

VICTORY NICKEL INC.

CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE YEARS ENDED
DECEMBER 31, 2018 AND 2017**

DATED APRIL 30, 2019

Management's Comments on Audited Consolidated Financial Statements

The accompanying audited consolidated financial statements of Victory Nickel Inc. are the responsibility of management. The consolidated financial statements have been prepared by management in accordance with international financial reporting standards ("IFRS"). Where necessary, management has made judgements and estimates in preparing the consolidated financial statements and such statements have been prepared within acceptable limits of materiality.

Management maintains appropriate systems of internal control to give reasonable assurance that its assets are safeguarded, and the financial records are properly maintained.

The Board of Directors is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control and exercises this responsibility principally through the Audit Committee. The Audit Committee, which is comprised of Directors, none of whom are employees or officers of the Company, meets with management and the external auditors to review the independent auditor's report and the consolidated financial statements to satisfy itself that management is properly discharging its responsibilities to the Directors, who approve the consolidated financial statements.

A firm of independent Chartered Professional Accountants, appointed by the shareholders, audits the consolidated financial statements in accordance with IFRS and provides an independent professional opinion thereon. The external auditors have free and full access to the Audit Committee with respect to their findings regarding the fairness of financial reporting and the adequacy of internal controls.

Sean Stokes
Interim CEO and Chief Financial Officer
April 30, 2019



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VICTORY NICKEL INC.

Opinion

We have audited the consolidated financial statements of Victory Nickel Inc. and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as at December 31, 2018 and December 31, 2017 and the consolidated statements of operations, comprehensive loss, shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and December 31, 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements which indicates that at year-end certain loans and borrowings were in default and describes the significant liquidity issues the Company is facing. In addition, none of the Company's mining projects have commenced commercial production and, accordingly, the Company is dependent upon debt or equity financing's, and the optioning and/or sale of resource or resource-related assets and/or the ability to generate sufficient cash flow from its other operating activities for its funding. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussions and Analysis.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Other Information (continued)

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jonathan Black.



Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario
April 30, 2019

Consolidated Balance Sheets

(in thousands of United States dollars)

As at December 31,	Notes	2018	2017
ASSETS			
Current assets			
Cash		\$ 43	\$ 125
Receivables	6	41	88
Marketable securities	7	116	255
Inventory	8	1,365	1,851
Total current assets		1,565	2,319
Non-current assets			
Property, plant and equipment	10	2,466	3,057
Mine property and development project	11	12,800	34,996
Exploration and evaluation projects	12	3,430	8,718
Total non-current assets		18,696	46,771
Total Assets		\$ 20,261	\$ 49,090
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Trade and other payables	13	\$ 2,605	\$ 2,225
Loans and borrowings	14	7,160	6,500
Total current liabilities		9,765	8,725
Non-current liabilities			
Loans and borrowings	14	8,495	7,286
Participating Interest	15	1	529
Deferred tax liability	16	-	911
Total non-current liabilities		8,496	8,726
Total Liabilities		18,261	17,451
Shareholders' equity			
Share capital	17	53,410	53,323
Contributed surplus		6,178	6,140
Accumulated other comprehensive loss		(3,494)	(3,777)
Deficit		(54,094)	(24,047)
Total shareholders' equity		2,000	31,639
Total Liabilities and Shareholders' Equity		\$ 20,261	\$ 49,090

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

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

Approved by the Board of Directors

(signed)
Cynthia P. Thomas
 Director

(signed)
Michael Anderson
 Director

Consolidated Statements of Operations

(in thousands of United States dollars, except per share amounts)

Years ended December 31,	Notes	2018	2017
Sales		\$ 699	\$ 879
Cost of goods sold		(1,146)	(690)
Gross profit		(447)	189
Operating expenses			
General and administrative		(869)	(591)
Share based payments	19	(20)	(444)
Amortization of property, plant and equipment	10	(582)	(590)
Writedown of Mine property and development project	11	(22,219)	-
Writedown of Exploration & Evaluation projects	12	(5,288)	-
Operating loss		(29,425)	(1,436)
Finance income	20	1,241	488
Finance costs	20	(2,774)	(1,998)
Net finance costs		(1,533)	(1,510)
Loss before income taxes		(30,958)	(2,946)
Income tax recovery	21	911	2,898
Net loss for the period		\$ (30,047)	\$ (48)
Loss per share	18		
Basic and diluted loss per share		\$ (0.32)	\$ (0.00)

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

Consolidated Statements of Comprehensive (Loss) Income

(in thousands of United States dollars)

Years ended December 31,	Notes	2018	2017
Net loss for the period		\$ (30,047)	\$ (48)
Other comprehensive income (loss) ("OCI")			
Net change in fair value of financial assets	7	180	143
Foreign exchange gain (loss)		103	(65)
Other comprehensive income for the period		283	78
Total Comprehensive (Loss) Income for the period		\$ (29,764)	\$ 30

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

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, 2017		\$ 53,241	\$ 5,696	\$ (3,855)	\$ (23,999)	\$ 31,083
Total comprehensive income for the period						
Net loss for the period					(48)	(48)
Other comprehensive income (loss)						
Net change in fair value of financial assets				143		143
Foreign exchange on change in functional currency				(65)		(65)
Total other comprehensive income				78		78
Total comprehensive income for the period						30
Transactions with owners, recorded directly in equity						
Contributions in the period						
Issuance of common shares for loan fee	17	82				82
Options granted and vesting	19		444			444
Total contributions by owners		82	444			526
Total transactions with owners		82	444			526
Balances as at December 31, 2017		\$ 53,323	\$ 6,140	\$ (3,777)	\$ (24,047)	\$ 31,639
Total comprehensive loss for the period						
Net Loss for the period					(30,047)	(30,047)
Other comprehensive income						
Net change in fair value of financial assets	7			180		180
Foreign exchange on change in functional currency				103		103
Total other comprehensive income				283		283
Total comprehensive loss for the period						(29,764)
Transactions with owners, recorded directly in equity						
Contributions in the period						
Issue of common shares and conversion option upon restructure of debt	17	27	18			45
Issuance of common shares for loan fee	17	60				60
Options granted and vesting	19		20			20
Total contributions		87	38			125
Total transactions with owners		87	38			125
Balances as at December 31, 2018		\$ 53,410	\$ 6,178	\$ (3,494)	\$ (54,094)	\$ 2,000

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

Consolidated Statements of Cash Flows

(in thousands of United States dollars)

Years ended December 31,	<i>Notes</i>	2018	2017
Cash flows from operating activities			
Net loss for the period		\$ (30,047)	\$ (48)
Adjustments for:			
Share based payments	19	20	444
Amortization of property, plant and equipment	10	582	590
Writedown (recovery) of impaired inventory	8	206	(307)
Writedown of mine property and development project	11	22,219	-
Writedown of exploration and evaluation projects	12	5,288	-
Net finance costs	20	1,507	1,444
Income tax recovery	21	(911)	(2,898)
Net change in working capital:			
Change in receivables	6	(9)	(10)
Change in inventory	8	280	679
Change in trade and other payables	13	385	289
Net cash (used) provided by operating activities		(480)	183
Cash flows from investing activities			
Expenditures on mine property and development project	11	(23)	(22)
Purchase of property, plant and equipment	10	(1)	(77)
Issuance of current promissory note	6	(145)	(55)
Receipt of current promissory note	6	200	-
Proceeds on sale of marketable securities	7	305	46
Net cash provided (used) by investing activities		336	(108)
Cash flows from financing activities			
Net receipts of current loans	14	67	65
Payments under leases		(5)	(125)
Repayment of loans and interest		-	(22)
Net cash provided (used) by financing activities		62	(82)
Net decrease in cash		(82)	(7)
Foreign exchange effect on cash and cash equivalents		-	(65)
Cash balance at beginning of the period		125	197
Cash balance at end of the period		\$ 43	\$ 125

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

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

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 consolidated financial statements as at and for the years ended December 31, 2018 and 2017 comprise the Company and its subsidiaries Victory Silica Ltd. (“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 nickel properties and associated products in Canada until the second quarter of 2014 when 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.

The Company is listed on the Canadian Securities Exchange (“CSE”) under the symbol NI.

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

Going Concern

These 2018 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 December 31, 2018, the Company had a working capital deficiency of \$8,200,000, calculated as current assets less current liabilities, an increase from a working capital deficiency of \$6,406,000 as at December 31, 2017 mostly due to interest accrued on debt. At December 31, 2018, the debts of \$7,160,000 were the largest factor in the Company’s working capital deficiency, as the Company was in default on unsecured debt and related interest. A significant portion of debt is now classified as current liabilities.

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 CAD\$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. If the Company is unable to finance and develop these projects, the potential recovery via sale of these projects may be below the current carrying amounts. Given the defaults on various loans discussed below, there is an increased risk that the Company’s creditors could force the Company to liquidate its core assets under less than favourable terms.

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 remain 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. In October 2017, the Company announced that it had completed the refurbishment of its frac sand wash plant at the 7P Plant. The wash plant is now operational, enhancing the ability to produce and sell frac sand. Sales of frac sand have yet to recover to levels that would generate positive cash flow.

The near-term outlook in the frac sand market remains unclear. The US dollar continues to negatively impact demand for high-quality Wisconsin frac sand in Canada, as the price for Canadian frac sand has dropped and service companies appear satisfied with using lower-quality domestic frac sand, because of the price differential caused mainly by the exchange rate. The Company’s existing inventory is Wisconsin frac sand, which is hindering its ability to increase its sales. The Company is currently exploring the possibility of adding domestic sand to its inventory in order to be more competitive with the lower priced sand.

Cash flows from frac sand sales in 2018 were not sufficient to pay financing costs and the Company was not able to make most of its interest payments due during 2018 and 2017.

During 2016, the Company restructured its debt (the “Debt Restructuring Agreement”) with holders of promissory convertible notes and trade creditors, by issuing shares of the Company and unsecured promissory convertible

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

notes (“Promissory Convertible Notes”). In 2017, the Company’s secured debt (“Secured Debt”) increased by the amount of unpaid interest to \$7,050,000 and the maturity date was extended to July 31, 2019. In 2018, the maturity date of the Secured Debt was further extended to January 31, 2020.

Pursuant to the terms of the Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the Secured Debt is repaid. The lender of the Secured Debt (the “Secured Lender”) provided a forbearance agreement for the balance of the accrued interest and made short term advances to cover non-discretionary costs. Barring a significant improvement in the sales of frac sand, the Company is unlikely to be able to repay the Secured Debt in full when it matures in January 2020. The Company’s ability to make the required interest payments in 2019 is also in doubt and dependent upon frac sand sales and/or third-party funding or asset sales. Subsequent to December 31, 2018, the Company was unable to make its interest payment due on March 31, 2019. The Company’s Secured Lender continues to demonstrate its commitment to ensuring the protection of the Company’s core assets by providing working capital advances and forbearance agreements with respect to the interest due under the Secured Debt. Should the support of the Secured Lender change, the going concern assumption would be in doubt.

During 2016, 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”). In March 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.

The Company has not paid interest payments due on its Promissory Convertible Notes, which has resulted in the Company defaulting on a portion of these notes.

On July 31, 2018, the Company obtained approval from certain holders of Promissory Convertible Notes amounting to CAD\$357,000 and \$1,396,000, to extend the maturity date to January 31, 2020, from July 31, 2018, upon the issuance of an aggregate total of 532,899 common shares of the Company. The balance of the promissory notes remain in default.

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 full 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 2018 and 2017, the Company, with the agreement of its Secured Lender, sold non-core assets to provide operating funds. Subsequent to December 31, 2018, the Company liquidated the remainder of its marketable securities, eliminating this source of funds for operations. However, without an injection of capital and/or until the demand and pricing 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, 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. Management salary reductions and/or deferrals put the Company at risk of being unable to retain key personnel.

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

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

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 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

(a) Statement of Compliance

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

The management of the Company prepares the consolidated financial statements, which are then reviewed by the Audit Committee and the Board of Directors. The consolidated financial statements were authorized for issue by the Board of Directors on April 30, 2019 and are made available to shareholders and others through filing on SEDAR shortly thereafter.

(b) Basis of Measurement

The consolidated financial statements have been prepared on the historic cost basis except for derivative financial instruments, such as warrants and the Participating Interest (as described in Note 15), which are measured at fair value with changes through operations and financial assets, such as marketable securities, which are measured at fair value with changes through other comprehensive income or loss ("OCI").

(c) Functional and Presentation Currency

Under IFRS, an entity's functional currency should reflect the underlying transactions, events and conditions relevant to the entity. Revenues and significant expenses of the Company's operating entity are driven by prices in US Dollars, which influence managements' primary operating, capital and financing decisions.

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.

(d) Comparative Figures

Comparative figures have been reclassified to conform with presentation used in the current year.

(e) Use of Estimates and Judgements

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

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

The accompanying consolidated financial statements include all adjustments that are, in the opinion of management, necessary for fair presentation.

Significant estimates and assumptions

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

Information regarding significant areas of estimation uncertainty made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- Note 8 – valuation of inventory;
- Note 10 – measurement of the recoverable amount of property, plant and equipment;
- Note 11 – measurement of the recoverable amount of mine property and development project;
- Note 12 – measurement of the recoverable amount of exploration and evaluation projects;
- Note 14 – measurement and valuation of the embedded derivatives in promissory convertible notes;
- Note 14 – measurement and the valuation of the fair value of debt issued in the restructuring;
- Note 14 – measurement and valuation of the current portion of the Senior Secured Debt under the cash sweep terms;
- Note 15 – measurement and valuation of the Participating Interest; and
- Note 19 – measurement of share-based payments.

Significant judgements

Judgements are reviewed on an ongoing basis. Changes resulting from the effects of amended judgements are recognized in the period in which the circumstance giving rise to the change occurs and in any future periods presented. Information regarding significant areas of critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- Note 1 – going concern assessment;
- Note 2 – determination of the functional currency for the Company and its subsidiaries;
- Note 8 – impairment of inventory;
- Note 10 - impairment of property, plant and equipment
- Note 11 – classification of expenditures as mine property and development project or operating expenses;
- Note 12 – classification of expenditures as exploration and evaluation projects or operating expenses;
- Note 11 – impairment of mine property and development project;
- Note 12 – impairment of exploration and evaluation projects; and
- Note 16 – recoverability of deferred tax assets.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are set out in detail below. Such policies have been applied consistently by all Victory Nickel entities and to all periods presented in these consolidated financial statements.

(a) Basis of Consolidation

Subsidiary

A subsidiary is an entity controlled by Victory Nickel. Control exists when Victory Nickel has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries align with the policies adopted by Victory Nickel.

Transactions eliminated on consolidation

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of Victory Nickel's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

(b) Foreign Currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of Victory Nickel at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognized through operations, except for differences arising on the retranslation of marketable securities, which are recognized directly in OCI. Non-monetary items that are measured in terms of historic cost in a foreign currency are translated using the exchange rate at the date of the transaction.

(c) Financial Instruments

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments ("IFRS 9"), which impacts the classification and measurement of financial assets, has been adopted by the Company. In 2018, the Company adopted the final version of IFRS 9 Financial Instruments ("IFRS 9"), which impacts the classification and measurement of financial assets. The Company has previously adopted an earlier version of IFRS 9. There were no changes to the current or the prior year with respect to the adoption of the new version of IFRS 9.

(i) Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity securities, receivables, cash and cash equivalents, restricted deposits, trade and other payables, loans and borrowings.

Non-derivative financial instruments, with the exception of financial assets at fair value through OCI, are recognized initially at fair value plus, for instruments not at fair value through operations, any directly attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

Cash comprises cash balances and call deposits. Restricted deposits are funds on deposit with a Canadian chartered bank to support letters of credit, if any, being used to facilitate business activity with certain vendors.

Loans, receivables and borrowings are financial assets and liabilities with fixed or determinable payments that are not quoted in an active market. Such assets and liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans, receivables and borrowings are measured at amortized cost using the effective interest method, less any impairment losses. Accounting for finance income and expenses is discussed in Note 3(n).

Financial assets at fair value through OCI

Victory Nickel's investments in equity securities are measured at fair value and changes therein, as well as foreign currency differences on those investments, are recognized directly in OCI.

Financial instruments at amortized cost

Other non-derivative financial instruments are measured at amortized cost using the effective interest method, less any impairment losses.

(ii) Derivative financial instruments

Victory Nickel may periodically hold warrants as part of its portfolio of marketable securities, which are financial assets at fair value through operations. Convertible promissory notes contain embedded derivatives which are separated from the financial instrument measured at amortized cost.

Derivatives are recognized initially at fair value; attributable transaction costs are recognized through operations when incurred. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are recognized immediately through operations. The Participating Interest is a derivative that requires adjustment to the fair value at each reporting period (refer to Note 15).

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

(d) Inventory

Finished products and raw materials inventories are valued at the lower of cost and net realizable value. Cost comprises all costs of purchase, costs of processing and other costs incurred in bringing inventories to their present location and condition. Net realizable value for finished products and raw materials is generally considered to be the selling price of the finished product in the ordinary course of business less the estimated costs of completion and estimated costs to make the sale. Inventory is reviewed to ensure the carrying value does not exceed net realizable value. A write-down is recognized when carrying cost exceeds net realizable value. The write-down may be reversed if the circumstances which caused it no longer to exist.

(e) Property, Plant and Equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes any expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognized net within *Loss on Sale of Asset* in the consolidated statement of operations.

(ii) Depreciation

Depreciation is calculated as a function of the depreciable amount, which is the cost of an asset less its residual value. Depreciation is recognized through operations over the estimated useful lives of each part of an item of property and equipment. Land is not depreciated. Depreciation commences when an asset is placed into service. Operations at the 7P Plant began in 2014, at which time amortization of plant equipment commenced.

The depreciation rates and methods for the current and comparative periods are as follows:

Item	Method	2018	2017
Building	Declining-balance	5%	5%
Plant and Equipment at 7P Plant	Straight-line	10% to 20%	10% to 20%
Other Equipment and Furniture	Declining-balance	20%	20%
Vehicles and Mobile Equipment	Declining-balance	30%	30%

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(f) Exploration and Evaluation Projects

(i) Exploration and Evaluation expenditures

Exploration and Evaluation ("E&E") expenditures relate to costs incurred on the exploration for and evaluation of potential mineral reserves and includes costs related to the following: acquisition of exploration rights, conducting geological studies, exploratory drilling and sampling, and evaluating the technical feasibility and commercial viability of extracting a mineral resource.

E&E expenditures, including costs of acquiring licenses, are capitalized as E&E assets on an "area of interest basis" which generally is defined as a project. The Company considers a project to be an individual geological area whereby the presence of a mineral deposit is considered favourable or has been proven to exist and, in most cases, comprises a single mine or deposit.

E&E assets are recognized if the rights to the project are current and either:

- the expenditures are expected to be recouped through successful development and exploitation of the project, or alternatively by its sale; or
- activities on the project have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the project are continuing.

E&E expenditures are initially capitalized as intangible E&E assets. Such E&E expenditures may include costs of licence acquisition, technical services and studies, geophysical surveys, exploration drilling and testing, materials and fuels used, rentals and payments made to contractors and consultants. To the extent that a tangible asset is

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

consumed in developing an intangible E&E asset, the amount reflecting that consumption is recorded as part of the cost of the intangible asset.

Once the technical feasibility and commercial viability of the extraction of mineral reserves in a project are demonstrable, permitted and development is approved by the Board, E&E assets attributable to that project are first tested for impairment and then reclassified to *Mine property and development projects* on the consolidated balance sheet.

(ii) Pre-E&E expenditures

Pre-E&E expenditures are incurred on activities that precede exploration for an evaluation of mineral resources, being all expenditures incurred prior to securing the legal rights to explore an area. Pre-E&E expenditures are expensed immediately as *Pre-exploration write-offs* through the consolidated statement of operations.

(iii) Impairment

E&E assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an E&E asset may exceed its recoverable amount and any impairment loss is recognized as *Writedown of Exploration and Evaluation projects* through the consolidated statement of operations. The following facts and circumstances, among other things, indicate that E&E assets must be tested for impairment:

- the term of exploration license for the project has expired during the reporting period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the project area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the project area have not led to the discovery of commercially viable quantities of mineral resources and the Company plans to discontinue activities in the specific area; or
- sufficient data exists to indicate that while development activity is likely to proceed, the carrying amount of the E&E asset is unlikely to be recovered in full through such activity.

E&E assets are tested for impairment on an individual project (area of interest) basis. As noted above, a project would also be tested for impairment before being transferred to *Mine property and development projects* on the consolidated balance sheet.

(g) Mine Property and Development Project

(i) Pre-production development expenditures

The Company considers a project to be in the development phase when an identified mineral reserve is being prepared for production as approved by the Board, for example when there is construction of access to the mineral reserves upon determination that there is economic viability of the project under a successful feasibility study and is permitted for development. As such, project development activities are related to the construction of an asset to be used in production or preparation for extraction of a specific mineral resource.

The costs of mining properties, which include the costs of acquiring and developing mining properties and mineral rights, are capitalized in the same manner as property and equipment under *Mine property and development project* ("MP&D") assets on the consolidated balance sheet in the period in which they are incurred or transferred from E&E assets upon determination of economic viability. At that point, all further pre-production primary development expenditure other than land, buildings, plant and equipment, etc. is capitalized as part of the cost of the project until the project is capable of commercial production. This includes costs incurred in preparing the site for mining operations, including pre-stripping costs.

Presently, the Company's sole project classified as an *MP&D* asset on the consolidated balance sheet is the Minago project; it continues to be in the pre-production phase and costs continue to be capitalized without depreciation.

(ii) Impairment

If a property were to be abandoned, there is little likelihood of a mineral right being exploited, or the value of the exploitable mineral right has diminished below cost, the cumulative capitalized cost relating to the property is written off to its recoverable amount through operations.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

(h) Borrowing Costs

The Company's policy is to capitalize project-related borrowing costs related to qualifying assets as incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The Company presently does not have any project-related borrowings on qualifying assets.

(i) Government Grants

Government grants that compensate Victory Nickel for expenses incurred are recognized through operations on a systematic basis in the same periods in which the expenses are recognized. Grants that compensate Victory Nickel for the cost of an asset are recognized through operations on a systematic basis over the useful life of the asset. For assets which are not being amortized, such as E&E assets or MP&D assets, the government grant is deducted from the related asset.

(j) Investment Tax Credits

Investment tax credits may be claimed by the Company on qualifying expenditures. The Company accounts for these when such qualifying expenditures have been made by reducing the deferred tax liability and recording an income tax recovery through the consolidated statement of operations.

(k) Impairment

(i) Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost, the reversal is recognized through operations.

(ii) Non-financial assets

The carrying amounts of Victory Nickel's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit ("CGU") (see definition below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates, or has the potential to generate, cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. Generally, a CGU is analogous to an individual project. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of an asset or a CGU exceeds its estimated recoverable amount. Impairment losses are recognized through operations. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

(l) Employee Benefits

(i) Termination benefits

Termination benefits are recognized as an expense when Victory Nickel is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if Victory Nickel has made an offer of voluntary redundancy, it is probable that the offer will be accepted and the number of acceptances can be reliably estimated.

(ii) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus plans if Victory Nickel has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be reliably estimated.

(iii) Share-based payment transactions

The grant-date fair value of options granted to employees, directors and consultants is recognized as an employee expense, with a corresponding increase in equity, over the period that the individuals become unconditionally entitled to the options. The amount recognized as an expense is adjusted to reflect the actual number of share options for which the related service and non-market vesting conditions are met.

Share-based payment arrangements in which the Company receives properties, goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by Victory Nickel.

(m) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as a finance cost.

In accordance with the Company's environmental policy and applicable legal requirements, a provision for site restoration or decommissioning in respect of land restoration, and the related expense, is recognized when the land is contaminated and there is a legal obligation to restore the site. The Company presently has no decommissioning liabilities.

(n) Finance Income and Finance Costs

Finance income comprises interest income on funds invested (including financial assets at fair value through operations), gains on the disposal of financial assets at fair value through operations, amortization of flow-through premiums and changes in the fair value of financial assets (warrants) at fair value through operations. Interest income is recognized as it accrues through operations, using the effective interest method. Gains on the disposal of financial assets are recognized on the settlement date.

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions, changes in the fair value of financial assets and liabilities at fair value through operations and losses recognized on financial assets that are recognized through operations. All borrowing costs are recognized through operations using the effective interest method, except for those amounts capitalized as part of the cost of qualifying assets.

Foreign currency gains and losses are reported on a net basis.

(o) Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized through operations except to the extent that it relates to items recognized either in OCI or directly in equity, in which case it is recognized in OCI or in equity respectively.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(p) Share Capital

(i) Common shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

The Company has financed a portion of its E&E activities through the issue of flow-through shares. Under the terms of these share issues, the tax attributes of the related expenditures are renounced to subscribers. Common shares issued on a flow-through basis typically include a flow-through premium because of the tax benefits associated therewith. Flow-through shares may also be issued with a warrant feature. At the time of issue, the Company estimates the proportion of proceeds attributable to the flow-through premium, the common share and the warrant with reference to closing market prices and such techniques as the Black-Scholes option-pricing model. The flow-through premium is estimated as the excess of the subscription price over the market value of the share and is recorded as a liability in *Trade and other payables* on the consolidated balance sheet. The proceeds attributable to the warrants is also treated as equity and recorded in *Contributed surplus* on the consolidated balance sheet until exercise, when the associated proportion is transferred to share capital along with the cash proceeds received on exercise.

The effect of renunciation of the tax benefits to holders of such shares is recognized pro rata with the associated expenditures being incurred by the Company. This could occur either before or after the formal renunciation of expenditures to the tax authorities have been made. When the eligible expenditures are incurred, the tax value of the renunciation is recorded as a deferred tax liability and charged against operations as a deferred tax provision.

Furthermore, as eligible expenditures are incurred, the Company recognizes a pro rata amount of the flow-through premium through *Finance income* in the consolidated statement of operations with a decrement to the liability in *Trade and other payables* on the consolidated balance sheet.

(ii) Share-based payment arrangements

Stock Option Plan

The Company has a stock option plan (the "Stock Option Plan") which is described in Note 19. Awards to non-employees are measured at the fair value of the goods or services received. Awards made to employees are measured at the grant date. All stock-based awards made to employees and non-employees are recognized at the date of grant using a fair-value-based method to calculate the share-based payment. The share-based payment is charged to operations over the vesting period of the options or service period, whichever is shorter. Stock options vest either immediately or over a 12-month period.

Share Incentive Plan

The Company has a share incentive plan (the "Share Incentive Plan"), which includes both a share purchase plan (the "Share Purchase Plan") and a share bonus plan (the "Share Bonus Plan"). The Share Incentive Plan is administered by the directors of the Company. The Share Incentive Plan provides that eligible persons thereunder include directors, senior officers and employees of the Company and its designated affiliates and consultants who are primarily responsible for the management and profitable growth of the business.

The Share Incentive Plan is described in Note 17. The Company uses the fair value method of accounting for, and to recognize as compensation expense, its share-based payments for employees. Common shares issued under

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

the Share Incentive Plan are valued based on the quoted market price on the date of the award. This amount is expensed over the vesting period.

(q) Revenue Recognition

Revenues from frac sand sales are recognized when legal title passes to the customer, which may occur at the Company's production facility, rail origin or at the destination terminal or transload facility. At that point, delivery has occurred, evidence of a contractual arrangement exists and collectability is reasonably assured. In 2018, the Company adopted IFRS 15 Revenue ("IFRS 15"). There were no changes to the current or the prior year with respect to the adoption of IFRS 15.

(r) Earnings (Loss) per Share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the results of operations attributable to ordinary shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is determined by adjusting the results of operations attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares, which comprise warrants and share options.

(s) New Standards and Interpretations Not Yet Adopted

The Company has not yet adopted the following new accounting pronouncements which are effective for fiscal periods of the Company beginning on or after January 1, 2019:

IFRS 16, Leases

In 2016, the IASB issued its new leasing standard. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as previously required by IAS 17. Instead, it introduces a single lease accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value, and to depreciate the lease assets separately from interest on the lease liabilities on the income statement.

The Company has evaluated the impact of adopting this standard and does not believe it will have a material effect on its financial statements.

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT DISCLOSURES

Overview

The Company has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk;
- market risk; and
- operational risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board fulfils its responsibility through the Audit Committee which is responsible for overseeing the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company's activities including entry into new operations, such as the frac sand business. The Company has an established code of conduct which sets out the control environment within which framework all directors' and employees' roles and obligations are outlined. The Company's risk and control framework is facilitated by the small-sized and hands-on executive team.

Credit Risk

Credit risk is the risk of an unexpected financial loss to the Company if a customer or third-party to a financial

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

instrument fails to meet its contractual obligations and arises principally from the Company's cash, restricted deposits if any, receivables and marketable securities.

Cash

The Company's cash, and restricted deposits, if any, are held through large Canadian financial institutions. The Company has a corporate policy of investing its available cash in Canadian government instruments and certificates of deposit or other direct obligations of major Canadian banks.

Receivables

The Company has increased its exposure to credit risk upon commencement of sales of frac sand. The Company's other receivables consist of amounts due from federal and provincial governments. Amounts due from other parties are settled on a regular basis.

When necessary, the Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures.

Further, when the Company engages in corporate transactions, it seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's failure to meet contractual obligations.

Marketable securities

The Company limits its exposure to credit risk by investing only in securities which are listed on public stock exchanges. Such strategic investments are approved by the Board of Directors of the Company. Management actively monitors changes in the markets and management does not expect any counterparty to fail to meet its obligations. The Company's investments are generally in the junior natural resources sector and these companies are subject to similar areas of risk as the Company itself.

Guarantees

The Company's policy is to provide financial guarantees only to wholly-owned subsidiaries or under business arrangements where the benefit of the guarantee will enure to the Company. As at December 31, 2018 and 2017, the Company had no third-party guarantees outstanding.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents and marketable securities. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future cash needs and sources. When possible, spending plans are adjusted accordingly to provide for liquidity.

The Company manages its liquidity risk through the mechanisms described above and as part of Capital Disclosures below. The Company has historically relied on issuances of common shares to develop projects and to finance day-to-day operations and may do so again in the future.

As described in Note 1, the Company is experiencing liquidity issues and has refinanced a portion of its trade payables and loans, as outlined in Note 14.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices, will affect the Company's income, the value of its E&E and MP&D properties or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The frac sand market is relatively new to the Company and is subject to market forces affecting oil and natural gas pricing and related demand for frac sand.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Currency risk

The Company is exposed to currency risk on purchases and other payables that are denominated in a currency other than the functional currency of the Company; the US dollar. The primary currency in which these transactions are denominated is the Canadian dollar. The Company does not actively hedge its foreign currency exposure.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's debt bears interest at fixed rates (Note 14). Accordingly, the estimated effect of a 50bps change in interest rate would not have a material effect on the Company's results of operations. None of the Company's other financial instruments are interest-bearing. Consequently, the Company is not presently exposed to any significant interest rate risk which could be caused by a sudden change in market interest rates.

Other market price risk

The Company's marketable securities and strategic investments are subject to equity price risk. The values of these investments will fluctuate as a result of changes in market prices, the price of metals or other factors affecting the value of the investments.

Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The value of the Company's mineral resource properties is related to the price of, and outlook for, base and precious metals. Historically, such prices have fluctuated and are affected by numerous factors outside of the Company's control, including, but not limited to: industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities and other factors such as significant mine closures.

The Company does not have any hedging or other commodity-based risks respecting its operations. The value of the Company's strategic investments is also related to the price of, and outlook for, base and precious metals and other minerals. The future prices of frac sand sales are also subject to similar risks.

Operational Risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Company's operations. The Company typically has two main sand suppliers and, in order to partly mitigate supply risk, has optioned the Bear Coulee property (defined below).

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. The Company has a small but hands-on and experienced executive team which facilitates communication across the Company. This expertise is supplemented, when necessary, by the use of experienced consultants in legal, compliance and industry-related specialties. The Company also has standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorization of transactions;
- requirements for the reconciliation and monitoring of transactions;
- compliance with regulatory and other legal requirements, including the Occupational Health and Safety Act and related regulations and codes, and the Railway Safety Act and requirements of the Canadian Transportation Agency;
- documentation of controls and procedures, including quality control and plant maintenance;
- development of contingency plans;
- ethical and business standards; and
- risk mitigation, including insurance when this is effective and available.

Compliance with Company standards is supported by a code of conduct which is provided to salaried employees, officers and directors. The Company requires sign-off of compliance with the code of conduct.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Capital Management Disclosures

The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued project development and corporate activities. Capital is defined by the Company as the aggregate of its shareholders' equity as well as any long-term debt, equipment-based and/or project-based financing.

As at December 31,		2018		2017
Shareholders' equity	\$	2,000	\$	31,639
Loans and borrowings - long-term portion		8,495		7,286
Participating Interest		1		529
	\$	10,496	\$	39,454

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. In order to maintain or adjust the capital structure, the Company expects that it will be able to obtain equity, long-term debt, equipment-based, working capital and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful. In order to achieve these objectives, the Company invests its unexpended cash in highly-liquid, rated financial instruments.

Neither the Company, nor its subsidiaries, are subject to externally-imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

5. DETERMINATION OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair value hierarchy

The different levels of valuation are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

(a) Participating Interest

The fair value of the Participating Interest is based on the estimates of expected future cash flows, as the expectations of payments of the Participating Interest change.

(b) Marketable Securities

The fair value of financial assets at fair value through operations or OCI is determined by reference to their quoted closing bid price at the reporting date.

(c) Receivables

The fair value of receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes only.

(d) Warrants and/or embedded derivatives

The fair values of warrants and/or embedded derivatives included in either financial assets or liabilities at fair value through operations or in equity are based upon the Black-Scholes option-pricing model. Measurement inputs include: share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly-available information), weighted average expected life of the instruments (based on historic experience and general option-holder behaviour), expected dividends and the risk-free interest rate (based on government bonds).

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

(e) Non-derivative Financial Liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

(f) Share-based Payment Transactions

The fair value of share options is measured using the Black-Scholes option-pricing model. The measurement inputs are described above under Note 5(e). Any service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

6. RECEIVABLES

As at December 31,	2018		2017	
Trade accounts receivable	\$	31	\$	19
Other receivables		10		14
Promissory note and interest		-		55
	\$	41	\$	88

During 2017, the Company committed to provide up to \$200,000 in funding under certain terms of a secured note. The note bears interest of 15%, is secured and was to mature on June 22, 2018. During the first half of 2018, the Company advanced \$145,000 in addition to \$55,000 advanced during 2017. During 2018, the Company received repayment of the note and accrued interest. Proceeds received from repayment of this loan were used to repay a portion of other current loans (in Note 14).

The aging of the accounts receivable balance of \$31,000 as at December 31, 2018 is current (December 31, 2017 – current). As at December 31, 2018, one of the Company's four customers accounted for 100% of the trade accounts receivable balance (December 31, 2017 – one customer for 100%).

7. MARKETABLE SECURITIES

The Company records its investment in shares at available market prices with any difference in fair value compared with acquisition cost being recorded as gain or loss on financial assets at fair value through OCI. The Company's financial assets at fair value through OCI are listed on public stock exchanges, including the TSX and Toronto Venture Exchange. During 2018, the Company sold a portion of its holdings in marketable securities for proceeds of \$305,000 (2017 - \$46,000). As at December 31, 2018, one junior mining company comprised 99% (December 31, 2017 – 99%) of the balance of the Company's investment in shares.

8. INVENTORY

As at December 31,	2018		2017	
Raw material				
Stored at 7P Plant	\$	957	\$	1,503
Finished goods & other inventory		408		348
	\$	1,365	\$	1,851

The Company determined that a write-down of inventory of \$206,000 (2017 – recovery of previously impaired inventory of \$495,000) to net realizable value was required during 2018 and was recorded under cost of goods sold in the *Statement of Operations*. During 2017, ownership of 8,000 tons of sand stored in Wisconsin was transferred to the storage facilities, resulting in a reduction in the Company's inventory value of \$188,000.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

9. FINANCIAL INSTRUMENTS

Credit Risk

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. All amounts are held in Canada. The maximum exposure to credit risk at the reporting date was:

As at December 31,	Notes	2018	2017
Carrying amount			
Cash		\$ 43	\$ 125
Receivables	6	41	88
Financial assets at fair value through OCI	7	116	255
		\$ 200	\$ 468

Liquidity Risk

The following table shows the contractual maturities of financial liabilities as at the reporting date.

	<u>Non-derivative financial liabilities</u>				Total
	Trade and other payables ⁽¹⁾	Short-term loans	Long-term liabilities		
As at December 31, 2018					
Carrying amount	\$ 2,605	\$ 7,160	\$ 8,495	\$	18,260
Contractual cash flows	2,605	7,160	9,057		18,822
6 months or less	2,605	7,160	-		9,765
6 - 12 months	-	-	-		-
1 - 2 years	-	-	9,057		9,057
As at December 31, 2017					
Carrying amount	\$ 2,225	\$ 6,500	\$ 7,286	\$	16,011
Contractual cash flows	2,225	6,882	7,368		16,475
6 months or less	2,225	6,882	-		9,107
6 - 12 months	-	-	-		-
1 - 2 years	-	-	7,368		7,368

As described in Notes 13 and 14, significant amounts in trade payables and the entire balance of short-term loans cannot be repaid until the Secured Lender is repaid. Thus, although the contractual cash flows of these balances are all six months or less, they are not expected to be repaid until after the maturity date of the Secured Lender.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Currency Risk

Exposure to currency risk

As at December 31, 2018

(in thousands of US dollars)

	US\$	CAD\$
Cash	\$ 2	\$ 41
Receivables	-	41
Marketable securities	-	116
Trade and other payables	(1,223)	(1,382)
Loans and borrowings	(14,752)	(903)
Participating Interest	-	(1)
	\$ (15,973)	\$ (2,088)

As at December 31, 2017

(in thousands of US dollars)

	US\$	CAD\$
Cash	\$ 110	15
Receivables	78	10
Marketable securities	-	255
Trade and other payables	(1,094)	(1,131)
Loans and borrowings	(12,939)	(847)
Participating Interest	-	(529)
	\$ (13,845)	\$ (2,227)

Sensitivity analysis

A 10% weakening of the United States dollar would have an approximate effect on the Company's equity of \$209,000 on balances denominated in CAD\$ as at December 31, 2018 (2017 - \$223,000). The analysis assumes that all other variables, in particular interest rates, remain constant.

Fair Value

Fair values versus carrying amounts

The fair values of the Company's financial assets and liabilities equal their carrying amounts shown in the consolidated balance sheets. The Company has not made any reclassifications between assets recorded at cost or amortized cost and fair value.

The table below analyses financial instruments carried at fair value by valuation method:

	Level 1	Level 3	Total
As at December 31, 2018			
Financial assets at fair value through OCI	\$ 116	\$ -	\$ 116
Financial liabilities at fair value	-	(1)	(1)
	\$ 116	\$ (1)	\$ 115

	Level 1	Level 3	Total
As at December 31, 2017			
Financial assets at fair value through OCI	\$ 255	\$ -	\$ 255
Financial liabilities at fair value	-	(529)	(529)
	\$ 255	\$ (529)	\$ (274)

There have been no transfers between Level 1, Level 2 and Level 3 during the current and prior reporting periods. All of the shares owned by the Company are valued using Level 1 methodologies.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

10. 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	-	77	-	-	77
Disposals - cost	-	-	(23)	-	(23)
Disposals - accumulated amortization	-	-	15	-	15
Amortization	(1)	(521)	(65)	(3)	(590)
Balances as at December 31, 2017					
Cost	83	4,881	685	220	5,869
Accumulated Amortization	(14)	(1,936)	(468)	(42)	(2,460)
Effect of Foreign Exchange	(7)	(133)	(41)	(171)	(352)
Carrying Amount	\$ 62	\$ 2,812	\$ 176	\$ 7	\$ 3,057
Additions	-	1	-	-	1
Amortization	(1)	(532)	(47)	(2)	(582)
Balances as at December 31, 2018					
Cost	83	4,882	685	220	5,870
Accumulated Amortization	(15)	(2,468)	(515)	(44)	(3,042)
Effect of Foreign Exchange	(7)	(143)	(41)	(171)	(362)
Carrying Amount	\$ 61	\$ 2,271	\$ 129	\$ 5	\$ 2,466

During 2017, the Company completed the refurbishment of its frac sand wash plant at the 7P Plant. The wash plant provides the ability to immediately wash and sell sand to customers on an as-needed basis. As at December 31, 2018, Vehicles and Mobile Equipment includes \$nil (2017 - \$46,000) of equipment remaining to be acquired at the end of its term under finance leases.

11. MINE PROPERTY AND DEVELOPMENT PROJECT

	January 1, 2018	Current Expenditures	Writedowns	December 31, 2018
Minago	\$ 34,996	\$ 23	\$ (22,219)	\$ 12,800
	\$ 34,996	\$ 23	\$ (22,219)	\$ 12,800
	January 1, 2017	Current Expenditures	December 31, 2017	
Minago	\$ 34,974	\$ 22	\$ 34,996	
	\$ 34,974	\$ 22	\$ 34,996	

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.

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. Although this amendment

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

would be preferable, it is not necessary for the Minago project to be developed. On completion of First Nations consultation, 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.

As at December 31, 2018, the Company tested the Minago project for impairment. The economic model in the FS was used as a base. The business model used in the FS and the intention of management is to develop and produce the nickel and frac sand co-product simultaneously. Under IFRS, for the purposes of assessing the impairment of Minago, frac sand is treated as a raw material for sale into the market and is not processed to a finished product. This required elimination from the FS economic model of the following: processing plant capital, processing operating costs, transportation costs and the finished goods margin. This does not reflect how management intends to develop Minago, nor, in management's opinion, does it reflect how any other organization would develop the project.

An initial indicator of impairment considers the market capitalization of a company compared with its net book value. At and around the end of December 2018, the Company's market capitalization was below its net book value. Many resource companies continue to experience similar circumstances in present markets despite having good projects. An analysis was performed on each of the Company's MP&D project and management concluded that a write-down of \$22,219,000 was necessary.

The Company considered a number of factors including its current financial position, the amount of capital required to develop the project, delays to development due to financing requirements and the probability of obtaining such financing. The Company's current financial position will make obtaining financing extremely difficult. The low market capitalization may also hinder the Company if it were to attempt to sell any of its projects. Additionally, the Company considered current and forecast nickel prices, frac sand pricing and prices of other by-products, in addition to the current market conditions for nickel projects. The Company's determination of the recoverable amount is sensitive to a number of these inputs and could vary by a material amount. The Company maximized the use of observable market data where possible, including consideration of its market capitalization.

12. EXPLORATION AND EVALUATION PROJECTS

Cumulative costs relating to the acquisition of mineral properties and E&E expenditures have been incurred on the following projects:

	January 1, 2018	Current Expenditures	Writedowns	December 31, 2018
Lac Rocher	\$ 1,922	\$ -	\$ (1,442)	\$ 480
Mel	6,796	-	(3,846)	2,950
	<u>\$ 8,718</u>	<u>\$ -</u>	<u>\$ (5,288)</u>	<u>\$ 3,430</u>

	January 1, 2017	Current Expenditures	Writedowns	December 31, 2017
Lac Rocher	\$ 1,922	\$ -	\$ -	\$ 1,922
Mel	6,796	-	-	6,796
	<u>\$ 8,718</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,718</u>

As at December 31, 2018, the Company tested its E&E projects for impairment. An initial indicator of impairment considers the market capitalization of a company compared with its net book value. At and around the end of December 2018, the Company's market capitalization was below its net book value. Many resource companies continue to experience similar circumstances in present markets despite having good projects. An analysis was

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

performed on each of the Company's E&E project and management concluded that a total write-down of \$5,288,000 was necessary.

The Company considered a number of factors in determining the recoverable amount of the E&E projects. Determination of the recoverable amount is sensitive to a number of assumptions and results in material measurement uncertainty. The Company maximized the use of observable market data where possible, including consideration of its market capitalization.

Lac Rocher

The Lac Rocher 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 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 Limited ("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 the commencement 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 subsequently sold.

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.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Short Grass Property

In October 2018, Victory Silica entered into an option agreement (the “Exploration and Option Agreement”) with Short Grass Ranches Ltd. (the “Owner”) giving the Company the option to mine frac sand from one of the Owner’s properties (the “Short Grass Property”), located in Alberta, Canada, approximately 52 kilometres from the 7P Plant.

Under the terms of the Exploration and Option Agreement, the Company has a 180-day period to evaluate the Short Grass Property. Should the Company exercise its right to develop a commercial frac sand mine (the “Option”), it will pay the Owner a royalty for frac sand sold from the Short Grass Property. The initial term of the Option would be for five years with the ability to extend for additional five-year terms. Any sand mined from the Short Grass Property would be trucked to the 7P Plant for processing and sale alongside side the Northern White products.

On April 5, 2019, the Owner was notified of the exercise of the Option.

13. TRADE AND OTHER PAYABLES

As at December 31,	2018	2017
Accounts payable		
Mine property and development project	\$ 10	\$ 15
Exploration and evaluation projects	2	3
Frac Sand segment	1,773	1,818
Other payables	138	52
Accrued liabilities		
Other accrued liabilities	682	332
Lease obligations - current portion	-	5
	\$ 2,605	\$ 2,225

As part of the Secured Debt terms with the Secured Lender, the Company agreed to not make any payments, prior to the repayment of the Secured Debt and without the Secured Lender’s approval, to settle past unsecured debt or balances outstanding with trade creditors. The balances owing to trade creditors that did not agree to the Debt Restructuring Agreement in 2016 amount to \$975,000 and CAD\$777,000 and remained outstanding as at December 31, 2018.

14. LOANS AND BORROWINGS

As at December 31,	Notes	2018	2017
Current loans and borrowings			
Outstanding Note	(d)	\$ 3,000	\$ 3,000
Promissory Notes	(b)	312	1,629
Debt due to management & directors	(c)	293	-
Accrued interest		3,423	1,806
Other current loans		132	65
Total current loans and borrowings		7,160	6,500
Long-term loans and borrowings			
Secured Debt	(a)	\$ 6,990	\$ 6,968
Promissory Convertible Notes	(b)	1,505	-
Debt owed to management & directors	(c)	-	318
Total long-term loans and borrowings		8,495	7,286
		\$ 15,655	\$ 13,786

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

The Company also incurred interest expense of \$1,982,000 (2017 - \$1,617,000), amortized loan fees of \$103,000 (2017 - \$25,000) and amortized note discount and embedded derivatives of \$531,000 (2017 - \$260,000).

(a) Secured Debt

As at December 31,	2018	2017
Carrying balance at beginning of the year	\$ 6,968	\$ 5,468
Conversion from accrued interest	-	1,550
Change in fair value of warrants with a cashless exercise feature	-	(6)
Change in unamortized fair value of warrants	-	15
Amortized loan fees	103	25
Payment of loan fees	(81)	(84)
Secured Debt	\$ 6,990	\$ 6,968

The Secured Debt of \$7,050,000 has a maturity date of January 31, 2020. Under the terms of the Secured Debt, an additional fee of 2,500,000 common shares was issued by the Company to the Secured Lender, as a result of non-repayment of the Secured Debt by December 31, 2018. During 2017, \$1,550,000 was capitalized when the Senior Secured Debt was extended.

The interest rate on the Secured Debt is 14.8% with interest payable in arrears. The Secured Debt is 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.

In addition, the Company has agreed to not make any payments to settle past unsecured debt prior to the repayment of the Secured Debt, without the Secured Lender's approval.

Subsequent to December 31, 2018, the Company was unable to make the required March 31, 2019 interest payments. As such, the Company has defaulted on the Secured Debt and it is payable on demand.

Warrants issued to the Secured Lender

A total of 2,750,000 warrants were issued to the Secured Lender, with an exercise price of CAD\$0.25 and an expiry date of January 31, 2018. The Warrants expired unexercised on January 31, 2018.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

(b) Promissory Convertible Notes

As at December 31,	2018	2017
Total Principal Outstanding at beginning of the year	\$ 4,629	\$ 4,421
Restructure of debt	(1,670)	-
Issuance of extended debt	2,006	-
Change in present value discount on debt	(177)	148
Change in fair value of conversion options	-	(70)
Change in unamortized embedded derivatives	91	97
Effect of foreign exchange	(62)	33
Carrying balance at the end of the year	4,817	4,629
Less: Outstanding Note	(3,000)	(3,000)
Less: current portion of Promissory Convertible Notes	(312)	(1,629)
Promissory Convertible Notes	\$ 1,505	\$ -

During 2016, the Company announced that it had restructured a portion of its debt through private placements of common shares and Promissory Convertible Notes, in settlement of current indebtedness to certain of its unsecured lenders and trade creditors.

The Company has not made any interest payments due on its Promissory Convertible Notes, which has resulted in the Company defaulting on a portion of these notes.

Promissory Convertible Note Holders

The Promissory Convertible Notes have the original 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, at the option of the holder; and
- Holders of the Promissory Convertible Notes will also receive one common share purchase warrant for every four common shares acquired upon conversion of the Promissory Convertible Notes, with an exercise price of CAD\$0.50 per share, exercisable for a five-year period from the date of conversion.

On July 31, 2018, the Company obtained approval from certain holders of Promissory Convertible Notes amounting to CAD\$357,000 and \$1,396,000, to extend the maturity date to January 31, 2020, from July 31, 2018, upon the issuance of an aggregate total of 532,899 common shares of the Company. These Promissory Convertible Notes increased by the amount of unpaid interest of CAD\$72,000 and USD\$281,000. Concurrent with the extension of these Promissory Convertible Notes, the conversion option above was also extended to January 31, 2020 with the same terms as noted above. All other terms remain the same as the original terms. Those notes which were not extended to January 31, 2020 remain in default and are presented as current. The conversion rights on those notes are now expired.

(c) Debt Owed to Directors and Management

All outstanding debt due to management and director fees due to directors accumulated up to December 31, 2017 were due in July 2019. As a result, the short-term debt of \$293,000 owed to directors and management is comprised of a portion of the restructured debt owed to current directors and management amounting to CAD\$224,000, and unpaid director fees incurred by current directors during 2016 and 2017 totalling CAD\$175,000.

(d) Outstanding Note

During 2016, all of the then holders of promissory convertible notes participated in the Debt Restructuring Agreement except for the one holder of the Outstanding Note of \$3,000,000. In March 2016, the Company

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

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 Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the 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.

15. PARTICIPATING INTEREST

As at December 31,	2018	2017
Opening balance	\$ 529	\$ 933
Change in fair value	(528)	(404)
Participating Interest	\$ 1	\$ 529

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. 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 \$1,000 at December 31, 2018 (December 31, 2017 - \$529,000). This is a Level 3 methodology and is subject to the highest level of uncertainty. The Company will continue to review and revise its value of the Participating Interest, 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.

16. DEFERRED TAX LIABILITY

In 2017, the Company confirmed that its election to use US dollars as its functional currency for income taxes had been received and processed. As a result, the Company recorded a tax recovery mainly due to foreign exchange, to adjust the rate used to convert its various tax pools from Canadian dollars to US dollars. Refer to Note 21.

Deferred income tax assets and liabilities were recognized for temporary differences between the carrying value of the balance sheet items and their corresponding tax values. The differences as presented below:

As at December 31,	2018	2017
Temporary Differences		
Property, plant and equipment, net	\$ 508	\$ 348
Exploration, evaluation & development projects, net	2,633	(4,787)
Non-capital losses carried forward	4,460	3,753
Capital losses carried forward	1,838	1,838
Other	104	104
Deferred tax asset	\$ 9,543	\$ 1,256
Add Back: Unrecognized deferred tax asset	(9,543)	(2,167)
Deferred tax liability, net	\$ -	\$ (911)

Deferred income tax assets are recognized to the extent of the deferred tax liabilities, since the Company currently believes that it is probable that the benefit associated with these losses and costs will be realized prior to their expiry. It also includes the effect of enacted rate changes.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Non-capital losses expire in 2032 to 2038. As at December 31, 2018, the Company had capital losses of \$16,969,000 available to be carried forward indefinitely (December 31, 2017 - \$13,618,000).

17. CAPITAL AND OTHER COMPONENTS OF EQUITY

Share Capital

The Company is authorized to issue an unlimited number of common shares with no par value and preferred shares that may be issued in one or more series. The issued and outstanding common shares for the following periods are as follows:

	Number of Shares	Share Capital
Balance as at January 1, 2018	94,870,968	\$ 53,323
Issue of common shares to extend debt	532,899	27
Issue of common shares for loan fee	2,500,000	60
Balance as at December 31, 2018	97,903,867	\$ 53,410

During December 2018, the Company issued common shares to extend the maturity of certain debt and as a loan fee to the Secured Lender, as part of the amended terms of the Senior Secured Debt as outlined in Note 14.

	Number of Shares	Share Capital
Balance as at January 1, 2017	92,370,968	\$ 53,241
Issue of common shares for loan fee	2,500,000	82
Balance as at December 31, 2017	94,870,968	\$ 53,323

During December 2017, the Company issued common shares as a loan fee to the Secured Lender, as part of the amended terms of the Senior Secured Debt as outlined in Note 14.

Share Incentive Plan

The Company has a Share Incentive Plan which includes a Share Purchase Plan and a Share Bonus Plan. The purpose of the Share Incentive Plan is to encourage ownership of common shares by directors, senior officers and employees of the Company and its designated affiliates and consultants who are primarily responsible for the management and profitable growth of its business, to advance the interests of the Company by providing additional incentive for superior performance by such persons and to enable the Company and its designated affiliates to attract and retain valued directors, officers, employees and consultants.

Share Purchase Plan

Under the Share Purchase Plan, eligible directors, senior officers and employees of the Company and its designated affiliates and consultants can contribute up to 10% of their annual basic salary before deductions to purchase common shares. The Company matches each participant's contribution. The purchase price per common share is the volume-weighted average of the trading prices of the common shares on the CSE for the calendar quarter in respect of which the common shares are issued. Common shares acquired are held in safekeeping and delivered to employees as soon as practicable following March 31, June 30, September 30 and December 31 in each calendar year. No common shares have yet been issued pursuant to the Share Purchase Plan. The maximum number of common shares issuable under the Share Purchase Plan is the lesser of: (i) that number of common shares that can be purchased with a dollar amount equal to 20% of the gross annual salary of the Participants (as defined in the Share Incentive Plan); and (ii) 1% of the aggregate number of issued and outstanding common shares (calculated on a non-diluted basis) from time to time.

Share Bonus Plan

The Share Bonus Plan permits common shares to be issued as a discretionary bonus to eligible directors, senior officers and employees of the Company and its designated affiliates, and consultants from time to time. At the

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Company's Annual and Special Meeting of Shareholders held on June 26, 2012, shareholders approved an increase in the maximum number of common shares issuable under the Share Bonus Plan to 1,000,000. No shares were issued under the plan during 2018 or 2017.

Accumulated Other Comprehensive Income or (Loss) ("AOCI")

AOCI is comprised of the following separate components of equity:

Net change of financial assets at fair value through OCI

This comprises the cumulative net change in the fair value of financial assets at fair value through OCI.

Income tax on other comprehensive income

This comprises the amount of income tax determined to be required on the cumulative net change in the fair value of financial assets at fair value through OCI.

Foreign exchange on change in functional currency

This comprises the effects of the translation of the financial statements of the Company's subsidiaries, presented in CAD\$ and translated to US\$ (the Company's functional currency). Refer to Note 2.

18. EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted earnings (loss) per share for the years ended December 31, 2018 and 2017 was based on the information in the table below.

	2018	2017
Balance as at beginning of the year	94,870,968	92,370,968
Effect of shares issued to extend debt	134,355	-
Effect of shares issued for loan fees	6,849	6,849
Weighted average number of common shares at end of year - Basic and Diluted	95,012,172	92,377,817
Potentially dilutive instruments excluded:		
Effect of options granted and outstanding	12,258,000	12,625,000
Effect of warrants issued and outstanding	-	2,750,000
Effect of convertible promissory notes	10,635,596	10,092,813
Net loss attributable to shareholders - Basic and Diluted	\$ (30,047)	\$ (48)
Weighted Average Basic and Diluted Loss Per Share	\$ (0.32)	\$ (0.00)

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 common shares on a diluted basis for periods where losses are incurred for information only.

19. SHARE-BASED PAYMENTS

The Company's share-based payment arrangements are described below.

Share Bonus Plan

The terms of the Share Bonus Plan are set out in Note 17.

Share purchase warrants (equity-settled)

The 2,750,000 Warrants issued on March 3, 2016, pursuant to the Senior Secured Debt, may be settled cashless and are, accordingly, classified as debt (Note 14) and expired on January 31, 2018.

Stock Option Plan (equity-settled)

The Company has a Stock Option Plan to encourage ownership of its common shares by key management personnel (directors and executive management), employees and consultants, and to provide compensation for certain services. The terms of the Stock Option Plan provide that the directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the common shares on the day preceding the grant. No compensation is recognized when options are exercised. The number of common

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

shares reserved for issuance is not to exceed 15% of the aggregate number of common shares issued and outstanding (calculated on a non-diluted basis) from time to time.

As at December 31, 2018, the Company had 2,427,580 common shares available for the granting of future options (2017 – 1,605,545 common shares). Options are exercisable at the closing market price of the common shares at the date prior to grant. The Company does not have any cash-settled transactions. The terms and conditions relating to the grants of the Stock Option Plan are as follows:

- Options issued during the year and granted to executive management, consultants and employees have a maximum term of five years and are equity-settled. Of the options granted, 50% vest immediately, while the remaining options are exercisable after one year.
- Options issued during the year and granted to directors have a maximum term of five years and are equity-settled. All options granted vest immediately.
- All options are to be settled by physical delivery of common shares.

Stock Option Plan

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

(amounts in Canadian dollars) As at December 31,	Number of options		Weighted average exercise price	
	2018	2017	2018	2017
Outstanding as at beginning of the period	12,625,000	2,235,000	\$ 0.07	\$ 0.49
Granted	-	12,900,000	-	\$ 0.05
Expired	(367,000)	(300,000)	0.30	\$ 0.50
Cancelled	-	(1,210,000)	-	\$ 0.49
Surrendered	-	(1,000,000)	-	\$ 0.05
Outstanding at year end	12,258,000	12,625,000	\$ 0.07	\$ 0.07
Exercisable at year end	12,258,000	9,175,000	\$ 0.07	0.08

As at December 31,	Number of options outstanding		contractual life (years)	
	2018	2017	2018	2017
Range of exercise prices (Canadian dollars)				
\$0.05 to \$0.06	11,900,000	11,900,000	3.19	4.19
\$0.30 to \$0.50	-	367,000	-	0.50
\$0.55	103,000	103,000	0.10	1.10
\$0.70 to \$1.10	255,000	255,000	0.55	1.55
	12,258,000	12,625,000	3.11	4.00

During 2018, the Company recorded \$20,000 (2017 - \$444,000) in share-based payments upon the vesting of options. As at December 31, 2018, an additional \$nil in share-based payments remain to be recognized (2017 - \$22,000 up until May 2018). Options outstanding at December 31, 2018 expire between February 2019 and June 2022.

Share purchase warrants

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

(in Canadian dollars) As at December 31,	Date Issued	Life (mths)	Number of warrants		Weight average exercise price	
			2018	2017	2018	2017
Issued pursuant to private placements						
Warrants	March 3, 2016	23	2,750,000	2,750,000	\$ 0.25	\$ 0.25
Expired			(2,750,000)			
Outstanding as at end of the Year			-	2,750,000	-	\$ 0.25

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

The life of all warrants above, are shown in number of months from issue date.

20. FINANCE INCOME AND FINANCE COSTS

Years ended December 31,	2018	2017
Change in value of embedded derivatives	\$ 74	\$ 76
Gain on restructuring of debt	519	-
Change in value of Participating Interest	528	404
Net foreign exchange gain	90	-
Other	30	8
Finance income	1,241	488
Interest expense on loans		
Accrued and/or cash settled	1,982	1,617
Amortization of loan fees	103	25
Amortization of embedded derivatives	531	260
Net foreign exchange loss	-	65
Other	158	31
Finance costs	2,774	1,998
Net Finance Costs	\$ (1,533)	\$ (1,510)

21. INCOME TAXES

The combined Canadian tax rate reflects the federal and provincial tax rates for each applicable year. A reconciliation of the combined Canadian tax rate to the Company's effective rate of income tax is as follows:

Years Ended December 31,	2018	2017
Loss before taxes	\$ (30,958)	\$ (2,946)
Combined Canadian tax rate	27%	27%
Income tax recovery at combined rate	\$ (8,359)	\$ (795)
Non-deductible amounts	(12)	179
Non-taxable amounts	-	2
Change in deferred tax assets unrecognized	7,376	52
Effect of change in tax rates and foreign exchange	83	(2,336)
Income Tax (Recovery) Expense, net	\$ (911)	\$ (2,898)

In 2017, the Company confirmed that its election to use US dollars as its functional currency for income taxes had been received and processed. As a result, the Company recorded a tax recovery of \$2,898,000 mainly due to foreign exchange, to adjust the rate used to convert its various tax pools from Canadian dollars to US dollars. The change has been treated as a change in accounting estimate. Certain components of finance income and finance costs are not taxable and their volatility has an apparent effect on the effective income tax rate.

22. OPERATING SEGMENT

Reporting Segment

The Company has been 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.

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

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-by-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. 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:

As at December 31,	2018	2017
Canada		
Corporate	\$ 1,637	\$ 2,020
Exploration and Development	16,230	43,714
Frac Sand	3,796	4,858
Intersegment elimination	(1,402)	(1,502)
Total Assets	\$ 20,261	\$ 49,090

There have been no changes in the reportable segments or the treatment of segmented assets and revenues during 2018 and 2017.

For the year ended December 31, 2018	Corporate	Exploration and Development	Frac Sand	Total
Revenues	\$ -	\$ -	\$ 699	\$ 699
Cost of goods sold	-	-	(1,146)	(1,146)
Gross profit (loss)	-	-	(447)	(447)
Operating expenses				
General and administrative	(621)	-	(248)	(869)
Share-based payments	(20)	-	-	(20)
Amortization of property, plant and equipment	-	(2)	(580)	(582)
Writedown of mine property and development project	-	(22,219)	-	(22,219)
Writedown of exploration and evaluation projects	-	(5,288)	-	(5,288)
Operating loss	(641)	(27,509)	(1,275)	(29,425)
Finance income	1,241	-	-	1,241
Finance costs	(2,774)	-	-	(2,774)
Net finance costs	(1,533)	-	-	(1,533)
Loss before income taxes	(2,174)	(27,509)	(1,275)	(30,958)
Income tax recovery	911	-	-	911
Net loss for the year	\$ (1,263)	\$ (27,509)	\$ (1,275)	\$ (30,047)

Notes to the Consolidated Financial Statements

(all tabular amounts in thousands of United States dollars, except common share and per share information)

Year ended December 31, 2017	Corporate	Exploration and Development	Frac Sand	Total
Revenues	\$ -	\$ -	\$ 879	\$ 879
Cost of goods sold	-	-	(690)	(690)
Gross profit	-	-	189	189
Operating expenses				
General and administrative	(340)	(32)	(219)	(591)
Share-based payments	(444)	-	-	(444)
Amortization of property, plant and equipment	(1)	(3)	(586)	(590)
Operating loss	(785)	(35)	(616)	(1,436)
Finance income	488	-	-	488
Finance costs	(1,998)	-	-	(1,998)
Net finance costs	(1,510)	-	-	(1,510)
Loss before income taxes	(2,295)	(35)	(616)	(2,946)
Income tax recovery	2,898	-	-	2,898
Net loss for the year	\$ 603	\$ (35)	\$ (616)	\$ (48)

23. 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 common shares as part of the Stock Option Plan and Share Bonus Plan (Notes 17 and 19). Payables to key management personnel generally relate to director's fees, consulting fees and expense reimbursements. Balances and transactions with related parties as at and for the years ended December 31, 2018 and 2017 are shown in the following tables:

As at December 31,	2018	2017
Balances Outstanding		
Debt due to key management personnel	\$ 293	\$ 318
Other payables due to key management personnel	522	173
	\$ 815	\$ 491

Key management personnel compensation is composed of:

Years ended December 31,	2018	2017
Short-term employee benefits	\$ 539	\$ 362
	\$ 539	\$ 362

24. SUBSEQUENT EVENT

As discussed in Note 12, on April 5, 2019 the Company exercised its option on the Short Grass Property.



VICTORY NICKEL INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED
DECEMBER 31, 2018 AND 2017**

DATED APRIL 30, 2019

VICTORY NICKEL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Years Ended December 31, 2018 and 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 April 30, 2019 consolidates management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2018 and 2017, and factors reasonably expected to impact on future operations and results. This discussion is intended to supplement and complement the Company's consolidated financial statements for the years ended December 31, 2018 and 2017 (the "2018 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.

The 2017 Consolidated 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.

Common shares of the Company trade on the Canadian Securities Exchange ("CSE") under the symbol NI.

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. 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 should also reduce operating costs. Although this amendment would be preferable, it is not necessary for the Minago project to be developed. On completion of First Nations consultation by the government of Manitoba, it is expected that the government of Manitoba will issue the requested amendment to the existing EAL which remains valid.

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 frac sand, which can be sold into the oil & gas industry, 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.

During 2014, Victory Nickel became 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. ("Victory Silica"). Northern White occurs predominantly in the US Midwest 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 recovery from oil and gas wells. The 7P Plant comprises a wash 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 shipment to the 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 or to acquire/build additional frac sand processing facilities to serve additional markets. 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.

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 Trempeleau County, 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. 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 wash 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 into 2018. The drop in sales required a temporary suspension in production at the 7P Plant 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 increasing market demand for frac sand, it had 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 the 7P Plant, enhancing the ability to produce and sell frac sand.

In October 2018, the Company entered into an agreement with Short Grass Ranches Ltd. (the “Owner”) Giving the Company the option to mine frac sand from one of the Owner’s properties (the “Short Grass Property”). The strategy is in line with the Company’s view to provide a full suite of import and domestic frac sand products to the northern oil and gas markets. Under the terms of the Exploration and Option Agreement, the Company has a 180-day period to evaluate the Short Grass Property. Should the Company exercise its right to develop a commercial frac sand mine (the “Option”), it will pay the Owner a \$2.00 per tonne royalty for frac sand sold from the Short Grass Property. The initial term of the Option would be for five years with the ability to extend for additional five-year terms. Per the terms of the Option, on April 5, 2019, the Owner was notified by the Company of the exercise of the Option.

Going Concern

These 2018 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 December 31, 2018, the Company had a working capital deficiency of \$8,200,000, calculated as current assets less current liabilities, an increase from a working capital deficiency of \$6,406,000 as at December 31, 2017 mostly due to interest accrued on debt. At December 31, 2018, the debts of \$7,160,000 were the largest factor in the Company’s working capital deficiency, as the Company was in default on unsecured debt and related interest. A significant portion of debt is now classified as current liabilities.

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 CAD\$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. If the Company is unable to finance and develop these projects, the potential recovery via sale of these projects may be below the current carrying amounts. Given the defaults on various loans discussed below, there is an increased risk that the Company’s creditors could force the Company to liquidate its core assets under less than favourable terms.

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 remain 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. In October 2017, the Company announced that it had completed the refurbishment of its frac sand wash plant at the 7P Plant. The wash plant is now operational, enhancing the ability to produce and sell frac sand. Sales of frac sand have yet to recover to levels that would generate positive cash flow.

The near-term outlook in the frac sand market remains unclear. The US dollar continues to negatively impact demand for high-quality Wisconsin frac sand in Canada, as the price for Canadian frac sand has dropped and service companies appear satisfied with using lower-quality domestic frac sand, because of the price differential caused mainly by the exchange rate. The Company's existing inventory is Wisconsin frac sand, which is hindering its ability to increase its sales. The Company is currently exploring the possibility of adding domestic sand to its inventory in order to be more competitive with the lower priced sand.

Cash flows from frac sand sales in 2018 were not sufficient to pay financing costs and the Company was not able to make most of its interest payments due during 2018 and 2017.

During 2016, the Company restructured its debt (the "Debt Restructuring Agreement") with holders of promissory convertible notes and trade creditors, by issuing shares of the Company and unsecured promissory convertible notes ("Promissory Convertible Notes"). In 2017, the Company's secured debt ("Secured Debt") increased by the amount of unpaid interest to \$7,050,000 and the maturity date was extended to July 31, 2019. In 2018, the maturity date of the Secured Debt was further extended to January 31, 2020.

Pursuant to the terms of the Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the Secured Debt is repaid. The lender of the Secured Debt (the "Secured Lender") provided a forbearance agreement for the balance of the accrued interest and made short term advances to cover non-discretionary costs. Barring a significant improvement in the sales of frac sand, the Company is unlikely to be able to repay the Secured Debt in full when it matures in January 2020. The Company's ability to make the required interest payments in 2019 is also in doubt and dependent upon frac sand sales and/or third-party funding or asset sales. Subsequent to December 31, 2018, the Company was unable to make its interest payment due on March 31, 2019. The Company's Secured Lender continues to demonstrate its commitment to ensuring the protection of the Company's core assets by providing working capital advances and forbearance agreements with respect to the interest due under the Secured Debt. Should the support of the Secured Lender change, the going concern assumption would be in doubt.

During 2016, 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"). In March 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.

The Company has not paid interest payments due on its Promissory Convertible Notes, which has resulted in the Company defaulting on a portion of these notes.

On July 31, 2018, the Company obtained approval from certain holders of Promissory Convertible Notes amounting to CAD\$357,000 and \$1,396,000, to extend the maturity date to January 31, 2020, from July 31, 2018, upon the issuance of an aggregate total of 532,899 common shares of the Company. The balance of the promissory notes remain in default.

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 full 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 2018 and 2017, the Company, with the agreement of its Secured Lender, sold non-core assets to provide operating funds. Subsequent to December 31, 2018, the Company liquidated the remainder of its marketable securities, eliminating this source of funds for operations. However, without an injection of capital and/or until the demand and pricing 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, 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. Management salary reductions and/or deferrals put the Company at risk of being unable to retain key personnel.

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 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

2018 was an interesting year for Victory Nickel. While sand sales from Alberta's 7P Plant remained the focus during the year, the Company's three sulphide nickel assets remain at the heart of the longer-term value proposition for shareholders.

Minago in Manitoba is host to one of Canada's largest undeveloped, permitted, sulphide nickel resources. Combined with Mel in Manitoba and Lac Rocher in Quebec, the three projects give your company one of the country's most significant in-situ sulphide nickel inventories.

Why is this important? Because all of the Company's nickel assets are located in Canada, one of the world's most secure mining jurisdictions; because the projects are superbly located relative to access to infrastructure, particularly Minago; and because demand for nickel, specifically sulphide nickel, is projected to rise dramatically over the next two decades.

Nickel's presence as an "Energy Metal" came to prominence in 2018 with the acceleration of worldwide demand for electric vehicles ("EV"). The blooming global need for rechargeable batteries due to growth in the EV market, driven by government focus on reducing carbon emissions, combined with evolving battery technologies that incorporate increasing amounts of nickel has led to market watchers expanding their projections for global nickel demand.

Market Researcher Wood Mackenzie breaks EV into three broad categories, each with increasing levels of electrification. From least to most electrification these are hybrid electric vehicles ("HEV"), plug-in hybrid electric vehicles ("PHEV") and battery electric vehicles ("BEV"). As the level of electrification increases, so too does battery size and the amount of nickel and other battery materials required. By 2030, Wood Mackenzie expects 58% of passenger EV to be HEV, with the remaining 42% being PHEV or BEV; by 2040 the expectation is nearly 75% PHEV or BEV.

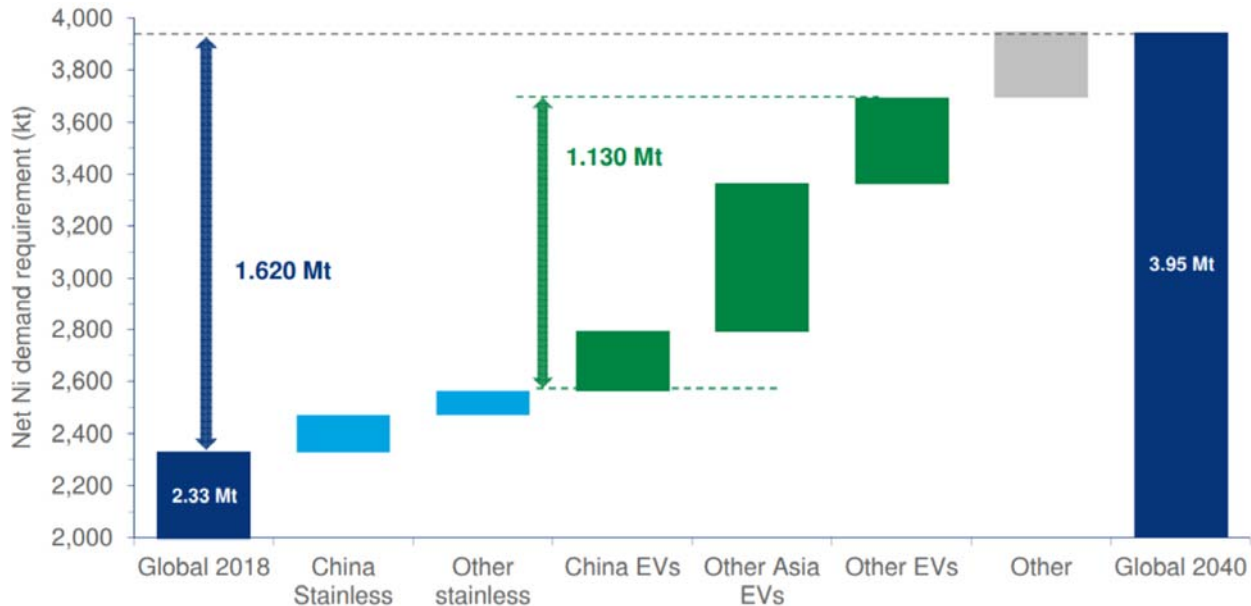
This increase in battery size and usage is complimented by the battery technologies themselves. There has been a global shift toward lithium-nickel-manganese-cobalt-oxide ("NMC") cathode chemistries, says Wood Mackenzie, and by 2030 they expect 70% of EV to use an NMC cathode. And there is a shift toward less cobalt-intensive battery types, meaning more nickel is used in each battery. UBS points out that today's cathodes used in EVs typically have a 1:1:1 nickel:manganese:cobalt ratio. By 2021 this materials mix is expected to be optimized at 8:1:1. Further to this point, researcher Adamas Intelligence points to a 104% year-over-year ("YoY") increase in the amount of nickel in passenger EV

batteries during February 2019, a bigger jump than both manganese and cobalt. In China alone, the YoY increase in nickel deployment in passenger EV batteries from January 2018 was 253%, with the YoY increases in Germany and the US coming in at 88% and 54% respectively.

In addition, market watchers concur that due to the quality requirements of battery producers the winners in this new demand environment will be sulphide (“Class 1”) nickel producers such as Victory Nickel’s projects which, unlike laterite nickel (“Class 2”) deposits, have an economic advantage in the competition for EV battery market share.

This is not to discount the stainless steel and other traditional markets using nickel. All in all, Wood Mackenzie sees global nickel demand rising significantly between 2018 and 2040.

Sources of Long-Term Incremental Nickel Demand



Source: Wood Mackenzie

Given the Company’s leading position with regard to sulphide nickel resources Victory Nickel is well positioned to take advantage of the significant market shift toward EVs and growing sulphide nickel demand in general.

Unfortunately, current nickel prices and in-turn the valuation of nickel projects do not yet reflect this anticipated market shift. At the present time market conditions, the Company’s financial liquidity constraints and the market capitalization of the Company necessitated impairment write-downs on the nickel projects. However, management remains confident that these projects will demonstrate their value in the long-run when nickel prices improve and market conditions allow for the full development of the Company’s nickel projects.

Frac Sand

Sand is a substantial contributor to the overall economics at Minago. Victory Nickel became a player in the sand market in 2014, when construction and commissioning of its 7P Plant in Alberta was completed. Unfortunately, toward the end of 2014 the price of oil crashed. As a result, 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.

During this period, E&P companies looked for ways to improve their economics by reducing costs and enhancing recoveries. Measures include lengthening of lateral 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 energy market analytics company RBN Energy, a typical well in Texas’ Permian Basin is 10,000 lateral feet (and sometimes thousands of feet longer) using about 2,500 pounds of sand per linear foot. These dynamics have led to a

doubling of frac sand demand over the past three years in the US to in excess of 100,000,000 tons per annum.

As part of the trend toward E&P companies looking to reduce their costs, demand for more cost-effective in-basin domestic frac sand has increased in Canada. The Company's business plan always contemplated sales of domestic frac sand from both Minago and other strategically-located Canadian frac sand deposits in addition to sales of Northern White frac sand imported from Wisconsin. As such, the Option on the Short Grass Property furthers the Company's ability to better navigate changing frac sand demand in Canada by offering both imported Northern White and an in-basin domestic alternative. Broadening its product offering will allow Victory Nickel to appeal to a wider variety of customers and better take advantage of opportunities as the frac sand market evolves.

Also, on an ongoing basis, management reviews the potential to take advantage of market opportunities to build its presence in the frac sand business by evaluating available acquisitions of undervalued North American frac sand production assets that offer immediate potential to expand sales and open new markets while at the same time being complementary to the Company's existing production activities.

As discussed above, management is developing strategies to take full advantage of opportunities in a changing 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 can be advanced as potential producers. We thank our shareholders, lenders and suppliers for their continued patience and support.

In late October 2018, the Company announced that René Galipeau had retired as CEO for personal reasons. Mr. Galipeau remains on the Board of Directors and continues to act as an advisor to the Company. The Board, management team and shareholders of Victory Nickel have been fortunate to have the benefit of his expertise since the inception of the Company and through the more than challenging circumstances one inevitably confronts in our industry. We are deeply appreciative and thank him for his service as CEO and continued input on the Board of Directors.

RESULTS OF OPERATIONS

For the year ended December 31, 2018	Corporate	Exploration and Development	Frac Sand	Total
Revenues	\$ -	\$ -	\$ 699	\$ 699
Cost of goods sold	-	-	(1,146)	(1,146)
Gross profit (loss)	-	-	(447)	(447)
Operating expenses				
General and administrative	(621)	-	(248)	(869)
Share-based payments	(20)	-	-	(20)
Amortization of property, plant and equipment	-	(2)	(580)	(582)
Writedown of mine property and development project	-	(22,219)	-	(22,219)
Writedown of exploration and evaluation projects	-	(5,288)	-	(5,288)
Operating loss	(641)	(27,509)	(1,275)	(29,425)
Finance income	1,241	-	-	1,241
Finance costs	(2,774)	-	-	(2,774)
Net finance costs	(1,533)	-	-	(1,533)
Loss before income taxes	(2,174)	(27,509)	(1,275)	(30,958)
Income tax recovery	911	-	-	911
Net loss for the year	\$ (1,263)	\$ (27,509)	\$ (1,275)	\$ (30,047)

Year ended December 31, 2017	Corporate	Exploration and Development	Frac Sand	Total
Revenues	\$ -	\$ -	\$ 879	\$ 879
Cost of goods sold	-	-	(690)	(690)
Gross profit	-	-	189	189
Operating expenses				
General and administrative	(340)	(32)	(219)	(591)
Share-based payments	(444)	-	-	(444)
Amortization of property, plant and equipment	(1)	(3)	(586)	(590)
Operating loss	(785)	(35)	(616)	(1,436)
Finance income	488	-	-	488
Finance costs	(1,998)	-	-	(1,998)
Net finance costs	(1,510)	-	-	(1,510)
Loss before income taxes	(2,295)	(35)	(616)	(2,946)
Income tax recovery	2,898	-	-	2,898
Net loss for the year	\$ 603	\$ (35)	\$ (616)	\$ (48)

Overall

For the year ended December 31, 2018, the Company had a net loss of \$30,047,000 or a loss of \$0.32 per share (December 31, 2017 - \$48,000 or a loss of \$0.00 per share). Of the net losses, the writedown of exploration and evaluation projects and the writedown of mine property and development project represents the largest contributor at \$22,219,000 and \$5,228,000, respectively, for the year ended 2018. 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 2017 and 2018. The Company holds inventory in excess of 19,000 tons as at December 31, 2018 (December 31, 2017 - 22,000 tons) at various stages of the process and made sales of 7,770 tons of various grades of frac sand during 2018 (2017 - 10,310 tons) by drawing down inventories and brokering sand, generating a gross loss of \$447,000 (2017 - gross profit of \$189,000). During 2017, ownership of 8,000 tons of sand stored in Wisconsin was transferred to the storage facilities in lieu of paying storage charges, resulting in a reduction in the Company's inventory balances. Inventory is valued at the lower of cost or net realizable value, and is being sold as possible.

Revenues

The Company recognized revenue on frac sand sales during 2018 aggregating \$699,000, or \$89.96 per ton on frac sand sales (2017 - \$879,000 or \$85.22 per ton). 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 sufficient to service debt.

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. Cost of goods sold may also include sand purchased from third parties. 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 may also include any write-down or recovery of impairment of inventory values to the lower of cost or net realizable value.

The cost of goods sold was \$1,146,000 during 2018 including an inventory writedown of \$206,000 to net realizable value (2017 - \$690,000 including an inventory recovery of previous impairment of \$495,000, as the Company revalued inventory to net realizable value and recorded finished inventory at the lower of cost or net realizable value). During 2017 and 2018, 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. 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. The Company suspended deliveries of concentrated sand in 2015 and will resume deliveries once

demand is sufficient to utilize existing inventories at the 7P Plant. Finished goods inventory was valued at net realizable value of \$84.10 per ton (2017 - \$92.50 per ton) to reflect current market conditions.

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

Gross profit

The 7P Plant generated a gross loss during 2018 and gross profit during 2017. 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 when impaired to the lower of cost of net realizable value.

General and administrative and other costs

General and administrative costs for the frac sand segment amounted to \$248,000 for the year ended December 31, 2018 (2017 - \$219,000). These costs include Victory Silica salaries, 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 \$580,000 was recorded for the year (2017 - \$586,000), for items in use at the 7P Plant.

Net loss

All of the above items combined to produce a net loss for the frac sand segment of \$1,275,000 for the year ended December 31, 2018 (2017 - \$616,000).

Exploration and Development Segment

At December 31, 2018, the Company recorded an impairment of \$5,288,000 on its exploration and evaluation projects (2017 - \$nil) and \$22,219,000 on its mine, property and development project (2017 - \$nil). During 2018 and 2017, there were no pre-exploration expenditures.

Corporate Segment

The corporate component of net loss for the year ended December 31, 2018 was \$1,263,000 (2017 - income of \$603,000), including operating expenses of \$641,000 (2017 - \$785,000), net finance costs of \$1,533,000 (2017 - \$1,510,000) and an income tax recovery of \$911,000 (2017 - \$2,898,000). Operating expenses include \$20,000 non-cash share-based payments in 2018 (2017 - \$444,000).

General and administrative expenses were \$621,000 during 2018 (2017 - \$340,000). These costs include statutory costs incurred as a public company, general investor relations expenses, consulting, travel, health benefits, salaries and director costs.

Net finance income (costs)

The Company considers financing activities to be part of the Corporate segment.

Finance income in 2018 was \$1,241,000 (2017 - \$488,000) and was primary due to the change in the fair value of the estimated cash flows from the Participating Interest (as defined further below) of \$528,000 (2017 - \$404,000) and the gain on restructuring of debt of \$519,000 (2017 - \$nil). On July 31, 2018, the Company obtained approval from certain holders of Promissory Convertible Notes amounting to CAD\$357,000 and \$1,396,000, to extend the maturity date to January 31, 2020, from July 31, 2018, upon the issuance of an aggregate total of 532,899 common shares of the Company.

Finance costs were \$2,774,000 for 2018 (2017 - \$1,998,000), representing the Company's most significant expense. Cash and accrued interest expense were \$1,982,000 for the year ended December 31, 2018 (2017 - \$1,617,000). The increase in interest expense during 2018 compared with 2017 is mainly related to the compounding of interest outstanding on various debts.

During 2016, the Company issued several tranches of Promissory Convertible Notes. 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, the change in the fair value of the embedded derivatives, and the non-cash amortization of the present value discount on the Promissory Convertible Notes. All amortizable elements are calculated using the effective interest rate method. As at December 31, 2018, the amortization of the embedded derivatives on the Promissory Convertible Notes amounted to \$531,000 (2017 - \$260,000).

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.

Income tax expense (recovery)

The Company does not allocate income taxes between segments. The Company records a tax recovery as a result of applying carry-forward non-capital losses against deferred tax liabilities. 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 year ended December 31, 2018 relates to an increase of \$180,000 in the market value of the Company's financial assets at fair value through OCI (2017 – \$143,000). These changes are a result of the net market value changes and/or gain in the sale of the Company's marketable securities. The company sold a portion of its marketable securities for \$305,000 during 2018 (2017 - \$46,000). Furthermore, foreign exchange gain in OCI of \$103,000 was incurred during 2018 (2017 – loss \$65,000), due to the translation of the Company's subsidiaries' functional currency of CAD\$ to the Company's functional currency of US\$, offset by the sale of marketable securities 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% (2017 – 27%).

SUMMARY OF QUARTERLY RESULTS

Selected financial information for each of the last eight quarters ended December 31, 2018 is as follows:

<u>Fiscal year 2018</u>	<u>4th Quarter</u>	<u>3rd Quarter</u>	<u>2nd Quarter</u>	<u>1st Quarter</u>
Sales	\$ 35	\$ 207	\$ 58	\$ 399
Gross (loss) profit	\$ (371)	\$ (19)	\$ (68)	\$ 11
General and administrative	\$ (220)	\$ (220)	\$ (242)	\$ (187)
Net finance income (costs)	\$ (168)	\$ (132)	\$ (610)	\$ (623)
Net (loss) income	\$ (28,239)	\$ (205)	\$ (875)	\$ (728)
Total comprehensive (loss) income	\$ (28,288)	\$ 154	\$ (832)	\$ (798)
Loss per share - basic and diluted	\$ (0.30)	\$ (0.00)	\$ (0.01)	\$ (0.01)
<u>Fiscal year 2017</u>	<u>4th Quarter</u>	<u>3rd Quarter</u>	<u>2nd Quarter</u>	<u>1st Quarter</u>
Sales	\$ 156	\$ 428	\$ 46	\$ 249
Gross profit (loss)	\$ 455	\$ (116)	\$ (158)	\$ 8
General and administrative	\$ (133)	\$ (120)	\$ (199)	\$ (139)
Net finance costs	\$ (34)	\$ (448)	\$ (255)	\$ (773)
Net income (loss)	\$ 2,091	\$ (577)	\$ (654)	\$ (908)
Total comprehensive income (loss)	\$ 2,131	\$ (571)	\$ (691)	\$ (839)
Income (loss) per share - basic and diluted	\$ 0.02	\$ (0.00)	\$ (0.01)	\$ (0.01)

The gross profit or loss includes cost of goods sold, which contain operating costs for a full period despite production being at less-than-full capacity. During the last quarter of 2018, the company recorded a significant impairment in its exploration and evaluation properties and its mine, property and development property. An impairment on inventory to net realizable value was also recorded during the same period. In addition, the increase in the market value of frac sand required a recovery of impaired inventory values during the last quarter 2017, to the lower of cost or net realizable value. Net finance income and costs have fluctuated period-over-period, due to the gain in restructuring of debt during 2018,

change in the fair value of the embedded derivatives related to the Debt Restructuring Agreement, change in the fair value of the Participating Interest (defined below), gain on the Debt Restructuring Agreement during 2016, and amortization of embedded derivatives and loan fees on the Promissory Convertible Notes. During 2017, the Company recorded an income tax recovery as a result of adjusting the foreign exchange rate on various tax pools.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2018, the Company had a working capital deficiency of \$8,200,000, compared with a working capital deficiency of \$6,406,000 as at December 31, 2017. The increase in the working capital deficiency resulted mainly from the increase in short term loans as long-term debt becomes current.

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. Until there is an improvement in the frac sand market from the uncertainty seen in recent years and given the operating losses incurred since 2014, it is not likely that any payments will be made on the participating interest. As a result, at December 31, 2018, the carrying value of the Participating Interest was \$1,000 compared with \$529,000 at December 31, 2017. Any change in value is recorded through Finance Income or Cost in the statement of operations. The Company will continue to reassess the carrying value of the Participating Interest as circumstances warrant.

Secured Debt

The Secured Debt of \$7,050,000 has a maturity date of January 31, 2020. Under the terms of the Secured Debt, an additional fee of 2,500,000 common shares was issued by the Company to the Secured Lender, as a result of non-repayment of the Secured Debt by December 31, 2018.

The interest rate on the Secured Debt is 14.8% with interest payable in arrears. The Secured Debt is 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 statements 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.

In addition, the Company has agreed to not make any payments to settle past unsecured debt prior to the repayment of the Secured Debt, without the Secured Lender's approval. Based on current conditions, no payments are expected to be made under the terms of the cash sweep during 2019.

Warrants issued to the Secured Lender

A total of 2,750,000 warrants were issued to the Secured Lender, with an exercise price of CAD\$0.25 and an expiry date of January 31, 2018. The Warrants expired unexercised on January 31, 2018.

Promissory Convertible Notes

During 2016, the Company announced that it had restructured a portion of its debt through private placements of common shares and Promissory Convertible Notes, in settlement of current indebtedness to certain of its unsecured lenders and trade creditors.

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

Promissory Convertible Note Holders

The Promissory Convertible Notes have the original 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, at the option of the holder; and
- Holders of the Promissory Convertible Notes will also receive one common share purchase warrant for every four common shares acquired upon conversion of the Promissory Convertible Notes, with an exercise price of CAD\$0.50 per share, exercisable for a five-year period from the date of conversion.

On July 31, 2018, the Company obtained approval from certain holders of Promissory Convertible Notes amounting to CAD\$357,000 and \$1,396,000, to extend the maturity date to January 31, 2020, from July 31, 2018, upon the issuance of an aggregate total of 532,899 common shares of the Company. These Promissory Convertible Notes increased by the amount of unpaid interest of CAD\$72,000 and USD\$281,000. Concurrent with the extension of these Promissory Convertible Notes, the conversion option above was also extended to January 31, 2020 with the same terms as noted above. All other terms remain the same as the original terms. Those notes which were not extended to January 31, 2020 remain in default and are presented as current. The conversion rights on those notes are now expired.

Debt Owed to Directors and Management

Current directors and management agreed to defer payment, until July 2019, of all outstanding debt and director fees accumulated up to December 31, 2017. As a result, the long-term debt of \$293,000 owed to directors and management is comprised of a portion of the restructured debt owed to current directors and management amounting to CAD\$224,000, and unpaid director fees incurred by current directors during 2016 and 2017 totalling CAD\$175,000.

Outstanding Note

During 2016, all of the then holders of promissory convertible notes participated in the Debt Restructuring Agreement except for the one holder of the Outstanding Note of \$3,000,000. In March 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 Secured Debt, the Company is prevented from making payments under outstanding unsecured debt until the 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.

Cash flows in the year

Cash as at December 31, 2018 and 2017 was 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.

For the year ended December 31, 2018, the Company used cash of \$480,000 through operating activities (2017 – generated cash of \$183,000). Sale of frac sand inventory improved cash by \$280,000 (2017 - \$679,000), while decreased payments of trade payables and deferred salaries also improved cash by \$385,000 (2017 - \$289,000).

During the year ended December 31, 2018, net cash provided by investing activities was \$336,000 (2017 – used \$108,000). In 2018, the Company generated \$305,000 in net proceeds on the sale of marketable securities (2017 - \$46,000). In 2017, the Company used \$77,000 towards refurbishment of the frac sand wash plant at 7P Plant.

During 2017, the Company issued a current promissory note of \$55,000 to a company in the Frac Sand business. The Company committed to provide up to \$200,000 in funding under certain terms of a secured note. The note was interest bearing at 15%, was secured and matured on June 22, 2018. During 2018, the Company advanced an additional \$145,000 and received repayment of the note in full. Proceeds received from repayment of this loan were used to repay a portion of other current loans.

The Company received \$62,000 from net financing activities during 2018 (2017 – used cash of \$82,000 mainly related to the payments of lease obligations). During 2018, the Company repaid \$422,000 in interest and principal to the Secured Lender and received advances of \$489,000 from the Secured Lender for working capital purposes and in relation to the secured note receivable discussed above.

The Company's activities during the year ended December 31, 2018 used cash of \$82,000 (2017 - \$7,000), with a foreign exchange loss effect of \$nil (2017 -\$65,000).

Table of Contractual Commitments

	Due Date	Currency		December 31, 2018		December 31, 2017
Promissory Convertible Note	July 7, 2016	US Dollar	\$	3,000	\$	3,000
Other current loan	June 28, 2018	US Dollar	\$	132	\$	65
Promissory Convertible Notes ⁽¹⁾	Jan 31, 2020	US Dollar	\$	1,762	\$	1,481
Promissory Convertible Notes ⁽¹⁾	Jan 31, 2020	Canadian Dollar	\$	541	\$	933
Senior Secured Debt ⁽²⁾	Jan 31, 2020	US Dollar	\$	7,050	\$	7,050

(1) Promissory Convertible Notes part of the Debt Restructuring Agreements closing on March 7, March 31 and June 7, 2016.

(2) In 2017, the Senior Secured Debt was increased to \$7,070,000 and during 2018, its maturity was extended to January 31, 2020.

Other potential sources of cash flow

The Company's marketable securities held in public company shares and options outstanding that may be "in-the-money", is a source of additional funds for the Company as at the date of this MD&A.

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

The Company has over 19,000 tons of sand in inventory at December 31, 2018. 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 previously 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:

As at December 31,		2018		2017
Canada				
Corporate	\$	1,637	\$	2,020
Exploration and Development		16,230		43,714
Frac Sand		3,796		4,858
Intersegment elimination		(1,402)		(1,502)
Total Assets	\$	20,261	\$	49,090

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 year ended December 31, 2018, \$23,000 was incurred on the Minago project (2017 - \$22,000).

The Company’s 100%-owned Minago project is a permitted project ready for development. It 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 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 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 Millions	Grade %NiS ³	Ni Content M Lb	Tonnes Millions	Grade %NiS ³	Ni Content M Lb	Ni Content M Lb	Change %
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 although the amendment would be preferable, it is not necessary for the Minago project to be developed. 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 is approximately 11 million tonnes and 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.

As at December 31, 2018, the Company recorded an impairment of \$22,219,000 on its Minago property (refer to IMPAIRMENT ANALYSIS UPDATE section below). No impairment was recorded during 2017.

EXPLORATION AND EVALUATION ACTIVITIES

For the year ended December 31, 2018, the Company recorded an impairment of \$1,442,000 and \$3,846,000 on its Lac Rocher and Mel properties, respectively (2017 - \$nil and \$nil) and incurred \$nil exploration expenditures on its E&E projects (2017 – \$nil). 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 (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, 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.

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.

As at December 31, 2018, the Company recorded an impairment of \$1,442,000 on its Lac Rocher property (refer to IMPAIRMENT ANALYSIS UPDATE section below). No impairment was recorded during 2017.

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% 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 on 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 that can be incorporated into further, more refined, modelling of the Mel resource. No fieldwork has been 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.

As at December 31, 2018, the Company recorded an impairment of \$3,846,000 on its Mel property (refer to IMPAIRMENT ANALYSIS UPDATE section below). No impairment was recorded during 2017.

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. In October 2016, the shares were sold for net proceeds of AU\$515,000.

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. Phase one was completed in 2014.

The Board of Directors approved proceeding with phase two, provided non-dilutive financing could be arranged. However, in 2015, the Company announced that phase two had been deferred due to the uncertainty caused by the drop in the price of oil. However, phase two remains a desirable next step which would not only make the Company more competitive, but also provide significant flexibility to target certain markets which often require different grades of sand.

Phase two is to build a wash plant on a Wisconsin sand resource. Frac sand production is a two-stage process: the wet stage (washing) and the dry stage. The Company has historically contracted out the wet stage in Wisconsin prior to shipping the wet sand to its plant in Alberta. The wet stage removes impurities, enabling transport of only the desired sand size fractions. The dry stage, where the sand is dried and separated into several products of different sizes, is completed at the Company’s 7P Plant.

Phase three of the business plan is to build a second dry processing facility in or around Winnipeg, Manitoba capable of producing 1,000,000 tpa. A site serviced by multiple rail carriers would give the Company more flexibility in accessing only the highest quality sand from the Wisconsin/Minnesota region. The ultimate plan is to provide customers with a variety of qualities, which would include domestic sand from the Company’s Minago project in Manitoba (see above). The Minago project is a nickel project overlain by overburden, which includes sand meeting the tier two frac sand specs. The Winnipeg formation sand located at Minago is the highest-quality domestic sand and would be a welcome addition to the Company’s mix of products as not all of the Company’s customers’ applications require Wisconsin sand.

As a result of commodity market uncertainty, the 7P Plant operates on an as-needed basis only. Due to continued uncertainty in the oil price E&P companies have reduced capital expenditure programs, 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.

During 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.

IMPAIRMENT ANALYSIS UPDATE

The Company performed a detailed impairment analysis on each of its E&E projects and the MP&D project as at December 31, 2018. The Company does not believe that there have been any material changes to date which would adversely affect this analysis. Furthermore, there has been no change in management's plans for the projects which would cause a reassessment.

The challenge facing all junior resource companies remains to find financing for development of projects. This difficulty is not a reflection of the quality of the Company's projects, but is indicative of a continued general malaise affecting the junior resources sector in general. The Company performed a detailed impairment analysis at the project level.

An initial indicator of impairment considers the market capitalization of a company compared with its net book value. At and around the end of December 2018, the Company's market capitalization was below its net book value. Many resource companies continue to experience similar circumstances in present markets despite having good projects. An analysis was performed on each of the Company's E&E projects and the MP&D project.

The Company considered a number of factors including its current financial position, the amount of capital required to develop the project, delays to development due to financing requirements and the probability of obtaining such financing. The Company's current financial position will make obtaining financing extremely difficult. The low market capitalization may also hinder the Company if it were to attempt to sell any of its projects. Additionally, the Company considered current and forecast nickel prices, frac sand pricing and prices of other by-products, in addition to the current market conditions for nickel projects. The Company's determination of the recoverable amount is sensitive to a number of these inputs and could vary by a material amount. The Company maximized the use of observable market data where possible, including consideration of its market capitalization.

All of the Company's projects were tested for impairment as at December 31, 2018. As a result of the tests, management concluded that a writedown of the Company's Lac Rocher, Mel and Minago projects as at December 31, 2018 was necessary. The Company will continue to monitor developments as they occur in the metals markets and the economy and will update its impairment analysis to take account of any such changes, as appropriate.

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 common 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 as at December 31, 2018 and 2017 are shown in the following tables:

(in thousands of United States dollars)

As at December 31,	2018	2017
Balances Outstanding		
Debt due to key management personnel	\$ 293	\$ 318
Other payables due to key management personnel	522	173
	\$ 815	\$ 491

Key management personnel compensation is comprised of:

(in thousands of United States dollars)

Years ended December 31,	2018		2017	
Short-term employee benefits	\$	539	\$	362
	\$	539	\$	362

OUTSTANDING SHARE DATA

As at April 24, 2018, the Company had 97,903,867 common shares issued and outstanding. In addition, there were 12,258,000 stock options outstanding with a weighted average exercise price of CAD\$0.07.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Critical accounting estimates and judgements used in the preparation of the consolidated financial statements include determining the carrying value of investments, MP&D and E&E projects, assessing the impairment and classification of long-lived assets, determining the recoverability of deferred income tax assets, the valuation of the convertibility feature of the New Promissory Convertible Notes, the valuation of share-based payments and the disclosure of contingencies and going concern matters. These estimates involve considerable judgement and are, or could be, affected by significant factors that are out of the Company's control.

For a complete list of the significant accounting policies as well as information concerning the use of estimates, judgments and measurement uncertainty, reference should be made to Note 3 to the Company's 2018 Consolidated Financial Statements. The Company's 2018 Consolidated Financial Statements have been prepared using the going concern assumption; reference should be made to Note 1 to the Company's 2018 Consolidated Financial Statements.

The recorded value of the Company's E&E projects and the MP&D project is based on historic costs, net of any impairment, that are expected to be recovered in the future. The Company's recoverability evaluation is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is exposed to a number of risks and there is always the potential for a material adjustment to the value assigned to these assets. Such risks also extend to the evaluation of fair values of net assets upon acquisition.

The value of the Participating Interest is a significant estimate which uses a model of estimated cash flows and applies probability-weighted estimates to the model. Assumptions are made about the phase at which the frac sand business will be when payments are being made as well as production costs and volumes and sales prices and volumes.

The fair value of the stock options and warrants, as well as the embedded derivatives in the New Promissory Convertible Notes, is calculated using the Black-Scholes option-pricing model that takes into account the exercise price, expected life, expected volatility of the underlying common shares, expected dividend yield and the risk-free interest rate for the term of the option, warrant or embedded derivative.

The Company has determined that it is probable that Victory Nickel will generate returns sufficient to utilize its taxable losses prior to their expiry. This is a significant judgement that, dependent upon future events, may turn out to be incorrect. Presently, since Victory Silica is not generating profit, a full valuation allowance has been recorded against losses incurred in that subsidiary. The Company will monitor any changes in circumstances which could require a reversal of the valuation allowance.

NEW ACCOUNTING PRONOUNCEMENTS

Accounting Standards Issued But Not Yet Applied

The Company has not yet adopted the following new accounting pronouncements which are effective for fiscal periods of the Company beginning on or after January 1, 2019:

IFRS 16, Leases

In 2016, the IASB issued its new leasing standard. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as previously required by IAS 17. Instead, it introduces a single lease accounting model that

requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value, and to depreciate the lease assets separately from interest on the lease liabilities on the income statement.

The Company has evaluated the impact of adopting this standard and does not believe it will have a material effect on its financial statements.

CORPORATE GOVERNANCE

The Company's Board of Directors is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control and exercises this responsibility principally through the Audit Committee. The Audit Committee, which is comprised of directors, none of whom are employees or officers of the Company, meets with management to review the 2018 Consolidated Financial Statements to satisfy itself that management is properly discharging its responsibilities to the directors who approve the financial statements. The Board of Directors has also appointed a Compensation committee, a Corporate Governance and Nominating committee composed of non-executive directors, and a Health, Safety & Environment committee.

Disclosure Controls and Procedures

The Company's Interim Chief Executive Officer and Chief Financial Officer (the "Certifying Officer"), 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. Such controls are facilitated by the small size of the Company's senior management team and their access to material information.

Internal Control over Financial Reporting

The Company's Certifying Officer is 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 the preparation of consolidated financial statements for external purposes in accordance with Canadian GAAP. Management of the Company was required to apply its judgement in evaluating the cost-benefit relationship of possible controls and procedures. The result of the inherent limitations in all control systems means no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

RISKS AND UNCERTAINTIES

The exploration and development of natural resources are speculative activities that involve a high degree of financial risk. Additionally, there are specific risks related to the Company's presence in the frac sand market. The risk factors which should be taken into account in assessing Victory Nickel's activities and an investment in its securities include, but are not necessarily limited to, those set out in detail below.

The relative significance of each risk described below will vary as a function of several factors including, but not limited to, the state of the economy, the stage of Victory Nickel's projects, the availability of financing on acceptable terms and other matters.

Any one or more of these risks could have a material adverse effect on the value of any investment in Victory Nickel and the business, financial condition, operating results or prospects of Victory Nickel and should be taken into account in assessing Victory Nickel's activities.

Financial and Investment Risks

Going Concern

Readers are encouraged to read and consider the going concern note specifically described at the beginning of the MD&A and contained in the 2018 Consolidated Financial Statements.

Substantial Debt and Loss from Operations

As reflected in the accompanying consolidated financial statements and notes, the Company's outstanding debt balance, both secured and unsecured, raises substantial doubt about our ability to continue as a going concern and to

generate sufficient liquidity to meet our operating needs. While the Company is attempting to generate sufficient revenue and reduce costs, the cash position may not be sufficient to support ongoing daily operations and the Company cannot ensure that the business will generate sufficient cash flows from operations or future borrowings. As noted above, readers are encouraged to read and consider the going concern note specifically described at the beginning of the MD&A and contained in the 2018 Consolidated Financial Statements.

Substantial Capital Requirements

Victory Nickel will have to make substantial capital expenditures for the development of, and to achieve production from, its nickel projects. Production will only be reached a number of years following the start of development. Until that time, the Company is reliant on cash flows generated by its frac sand business, on the equity markets and asset sales to generate cash for ongoing operations and programs. There can be no assurance that any debt or equity financing or cash generated by operations or asset sales will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to Victory Nickel. Moreover, future activities may require Victory Nickel to alter its capitalization significantly. The inability of Victory Nickel to access sufficient capital for its operations could have a material adverse effect on its financial condition, results of operations or prospects. Flow-through financing cannot be used to fund the Company's corporate costs.

The 7P Plant has been substantially completed, however additional capital will be required. Future phases of the business plan as outlined earlier in this MD&A will require additional capital; these phases are independent of the 7P Plant. This capital requirement may be in excess of the net funds generated by the business. The frac sand operations have ongoing requirements for working capital financing. There is a risk that sufficient working capital financing may not be available at suitable prices.

The Company recognizes the requirement to repay outstanding principal and interest on existing debt and is actively working on restructuring its obligations. To date, the Company has entered into the Debt Restructuring Agreement under which its secured and certain of its unsecured creditors have participated. There can be no assurance that the Company will be able to restructure its debt with any or all of the remaining unsecured creditors per the terms of the Debt Restructuring Agreement and/or recapitalize and there is no certainty as to what steps the unsecured lenders may take as a result.

Market Perception

Market perception of junior exploration, development and mining companies and frac sand companies may continue to shift such that companies in these sectors continue to be viewed unfavourably by investors. This could impact the value of investors' holdings and Victory Nickel's ability to raise further funds by issue of additional securities or debt.

Metal and Frac Sand Prices

There is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of such product. Nickel and by-product prices fluctuate on a daily basis and are affected by numerous factors beyond Victory Nickel's control – including factors which are influenced by worldwide circumstances. The level of interest rates, the rate of inflation, world supply and demand for commodities and stability of exchange rates can all cause significant fluctuations in commodity prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The prices of nickel and by-products have historically fluctuated widely and future price declines could cause commercial production to be uneconomical and such fluctuations could have a material adverse effect on Victory Nickel's business, financial condition and prospects. As Victory Nickel has historically been in the exploration and development stage, the above factors have had no material impact on present operations but must be considered in evaluating the impairment of long-lived assets. These factors are of significant importance for the Minago FS and decisions related thereto as well as being important to the developing frac sand business.

The business case developed to support the Company's entry into the frac sand business made significant assumptions on pricing of frac sand as well as for important cost elements of production and transportation. The price of frac sand is subject to market forces beyond the Company's control. Over the past 30 months or more, the impact of such market forces has negatively impacted demand and pricing for frac sand and there can be no assurance that these impacts will not continue in the future.

Areas of Investment Risk

The Company's common shares are listed on the CSE. The share prices of publicly-traded companies can be volatile

as the price of common shares is dependent upon a number of factors, some of which are general or market or sector specific and others that are specific to Victory Nickel. The market for shares in small public companies is less liquid than for large public companies. Investors should be aware that the value of the Company's common shares may be volatile and may go down as well as up and investors may therefore not recover their original investment.

The market price of the Company's common shares may not reflect the underlying value of the Company's net assets. The price at which investors may dispose of their securities may be influenced by a number of factors, some of which may pertain to the Company and others of which are extraneous. On any disposal of their common shares, investors may realize less than the original amount invested.

Industry Risks

Speculative Nature of Mineral Exploration

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that Victory Nickel's exploration efforts will be successful. Few properties that are explored are ultimately developed into economically-viable operating mines. Success in establishing reserves is a result of a number of factors, including the quality of Victory Nickel's management, level of geological and technical expertise and the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling to determine the optimal extraction method for the ore and the metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. It is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary feasibility studies or full feasibility studies, such as to the Minago FS, on Victory Nickel's projects or the current or proposed exploration programs on any of the properties in which Victory Nickel has exploration rights will result in a profitable commercial mining operation. As a result of these uncertainties, no assurance can be given that Victory Nickel's exploration programs will result in the establishment or expansion of resources or reserves.

Evaluation and Development Projects

In general, evaluation and development projects have no operating history upon which to base estimates of future cash operating costs. For evaluation and development projects such as the mineral resource properties owned by Victory Nickel, estimates of proven and probable reserves are, to a large extent, based upon the interpretation of geological data obtained from drill holes and other sampling techniques and feasibility studies. This information is used to calculate estimates of the capital cost, cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates, comparable facility and equipment operating costs, anticipated climatic conditions and other factors. In addition, there remains to be undertaken certain feasibility and/or development preparation work on the projects that could adversely impact estimates of capital and operating costs required for the development of the projects. Costs necessary to develop the projects could be significant and have a direct impact on the economic evaluation of the projects. As a result, it is possible that the actual capital cost, cash operating costs and economic returns of the projects may differ from those currently estimated. The costs estimated under the Minago FS for Minago differed from the Preliminary Economic Assessment and may differ again upon actual development.

Frac Sand Industry

The industry is closely linked to the oil and gas industry and is therefore affected by economic factors impacting that industry, including the effect of future cycles based on historic experience. Demand for frac sand is influenced by many factors, including: global and regional economic and political events and conditions, fluctuations in pricing and availability of oil and gas and other energy sources, demand for oil and gas products, demand for cars and other vehicles, technological innovation impacting alternative energy sources, changes in the regulatory framework for mining and processing frac sand and the hydraulic fracturing industry. The oil and gas industry can be prone to sudden, unexpected production slowdowns which may impact exploration, development, production and well completion activities. These factors, such continuing low price of oil, cannot readily be predicted or controlled. Negative developments could cause the demand for frac sand products to decline which could have and have had adverse effects on business, financial condition, results of operations, cash flows and prospects.

With respect to the frac sand industry itself, risks include: changes in transportation availability and pricing, inclement or hazardous weather conditions from flooding or climate change, environmental hazards, industrial accidents, changes in the regulatory framework impacting mining, processing and the fracking industries in both Canada and the US, inability to procure sand in the required quantities or qualities, inability to obtain replacement parts or equipment on a timely basis, reduction in the availability of water for processing, inability to hire, train and retain qualified staff at

acceptable rates; and other technical difficulties or failures.

The fracking industry has been hailed as significantly contributing to North America's energy self-sufficiency. A combination of techniques is used, any changes impacting the use of frac sand as a proppant through regulation or technological innovation may negatively impact the frac sand industry. In addition, heightened political, regulatory and public scrutiny of hydraulic fracturing practices could potentially expose the Company or its customers to increased legal and regulatory proceedings, and any such proceedings could be time-consuming, costly or result in substantial legal liability or significant reputational harm.

Competition

The mineral exploration business is highly competitive in all of its phases. Victory Nickel competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than Victory Nickel, in the search for and acquisition of exploration and development rights on attractive mineral properties. Victory Nickel's ability to acquire exploration and development rights in the future will depend not only on its ability to develop the properties on which it currently has exploration and development rights, but also on its ability to select and acquire exploration and development rights on other suitable properties. There is no assurance that Victory Nickel will compete successfully in acquiring exploration and development rights on such other properties or in securing customers, sand supplies or other resources such as transportation.

Victory Nickel also faces competition in the frac sand market with respect to its frac sand business and there is no assurance that Victory Nickel will compete successfully in processing and selling frac sand in such market. Frac sand is a proppant used in the completion and re-completion of oil and natural gas wells to stimulate and maintain oil and natural gas production through the process of hydraulic fracturing. Frac sand is the most commonly used proppant and is less expensive than other proppants, such as resin-coated sand and manufactured ceramics. A significant shift in demand from frac sand to other proppants; from the Company's Northern White frac sand sourced in the United States which is generally of higher quality than, and sells at higher prices than, Canadian domestically-sourced frac sand; or the development of new processes to replace hydraulic fracturing altogether, could cause a decline in the demand for the frac sand the Company processes and result in a material adverse effect on the Company's financial condition and results of operations. If significant new reserves of raw frac sand are discovered and developed, and those frac sands have similar characteristics to the raw frac sand processed by the Company, the Company's ability to maintain or acquire contracts may be negatively impacted which could have a material adverse effect on the Company's results of operations and cash flows over the long term. Additionally, quality sand supply is a limited resource and the presently-identified sources are a significant distance away from the 7P Plant which provides logistical challenges in securing timely railcar and other transportation at acceptable prices.

Operational Risks

Limited History of Operations

Victory Nickel has no history of earnings and limited financial resources. Victory Nickel currently has no operating mines and its ultimate success may depend on the ability of active mining operations to generate cash flow in the future, as well as its ability to access capital markets for its development requirements. There is no assurance that Victory Nickel will earn profits in the future. Significant capital investment will be required to achieve commercial production at Victory Nickel's existing nickel projects. There is no assurance that Victory Nickel will be able to raise the required funds to continue these activities.

Frac sand processing represents a relatively new initiative for Victory Nickel. While the Company attempted to mitigate the risks of entering the frac sand market through the hiring of experienced personnel, initial business projections have not yet been achieved primarily due to circumstances outside of the Company's control, as discussed above. While the 7P Plant continues to operate on an as-needed basis, there can be no assurance when or if full-time operations will resume.

Frac Sand Processing Operations

The 7P Plant is the Company's only frac sand processing facility. Any adverse development at the 7P Plant or in the end markets the 7P Plant serves, including adverse developments due to catastrophic events or weather, decreased demand for commercial silica products, a decrease in the availability of transportation services or adverse developments affecting the Company's customers, as has occurred, could, and have, had a material adverse effect on the Company's financial condition and results of operations. The availability of suitably-qualified staff at acceptable prices also represents a risk.

The procurement, production and delivery of frac sand can be logistically complex – transportation costs represent a

significant portion of frac sand costs. Unavailability of appropriate transportation and rail cars or lines on a timely basis may impact turnaround and cause delays in deliveries. Changes in respective transportation costs or decreases in dependability may, and have, impaired the Company's ability to receive and/or deliver product with adverse effects on costs, revenues and reputation. Further, changes to logistics to reflect changed demand may not be able to occur on a timely basis, resulting in adverse effects on the cost profile.

Processing frac sand includes substantial costs for energy – electricity and gas – as well as water. Problems in securing sufficient energy supply at appropriate prices would have impact on operating costs and the ability to recover those increased costs may be impaired.

The specifications for frac sand are detailed; maintaining a robust quality control process is key to producing a high-quality product. Failure to do so could cause lost revenues and lost reputation.

Development Targets, Permitting and Operational Delays

There can be no assurance that Victory Nickel will be able to complete the planned development of its projects on time or on budget due to, among other things, delays in receiving required consents, permits and registrations, the delivery and installation of plant and equipment and cost overruns, or that the current personnel, systems, procedures and controls will be adequate to support Victory Nickel's operations. Any failure to meet development targets or other operational delays or inadequacies could have a material adverse effect. In particular, while the Company is confident it has complied with the conditions of the EAL and has filed, with the government of Manitoba, an EAP to amend its EAL providing for the relocation of the Minago project tailings impoundment to an area much more suitable than previously proposed in the Minago FS, there is no guarantee that the EAP will be approved or that an amendment to the EAL will be granted.

The Company's frac sand business has since its inception been reliant upon third parties to supply northern white feedstock for its 7P Plant. Any difficulties on the part of these suppliers with respect to securing, maintaining or extending permits for its properties and operations, including appropriate water rights, may have adverse effects on the supply of sand.

Resources and Reserves

The figures for mineral resources and mineral reserves are estimates and no assurance can be given that the anticipated level of recovery and/or grades of mineral reserves or mineral resources will be realized. Moreover, short-term operating factors relating to ore reserves and resources, such as the need for orderly development of an ore body or the processing of new or different ore grades, may cause a mining operation to be unprofitable in any particular accounting period.

The Company's frac sand business in its present phase is reliant upon a handful of suppliers for its product. The Company has no resources or reserves of its own that can presently be exploited; although it has announced resources on the Bear Coulee option in Wisconsin. Permitting this property for production is expected to take several years. The frac sand resource at Minago is not contemplated to be developed until either phase three of the frac sand initiative or as part of the Minago FS which requires significant financing to be developed.

Title Risks

Victory Nickel's ability to hold various mineral rights require licences, permits and authorizations and, in some cases, renewals of existing licences, permits and authorizations from various governmental and quasi-governmental authorities. Management believes that Victory Nickel currently holds or has applied for all necessary licences, permits and authorizations to carry on the activities which Victory Nickel is currently conducting and to hold the mineral rights Victory Nickel currently holds under applicable laws and regulations in effect at the present time. Management also believes that Victory Nickel is complying in all material respects with the terms of such licences, permits and authorizations. However, Victory Nickel's ability to obtain, sustain or renew such licences, permits and authorizations on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable governmental and quasi-governmental bodies.

Insurance Risk

Victory Nickel faces all of the hazards and risks normally incidental to the exploration and development of base metals, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all such damage caused. Victory Nickel's activities may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which Victory Nickel has interests; not all such risks are insurable.

Similarly, the frac sand processing plant faces many hazards and risks arising from the transportation and processing of frac sand materials, any of which could result in the matters described above. Again, not all such risks are insurable.

Regulatory Risks

Government Regulation

Existing and possible future environmental and social impact legislation, regulations and actions, including the regulation of air and water quality, mining reclamation, solid and hazardous waste handling and disposal, the promotion of occupational health and safety, the protection of wildlife and ecological systems and the protection of the societies and communities of indigenous peoples, could cause significant expense, capital expenditures, restrictions and delays in activities, the extent of which cannot be predicted and which may well be beyond Victory Nickel's capacity to fund. Environmental laws are becoming more stringent and actively enforced. Environmental and social impact studies may be required for some operations and significant fines and clean-up responsibilities may be assessed for companies causing damage to the environment in the course of their activities.

Economic, Political, Judicial, Administrative, Taxation or Other Regulatory Factors

Victory Nickel may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors in the areas in which Victory Nickel does or will operate and holds its interests, as well as unforeseen matters. In particular, the fracking industry is often at the forefront of public attention whether or not deserved. Nonetheless, this provokes attention and scrutiny.

Other Risks

Environmental and Health Risks

The Company has no significant exposure to environmental or health risks from its exploration and development activities, although this will change as the Company's projects approach production (a normal characteristic of mineral industry projects). Lynn Lake, acquired pursuant to a takeover bid and recently subject to option with Corazon, is a former operating mine; however indemnifications exist from the Manitoba Government with respect to any pre-existing environmental concerns at that property.

The frac sand operation involves processing silica sand. In addition to environmental regulation, the Company is subject to laws and regulations relating to human exposure to crystalline silica under the Occupational Health and Safety Act. Workplace exposure to crystalline silica is monitored; the occupational exposure limits in Alberta for respirable crystalline silica are among the lowest in Canada and the US.

Key Personnel

Victory Nickel relies on a limited number of key consultants and senior management and there is no assurance that Victory Nickel will be able to retain such key consultants or other senior management. The loss of one or more such key consultants or members of senior management, if not replaced, could have a material adverse effect on Victory Nickel's business, financial condition and prospects. Directors and management have accepted deferrals of remuneration in order to assist the Company through the economic turmoil; however, this potentially adds to the risk of losing experienced personnel.

Conflicts of Interest

Certain of the Company's directors and officers are also directors and officers of other natural resource companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers relating to Victory Nickel will be made in accordance with their duties and obligations to deal fairly and in good faith with Victory Nickel and such other companies.

Investments and Other Agreements with Resource Companies

In addition, Victory Nickel makes, from time to time, investments in the common shares of publicly-traded companies in the junior natural resources sector or may enter into option or other agreements therewith. These companies are subject to similar risks and uncertainties as is Victory Nickel, and Victory Nickel's investments in and agreements with these companies are subject to similar areas of risk as noted above. Victory Nickel seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's or assignee's failure to meet contractual obligations.

Summary

The future success of the Company is subject to a number of risk factors that are common to the junior natural resources sector and frac sand producers. These include the extent to which it can outline natural resources on its properties and establish the economic viability of developing those properties and the political, economic and

legislative stability of the territories in which the Company's interests are located. Another significant factor is the ability of the Company to obtain necessary financing or to find strategic partners to fund expenditure commitments as they fall due, as the Company currently has limited funds. Furthermore, the development of any nickel resource interest may take years to complete and the resulting income, if any, from the sale of any nickel or by- or co-products produced by the Company is largely dependent upon factors that are beyond its control, such as costs of development, operating costs and the market value of the end product.

The Company has attempted to mitigate some of the risks associated with securing financing for the maintenance and advancement of its nickel properties through its entry into the frac sand processing business, however the frac sand business also has its own set of risks as indicated earlier, and of which investors should be aware.

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.

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.

April 30, 2019