

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2016

Management's discussion and analysis ("MD&A") of the financial position and results of the operations of Northern Graphite Corporation ("Northern" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine month periods ended September 30, 2016 compared to the three and nine month periods ended September 30, 2015. This MD&A is dated and has been prepared with information available as of October 31, 2016.

This MD&A should be read in conjunction with the Company's financial statements for the three and nine month periods ended September 30, 2016 and related notes (the "Interim Financial Statements"). The Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the Bissett Creek graphite project and programs related thereto, in addition to the need for future financing, are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to the cautionary language at the end of this MD&A and readers are advised to refer to it when reading any forward-looking statements.

The MD&A is prepared in conformity with National Instrument 51-102F1 and has been approved by the Board of Directors prior to its release.

Introduction

The Company was incorporated on February 25, 2002 under the *Business Corporations Act* (Ontario) to develop and hold title to the Bissett Creek graphite project.

Nature of Operations

The Company's principal focus is the potential development of the Bissett Creek graphite project located in the County of Renfrew, Province of Ontario (the "Bissett Creek Project") and the upgrading of mine concentrates into value added products, particularly the manufacture of anode material for lithium ion batteries.

Northern completed a bankable feasibility study on the Bissett Creek Project in July 2012 (the "FS") which confirmed the technical and financial viability of constructing and operating an open pit mine and 2,500 tonne per day (tpd) processing plant at the Bissett Creek Project, and in respect of which a technical report prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") was filed on SEDAR on August 24, 2012. The FS was updated on September 23, 2013 (the "FS Update") following an additional 61 hole, 3,425 m drill program on the Bissett Creek Project, the release of a new and larger resource estimate, and revision of the mine plan based on the new resource model. The FS Update also incorporated some modifications to capital and operating cost assumptions and lower graphite prices.

The Company subsequently completed a preliminary economic assessment on an expansion case for the Bissett Creek Project on October 23, 2013 (the "Expansion PEA") and filed a technical report prepared in accordance with NI 43-101 on SEDAR on December 6, 2013. This is the current technical report on the Bissett Creek Project. The Expansion PEA was undertaken to demonstrate the potential ability to meet expected future growth in graphite demand by doubling production after three years of operation based on measured and indicated resources only. The Expansion PEA built on the FS, the expanded resource model and the FS Update.

The Company also updated the Expansion PEA on June 24, 2014 (the "Expansion PEA Update") to assess the economics of building a two million tonne per annum (Mtpa) processing plant at the outset rather than increasing from 1 Mtpa to 2 Mtpa after three years of operation. The larger process plant was evaluated due to developments in the lithium-ion battery industry but the Company does not intend to pursue either expansion scenario. The Company

is focussed on the development scenario outlined in the FS and FS Update which is based on production volumes that are more realistic given the size of the market and current weak demand.

In the fourth quarter of 2012 the Company filed an amended mine closure plan (“MCP”) with the Ontario Ministry of Northern Development and Mines (“MNDM”) based on the FS. On August 26, 2013, the Company announced that the MNDM had accepted the Company’s MCP for filing. The Company is in a position to begin construction of a mine on the Bissett Creek Project, subject to arranging the necessary full project financing and additional species at risk permitting and believes it is only necessary to file a statement of material change with the MNDM based on the FS Update. It is possible that MNDM could determine that the Company is required to file another closure plan amendment. A number of operational permits and environmental authorizations are also required prior to the commencement of mining operations. The Company expects that these permits and authorizations will be obtained in the normal course as needed.

The Bissett Creek Project

The Company holds a 100% interest in the Bissett Creek Project, which contains a large flake graphite deposit, and is located approximately 15 km from the Trans-Canada Highway (Highway 17) between the towns of Deep River and Mattawa, Ontario. The Bissett Creek Project is located in the United Townships of Head, Clara and Maria, in the County of Renfrew, Province of Ontario, approximately 300 km northeast of Toronto and 200 km west of Ottawa, Ontario.

The Bissett Creek Project presently consists of Ontario mining lease number 106693 (covering 565 hectares) and Ontario mining lease number 109335 (covering 1,938 hectares) (the “Mining Leases”). Ontario mining lease number 109335 expires on June 30, 2034 and Ontario Mining Lease number 106693 expires on August 31, 2035. Both leases require annual rental payments to the MNDM in an amount prescribed by the Mining Act (Ontario) which is approximately \$7,584. The Company also holds five unpatented mining claims, which are contiguous to the Bissett Creek Project, and cover approximately 464 hectares.

Royalties on the Bissett Creek Project consist of an annual advance payment of \$27,000 to the three original prospectors that discovered the deposit which will be credited against a royalty of \$20 per ton of concentrate sold once the mine is operational, and a 2.5% Net Smelter Royalty (“NSR”) on any other minerals derived from the Bissett Creek Property.

The Bissett Creek Project was extensively explored in the 1980’s and over 8,400 metres of drilling was completed. A full feasibility study, including the calculation of a proven and probable reserve, was completed but the Bissett Creek Project was not developed due to a subsequent decline in graphite prices. *This feasibility study and reserve estimate pre-date NI 43-101 standards and therefore, are non-compliant and should not be relied upon.* The price of graphite has increased since 2005 due to the ongoing industrialization of emerging economies which has led to increased demand in traditional steel and automotive markets. Prices peaked in 2012 in a range of US\$2,500 to \$3,000 per tonne for large flake graphite and some shortages were reported. The subsequent slowdown in the Chinese economy combined with a lack of growth in economies in the US/Japan/Europe has caused prices to fall back over 50% from 2012 levels. Based on its review of industry sources, the Company believes prices are currently around US\$1,000 for large flake graphite while +50 mesh XL flake is selling for approximately US\$1,800 per tonne and +32 mesh XXL flake over US\$2,000 per tonne. One of the key factors which differentiates Bissett Creek from other deposits is that approximately 60% of production will be XXL and XL flake. The Company believes that it can achieve an average selling price in the order of US\$1,500/tonne in the current market.

The Company also intends to produce and sell value added products such as anode material for lithium ion batteries and high purity flake graphite which receive premium prices. None of these products are included in the above price estimates or the economics in the FS or Expansion PEA.

Mineral Resources

Effective May 7, 2013, AGP Mining Consultants (“AGP”) estimated the global mineral inventory for the Bissett Creek Project (the “2013 Resource Estimate”). Under CIM definitions, mineral resources should have a reasonable prospect of economic extraction. In order to meet this requirement, a Lerchs-Grossman optimized shell was generated to constrain the potential open pit material that includes measured, indicated and inferred material. Within this resource constraining shell, at the 1.02% Cg cut-off, the model returned 69.8 million tonnes of Measured and Indicated mineralization grading at 1.74% graphitic carbon, containing 1.2 million tonnes of in situ graphite. The Inferred resources amounted to 24.0 million tonnes, grading 1.65% graphitic carbon and containing 0.4 million tonnes of in situ graphite. The base case cut-off grade selected considered results of the FS with adjusted metal prices.

Bissett Creek Resource Estimate, May 6, 2013

| Cutoff | Measured + Indicated Resources | | | Inferred Resources | | |
|--------|--------------------------------|------|----------------------|--------------------|------|----------------------|
| | Tonnage | Cg% | In Situ Graphite (t) | Tonnage | Cg% | In Situ Graphite (t) |
| 1.02 | 69,791,000 | 1.74 | 1,213,000 | 24,038,000 | 1.65 | 396,000 |
| 1.50 | 37,565,000 | 2.14 | 803,000 | 11,971,000 | 2.02 | 242,000 |
| 1.75 | 23,439,000 | 2.45 | 574,000 | 6,274,000 | 2.39 | 150,000 |
| 2.00 | 15,902,000 | 2.73 | 435,000 | 3,564,000 | 2.79 | 100,000 |

- Notes:
- Resource shell was based on Measured, Indicated and Inferred material, tonnages rounded to the nearest thousand
 - Graphite price used is US\$1,800 per tonne with an exchange rate of \$1Cdn=\$1 US
 - Dilution and ore loss are considered to be zero
 - Feasibility Study costs and information have been used for Resource Shell generation:

| | | |
|----------------------------|--------|--------------------------|
| Overburden Mining Cost | \$1.85 | per tonne material |
| Waste Mining Cost | \$3.24 | per tonne material |
| Ore Mining Cost | \$4.15 | per tonne ore |
| Process Cost | \$9.61 | per tonne ore |
| General and Administrative | \$3.41 | per tonne ore |
| Recovery | 95% | |
| Royalty | \$20 | per tonne of concentrate |
 - No mining restrictions relating to permitting were applied
 - Pit slopes of 45 degrees in rock and 30 degrees in overburden
 - Cutoff of 1.02% Cg

Mineral resources are estimated in conformance with the CIM Mineral Resource definitions referred to in NI 43-101 Standards of Disclosure for Mineral Projects. Pierre Desautels, P.Geol., Principal Resource Geologist, and Gordon Zurowski, P.Eng., Principal Mining Engineer, both of AGP and Qualified Persons under NI 43-101 who are independent of the Company, prepared and authorized the release of the mineral resource estimates presented herein.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.

The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature and there has been insufficient exploration drilling to define these inferred mineral resources as indicated or measured mineral resources and it is uncertain if further exploration will result in upgrading them to indicated or measured mineral resources.

Exploration and Development

As at September 30, 2016, the Company had capitalized \$11,554,801 of exploration and evaluation expenditures relating to the Bissett Creek Project. Over the next twelve months the Company intends to complete the majority of the permitting required to initiate construction and operations (which are subject to raising the required financing).

Feasibility Study

The Company completed a bankable feasibility study for the Bissett Creek Project and filed it on SEDAR on August 27, 2012. The FS was prepared by GMining Services Inc. and included contributions from SGS Canada Inc. (Lakefield–metallurgy and Geostat-resource modelling), Knight Piesold Ltd. (environmental, permitting, tailings management and road infrastructure) and Met-Chem Canada Inc. (process engineering). The FS confirmed the technical and financial viability of constructing and operating an open pit mine and 2,500 tpd processing plant on the Bissett Creek property. The Company revised the mine plan in the FS based on the 2013 resource model and on September 23, 2013, announced updated FS economics (“FS Update”). The FS Update incorporated the 2013 Resource Estimate, some modifications to the capital and operating cost assumptions, and lower graphite prices. The update was prepared by AGP. As the FS Update did not constitute a material change, a new NI 43-101 was not required to be filed.

The 2013 FS Update indicates a pre-tax internal rate of return (“IRR”) of 19.8% (17.3% after tax) and a pre-tax net present value (“NPV”) of \$129.9 million (\$89.3 million after tax) in the base case which uses a weighted average price of US\$1,800/tonne for the concentrates that will be produced and assumed a CDN/US dollar exchange rate of 0.95. The project has significant leverage to higher prices as the pre tax IRR increases from 19.8% to 25.7% and the pre-tax NPV from \$129.9 million to \$201.1 million at a price of US \$2,100/t.

Summary of Updated Feasibility Study Economics

| | 2013 FS Update (base case) | 2012 FS |
|--|-------------------------------|----------------|
| Probable reserves (million tonnes) | 28.3Mt* | 19.0Mt |
| Feed Grade (% graphitic carbon) | 2.06%* | 1.89% |
| Waste to ore ratio (excl. low grade stockpile) | 0.79 | 0.50 |
| Processing rate (tonnes per day - 92% availability) | 2,670 | 2,300 |
| Mine life* | 28 years | 23 years |
| Mill recovery | 94.7% | 92.7-94.7% |
| Average annual production | 20,800t | 15,900t |
| Capital cost (\$ millions - including 10% contingency) | \$101.6M | \$102.9M |
| Cash operating costs (\$/tonne of concentrate)* | \$795/t | \$968/t |
| Mining costs (\$/tonne of ore) | \$5.63 | \$5.79 |
| Processing costs (\$/tonne of ore) | \$8.44 | \$9.60 |
| General and administrative costs (\$/tonne of ore) | \$2.50 | \$2.94 |
| CDN/US dollar exchange rate | 0.95 | 1.00 |
| Graphite prices (US\$ per tonne) | \$1,800 | \$2,100 |
| Pre tax NPV @8% (CDN\$ millions) | \$129.9 | \$71.7 |
| Pre tax IRR (%) | 19.8% | 15.6% |
| After tax NPV @8% (CDN\$ millions) | \$89.3 | \$46.9 |
| After tax IRR (%) | 17.3% | 13.7% |

*Includes 24 million tonnes (“Mt”) grading 2.20% Cg and 4.0 Mt grading 1.26% Cg of low grade stockpile (“LGS”) to be processed at the end of the mine life. An additional 12.5 Mt LGS grading 1.26% Cg is stored in the pit and is available for processing through a future expansion or at the end of the mine life. The waste to ore ratio is 0.24 if the low grade stockpile is processed. All grades are diluted.

(a) Project Description

The proposed development of the Bissett Creek graphite deposit consists of a shallow open pit mine and a processing plant with conventional crushing, grinding and flotation circuits followed by concentrate drying and screening. The capacity of the plant is 2,670 tpd (based on 92% availability). Power for the plant will be generated on site using compressed natural gas (“CNG”) which will be trucked from the main Trans Canada line, approximately 15 km away. The processing plant includes a sulphide flotation circuit to remove enough sulphides to make approximately 97% of the tailings benign. All sulphide and non-sulphide generating waste rock will be backfilled into mined out areas of the pit after five years of operation, and all sulphide tailings after eight years, resulting in low final closure costs. The CNG will fuel five 1.0 MW-generators to produce electrical power and waste heat from the generators will be used to dry the concentrate. This will result in low overall energy costs.

(b) Resources and Reserves

Probable mining reserves for the Bissett Creek deposit were established based on, and are a subset of, the 2013 Resource Estimate. The final mine plan only contemplated a 25 to 30 year operation and resulted in Probable reserves of 28.3 Mt of ore grading 2.06% Cg based on a COG of 0.96% Cg. Probable reserves include 24.3 Mt grading 2.20% Cg that will be processed first and 4.0 Mt grading 1.26% Cg from a low grade stockpile (“LGS”) that will be processed at the end of the mine life. In order to increase head grades in the initial years of production while maintaining a reasonable stripping ratio, Measured and Indicated resources grading between 0.96% Cg and 1.5% Cg will be stockpiled, largely within the mined out areas of the pit. The total LGS will be 16.5 Mt grading 1.26% Cg and will provide a great deal of flexibility in future operations as it will be available for processing at a later date, either through an expanded facility or at the end of the mine life. It also represents a low cost source of feed that could be processed during periods of depressed prices.

There are an additional 27.3 million tonnes of Measured and Indicated resources grading 1.62% Cg which are not included in the mine plan and 24 million tonnes of Inferred resources grading 1.65% Cg which are treated as waste. Resources have not yet been closed off by drilling and therefore further expansions are possible.

(c) Metallurgy

SGS-Lakefield has completed the full suite of metallurgical tests on the Bissett Creek deposit including lab and bench scale work, a bulk sample/pilot plant test, and variability testing to determine if recoveries and flake size distribution are consistent across the deposit. A similar program was also carried out in the 1980’s as part of a previous feasibility study (non NI 43-101 compliant) with consistent results.

The FS is largely based on pilot plant results from the processing of slightly weathered material that does not respond as well to flotation as unweathered rock. The locked cycle tests, which were performed on fresh drill core, were better in terms of recoveries, concentrate grades and flake size distribution which represents potential upside in the project. Recoveries in the eight locked-cycle test averaged 97.2% and ranged from 95.2% to 99.1%. The FS Update assumes recoveries of 94.7%.

The FS assumed an average concentrate grade of 94.5% Cg compared to 94.9% Cg in the locked-cycle tests. However, the locked cycle tests generated average grades of 98.1%, 97.0% and 95.1% for the important +32 (XXL), +50 (XL) and +80 (L) mesh size fractions respectively. Flake graphite is sold based on 80% meeting the required specification. Therefore, smaller flake sizes can be blended into larger as long as the carbon content is maintained. The -100 flake concentrate that will be produced from Bissett Creek is suitable for this purpose. After blending, the FS Update assumes 60% of Bissett Creek production will be +50 mesh and a third of this material is actually +32 mesh, 35% of production will be +80 mesh, and 5% will be +100 mesh. The weighted average price that would be realized by Bissett Creek concentrates is estimated at US\$1,800/t in the FS Update.

(d) Production

In the FS Update, an average of 20,800 tonnes of graphite concentrate at 94.5% Cg is expected to be produced annually over the course of 28 years.

(e) Operating Costs

Cash mine operating costs were estimated to average \$795 per tonne of concentrate in the FS Update or approximately US\$650/t at current exchange rates.

(f) Capital Costs

In the FS Update, the capital cost to construct the processing plant, power plant and all associated mine infrastructure is estimated at \$101.6 million including a \$9.3 million contingency.

The Company is required to deposit a financial assurance of \$2.3 million with the Province of Ontario (\$812,628 is held on deposit including accrued interest) to guarantee its obligations with respect to the Mine Closure Plan, compared to the \$3.57 million estimate used in the FS.

(g) Sensitivities (pre-tax) 2013 FS Update

Sensitivity Analysis - FS Update:

| | \$2,100 | | \$1,800 | | \$1,500 | |
|-----------------------------|----------------|------------|----------------|------------|----------------|------------|
| | NPV* | IRR | NPV* | IRR | NPV* | IRR |
| Base Case | \$201.1 | 25.7% | \$129.9 | 19.8% | \$58.7 | 13.6% |
| Grade +10% | \$250.6 | 29.7% | \$172.3 | 23.4% | \$93.9 | 16.8% |
| Grade -10% | \$151.6 | 21.6% | \$87.6 | 16.2% | \$23.6 | 10.3% |
| Operating costs -10% | \$218.8 | 27.1% | \$147.6 | 21.3% | \$76.5 | 15.2% |
| Operating costs +10% | \$183.4 | 24.2% | \$112.2 | 18.3% | \$41.0 | 11.9% |
| Capex -10% | \$212.3 | 28.4% | \$141.2 | 22.0% | \$70.0 | 15.3% |
| Capex +10% | \$189.8 | 23.4% | \$118.7 | 18.0% | \$47.5 | 12.2% |

*\$ millions @ 8%

Project Opportunities

A number of significant, low risk opportunities exist to improve upon the FS Update including.

- There is scope to reduce capital costs through the purchase of used equipment and lease financing of the mining fleet and natural gas generators.
- The 2013 Preliminary Economic Assessment and the PEA Update show that the economics of building a processing plant with double the capacity of that used in the FS Update are very attractive. Due to the flat lying nature of the deposit, production can be expanding without a significant increase in the stripping ratio or capital and operating costs, and can take advantage of lower grade material currently planned to be stockpiled in the mined out pit.
- Additional testing has determined that waste rock and the low grade stockpile will not become acid generating for a substantial period of time and therefore a lined pad is not required as contemplated in the FS Update. Also, the Company intends to build an engineered wetland to treat any run off from the low grade stockpile and therefore no financial assurance will be necessary to return any potentially acid generating material that is stored on surface to the pit.
- The Company has carried out extensive purification testing and has developed a commercial process to produce and sell high purity ($\geq 99.95\%$ Cg) products.
- The Company has successfully upgraded Bissett Creek concentrate for use in Lithium ion batteries. Testing to further define the capital and operating costs of constructing an upgrading facility has advanced.

No revenues or costs associated with mine expansion or upgrading and purifying to sell into value added markets are included in the FS or the FS update.

Expansion Preliminary Economic Assessment

The Company completed and filed a NI 43-101 Technical Report on Sedar with respect to a Preliminary Economic Assessment on an expansion case for its Bissett Creek project. The Expansion PEA was undertaken to demonstrate the ability to meet expected future growth in graphite demand by substantially increasing production from the Bissett Creek deposit based on Measured and Indicated resources only. The Expansion PEA was authored by Marc Leduc P. Eng. and estimates the economics of doubling mill throughput after three years of operation. It indicates that Bissett Creek has viable economics even at or below current depressed graphite price levels.

On June 24, 2014, the Company updated the Expansion PEA (the “Expansion PEA Update”) in order to assess the economics of building a two Mtpa processing plant, at the outset, rather than increasing from one Mtpa to two Mtpa after three years of operation, as contemplated in the Expansion PEA. The larger process plant was evaluated due to potential interest from the lithium-ion battery industry but the Company does not intend to pursue such a scenario at the present time. For the Expansion PEA Update, Ken Kuchling, P.Eng., Senior Mining Associate of P&E Mining Consultants Inc. (“P&E”) modified the Expansion PEA mine plan to commence production at the expanded 2.0 Mtpa production rate rather than ramping up in year three and to more aggressively backfill the open pit with waste. Dan Peldiak, P.Eng. Principal Process Engineer WorleyParsons Canada prepared the revised capital and operating costs for the process plant which represents a portion of the total capital and operating costs for the project. Andrew Bradfield, P.Eng. of P&E, who is independent of the Company, approved and authorized the disclosure of the technical information relating to the Expansion PEA Update. There is no requirement for a new NI 43-101 report relating to the Expansion PEA Update as the changes were not material and a new report was not filed. A press release was issued and filed on SEDAR and includes detailed cash flows relating to the Expansion PEA Update..

Development capital costs in the Expansion PEA Update have been estimated at \$134.1 million (including a 10% contingency) for an operation that will produce an average of approximately 44,200 tonnes of graphite concentrate annually over the first 10 full years of operation.

Both the Expansion PEA and the Expansion PEA Update show improved economics over the FS Update because production is essentially being doubled while capital costs have increased by less than 50%. The Expansion PEA Update is a more optimal plan because it is more efficient to build one large mill rather than building a second parallel circuit after three years. However, the current annual graphite market is less than 400,000 tonnes and a project this size has the potential to adversely affect prices, especially considering the volume of XL and XXL flake sizes that will be produced. The Company would only contemplate an expansion scenario if it had a strategic partner and secured offtake agreements.

Summary of PEA Results:

| | 2013 FS Update | Expansion PEA | Expansion PEA Update |
|--|---------------------------|--------------------------|---------------------------------|
| Reserves/resources (million tonnes)* | 28.3* | 39.4* | 40.5 ¹ |
| Feed Grade (% graphitic carbon) | 2.06%* | 1.85%* | 1.83% ¹ |
| Waste to ore ratio | 0.79 | 0.24 | 0.25 |
| Processing rate (tonnes per day - 92% availability) | 2,670 | 2,670-5,340 | 5,480 |
| Mine life (years) | 28 | 22 | 21 |
| Mill recovery | 94.7% | 94.7% | 94.7% |
| Average annual production | 20,800t | 33,183t | 44,200 ² |
| Initial capital cost (\$ millions - including 10% contingency) | \$101.6M | \$101.6M | \$134.1 |
| Expansion capital | NA | \$45.2M | NA |
| Sustaining capital | \$43.0 | \$58.7M | \$55.1 |
| Cash operating costs (\$/tonne of concentrate) | \$795/t | \$695/t | \$736 |
| Mining costs (\$/tonne of ore) | \$5.63 | \$4.05 | \$3.74 |
| Processing costs (\$/tonne of ore) | \$8.44 | \$7.35 | \$7.78 |
| General and administrative costs (\$/tonne of ore) | \$2.50 | \$1.45 | \$1.45 |
| CDN/US dollar exchange rate | 0.95 | 0.95 | 0.95 |

*The probable reserve in the FS update consists of 24 million tonnes (“Mt”) grading 2.20% Cg and 4.0 Mt of low grade stockpile (“LGS”) grading 1.26% Cg. The PEA accelerates the processing of the probable reserve and processes an additional 11.1 million tonnes of measured and indicated resources from the LGS at the end of the mine life. All grades are diluted.

¹ Potentially economically extractable resources based on the 24 million tonne probably reserve grading 2.20% Cg (as estimated in the FS Update) being processed first followed by the processing of 16.1 million tonnes of Measured and Indicated resources grading 1.26 % Cg from a low grade stockpile. All grades are diluted. *Mineral resources that are not mineral reserves do not have demonstrated economic viability.*

² first 10 years

| | FS Update | Expansion PEA | | | Expansion PEA Update | | |
|---|----------------------|----------------------|----------------|---------|-----------------------------|----------------|---------|
| | | (base case) | | | (base case) | | |
| Graphite prices (US\$ per tonne) | \$1,800 | \$2,100 | \$1,800 | \$1,500 | \$2,100 | \$1,800 | \$1,500 |
| Pre tax NPV @8% (CDN\$ millions) | \$129.9 | \$335.6 | \$231.0 | \$126.6 | \$380.9 | \$264.7 | \$148.4 |
| Pre tax IRR (%) | 19.8% | 33.0% | 26.3% | 18.8% | 40.7% | 31.7% | 22.2% |
| After tax NPV@8%(CDN\$ millions) | \$89.3 | \$221.9 | \$150.0 | \$77.3 | \$257.9 | \$178.9 | \$99.0 |
| After tax IRR (%) | 17.3% | 27.7% | 22.0% | 15.7% | 33.9% | 26.7% | 18.9% |

The expansion cases indicate that the Bissett Creek Project has attractive economics even at or below current depressed graphite price levels. The pre-tax IRR is 26.3% (22.0% after tax) and the pre-tax NPV is \$231.1 million (\$150.0 million after tax) in the Expansion PEA base case which uses an 8% discount rate and a weighted average price of US\$1,800/tonne of concentrate. The Expansion PEA Update has a pre-tax IRR is 31.7% (26.7% after tax) and the pre-tax NPV is \$264.7 million (\$178.9 million after tax) using the same parameters due to the efficiencies inherent in building one large plant at the start rather than building a parallel circuit after three years of operation.

Corporate Developments

On February 8, 2016, the Company announced that a major international engineering company had completed a fatal flaw analysis and scoping study with respect to the Company's proprietary purification process. It was concluded that Northern's process does not present any major technical challenges, can be carried out using relatively standard processing equipment and will not generate any harmful waste products. Capital costs are estimated at approximately US\$10.5 million (including a 35% contingency) for a facility to purify 5,000 tonnes per year of either flake graphite concentrate or spherical graphite, the anode material used in lithium ion batteries. Operating costs to purify spherical graphite to 99.95%C were estimated at approximately US\$0.50/kg. Capital and operating costs are based on conservative reagent volumes and retention times and could be reduced with further testing and optimization which will be done through the construction of a pilot plant.

On March 8, 2016 the Company announced that a major international engineering company had completed a scoping study with respect to the Company's proprietary coating process. Coating is one of the steps in upgrading graphite mine concentrate to spherical graphite. Capital costs are estimated at approximately US\$3.2 million (including a 35% contingency) for a facility to coat 5,000 tonnes per year. Operating costs were estimated to be less than US\$0.20/kg.

On March 29, 2016, Elcora Advanced Materials Corp, Northern Graphite Corporation, Nouveau Monde Mining Enterprises Inc, Metals of Africa Limited, Coulometrics LLC and a private industry partner announced that they are jointly acquiring a micronizing and spheronizing mill to produce spherical graphite, a critical step in the production of anode material used in lithium ion batteries. The spheronizing equipment will be used to evaluate and optimize the yield of SPG from various graphite mine concentrates and to develop next generation and high-yield spheronization technology to meet the demanding cost targets for automotive lithium ion battery applications.

On April 28, 2016, the Company granted stock options to purchase a total of 3,050,000 common shares to its senior officers and non-executive directors. The options are exercisable at a price of \$0.50 per share until April 27, 2021. The Company made this grant following the expiration of options to purchase 2,025,000 common shares at a price of \$0.50 per share on April 18, 2016. For the last two years management and the board have reduced salaries, fees and bonuses. The granting of stock options under the stock option plan is a meaningful part of the Corporation's annual compensation policy, particularly in such circumstances. 500,000 of the stock options granted to non-executive directors will be subject to an escrow agreement and cannot be exercised unless and until they have been ratified by a majority vote of disinterested shareholders to be held no later than Northern's annual general meeting to be held in 2017. The balance of the stock options can be exercised at any time.

On October 27, 2016, Elcora Advanced Materials Corp, Northern Graphite Corporation, Nouveau Monde Mining Enterprises Inc., Metals of Africa Limited, Pyrotek Incorporated, and Coulometrics LLC announced that the micronizing and spheronizing mill acquired by the group has been installed and is operational. Northern also announced that Stephen Thompson, CFO has resigned to pursue another opportunity.

Selected Information

The selected financial information set out below is based on and derived from the Financial Statements which have been prepared in accordance with IFRS.

| | Nine months ended September 30, 2016 \$ | Nine months ended September 30, 2015 \$ |
|--|---|---|
| Statement of Operations and Comprehensive Loss Data | | |
| Total Revenue | Nil | Nil |
| Total Expenses | 1,445,265 | 879,256 |
| Net Income/(Loss) | (1,419,519) | (871,798) |
| Net Income/(Loss) per Share – basic and diluted | (0.03) | (0.02) |
| Statement of Financial Position Data | | |
| | As at September 30, 2016 | As at December 31, 2015 |

| | | |
|-----------------------|------------|------------|
| Total Assets | 13,594,980 | 14,115,045 |
| Total Long-Term Debt | Nil | Nil |
| Total Liabilities | 396,025 | 532,191 |
| Shareholders' Equity: | | |
| Share Capital | 21,459,258 | 21,256,057 |
| Equity | 13,198,955 | 13,582,854 |

Results of Operations

| | Three months ended September 30 | | Nine months ended September 30 | |
|---|---------------------------------|-----------|--------------------------------|-----------|
| | 2016 | 2015 | 2016 | 2015 |
| | \$ | \$ | \$ | \$ |
| General and administrative | | | | |
| Management and consulting fees | 72,233 | 76,460 | 190,592 | 288,176 |
| Legal and audit | 7,453 | (16,540) | 23,354 | 53,179 |
| Office and miscellaneous | 56,247 | 35,088 | 248,617 | 222,731 |
| Share-based payments | 42,421 | 8,880 | 935,620 | 262,709 |
| Depreciation | 13,983 | 17,416 | 47,126 | 51,680 |
| Foreign exchange (gain) loss | - | - | (44) | 781 |
| | 192,337 | 121,304 | 1,445,265 | 879,256 |
| | | | | |
| Loss from operations | (192,337) | (121,304) | (1,445,265) | (879,256) |
| Interest income | 788 | 2,359 | 3,746 | 7,458 |
| Gain on disposal of equipment | 22,000 | - | 22,000 | - |
| Income before taxes | (169,549) | (118,945) | (1,419,519) | (871,798) |
| Tax expense | - | - | - | - |
| Loss and comprehensive loss for the period | (169,549) | (118,945) | (1,419,519) | (871,798) |

Management and consulting fees decreased from \$288,176 in the first nine months of 2015 to \$190,592 in the first nine months of 2016 primarily as a result of a reduction in the amounts being paid to senior management and reductions in the amount of total time billed by consultants. Office and miscellaneous expenses increased from \$222,731 in the first nine months of 2015 to \$248,617 in the first nine months of 2016 due to higher investor relations and promotion expenditures. During the first nine months of 2016, the Company recognized \$935,620 (2015-\$262,709) in share-based payments related to stock options. Depreciation expenses decreased to \$47,128 in the nine months ended September 30, 2016 (2015-\$51,680).

For the nine months ended September 30, 2016, the Company recorded a loss and comprehensive loss of \$1,419,519, or \$0.03 per share, compared to a loss and comprehensive loss of \$871,798, or \$0.02 per share, in the same period of last year, primarily as a result of 2016 having included non-cash charges for share-based payment expense of \$935,620 related to stock options issued in April of 2016 which were only partially offset by decreased management and consulting fees.

Expenses capitalized to the Company's exploration and evaluation assets during the nine months ended September 30, 2016 decreased to \$138,413 from \$447,285 in the same period last year as major areas of activity are near completion or activity levels have been reduced due to financial constraints.

Summary of Quarterly Results

The summary of quarterly results has been prepared in accordance with IFRS.

| Year ended Dec 31 | Quarter | Interest Income \$ | Total Loss \$ | Income (Loss) Per share \$ |
|----------------------|---------|--------------------------|------------------|----------------------------------|
| 2016 | 3 | 788 | (169,549) | (0.00) |
| | 2 | 1,345 | (1,101,945) | (0.02) |
| 2015 | 1 | 1,613 | (155,525) | (0.00) |
| | 4 | 4,741 | (164,476) | (0.00) |
| | 3 | 2,359 | (118,945) | (0.00) |
| | 2 | 1,852 | (235,907) | (0.01) |
| 2014 | 1 | 3,247 | (516,948) | (0.01) |
| | 4 | 8,748 | (142,374) | (0.00) |

The Company, as an exploration stage company, experiences a high degree of variability in its quarterly results. The Company's expenses are not related to the regular and continuous activities that take place when a mine is in production. In the first three months of 2015, the Company awarded stock options which contributed \$249,723 to the increase in loss & comprehensive loss. In the second quarter of 2016, the Company awarded stock options which contributed \$884,318 to the increase in loss & comprehensive loss.

Liquidity and Capital Resources

As at September 30, 2016, the Company had \$70,140 in accounts payable and accrued liabilities, compared to accounts payable and accrued liabilities of \$206,306 as at December 31, 2015 due to the timing of supplier invoicing and a reduction of the Company's overall activity. The Company had cash of \$864,724 as at September 30, 2016 compared to \$1,457,962 as at December 31, 2015. The decrease in cash was primarily the result of the Company spending on exploration and evaluation activities, specifically engineering and metallurgical, in addition to office expenses.

The Company's working capital has decreased from \$1,313,036 at December 31, 2015 to a September 30, 2016 balance of \$837,850 primarily as a result of exploration and evaluation expenditures as well as office expenses. As at September 30, 2016 the Company had \$907,990 in cash, receivables, and prepaid expenses, compared to \$1,519,342 as at December 31, 2015.

Use of the Proceeds from Short Form Prospectus Offering

On July 9, 2015, the Company closed a short form prospectus offering (the "Offering") of 2,102,998 units, each unit comprised of one common share of the Company and one half of one common share purchase warrant, at a price of \$0.60 for gross proceeds of \$1,261,799. Each full warrant entitles the holder thereof to acquire one common share of the Company at an exercise price of \$0.80 per share for a period of 24 months from the closing of the Offering. Net proceeds of \$1,038,921 were intended to be used to fund ongoing permitting necessary for the construction and operation of a mine at the Bissett Creek Project, to conduct additional product qualification work to further develop its technologies for purifying graphite and making spherical graphite for use in lithium ion batteries, and for general working capital.

| Principal Purpose | Use of net proceeds as per private placement \$ | Actual use of proceeds \$ |
|--|---|---------------------------------|
| Ongoing environmental permitting | 500,000 | 303,374 |
| Product qualification work & general working capital | 538,921 | 735,547 |
| Total | 1,038,921 | 1,038,921 |

Contractual Obligations

As at September 30, 2016, the Company had no contractual obligations (commitments as at December 31, 2015 – \$Nil) to purchase goods or services that are enforceable and legally binding on the Company.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

Transactions with Related Parties

Major Shareholder

The Company has no major shareholder

Key Management Compensation

In the nine months ended September 30, 2016, the Company expensed management fees to companies owned and controlled by key management personnel of \$50,088 (2015 – \$nil), and salary and compensation to key management personnel of \$127,115 (2015 – \$240,000). In the nine months ended September 30, 2016, the Company provided employee benefits totaling \$5,457 (2015 –\$14,184) to key management personnel. In the nine months ended September 30, 2016, the Company expensed share-based compensation for stock options granted to key management personnel of \$585,420 (2015-\$57,628). In the nine months ended September 30, 2016, the Company expensed share-based compensation for stock options granted to directors of \$336,546 (2015-\$192,095). In the nine months ended September 30, 2016, the Company expensed directors’ fees of \$nil (2015-\$15,000).

Other Related Party Transactions

During the nine months ended September 30, 2016, the Company expensed office rental payments of \$17,775 (2015 – \$17,775) to a public company whose CEO and Director is also a Director of Northern.

Proposed Transactions

The Company continually reviews potential merger, acquisition, investment and other joint venture transactions that could enhance shareholder value. At the current time, there are no reportable proposed transactions.

Changes in Accounting Policies

Recent and future pronouncements issued

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for accounting periods after December 31, 2015. Pronouncements that are not applicable or do not have a significant impact to the Company have been excluded from the discussion below. The Company is currently evaluating the potential impacts of these new standards.

IFRS 9, Financial Instruments (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39. IFRS 15 Revenue from Contracts with Customers provides a single principle-based framework to be applied to all contracts with customers.

IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.

IAS 1 Presentation of Financial Statements amendments are a part of a major initiative to improve disclosure requirements in IFRS financial statements. The amendments clarify the application of materiality to note disclosure and the presentation of line items in the primary statements provide options on the ordering of financial statements and additional guidance on the presentation of other comprehensive income related to equity accounted investments. The effective date for these amendments is January 1, 2016.

Critical Accounting Estimates and Judgements

The preparation of the Financial Statements requires Management to make estimates, assumptions, and judgements about the future that affect the amounts recorded in the Financial Statements. These estimates, assumptions, and judgements are based on the Company's experience and management's expectations about future events that are believed to be reasonable under the circumstances, and they are continually being evaluated based on new facts and experience. Actual results may differ from these estimates, assumptions and judgements. The effect of a change in an accounting estimate is recognized prospectively in the period of change and future periods if the change impacts both periods.

Significant estimates used in the preparation of the Financial Statements include, but are not limited to:

- (i) asset carrying values and impairment charges;
- (ii) the economic recoverability of exploration expenditures incurred and the probability of future economic benefits from development expenditures incurred;
- (iii) the expected costs of asset retirement obligations; and
- (iv) the calculation of share-based compensation and warrants which includes the assumptions used in the Black-Scholes option pricing model including volatility, estimated forfeiture rates and expected time until exercise.

Significant judgements used in the preparation of the Financial Statements include, but are not limited to:

- (i) those relating to the assessment of the Company's ability to continue as a going concern;
- (ii) the useful lives and related depreciation of property and equipment;
- (iii) the identification of separately identifiable components in property and equipment where their respective cost is significant in comparison to the total cost;
- (iv) the classification of expenditures as exploration and evaluation assets; and
- (v) the recognition of deferred tax.

Critical Accounting Policies

The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its financial statements:

Going Concern

The critical assumption made by management of the Company is that the Company will continue to operate as a going concern.

The Company is an exploration stage company that incurred a net loss of \$1,419,519 for the nine months ended September 30, 2016 (2015 - \$871,798) and has an accumulated deficit of \$12,153,244 since the inception of the Company. As at September 30, 2016, working capital was \$837,850 and the Company's ability to continue as a going concern is dependent upon its ability to raise additional capital to continue the development of the Bissett Creek Project. The Company completed a short form prospectus offering on July 9, 2015 with gross proceeds of \$1,261,799. However, substantial additional capital, estimated at \$101.6M in the Company's FS update, is required to ultimately build a mine and processing plant on the Bissett Creek Project and to enable the Company to enter production and continue its operations. There is a high degree of risk and many inherent uncertainties in the mining industry and there is no assurance management will be successful in its endeavours. These factors indicate the existence of a material uncertainty which may cast significant doubt about the ability of the Company to continue as a going concern.

The Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company's management believes that it can continue to finance operating expenses over the next twelve months with funds on hand. Given the continuation of negative investor sentiment in the graphite sector and that there was an extended period of weak capital markets in the resource sector, there exists a material uncertainty as to the Company's ability to raise additional funds on favourable terms. The Company's discretionary activities have considerable scope for flexibility in terms of the amount and timing of expenditures. The Company will thoroughly assess all such activities before undertaking them in advance of additional financing being secured. The Company's Financial Statements do not include any adjustments that might result from negative outcomes with respect to these uncertainties.

Impairment of Long-Lived Assets

At each balance sheet date, the Company assesses whether there is any indication that any long-lived assets or finite life tangible assets are impaired. The Company monitors the recoverability of long-lived assets based on factors such as current market value, future asset utilization, business climate and future undiscounted cash flows expected to result from the use of the assets. An impairment is recognized if the recoverable amount, determined as the higher of an asset's fair value less cost to sell and the discounted future cash flows generated from use and eventual disposal of an asset, is less than its carrying value. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Mining properties and exploration and evaluation assets are also assessed for impairment upon the transfer of exploration and evaluation assets to development assets regardless of whether facts and circumstances indicate that the carrying amount of the exploration and evaluation assets is in excess of their recoverable amount.

Mining properties and exploration and evaluation expenditures

Mining properties correspond to acquired interests in mining exploration permits/claims/leases which include the rights to explore, mine, extract and sell all minerals from such permits/claims/leases. All pre-exploration costs, i.e. costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on an area of interest, are expensed as incurred.

Once the legal right to explore has been acquired, exploration and evaluation expenditures are capitalized in respect of each identifiable area of interest until the technical feasibility and commercial viability of extracting a mineral resource are demonstrated.

General and administration expenditures relating to exploration are capitalized where they can be directly attributed to the site undergoing exploration and evaluation.

Exploration and evaluation assets are carried at historical cost, less any impairment losses recognized.

When technical feasibility and commercial viability of extracting a mineral resource are demonstrated for an area of interest, the Company stops capitalizing exploration and evaluation costs for that area, tests recognized exploration and evaluation assets for impairment, and reclassifies any unimpaired exploration and evaluation assets either as tangible or intangible mine development assets according to the nature of the assets.

Share-based compensation

The Company has a share option plan (the “Plan”) described in Note 7 of the Financial Statements. The Company measures the compensation cost of stock options issued under the Plan using the fair-value method as determined using the Black-Scholes option pricing model. Compensation costs are measured at the grant date based on the fair value of the award and are recognized over the vesting period in net income (loss) with a corresponding increase to contributed surplus. Upon exercise, common shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, as adjusted for any consideration paid.

The Black-Scholes option pricing model incorporates highly subjective assumptions, including volatility, estimated forfeiture rates and expected time until exercise, which affect the calculated values. At the end of each reporting period, the Company reviews the option pricing model and updates model inputs for any changes for the purposes of determining the fair value of new grants, and reflects the impact of changes to non-market input estimates for previous grants in net income (loss) with a corresponding adjustment to contributed surplus.

Restoration and site closure provision

The Company has an obligation to reclaim its mining property after the minerals have been mined from the site, and has estimated the costs necessary to comply with existing reclamation standards. The fair value of an asset retirement obligation is recorded in the period in which it is incurred. When the liability is initially recorded, the cost is capitalized by increasing the carrying amount of the related long-lived asset. Over time, the liability is adjusted to reflect the passage of time (accretion expense) and for changes in estimated future cash flows. Accretion expense is charged to the statement of comprehensive profit or loss, while adjustments related to changes in estimated cash flows are recorded as increases or decreases in the carrying value of the asset. The capitalized cost is amortized over the useful life of the related asset. Upon settlement of the liability, a gain or loss is recorded if the actual costs incurred are different from the liability recorded.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax is determined based on differences between the financial statement carrying values of existing assets and liabilities and their respective income tax bases (temporary differences), and losses carried forward. Deferred tax is measured using the enacted tax, or substantially enacted tax rates which will be in effect when the temporary differences are likely to reverse. The effect on deferred tax of a change in tax rates is included in operations in the period in which the change is enacted. The amount of deferred tax recognized is limited to the amount of the benefit that is probable.

Deferred tax and the recognition and measurement of uncertain tax positions are subject to various assumptions and management judgement. Actual results may differ from these estimates. In circumstances where the applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates could occur that materially affect the amounts of deferred tax recorded at September 30, 2016.

Financial instruments

All financial instruments are required to be measured at fair value on initial recognition. Measurement in subsequent periods depends upon whether the financial instrument is classified as fair value through profit or loss (“FVTPL”), available-for-sale assets, held-to-maturity investments, loans and receivables, or other liabilities measured at amortized cost (“Other Financial Liabilities”). Financial instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the statement of operations. Available-for-sale asset financial instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Financial assets classified as held-to-maturity investments, loans and receivables and Other Financial Liabilities, are measured at amortized cost. Transaction costs in respect of financial assets and liabilities which are FVTPL are recognized in profit or loss immediately. Transaction costs in respect of Other Financial Instruments are included in the initial fair value measurement of the financial instrument.

The Company may enter into derivative contracts or, financial instruments and non-financial contracts containing embedded derivatives. Embedded derivatives are required to be accounted for separately at fair value as derivatives when the risks and characteristics of the embedded derivatives are not closely related to those of their host contract, and the host contract is not carried at fair value.

Disclosure of Outstanding Share Data (as at October 31 2016):

Common Shares

Authorized: Unlimited number of common shares.

Outstanding: 51,484,279 common shares.

Warrants

A summary of the Company’s warrants outstanding and exercisable at October 31, 2016 is presented below:

| Exercise price | Warrants outstanding | Warrants exercisable | Expiry date |
|-----------------------|---------------------------------|---------------------------------|--------------------|
| \$0.80 | 1,051,499 | 1,051,499 | July 9, 2017 |

Share Options

A summary of the Company’s share options outstanding and exercisable at October 31, 2016 is presented below:

| Exercise price | Options outstanding | Options exercisable | Expiry date |
|-----------------------|--------------------------------|--------------------------------|--------------------|
| \$0.94 | 25,000 | 25,000 | November 16, 2016 |
| \$0.80 | 75,000 | 75,000 | December 20, 2016 |
| \$2.50 | 25,000 | 25,000 | April 11, 2017 |
| \$0.75 | 200,000 | 200,000 | May 15, 2017 |
| \$0.85 | 500,000 | 500,000 | December 20, 2017 |
| \$0.75 | 100,000 | 100,000 | May 19, 2018 |
| \$0.70 | 650,000 | 650,000 | January 9, 2020 |
| \$0.50* | 3,050,000 | 2,550,000 | April 27, 2021 |
| | 4,625,000 | 4,125,000 | |

*500,000 of the stock options granted to non-executive directors will be subject to an escrow agreement and cannot be exercised unless and until they have been ratified by a majority vote of disinterested shareholders to be held no later than Northern’s annual general meeting to be held in 2017. The balance of the stock options can be exercised at any time.

Trends

There are significant uncertainties regarding the prices of industrial minerals and in the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of industrial minerals, including graphite, have fluctuated widely in recent years and it is expected that wide fluctuations may continue. Management of the Company is not aware of any trend, commitment, event or uncertainty both presently known or reasonably expected by the Company to have a material adverse effect on the Company’s business, financial condition or results of operations other than the normal speculative nature of the natural resource industry and the risks disclosed below under the heading “Risk Factors”.

Risk Factors

An investment in the Company’s common shares is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the

Company. The risk factors noted below, in no specific order, are not an exhaustive list of all risk factors associated with an investment in the Company's common shares or in connection with the operations of the Company.

- Exploration stage company developing one single asset;
- The highly speculative nature of mineral exploration and development;
- No history of mineral development and production;
- Mining operations and no insurance coverage on the inherent risks of such operations;
- Limited operating history and financial resources;
- Governmental and Environmental regulation, permits and compliance;
- The reliability of results of prior exploration work;
- Reliance on management and experts;
- Reliability of proprietary technologies;
- Intellectual property protection;
- Competition;
- Risk to infrastructure;
- The possibility of conflicts of interest for the Company's directors and/or officers;
- The possibility of cost overruns, delays and construction risk;
- Competitive conditions;
- Title to property;
- Aboriginal land claims;
- Environmental risks and hazards;
- Cost of land reclamation;
- Commodity prices;
- Price volatility and lack of active market;
- Litigation;
- No earning or dividend record and no anticipation of paying in foreseeable future.

For a more detailed discussion of the above risk factors, refer to the Company's Annual Information Form filed for the year ended December 31, 2015.

Cautionary Statement Regarding Forward-Looking Statements

This MD&A contains "forward-looking statements" which reflect management's expectations regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements may include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the future price of graphite or other metal prices, the estimation of Mineral Resources, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements 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, assumptions and other factors that 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 factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; fluctuations in currency exchange rates; changes in project parameters as plans continue to be refined; changes in labor costs or other costs of production; future prices of graphite or other industrial mineral prices; possible variations of mineral grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavorable operating conditions and losses; delays in obtaining governmental approvals or financing or in the

completion of development or construction activities; actual results of reclamation activities, and the factors discussed in the section entitled “Risk Factors” in this MD&A. Although the Company has attempted to identify important factors that could 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 to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as may be required by applicable securities laws. 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.

Qualified Person

Gregory Bowes B.Sc., MBA, P.Geo., is the Company’s Qualified Person as that term is defined within National Instrument 43-101 and has reviewed and approved the technical content of the MD&A.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.