



**NICKEL 28 CAPITAL CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED JANUARY 31, 2026**

**(EXPRESSED IN UNITED STATES DOLLARS)**

## **Introduction**

The following Management's Discussion & Analysis ("**MD&A**") of the financial condition and results of the operations of Nickel 28 Capital Corp. (the "**Company**" or "**Nickel 28**") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended January 31, 2026. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the years ended January 31, 2026 and 2025, together with the notes thereto. Results are reported in United States dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A, unless otherwise indicated, are prepared in accordance with IFRS Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee. Information contained herein is presented as of May 27, 2026, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Audit Committee (the "**Audit Committee**") of the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Nickel 28's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Audit Committee, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Information about the Company and its operations can be obtained from the offices of the Company or on the System for Electronic Documents Analysis and Retrieval + ("**SEDAR+**") and is available for review under the Company's profile on the SEDAR+ website ([www.sedarplus.ca](http://www.sedarplus.ca)).

## **Description of Business**

Nickel 28 was incorporated pursuant to the *Business Corporations Act* (British Columbia) on June 25, 2019 as "Nickel 28 Capital Corp." and changed its name to "Conic Metals Corp." on October 21, 2019, and then back to "Nickel 28 Capital Corp." on March 10, 2021. The head office and registered office of the Company is 666 Burrard Street, Suite 2700, Vancouver, British Columbia, Canada.

Nickel 28 is a base metals company offering direct exposure to nickel and cobalt, both being critical elements of electric vehicles and energy storage systems. Nickel 28 currently holds an 8.56% joint-venture interest in the producing Ramu Nickel-Cobalt Operation ("**Ramu**" or the "**Ramu Nickel Mine**") located in Papua New Guinea ("**PNG**") which provides Nickel 28 with significant attributable nickel and cobalt production. In addition, Nickel 28 manages a portfolio of ten nickel and cobalt royalties in Canada, Australia and PNG in eight exploration stage and two development stage projects. These royalties include a 1.75% net smelter return ("**NSR**") royalty in the fully permitted Dumont nickel project in Quebec and a 2.0% NSR royalty in the Turnagain nickel project in British Columbia.

On November 15, 2019, the Company commenced trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "NKL".

## **Company Highlights**

In April 2025, the Company received \$1.2M in cash distributions from Ramu for its distributable share of Ramu's operating surpluses for the second half of calendar 2024. Total distribution to the Company was \$3.3 million including a reduction of its non-recourse construction debt of \$2.1 million.

In October 2025, Ramu distributed to the Company \$3.9 million via a cash distribution of \$1.4 million and reduction of its non-recourse construction debt of \$2.5 million from the Company's share of Ramu's first half of calendar 2025 operating surpluses.

On February 23, 2026, the Company announced operational results for the full year ended December 31, 2025, for the Ramu Nickel Mine, including nickel production of 33,007 tonnes of contained nickel in Mixed Hydroxide Precipitate ("**MHP**"), cobalt production of 3,099 tonnes of contained cobalt in MHP, nickel sales of 32,622 tonnes of contained nickel, and cobalt sales of 3,061 tonnes of contained cobalt. Actual production cost for the year, net of by-product credits, of \$3.47/lb of nickel produced as MHP.

During the twelve months ended January 31, 2026, the Company repurchased 1,522,000 common shares for aggregate cost of \$836,477. All 1,522,000 common shares repurchased during the period, together with 352,500 common shares repurchased in the prior period, were cancelled as at July 31, 2025. All repurchases of common shares were made pursuant to normal course issuer bid programs (each, an "**NCIB**") instituted by the Company under the rules of the TSXV. On July 26, 2024, the Company instituted an NCIB pursuant to which an aggregate of up to 7,153,629 common shares were able to be repurchased for cancellation, which NCIB expired on July 25, 2025. In total, the Company cancelled an aggregate of 3,466,500 common shares of the Company at a cost of \$1,851,835 pursuant to the foregoing NCIB.

On February 23, 2026, the Company instituted a new NCIB pursuant to which an aggregate of up to 7,050,819 common shares are able to be repurchased for cancellation, which NCIB expires on February 22, 2027. Subsequent to January 31, 2026, a total of 763,300 common shares of the Company were cancelled under the NCIB program.

On June 24, 2025, Mr. Clark Wang joined the Board effective as of the Company's annual general meeting.

On May 16, 2025, the Company announced that it has served and filed statements of defence in response to the lawsuits brought against it by Justin Cochrane and Conor Kearns. The Company also lodged a counterclaim against Mr. Cochrane for, amongst other things, CAD\$12 million in damages for breach of contract, breach of fiduciary duties, and conspiracy, and against Mr. Kearns for, amongst other things, CAD\$5 million for breach of fiduciary duty, negligence, and conspiracy. In its counterclaims the Company has sought a further CAD\$1 million in punitive damages against each of Messrs. Cochrane and Kearns for high-handed and egregious conduct.

On January 21, 2026, the Company announced that two of its board members, Brett Richards and Edward Collery, were entirely successful in striking the lawsuits brought against them by former executives Justin Cochrane and Conor Kearns.

On April 15, 2026, the Company announced that it has been advised by Ramu NiCo Management (MCC) Limited ("**MCC Ramu**"), the operator of the Ramu Nickel-Cobalt integrated operation in Papua New Guinea (the "**Ramu Operation**"), that a proposal for development has been lodged with the Mineral Resources Authority of Papua New Guinea under the Mining Act, detailing a proposed phase II expansion of the Ramu Operation (the "**Proposed Expansion**"). Based on the application materials supporting the Proposed Expansion that the Company has reviewed, if completed, the Proposed Expansion would be expected to approximately double the production capacity of the current Ramu Operation at a projected cost of approximately \$1.6 billion. Among other things, the Proposed Expansion would be conditional upon the

grant of requisite mining leases and permits by the Government of Papua New Guinea and the execution of certain required agreements with the Government of Papua New Guinea and other key stakeholders. In connection with MCC Ramu NiCo Limited (“**MCC**”) giving effect to and implementing a qualifying proposal to expand or materially change the Ramu Operation, certain governance steps under the Joint Venture Agreements are required. Among other things, MCC must make an offer to purchase from each qualifying minority joint venture partner (including Ramu Nickel Limited) its respective interest in the Ramu Operation for fair market value. A minority joint venture partner that does not sell its interest can elect to continue as a partner in the Ramu Operation and either fund its pro rata share of the prescribed costs (including its share of the expansion costs) or have its interest diluted using a formula defined in the Joint Venture Agreements.

## **Overview and Plan of Operations**

Nickel 28 owns a collection of assets which provide it with exposure to, principally, nickel and cobalt. The Company's strategy is to maximize and, eventually, realize the value of those assets. The Company has no present expectation that it will make acquisitions of new assets. At the present time, the Company's intention is to fund working capital through existing cash on hand and cash flow generated from its joint venture interest in the Ramu Nickel Mine.

### **Ramu Nickel Mine**

#### **Operating Results**

Nickel 28 currently holds an 8.56% joint venture interest in the producing Ramu Nickel Mine, a long-life, low-cost nickel-cobalt operation located 75 km west of the provincial capital of Madang on the north coast of PNG. The Ramu Nickel Mine was financed, constructed, and commissioned in 2012, by majority-owner and operator Metallurgical Corporation of China Limited (the ultimate parent company of MCC Ramu, the operator of the Ramu Nickel Mine), for \$2.1 billion which at the time was China's largest overseas mining investment.

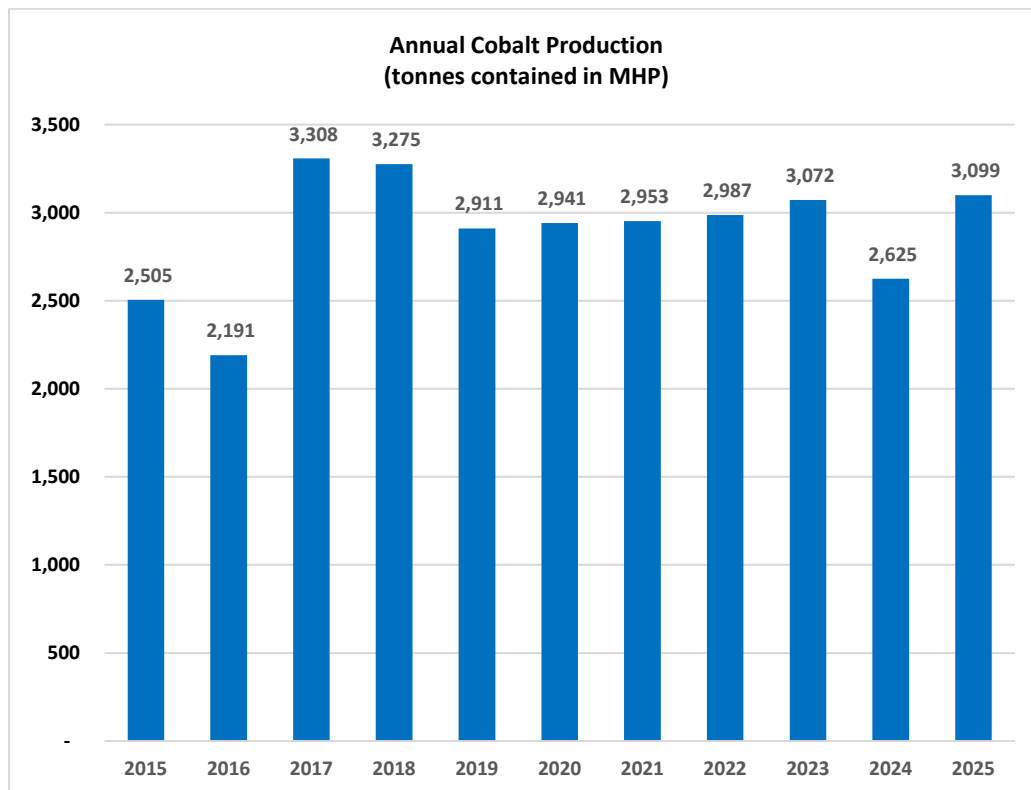
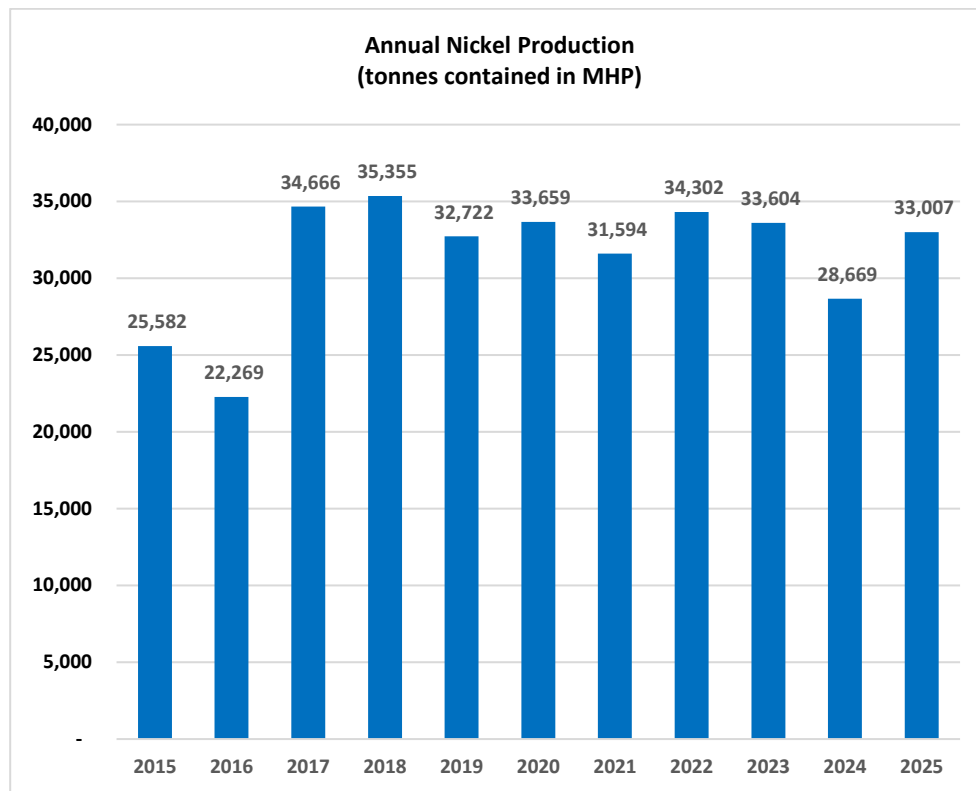
The Ramu Nickel Mine has operated at or above design production capacity for the years 2017 to 2023 as indicated in the following charts. During the twelve months ended December 31, 2025, the project produced 33,007 tonnes of nickel in mixed hydroxide precipitate (MHP). Annual cobalt production for the project for the same 12-month period was 3,099 tonnes. This production was just above nameplate and in line past years production, with the exception of the 2024 year that was impacted by a planned 30-day plant wide shut down to undertake capital improvement projects.

MCC Ramu estimates that nickel production at Ramu is expected to be approximately 33,100 tonnes and cobalt production to be approximately 3,100 tonnes in calendar year 2026. There are no anticipated shutdowns for the year 2026, aside from the annual maintenance for the three HPAL trains.

The subsidiary that holds the joint venture interest had the benefit of a tax holiday (zero tax rate) until December 31, 2025, after which the normal tax rate in PNG of 30% will be applied to taxable income. Subject to nickel and cobalt prices being broadly consistent with current pricing, the Company expects there will be minimal tax for the year ended December 31, 2026, as the Company's operating subsidiary has the benefit of tax depreciation balances that will be utilized.

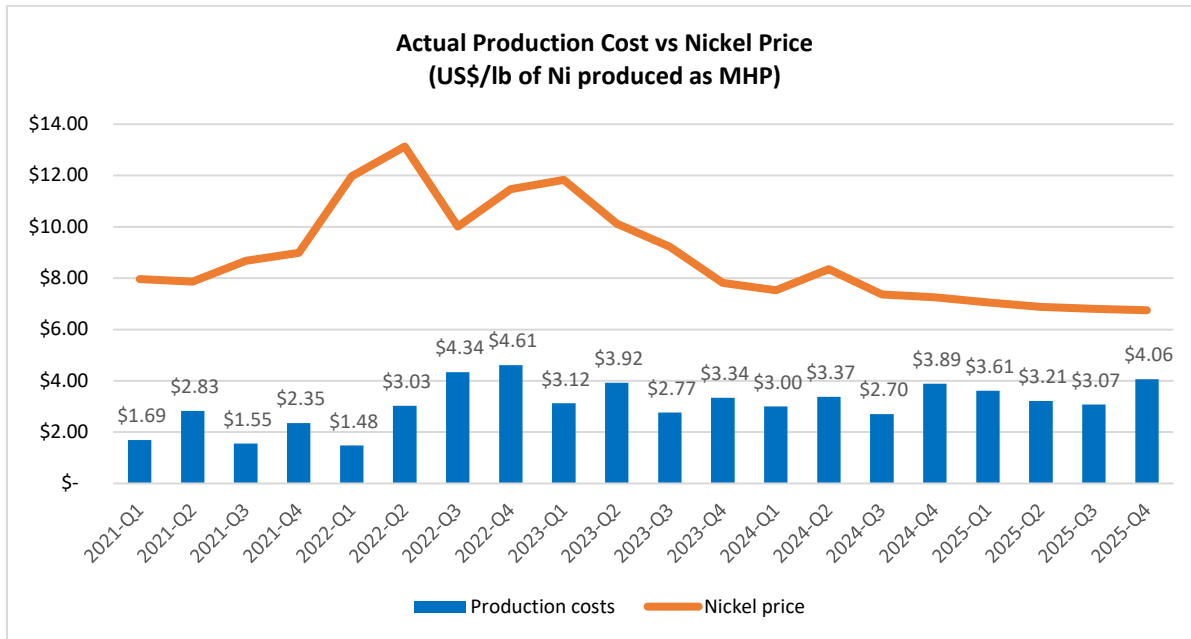
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The Ramu Mine, continues to remain a low-cost integrated nickel mine, recording the following actual production costs, net of by-product credits.



\* Actual production costs are actual operating costs to produce one pound of contained nickel in MHP. By-product credits include cobalt and chromium.

Actual production costs were \$4.06 per pound of nickel produced in calendar quarter Q4 2025, and for the twelve months ended December 31, 2025, were \$3.47 per pound of nickel produced <sup>(1)</sup>.

<sup>(1)</sup> Please see “Non-IFRS Measures” for more details.

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Joint Venture Debt

The Company holds its 8.56% joint venture interest in the Ramu Nickel Mine through its indirect wholly owned subsidiary, Ramu Nickel Limited (“**RNL**”). RNL is party to two principal agreements in respect of its interest in the Ramu Nickel Mine: the Ramu Nickel Project Master Agreement dated March 30, 2005, as amended, among China Metallurgical Construction (Group) Corporation, RNL, Mineral Resources Ramu Limited (a government entity) (“**MRRL**”) and Mineral Resources Madang Limited (a landowner entity) (“**MRML**”, together with MRRL, “**MRDC**”); and the Ramu Nickel Joint Venture Agreement (the “**Joint Venture Agreement**”) dated October 20, 2005, as amended, among MCC Ramu, RNL, MRRL and MRML, as joint venturers, and MCC Ramu, as manager. The joint venture is an unincorporated joint venture among MCC Ramu (currently 85% individual share), RNL (currently 8.56% individual share), MRRL (currently 3.94% individual share) and MRML (currently 2.5% individual share).

As part of the Joint Venture Agreement with MCC Ramu, MCC Ramu provided financing for construction and development of the Ramu Nickel Mine. This resulted in borrowing, on a non-recourse basis, to finance the original construction of the mine (“**Construction Debt**”) and borrowing an additional amount, on a non-recourse basis, to finance the ramp up and early operating expenses of the mine (“**Operating Debt**”). As part of the Joint Venture Agreement, the Construction Debt and Operating Debt are to be repaid out of the Company’s share of the Ramu Nickel Mine’s operating surpluses (sales revenue less operating costs and ongoing capital expenditures).

Effective July 1, 2021, the Company fully repaid its attributable portion of the non-recourse Operating Debt (and related interest thereon) to MCC Ramu, which triggered a cashflow event for the Company. Following the repayment of the Operating Debt, the Company began to receive a cash distribution of 35% of its attributable share of the operating surpluses of the Ramu Nickel Mine joint venture, with the remaining 65% used to repay the remaining non-recourse Construction Debt (and related interest thereon). Furthermore, once the Company’s remaining attributable portion of the non-recourse Construction Debt is repaid, the Company’s participatory share in the Ramu Nickel Mine joint venture will automatically increase from 8.56% to 11.3%. Additionally, when the Company has repaid the Construction Debt, the Company will have the option to purchase an additional 9.25% interest in the Ramu Nickel Mine at then market value, which if exercised would take the Company’s interest to 20.55%.

The borrowings in respect of Construction Debt and Operating Debt represent the Company’s 8.56% share of principal repayments (capped to a specified development threshold of \$2.1 billion) and interest repayments made by MCC Ramu to third party lenders on behalf of the Company, plus accumulated interest charged by MCC Ramu. The Construction Debt has no prescribed repayment obligations; rather, the amount classified as current represents that portion of the loan estimated to become repayable within 12 months from the Company’s share of operating surpluses. The remaining borrowings under the Construction Debt bear interest at a rate of 5.05% annually.

At January 31, 2026, the non-recourse debt balances consisted of the following:

	Current Portion*	Long-term Portion	Total
Non-recourse construction debt	\$10,000,000	\$21,852,817	\$31,852,817

\* The amount classified as current represents the portion of the loan estimated to become repayable within 12 months

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The continuity schedule of the non-recourse debt balance between Operating Debt and Construction Debt is as follows:

Period Ended	Operating Debt			Construction Debt			Total Joint Venture Debt (\$)
	Interest (\$)	Repayment (\$)	Balance (\$)	Interest (\$)	Repayment (\$)	Balance (\$)	
January 1, 2018			45,510,845			70,210,825	115,721,670
December 31, 2018	2,251,688	(3,940,855)	43,821,678	3,628,876	-	73,839,701	117,661,379
December 31, 2019	2,264,942	-	46,086,620	3,816,436	-	77,656,137	123,742,757
December 31, 2020	1,354,688	(22,057,591)	25,383,717	4,013,573	-	81,669,710	107,053,427
January 31, 2022	253,916	(25,637,633)	-	4,070,595	(12,342,281)	73,398,024	73,398,024
January 31, 2023	-	-	-	3,711,406	(21,292,379)	55,817,051	55,817,051
January 31, 2024	-	-	-	2,658,369	(14,380,629)	44,094,791	44,094,791
January 31, 2025	-	-	-	2,087,823	(9,643,115)	36,539,499	36,539,499
January 31, 2026	-	-	-	1,823,736	(6,510,418)	31,852,817	31,852,817

\* The non-recourse Construction Debt repayment of \$6,510,418 made during the year ended January 31, 2026, represents the debt-repayment portion of the distributions received from Ramu for the 12-month period ended December 31, 2025. The Company's total distributions received for the 12-month period ended December 31, 2025, was \$10,016,028, with the remaining \$3,505,610 received as cash distributions in October 2025 and May 2026.

**Royalty Portfolio**

The Company holds a portfolio of ten nickel and cobalt royalties in Canada, Australia and Papua New Guinea in eight exploration stage and two development stage projects. At present, the Company does not hold any streaming interests. The Company believes its current portfolio of ten royalties provide shareholders with long-term optionality on the price of nickel and cobalt. Investors are cautioned that in respect of the Company's ten royalties there is no guarantee that (i) the applicable mineral properties will ever be placed into production or (ii) that material quantities of cobalt or nickel will be contained in product extracted from the properties.

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**Current Royalties**

As at the date of this MD&A, the Company's royalties consisted of the following:

Royalty Name	Owner	Property Location	Stage	Primary Metal(s)	Royalty Type and %	Stream ROFR
Dumont <sup>(1)</sup>	Waterton Global Res. Mgmt	Quebec	Development	Ni-Co	1.75% NSR	No
Turnagain <sup>(2)</sup>	85% Giga Metals Corporation 15% Mitsubishi Corporation	British Columbia	Exploration	Ni-Co	2.0% NSR	Yes
Flemington <sup>(3)</sup>	Australian Mines Ltd.	Australia	Exploration	Ni-Co-Sc	1.5% GRR	No
Nyngan <sup>(4)</sup>	Scandium International Mining Corp.	Australia	Development	Sc-Ni-Co	1.7% GRR	No
North Canal <sup>(5)</sup>	Fireweed Metals	Yukon	Exploration	Ag-Pb-Zn-Co	2% Co NSR	Yes
Professor & Waldman <sup>(5)</sup>	70% Golden Deepes 30% New Found Gold Corp.	Ontario	Exploration	Co-Ag	2% Co NSR	Yes
Sunset Mineral <sup>(6)</sup>	Three Individuals	British Columbia	Exploration	Cu-Zn-Co	2% Co NSR	Yes
Sewa Bay <sup>(7)</sup>	Queensland Pacific Metals	Papua New Guinea	Exploration	Ni-Co	5% FOB GRR	No

- (1) Dumont - Strategically located in the established Abitibi mining camp, Dumont is a shovel-ready open pit mine and contains one of the largest undeveloped nickel and cobalt reserves. An updated feasibility study released by Dumont's prior operator (RNC Minerals) in June 2019 envisions a 30-year life-of-mine initially producing 33,000 tonnes per annum ("tpa") of nickel and ramping up to 50,000 tpa of nickel by year 8 with life-of-mine C1 cash costs of \$3.22/lb. Dumont is fully permitted and is in close proximity to roads, rail, airport and a low-cost power supply. The Dumont Nickel-Cobalt Royalty is a life-of-mine 1.75% NSR royalty.
- (2) Turnagain - Located in British Columbia, Canada, Turnagain is a nickel-cobalt deposit which is 85% owned by Giga Metals Corporation and 15% owned by Mitsubishi Corporation of Japan. Turnagain's ore is ideally suited to be refined into cobalt and nickel required by battery manufacturers globally. The Turnagain Royalty is a 2.0% NSR royalty on all future contained metal production from the Turnagain Nickel-Cobalt Project.
- (3) Flemington - Located 370 km west of Sydney, New South Wales, Australia, Flemington is in a politically stable and mining-friendly jurisdiction. The large-scale nickel-cobalt deposit represents a potentially important undeveloped source of cobalt and nickel. The project is currently under option by Australian Mines Ltd. The Flemington Royalty is a life-of-mine 1.5% GRR.
- (4) Nyngan - Located 500 km north-west of Sydney, New South Wales, Australia, Nyngan is in a politically stable and mining-friendly jurisdiction. Nyngan is fully permitted and construction ready and is the world's first scandium-only mine development project. It is 100% owned by Scandium International Mining. The Nyngan Royalty is a life-of-mine 1.7% GRR.
- (5) Two separate mineral properties to which a Co NSR applies.
- (6) As at January 31, 2025, the Company determined that the Sunset Mineral Property was impaired.
- (7) Sewa Bay – Located on Normanby Island, Papua New Guinea near Sewa Bay. It has been identified as a potential site for low-cost mining development due to proximity to a coastal setting and Ramu's existing mining infrastructure

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**Selected Financial Information**

	For the Year Ended January 31, 2026	For the Year Ended January 31, 2025	For the Year Ended January 31, 2024
Total Revenue	\$nil	\$nil	\$nil
Net Income (Loss)	(\$1,060,991)	(\$1,927,755)	(\$6,184,235)
Basic Income (Loss) per share	(\$0.01)	(\$0.02)	(\$0.07)
Diluted Income (Loss) per share	(\$0.01)	(\$0.02)	(\$0.07)
	As at January 31, 2026	As at January 31, 2025	As at January 31, 2024
Total Assets	\$123,956,302	\$130,944,068	\$141,736,871
Non-Current Liabilities	\$33,051,200	\$42,773,294	\$45,631,543
Distributions declared per share	\$nil	\$nil	\$nil

A summary of selected information for each of the eight most recent quarters prepared in accordance with IFRS is as follows:

Three Months Ended	Total Assets (\$)	Net Revenues (\$)	Income (Loss) from Ramu Nickel Mine (\$)	Net Income or (Loss)		
				Total (\$)	Per Share - Basic (\$)	Per Share - Dilute d (\$)
2026-January 31	123,956,302	-	(794,477)	(825,421)	(0.01)	(0.01)
2025-October 31	129,041,169	-	1,449,756	645,476	0.01	0.01
2025-July 31	129,960,126	-	1,204,481	53,416	0.00	0.00
2025-April 30	129,280,996	-	(740,189)	(934,462)	(0.01)	(0.01)
2025-January 31	130,944,068	-	(1,699,652)	(4,266,181)	(0.05)	(0.05)
2024-October 31	136,112,641	-	3,748,330	1,964,740	0.02	0.02
2024-July 31	141,904,846	-	2,184,955	1,229,516	0.01	0.01
2024-April 30	141,967,101	-	1,274,289	(855,830)	(0.01)	(0.01)

## **Results of Operations**

### **For the three months ended January 31, 2026, compared to the three months ended January 31, 2025**

For the three months ended January 31, 2026, the Company reported a net loss of \$825,421, compared to a net loss of \$4,266,181 for the same period in 2025. This represents a decrease in net loss of \$3,440,760, primarily driven by the following factors:

- During the three months ended January 31, 2026, the Company recognized \$794,477 for its share of operating loss from the Ramu Mine, a decrease from \$1,699,652 in the comparative period. This decline is primarily attributable to better production during the current quarter relative to the same period in 2025.
- Salaries and fees decreased by \$429,264 during the three months ended January 31, 2026, compared to the comparative period, the difference being attributable to a reduction in management numbers.
- Professional fees decreased by \$104,960 for the three months ended January 31, 2026, compared to the same period in 2025. Professional fees in the prior period were elevated due to the engagement of additional legal and professional advisors to assist the independent special committee of the Board to conduct an independent investigation.

### **For the year ended January 31, 2026, compared to the year ended January 31, 2025**

For the year ended January 31, 2026, the Company reported a net loss of \$1,060,991, compared to a net loss of \$1,927,755 for the same period in 2025. This represents a decrease in net loss of \$866,764, primarily driven by the following factors:

- During the year ended January 31, 2026, the Company recognized \$1,119,571 for its share of operating profit from the Ramu Mine, a decrease from \$5,507,922 in the comparative period. This decline is primarily attributable to reduced margins during the current year relative to the same period in 2025.
- Salaries and fees decreased by \$1,816,501 during the year ended January 31, 2026, compared to the comparative period, the difference being attributable to a reduction in bonuses awarded to senior management in 2026 compared to 2025 and a reduction in management numbers.
- Professional fees decreased by \$2,477,446 for the year ended January 31, 2026, compared to the same period in 2025. During fiscal year 2026, the Company was reimbursed for approximately \$704,000 of professional fees paid in the current and prior years related to the termination of former members of management. The amounts were reimbursed pursuant to applicable insurance policies held by the Company. In addition, professional fees in the prior year were elevated due to the engagement of additional legal and professional advisors to assist the independent special committee of the Board to conduct an independent investigation.
- Share-based compensation increased by \$522,934 during the year ended January 31, 2026, compared to the comparative period. The comparative period included a share-based compensation recovery resulting from the cancellation of 1,549,999 RSUs. Share-based compensation expense will vary from period to period depending upon the number of options and RSUs granted and vested, as well as the fair value of such awards at their respective grant dates.
- During the year ended January 31, 2025, the Company recorded a gain of \$631,557 pursuant to the settlement agreement with Black Vulcan Resources LLC and its principal, Anthony Milewski.

## **Liquidity and Financial Position**

As of January 31, 2026, the Company had working capital of \$1,293,627, which includes cash of \$9,084,694, amounts receivable and other assets of \$2,487,877, accounts payable and accrued liabilities of \$245,849, current portion of lease liability of \$33,095 and current portion of non-recourse debt of \$10,000,000. The current portion of non-recourse debt represents the expected operating surplus less interest and less the Company's 35% cash share of operating surplus that is expected to be applied to repay the non-recourse debt over the next year. Given the impact of the non-recourse debt on working capital, the Company finds it useful to use an adjusted working capital measure. The Company's adjusted working capital as at January 31, 2026, was \$11,293,627 (January 31, 2025 – \$9,314,837). Please see "Non-IFRS Measures" for more details.

The Company's ability to meet its obligations and execute its business strategy depends on its ability to generate cash flow through its share of operating surpluses from the Ramu Mine, the issuance of common shares pursuant to private placements, public offerings of its shares, the exercise of stock options and short-term or long-term loans.

The Company currently meets its obligations and funds its activities through the cash distributions arising from its share of the Ramu Mine operating surpluses. There is no assurance that the Ramu Mine will continue to generate operating surpluses. Should such cash distributions be insufficient in the future to enable the Company to meet its obligations and fund its activities, there can be no assurance that the Company will be able to access equity, debt or other finance at the times and in the amounts required. The outlook for the world economy remains uncertain and vulnerable to various events that could adversely affect the Company's ability to raise additional funding going forward.

### **Cash flows**

#### *Operating Activities*

Cash used in operating activities totaled \$620,993 for the year ended January 31, 2026, primarily reflecting cash operating expenditures incurred in the normal course of business. Changes in non-cash working capital, including a decrease in amounts receivable and other assets (excluding receivables from MCC Ramu) and a decrease in accounts payable.

#### *Investing Activities*

Cash provided by investing activities totaled \$2,522,448 for the year ended January 31, 2026, primarily reflecting the distribution of operating surpluses from the Company's interest in the Ramu Mine.

#### *Financing Activities*

Cash used in financing activities was \$874,491 for the year ended January 31, 2026, \$836,477 related to funds used to repurchase treasury shares under the NCIB and \$38,014 related to the repayment of lease liability.

### **Share Capital**

As of the date of this MD&A, the Company has 86,213,921 common shares outstanding.

As of the date of this MD&A, the Company has the following equity instruments outstanding: 1,373,311 stock options.

## **Off-Balance Sheet Arrangements**

As at the date of this MD&A, the Company did not have any off-balance sheet arrangements.

## **Related Party Transactions and Balances**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties include key management personnel and may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions are recorded at the exchange amount, being the amount agreed to between the related parties.

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and members of the Board.

Remuneration of key management personnel of the Company was as follows:

	<b>Year Ended January 31, 2026 (\$)</b>	<b>Year Ended January 31, 2025 (\$)</b>
Salaries and fees <sup>(1)(2)</sup>	624,689	2,323,617
Share based compensation (recovery)	50,393	(425,933)
<b>Total</b>	<b>675,082</b>	<b>1,897,684</b>

<sup>(1)</sup> Management fees and salaries paid to the executive officers and directors for their services.

<sup>(2)</sup> Included in accounts payable and accrued liabilities are fees owing to officers and directors of \$168,105 as at January 31, 2026 (January 31, 2025 - \$55,316).

During the year ended January 31, 2025, the Company reimbursed Pelham Investment Partners, LP, a company controlled by a director of Nickel 28, \$711,127 for legal and professional expenses incurred on Nickel 28's behalf.

On May 6, 2024, the Company announced that Mr. Anthony Milewski, former Chief Executive Officer of the Company, Mr. Justin Cochrane, former President of the Company, and Mr. Conor Kearns, former Chief Financial Officer of the Company, were terminated for cause with immediate effect (Note 11(b)(ii)).

In connection with the termination of the officers, the Company cancelled 850,000 stock options with an exercise price of \$0.87 and 1,549,999 RSUs.

## **Financial Instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

Level 2: Valuations based on directly or indirectly observable inputs for the asset or liability, other than quoted Level 1 prices, such as quoted interest rates or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not observable, such as discounted cash flow methodologies based on internal cash flow forecasts.

As of January 31, 2026, the Company's financial instruments consist of cash, other receivables, sundry receivables and accounts payable and accrued liabilities and non-recourse debt. The fair values of cash, other receivables, sundry receivables and accounts payable and accrued liabilities approximate their carrying amounts because of the short-term nature of these instruments. The non-recourse debt is stated at amortized cost, the fair value is not materially different to the carrying amounts, as the interest payable is close to current market rates.

## **Financial risks**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

### Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's credit risk exposure includes the carrying amounts of cash, other receivables and sundry receivables. To limit the credit risk exposure on its cash, the Company holds all its cash in credit worthy financial institutions. The Company believes no impairment is necessary in respect of amounts receivable from MCC Ramu NiCo Limited and other receivables as balances are monitored on a regular basis with the result that exposure to credit losses is immaterial. The Company's management of credit risk has not changed materially from that of the prior year.

### Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Financial liquidity represents the Company's ability to fund future operating activities. The Company may generate cash from the sale of additional equity securities, as well as through debt financing. The Company plans to fund its ongoing operations with its existing cash balance and amounts receivable from MCC Ramu NiCo Limited. Although the Company may enter into commitments to acquire royalties and direct interests in mineral properties those commitments are normally funded by use of the Company's available cash and are contingent on its ability to raise funds through the sale of additional equity securities or debt financing. The Company's accounts payable and accrued liabilities are due within the next 12 months. The non-recourse debt is estimated to be due as follows: \$10,000,000 within the next 12 months and \$21,852,817 after 12 months, however this loan is only repayable to the extent the Company's share of the Ramu Nickel Mine's operations

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are in surplus. The Company's management of liquidity risk has not changed materially from that of the prior year.

Market risk

Market risk is the risk to the Company that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices. Market risk comprises interest rate risk, currency risk and other price risk. The Company's management of market risk has not changed materially from that of the prior year.

(i) 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 is exposed to interest rate fluctuations as a result of its cash deposits and borrowings.

Cash deposits, which in turn earn interest income, are subject to the movement of interest rates and the Company does not enter into long-term deposits. The Company has AUD\$107,260 on deposit at rates ranging between 3.75% and 4.34%.

The rate of the Company's long-term borrowings is 5.05%. As at January 31, 2026, the Company has estimated that for a 1% decrease or increase in the interest rate, all other variables remaining constant, the result would be a decrease or increase in net loss before taxes of approximately \$180,000.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows from the Company's financial instruments will fluctuate because of changes in foreign exchange rates. Foreign currency risk arises from transactions and recognized assets and liabilities denominated in a currency that is not the Company's functional currency. The Company's functional currency is United States dollars. The Company incurs expenses in Canadian dollars, Australian dollars and Papua New Guinea Kina. As at January 31, 2026, the Company had approximately CAD\$387,700 (\$286,200), AUD\$199,000 (\$139,200) and PGK\$757,000 (\$173,700) of net assets. As at January 31, 2026, the Company has estimated that a 10% decrease or increase in the value of the Canadian dollar, Australian dollars and Papua New Guinea Kina, all other variables remaining constant, the result would be a decrease or increase in profit or loss of approximately \$55,000.

(iii) Other price risk

Other price risk is the risk that the value of future cash flows will fluctuate as a result of changes in market prices. This arises from the sale of nickel and cobalt that is priced on, or benchmarked to, open market exchanges. The products are sold by MCC Ramu Nico Limited at prevailing market prices such as the London Metal Exchange (LME) and Metal Bulletin (MB). The products, predominantly nickel and cobalt, are provisionally priced, that is the selling price is determined preceding the month of shipment followed by an adjustment using the average price of the month of shipment after delivery to the customers. Derivative commodity contracts may be used to align realized prices to manage risk exposure although at the year end date there were no derivative commodity contracts being used.

## **Key Sources of Estimation Uncertainty and Critical Accounting Judgments**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. 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.

In particular, the areas which require management to make significant judgments, estimates and assumptions in determining carrying amounts are:

### *Carrying amount of the Ramu Nickel Mine*

The Company, on each reporting date, considers whether there is any objective evidence that its net investment in the Ramu Nickel Mine has suffered any impairment as a result of one or more events that have occurred after initial recognition of the net investment and have an impact on the estimated cash flows of the investment that can be reliably estimated. In addition, management may elect to perform an assessment of the recoverable value in the absence of any specific indicators of impairment where other macro-economic factors are occurring. The assessment of recoverable value requires estimates and assumptions such as discount rates, exchange rates, commodity prices, operating costs, capital costs and production rates.

### *Carrying amount of royalty contracts*

At the end of each reporting period the Company assesses whether there are any indicators that give rise to the requirement to conduct an impairment test for the recoverability of a royalty contract. Indicators which could trigger a test for recoverability include, but are not limited to, a significant change in operator reserve and resource estimates, industry or economic trends, current or forecast commodity prices, and other relevant operator information with respect to the underlying mineral resource properties.

### *Non-recourse debt*

The Company classifies its non-recourse debt between current and non-current in accordance with the terms of the arrangement. The debt is contractually repayable from Ramu Nickel Limited's share of operating surpluses, after funding ongoing capital expenditure requirements. The current portion represents amounts contractually required to be applied to repayment within twelve months, determined based on the expected application of operating surpluses in accordance with the terms of the arrangement.

### *Deferred taxes*

The Company recognizes the deferred tax benefit related to tax assets and tax losses to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit and expected timing of reversals of existing temporary differences. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from tax assets and tax losses.

## **Disclosure of Internal Controls**

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## **Non-IFRS Measures**

The terms "adjusted working capital" and "actual production costs" in this MD&A are not standardized financial measures under IFRS and therefore may not be comparable to similar measures presented by other companies where similar terminology is used. These non-IFRS measure should not be considered in isolation or as a substitute for measures of performance or cash flows as prepared in accordance with IFRS. Management believes that these non-IFRS measures, together with measures prepared in accordance with IFRS, provide useful information to investors and shareholders in assessing the Company's liquidity and overall performance.

### **Adjusted Working Capital**

Given the impact of non-recourse debt on working capital, the Company prefers to use an 'adjusted working capital' measure. Adjusted working capital is calculated as current assets, less current liabilities, and adjusted for non-recourse debt which the Company views as having a significant impact on the Company's working capital calculation. The amount classified as current non-recourse debt represents the expected operating surplus less interest and less the Company's 35% cash share of operating surplus that is expected to be applied to repay the non-recourse debt over the next twelve months. Adjusted working capital is used by the Company to monitor its capital structure, liquidity, and its ability to fund current

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operations. Adjusted working capital is not a standardized financial measure under IFRS and therefore may not be comparable to similar financial measures presented by other companies.

The following table reconciles current assets and liabilities to adjusted working capital:

	<b>As at</b>	
	<b>January 31, 2026</b>	<b>January 31, 2025</b>
Current assets	\$ 11,572,571	\$ 9,736,705
Current liabilities	10,278,944	5,671,868
Working capital	1,293,627	4,064,837
Adjustment for select items:		
Non-recourse debt	10,000,000	5,250,000
<b>Adjusted working capital</b>	<b>\$ 11,293,627</b>	<b>\$ 9,314,837</b>

**Actual production cost**

Given that the mining and processing operations at Ramu yield by-products (including cobalt and chromium), which by-products are sold alongside the primary product from Ramu (nickel) as MHP to generate additional by-product revenue, the Company believes that disclosing "actual production cost", which represent the actual operating costs to produce one pound of contained nickel in MHP, net of by-product credits (expressed as \$/lb nickel produced), provides useful information to investors in evaluating the Ramu's operating results in the same manner as management and the Board of Directors. Actual production cost is calculated as the Company's share of Ramu production costs and share of Ramu other costs, less cobalt and chromite by-product revenue and accounting adjustments, to calculate actual product cost, which is then divided by volume units (nickel) to ascertain unit actual production cost. Actual production cost is not a standardized financial measure under IFRS and therefore may not be comparable to similar financial measures presented by other companies.

The following table reconciles reported three and twelve month production cost to actual production cost:

	<b>Three Months Ended December 31, 2025</b>	<b>Twelve Months Ended December 31, 2025</b>
Share of Ramu production costs <sup>(1)(2)</sup>	\$ 12,147,392	\$ 30,597,855
Share of Ramu other costs <sup>(1)(3)</sup>	1,117,336	4,126,636
less cobalt & chromite by-product revenue	(3,359,458)	(10,011,690)
add (less) accounting adjustment	(3,629,440)	(3,102,486)
<b>Actual production cost</b>	<b>\$ 6,275,830</b>	<b>\$ 21,610,315</b>
Volume units (nickel) produced (lbs)	1,552,880	6,227,180
<b>Unit actual production cost (\$/lb ni produced)</b>	<b>\$ 4.06</b>	<b>\$ 3.47</b>

(1) Refer to Note 5(ii) in the consolidated financial statements for the year ended January 31, 2026

(2) Share of production costs recognized in income in the period

(3) Includes selling costs, sales commission, royalties and PNG government levy.

## **Risk Factors**

### **Overview**

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of the Company and could cause the Company's operating and financial performance to differ materially from the estimates described in forward-looking statements related to the Company. These include widespread risks associated with any form of business and specific risks associated with Nickel 28's business. An investment in the Company's shares, as well as Nickel 28's prospects, should be considered highly speculative due to the nature of the Company's business. Investments in companies involved in commodities, such as the Company, involve a significant degree of risk, and commodities prices are also subject to significant volatility, which affects the economic viability of the Company. We have a short history of earnings and a limited business history, and while the Company adopted a shareholder capital return policy during 2024, we do not have an established history of paying dividends or distributions. Anyone investing in the Company must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company.

For additional discussion of the risks and uncertainties that could have an effect on the business and operations of the Company, investors are also urged to review the discussion contained in the audited annual consolidated financial statements of the Company for the years ended January 31, 2026 and 2025, which are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Additional risks and uncertainties of which the Company is not aware or that the Company currently believes to be immaterial may also adversely affect the Company's business, financial condition, results of operations or prospects. If any of the possible events described in the "Risk Factors" occur, the Company's business, financial condition, results of operations or prospects could be materially and adversely affected, which may affect the market price of its securities. The Company monitors its risks on an ongoing basis and seeks to mitigate these risks as and when possible.

This MD&A also contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including the risks described below and elsewhere in this MD&A. See "Cautionary Note Regarding Forward-Looking Statements."

### **Risks Relating to the Company's Business**

#### *Commodity Price Risks*

The Company's revenue and financial condition depend largely upon the market prices for nickel, cobalt and other commodities, which are volatile. Fluctuations in the price of nickel or cobalt may materially adversely affect Nickel 28's financial performance and results of operations. Commodity prices, including nickel and cobalt, fluctuate on a daily basis and are affected by numerous factors beyond the control of Nickel 28, including levels of supply and demand (including, without limitation, related to the quantity of available supply, industrial development levels, inflation and the level of interest rates), speculative activities, international trade dynamics and disputes, the strength of the U.S. dollar, global conflicts and hostilities and geopolitical events in significant nickel or cobalt producing countries. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices for commodities have fluctuated widely in recent years. Forecasts of commodity prices can prove to be inaccurate as factors such as supply and demand fundamentals, speculative market participation by financial entities, and structural and economic changes may not behave as predicted. In terms of nickel pricing, while our final product being a mixed hydroxide precipitate (MHP) provides nickel targeted primarily for batteries, the underlying nickel price is also significantly impacted by the stainless-steel market which still remains the largest end use for nickel.

In addition, the operation of the Ramu Nickel Mine is dependent upon commodity inputs such as natural gas, diesel, sulphur, sulphuric acid, electricity, fuel oil and materials that are subject to prevailing commodity prices. Costs and earnings from the use of these products are sensitive to changes in market prices over which there is no control. In particular, global markets have recently experienced significantly high rates of inflation, including as a result of, among other things, the ongoing armed conflict between the United States and Israel, on the one hand, and Iran, on the other hand. Inflationary pressures have increased and may continue to increase. All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in the value of the commodity held, and/or revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from royalties or interests in mineral properties applicable to the relevant commodities. Moreover, the broader nickel and cobalt markets tend to be cyclical, and a general downturn in overall nickel or cobalt prices could result in a significant decrease in Nickel 28's overall revenue. Any such price decline may result in a material and adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

*Risks Related to Changes in Technology and Future Demand for Nickel and Cobalt*

Currently nickel and cobalt are two of the key metals used in batteries for electronic vehicles ("EVs"), electric storage systems ("ESSs") and other devices. However, the technology pertaining to batteries, EVs, ESSs and energy creation and storage is changing rapidly, and there is no assurance nickel and/or cobalt will continue to be used to the same degree as they are now, or that they will be used at all. Growth in this area is dependent upon the continued adoption by consumers of EVs, the rate of development and adoption of next generation nickel and/or cobalt battery technologies in EV segments. If the market for EVs does not develop as we expect, or develops more slowly than we expect, our business, financial condition, results of operations and prospects will be affected. The market for EVs is relatively new, rapidly evolving, and could be affected by numerous factors, such as: potential bottlenecks in the EV supply chain, battery materials, semiconductor chips, or otherwise, causing less EV adoption and market penetration, and resulting in weaker nickel and/or cobalt demand; government regulations and automakers' responses (including fleet electrification roadmaps and battery technology choices) to those regulations; tax and economic incentives; rates of consumer adoption, which is driven in part by perceptions about electric vehicle features (including range per charge), quality and reliability, safety, performance, cost and charging infrastructure; competition, including from other types of alternative fuel vehicles, hybrid vehicles, plug-in hybrid electric vehicles, and high fuel-economy internal combustion engine vehicles; and volatility in the cost of battery materials, oil and gasoline. Any decline in the use of nickel and/or cobalt in batteries or technologies utilizing nickel and/or cobalt based batteries may result in a material and adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

*Market Events and General Economic Conditions Risks*

Adverse events in global financial markets can have profound impacts on the global economy. Many industries, including the mining industry, are impacted by these market conditions. Some of the key impacts of the financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect our growth and valuation. Specifically, global credit/liquidity crises could impact the cost and availability of financing and our overall liquidity; the volatility of nickel, cobalt and other metal prices would impact our revenues, profits, losses and cash flow; continued recessionary pressures could adversely impact demand for the Company's assets; the devaluation and volatility of global stock markets would impact the valuation of our equity and other securities. These factors could have a material adverse effect on our business, financial condition, results of operations or prospects.

*Political Instability and Economic and Legal Uncertainty in PNG*

Nickel 28's interest in the Ramu Nickel Mine, which is located in PNG, may be affected by varying degrees of social and political instability. These risks and uncertainties include political, labour and civil unrest and violence, fluctuations in currency exchange rates, inflation, hostage taking and expropriation. Any changes in regulations or shifts in political conditions are beyond Nickel 28's control and may adversely affect its business and/or its holdings. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and safety factors.

Nickel 28's present and future operations in PNG entail governmental, economic, social, medical and other risk factors common to all developing countries. The status of PNG as a developing country may make it more difficult for Nickel 28 to obtain any required financing because of the investment risks associated with these countries. Moreover, Nickel 28 may experience economic uncertainty from its operations in PNG as there can be no assurance that any governmental action to control inflationary or deflationary situations will be effective in ensuring economic stability, or that future governmental actions will not trigger inflationary or deflationary cycles. Additionally, changes in inflation rates or deflation and governmental actions taken in response to such changes can also affect currency values in such countries, which could have a material adverse effect on Nickel 28's results of operations and financial condition.

Financial turmoil in any important emerging market country may materially and adversely affect prices in stock markets and prices for debt securities of issuers in other emerging market countries as investors move their money to more stable, developed markets. An increase in the perceived risks associated with investing in emerging markets could dampen capital flows to PNG and materially and adversely affect the PNG economy in general. The Company cannot provide assurance that an investors' interest in PNG will not be materially and adversely affected by events in other emerging markets or the global economy in general.

In addition, the legal system in PNG has inherent uncertainties that could limit the legal protections available to the Company, any of which such uncertainties could have a material adverse effect on the Company's business, financial condition, results of operations or prospects. In addition, the Company may become subject to legislation and regulations implemented after the date hereof for which limited legal recourse may be available in PNG. Furthermore, the Company may experience the risk that the PNG judicial system has difficulty enforcing laws and regulations that currently exist, which in turn could lead to a degree of uncertainty as to the outcome of any litigation. It may similarly be difficult to obtain swift and equitable enforcement of a PNG judgment or to obtain enforcement of a judgment by a court of another jurisdiction, which could have a material adverse effect on Nickel 28's business, financial condition, and results of operations or prospects. Failure to ensure strict compliance with legislated requirements, as well as unknown or unanticipated changes in legislative requirements, could have unexpected or disproportionate results which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

PNG's exchange control regulations also restrict the export of capital from PNG. Transactions between PNG residents (including companies, such as the Company's subsidiaries, Highlands Pacific Limited and RNL) and non-residents are subject to exchange controls administered by the Bank of Papua New Guinea, the central bank of PNG. All foreign exchange transactions, including the repatriation of profits, dividends, and capital, are subject to regulation and potentially require prior approval from the Bank of Papua New Guinea, and all authorized foreign exchange dealers must comply with bank guidelines when facilitating such transactions. As a result, Nickel 28's future ability to deploy capital outside of PNG may be subject to potential restrictions and limitations. Among other things, these restrictions and limitations could hinder Nickel 28's financial and strategic flexibility and may also have a material adverse effect on our business, financial condition, results of operations or prospects.

Concentration Risk

The Company has no revenue other than revenue from mining operations at the Ramu Nickel Mine in PNG that is recognized within the Ramu Nickel Mine joint venture. As a result, any adverse change to the project itself (including the risks inherently associated with mining), or PNG (including political, financial, tax, foreign exchange control and similar risks as well as political instability, significant and unpredictable changes in government policies and laws, lack of law enforcement and labour/civil unrest) may result in significant reductions in the Company's share of profits from mining operations resulting in a materially adverse impact to the Company's business, financial condition, results of operations and prospects. In addition, any suspension of operations or production at the Ramu Nickel Mine for any cause or reason (whether temporary or permanent), or any disruption to the limited number of customers, transportation routes or marketing arrangements through which MHP from the Ramu Nickel Mine is sold, will negatively impact the Company's financial condition, results of operations and prospects.

Dependence on Joint Venture Partners and Other Third Parties

Nickel 28 currently holds an 8.56% joint-venture interest in the Ramu Nickel Mine, with the remaining interest being held directly and indirectly by MRDC and the Metallurgical Corporation of China Limited. Accordingly, the Company's interest in the Ramu Nickel Mine is subject to the risks normally associated with the conduct of joint ventures and other joint operations. The existence or occurrence of one or more of the following circumstances and events could have a material adverse effect on Company's financial performance or the viability of its interests held through joint operations, which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects: (i) lack of control over the joint operations and disagreement with MCC Ramu on how to explore, develop or operate the Ramu Nickel Mine efficiently; (ii) inability to exert influence over certain strategic decisions made in respect of the Ramu Nickel Mine; (iii) inability of partners to meet their obligations to the joint operation or third parties; (iv) litigation between joint venture partners regarding joint operation matters; and (v) liability that might accrue to partners as a result of the failure of the joint venture or general partnership to satisfy its obligations. The Company may enter into additional joint ventures or partnerships other than in respect of the Ramu Nickel Mine in the future that may also be subject to the foregoing risks.

Given that the Company is not the operator of the Ramu Nickel Mine joint venture, the Company is dependent on MCC Ramu, in its capacity as operator, for the timing of activities related to these properties and the Company is largely unable to direct or control the activities of MCC Ramu. The Company is also subject to decisions made by MCC Ramu regarding activities at the Ramu Nickel Mine, and has to rely on MCC Ramu for accurate information about the Ramu Nickel Mine and its associated operations. Although the Company expects that MCC Ramu (and/or any of the other operators properties in which it owns a joint venture interest from time to time) will continue to operate in accordance with industry standards and in accordance with applicable operating agreements, there can be no assurance that all decisions of MCC Ramu will achieve the Company's expected goals. Each of the foregoing factors could have a material adverse effect on our business, financial condition, results of operations or prospects.

In addition, there can be no assurance that the producers, developers or persons holding mineral property interests from whom the Company currently holds (or subsequently acquires) any royalties or interests in mineral properties containing nickel and/or cobalt, as owners, developers and/or operators of such projects, will have the financial, technical or operational resources to complete the development of such projects in accordance with the Company's expectations, or at all. It is also possible that such persons will require additional financing or capital in order for their projects to be successfully developed at all. Any such financial difficulties encountered by the owners, developers and/or operators of projects in respect of which the Company has a royalty or interest could have a material adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

*Production and Operational Risks*

Mining and metals processing activities at the Ramu Nickel Mine involve significant production and operational risks and hazards typical for companies engaged in the mining industry, some of which are outside of our control, including but not limited to the following: unanticipated ground and water conditions; shortages of water for processing activities; adjacent or adverse land or mineral ownership that results in constraints on current or future mine operations; geological problems, including earthquakes and other natural disasters; wildfires; flood; metallurgical and other processing problems; unusual or unexpected mineralogy or rock formations; ground or slope failures; pit flooding; deep-sea tailings placement design or operational issues; structural cave-ins, wall failures or rock-slides; flooding or fires; equipment failures or performance problems; periodic interruptions due to inclement or hazardous weather conditions or operating conditions and other force majeure events; lower than expected mineralized material grades or recovery rates; accidents; delays in the receipt of, or failure to receive, necessary government permits; delays in transportation of people, supplies, and product to and from the mine sites (as applicable), including any trucks, rail and/or ocean carriers used to delivery our attributable product (MHP) to refineries or customers; interruption of energy supply; labour disputes, including any disputes of third parties which may impact our operations; physical and transition risks from climate change; inability to obtain satisfactory insurance coverage; the availability of drilling and related equipment and supplies in the area where mining operations will be conducted; and the failure of equipment or processes to operate in accordance with specifications or expectations.

These risks could result in damage to, or destruction of, the Company's joint venture interest in the Ramu Nickel Mine, resulting in partial or complete permanent shutdowns, sterilization of mineral reserves, personal injury or death, environmental or other damage to our properties or the properties of others, delays in mining, reduced production, monetary losses and potential legal liability. Processing operations are subject to hazards, such as equipment failure or failure of retaining dams around tailings disposal areas that may result in personal injury or death, environmental pollution and consequential liabilities. These factors could have a material adverse effect on our business, financial condition, results of operations or prospects.

*Environmental Risks and Liabilities*

The Company's joint venture interest in the Ramu Nickel Mine is subject to risks related to environmental liability, including liability for reclamation costs and related liabilities, deep-sea tailings placement issues and toxic gas releases. Mining, like many other extractive natural resource industries, is subject to potential risks and liabilities associated with the effects on the environment resulting from mineral development and production. Environmental regulation and increasing environmental awareness is broadening the scope of environmental stewardship responsibilities. Although the Company's interest in the Ramu Nickel Mine is a joint venture interest and the Company is not the operator of the Ramu Nickel Mine, the Company may be held responsible for the costs of addressing contamination at, or arising from, current or former activities. The costs associated with such responsibilities and liabilities may be substantial. The payment of such liabilities would reduce funds otherwise available and could have a material adverse effect on the Company. Additionally, the Company recognizes that material non-compliances would likely impact its social license to operate, the costs of which are indefinable, but may be significant in scope.

*Potential Tariffs and Global Trade Barriers*

Access to markets for nickel and cobalt from the Ramu Nickel Mine, and the ability of the Ramu Nickel Mine joint venture to procure inputs and equipment required for its operations, may be subject to interruptions or trade barriers due to policies and tariffs or import/export restrictions of individual countries. Nickel and cobalt produced from the Ramu Nickel Mine may also be subject to tariffs that do not apply to producers based in other countries which could result in changes to our customer base and disrupt the operator of the joint venture's usual sales processes. In particular, the potential imposition of tariffs and countervailing restrictions between the United States and other countries globally is a fluid and rapidly evolving situation. Any disruption to current trade practices could also have a material impact on the Ramu Nickel Mine joint venture's ability to market its products and procure inputs and equipment for its operations and projects, any of which could have a material adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

*Risks Related to Tax Matters*

The Company and its subsidiaries are subject to taxation in multiple jurisdictions, including Canada, PNG and Australia. The subsidiary that holds the joint venture interest in the Ramu Nickel Mine had the benefit of a tax holiday in PNG until December 31, 2025, after which the normal PNG corporate tax rate of 30% will be applied to taxable income. As a result, the Company's effective tax rate and the cash distributions ultimately available from the Ramu Nickel Mine joint venture may decrease following the expiry of the tax holiday. In addition, future changes in tax laws, treaties, regulations or administrative practices (including with respect to mining royalties, withholding taxes, transfer pricing, foreign exchange controls, repatriation of capital and the deductibility of interest), as well as differing interpretations by tax authorities, audits, reassessments and the Company's ability to utilize available tax pools, deductions, credits and depreciation balances, could materially and adversely affect the Company's business, financial condition, results of operations or prospects.

*Risks Related to the Ramu Joint Venture Agreement*

The failure of the Company's indirect wholly owned subsidiary, RNL, in the future to repay the outstanding loan in respect of the Construction Debt or any other costs payable to MCC Ramu under the terms of the Joint Venture Agreement would constitute a default by RNL under the Joint Venture Agreement, the consequence of which could include, among other things, the acquisition of RNL's interest in the Ramu Nickel Mine by the other joint venturers for fair market value less outstanding amounts owing to the Ramu Nickel Mine, which could have a material adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

In addition, under the Joint Venture Agreement, RNL has the option to increase its effective interest in the Ramu Nickel Mine by 2.74% to 11.3% by repaying the outstanding loan balance owing to MCC Ramu as described above. MCC Ramu also has the ability under the Joint Venture Agreement to implement a significant expansion to the Ramu Nickel Mine. In this regard, on April 15, 2026, the Company announced that MCC had lodged a proposal for development with the Mineral Resources Authority of PNG under the Mining Act for a proposed phase II expansion of the Ramu Nickel Mine (the "**Proposed Expansion**"), which, if completed, would be expected to approximately double the production capacity of the current Ramu Nickel Mine at a projected cost of approximately \$1.6 billion. The Proposed Expansion constitutes a qualifying proposal under the Joint Venture Agreement, triggering certain governance steps, including the requirement that MCC make an offer to purchase from each qualifying minority joint venture partner (including RNL) its respective interest in Ramu for fair market value.

A minority joint venture partner that does not accept such offer can elect to continue as a partner in Ramu and either fund its pro rata share of the prescribed costs (including its share of the expansion costs) or have its interest diluted using a formula defined in the Joint Venture Agreement. Under that formula, each month a non-contributing partner's ownership interest is recalculated by comparing the total historical costs of the

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existing Ramu Nickel Mine (excluding costs related to the Proposed Expansion) against the combined total of those existing Ramu Nickel Mine costs plus the costs incurred in implementing the Proposed Expansion; as spending on the Proposed Expansion increases, the non-contributing partner's interest decreases proportionally, along with its entitlement to product and its share of ongoing project costs. Given the projected cost of \$1.6 billion for the Proposed Expansion relative to the cumulative historical costs of the existing Ramu project, the dilutive impact on a non-contributing partner's interest could be significant.

In order to either repay the outstanding loan balance in respect of the Construction Debt owing to MCC Ramu and/or participate in any expansion of the Ramu Nickel Mine under the terms of the Joint Venture Agreement, Nickel 28 would require substantial additional financing and cannot assure that any such financing will be available, given that Nickel 28 has limited and finite financial resources. Accordingly, there can be no assurance that Nickel 28 (through its indirect wholly-owned subsidiary RNL) will ever be able to make (or otherwise finance) any payments necessary under the Joint Venture Agreement required to acquire an additional interest in the Ramu Nickel Mine. There can be no assurance that the outcome of the Company's evaluation of any of the foregoing alternatives (including, without limitation, the resolution of the Proposed Expansion process) will be favourable to the Company or its shareholders, and any of the foregoing eventualities could have a material adverse effect on the business, financial condition, results of operations or prospects of Nickel 28.

*Risks Associated with Mineral Reserve and Mineral Resource Estimates*

There is no certainty that the mineral reserves or mineral resources attributable to the Company's joint venture interest in the Ramu Nickel Mine or those in respect of any projects over which the Company holds a stream, royalty or other interest will be realized. There is a degree of uncertainty in the estimation of mineral reserves or mineral resources. Until mineral reserves or mineral resources are mined and processed, the quantity of mineral reserves or mineral resources and related grades must be considered as estimates only. Estimation of mineral reserves or mineral resources is a subjective process that relies on the judgment of the persons preparing the estimates. The process relies on the quantity and quality of available data and is based on knowledge, mining experience, analysis of drilling results and industry practice. Valid estimates made at a given time may change significantly in the future when new information becomes available. While the Company believes that its previously disclosed mineral reserves and mineral resources estimates were well established, by their nature mineral reserves and mineral resources estimates are imprecise and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. In addition, estimates of mineral reserves and mineral resources may have to be recalculated based on fluctuations in copper, nickel and/or other commodity prices, results of drilling, metallurgical testing and production, including dilution, and the evaluation of mine plans after the date of any estimates. Any material change in the quantity of mineral reserves, mineral resources or the related grades may affect the economic viability of the Company's projects and could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

*Permits, Licences and Approvals*

The development and continued operation of the Ramu Nickel Mine and any project underlying the Company's royalties depend upon obtaining and maintaining all necessary permits, licences, approvals, leases, concessions and consents from applicable governmental and regulatory authorities, including in respect of mining, exploration, environment, land use, water use, deep-sea tailings placement, health and safety, foreign exchange and the export of products. There can be no assurance that the operator of the Ramu Nickel Mine, or operators of other projects in which the Company holds a royalty, will be able to obtain or maintain all required permits, licences and approvals on acceptable terms or in a timely manner, or that existing permits, licences or approvals will not be revoked, suspended, materially modified or not renewed. Any such failure, delay, suspension, revocation, modification or non-renewal could result in the curtailment, suspension or cessation of mining or processing operations, additional costs and liabilities, fines or penalties, loss of mineral tenure or impairment of mineral rights, any of which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

*Other Foreign Operations and Political Risks*

Should Nickel 28 acquire any royalties or interests in mineral properties containing nickel and/or cobalt from producers, developers or persons holding mineral property interests in politically and civilly unstable countries, Nickel 28 will be exposed to additional risks associated with carrying on business in such jurisdictions. Some notable risks of investing in such countries include, labour and civil unrest, invalidation of governmental orders and permits, corruption, uncertain political and economic environments, sovereign risk, war (including within or with other countries), civil disturbances and terrorist actions, arbitrary changes in laws or policies, the failure of foreign parties to honour contractual relations with little or no recourse to local courts, challenges to or reviews of legal and contractual rights, reviews of taxation of foreign companies, changing tax and royalty regimes, delays in obtaining or the inability to obtain, or the cancelation of, necessary governmental permits, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on mineral exports, price controls, review of taxes on foreign investment, instability due to economic under-development, inadequate infrastructure and increased financing costs. As a result, if Nickel 28 invests in production from, or royalties or mineral properties in such countries, it may be subject to various increased economic, political, operational and other risks, any one or more of which could have a material adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

*Geopolitical and International Conflicts Risks*

International conflicts and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, together with concerns over general global economic conditions, fluctuations in interest and foreign exchange rates, stock market volatility and inflation, have historically led to, and may in the future lead to, uncertainty or volatility in global financial markets and have contributed to increased economic uncertainty and diminished expectations for the global economy. In particular, the ongoing armed conflict between the United States and Israel, on the one hand, and Iran, on the other hand, as well as Russia's continuing invasion of Ukraine, have led to extensive sanctions being levied against Iran and Russia by Canada, the United States, the European Union and other members of the international community and may continue to result in additional sanctions, export controls or other international action, any of which may have a destabilizing effect on commodity prices, global supply chains and the global economy more broadly. These conflicts have also heightened the risk of retaliatory cyber-attacks, disruptions to energy markets and international shipping routes, and broader regional escalation. Prolonged hostilities or an expansion of these conflicts could further disrupt global trade flows, increase input costs and create sustained volatility in the prices of nickel, cobalt and other commodities upon which the Company's financial performance depends. Any such volatility, economic uncertainty or disruption may adversely affect our business, financial condition, results of operations or prospects.

*Regulatory Change*

The Company may be affected by changes in regulatory requirements, customs, duties or other taxes in the jurisdictions in which it operates or has assets. Such changes could, depending on their nature, benefit or adversely affect the Company. The costs associated with legal compliance may be substantial. In addition, possible future laws and regulations, changes to existing laws and regulations (including the imposition of higher taxes which have been, or may be, implemented or threatened) or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspension of mining projects. Failure to comply with laws and regulations by the Company or by the operators of projects could lead to financial restatements, fines, penalties, loss, reduction or expropriation of entitlements, the imposition of additional local or foreign parties as joint venture partners with carried or other interests and other material negative impacts.

*Liquidity Concerns and Future Financing Requirements*

We may require additional financing in order to fund our business plan. Our ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to arrange additional financing on terms satisfactory to us, or at all. If additional financing is raised by the issuance of shares from treasury, control of the Company may change, and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may not be able to operate our businesses at their maximum potential, to expand, to take advantage of other opportunities, or otherwise remain in business.

Failure to obtain such additional financing could result in delay or indefinite postponement of further business activities and may result in a material and adverse effect on Nickel 28's profitability, results of operation and financial condition. Nickel 28 will require new capital to grow its business and there are no assurances that capital will be available when needed, if at all. It is likely that such additional capital will be raised through the issuance of additional equity, which will result in dilution to Nickel 28's shareholders.

*Leverage Risks*

Nickel 28 may use financial leverage by borrowing funds against the assets of Nickel 28. The use of leverage increases the risk to Nickel 28 and subjects Nickel 28 to higher current expenses. Also, if the value of Nickel 28's assets drops to the loan value or less, Nickel 28 shareholders could sustain a total loss of their investment.

*Litigation Risks*

The Company is currently subject to litigation and may also from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business in the future. The results of litigation cannot be predicted with certainty. The costs of defending or settling such litigation may be significant. If the Company is unable to resolve these disputes favourably, it may have a material and adverse effect on the Company's business, financial condition, results of operations or prospects.

*Risks Related to Opposition to Resource Development*

There is an increasing level of public awareness relating to the effects of exploration and mining production activities on their surroundings, communities and environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**"), who oppose globalization and resource development and who may not be bound to codes of ethical reporting, can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate (and ensure its partners seek to operate) in a socially responsible manner, NGOs or local community organizations could direct adverse publicity and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on Nickel 28's business, financial condition, results of operations or prospects.

*Management Experience and Dependence on Key Personnel and Employees*

The Company is dependent upon the continued availability and commitment of its key management, whose contributions to the immediate and future operations of the Company are of significant importance. The loss of any such members could negatively affect business operations. From time to time, the Company will also need to identify and retain additional skilled management and specialized technical personnel to

efficiently operate its business. The number of persons skilled in the acquisition of metals, royalties and interests in the metals industry is limited, and competition for such persons can be intense. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of such success. If the Company is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its profitability, results of operations and financial condition. The Company does not maintain "key man" insurance for any members of its management.

#### Anti-Corruption and Bribery Laws

Our business is governed by, and involves interactions with, various levels of government in foreign countries. Pursuant to our contractual obligations, we are required to comply with anti-corruption and anti-bribery laws, including the *Corruption of Foreign Public Officials Act* (Canada) ("**CFPOA**") and similar laws in the applicable project jurisdiction. These laws generally prohibit companies and company employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. Because the Company may pursue investments in other foreign countries, there is a heightened risk of potential CFPOA violations. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. A company may be found liable for violations by not only its employees, but also by its contractors and third-party agents. Our internal procedures and programs may not always be effective in ensuring that we, our employees, contractors or third-party agents will comply strictly with all such applicable laws. If we become subject to an enforcement action or we are found to be in violation of such laws, this may have a material adverse effect on our reputation and may possibly result in significant penalties or sanctions and may have a material adverse effect on our business, financial condition, results of operations or prospects.

#### Cyber-Security Threats

The Company and its joint venture partners and project operators utilize various information technology systems to operate their respective businesses and could be adversely affected by network disruptions from a variety of sources, including, without limitation, computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. These businesses are also dependent on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risk of failure. There can also be no assurance that critical systems will not be inadvertently or intentionally breached and compromised. This may result in business interruption losses, equipment damage, or loss of critical or sensitive information. Given the unpredictability of the timing, nature and scope of information technology disruptions, we could potentially be subject to operational delays, destruction or corruption of data, any of which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

#### The Forward-Looking Statements May Prove to be Inaccurate

This MD&A contains forward-looking statements, including, without limitation, the forward-looking statements listed in "Cautionary Note Regarding Forward-Looking Statements". By their nature, forward-looking statements involve numerous assumptions, known and unknown risk and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. The factors discussed in this section and the section entitled "Cautionary Note Regarding Forward-Looking Statements" should therefore be weighed carefully and prospective investors should not place undue reliance on the forward-looking statements provided in this MD&A.

## **Risks Related to Securities of the Company**

### Volatility of Share Price

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include global macroeconomic developments, and market perceptions of the attractiveness of particular industries. There can be no assurance that continued fluctuations in the price of nickel or cobalt will not occur. As a result of any of these factors, the market price of the shares at any given point in time may not accurately reflect the long-term value of the Company.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm profitability and the reputation of the Company.

### Prospect of Dividends

Nickel 28 is currently using its earnings, if any, and other cash resources for the operation and development of its business and for periodic share buy-backs implemented from time to time under normal course issuer bids ("NCIBs") instituted by Nickel 28 in accordance with the policies of the TSXV. Any future determinations to pay dividends on the common shares of Nickel 28 and or continue with share buy-backs under an NCIB will be at the sole discretion of the board of directors of Nickel 28 after considering a variety of factors and conditions existing from time to time, including current and future commodity prices, production levels, capital expenditure requirements, debt service requirements, operating costs, royalty burdens, and foreign exchange rates. As a result, a holder of Nickel 28 common shares may not receive any return on an investment in Nickel 28 common shares.

### Market for Nickel 28 Common Shares

There can be no assurance that an active market for the common shares of Nickel 28 will be sustained. If an active public market for the common shares of Nickel 28 is not sustained, the liquidity of a purchaser's investment may be limited and the share price may decline.

## **Cautionary Note Regarding Forward-Looking Statements**

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements. In particular, this MD&A contains forward-looking statements pertaining to the following:

- future debt levels, financial capacity, liquidity and capital resources;
- anticipated repayment of the Company’s Construction Debt (and the timing thereof);
- anticipated future sources of funds to meet working capital requirements;
- future capital expenditures and contractual commitments;
- Ramu’s actual and anticipated GHG intensity;
- expectations respecting future production and financial results;
- expectations regarding benefits of certain transactions and capital investments;
- the Company’s objectives, strategies and competitive strengths;
- the Company’s growth strategy;
- expectations with respect to future opportunities;
- expectations with respect to the Company’s financial position;
- the Company’s capital expenditure programs and future capital requirements;
- capital resources and the Company’s ability to raise capital; and
- industry conditions pertaining to the EV, nickel and cobalt industry generally and in the industries in which nickel and cobalt are used.

With respect to forward-looking statements contained in this MD&A, assumptions have been made regarding, among other things:

- market prices of nickel and cobalt;
- future global economic and financial conditions;
- future commodity prices, demand for nickel and cobalt and the product mix of such demand and levels of activity in the battery metals industry and in such other areas in which the Company may operate, and supply of nickel and cobalt and the product mix of such supply; and
- the accuracy and veracity of information and projections sourced from third parties respecting, among other things, future industry conditions and demand for nickel and cobalt.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and included elsewhere in this MD&A, including:

- risks associated with potential claims, legal proceedings and/or disputes involving the Company;
- volatility in market prices and demand for nickel and cobalt;
- effects of competition and pricing pressures;
- risks related to interest rate fluctuations and foreign exchange rate fluctuations;

- changes in general economic, financial, market and business conditions in the industries in which nickel and cobalt are used;
- changes in the technologies pertaining to the use of nickel and cobalt;
- alternatives to and changing demand for nickel and cobalt;
- potential conflicts of interests;
- actual production and financial results differing materially from management estimates and assumptions;
- commodity price hedging instruments; and
- the other factors discussed under "*Risk Factors*".

This list of factors should not be construed as exhaustive.

### **Additional Information**

Additional information with respect to the Company has been filed with Canadian securities regulatory authorities and is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.nickel28.com](http://www.nickel28.com). Information contained in or otherwise accessible through the Company's website does not form a part of this MD&A and is not incorporated by reference into this MD&A.

### **Scientific and Technical Information**

Disclosures of a scientific or technical nature in this MD&A have been reviewed and approved on behalf of Nickel 28 by Alan Lambden, P. Geo., an independent consultant to Nickel 28 and a "qualified person" as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.