

FLYING NICKEL

Mining Corp.

Management's Discussion and Analysis

**For the Three Months Ended
June 30, 2024**

(Expressed in Canadian dollars, except where indicated)

Dated August 27, 2024

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This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Flying Nickel Mining Corp.'s (the "Company", "Issuer", "Flying Nickel" or "FLYN") performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited financial statements and related notes for the year ended March 31, 2024 (the "Annual Financial Statements"), the accompanying unaudited condensed interim financial statements for the interim period ended June 30, 2024, both of which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), all of which are available under the Company's SEDAR+ profile at www.sedarplus.ca. For the purposes of this MD&A, "Financial Position Date" means June 30, 2024, "this quarter" or "current quarter" means the three month period ended June 30, 2024, the "prior year quarter" means the three month period ended June 30, 2023. The information contained in this MD&A is current to August 27, 2024.

The information provided herein supplements but does not form part of the financial statements. Financial information is expressed in Canadian dollars, unless stated otherwise. All references to "\$" or "dollars" in this MD&A refer to Canadian dollars. References to "US\$" or "USD" in this MD&A refer to United States dollars. Readers are cautioned that this MD&A contains "forward-looking statements" and that actual events may vary from management's expectations. Readers are encouraged to read the cautionary note contained herein regarding such forward-looking statements.

Profile and Strategy

Flying Nickel is in the business of mining exploration for nickel sulphide, and is advancing its 100% owned Minago nickel project (the "Minago Project") comprised of 94 claims and two mining leases located in the Thompson nickel belt in Manitoba, Canada.

The Company's common shares are listed for trading on the TSX Venture Exchange (the "TSXV") under the symbol "FLYN", and are quoted in the United States on the OTCQB under the symbol "FLYNF".

The Company maintains its registered and records office at Suite 1610 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

On January 14, 2022, Silver Elephant Mining Corp. ("Silver Elephant") completed a strategic reorganization of its business through a statutory plan of arrangement (the "Silver Elephant Arrangement") under the Business Corporations Act (British Columbia) pursuant to which certain assets of Silver Elephant were spun-out to the Company. Pursuant to the Silver Elephant Arrangement, the common shares of Silver Elephant were consolidated on a 10:1 basis and each holder of common shares received in exchange for every 10 pre-Consolidation common shares held: (i) one post Consolidation common share of Silver Elephant; (ii) one common share of Flying Nickel Mining Corp.; (iii) one common share of Nevada Vanadium Mining Corp. ("Nevada Vanadium"), and (iv) two common shares of Oracle Commodity Holding Corp (formerly Battery Metals Royalties Corp.) ("Oracle" or "Battery Metals"). As a result of the Silver Elephant Arrangement, the Minago Project along with the assumption of certain liabilities related to the underlying assets was spun out by Silver Elephant into Flying Nickel in exchange for the issuance of 50,000,000 of Flying Nickel shares.

Overall Performance and Outlook

The following highlights the Company's overall performance for the periods presented:

| | Three Months Ended | | |
|--|--------------------------|--------------------------|----------------|
| | June 30, 2024 (\$) | June 30, 2023 (\$) | Change (\$) |
| Net loss | (12,135,542) | (714,481) | (11,421,061) |
| Cash from (used in) operating activities | 266,087 | (322,131) | 588,218 |
| Cash at end of period | 790 | 131,405 | (130,615) |
| Loss per share – basic and diluted | (0.14) | (0.01) | (0.13) |

Corporate Updates

- On April 4, 2024, the Company announced the appointment of Mr. Neil Duboff to its board of directors. Mr. Duboff is the director nominee of NHCN pursuant to the IBA. Mr. Duboff is the managing partner of the Winnipeg law firm Duboff Edwards Haight & Schachter and has been practicing law since 1985. His practice is focused primarily in the areas of Corporate Structuring, Acquisitions and Financing, Transportation Law and Aboriginal Law with an emphasis on taxation, trusts, Governments and Associations. Mr. Duboff acts for many First Nations across the country, as well as banks, First Nations development companies and First Nations businesses. Mr. Duboff has been a frequent presenter at conferences throughout Canada, including the Canadian Association of Insurance and Financial Advisors (2001), the Smart Money Fairs, presented by the Winnipeg Free Press, the annual conference of the Native Trade and Investment Association and First Nation Taxation Program, presented by Current information Ltd. and Group Mindset. Mr. Duboff has been an instructor of trust and estate planning in various school divisions as well as Red River Community College, CUPE, the City of Winnipeg and the Winnipeg School Division. Recognizing the importance of being involved in our community, Mr. Duboff also sits on and takes an active role in many nonprofit organizations throughout the country, including the Native Association of Trust Officers Society Trust and Estate Planners (STEP). Mr. Duboff is past chair of the Saint Boniface Hospital Foundation, and serves as a trustee of the City of Winnipeg Pension Fund. He has Chaired the Regulated Health Care Professions Council for the Province of Manitoba and formerly sat on the Public Utilities Board.

Discussion of Operations

Minago Property

The Minago property is located in northern Manitoba, Canada within the southern part of the Thompson Nickel Belt, approximately 107 kilometers north of the Town of Grand Rapids, Manitoba and 225 kilometres south of the City of Thompson, Manitoba. Provincial Highway 6 transects the eastern portion of the Minago property. The Minago Project is comprised of 94 mining claims and two mining leases.

Minago Royalty

On January 14, 2022, under the terms of the Silver Elephant Arrangement and pursuant to the royalty agreement between the Company and Silver Elephant dated August 25, 2021 ("Minago Royalty Agreement"), the Company has granted and agreed to pay, among other things, in each fiscal quarter where the average price per pound of nickel as reported on the Nominated Metals Exchange or Substitute Metals Exchange (in each case as defined in the Minago Royalty Agreement) in the event such pricing is not reported on the Nominated Metals Exchange, exceeds US\$15 per pound, a royalty equal to two per cent (2%) of returns in respect of all mineral products produced from certain mineral claims and leases in the Minago Project after the commencement of commercial production. Each royalty payment will be provisional and subject to adjustment in accordance with the Minago Royalty Agreement. Oracle is the current holder of this royalty.

Glencore Net Smelter Royalty

Certain of the claims comprising the Minago property, claims MB8497, P235F, P237F, P238F and P239F, are subject to a net smelter return ("NSR") royalty interest (the "Glencore Royalty") retained by Glencore Canada Corporation ("Glencore"). The Glencore Royalty in respect of nickel, shall for any calendar quarter be: (i) 2% NSR royalty when the London Metals Exchange 3-month nickel price is equal to or greater than US\$13,227.74 per tonne in that quarter; and (ii) a 1% NSR when the London Metals Exchange 3-month nickel price is less than US\$13,227.74 per tonne in that quarter. The Glencore Royalty in respect of other minerals, metals and concentrates, shall be a 2% NSR. In the event that the Glencore Royalty consists of a 2% NSR royalty, Flying Nickel may purchase a portion of the royalty interest which represents in the aggregate no more than 1% of the royalty interest for \$1,000,000. The Glencore Royalty interest shall never be less than a 1% NSR.

Norway House Cree Nation Revenue Sharing

The Minago Project is also subject to a 1% revenue sharing with NHCN, in connection with nickel revenue derived from mining activities from the Minago Project.

Minago Project Updates

On April 2, 2024, the Company announced a quarry project partnership (the "Quarry Project") with NHCN taking place at the Company's Minago Project. The Quarry Project was completed in April 2024 which consisted of stripping limestone materials near surface carried out under Quarry Lease QL-2067 near the proposed mill site, located approximately 0.5 km west of the proposed open pit site for the Minago Project. The Quarry Project provided certain limestone construction material for NHCN community infrastructure projects, and along with the completion of two all-weather exploration roads (1.7km and 1.3 km respectively) for Flying Nickel, which will support future Minago exploration drilling programs.

On April 11, 2024, the Company announced the results of an updated Mineral Resource Estimate ("MRE") prepared in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves ("MRMR") (2014) and CIM MRMR Best Practice Guidelines (2019) for its 100% owned Minago nickel platinum group metals ("PGM") Minago Project. Additional information is available in the Company's news release dated April 11, 2024, which is available on the Company's website www.flynickel.com.

Impairment

On July 21, 2024, the Company and NHCN entered into a binding letter of intent pursuant to which the Company proposes to sell its Minago Nickel project and its related assets (the "Minago Assets") to NHCN (the "Minago Project Sale").

The purchase price to be paid by NHCN in respect of the Minago Project Sale shall be either:

- a) \$8,000,000 in cash; (ii) the surrender of 17,561,862 Company common shares owned by NHCN; and (iii) reimbursement in cash of claims maintenance fees up to a maximum of \$60,000 incurred by the Company in respect of the Minago Project; or
- b) \$7,300,000 in cash; (ii) the surrender of 31,015,206 Company common shares owned by NHCN and certain other shareholders; and (iii) reimbursement in cash of claims maintenance fees up to a maximum of \$60,000 incurred by the Company in respect of the Minago Project.

Based on the above indicator of impairment, the Company determined the recoverable amount of the Minago Project to be \$9,404,949, and accordingly, recorded an impairment charge of \$11,719,496 during the three months ended June 30, 2024 (2023 - \$nil).

| Minago Project | (\$) |
|-----------------------------------|-------------------|
| Balance, April 1, 2023 | 20,126,319 |
| Licenses, taxes, fees and permits | 312,910 |
| Feasibility | 13,037 |
| Exploration | 324,853 |
| Drilling | 129,860 |
| Personnel, camp and general | 65,982 |
| Balance, March 31, 2024 | 20,972,961 |
| Licenses, taxes, fees and permits | 4,330 |
| Exploration | 146,510 |
| Personnel, camp and general | 644 |
| Impairment | (11,719,496) |
| Balance, June 30, 2024 | 9,404,949 |

Summary Of Quarterly Results

During the quarter ended March 31, 2023, the accounting treatment for the acquisition of the Minago Project through the Silver Elephant Arrangement was corrected for the prior four quarters (3 months ended March 31, 2022, June 30, 2022, September 30, 2022, and December 31, 2022). This correction involved using the carrying amount of \$16,458,495 from Silver Elephant for the acquisition of the Minago Project. As a result of this correction, exploration and evaluation asset and share capital decreased by \$18,576,013, but it had no impact on the Company's net loss, basic and diluted loss per share.

During the quarter ended March 31, 2023, the Company identified an accounting error in relation to the accounting of the impairment of intangible asset of \$313,977 being incorrectly recognized in advertising and promotion in the three months ended September 30, 2022. This impairment charge should have been recognized in the three months ended March 31, 2023. The Company also reclassified \$90,000 from advertising and promotion to consulting and management fees. The correction of these errors decreases the net loss for the three months ended September 30, 2023 by \$313,977 as follows:

| | Original Three Months Ended, September 30, 2022 (\$) | Restatement (\$) | Restated Three Months Ended, September 30, 2022 (\$) |
|---|---|---------------------|---|
| General and Administrative Expenses | | | |
| Advertising and promotion | 458,348 | (403,977) | 54,371 |
| Consulting and management fees | 63,510 | 90,000 | 153,510 |
| Directors' fees | 23,000 | - | 23,000 |
| Insurance | 10,625 | - | 10,625 |
| Office and administration | 8,869 | - | 8,869 |
| Professional fees | 139,049 | - | 139,049 |
| Salaries and benefits | 94,478 | - | 94,478 |
| Share-based payments | 233,916 | - | 233,916 |
| Stock exchange and shareholder services | 45,060 | - | 45,060 |
| Travel and accommodation | 9,541 | - | 9,541 |
| | (1,086,396) | 313,977 | (772,419) |
| Other items | | | |
| Recovery of flow through liability | 42,099 | - | 42,099 |
| Government grant | 12,188 | - | 12,188 |
| Net loss and comprehensive loss for the period | (1,032,109) | 313,977 | (718,132) |
| Basic and diluted loss per share | (0.02) | 0.01 | (0.01) |
| Basic and diluted weighted average number of shares outstanding | 62,086,470 | - | 62,086,470 |

The Statement of Cash Flows for the six months ended September 30, 2022 was not previously presented; only the Statement of Cash Flows for the nine months ended September 30, 2022 was presented but not applicable for the purposes of this MD&A as result of the change in financial year end from December 31 to March 31, which became effective December 30, 2022.

The following table summarizes selected consolidated financial information prepared in accordance with IFRS for the eight most recently completed quarters:

| Quarter Ending | Quarter Name | Net Loss for the Period (\$) | Basic Loss Per Share (\$) | Diluted Loss Per Share (\$) |
|-------------------------------|--------------|------------------------------|---------------------------|-----------------------------|
| June 30, 2024 | Q1 2025 | (12,135,542) | (0.14) | (0.14) |
| March 31, 2024 | Q4 2024 | (255,449) | (0.00) | (0.00) |
| December 31, 2023 | Q3 2024 | (306,106) | (0.00) | (0.00) |
| September 30, 2023 | Q2 2024 | (293,704) | (0.00) | (0.00) |
| June 30, 2023 | Q1 2024 | (714,481) | (0.01) | (0.01) |
| March 31, 2023 | Q5 2023 | (671,712) | (0.01) | (0.01) |
| December 31, 2022 | Q4 2022 | (890,390) | (0.01) | (0.01) |
| September 30, 2022 (restated) | Q3 2022 | (718,132) | (0.01) | (0.01) |

3 Months Ended June 30, 2024, compared with 3 Months Ended June 30, 2023

Net loss this quarter was \$12,135,542 compared to \$714,481 during the three months ended June 30, 2023. Of note for the current quarter as compared to the prior year quarter, are the following items:

- An impairment of exploration and evaluation asset of \$11,719,496 this quarter, compared to \$nil. The current quarter impairment is in connection with the Minago Project.
- Professional fees increased from \$116,346 to \$154,864. In this quarter the Company incurred additional fees in connection with the Transaction (see *Proposed Transaction*).
- Share-based payments of \$25,828 this quarter compared to \$342,522 during the prior year quarter. Share-based payments is a non-cash expense, and such expense is recognized in profit or loss over the vesting period of the underlying share purchase options granted to certain directors, officers, employees and consultants of the Company.

Variations Over the Quarters

Q4 2024 net loss of \$255,449 primarily relates to general and administrative expenses totalling \$255,126. This amount includes professional fees of \$71,680 for audit and legal expense, consulting and management fees of \$50,523 and stock exchange and shareholder services of \$45,483.

Q3 2024 net loss of \$306,106 is mainly attributable to general and administrative expense totalling \$304,142, which includes salaries and benefits of \$91,140, stock exchange and shareholder services of \$54,406, consulting fees of \$48,420 and professional fees of \$30,617.

Q2 2024 net loss of \$293,704 is mainly attributable to general and administrative expenses totalling \$292,800, which includes salaries and benefits of \$83,359, stock exchange and shareholder services of \$48,163 and share-based payments of \$41,765.

Q1 2024 net loss of \$714,481 primarily consisted of share-based payments of \$342,522, professional fees of \$116,346 and salaries and benefits of \$92,832.

Q5 2023 net loss of \$671,712 primarily consisted of share-based payments of \$212,371, consulting and management fees of \$160,742 and professional fees of \$108,600.

Q4 2022 net loss of \$890,390 primarily consisted of share-based payments of \$451,831 and salaries and benefits of \$271,881.

Q3 2022 net loss of \$718,132 primarily consisted of share-based payments of \$233,916, consulting of \$153,510, professional fees of \$139,049. Professional fees incurred during Q2 2022 included amounts in connection with the Transaction (see *Proposed Transaction*) Q2 2022 net loss of \$629,230 primarily consisted of share-based payments of \$387,664 and professional fees of \$143,079.

Liquidity And Capital Resources

The Company utilizes existing cash received from the issuance of equity instruments to provide liquidity to the Company and finance its exploration programs.

As at the Financial Position Date, the Company had working capital of \$1,202,611 compared to \$1,743,668 at March 31, 2024.

Cash flow information:

| | Three Months Ended | |
|--|--------------------------|--------------------------|
| | June 30, 2024 (\$) | June 30, 2023 (\$) |
| Cash from (used in) operating activities | 266,087 | (322,131) |
| Cash used in investing activities | (318,451) | (122,194) |
| Cash from financing activities | - | 232,000 |
| Cash, end of the period | 790 | 131,405 |

Operating activities: During the current quarter the Company had a net cash inflow of \$266,087 in operating activities, primarily from changes in non-cashworking capital, specifically, amounts due from related parties and accounts payable and accrued liabilities. The Company used \$322,131 in operating activities during the prior year quarter, primarily in salaries and benefits, professional fees and consulting fees and the effect from changes in non-cash working capital.

Investing activities: During the three months ended June 30, 2024, the Company invested \$318,451 in the Minago Project compared to \$122,194 during the prior year quarter.

Financing activities: There were no financing activities during this quarter. During the prior year quarter, the Company received \$232,000 from equity offerings.

As at the Financial Position Date the Company had cash of \$790, and current liabilities of \$449,401. The Company will need to conduct additional financings to meet its working capital requirements and obligations as they become due.

Off-Balance Sheet Arrangements

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

Related Party Transactions

Related party transactions have been measured at the exchange amount of consideration agreed between the related parties. Related party transactions not disclosed elsewhere in these financial statements are listed below.

The Company entered into a Mutual Management and Technical Services Agreement (the "MMTSA") with Silver Elephant commencing December 1, 2021, pursuant to which the companies would provide each other with general, technical and administrative services, as reasonably requested on a cost reimbursement basis. This MMTSA was terminated effective March 31, 2023, and replaced with an updated fixed fee MMTSA effective April 1, 2023, among the Company, Silver Elephant, Nevada Vanadium and Oracle. The fixed fee is adjusted periodically to reflect the relative allocation of costs to each company.

The Company has entered into a consulting agreement with the Company's executive chairman effective December 1, 2021, pursuant to which the Company agreed to pay a minimum service fee of \$10,000 per month. The Company also agreed to issue up to 450,000 common shares (the "Bonus Shares") of the Company to this individual upon achieving certain corporate milestones defined in the agreement. No Bonus Shares were issued or issuable since December 1, 2021, as none of the milestones have been achieved yet.

On December 27, 2023, the Company entered into agreements to settle an aggregate of \$62,600 of debt owed to three directors of the Company for management fees and directors fees in consideration for the issuance of 626,000 common shares of the Company at a price of \$0.10 per share.

The Company had related party transactions with key management personnel in providing management and consulting services to the Company. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include the chief executive officer ("CEO"), chief financial officer ("CFO"), chief operating officer ("COO"), executive and non-executive directors.

| | Three Months Ended | |
|---|-----------------------------------|-----------------------------------|
| | June 30, 2024 (\$) | June 30, 2023 (\$) |
| MMTSA fees charged by Silver Elephant, a company with certain directors and officers in common | 86,603 | 32,485 |
| MMTSA recoveries from Silver Elephant | (53,892) | (119,872) |
| MMTSA fees charged by Nevada Vanadium, a company with certain directors and officers in common | - | 27,059 |
| MMTSA recoveries from Nevada Vanadium | (18,868) | (74,920) |
| MMTSA recoveries from Oracle, a company a company with certain directors and officers in common | (15,094) | (29,968) |
| Management fees paid to John Lee, Chairman and Interim CEO of the Company | 30,000 | 30,000 |
| Salaries and benefits paid to key management of the Company | 31,556 | 59,264 |
| Directors' fee | 30,000 | 13,645 |
| Share-based payments to certain key management of the Company | 17,692 | 278,172 |

The Company had balances due from (to) related parties as follows:

| | June 30, 2024 (\$) | March 31, 2024 (\$) |
|---------------------------------|-----------------------------------|------------------------------------|
| Receivable from Silver Elephant | 805,969 | 1,215,093 |
| Receivable from Nevada Vanadium | 427,515 | 408,982 |
| Receivable from Oracle | 293,827 | 302,733 |
| Payable to John Lee | (53,481) | (23,425) |
| Director's fees payable | (54,600) | (24,600) |

Proposed Transaction

Flying Nickel and Nevada Vanadium signed an arrangement agreement dated October 6, 2022, and as amended, pursuant to which Flying Nickel proposes to acquire all of the issued and outstanding common shares of Nevada Vanadium (the "Nevada Vanadium Shares") by way of an arrangement pursuant to the British Columbia Business Corporations Act (the "Transaction").

Under the terms of the agreement, Nevada Vanadium shareholders will receive one (1) (the "Exchange Ratio") Flying Nickel common share (a "Flying Nickel Share") for each Nevada Vanadium Share held immediately prior to the effective time of the Transaction. All convertible securities of Nevada Vanadium outstanding immediately prior to the effective time of the Transaction will be exchanged for securities of Flying Nickel bearing substantially the same terms as the securities replaced based on the Exchange Ratio.

The Transaction was closed on August 16, 2024, and Nevada Vanadium's former CEO, Ron Espell, was appointed President of Flying Nickel.

Critical Accounting Policies and Estimates

In preparing financial statements, management makes judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Actual results may differ from these estimates.

The Company believes the following are the critical accounting estimates used in the preparation of its Statements:

Share-based compensation

The Company uses the Black-Scholes Option Pricing Model to fair value options in order to calculate share based compensation expense. The Black-Scholes Option Pricing Model involves six key inputs to determine the fair value of an option: risk-free interest rate, exercise price, market price of the Company's shares at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates which involve considerable judgment. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based compensation expense.

Impairment assessment of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances.

All capitalized exploration and evaluation assets are monitored for indications of impairment at each reporting period. The Company considered the following facts and circumstances in determination if it should test exploration and evaluation assets for impairment:

- (i) the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- (iv) sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation assets is unlikely to be recovered in full from successful development or by sale.

Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that deferred exploration expenditures are not expected to be recovered, an impairment is charged to profit or loss. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

An impairment charge relating to an exploration and evaluation asset may be subsequently reversed when new exploration results or actual or potential proceeds on sale or farm-out of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized. General exploration costs in areas of interest in which the Company has not secured rights are expensed as incurred.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Changes in Accounting Policies and Standards

Changes in Accounting Policies

Classification of liabilities as current or non-current (amendments to IAS 1)

The amendments aim to promote consistency in applying the requirements by helping entities determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

The amendments are applied on or after the first annual reporting period beginning on or after January 1, 2024, with early application permitted. The amendments were implemented by the Company effective April 1, 2024 and did not have a material impact on the Company's financial statements.

Future Changes in Accounting Standards

In April 2024, the IASB issued *IFRS 18, Presentation and Disclosure in Financial Statements* ("IFRS 18"), the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements; and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its 'operating profit or loss'. IFRS 18 will apply for reporting periods beginning on or after 1 January 2027 and also applies to comparative information.

The Company is currently evaluating the impact of IFRS 18 on its financial statements.

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Capital Management

Management considers its capital structure to consist of share capital, stock options and warrants. The Company manages its capital structure and makes adjustments to it, based on the funds available to, and required by the Company in order to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative returns on capital criteria for management.

The properties that the Company currently holds interests in are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. There were no changes in management's approach to capital management during the three months ended June 30, 2024. The Company is not subject to externally imposed capital requirements.

Fair Value Measurements and Financial Instruments

(a) Classification

| Financial Instrument | Measurement Method | June 30, 2024 (\$) | March 31, 2024 (\$) |
|---|------------------------------|-----------------------------------|------------------------------------|
| Cash | FVTPL ¹ (Level 1) | 790 | 53,154 |
| Term deposit | FVTPL ¹ (Level 1) | 57,500 | 57,500 |
| Due from related parties | Amortized cost | 1,527,311 | 1,926,808 |
| Receivables (excluding GST/HST receivables) | Amortized cost | 492 | 53,745 |
| Accounts payable and accrue liabilities | Amortized cost | (449,401) | (481,448) |
| | | 1,136,692 | 1,609,759 |

¹ Fair value through profit or loss

(b) Fair value

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. The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 –quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 –inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means; and

Level 3 –inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. The fair value of cash, restricted cash and term deposit is measured at Level 1. As at the Financial Position Date, there were no financial assets measured and recognized in the statement of position that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.

The fair value of the Company's financial instruments including cash, term deposit, other receivables, due from related parties, accounts payable and accrued liabilities approximates their carrying value due to the immediate or short-term maturity of these financial instruments. The Company does not offset financial assets with financial liabilities. There were no transfers between Level 1, 2 and 3 for the three months ended June 30, 2024 and 2023.

Financial Risks

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments at the Financial Position Date are summarized below. The Board of Directors periodically reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

(a) Liquidity risk

Liquidity risk is the risk that an entity will be unable to meet its financial obligations as they fall due. As at the Financial Position Date, the Company had a cash balance including term deposit, of \$58,290 (March 31, 2024 – \$110,654) and had accounts payable and accrued liabilities of \$449,401 (March 31, 2024- \$481,448), which have contractual maturities of 90 days or less. Liquidity risk is assessed as high and the Company manages liquidity risk by preparing cash flow forecasts of upcoming cash requirements.

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company reduces its credit risk on restricted cash by placing these instruments with institutions of high credit worthiness. As at the Financial Position Date and June 30, 2024, the Company's maximum exposure to credit risk is the carrying value of its financial assets.

(c) Market Risk

The market risks to which the Company may be exposed to are interest rate risk and currency risk.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not subject to material interest rate risk for the three months ended June 30, 2024 and 2023.

(ii) Currency Risk

The Company is exposed to foreign currency risk to the extent that monetary liabilities held by the Company are not denominated in Canadian dollars. The Company's operations are primarily in Canada, and the Company is not subject to material currency risk.

Outstanding Share Data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents the Company's capital structure as at the dates presented:

| | As at date of this MD&A | June 30, 2024 |
|--------------------------------------|----------------------------|------------------|
| Common shares issued and outstanding | 153,958,164 | 88,064,805 |
| Share purchase options outstanding | 11,480,000 | 6,590,000 |
| Share purchase warrants | 17,975,289 | 7,152,150 |

Risks And Uncertainties

The Company is subject to a number of risk factors due to the nature of its business and the present stage of exploration. As a company active in the mineral resource exploration and development industry, the Company is exposed to a number of risks.

Exploration Stage Operations

The Company's properties are still in the exploration stage. Mineral exploration and exploitation involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. The minerals business is characterized by long lead times from discovery to development, and few exploration projects successfully make the transition to development.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides, unpredictable and unfavourable weather conditions, and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Mineral exploration and development is speculative and involves a high degree of risk. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no assurance that Flying Nickel's nickel deposits are commercially mineable.

Should any mineral resources and reserves exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs, engineering and other studies, and the recommendations of qualified engineers and geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) nickel prices; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) the political climate, governmental regulation and control. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash flow.

The ability to sell, and profit from the sale of any eventual mineral production from any property will be subject to the prevailing conditions in the minerals marketplace at the time of sale. The global minerals marketplace is subject to global economic activity and changing attitudes of consumers and other end-users' demand for mineral products. Many of these factors are beyond the control of a mining company and therefore represent a market risk which could impact the long-term viability of Flying Nickel and its operations.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquisition of properties of merit, sourcing equipment and supplies, and the recruitment and retention of qualified individuals to carry out its mineral exploration activities and provide support services. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Financial Markets

The Company is dependent on the equity markets as its primary source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets, by the status of the Company's projects in relation to these markets, and by the Company's ability to attract investor support for its projects.

There is no assurance that funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities, as there are many circumstances that are beyond the control of the Company. For example, the Company is dependent on investor sentiment being positive towards the minerals exploration business in general and Flying Nickel in particular. Many factors influence investor sentiment, including a positive climate for mineral exploration, the experience and caliber of a company's management and a company's track record in discovering or acquiring economically viable mineral deposits.

Environmental and Government Regulation

Mining and exploration activities are subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the exploration activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development activities.

Amendments to current laws and regulations governing the activities of the Company, or more stringent implementation thereof, could have a substantial adverse impact on the Company.

Title to Properties, First Nations Issues

While the Company has investigated the title to all of the properties on which it holds mineral claims or other forms of mineral rights or concessions or in respect of which it has a right to earn an interest, the Company cannot guarantee that title to such properties will not be challenged or impugned. The Company can never be certain that it will have valid title to its mineral properties.

Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law are often complex. The Company does not carry title insurance on its properties. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property.

Negotiations with First Nations groups can add an additional layer of risk and uncertainty to efforts to explore and develop mineral deposits in many areas of Canada, where protracted negotiations of land claims have resulted in settlement of only a fraction of the claims. The slow pace of resolving these claims is frustrating to both the First Nations peoples and exploration companies and could result in actions that would hinder timely execution of exploration programs.

Foreign Currency

A small portion of the Company's expenses are denominated in foreign currencies. The Company does not expect fluctuations in the exchange rate between the Canadian dollar and such other currencies will have a material effect on our business, financial condition and results of operations. The Company does not hedge against foreign currency fluctuations.

Inflation

In the recent past, while inflation had not been a significant factor, the ongoing efforts of many governments to improve the availability of credit and stimulate domestic economic growth while incurring substantial deficits may result in substantial inflation and/or currency depreciation in the future.

Management and Directors

The Company is dependent on a relatively small number of directors and management personnel. The loss of any of one of those persons could have an adverse effect on the Company. The Company does not maintain key person insurance on any of its management.

Disclosure Controls and Procedures

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that:

- the 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 financial statements, and
- the financial statements fairly present in all material respects the financial position, results of operations and cash flows 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 this certificate are not making any representations relating to the establishment and maintenance of:

- 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
- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes following the issuer's GAAP (IFRS).

The issuer'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.

There have been no changes in the Company's internal control over financial reporting during the current quarter that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and resource property expenditures is provided in the Company's financial statements for the current period, available on the Company's website at www.flynickel.com and on SEDAR+ at www.sedarplus.ca.

Forward Looking Information

Certain Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital and expected uses of proceeds raised, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements

of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the completion of transactions and integration of acquisitions; risks related to operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of planned exploration activities; currency exchange rates; general economic, inflationary and market conditions; as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events, except as required by applicable law. Forward-looking statements and other information contained herein concerning the mining industry and general expectations with regards to it are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.

Additional Information

Additional information relating to the Company is on SEDAR at www.sedarplus.ca.

General Corporate Information:**Head Office and Registered Office**

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Transfer Agent and Registrar

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350 - 409 Granville Street, Vancouver, British
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Investor and Contact Information

All financial reports, news releases and corporate information can be accessed by visiting the Company's website at: www.flynickel.com.

Investor & Media requests and queries: Email: info@flynickel.com

Directors and Officers

As at the date of this MD&A, the Company's directors and officers are as follows:

Directors

John Lee, Interim CEO and Executive Chairman

Greg Hall

Neil Duboff

Masa Igata

Officers

John Lee, Interim CEO and Executive Chairman

Ron Espell, President

Andrew Yau, Chief Financial Officer

Robert Van Drunen, Chief Operating Officer

Marion McGrath, Corporate Secretary

Sara Knappe, Assistant Corporate Secretary