Property"). The option is valid for six months from receipt of permits with two equivalent extensions available under certain circumstances. Prior to production the Company will be required to pay $40,000 per annum as an advance royalty on the initial 20,000 tons of sand production. Once the Bear Coulee Property is in production, the Company will be required to pay a royalty of $2.00 per ton of frac sand sold from the property. The Bear Coulee frac sand property is located in Trempeleau County, Wisconsin. In February 2015, the Company announced that a resource estimate of approximately 11 million tons of sand has been completed by Summit Envirosolutions Inc. on the Bear Coulee Property and was incorporated into a National Instrument 43-101 technical report.

The Company's board of directors approved the construction of a wet plant in Wisconsin or Minnesota and has considered building a second 1,000,000 tpa dry plant in or near Winnipeg, Manitoba. Market conditions necessitate the deferral of any such construction until more certainty returns to the oil and gas sector.

Due to the sudden drop in the price of oil during late 2014, drilling activity by oil and gas exploration and production ("E&P") companies decreased significantly, and sustained relatively low oil and gas prices continued to negatively affect frac sand demand through 2016 and into 2017. The drop in sales required a temporary suspension in production in April 2015. The 7P Plant operates on an as-needed basis only (see Going Concern below). In March 2017, the Company announced that due to the current increasing market demand for frac sand, it has restarted the dry plant at its 7P Plant. In October 2017, the Company announced that it had completed the refurbishment of its frac sand wash plant at 7P Plant that is now operational, providing the ability to immediately wash and sell frac sand.

Going Concern
The Unaudited Condensed Interim Consolidated Financial Statements have been prepared using Generally Accepted Accounting Principles ("GAAP") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. As at September 30, 2017, the Company had a working capital deficiency of $13,660,000, calculated as current assets less current liabilities, an increase of $8,102,000 from a working capital deficiency of $5,558,000 as at December 31, 2016. At September 30, 2017, the debts of $13,445,000 were the largest factor in the Company's working capital deficiency, as the Company was in default on all secured and unsecured debt.

The Company's main assets are its nickel projects. Minago, the most advanced of its projects is permitted and ready for development. However, development costs are in excess of $500,000,000 and given the current price of nickel, it is unlikely that financing for this project will be available in the near future.

On April 14, 2015, the Company announced that operations at the 7P Plant were temporarily suspended until the demand for frac sand improved; this temporary suspension was due to the dramatic decrease in energy pricing that began in 2014 and continued through the current year. Since March 2015, sales have been significantly below rates achieved during 2014 and continue well below the level required to generate positive cash flow. The 7P Plant was restarted in March 2017 and continues to operate on an as-needed basis in order to fulfil customer needs. 2017 has shown some improvement in the slowdown in drilling activity due to the severe drop in the price of oil, but sales have yet to recover to levels that would generate positive cash flow. In October 2017, the Company announced that it had completed the refurbishment of its frac sand wash plant at 7P Plant. With the wash plant now operational, the Company will able to recover approximately 21,000 tons of high-quality Northern White Wisconsin frac sand that was spilled as a natural outcome of dry sand processing and which comprises the highest margin portion of inventory.

The near-term outlook in the frac sand market remains unclear. The US dollar continues to impact demand for high-quality Wisconsin sand in Canada as the price for domestic sand has dropped and service companies appear satisfied with using lower-quality domestic sand, because of the price differential. As the Company's inventory is Wisconsin frac sand, this will

continue to stress the Company's liquidity until such time as the market demand recovers and operations can resume on a consistent basis.

Cash flows from frac sand sales were not sufficient to cover operating costs and the Company was not able to make a portion of the interest payments due during 2016 and the nine months ended September 30, 2017.

On March 3, 2016 the Company announced that it had completed the restructuring of the SPA Amended Loan (as defined and outlined in Note 11 to the Unaudited Condensed Interim Consolidated Financial Statements), which included terms of a debt restructuring package (the "Debt Restructuring Agreement") for the holders of the promissory convertible notes (the "Promissory Convertible Notes") and the Company's trade creditors. The SPA Amended Loan was increased to $5,500,000 and the maturity date extended by 30 months to January 31, 2018 (the "Senior Secured Debt"). The Senior Secured Debt is in default, but the lender of the Senior Secured Debt (the "Secured Lender") has provided a forbearance agreement.

Pursuant to the terms of the Senior Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the Senior Secured Debt is repaid. Only a portion of the interest due under the Senior Secured Debt was paid in the first quarter of 2017. The Secured Lender provided a forbearance agreement for the balance of the accrued interest and made short term advances to cover non-discretionary costs, such as equipment lease payments. All advances were included in trade payables and were paid during 2016. Barring a significant improvement in the sales of frac sand, the Company is unlikely to be able to repay the Senior Secured Debt in full when it matures in January 2018. The Company's ability to make the required interest payments in 2017 is also in doubt and dependent upon frac sand sales. To date, the Company's Secured Lender has communicated its commitment to ensuring the protection of the Company's core assets, including the advances noted above and the forbearance agreement. Should the support of the Secured Lender change, the going concern assumption would be in doubt.

All of the Promissory Convertible Note holders participated in the Debt Restructuring Agreement, except for one holder of a $3,000,000 Promissory Convertible Note (the "Outstanding Note"). On March 27, 2016, the Company announced that it had received notice that the holder of the Outstanding Note had filed a statement of claim concerning non-payment of principal and interest. The Company has reviewed the statement of claim with legal counsel to assess its impact on the Company and has concluded that there is no significant impact on the status of the Company's debt. The Outstanding Note matured in July 2016 and the Company has been unable to repay the amounts owing and interest payments due, which has resulted in the Company defaulting on the note.

On March 7, 2016, March 31, 2016 and June 7, 2016, the Company announced that it had completed private placements with certain of its unsecured lenders, trade creditors and management in settlement of the Promissory Convertible Notes and debt owed, as per the terms of the Debt Restructuring Agreement, as described in Note 11 of the Unaudited Condensed Interim Consolidated Financial Statements. The Company has not paid interest payments due on its New Promissory Convertible Notes as described below, which has resulted in the Company defaulting on its New Promissory Convertible Notes.

The ability of the Company to continue as a going concern is heavily dependent on the continued support of its lenders and the frac sand market improving, both in demand and in price, and the Company's ability to resume operations at its 7P Plant. In addition to the liquidity and solvency uncertainties described above, the ability to resume full operations at the 7P Plant will require additional financing. In order to resume purchasing and shipping supplies of frac sand and full operations at the 7P Plant, the Company will require additional working capital. As noted, the Company's Secured Lender has been supportive to date. However, there are no assurances that the Company will be able to obtain the working capital to resume operations at the level sufficient to generate cash flows to repay its outstanding obligations.

The Company has cut non-essential costs in an effort to reduce operating losses and has deferred payments wherever possible. During 2016 and 2017, the Company, with the agreement of its Secured Lender, sold non-core assets, including marketable securities and its interest in a general partnership agreement (the "Partnership"), to provide operating funds. However, without an injection of capital and/or until the demand for frac sand returns to pre-2015 levels, the Company will not be able to meet its outstanding obligations or any new obligations as they become due. The defaults on the Company's existing obligations add to the challenge of obtaining additional capital.

There can be no assurance that the Company will be able to restructure its debt further and/or recapitalize, and there is no certainty as to what further steps, if any, the secured and unsecured lenders may take. The date, the Secured Lender has been supportive and has provided limited working capital needed to protect the Company's core assets, and management

and the board of directors have reduced and/or deferred salaries and director fees until business recovers, but there is no certainty that this will continue.

In addition to the above liquidity issues, the Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to, continuing losses, a continued prolonged slowdown in the frac sand market which would limit the Company's ability to generate cash flow from the 7P Plant, dependence on key individuals and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully fund its projects and operating expenses.

None of the Company's mining projects have commenced commercial production and, accordingly, the Company is dependent upon debt or equity financings, the optioning and/or sale of resource or resource-related assets or interests, exploration results which have the potential for the discovery of economically-recoverable reserves and resources, and/or the ability to generate sufficient cash flow from its other operating activities for its funding. Development of the Company's current nickel mining projects to the production stage will require significant financing. Given the current economic climate, including the low nickel price, and the Company's existing liquidity challenges, the ability to raise sufficient funds will be difficult.

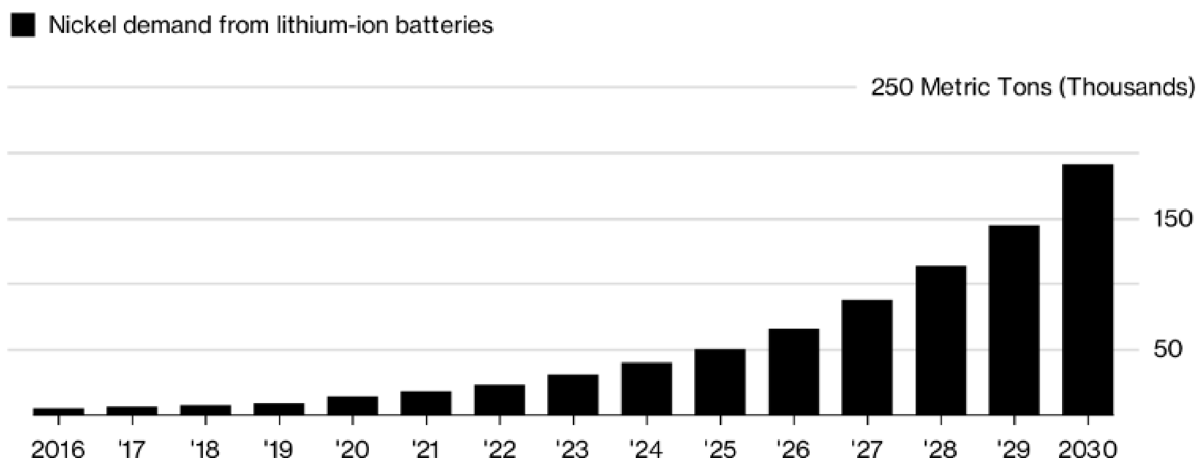
Should the Company not be able to overcome the risks described in this section, the carrying value of the Company's assets would be subject to material adjustment and, in addition, other adjustments may be necessary to the Unaudited Condensed Interim Consolidated Financial Statements should such adverse events impair the Company's ability to continue as a going concern as contemplated under GAAP. There is no certainty that the Company will be able to generate sufficient cash to fund its activities including debt servicing, project expenditures and corporate costs. 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. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, which would differ significantly from the going concern basis.

OUTLOOK

Victory Nickel is a unique minerals company. Unique in that it has one of Canada's largest undeveloped permitted sulphide nickel resources at its Minago project in Manitoba. Unique in that all of the resources at its three nickel projects are sulphide nickel giving it one of the largest sulphide nickel inventories in Canada. Unique in that at Minago frac sand is a significant co-product of nickel production. And unique in that both of its major resources – nickel and frac sand – play crucial roles in the energy market.

While frac sand has for decades been known as a key component in improving overall economics in the oil and gas industry, nickel's presence as an Energy Metal is just now coming to prominence with the acceleration of worldwide demand for electric vehicles.

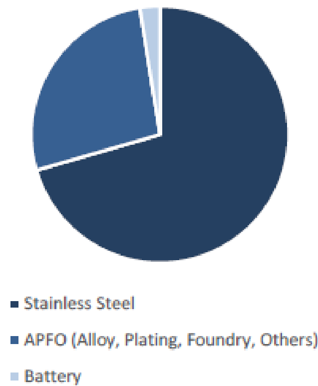
According to Bloomberg, demand for nickel is forecast to increase dramatically through 2030 (see graph below), driven in large part by rising sales of electric vehicles and the fact that electric vehicle batteries typically contain more nickel than they do lithium, the price of which has more than doubled in the past 18 months.



UBS concurs, estimating that in a world using only electric vehicles, the increase in sulphide nickel demand relative to today's global market would be 118%. UBS goes on to point out that as electric vehicle technology continues to improve, so too will demand for high grade nickel. Today's nickel-manganese-cobalt ("NMC") cathodes used in electric vehicles use a 1:1:1 ratio between nickel, manganese and cobalt. By 2021 this materials mix is expected to be optimized at 8:1:1.

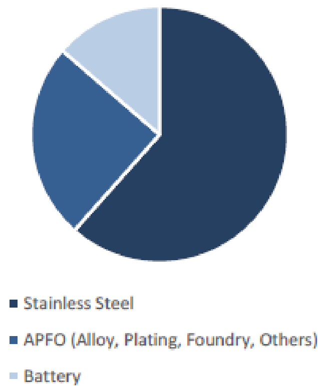
In its report "*Nickel – A Class of its Own*" published on November 7, 2017, Canaccord Genuity agrees, forecasting that in the 2020s battery demand for nickel will rise ~6.5x times and comprise ~14% of nickel demand in 2025.

Figure 1: Nickel use, 2017e



Source: Canaccord Genuity estimates

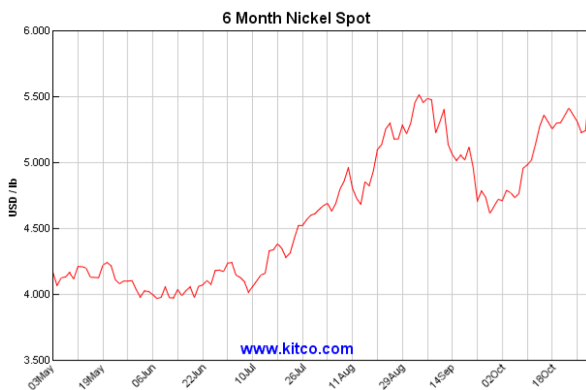
Figure 2: Nickel use, 2025e

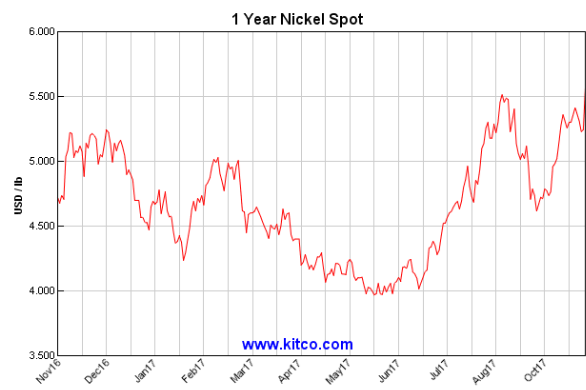


Source: Canaccord Genuity estimates

In addition, both Canaccord and UBS concur that due to the quality requirements of battery producers the winners in this new demand environment will be sulphide nickel producers such as Victory Nickel's projects which, unlike laterite deposits, are able to compete for electric vehicle market share.

And nickel buyers are starting to take notice (see graphs below).





With one of the largest in-situ sulphide nickel resources in Canada, situated in two of the world's top ten most favourable mining jurisdictions – Manitoba and Quebec – Victory Nickel is well positioned to take advantage of this significant market shift.

The Minago FS was based on an open pit mining project with a nickel reserve of approximately 30 million tonnes to be mined over about eight years. Beneath the proposed pit exists another potential 30 million tonnes for potential future mining. Immediately to the north of the pit, the Company has identified an additional potential 30 million tonnes. The Minago project was permitted in 2011 and is shovel-ready. With the frac sand co-product credit, the C1 cost to produce a pound of nickel, is projected to be $2.20 per pound. As at December 31, 2016, the long-term forecasted price by a third party was $7.40 per pound of nickel. Using this price at an exchange rate of US$0.731:CAD$1.00 and other forecasted metal prices at December 31, 2016, the Internal Rate of Return ("IRR") of the Minago project based on the Minago FS was 19.03%. As at

the date of this MD&A, the IRR is 10.82% (with no adjustments made to the frac sand market), based on current metal prices and the exchange rate, with the price per pound of nickel at $5.80. The IRR reflected in the Minago FS is 22.4% and the breakeven price of nickel is $3.80 per pound.

Frac sand contributes approximately $2.90 per pound of nickel based on the Minago FS, and therefore is a substantial contributor to the overall economics as projected in the Minago FS. Persistent weakness in worldwide nickel pricing in the early part of the decade, the resulting contraction in capital markets for nickel project financing, an estimated $500 million capital cost to build a nickel mine at Minago and a robust market for frac sand led the Company to evaluate alternatives to generate cash flow and also to prove the value of the frac sand co-product at Minago.

Frac Sand

In 2012, the Company announced its intention to enter the frac sand business with a plan that was certainly considered very aggressive and a vision at best. That vision became a reality in 2014 when the Company completed construction and commissioning of its 7P Plant in Alberta.

Choosing to enter the frac sand business was not without reason. The strong market fundamentals for frac sand suggested continuing growth of the industry, and new public information combined with strong peer group valuations indicated the potential for near-term cash flow. With an entry fee of approximately $6,000,000 to build a frac sand processing facility, the risk was considered acceptable based on projected cash flows. Soon after commissioning, toward the end of 2014, the bottom fell out of the oil industry and the price of oil crashed from in excess of $100.00 per barrel to below $30.00 per barrel of oil. Except for a few short signs of recovery, the price of oil remained around the $40.00 to $50.00 level since that time until recently when it broke the $50.00 price level and has maintained a price in the mid-$50.00 range until today when the Brent Crude price increased to close to $64.00. Whether this is an indication of bottoming out with a gradual recovery is uncertain. The price decrease is similar for natural gas.

As a result of the oil and gas price drop, drill rig utilization decreased substantially. In direct response to the declining utilization, E&P companies reduced, cancelled or deferred capital programs. All of this led to an unprecedented decline in the pricing of drilling and well completions, putting downward pressure on the price of frac sand. With the oil price increasing steadily, increased fracking activity and a resulting increase in the price of frac sand is not an unreasonable expectation.

During this period, E&P companies looked for ways to improve their economics by reducing costs and enhancing recoveries. Measures include lengthening of both lateral and horizontal drilling, increasing the number of stages per foot and using more sand per stage. These changes have led to an increase in frac sand intensity – using more sand per well – a trend that bodes well for frac sand consumption.

According to Credit Suisse, up to 2,000 pounds of sand per lateral foot is now being used in well completions. On average, each well completed in the US in 2017 requires nearly 4,200 tons of frac sand. The demand for US proppant is projected to rebound to 73 million tons in 2017, 30% higher than 2014 peak consumption of 56 million tons and a 115% increase over the 34 million tons consumed in 2016, according to Credit Suisse.

Not surprisingly, increased consumption, combined with a rising North American rig count – up 35% since January 2017, has had a positive impact on frac sand pricing.

The frac sand pricing index prepared by New York based investment bank Cowen and Company was flat in the second quarter of 2017. This trend continued through July, however overall frac sand pricing has increased by 4% in September, by 9% since the start of 2017 and by 16% since the low of November 2016.

For Victory Nickel, frac sand activity picked up considerably during the second and third quarter of 2017 with increased customer requests for quotes suggesting potential for improved sales during the balance of the year. Frac sand sales and pricing have shown improvement in 2017, however demand has been for the coarser fractions. As a result the Company has drawn down its inventory of coarser frac sand and is in the process of replenishing this inventory at the 7P Plant to ensure its ability to serve customers. To accomplish this, the Company completed the refurbishment of its existing wash plant at the 7P Plant. When the 7P Plant was acquired by the Company in 2012, the facilities included a wash plant and a dry plant. Since the acquisition, the Company had processed only washed sand concentrate purchased from Wisconsin through its dry plant and had never operated its wash plant. With the wash plant now operational, the Company will able to recover approximately 20,000 tons of high-quality Northern White Wisconsin frac sand that was spilled as a natural outcome of dry sand processing and which comprises the highest margin portion of inventory.

The softness in the frac sand market over the past several years led to declining valuations of frac sand assets throughout North America. Over the course of 2016 and throughout 2017, management has been evaluating opportunities to build its presence in the frac sand business by acquiring undervalued North American frac sand production assets that offer immediate potential to expand sales and open new market opportunities, while at the same time being complementary to the Company's existing production activities. Management has identified three potential acquisition targets since November of 2016 and is now in discussions for financing to acquire one of these facilities. This acquisition would add another 1,000,000 tons of production capacity. Discussions pertaining to the acquisition and financing of such assets is slow but ongoing and the Company will provide details at the appropriate time.

As discussed above, management is developing plans to implement strategies to take full advantage of a resurgent frac sand market. In addition, we remain confident that sulphide nickel demand will improve, such that not only the Minago nickel project can be developed, but that the Company's other nickel projects, Mel, Lac Rocher and Lynn Lake, can be advanced as potential producers.

The Company plans to participate in the turnaround in not only the oil and gas industry, but also the nickel industry and we thank our shareholders, lenders and suppliers for their continued patience and support.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2017	Corporate	Exploration and Development	Frac Sand	Total	September 30, 2016
Sales	$ -	$ -	$ 428	$ 428	$ -
Cost of goods sold	-	-	(544)	(544)	-
Gross margin	-	-	(116)	(116)	-
Operating expenses					
General and administrative	(37)	(1)	(82)	(120)	(212)
Share-based payments	(48)	-	-	(48)	-
Amortization of property, plant and equipment	-	(1)	(145)	(146)	(152)
Operating loss	(85)	(2)	(343)	(430)	(364)
Finance income	26	-	-	26	161
Finance costs	(474)	-	-	(474)	(721)
Net finance costs	(448)	-	-	(448)	(560)
Loss before income taxes	(533)	(2)	(343)	(878)	(924)
Income tax recovery	301	-	-	301	-
Net loss for the period	$ (232)	$ (2)	$ (343)	$ (577)	$ (924)

Nine Months Ended September 30, 2017	Corporate	Exploration and Development	Frac Sand	Total	September 30, 2016
Sales	$ -	$ -	$ 723	$ 723	$ 69
Cost of goods sold	-	-	(989)	(989)	27
Gross margin	-	-	(266)	(266)	96
Operating expenses					
General and administrative	(290)	(17)	(151)	(458)	(790)
Share-based payments	(380)	-	-	(380)	-
Amortization of property, plant and equipment	(1)	(2)	(423)	(426)	(464)
Operating loss	(671)	(19)	(840)	(1,530)	(1,158)
Finance income	53	-	-	53	4,399
Finance costs	(1,529)	-	-	(1,529)	(1,157)
Net finance (costs) income	(1,476)	-	-	(1,476)	3,242
(Loss) Income before income taxes	(2,147)	(19)	(840)	(3,006)	2,084
Income tax recovery (expense)	867	-	-	867	(3,064)
Net loss for the period	$ (1,280)	$ (19)	$ (840)	$ (2,139)	$ (980)

Overall

For the three and nine months ended September 30, 2017, the Company had a net loss of $577,000 and $2,139,000, respectively (September 30, 2016 – $924,000 and $980,000). The following narrative discusses the relevant operations of the Frac Sand and Exploration and Development segments first, and then addresses the corporate segment.

Frac Sand Segment

Due to the decline in the price of oil beginning in 2014, demand for frac sand in the Company's target markets was under pressure throughout 2016 and into 2017. The Company holds inventory in excess of 33,000 tons as at September 30, 2017. The inventory is valued at the lower of cost or net realizable value, and is being sold as the market recovers.

Revenues

The Company recognized revenue on frac sand sales during the three and nine months ended September 30, 2017 aggregating $428,000 and $723,000, on the sale of 5,057 tons and 8,575 tons of various grades of frac sand, respectively (September 30, 2016 – $nil and $69,000, on the sale of zero tons and 875 tons). Revenue includes periodic freight for sales delivered to customers. While sales and pricing are showing signs of improvement, the market has not improved sufficiently in the Company's target areas where it can generate positive cash flow.

Cost of goods sold

The cost of goods sold includes the cost of concentrated sand purchased in Wisconsin, the cost of delivery to the 7P Plant including handling and trans-loading costs and the operating cost to dry and screen the concentrated sand into four main dry products. These costs are capitalized as a component of inventory on a normalized basis and are charged to cost of goods sold when title to the product passes to the customer. Cost of goods sold also includes any write-down of inventory values to the lower of cost or net realizable value.

The cost of goods sold during the three and nine months ended September 30, 2017 was $544,000 and $989,000, respectively (September 30, 2016 – cost of goods sold was positive at $nil and $27,000). During the nine months ended September 30, 2017, the Company sold most of its 20/40 grade in finished goods inventory requiring the start-up of the 7P Plant to replenish this particular grade of sand, in anticipation of a continued improvement in sales. During 2016, cost of goods sold was positive as a result of an adjustment for prior period reduction of costs. The 7P Plant continues to operate on an as needed basis, resulting in higher operating costs per ton of product produced than what is expected on a continuous operating basis. The Company has reduced manpower to a skeleton crew sufficient to start production as demand returns on a consistent basis.

Costs per ton are per dry ton, unless otherwise stated.

Concentrated wet sand is purchased through long-term supply agreements with third parties at specified prices per ton. No sand was purchased during the three months ended September 30, 2017 and 2016. For the nine months ended September 30, 2017, the cost of washed concentrated sand delivered to rail and included as a component of inventory was $31.86 per ton (September 30, 2016 - $31.86 per ton). Transportation costs including freight charges and fuel surcharges when transporting sand from Wisconsin to the 7P Plant, transload costs at the source and at the 7P Plant, as well as railcar lease payments were $64.73 per ton for the nine months ended September 30, 2017 (September 30, 2016 - $56.61 per ton). Other elements of cost of goods sold were $27.09 per ton during the nine months ended September 30, 2017 and were primarily operating expenditures at the plant and mobile equipment lease payments (September 30, 2017 – $33.54 per ton). This adds to a finished goods inventory cost of $123.68 per ton at September 30, 2017 (September 30, 2016 - $127.36 per ton). Finished goods inventory was written-down to a net realizable value of $75.48 per ton to reflect market conditions at December 31, 2016. Finished goods inventory does not include freight for sales sold delivered to the customer.

The Company suspended deliveries of concentrated sand in the first quarter of 2015 and will resume deliveries once demand is sufficient to utilize existing inventories at the 7P Plant.

Gross margin

The 7P Plant generated a negative gross margin of $116,000 and $266,000 for the three and nine months ended September 30, 2017, respectively (September 30, 2016 – gross margin of $nil and $96,000). The gross margin was affected by a combination of price reductions and cost increases due to the low production level during the respective years. The 7P Plant continues to operate on an as-needed basis, resulting in higher operating costs per ton of product produced than what is expected on a continuous operating basis, while finished goods inventory is written-down to the lower of cost of net realizable value.

General and administrative and other costs

General and administrative (“G&A”) costs for the frac segment amounted to $82,000 and $151,000 for the three and nine months ended September 30, 2017, respectively (September 30, 2016 - $nil and $58,000). These costs include Victory Silica administration, marketing and logistics management. The Company reduced manpower to a skeleton crew and overhead sufficient to operate the 7P Plant as demand requires.

Amortization of property, plant and equipment of $145,000 and $423,000 was recorded for the three and nine months ended September 30, 2017, respectively (September 30, 2016 - $152,000 and $459,000), for items in use at the 7P Plant including owned and leased equipment.

Net loss

All of the above items combined to produce a net loss for the frac sand segment of $343,000 and $840,000 for the three and nine months ended September 30, 2017, respectively (September 30, 2016 – $151,000 and $421,000).

Exploration and Development Segment

During the three and nine months ended September 30, 2017, the Company incurred $2,000 and $19,000, respectively (September 30, 2016 - $nil and $25,000), primarily in land holding costs.

Corporate Segment

The corporate component of net loss for the three and nine months ended September 30, 2017 was $232,000 and $1,280,000, respectively (September 30, 2016 – $773,000 and $534,000), including operating expenses of $85,000 and $671,000, respectively (September 30, 2016 – $213,000 and $429,000), net finance costs of $448,000 and $1,476,000, respectively (September 30, 2017 – net finance loss of $560,000 and net finance income of $3,242,000) and an income tax recovery of $301,000 and $867,000, respectively (September 30, 2016 – income tax expense of $nil and $3,064,000).

G&A expenses were $37,000 and $290,000 during the three and nine months ended September 30, 2017, respectively, as the Company has reduced its overhead due to the slowdown in the market for frac sands, as compared with $212,000 and $709,000 in the prior year comparable periods. These costs include statutory costs incurred as a public company, general investor relations expenses, consulting, travel, health benefits, salaries and director costs. Costs during 2016 were already reduced from the prior year, to reflect the market drop at that time.

Net finance income (costs)

The Company considers financing activities, other than those related to equipment leased in the frac sand segment, to be part of the Corporate segment.

The finance income during the three and nine months ended September 30, 2017 of $26,000 and $53,000, respectively (September 30, 2016 - $161,000 and $4,399,000) was mainly related to the net foreign exchange gain of $16,000 and $43,000, respectively (September 30, 2016 – $nil). During the comparable periods in the prior year, finance income was mainly due to the change in value of options/warrants under the Debt Restructuring Agreement of $161,000 and $358,000, the gain on the Debt Restructuring Agreement of $nil and $2,056,000, the change in the value of the Participating Interest of $nil and $1,702,000, and the gain on the sale of the Partnership of $nil and $283,000, during the three and nine months ended September 30, 2016, respectively.

The finance costs during the three and nine months ended September 30, 2017 of $474,000 and $1,529,000, respectively (September 30, 2016 - $721,000 and $1,157,000) was related to interest accrued of $407,000 and $1,204,000, respectively (September 30, 2016 - $418,000 and $1,087,000) and the amortization of embedded derivatives of $30,000 and $207,000, respectively (September 30, 2016 - $nil). The increase in interest expense during the current year compared with the prior year is mainly related to the compounding of interest outstanding on various debts.

During 2016, the Company issued several tranches of New Promissory Convertible Notes (as defined below). There are several elements of finance costs associated with these notes: accrued and cash-settled interest expense, non-cash amortization of loan fees, non-cash amortization of the embedded derivatives related to the value of the convertibility feature at inception and the non-cash amortization of the present value discount on the New Promissory Convertible Notes. All amortizable elements are calculated using the effective interest rate method.

The embedded derivatives are calculated using the Black-Scholes option-pricing methodology and are a function of share price, the conversion price, risk-free interest rate, length of time to expiry and share price volatility as well as the US dollar exchange rate for loans denominated in US dollars, but convertible using a Canadian dollar price. All other things being equal, one would expect the value of the option to decline as time approaches the expiry date. However, because of the volatility of exchange rates and the Company's share price, this may not always be the case. The Secured Senior Debt does not contain an embedded derivative feature; however, the warrants which were issued therewith may be exercised on a cashless basis. The value of the warrants is considered to be debt rather than equity and changes in the fair value of the warrants is also recorded through net finance income.

Income tax expense (recovery)

The Company does not allocate income taxes between segments. In the three and nine months ended September 30, 2017, the Company recorded a tax recovery as a result of applying carry-forward non-capital losses against the significant taxable income generated on the sale of the Partnership during 2016. Certain components of finance income and finance costs are not taxable and their volatility has an apparent effect on the effective income tax rate.

Other comprehensive income

Other comprehensive income ("OCI") for the three and nine months ended September 30, 2017 relates to an increase of $100,000 and $132,000, respectively, in the market value of the Company's financial assets at fair value through OCI (September 30, 2016 – $145,000 and $436,000). During the nine months ended September 30, 2017, a portion of marketable securities were sold. Foreign exchange loss in OCI of $94,000 and $94,000 was incurred in the three and nine months ended September 30, 2017, respectively (September 30, 2016 - $34,000 and $130,000), due to the translation of the Company's subsidiaries' functional currency of CAD$ to the Company's functional currency of US$ and foreign exchange differences from period to period on marketable securities held in CAD$.

Deferred tax liability

Deferred income tax assets and liabilities are recognized for temporary differences between the carrying value of the balance sheet items and their corresponding tax values, as well as for the benefit of losses available to be carried forward to future years for tax purposes that are considered probable to be realized. The deferred tax amount reflects a rate of 27% (September 30, 2016 – 27%).

During the second quarter of 2016, the Partnership generated income for tax purposes significantly in excess of its accounting income and a significant capital tax loss on the sale of the Partnership. As a result, the Company utilized the majority of its non-capital tax losses carried forward from prior years and recorded a deferred tax liability. The deferred tax liability is partly offset against deferred tax assets from non-capital tax losses carried forward, resulting in a net deferred tax liability of $2,942,000 as at September 30, 2017.

SUMMARY OF QUARTERLY RESULTS

Selected financial information for each of the last eight quarters ended September 30, 2017 were as follows:

	Q3 2017	Q2 2017	Q1 2017	Q4 2016
Sales	$ 428	$ 46	$ 249	$ 31
Gross margin	$ (116)	$ (158)	$ 8	$ (640)
Net finance (costs) income	$ (448)	$ (255)	$ (773)	$ (1,350)
Net loss	$ (577)	$ (654)	$ (908)	$ (7,647)
Total comprehensive loss	$ (571)	$ (691)	$ (839)	$ (7,598)
Loss per share - basic and diluted	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.10)
	Q3 2016	**Q2 2016**	**Q1 2016**	**Q4 2015**
Sales	$ -	$ 4	$ 65	$ 518
Gross margin	$ -	$ 116	$ (20)	$ (189)
Net finance income (costs)	$ (560)	$ 2,203	$ 1,599	$ (760)
Net income (loss)	$ (924)	$ (1,117)	$ 1,061	$ (2,336)
Total comprehensive income (loss)	$ (853)	$ (1,047)	$ 1,146	$ (2,296)
Earnings (loss) per share - basic and diluted	$ (0.01)	$ (0.01)	$ 0.02	$ (0.04)

Revenues from the sales of frac sand declined during 2015, 2016 and into 2017, as mentioned earlier. The gross margin includes cost of goods sold, which contain operating costs for a full period despite production being at less-than-full capacity. In addition, the decrease in the market value of frac sand required a writedown of inventory values to the lower of cost or net realizable value. Net finance income and costs have fluctuated period over period, due to the change in the fair value of the embedded derivatives and warrants related to the Debt Restructuring Agreement, change in the fair value of the Participating Interest (defined below), gains on the Debt Restructuring Agreement during 2016 and amortization of embedded derivatives and loan fees on the New Promissory Convertible Notes (as defined below).

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2017, the Company had a working capital deficiency of $13,660,000, compared with a working capital deficiency of $5,558,000 as at December 31, 2016. The increase in the working capital deficiency resulted mostly from the reclassification of long-term debt to current debt, as the New Promissory Convertible Notes are due July 31, 2018.

Participating Interest

Pursuant to a participating interest loan (the "Participating Interest") with Nuinsco Resources Limited (or the "Lender"), the Lender has the right to convert the outstanding balance into a limited participating interest (the "Conversion"), whereby the Lender is entitled to receive a share of cash flows earned from the sale of frac sand from the 7P Plant. On April 22, 2014, the Lender exercised the Conversion. The Conversion constituted payment of the loan in full. This obligation will be settled through a 52.16% participation in net operating cash flows from the frac sand business after recoupment of capital costs for phase one and pre-operating expenses. The participation is capped at CAD$7,667,124 provided the Company proceeds with phase two (see FRAC SAND SEGMENT below for a description of phases one, two and three), otherwise the cap is approximately CAD$10,222,831. Distributions under the Participating Interest terms are calculated based on operating cash flow after recovery of capital and pre-operating costs and take into account working capital. The continuing uncertainty surrounding the oil and gas industry and the related use of frac sand has made the determination of the timing of the first payment under the Participating Interest highly unlikely to occur in the next couple of years. As a result, at September 30, 2017, the carrying value of the Participating Interest was $933,000 (December 31, 2016 - $933,000). Any change in value is recorded through Finance Income in the statement of operations. The Company will continue to reassess the carrying value of the Participating Interest as circumstances warrant.

Senior Secured Debt

In May 2014, the Company announced that it had executed the SPA Loan ("SPA Loan"), to issue and sell to the purchaser senior secured 14.8% notes in the aggregate principal amount of $4,000,000. In June 2015, the Company announced it had entered into an amending agreement (the "SPA Amended Loan") with respect to the SPA Loan. On March 3, 2016 the Company announced that it had completed the restructuring of the SPA Amended Loan per the terms of the Debt Restructuring Agreement. The SPA Amended Loan was increased to $5,500,000 and the maturity date extended by 30 months to January 31, 2018.

The interest rate on the Senior Secured Debt remained unchanged at 14.8% with interest payable in arrears. The Senior Secured Debt will be due in full on the date of maturity, subject to a cash sweep of 75% of free cash flow ("Free Cash Flow") payable within 45 days following the end of each fiscal quarter and 90 days from each fiscal year end. Free Cash Flow will be calculated based on the Company's quarterly unaudited and annually audited consolidated statement of cash flows, as net cash from operating and investing activities, plus interest and lease payments from financing activities. Allowable investing activities must be approved in advance by the Secured Lender.

Warrants issued to the Secured Lender

Under the terms of the SPA Loan, the Company issued 2,000,000 common share purchase warrants. The number of warrants is subject to an increase from 500,000 to 1,000,000 warrants for each $1,000,000 note issued under the SPA Loan, if any of the notes are prepaid and the closing price of the Company's share price is CAD$2.00 or lower on the trading day preceding the date of such prepayment (the "Original Warrants"). Given that there are costs associated with the prepayment right, the Company has valued the prepayment right at $nil. Each original warrant entitled the holder to purchase one common share of the Company at an exercise price of CAD$1.00 for a period of 36 months from the initial closing date.

Pursuant to the terms under SPA Amended Loan, the Original Warrants were amended to reduce the exercise price to CAD$0.50 and to extend the expiry date to June 3, 2017. Additionally, as partial consideration for entering into the SPA Amended Loan, the Company issued an additional 575,000 common share purchase warrants on the same terms, including the amended pre-payment terms, as the Original Warrants (together with the Original Warrants, the "Warrants").

Under the terms of the Senior Secured Debt, the Warrants were amended to reduce the exercise price to CAD$0.25 and to extend the expiry date to January 31, 2018. Additionally, as partial consideration for entering into the Senior Secured Debt, the Company issued an additional 175,000 common share purchase warrants on the same terms, including the amended pre-payment terms, as the Warrants (together with the Warrants, the "New Warrants").

The New Warrants are subject to a cashless exercise provision and are considered a component of debt rather than equity; the fair value at inception of the Senior Secured Debt was calculated at $26,000 and was revalued at December 31, 2016 to $6,000, with the change in fair value of $20,000 being recorded in finance income.

Promissory Convertible Notes

In November 2013 and during 2014, the Company entered into several unsecured Promissory Convertible Notes and incurred interest payable quarterly at 14.8% and were convertible at the option of the holder into the Company's common shares at CAD$1.00. All Promissory Convertible Notes had a two-year term.

On March 6, 2016, March 31, 2016 and June 7, 2016, the Company announced that it had completed restructuring a portion of its debt through private placements of common shares and unsecured promissory convertible notes (the "New Promissory Convertible Notes") in settlement of current indebtedness to certain of its unsecured lenders and trade creditors (collectively the "Unsecured Debt Restructuring"). Completion of the Unsecured Debt Restructuring represented 50% of the value owed to the Promissory Convertible Note Holders and Trade Creditors. The Unsecured Debt Restructuring included issuing 27,698,443 common shares of the Company and issuing New Promissory Convertible Notes of USD$1,481,000 and CAD$933,000.

Promissory Convertible Note Holders

Debt of $2,750,000 and CAD$265,000 held by the Promissory Convertible Note holders was repaid under the following terms:

1) 50% of the value of the Promissory Convertible Notes issued between November 2013 and July 2014, with an interest rate of 14.8% per annum, was converted to 8,876,350 of common shares of the Company.
2) The remaining 50% of the value of the Promissory Convertible Notes were replaced with the New Promissory Convertible Notes, having the following terms:
    - A maturity date of July 31, 2018;
    - An interest rate of 7% per annum, payable annually or at any time in cash or in common shares valued at market, at the option of the Company;
    - Convertible at CAD$0.25 per share; and
    - Holders of the New Promissory Convertible Notes will also receive one common share purchase warrant for every four common shares acquired upon conversion of the New Promissory Convertible Notes, with an exercise price of CAD$0.50 per share, exercisable for a five year period from the date of conversion.

All of the Promissory Convertible Note holders participated in the Debt Restructuring Agreement, except for one holder of the Outstanding Note. On March 27, 2016, the Company announced that it had received notice that the holder of the Outstanding Note had filed a statement of claim concerning non-payment of principal and interest. The Company has reviewed the statement of claim with legal counsel to assess its impact on the Company and has concluded that there is no significant impact on the status of the Company's debt. Pursuant to the terms of the Senior Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the Senior Secured Debt is repaid. As a result, the Company has not paid interest accrued on the Outstanding Note. The Outstanding Note matured in July 2016 and the Company has been unable to repay the amounts owing and interest payments due. This has resulted in the Company defaulting on the Outstanding Note.

Trade Creditors
Restructuring of debt owed to certain trade creditors, directors and management of $211,000 and CAD$1,600,000 was repaid under the following terms:

1) 50% of debt owed to trade creditors, directors and management, was converted to 18,822,093 of common shares of the Company.
2) The remaining 50% of the debt owed to trade creditors was paid with the New Promissory Convertible Notes, having the same terms as outlined above in the section 'Promissory Convertible Note Holders'.
3) The remaining 50% of debt owed to directors and management will be deferred for payment no sooner than January 31, 2018.

The Company has not made interest payments due on its New Promissory Convertible Notes, which has resulted in the Company defaulting on these New Promissory Convertible Notes.

Cash flows in the period
Cash and cash equivalents as at September 30, 2017 were held with major Canadian banks. The Company has a policy of investing its available cash in Canadian government instruments and certificates of deposit or other direct obligations of major Canadian banks, unless otherwise specifically approved by the Board.

For the nine months ended September 30, 2017, the Company generated cash of $172,000 in operating activities, compared cash used of $107,000 during the comparable period in the prior year. There continues to be limited revenues due to the slowdown in operating activity during the period as mentioned earlier.

During the nine months ended September 30, 2017, net cash used by investing activities were $17,000, compared to cash generated of $144,000 during the comparable period in the prior year. Amounts used in investing activities include minimal costs incurred to advance the Company's mine property and development project. During the comparable prior period, the Company received $174,000 in proceeds on the sale of the Partnership.

The Company used $137,000 in financing activities during the nine months ended September 30, 2017, compared with $96,000 during the comparable period in the prior year. Financing activities were mainly related to payments of interest, lease obligations, the refurbishment of the wash plant at 7P Plant and the sale of marketable securities. During the nine months ended September 30, 2016, $36,000 of restricted cash held in a term deposit matured.

The Company's activities during the nine months ended September 30, 2017 generated cash and cash equivalents of $18,000, with a foreign exchange loss effect of $54,000.

Other potential sources of cash flow
The aggregate market value of the Company's marketable securities held in public company shares is approximately $209,000 as at the date of this MD&A.

As at November 6, 2017, the Company had options and warrants outstanding that could bring in additional funds. All of those instruments are not "in-the-money".

The Company's title to its projects is in good-standing and will continue to maintain the projects in good-standing.

The Company has approximately 33,000 tons of sand in inventory at September 30, 2017. The Company has eliminated all discretionary costs that should not have a negative impact on its ability to resume production. Staffing, salaries and director fees have been reduced or accrued and deferred where possible.

REPORTING SEGMENT

The Company is engaged in the exploration, evaluation and development of properties for the mining and production of nickel and associated products. The Company also produces frac sand for the oil and gas industry in Canada and the northern US. The Company has three reporting segments: Corporate, Exploration and Development, and Frac Sand. The Corporate segment supports all of the Company's activities.

Senior management makes decisions with respect to Exploration and Development by considering exploration and development potential and results on a project basis. The exploration and development projects are all located in Canada.

The Frac Sand segment is managed and operated by Victory Silica's executives and employees although the business and operating assets are part of Victory Nickel. The segment is located in Canada although sand as raw material is imported from the United States.

The following table provides additional information on the Company's total segment assets:

		September 30, 2017		December 31, 2016
Canada				
Corporate	**$**	**1,996**	$	1,863
Exploration and Development		**43,709**		43,692
Frac Sand		**4,724**		5,803
Intersegment elimination		**(1,511)**		(1,443)
Total Assets	**$**	**48,918**	$	49,915

EXPLORATION AND DEVELOPMENT ACTIVITIES

Paul Jones is a "qualified person" as defined under NI-43-101 and has approved the preparation of the information relating to the material mineral projects of the Company described herein.

MINE PROPERTY AND DEVELOPMENT ACTIVITIES

Minago Project

During the three and nine months ended September 30, 2017, $4,000 and $17,000, respectively, was incurred on the Minago project (September 30, 2016 - $3,000 and $19,000).

The Company's 100%-owned Minago project is a permitted sulphide nickel project ready for development. As noted earlier, the distinction between Minago's sulphide nickel resources, which are capable of producing the high-purity nickel products needed in the production of electric vehicle batteries, and laterite nickel deposits is an important one. Minago is located on the unexposed southern part of the Thompson Nickel Belt in Manitoba, and is one of Canada's largest undeveloped sulphide nickel deposits. Minago has been shown to be capable of producing a nickel concentrate grading from 22.3% up to 35.0%, making it reportedly the world's highest grade sulphide nickel concentrate. In addition to metal by-products such as copper, cobalt, gold, platinum, palladium, silver and rhodium, a layer of silica sand averaging approximately nine metres thick overlies the nickel mineralization within the open pit. Approximately 84% of the sand is marketable as frac sand. The frac sand forms part of the overburden that must be removed prior to mining the nickel ore. According to the Minago FS, production of frac sand could begin 20 months after the start of mine development.

The analytical data and geological interpretations obtained from a work program in 2010 were incorporated into an updated geological model and resource estimate. The updated resource incorporates a 24% increase (over the previous resource estimate) in the NI 43-101 compliant measured and indicated and pit-constrained sulphide nickel resource used in the Minago FS. The Minago FS is available at www.sedar.com. Note that all resources are contained in the Nose Deposit and the update below does not include the results of the 2011 drilling program.

	April 2011 Pit-Constrained Resource[1]			March 2010 In-Pit Resource[2]			Increase (Decrease) in Contained Metal	
	Tonnes	**Grade**	**Ni Content**	Tonnes	Grade	Ni Content	**Ni Content**	**Change**
Category	**Millions**	**%NiS[3]**	**M Lb**	Millions	%NiS[3]	M Lb	**M Lb**	**%**
Measured	**8.2**	**0.473**	**85.0**	6.6	0.488	71.4	**13.7**	**19.2**
Indicated	**22.8**	**0.432**	**217.2**	19.1	0.410	172.6	**44.6**	**25.9**
M&I	**31.0**	**0.443**	**302.2**	25.7	0.430	243.9	**58.3**	**23.9**
Inferred	**0.2**	**0.380**	**1.4**	1.4	0.402	12.2	**(10.8)**	**(88.4)**

[1] Lerch-Grossman pit optimization shell [2] Whittle pit optimization shell [3] Nickel in sulphide form

On August 23, 2011, the Manitoba Government issued Victory Nickel's final EAL for the Minago project. The licence was to expire on August 22, 2014 unless the Company completes a certain amount of work to move the project forward. During 2014, the Company complied with the conditions of the EAL and, in December 2014, filed an Environmental Act Proposal ("EAP") to amend the EAL to relocate the proposed tailings and waste rock management facility. The construction of drainage ditches installed to lower down the water table within the pit shell limits, the installation of Flow Gauging and Telemetry systems and the implementation of a comprehensive environmental monitoring program are considered part of the site development necessary to maintain the EAL. Consultations with First Nations by the government of Manitoba continue. The existing EAL continues to be valid and on completion of consultations, the government is expected to issue the amendment to the existing EAL.

Minago Frac Sand

An indicated resource of 15 million tonnes of sandstone has been estimated to occur within the current Minago pit shell. The frac sand component of this resource of approximately 11 million tonnes is a significant contributor to the positive economics at Minago. As part of the FS, Outotec produced a feasibility-level design for a frac sand plant complete with capital and operating costs to produce 1,140,000 tonnes of frac sand annually for a ten-year period. Considerable potential exists to expand the resource beyond the limits of the current pit.

EXPLORATION AND EVALUATION ACTIVITIES

For the three and nine months ended September 30, 2017, the Company did not incur exploration expenditures on its E&E projects (September 30, 2016 – $2,000 and $11,000). Expenditures have been reduced due to the tight equity markets and management's focus on Victory Silica and the frac sand business.

Frac Sand

Bear Coulee Property

In October 2014, the Company entered into an option to acquire a 100% interest in a frac sand land package totaling over 300 acres in Trempeleau County Wisconsin, USA (the "Bear Coulee Property"). The option agreement provides for a cash payment of $10,000 on signing of the agreement (and paid in 2014), a second cash payment on delivery of permits (which has not yet been completed) and a third cash payment on exercise of the option. The option is valid for six months following receipt of permits with two equivalent extensions available under certain circumstances. Prior to production, the Company will be required to pay $40,000 per annum as advance royalties on the initial 20,000 tons of sand production. Once the Bear Coulee Property is in production, the Company will be required to pay a royalty of $2.00 per ton of frac sand sold from the property.

In February 2015, the Company announced the completion of a National Instrument 43-101 technical report describing a resource estimate of approximately 11 million tons of frac sand on the Bear Coulee Property.

Nickel

Lac Rocher

Lac Rocher, also a sulphide nickel deposit with year round access, is located in northwestern Québec and has measured (0.29 million tonnes grading 1.23% Ni) and indicated (0.51 million tonnes grading 1.05% Ni) resources of 0.80 million tonnes grading 1.12% nickel, at a 0.5% nickel cutoff, for approximately 20 million pounds of in-situ nickel located between surface and 125 vertical metres. Additional inferred resources total 0.44 million tonnes grading 0.65% Ni. Mineralization remains open to the southwest. The breakeven price of nickel per pound in the Lac Rocher PEA was

US$9.74 with copper at US$3.65 with an exchange of CAD$0.95 / US$1.00. At today's exchange rate these prices drop to $7.80 for nickel and $3.00 for copper.

The Lac Rocher property is subject to a discovery incentive plan (the "DIP") to reward certain individuals involved in the discovery of Lac Rocher with a 2% net smelter royalty ("NSR") for mines that were discovered on certain properties prior to the expiry of the DIP. The NSR is payable only on revenues earned after recovery of all development costs for any mine on the property. The terms of the DIP provide the Company with a right of first refusal on any proposed disposition of the NSR. In addition, the DIP contains put/call provisions under which the Company may be required to purchase, or may exercise an option to purchase, the NSR at the value of its discounted cash flows, as defined therein. The Lac Rocher property is the only property subject to the DIP. As the Lac Rocher property is not yet in production, no royalties are currently payable. No work has been conducted on site since December 2009.

Mel Project

The 100% owned Mel project is located on the Thompson Nickel Belt, just north of Thompson, Manitoba, and remains underexplored.

Mel has an indicated resource of 4.3 million tonnes grading 0.88% sulphide nickel (approximately 83 million pounds in-situ nickel) and an additional inferred resource of one million tonnes grading 0.84% nickel (approximately 19 million pounds in-situ nickel) and offers significant exploration upside as well as near-term production potential.

The re-evaluation of the Mel dataset has been completed for both the drill hole data on the Mel deposit and the considerable drilling (111 drill holes) conducted of the claims portion of the property. The study has included reinterpretation of the geological context in order to evaluate new or under-tested target areas for future work and that can be incorporated into further, more refined, modelling of the Mel resource. No fieldwork was conducted since 2011. An application to renew Mel mining lease ML-007 was successful and the lease has been renewed for a 21-year term. Under the terms of the Mel option agreement with Vale, Vale must mill ore from the Mel project at cash costs plus 5% subject to capacity availability and metallurgy – this is unaffected by Vale's decision not to exercise its back-in right. Furthermore, in accordance with the terms of the agreement with Vale, they now are entitled to a 10% royalty on "distributable earnings" as defined in the agreement. Distributable earnings is defined as net revenue less operating expenses, before federal and provincial income taxes, after provincial mining taxes and less aggregate pre-production capital but before depreciation.

Lynn Lake

The Lynn Lake property is located in the historic mining town of Lynn Lake in northern Manitoba, about 320km by road northwest of the Thompson mining camp. The property is the former Sherritt Gordon Mines Limited ("Sherritt") mine site known as the Lynn Lake A Mine and Farley Mine, comprised of 13 mining claims, 14 mining claim leases and 2 mineral leases covering an area of 2,170.26 hectares. The property was operated by Sherritt from 1953 to 1976 with reported production of 22.2 million tons at an average grade of 1.023% nickel and 0.535% copper.

On November 4, 2014, the Company announced that it had optioned the Lynn Lake project to Corazon, an Australian listed public company with assets in the Lynn Lake area. Under the terms of the agreement, Corazon can acquire a 100% interest in Lynn Lake by issuing 40,000,000 Corazon shares to the Company upon closing and incurring AU$3,500,000 in exploration expenditures or in payments (in cash or Corazon shares at Corazon's option) to Victory Nickel before November 2019. In addition, Victory Nickel will retain a 1.5% net smelter royalty on production from the Lynn Lake nickel project, and receive a payment of AU$1,000,000 (in cash or Corazon shares at Corazon's option) within 30 days of the commencement of ore processing activities at the Lynn Lake nickel project. On April 6, 2015 Corazon issued 40,000,000 Corazon shares to Victory Nickel as part of the terms of the option agreement between the two companies.

FRAC SAND SEGMENT

As explained above, the Frac Sand segment is managed and operated by Victory Silica, although the business and operating assets are part of Victory Nickel. The segment is located in Canada although sand as raw material is currently imported from the United States. The plan is to eventually produce both domestic and imported sand.

The Company completed phase one of its three phase business plan. Phase one provided for the refurbishment and upgrading of the 7P Plant to a capacity of 500,000 tpa of high-quality frac sand. The 7P Plant was completed in March 2014 followed by commissioning until early August.

Successful completion of phase one was expected to lead to phase two which provides for the building of a wash plant in Wisconsin, USA, followed by phase three which provides for the construction of a second dry processing facility in Manitoba with a capacity of approximately 1,000,000 tpa. With the completion of phase one, the Board of Directors approved proceeding with phase two provided non-dilutive financing could be arranged. However, in February 2015, the Company announced that phase two had been deferred due to the uncertainty caused by the drop in the price of oil.

Sales decreased monthly from January to March 2015 and, as a result of commodity market uncertainty and longer than expected spring break-up conditions, the Company temporarily suspended the frac sand operations on April 14, 2015. In May 2015, spot sales of frac sand from the 7P Plant resumed and the 7P Plant continues to operate on an as-needed basis only. Frac sand sales typically slow down during spring break-up due to road restrictions in Alberta. During 2015, the spring break-up slowdown was more pronounced than in prior years as the majority of E&P companies to conserve capital by postponing drilling activity to less costly periods after spring break-up. Since that time, due to continued uncertainty in the oil price, E&P companies reduced capital expenditure programs. The market uncertainty is placing pressure on Victory Nickel's oilfield service company customers to reduce E&P company drilling costs.

These companies, in turn, look to their suppliers, including frac sand producers, to help lower their costs. Accordingly, frac sand prices in Canada have decreased to levels that do not appear to be sustainable over the long term. The weakness of the Canadian dollar has made domestic sand more competitive over this period and is taking some of the market previously available for imported sand.

During the nine months ended September 30, 2017, the Company sold most of the coarser fractions of its finished goods inventory requiring the start-up of the 7P Plant to replenish finished goods, in anticipation of a continued improvement in sales.

TRANSACTIONS WITH RELATED PARTIES

Related Party Balances and Transactions for Services

Short-term employee benefits provided by the Company to key management personnel include salaries, directors' fees, statutory contributions, paid annual vacation and paid sick leave as well as non-monetary benefits such as medical care. In addition to short-term employee benefits, the Company may also issue options and shares as part of the stock option plan and share bonus plan. Payables to key management personnel generally relate to directors' fees, consulting fees and expense reimbursements.

Balances and transactions with related parties for the periods ended are shown in the following tables:

	September 30, 2017	December 31, 2016
Balances Outstanding		
Debt due to key management personnel	**$ 280**	$ 280
Other payables due to key management personnel	**253**	160
	$ 533	$ 440

Key management personnel compensation is comprised of:

	Three months ended		**Nine months ended**	
	September 30, 2017	September 30, 2016	**September 30, 2017**	September 30, 2016
Short-term employee benefits	**$ 86**	$ 84	**$ 237**	$ 252
	$ 86	$ 84	**$ 237**	$ 252

OUTSTANDING SHARE DATA

As at November 6, 2017, the Company had 92,370,968 common shares issued and outstanding. In addition, there

were 13,580,000 stock options and 2,750,000 warrants outstanding. Of the options and warrants outstanding, none are "in-the-money".

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer (collectively, the "Certifying Officers"), is responsible for designing a system of disclosure controls and procedures, or causing them to be designed under their supervision, to provide reasonable assurance that information required to be disclosed in reports filed with or submitted to, securities regulatory authorities is recorded, processed, summarized and reported within the time periods specified under Canadian securities laws and that material information relating to the Company is made known to them with respect to financial and operational conditions to allow timely decisions regarding required disclosure.

There has not been any change in the Company's disclosure controls and procedures that occurred during the six months ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures. Such controls are facilitated by the small size of the Company's senior management team and their access to material information.

Evaluation of Internal Control over Financial Reporting

The Company's Certifying Officers are responsible for designing a system of internal controls over financial reporting, or causing them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of consolidated financial statements for external purposes in accordance with Canadian GAAP.

There has not been any change in the Company's internal control over financial reporting that occurred during the six months ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Such controls are facilitated by the small size of the Company's senior management team and their access to material information.

RISK AND UNCERTANTIES

The Company's risks and uncertainties for the three and nine months ended September 30, 2017 have remained unchanged since the annual MD&A for the year ended December 31, 2016.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information. All statements, other than statements of historic fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding estimates and/or assumptions in respect of production, revenue, cash flow, costs, economic return, net present value, mine life and financial models, mineral resource estimates, potential mineralization, potential mineral resources, timing of possible production, the Company's development plans and objectives and the ability of the Company to restructure its debt with the relevant lenders and the ability of the Company to pay future interest and other payments in connection with such debts) constitute forward-looking information

The forward-looking information contained in this MD&A reflects the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from current expectations, including, but not limited to, an unwillingness of the Company's lenders to refinance the Company's debts on terms favourable to the Company or at all and the ability of the Company to continue selling frac sand. Additionally, if the Company is unable to restructure its debts, obtain additional financing and/or continue generating revenue through the sale of frac sand, the Company may be required to curtail activities and/or liquidate its assets or the Company's creditors may seek to seize its assets. For a discussion in respect of risks and other factors that could influence forward-looking events, please refer to the factors discussed in the Company's 2016 Audited Financial Statements under the heading "Risk and Uncertainties". These factors are not, and should not be construed as being exhaustive.

Factors that could cause actual results or events to differ materially from current expectations include, among other things: uncertainty of estimates of capital and operating costs, production estimates and estimated economic return; the possibility that actual circumstances will differ from estimates and assumptions; uncertainties relating to the

availability and costs of financing needed in the future; failure to establish estimated mineral resources; fluctuations in commodity prices and currency exchange rates; inflation; recoveries being less than those indicated by the testwork carried out to date (there can be no assurance that recoveries in small scale laboratory tests will be duplicated in large tests under on - site conditions or during production); changes in equity markets; operating performance of facilities; environmental and safety risks; delays in obtaining or failure to obtain necessary permits and approvals from government authorities ; unavailability of plant, equipment or labour; inability to retain key management and personnel; changes to regulations or policies affecting the Company's activities in exploration and development and the frac sand processing business; the uncertainties involved in interpreting geological data; and the other risks disclosed under the heading "Risks and Uncertainties" and elsewhere. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward- looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

November 6th, 2017