



NUINSCO RESOURCES LIMITED

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2019
(UNAUDITED)**

DATED MAY 27, 2019

Nuinsco Resources Limited

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements

The accompanying unaudited Condensed Interim Consolidated Financial Statements of Nuinsco Resources Limited for the three months ended March 31, 2019 and 2018 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited Condensed Interim Consolidated Financial Statements have not been reviewed by an auditor.

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Financial Position (unaudited)

As at March 31, 2019 and December 31, 2018

(in Canadian dollars)	Notes	March 31, 2019	December 31, 2018
ASSETS			
Current assets			
Cash	6	\$ 132,337	\$ 388,500
Marketable securities	7	4,266	4,266
Receivables	8	89,726	86,525
Prepays		6,000	6,000
Total current assets		232,329	485,291
Non-current assets			
Property and equipment	9	30,003	31,634
Exploration and evaluation projects	10	612,337	491,328
Total non-current assets		642,340	522,962
Total Assets		\$ 874,669	\$ 1,008,253
LIABILITIES AND SHAREHOLDERS' DEFICIENCY			
Current liabilities			
Trade and other payables	19	\$ 231,032	\$ 234,183
Total current liabilities		231,032	234,183
Non-current liabilities			
Long-term liabilities	13	976,438	961,938
Total Liabilities		1,207,470	1,196,121
Shareholders' deficiency			
Share capital	15	98,715,527	98,648,055
Contributed surplus	15	5,901,453	5,933,925
Warrants	15	6,100	6,100
Accumulated other comprehensive loss		(2,147,261)	(2,147,261)
Deficit		(102,808,620)	(102,628,687)
Total shareholders' deficiency		(332,801)	(187,868)
Total Liabilities and Shareholders' Deficiency		\$ 874,669	\$ 1,008,253

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

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

CONTINGENCY (Note 21)

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (unaudited)

For the three months ended March 31, 2019 and March 31, 2018

(in Canadian dollars)	<i>Notes</i>	2019	2018
Other expenses			
General and administrative		178,962	154,318
Depreciation of property and equipment	9	1,631	2,025
Pre-exploration write-offs	10	-	2,495
Write-down of exploration and evaluation projects	10	-	16,518
Operating loss		(180,593)	(175,356)
Other income			
Interest and accretion income	11	660	2,500
Fair value through profit and loss		-	(16,420)
Net loss and comprehensive loss for the period		\$ (179,933)	\$ (189,276)
Loss per share			
	16		
Basic loss per share		\$ (0.00)	\$ (0.00)
Diluted loss per share		\$ (0.00)	\$ (0.00)
Weighted average number of shares		422,082,554	351,401,615

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

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Shareholders' Deficiency (unaudited)

(in Canadian dollars)	Share Capital	Share to be issued	Contributed Surplus	Warrants	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity
Balances as at December 31, 2017	\$ 98,417,649	\$ -	\$ 5,929,925	\$ 6,100	\$ (2,147,261)	\$ (102,636,377)	\$ (429,964)
Shares issued on private placement	-	23,033	-	-	-	-	23,033
Shares issued in accordance with sale of property	12,000	-	-	-	-	-	12,000
Net loss for the period	-	-	-	-	-	(189,276)	(189,276)
Balances as at March 31, 2018	\$ 98,429,649	\$ 23,033	\$ 5,929,925	\$ 6,100	\$ (2,147,261)	\$ (102,825,653)	\$ (584,207)
Balances as at December 31, 2018	\$ 98,648,055	\$ -	\$ 5,933,925	\$ 6,100	\$ (2,147,261)	\$ (102,628,687)	\$ (187,868)
Exercise of stock options	67,472	-	(32,472)	-	-	-	35,000
Net loss for the period	-	-	-	-	-	(179,933)	(179,933)
Balances as at March 31, 2019	\$ 98,715,527	\$ -	\$ 5,901,453	\$ 6,100	\$ (2,147,261)	\$ (102,808,620)	\$ (332,801)

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

Nuinsco Resources Limited

Condensed Interim Consolidated Statements of Cash Flows (unaudited)

For the three months ended March 31, 2019 and March 31, 2018

(in Canadian dollars)	<i>Notes</i>	2019	2018
Cash flows from operating activities			
Net loss for the period		\$ (179,933)	\$ (189,276)
Adjustments for:			
Accretion	11	-	(2,500)
Fair value through profit and loss	7	-	16,420
Depreciation of property and equipment	9	1,631	2,025
Change in receivables		(3,201)	(30,689)
Change in trade and other payables		(3,151)	3,277
Change in long-term liabilities		14,500	78,500
Net cash (used in) from operating activities		(170,154)	163,553
Cash flows from investing activities			
Expenditures on exploration and evaluation projects	10	(121,009)	(156,997)
Proceeds on sale of property	10	-	320,550
Net cash (used in) from investing activities		(121,009)	163,553
Cash flows from financing activities			
Proceeds from issue of common shares and warrants	15	-	23,033
Proceeds from the exercise of stock options	15	35,000	-
Net cash from financing activities		35,000	23,033
Net (decrease) increase in cash		(256,163)	64,343
Cash, beginning of the period		388,500	172,247
Cash, end of the period		\$ 132,337	\$ 236,590

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

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of Operations

Nuinsco Resources Limited (“Nuinsco” or the “Company”) is a company incorporated in Canada. The address of the Company’s registered office is 80 Richmond St. West, Suite 1802, Toronto, Ontario, M5H 2A4. The Condensed Interim Consolidated Financial Statements of the Company as at and for the three months ended March 31, 2019 comprise the Company and its subsidiaries (together referred to as “Nuinsco” and individually as “Nuinsco entities”). Nuinsco is primarily engaged in the acquisition, exploration and evaluation of properties for precious and base metals. The Company conducts its activities on its own or participates with others on an investment basis. The Company also makes strategic investments through equity or loan financing to companies engaged in the exploration and development of resource properties. On February 20, 2019, the Company’s shares commenced trading on the Canadian Securities Exchange under the symbol NWI.

Going Concern

The Company’s unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2019 (“Condensed Interim Consolidated Financial Statements”) have been prepared using the going concern assumption, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. As at March 31, 2019, the Company had working capital of \$1,297 (December 31, 2018 – \$251,108). Working capital is defined as current assets less current liabilities.

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 complete its projects and fund other operating expenses. Advancing the Company’s projects through exploration and development to the production stage will require significant financing. Refer to Note 4 on Financial Risk Management and Capital Management to these Condensed Interim Consolidated Financial Statements for additional information.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, First Nations claims, unregistered prior agreements, social licensing requirements, unregistered claims, and non-compliance with regulatory and environmental requirements. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

None of the Company’s projects are currently in commercial production and, accordingly, the Company is dependent upon debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The Company’s ability to continue as a going concern is dependent upon the Company’s ability to finance exploitation of its projects through debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding.

The Company’s management continues to be engaged in securing financing or the potential sale of assets. There are no assurances that the Company will be successful in obtaining any financing or selling assets, or in accomplishing that on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, it will be unable to fund continuing operations and corporate administration costs.

If the Company is unable to obtain additional financing, it will be required to curtail all of its operations and may be required to liquidate its assets.

Should the Company not be able to continue to obtain the necessary financing, achieve favourable exploration results, achieve future profitable production or the sale of properties or improve its liquidity sufficient to enable it to fund operations, the Company’s ability to continue as a going concern will be compromised. 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.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

2. BASIS OF PREPARATION

(a) Statement of Compliance

The Condensed Interim Consolidated Financial Statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and its interpretations adopted by the International Accounting Standards Board (“IASB”) and in accordance with IAS 34, *Interim Financial Reporting* (“IAS 34”). This is GAAP for a Canadian public company.

The management of Nuinsco prepares the Condensed Interim Consolidated Financial Statements which are then reviewed by the Audit Committee and the Board of Directors. The Condensed Interim Consolidated Financial Statements were authorized for issue by the Board of Directors on May 27, 2019. Shortly thereafter, the financial statements are made available to shareholders and others through filing on SEDAR.

(b) Basis of Measurement

The Condensed Interim Consolidated Financial Statements have been prepared on the historic cost basis except for certain financial instruments which are measured at fair value.

(c) Functional and Presentation Currency

These Condensed Interim Consolidated Financial Statements are presented in Canadian dollars, which is the Company’s functional currency. All financial information is expressed in Canadian dollars unless otherwise stated.

(d) Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments 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.

The accompanying Condensed Interim 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 Condensed Interim Consolidated Financial Statements is included in the following notes:

- Note 10 measurement of the recoverable amounts of exploration and evaluation projects;
- Note 17 measurement of share-based payments.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2019 and 2018
(all amounts in Canadian dollars)

2. BASIS OF PREPARATION - CONTINUED

Significant Judgments

Judgments are reviewed on an ongoing basis. Changes resulting from the effects of amended judgments are recognized in the period in which the change occurs and in any future periods presented.

Information regarding significant areas of critical judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the Condensed Interim Consolidated Financial Statements is included in the following notes:

- Note 1 going concern assessment;
- Note 10 classification of expenditures as exploration and evaluation projects or operating expenses;
- Note 10 impairment of exploration and evaluation projects;
- Note 21 disclosure of contingencies;

3. SIGNIFICANT ACCOUNTING POLICIES

These Condensed Interim Consolidated Financial Statements reflect the accounting policies described in Note 3 to the Company's audited consolidated financial statements for the years ended December 31, 2018 and 2017 ("2018 Audited Consolidated Financial Statements") (with the exception of any changes set out in this Note 3) and accordingly, should be read in conjunction with the 2018 Audited Consolidated Financial Statements and the notes thereto.

(a) New Accounting Policies

IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The adoption of IFRS 16 did not have a material impact on the Company because its future lease obligations are immaterial.

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

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 analyse 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. 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 instrument fails to meet its contractual obligations and arises principally from the Company's cash.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT - CONTINUED

Cash

The Company's cash is 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, unless otherwise specifically approved by the Board.

Receivables

Amounts due 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 other receivables and investments. 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.

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.

Presently, the Company is facing a significant shortfall in liquidity before it expects any cash flows from the Participating Interest (see note 12). The Company continues to hold discussions on securing financing or potential sale of assets. There are no assurances that the Company will be successful in obtaining any financing or selling assets, or in accomplishing that on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, it will be unable to fund continuing operations and corporate administration costs (Note 1).

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 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 shares to develop projects and to finance day-to-day operations and may do so again in the future.

All contractually-obligated cash flows are payable within the next fiscal year with the exception of the Company's deferred director and management fees.

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 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.

Currency risk

The Company is exposed to currency risk on purchases, certain marketable securities and other payables that are denominated in a currency other than the respective functional currencies of Company entities, primarily the Canadian dollar. The currencies in which these transactions primarily are denominated are the United States dollars

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

("US\$"). The Company does not actively hedge its foreign currency exposure.

4. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT - CONTINUED

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 cash earns interest at variable short-term rates. Accordingly, the estimated effect of a 50bps change in interest rate would not have a material effect on the Company's results of operations.

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'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.

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' (deficiency) equity as well as any long-term debt, equipment-based and/or project-based financing.

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's objectives are to obtain equity, long-term debt, equipment-based financing and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful.

Neither the Company, nor any of its subsidiaries, are subject to externally-imposed capital requirements. There were no changes in the Company's approach to financial risk management or capital management during the period.

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).

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2019 and 2018
(all amounts in Canadian dollars)

5. DETERMINATION OF FAIR VALUES - CONTINUED

(a) 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.

(b) Non-derivative Financial Assets

Financial assets at fair value through profit or loss include the Company's Participating Interest. The fair value of the Participating Interest (net of impairment to \$nil) is based on the net present value of expected cash flows taking into account the probability of cash flows as described in Note 12.

(c) Share-based Payment Transactions

The fair value of employee share options is measured using the Black-Scholes option-pricing model. Any service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

6. CASH

	March 31, 2019	December 31, 2018
Bank balances	\$ 132,337	\$ 388,500

7. MARKETABLE SECURITIES

	Number of shares	Carrying value	Fair Market Value
Integra Resources Corp.	5,079	\$ 4,266	\$ 4,266

8. RECEIVABLES

	March 31, 2019	December 31, 2018
Sales tax receivable	\$ 40,164	\$ 40,846
Other receivables	49,562	45,679
	\$ 89,726	\$ 86,525

9. PROPERTY AND EQUIPMENT

Equipment	Cost	Accumulated Depreciation	Carrying Amount
Balance as at January 1, 2018	\$ 426,674	\$ 387,559	\$ 39,115
Depreciation	-	7,481	(7,481)
Balance as at December 31, 2018	426,674	395,040	31,634
Depreciation	-	1,631	(1,631)
Balance as at March 31, 2019	\$ 426,674	\$ 396,671	\$ 30,003

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2019 and 2018
(all amounts in Canadian dollars)

10. EXPLORATION AND EVALUATION PROJECTS

	Other	Diabase Peninsula	Sunbeam	El Sid	Total
Balance, December 31, 2017	\$ -	\$ 459,204	\$ 49,383	\$ -	\$ 508,587
Acquisitions (net)	-	-	37,531	147,398	184,929
Sale of royalties on project	-	-	-	(124,908)	(124,908)
Sales	-	(459,204)	-	-	(459,204)
Project expenditures	83,919	-	190,190	191,734	465,843
Impairment provision	(83,919)	-	-	-	(83,919)
Balance, December 31, 2018	\$ -	\$ -	\$277,104	\$214,224	\$491,328
Project expenditures	9,975	-	-	111,034	121,009
Balance, March 31, 2019	\$ 9,975	\$ -	\$277,104	\$325,358	\$612,337

10. EXPLORATION AND EVALUATION PROJECTS

El Sid

The Company is evaluating the economic viability of the El Sid gold dumps and tailings recovery operation ("El Sid") located in the Eastern Desert of Egypt approximately 90km west of the Red Sea coast. Three past producing gold mines are located on the project site – the largest of which is the El Sid Mine that between 1940 and 1957 was Egypt's largest gold producer. In Q1 2018, Nuinsco, through its Egyptian subsidiary Z-Gold Resources, won, through a competitive bid, the opportunity to evaluate and exploit the waste dumps and tailings from the project owner, Shalateen Mineral Resources Company, a company established by the Egyptian Government. Nuinsco/Z-Gold were required to post a performance bond of \$147,000 to secure the bid. To fund the acquisition, the Company sold royalties (the "Royalties") on future gold, and associated minerals, produced from El Sid. As at March 31, 2019, the Company has received proceeds of \$124,908 from the sale of the Royalties representing 13% of the distributable cash flow from the production of gold and associated minerals. \$74,908 of these Royalties were sold to management and directors of the Company to assist in funding the project. This amount has been credited to the purchase price of El Sid.

Sunbeam Gold Property

In February 2018, the Company completed an option agreement to acquire the Sunbeam Gold Property which is located about 30km northeast of Atikokan, northwestern Ontario and is readily accessible by road. The property is composed of 101 mining claims (99 single cell and 2 boundary cell mining claims) totalling 1,552ha and is the site of a former patented mining claim that encompassed the Sunbeam Mine. The immediate area of the Sunbeam Mine had seen no exploration activity since 1905. The terms to acquire 100% of the Sunbeam Gold Property are as follows:

- Cash payments of \$175,000 over four years of which \$20,000 was paid in 2017 and \$30,000 paid in 2018; remaining required payments are \$50,000 on or before May 3, 2019 and \$75,000 on or before May 3, 2020.
- Issued 1,000,000 common shares on signing the agreement (issued) and 100,000 common shares on May 3, 2018 (issued), May 3, 2019, and May 3, 2020. Should the total value of the 100,000 common shares issued be less than 40% of the respective annual cash payment (the value to be based on the share price on each Anniversary) the difference will be paid in cash.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

10. EXPLORATION AND EVALUATION PROJECTS - CONTINUED

- Complete work programs totalling \$280,000 incurred over four years as follows:
 - an initial \$40,000 on or before May 3, 2018 (met);
 - an additional \$60,000 on or before May 3, 2019 (met);
 - an additional \$80,000 on or before May 3, 2020; and
 - an additional \$100,000 on or before May 3, 2021.
- A net smelter return (“NSR”) royalty of 2.5% is retained by the vendors. A 1% royalty can be re-acquired by the Company for a one-time payment of \$1,000,000.

Prairie Lake

The Prairie Lake project, located near Marathon, Ontario, is within a large carbonatite intrusion hosting a number of elements of potential commercial interest including phosphorus (P), niobium (Nb) tantalum (Ta), uranium, rare earth elements (“REEs”), and other elements and compounds. The Prairie Lake project is owned 100% by the Company, is royalty-free and consists of nine claims comprising of 46 mining claims (27 single cell and 19 boundary cell mining claims), encompassing 608 ha. Evaluation, analytical sampling, and metallurgical and process testing are ongoing.

Diamond drilling, surface sampling and mapping programs were conducted in 2007, 2008, 2010 and 2013. The large-scale project has a current Exploration Target of between 515 and 630 million tonnes of mineralization grading between 3.0-4.0 P₂O₅, 0.009-0.11% Nb₂O₅, 18-21ppm Ta₂O₅, and the following REEs: 280-340ppm lanthanum, 650-790ppm cerium, 55-70ppm samarium, 300-360ppm neodymium, 85-100ppm yttrium.

Diabase Peninsula

In February 2018, Nuinsco closed a transaction for the sale of its interest in the Diabase Peninsula (“Diabase”) uranium property in Saskatchewan’s Athabasca Basin to Uranium Energy Corp. (NYSE American: UEC, “UEC”) for total consideration of \$471,204 comprising \$225,000 cash and 139,418 common shares of UEC, at a fair value of US\$1.41 (C\$1.77) per share. Additionally, Nuinsco issued 10,000,000 of its own common shares (to the original owner of the Diabase claim), subject to a four month hold from the date of issuance, at a fair value issuance price of C\$0.0012 per share, as consideration for transaction costs on the sale.

Pre-exploration write-offs

Pre-exploration expenditures relate to expenses on evaluating projects not owned by the Company. Pre-exploration costs in the amount of \$nil were expensed during the three months ended March 31, 2019 (three months ended March 31, 2018 - \$2,495).

11. PROMISSORY NOTE RECEIVABLE

Nuinsco held a promissory note in the principal amount of \$100,000, receivable from Ocean Partners. The promissory note was unsecured, non-interest bearing, and was repayable in full on February 25, 2019. If payment was not made on or before the Maturity Date, an interest charge of \$1,000 per month was to accrue beginning on the Maturity Date. The fair value of the promissory note at acquisition, discounted at the market rate of 10%, was \$86,125. During the three months ended March 31, 2019, the Company recorded accretion income of \$nil (\$2,500 for the three months ended March 31, 2018). On August 22, 2018, the Company agreed to settle the debt in full. with a payment of \$88,262 for full repayment of the promissory note.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

12. PARTICIPATING INTEREST

Nuinsco holds an unsecured participating interest in the cash flows generated by Victory Nickel Inc. from the sale of frac sand (the "Participating Interest") from that company's 7 Persons frac sand plant near Medicine Hat, Alberta. The Company's participation in the net cash flows earned from the sale of frac sand is limited to a maximum of \$10,222,831 with a minimum of \$7,667,124 based on a sharing percentage of 52.16%. Because of the uncertainty on receiving future payments on the Participating Interest, as at December 31, 2015, the Company recorded an impairment of this Participating Interest and has recorded the value of the asset at \$nil. The Company will continue to monitor the frac sand market, and will re-evaluate the impairment of this asset at such time the market recovers.

13. LONG-TERM LIABILITIES

Long-term liabilities consist of accrued directors' fees totalling \$275,938 (December 31, 2018 – \$310,938) and certain management consulting fees in the amount of \$700,500 (December 31, 2018 – \$651,000). The directors and management have agreed to defer fees until the ongoing viability of the Company can be assured.

14. OPERATING LEASE

In September 2017, the Company entered into a one-year lease for office space at 80 Richmond Street West, Toronto, expiring September 2018. In September 2018 this lease was extended for a further one-year term. Future minimum lease payments to the expiry date are \$12,000.

15. SHARE CAPITAL AND OTHER COMPONENTS OF SHAREHOLDERS' DEFICIENCY

Share Capital

Authorized

The Company is authorized to issue an unlimited number of common shares with no par value. The Company is also authorized to issue an unlimited number of Class A special shares, issuable in series, an unlimited number of Class B special shares, issuable in series, an unlimited number of Class C special shares, issuable in series, an unlimited number of Class D special shares, issuable in series, and an unlimited number of Class E special shares, issuable in series.

Number of shares issued and outstanding

There are no special shares outstanding; all shares are fully paid.

	Notes	Number of Shares	Amount \$
Balance as at December 31, 2017		349,976,957	\$ 98,417,649
Shares issued on sale of Diabase	(Note 10)	10,000,000	12,000
Shares issued in accordance with the Sunbeam option agreement	(Note 10)	2,300,000	4,216
Shares issued on settlement of debt	(a)	53,929,700	196,409
Shares issued on private placement	(b)	4,606,666	23,033
Flow through share premium		-	(5,252)
Balance as at December 31, 2018		420,813,323	\$ 98,648,055
Shares issued on exercise of stock options	(c)	3,500,000	67,472
Balance as at March 31, 2019		424,313,323	\$ 98,715,527

- (a) On May 3, 2018, the Company settled debt in the amount of \$473,605 through the issuance of 47,360,500 common shares. \$464,605 of the debt was owed to directors and management (Note 20). On the date of issuance, the shares had a market value of \$182,844, resulting in a gain on settlement of \$290,761.

On August 7, 2018, the Company settled debt in the amount of \$37,490 through the issuance of 6,569,200 common shares. On the date of issuance, the shares had a market value of \$13,565, resulting in a gain on settlement of \$23,925. No warrants were issued as part of the debt settlements.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

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15. SHARE CAPITAL AND OTHER COMPONENTS OF DEFICIENCY - CONTINUED

- (b) On May 3, 2018, the Company issued 4,606,666 flow-through common shares for the \$23,033. No warrants were issued as part of the issuance. The flow-through shares were issued at a price of \$0.005 representing a premium of approximately 31% to the market value. Two directors of the Company participated in this financing.
- (c) On February 26, 2019, 3,500,000 stock options were exercised at \$0.01 per share for proceeds of \$35,000. Upon exercise of the stock option, the fair value of \$32,472 was allocated from contributed surplus to share capital.

Share Incentive Plan

The Company has a Share Incentive Plan which includes both 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 employee 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 an exchange for the calendar quarter in respect of which the common shares are issued. Common shares acquired are held in safekeeping and delivered to personnel as soon as practicable following March 31, June 30, September 30 and December 31 in each calendar year. No common shares have ever 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 Company's Annual and Special Meeting of Shareholders held on June 18, 2012 (the "ASM"), shareholders approved an increase in the maximum number of common shares issuable under the Share Bonus Plan to 8,000,000.

The fair value of common share entitlements granted under the Share Bonus Plan is determined using the quoted market value on the date of grant for an aggregate fair value that was charged immediately. If the common shares are not listed on any stock exchange, the fair value of the common shares may be determined by the directors.

Accumulated Other Comprehensive Income or Loss ("AOCI")

AOCI is comprised of the following separate components of (deficiency) 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 OCI

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.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

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16. LOSS PER SHARE

The calculation of basic and diluted EPS for the three months ended March 31, 2019 and March 31, 2018 was based on the information in the table below.

	2019	2018
Weighted average number of common shares - basic	422,082,554	351,401,615
Effect of options granted and outstanding	-	-
Effect of warrants issued and outstanding	-	-
Weighted average number of common shares - diluted	422,082,554	351,401,615
Net loss attributable to shareholders	\$ (179,933)	\$ (189,276)
Basic loss per share	\$ (0.00)	\$ (0.00)
Diluted loss per share	\$ (0.00)	\$ (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 shares on a dilutive basis for periods when losses are incurred for information only. The average market value of the Company's shares for purposes of calculating the dilutive effect of share options is based on quoted market prices for the respective periods during which the options were outstanding.

There have been no significant capital transactions from the reporting date to the date of this filing which have had a material impact on earnings per share.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

17. SHARE-BASED PAYMENTS

Description of the Share-based Payment Arrangements

The Company's share-based payment arrangements are as follows:

Stock option plan (equity-settled)

The Company has a Stock Option Plan to encourage ownership of its 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 shares on the day preceding the grant. No compensation is recognized when options are exercised. The number of 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 March 31, 2019, the Company had 32,621,998 (December 31, 2018 – 28,596,998) common shares remaining available for the granting of future options. Options are exercisable at the market price of the shares on the date preceding the date of grant.

Share Bonus Plan

The terms of the Company's Share Bonus Plan are set out in Note 15.

Terms and Conditions of Share-based Payment Arrangements

Stock Option Plan

The terms and conditions relating to the grants of the Stock Option Plan are as follows:

- Options issued during the period and granted to executive management, employee and consultants have a maximum term of ten 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 period and granted to directors have a maximum term of ten years and are equity-settled. All options granted to directors' vest immediately.
- All options are to be settled by physical delivery of shares.

Disclosure of Share-based Payment Arrangements

Stock Option Plan

The following is a summary of the activity of options:

	Three months ended March 31, 2019		Year ended December 31, 2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance, beginning of year	34,525,000	\$ 0.02	40,475,000	\$ 0.02
Granted	-	\$ -	1,000,000	\$ 0.01
Exercised	(3,500,000)	\$ 0.01	-	\$ -
Expired	-	\$ -	(6,950,000)	\$ 0.07
Balance, end of period	31,025,000	\$ 0.01	34,525,000	\$ 0.01
Options exercisable, end of period	31,025,000	\$ 0.01	34,525,000	\$ 0.01

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2019 and 2018
(all amounts in Canadian dollars)

17. SHARE-BASED PAYMENTS – CONTINUED

As at March 31, 2019 the options outstanding are as follows:

# Options	Exercise Price	Expiry date	Weighted average expiry (years)
350,000	\$ 0.01	February 5, 2020	0.85
29,675,000	\$ 0.01	April 18, 2021	2.05
1,000,000	\$ 0.01	April 9, 2023	4.02
31,025,000			2.10

Share purchase warrants

No warrants were issued during the year ended December 31, 2018 or the three months ended March 31, 2019.

As at March 31, 2019, the Company had 1,495,000 (December 31, 2018 – 1,495,000) warrants outstanding with a weighted average exercise price of \$0.015.

18. OPERATING SEGMENT

Reporting Segment

The Company is engaged in the exploration and evaluation of properties for the mining of precious and base metals. The Company does not have formal operating segments and does not have operating revenues, products or customers. The corporate office operates to support the Company's projects which are currently located in Canada. Senior management makes decisions by considering exploration potential and results on a project basis. Any applicable amounts relating to projects are capitalized to the relevant project as Exploration and evaluation projects on the consolidated balance sheets.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019 and 2018

(all amounts in Canadian dollars)

19. RELATED PARTIES AND MANAGEMENT AGREEMENTS

Related Party Balances and Transactions

Short-term employee benefits provided by the Company to key management personnel include salaries, consulting fees and directors' fees. The Company's non-monetary benefit package for key management personnel is the same as that available to all full-time employees. In addition to short-term employee benefits, the Company may also issue shares as part of the Share Bonus Plan and the Stock Option Plan.

Transactions with related parties for the three months ended March 31, 2019 and March 31, 2018 are shown in the following table:

	Three months ended March 31, 2019	Three months ended March 31, 2018
Short-term employee benefits	\$ 89,625	\$ 78,500
	\$ 89,625	\$ 78,500

During the three months ended March 31, 2019, the Company was charged \$9,000 (three months ended March 31, 2018 - \$9,000) by CFO Advantage Inc., a company controlled by Kyle Appleby, the Chief Financial Officer of the Company. As at March 31, 2019, \$40,680 (December 31, 2018 - \$30,510) is included in accounts payable and accrued liabilities. On May 3, 2018, the Company settled \$57,630 of debt owing to CFO Advantage in exchange for 5,763,000 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$35,393.

During the three months ended March 31, 2019, the Company was charged \$37,500 (three months ended March 31, 2018- \$37,500) by Paul Jones, the Chief Executive Officer of the Company. As at March 31, 2019, \$597,709 (December 31, 2018 - \$582,92) is owing and \$562,500 is included in long-term liabilities (Note 14). On May 3, 2018, the Company settled \$140,000 of debt in exchange for 14,000,000 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$85,980.

During the three months ended March 31, 2019, the Company was charged \$12,000 (three months ended March 31, 2018- \$12,000) by Sean Stokes, Executive Vice-President of the Company. As at March 31, 2019, \$138,000 (December 31, 2018 - \$126,000) is owing and included in long-term liabilities (Note 14). On May 3, 201 the Company settled \$20,000 of debt in exchange for 2,000,000 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$12,283.

On May 3, 2018 the Company settled \$246,975 of debt with directors of the Company in exchange for 24,697,500 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$151,677.

Certain directors and management of the Company participated in the purchase of the Royalties (as described in Note 10) for a total of \$74,908. The terms and conditions of the Royalties purchased by management and directors were the same as those issued to non-related parties. The Company had no other sources of financing available at the time and the Royalties were essential to move the project forward.

Nuinsco Resources Limited

Notes to the Consolidated Financial Statements (unaudited)
For the three months ended March 31, 2019 and 2018
(all amounts in Canadian dollars)

20. COMPANY ENTITIES

Significant Subsidiaries and Jointly-controlled Entities

		March 31, 2019	December 31, 2018
	Country of Incorporation		
Ownership Interest			
Lakeport Gold Corporation	Canada	100%	100%
Nuinsco Madencilik Sanaye Ticaret	Turkey	100%	100%
Nuinsco Exploration Inc.	BVI	70%	70%
Z-Gold Resources Limited (through Nuinsco Exploration Inc.)	Egypt	70%	70%
NuMENA Minerals Corp.	Canada	100%	100%

All of these subsidiaries have nominal assets and liabilities.

21. CONTINGENCY

CRA Reassessment

In March, 2011, the Company received notices of reassessment in the aggregate amount of approximately \$4,400,000 from the CRA related to transactions completed in 2006; this amount does not include interest and penalties which could be substantial. The Company filed notices of objection on May 19, 2011. On July 22, 2011, the Company filed a request for adjustment to correspondingly adjust its tax pools and losses, in the unlikely event that the Company's appeal is unsuccessful. On March 7, 2014, the Company received a notice of confirmation with respect to one entity whereby the CRA denied that entity's notice of objection and confirmed the reassessment. The Company has sought and is following the advice of its tax counsel in this matter.

The appeal process could be lengthy and the Company believes that its position is correct and that it will prevail. Accordingly, the Company has not recorded any liability with respect to this matter.

22. SUBSEQUENT EVENTS

On May 3, 2019, the Company issued 3,550,000 common shares in accordance with the Sunbeam option agreement.



NUINSCO RESOURCES LIMITED

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018**

DATED MAY 27, 2019

NUINSCO RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2019 and 2018

The following discussion of the results of operations and financial condition of Nuinsco Resources Limited ("Nuinsco" or "the Company") prepared as of May 27, 2019 consolidates management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2019 and 2018, and factors reasonably expected to impact on future operations and results. This discussion is intended to supplement and complement the Company's unaudited condensed interim consolidated financial statements as at and for the three months ended March 31, 2019 ("Condensed Interim Consolidated Financial Statements") and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP").

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

Readers are also encouraged to consult the audited consolidated financial statements for the years ended December 31, 2018 and 2017 ("2018 Audited Consolidated Financial Statements"). The Condensed Interim Consolidated Financial Statements and the 2018 Audited Consolidated Financial Statements are available at www.sedar.com and at the Company's website www.nuinsco.ca. All amounts disclosed are in Canadian dollars unless otherwise stated. All tabular amounts are in thousands of Canadian dollars.

NATURE OF OPERATIONS

Nuinsco is an exploration and development company that has operated successfully for several decades. Nuinsco has discovered numerous mineral deposits including the Rainy River gold deposit in northwestern Ontario, now in production and owned by New Gold Inc., the Lac Rocher nickel deposit in Quebec now owned by Victory Nickel Inc. ("Victory Nickel") and the Cameron Lake gold deposit in Ontario which is currently owned by First Mining Gold Corp. to name a few. It is focused on identifying, exploring and developing mineral investment opportunities domestically and internationally. The Company currently has interests in projects prospective for gold, phosphate, rare metals and niobium in Canada's province of Ontario, and gold in Egypt.

The Company owns 100% of the very significant Prairie Lake project and with its optioned Sunbeam Gold Property both in northwestern Ontario, is working to build shareholder value through systematic exploration on highly prospective ground. As funding permits, work programs have been planned for the Company's projects. In particular, at the Sunbeam Gold Property, high-grade gold mineralization is the target while at the Prairie Lake project, extensive metallurgical testing has indicated that several marketable minerals and products can be produced including a phosphate concentrate exceeding 30% P₂O₅. Subsequent to the end of the quarter, the Company initiated a program to obtain material from Prairie Lake for evaluation as an agricultural product and soil additive. Results of this program are pending.

The Company is also evaluating the economic viability of the El Sid gold dumps and tailings recovery project in the Eastern Desert of Egypt approximately 90km west of the Red Sea coast ("El Sid"). Three past producing gold mines are located on the project—the largest of which is the El Sid Mine that between 1940 and 1957, was Egypt's largest gold producer. Nuinsco, through its Egyptian subsidiary Z-Gold Resources Limited ("Z-Gold"), has the right to evaluate and exploit the dumps and tailings from the project owner, Shalateen Mineral Resources Company ("Shalateen"), a company established by the Egyptian Government.

In addition to its property holdings, Nuinsco owns a limited participating interest in the net cash flows of Victory Nickel's frac sand business (the "Participating Interest").

Going Concern

The Company's Condensed Interim Consolidated Financial Statements have been prepared using the going concern assumption, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. As at March 31, 2019, the Company had a working capital of \$1,297 (December 31, 2018 – \$251,108). Working capital is defined as current assets less current liabilities.

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 complete its projects

and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant financing.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, unregistered prior agreements, social licensing requirements, unregistered claims, and non-compliance with regulatory and environmental requirements. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

None of the Company's projects are currently in commercial production and, accordingly, the Company is dependent upon debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The Company's ability to continue as a going concern is dependent upon the Company's ability to finance exploitation of its projects through debt or equity financings and the optioning and/or sale of resource or resource-related assets for its funding.

The Company's management continues to be engaged in securing financing or the potential sale of assets. There are no assurances that the Company will be successful in obtaining any financing or selling assets, or in accomplishing that on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, it will be unable to fund continuing operations and corporate administration costs.

If the Company is unable to obtain additional financing, it will be required to curtail all of its operations and may be required to liquidate its assets.

Should the Company not be able to continue to obtain the necessary financing, achieve favourable exploration results, achieve future profitable production or the sale of properties or improve its liquidity sufficient to enable it to fund operations, the Company's ability to continue as a going concern will be compromised. 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.

SIGNIFICANT EVENTS

On February 19, 2019, the common shares of Nuinsco, were approved for listing on the Canadian Securities Exchange, and on February 20, 2019 commenced trading under the symbol NWI.

The Company conducted an initial evaluation of the Sunbeam project including geophysical surveys, prospecting and sampling.

The Company has been evaluating the economic viability of the El Sid gold dumps and tailings recovery project located in the Eastern Desert of Egypt approximately 90km west of the Red Sea coast and has executed a definitive agreement on the project which gives the Company the right to exploit the dumps and tailings (as further detailed below).

OUTLOOK

Nuinsco began 2019 with continued effort to advance its mineral projects. In January additional field work was conducted as part of the ongoing project evaluation at the El Sid site in Egypt – the intent being to move this project as quickly as possible to a production decision. In February the execution of an agreement to take control of El Sid now allows the Company free access to conduct work and develop the site infrastructure as necessary. To date work has focussed on more comprehensive understanding of grade distribution and metallurgy. To come is permitting and process and site design. As reported previously El Sid is a gold recovery opportunity with low capital requirement that has the potential to quickly commence operation using readily available processing equipment to exploit already mined and crushed gold-bearing rock that is piled at surface in a logistically favourable location (adjacent to a paved highway) approximately midway between the Red Sea coast at the town of Quseir and the Nile Valley.

Nuinsco's focus on El Sid is due to the project's potential to provide quick access to a revenue stream. The market for financing Canadian junior mineral developers remains challenging to say the least – competition from other sources for risk capital is fierce. Management sees the El Sid project as a game-changer for the Company with its potential to provide substantial non-dilutionary funding that will allow the Company to compete for and explore new projects as well as its current properties at a time when many of the Company's peers are challenged to find capital via the public markets to advance their projects.

The Company has started to actively seeking funding to build El Sid. To some extent project development can be tailored to meet the availability and preferences of capital and the Company is open to any sensible financing structure that can fund rapid development of the project.

Elsewhere Nuinsco continues to work on the Sunbeam gold project near Atikokan and the Prairie Lake phosphate-rare earth-niobium-tantalum-agricultural additive project near Marathon – both in Ontario. Management believes these projects provide good exposure for the Company to a number of mineral commodities and are prospective for discovery or development.

Time will tell but Nuinsco's management and Board of Directors sincerely hopes that the Company's current efforts will provide the results that shareholders have been patiently awaiting.

MINERAL PROJECTS

Sunbeam Gold Property

The Sunbeam Gold Property encompasses the historic Sunbeam Mine and also includes the Roy and Pettigrew occurrences. The Sunbeam Mine is a high-grade underground gold mine which was active from 1898 to 1905 but which has seen no exploration or development of any kind since its closure. The property consists of 101 mining claims (99 single cell and 2 boundary cell mining claims) in Ramsay-Wright Township in Northwestern Ontario and is accessible via well-maintained logging roads from Hwy 11. It is located 15km southeast of Agnico Eagle's Hammond Reef gold deposit and 27km northeast of the town of Atikokan. The Sunbeam Mine is hosted by a 30m wide deformation zone of sheared, altered schistose rock within the Marmion Batholith. Gold mineralization occurs within a 2.5-3.0m wide southwest-striking quartz vein/chlorite schist zone which dips moderately to the northwest. Historic underground development consisted of a combined inclined/vertical shaft to an approximate depth of 400feet (122m) with drifting and development on three levels (at ~100, 200 & 300 feet). The mineralization of the Sunbeam Mine is part of more extensive, property-wide mineralized domains associated with northeast trending lineaments that include the named Roy and Pettigrew occurrences.

No records of production from 1899-1903 exist. Reportedly 1,000 ounces of gold were recovered from 2,400 tons mined in 1904. A 1903 plan of the mine shows an average grade of ~13g/t Au in the historic workings. Previous workers have estimated that there could be 50,000-70,000t grading 13.0g/t Au remaining in old workings alone. There has been no exploration of the formerly patented mine site since the mine closed in 1905. Intermittent exploration surrounding the patent area was conducted between 1981 and 2012 by previous owners. In addition to property-wide evaluation, Nuinsco established grid control and conducted the first ground geophysics ever conducted over and around the Sunbeam Mine (results reported in news release dated February 28, 2019) as a precursor to any diamond drilling. The geophysical survey identified 16 high-priority drill targets near to the past-producing, high-grade Sunbeam gold mine.

In Q1 2019 results of 28 grab samples, three of which contain visible gold, were collected from near the Sunbeam Mine from outcrop, waste-dump material and debris in the Sunbeam shaft. All samples were analyzed for gold and a sub-set were analyzed for silver. The range of analytical results is <5ppb to 122g/t gold and <0.2g/t to 24.8g/t silver. The samples are from material mined from the Sunbeam mine workings during operations more than 100 years ago and from samples collected from surface near the historic Sunbeam Shaft. Higher gold grade is directly related to the amount of quartz vein and sulphide mineralization contained within a sample. The highest-grade samples contain pyrite, chalcocopyrite, sphalerite and galena as well as visible gold grains. Diamond drilling will be necessary to evaluate the potential extension of gold mineralization at the Sunbeam Mine and elsewhere more extensive fieldwork is required to provide greater understanding of the property-wide gold mineralization.

Prairie Lake

The Prairie Lake project, located near Marathon, Ontario, is a large multi-commodity deposit, hosted in carbonatite, containing phosphate (P205), niobium (Nb) tantalum (Ta), uranium (U), rare earth elements ("REEs"), and other elements and compounds of economic interest. The Prairie Lake Project consists of 46 mining claims (27 single cell and 19 boundary cell mining claims), is owned 100% by the Company, is royalty-free and the mining-land tenure is secure for decades to come.

At Prairie Lake, the Company continues to evaluate the potential for producing concentrates containing a number of minerals – including those containing phosphate, REEs, niobium and other marketable products. The sheer size of the project, with a current Exploration Target of between 515 and 630 million tonnes of mineralization, coupled with the excellent logistics and ease of production, are indicators of the prospective nature of the project. The Company is actively seeking funding that will enable further work programs to be conducted including additional sampling for evaluation and resource estimation.

Prairie Lake has the potential to produce a number of minerals and elements for industries which are forecast to require substantially increasing supply over the coming years – high-tech and “green” industries that require the REEs and niobium to fabricate the products of tomorrow. Prairie Lake could also be a very significant source of phosphate or other products of with agricultural applications – phosphate is a compound with vital agricultural and industrial applications and carbonatites are used elsewhere as soil amendment additives. The use of calcium phosphate in agriculture is essential in sustaining crop yields to supply an increasing world population. Other compounds with industrial applications are also being examined for economic viability. The abundance and diversity of minerals in the rocks that comprise the Prairie Lake complex provides broad scope for potential exploitation – the Company continues to evaluate the options to determine those elements and minerals that provide the greatest economic potential.

In the fourth quarter of 2018, sampling was conducted to obtain material for evaluation as an agricultural product and soil additive. Subsequently the material was shipped for soil application. Results of the application are pending. Core from a number of historic drill holes completed by Nuinsco but incompletely sampled has been cut by diamond-saw – the purpose is to have the core available for analysis when funding permits.

Egypt

Nuinsco has retained a presence in Egypt through its interest in Egypt-based Z-Gold. The Company has been evaluating opportunities there for approximately nine years. Management regards the country as an underexplored opportunity for mineral exploration and development. In 2018, Nuinsco won a competitive bid for the right to evaluate the viability of gold production from waste dumps and tailings at the past-producing El Sid mine in Egypt (at a cost of \$147,000). To fund the acquisition, the Company began selling royalties (the “Royalties”) on future gold and associated minerals produced from El Sid. The Company has received proceeds of \$124,908 from the sale of the Royalties representing 13% of the distributable cash flow from the production of gold and associated minerals. \$74,658 of these Royalties were sold to management and directors of the Company to assist in funding the project. This amount has been credited to the purchase price of El Sid.

Located in Egypt’s Eastern Desert, approximately 90km west of the town of Quseir on the Red Sea coast, El Sid is easily accessible via a paved road that passes through the project site. Three past producing gold mines are located on the project – the largest of which is the El Sid Mine which operated primarily between 1947 and 1957 and was Egypt’s largest gold producer. The mineralization exploited at El Sid consisted of sulphide and native gold-bearing quartz veins in granite and deformed volcanic rock. The mines were high-grade – averaging more than 30 g/t gold. Estimates are that the accumulated dumps and tailings on surface at the site amount to more than 300,000 tonnes with an average grade exceeding 3.0 g/t gold for a total of about one tonne (approximately 32,151 troy ounces) of contained gold (all estimates are based upon historic information and Nuinsco is not treating this information as a current mineral resource or mineral reserve).

Of significance to Nuinsco is the fact that the rock adjacent to the exploited veins also carried gold but was rejected and dumped as waste. This waste, which runs to several grams per tonne gold, along with a considerable volume of tailings, is available for processing and gold recovery. If the project proves to be economically viable and financeable the timeline to production is short – measured in months – at which point the Company expects to have cash flow for non-dilutive funding of existing projects and evaluation of potential project acquisitions.

The occurrence of broken mineralized rock in the waste dumps and tailings piles already at surface streamlines the process and reduces the cost of evaluation of grade, tonnage, metallurgy and exploitation. Gravity concentration has been demonstrated to be an effective method of gold recovery at other projects in the area. Assuming the same holds true at the El Sid site, capital and operating costs are anticipated to be low and the timeline to production and revenue generation short relative to conventional underground mine development.

Sampling at El Sid has returned assays grading up to 35.50 g/t gold. The average grade of all 239 samples taken from the waste dump at El Sid is 4.47g/t gold. The sampling program included the use of a backhoe to excavate trenches and pits into the waste pile in order to ascertain grades other than from the surface of the pile. The waste dump attains a maximum thickness of 15m, maximum trench depth was 4m while pits were excavated at between 10m and 15m below the upper surface of the waste dump. All analyses were conducted by ALS Limited at their analytical laboratory in Izmir, Turkey.

In January 2019 additional samples were collected from the waste rock and tailings piles to further characterise the gold-grade and grade heterogeneity. Results are pending final review and will be released when complete. At the same time an inventory of the site was conducted in preparation for completion of the Agreement (as defined below) allowing the Company free access. Ongoing work comprises sourcing and costing of processing equipment, project budgeting, site evaluation and permit application preparation.

Definitive agreement

The Company executed a definitive agreement (the "Agreement") for El Sid on November 7, 2018. The Agreement has been executed between Shalateen Mineral Resources Company which holds the right to exploit the dumps and tailings, and Z-Gold.

The Company continues to evaluate other mineral exploration, mining and processing opportunities in Egypt.

RESULTS OF OPERATIONS

Three months ended March 31, 2019 compared to the three months ended March 31, 2018

Revenues

The exploration properties acquired by the Company are still in the early exploration and development stage. Until sufficient work has been completed to confirm the feasibility of any specific interest being placed into production, it is not anticipated that the Company will have any material production revenue.

An excerpt of the expenses and other items for the three months ended March 31, 2019 and March 31, 2018 is as follows:

	2019	2018
Other expenses		
General and administrative (a)	178,962	154,318
Depreciation of property and equipment	1,631	2,025
Pre-exploration write-offs	-	2,495
Write-down of exploration and evaluation projects	-	16,518
Operating loss	(180,593)	(175,356)
Other income		
Interest and accretion income	660	2,500
Fair value through profit and loss (b)	-	(16,420)
Net loss and comprehensive loss for the period	\$ (179,933)	\$ (189,276)

(a) General and administrative expenses consisted of accrued management and directors' fees, rent, salary for administrative staff, insurance, transfer agent, legal and other administrative costs to maintain the company in good standing.

(b) Represents the realized and unrealized gains on marketable securities.

SUMMARY OF QUARTERLY RESULTS

Selected financial information for each of the last eight quarters ended is as follows:

	1 th Quarter 2019	4 th Quarter 2018	3 rd Quarter 2018	2 nd Quarter 2018
Net (loss) income	\$ (179,933)	\$ 157,212	\$ (120,569)	\$ 160,323
Total comprehensive (loss) income	\$ (179,933)	\$ 157,212	\$ (120,569)	\$ 160,323
Income (loss) per share - basic and diluted	\$ (0.00)	\$ 0.00	\$ (0.00)	\$ 0.00
	1 th Quarter 2018	4 th Quarter 2017	3 rd Quarter 2017	2 nd Quarter 2017
Net loss	\$ (189,276)	\$ 261,087	\$ 266,966	\$ (62,111)
Total comprehensive (loss) income	\$ (189,276)	\$ 261,087	\$ 266,966	\$ (62,111)
Loss (income) per share - basic and diluted	\$ (0.00)	\$ 0.00	\$ 0.00	\$ (0.00)

Variations in the quarterly results of operations are largely a function of the timing of property and other write-downs, gains on sales of properties, income tax recoveries, the recording of amortization of flow-through premiums and the recognition of gains on derivatives or other fair value changes recognized through operations. Variations in comprehensive income are primarily a function of the changes in the fair values of the Company's marketable securities.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2019, the Company had a working capital of \$1,297 (December 31, 2018 – working capital of \$251,108); being defined as current assets less current liabilities.

The Company had a decrease of cash and cash equivalents of \$256,167 during Q1 2019, compared with an increase of \$64,343 during Q1 2018. The decrease was related to the \$170,158 of cash used in operating activities and \$121,009 of cash spent on the Company's exploration and evaluation assets. These expenditures were offset by \$35,000 of cash received from the exercise of stock options.

The cash used in operating activities is as follows:

	2019	2018
Cash flows from operating activities		
Net loss for the period	\$ (179,933)	\$ (189,276)
Adjustments for:		
Accretion	-	(2,500)
Fair value through profit and loss	-	16,420
Depreciation of property and equipment	1,631	2,025
Change in receivables	(3,201)	(30,689)
Change in trade and other payables	(3,151)	3,277
Change in long-term liabilities	14,500	78,500
Net cash (used in) from operating activities	(170,158)	163,553

The table below summarizes Nuinsco's contractual commitments as at the date of this MD&A.

<u>Contractual Commitment</u>	<u>Term</u>
\$12,000 - Operating lease - premises	One-year term expiring September 2019

As described above, management is continuing to actively pursue additional ways to realize on the potential of its assets or secure financing in order to continue to provide funds for operations in light of the current difficult economic circumstances. Flow-through financings can be used for domestic work programs but do not provide the funding necessary to meet corporate or foreign expenditures which do not qualify for flow-through eligibility.

The Company's management continues to hold discussions on securing financing. There are no assurances that the Company will be successful in obtaining any form of financing on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, then the Company's treasury will be depleted and it will be required to curtail all of its operations and may be required to liquidate its assets under a formal process. 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 from the going concern basis.

IMPAIRMENT ANALYSIS UPDATE

As at December 31, 2015, all projects were written down due to the lack of funding of the Company and related uncertainty as to future spending on the properties. IFRS requires a write-down of the carrying value of assets to the net recoverable amount. The valuation of resource properties is difficult, and management cannot reliably estimate any recoverable amount. As a result, the Company chose to write down the value of the property assets. The Company will revisit the valuation of these assets at the end of every year end and will recognize a recovery if the fair value of these assets can be reliably determined (as was done with the Diabase property as at December 31, 2017).

The Company also monitors the value of the Participating Interest on an ongoing basis. In light of uncertainty over the timing of the payments and the depressed state of the oil and gas industry at the time in 2015, the Company wrote down the valuation of the Participating Interest to nil.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Critical accounting estimates used in the preparation of the Condensed Interim Consolidated Financial Statements include determining the carrying value of investments and Evaluation and Exploration (“E&E”) projects, assessing the impairment and classification of long-lived assets, assessing the allocation of assets into their components, the fair value of the Participating Interest and the valuation of share-based payments and warrants, assessing the value of deferred income tax assets 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, judgements and measurement uncertainty, reference should be made to Notes 2 and 3 to the Company’s 2018 Audited Consolidated Financial Statements. The Company’s financial statements have been prepared using the going concern assumption.

The recorded value of the Company’s E&E projects is based on historic costs (subject to impairment) that are expected to be recovered in the underlying mineral resources associated with the properties. The Company is in an industry that is exposed to a number of risks and uncertainties and there is always the potential for a material adjustment to the value assigned to these assets.

The fair value of the share-based payments, until exercise, is calculated using the Black-Scholes option-pricing model that takes into account the exercise price, the expected life of the option/warrant, expected volatility of the underlying shares, expected dividend yield and the risk-free interest rate for the term of the option/warrant.

The Company has determined that it is not probable that it 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.

NEW ACCOUNTING POLICIES

IFRS 16 – Leases (“IFRS 16”) was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The adoption of IFRS 16 did not have a material impact on the Company because its future lease obligations are immaterial.

CORPORATE GOVERNANCE

As noted above, 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 Condensed Interim 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 an Audit Committee consisting of financially literate, independent and unrelated directors. Other committees of the Board of Directors are the Corporate Governance and Nominating and Compensation Committee.

RELATED PARTY TRANSACTION AND BALANCES

Short-term employee benefits provided by the Company to key management personnel include salaries, consulting fees and directors’ fees. The Company’s non-monetary benefit package for key management personnel is the same as that available to all full-time employees. In addition to short-term employee benefits, the Company may also issue shares as part of the Share Bonus Plan and the Stock Option Plan.

Transactions with related parties for the three months ended March 31, 2019 and March 31, 2018 are shown in the following table:

	Three months ended March 31, 2019	Three months ended March 31, 2018
Short-term employee benefits	\$ 89,625	\$ 78,500
	\$ 89,625	\$ 78,500

During the three months ended March 31, 2019, the Company was charged \$9,000 (three months ended March 31, 2018 - \$9,000) by CFO Advantage Inc., a company controlled by Kyle Appleby, the Chief Financial Officer of the Company. As at March 31, 2019, \$40,680 (December 31, 2018 - \$30,510) is included in accounts payable and accrued liabilities. On May 3, 2018, the Company settled \$57,630 of debt owing to CFO Advantage in exchange for 5,763,000 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$35,393.

During the three months ended March 31, 2019, the Company was charged \$37,500 (three months ended March 31, 2018- \$37,500) by Paul Jones, the Chief Executive Officer of the Company. As at March 31, 2019, \$597,709 (December 31, 2018 - \$582,992) is owing and \$562,500 is included in long-term liabilities. On May 3, 2018, the Company settled \$140,000 of debt in exchange for 14,000,000 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$85,980.

During the three months ended March 31, 2019, the Company was charged \$12,000 (three months ended March 31, 2018- \$12,000) by Sean Stokes, Executive Vice-President of the Company. As at March 31, 2019, \$138,000 (December 31, 2018 - \$126,000) is owing and included in long-term liabilities. On May 3, 201 the Company settled \$20,000 of debt in exchange for 2,000,000 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$12,283.

On May 3, 2018 the Company settled \$246,975 of debt with directors of the Company in exchange for 24,697,500 common shares (at \$0.01 per share) of the Company. At the date of settlement, the shares had a market value of \$0.0039 per share, resulting in a gain on settlement of \$151,677.

Certain directors and management of the Company participated in the purchase of the Royalties for a total of \$74,908. The terms and conditions of the Royalties purchased by management and directors were the same as those issued to non-related parties. The Company had no other sources of financing available at the time and the Royalties were essential to move the project forward.

OUTSTANDING SHARE DATA

As at the date of this report, the Company had 427,863,323 common shares issued and outstanding. In addition, there were 31,025,000 stock options outstanding.

RECENT DEVELOPMENTS

There have been no additional developments not already discussed elsewhere in this MD&A.

CONTINGENCY

CRA Reassessment

In March, 2011, the Company received notices of reassessment in the aggregate amount of approximately \$4,400,000 from the CRA related to transactions completed in 2006; this amount does not include interest and penalties which could be substantial. The Company filed notices of objection on May 19, 2011. On July 22, 2011, the Company filed a request for adjustment to correspondingly adjust its tax pools and losses, in the unlikely event that the Company's appeal is unsuccessful. On March 7, 2014, the Company received a notice of confirmation with respect to one entity whereby the CRA denied that entity's notice of objection and confirmed the reassessment. The Company has sought, and is following the advice of its tax counsel in this matter.

The appeal process could be lengthy and the Company believes that its position is correct and that it will prevail. Accordingly, the Company has not recorded any liability with respect to this matter.

RISKS AND UNCERTAINTIES

For a discussion in respect of risks and other factors that could influence forward looking events, please refer to the factors discussed in the Company's MD&A for the year ended December 31, 2018, under the heading "Risks and Uncertainties". These factors are not and should not be construed as being exhaustive.

Summary

The future success of the Company is subject to a number of risk factors that are common to the junior natural resources sector as well as those specific to the Company. Currently, the most significant risk is the ability of the Company to meet its cash obligations as they come due as the Company currently has very limited funds. Other risks include obtaining necessary financing under acceptable terms or finding strategic partners to fund expenditure commitments as they fall due, 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. Furthermore, the development of any natural resource interest may take years to complete and the resulting income, if any, from the sale of any natural resources 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. Such risks are likely to be more extensive in foreign jurisdictions.

FORWARD-LOOKING STATEMENTS

Forward-Looking Information: 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, working capital, ability to maintain operations and/or assumptions in respect of production, revenue, cash flow, financing, the probability of cash flows from the Participating Interest, costs, economic return, net present value, mine life and financial models, mineral resource estimates, potential mineralization, potential mineral resources, timing of possible production and the Company's development plans and objectives) constitute forward-looking information. This forward-looking information 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 those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company.

Factors that could cause actual results or events to differ materially from current expectations include, among other things: uncertainties relating to the availability and costs of financing needed in the immediate future to permit the Company to continue to operate; 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; uncertainty of amount and timing of cash flows from the Participating Interest; 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 or debt 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; 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.