NICKEL NORTH EXPLORATION CORP.

(the "Company" or "Nickel North")

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015

The following Management Discussion and Analysis ("MD&A") has been prepared by management as of November 27, 2015, and should be read in conjunction with the unaudited financial statement of the Company together with the related notes for the nine months ended September 30, 2015, and the audited financial statements of the Company together with the related notes thereto for the year ended December 31, 2014. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are stated in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A and may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. The words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets", "may", "will", "should", "might" and similar expressions identify forward-looking statements. Information concerning the interpretation of drill results may be considered a forward-looking statement; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. This MD&A contains information on mineral resources, which 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, socio-political, marketing, or other relevant issues. The quantity and grade of reported Inferred Resources in the estimation contained in the MD&A are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category. The MD&A also indicated that the Hawk Ridge Property contains an exploration target with a potential range of certain number of tonnes at certain average grade ranges. The exploration target is based on the estimated strike length, depth and width of the known mineralization which is supported by intermittent drill holes, geophysics and observations of mineralized surface exposures. The potential quantities and grades of this exploration target are conceptual in nature. There has been insufficient work done by a Qualified Person to define these estimates as mineral resources. The Company is not treating these estimates as mineral resources, and readers should not place undue reliance on these estimates. Even with additional work, there is no guarantee that these estimates will be classified as mineral resources. In addition, there is no guarantee that these estimates will prove to be economically recoverable.

The forward-looking statements are based on reasonable assumptions that have been made by the Company as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks associated with mineral exploration and development; metal and mineral prices; availability of capital; accuracy of the Company's projections and estimates; realization of mineral resource estimates, interest and exchange rates; competition; stock price fluctuations; availability of drilling equipment and access; actual results of current exploration activities; government regulation; political or economic developments; environmental risks; insurance risks; capital expenditures; operating or technical difficulties in connection with development activities; personnel relations; the speculative nature of strategic metal exploration and development including the risks of diminishing quantities of grades of resources; contests over title to properties; and changes in project parameters as plans continue to be refined. 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 as the estimation is uncertain in nature and there has been insufficient exploration to define these inferred mineral resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading inferred mineral resources to an indicated or measured mineral resource category.

The forward-looking statements are based on assumptions management believes to be reasonable, including but not limited to the price of copper, nickel, platinum, palladium or gold; the demand for these metals; the ability to carry on exploration and development activities; the timely receipt of any required approvals; the ability to obtain qualified personnel, equipment and services in a timely and cost-efficient manner; the ability to operate in a safe, efficient and effective manner; and the regulatory framework regarding environmental matters, and such other assumptions and factors as set out herein. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. The Company does not update or revise forward looking information even if new information becomes available unless legislation requires the Company do so. Accordingly, readers should not place undue reliance on forward-looking information contained herein, except in accordance with applicable securities laws.

OVERVIEW

The Company was incorporated under the laws of British Columbia, Canada on February 27, 2007 as Orient Ventures Capital Inc. and changed its name to Nickel North Exploration Corp. on July 30, 2012.

The Company is currently engaged in acquisition, exploration and evaluation of mineral property interests in Canada. The Company's common shares are listed on the TSX Venture Exchange (TSX-V) under the symbol "NNX".

<u>During the Fiscal Year of 2014</u>

On June 26, 2014, the Company appointed Andrew Lee Smith as Interim President and Chief Executive Officer. The Company terminated the consulting agreement with Mr. Phillip Mudry, the predecessor Chief Executive Officer, and his company, Geosource Consulting Inc. and paid the termination fees of $64,000 and bonus of $36,000 as required by the agreement.

On September 9, 2014, the Company entered into an unsecured convertible debenture agreement (the "Convertible Debenture") in the principal amount of $1,000,000 (the "Principal Amount") ($989,750 net of transaction costs) with SinoTech (Hong Kong) Corporation Limited ("SinoTech"), a company with one director in common. The Convertible Debenture will mature on September 9, 2015 and bears interest at 8% per annum payable on the maturity Date. At the option the Company and any time after March 9, 2015, the Company may convert all or any part of the Principal Amount outstanding under the Convertible Debenture into common shares in the capital of the Company at a conversion price of $0.10 per share and any accrued but unpaid interest thereon at the greater of $0.10 per share and the market price at the time of conversion. The proceeds of the Convertible Debenture were used by the Company for the exploration program on the Company's Hawk Ridge Project.

<u>For the Nine Months Ended September 30, 2015</u>

Effective from January 1, 2015, the Company entered into a two (2) year space sharing agreement with a company which has directors and CEO in common. In the agreement, the Company agreed to share the premises with the related party and shall pay the Company's proportionate share of rent at a monthly rate of $2,000.

On March 4, 2015, the Company entered into a loan agreement with a company that has one director in common. The principal of the loan is $100,000. The loan is unsecured, bears interest at 8% per annum and matures on March 11, 2016. The loan was fully repaid on July 13, 2015.

In May 2015, the Company claimed and received the Quebec Tax Credit of $438,872 for the 12 months year ended December 31, 2014. The Company also claimed the Credit on Duties Refundable for Loss with Ministry of Energy and Natural Resources of $78,147 for the 12 months year ended December 31, 2014.

The Company repaid the $100,000 loan with the accumulated interest expenses of $2,673 on July 13, 2015.

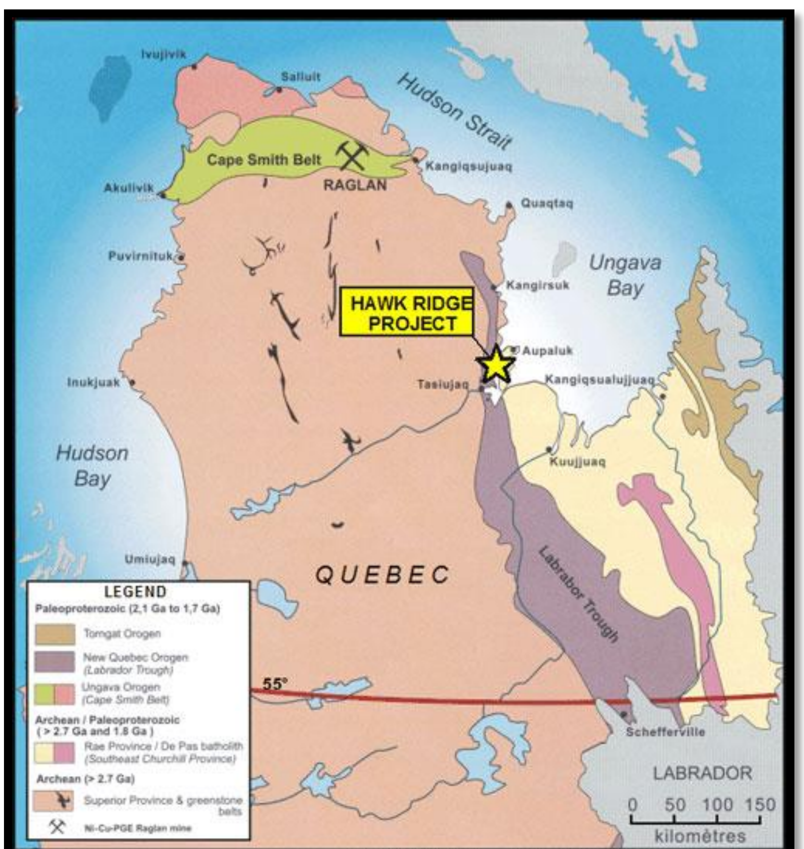
On September 9, 2015, the Company completed the conversion of the Convertible Debenture issued on September 9, 2014 in accordance with the terms of the Convertible Debenture of the full Principal Amount of the Convertible Debenture including accrued but unpaid interest into the Company's common shares at the conversion price of $0.10 per share. A total of 10,800,000 common shares of the Company were issued.

Hawk Ridge Property

The Hawk Ridge Property (the "Property") is strategically situated on tidewater in Ungava Bay, Northern Quebec and is located near the northern end of the Labrador Trough (New Quebec Orogen). The 713 contiguous mineral claims cover 30,658 hectares along a 48.7 km belt of mafic to ultramafic intrusive, volcanic and sedimentary rocks. The Property hosts numerous magmatic nickel-copper sulphide zones along its length. The geology is composed of Early to Middle Proterozoic folded volcanic-sedimentary sequences intruded by gabbro, pyroxenite and peridotite bodies, including sills and plugs. The property lies within the prolific Circum Superior Nickel-Copper Belt, which hosts the world-class Raglan and Thompson mining districts.

The Company owns 100% ownership of the Hawk Ridge Property. The Property is subject to a 3% net smelter returns royalty ("NSR") and the Company has the option to purchase one-third of the NSR (1%) for $1,000,000.

Figure 1. Hawk Ridge Property locality map.



The Property has an extensive exploration history dating back to 1961 (with a total of 27,155 meters of historical drilling in 345 holes (totalling approximately $20 million in expenditure) by companies including Esso, SOGEM, Phelps Dodge, Troymin and Falconbridge. Prior to the Nickel North exploration program in 2012, the most recent on-ground exploration was during 1996 and 1997 when an airborne magnetic and frequency domain EM (Electromagnetic) survey was conducted, followed by 15,763 meters of drilling in 117 diamond drill holes. Of the 29 historical nickel, copper and platinum group mineral (PGE) occurrences identified on the Property, exploration during this period was concentrated on four zones including; Pio Lake, Gamma, Hopes Advance Main and Hopes Advance North.

The Pio Lake Target contains two main mineralized lenses that dip steeply to the east. An adit and four raises were extended into the mineralization in 1973-74 by Lone Star Mining and a 6,437 tonne high grade bulk sample was mined. Lone Star Mining (1974) also reported that high grade material still remains, including 7,260 tonnes grading 6.9% Cu and 0.3% Ni in the East Vein, and 9,662 tonnes grading 6.6% Cu and 3.2% Ni in the West Vein. The West Vein has been interpreted as being of magmatic origin and the East Vein may be remobilized. This historical resource estimate is for a small zone of mineralization on the Hawk Ridge Property but the calculation is not compliant with the NI-43-101 regulations. The qualified person of the Company has not done sufficient work to date, to classify these historical estimates as current mineral reserves and or resources. The Company is not treating these historical estimates as current and the historical estimates should not be relied upon.

At Hopes Advance Main, historical resource estimates (non 43-101 compliant) are 48.4 million tonnes grading 0.51% Cu and 0.18% Ni over a strike length of 800 meters (based on the airborne EM response) and an average width of approximately 30 meters. The Company is not treating these historical estimates as current and the historical estimates should not be relied upon.

At Hopes Advance North, historical drilling intersected massive and disseminated sulphides over a strike length of at least 250 meters within a highly folded intrusive and sedimentary sequence including porphyritic gabbro, schist and peridotite. Drilling intersected massive sulphides grading 6.81% Cu and 1.92% Ni over 3.0 meters and 1.24% Cu and 0.84% Ni over 3.95 meters in HR 96-35. Drill hole HR 97-112, located 250 meters south, returned 2.45% Cu and 3.39% Ni over 3.5 meters.

Historical drilling at Gamma intersected grades of 4.34% Cu and 1.57% Ni over 3.78 meters in magmatic sulphides at the contact between porphyritic gabbro and graphitic schist (HR 96-54). Drilling at Gamma-Schindler, 450m south, intersected sulphide within gabbro, with results of 10.85 metres averaging 3.28% Cu and 1.31% Ni (62-07). Disseminated sulphides in the gabbro reported average grades of 0.52% Cu and 0.19% Ni over 16.2 meters from HR96-53.

The Property runs along a north-south corridor of 713 mineral claims surrounded by restricted lands to the east, west and south. Category I lands administered by the Aupaluk Inuit Village are adjacent to the northern third of the Property. Lands surrounding the southern two thirds of the Property are currently withdrawn in order to study the potential of a provincial park (Baie-aux-feuilles). Also immediately to the southwest at the southern end of the property Category I lands are administered by the Tasiujaq Inuit Village.

Nickel North Exploration Program

Since the Company acquired the Hawk Ridge Property in 2012, the exploration program has led to the discovery of additional Ni-Cu-PGE mineral occurrences, a 43-101 compliant mineral resource, and to a better understanding of the property geology, especially with respect to the mafic-ultramafic Montagnais Group sills and their associated Ni-Cu-PGE mineralization.

2014 Exploration Program

The 2014 exploration program on the Hawk Ridge Property built on previous successes by conducting a property-wide pXRF (Niton®) geochemical survey, focused geophysical Mag - VLF surveys and surface and drill-hole

TDEM surveys, organic soil geochemical surveys, geological mapping and diamond drilling at Hopes Advance Main and North, Pingo-Seahorse, Gamma-, Bay-Fold area, Pio deposit area and the Lucille Sill.

The highlights of the 2014 exploration program were:

- The drill intersection of a 7.01 m thick massive Ni-Cu-PGE sulphide body in the Gamma-Schindler Zone, coincident with the mineralized mafic-ultramafic contact within the sill. This mineralized zone has a strike length of at least 850 m, and appears to contain other massive sulphide stratiform bodies. The 7.01 m intersection grades 2.11 % Ni, 2.73 % Cu, 0.62 g/t Pt+Pd. The massive sulphide body has modeled dimensions (based on BHEM) in the range of 70 m x 50 m x 5 m.
- The identification of numerous pXRF (Niton®) Ni-Cu anomalies throughout the property, many of which have not been previously explored. Further exploration of the 2014 pXRF anomalies will likely lead to the discovery of new zones of Ni-Cu-PGE sulphide mineralization. Ten of these pXRF anomalous Ni-Cu zones were identified adjacent to the Cu-Ni Pio deposit, all of which warrant further investigation. The pXRF survey extended the Pio deposit horizon at least 725 m further north.
- The discovery of a new style of magmatic Ni-Cu-PGE sulphide mineralization associated with ultramafic-dominated sills, exemplified by the newly-discovered mineralized Lucille sill.

Exploration Field Work

The exploration program was executed in two phases, with the initial fieldwork focused on ground-truthing targets generated through desk–top studies. Mutli-element geochemical pXRF analyses of bedrock mineralization , geological mapping and sampling of targeted prospects were employed to qualify potential target zones for follow-up work, including ground geophysical surveys and diamond drilling.

<u>Phase I Results:</u>

Work completed in the first phase of the 2014 exploration program consisted of systematic Niton® portable XRF (pXRF) prospecting, sampling and mapping to assess and define Ni-Cu-PGE prospects within the Hawk Ridge property. Approximately 4000 pXRF analyses were conducted on a number of VTEM conductors, gossan showings and layered intrusions, including previously unexplored portions of the property.

The highest grade nickel analyses from the pXRF survey were returned from mineralization associated with magmatic settings, confirming the exploration model that high-grade Ni-Cu-PGE deposit(s) with a metallogenic setting similar to Raglan and “Raglan South” are likely present on the property and should be the focus of further exploration.
This style of mineralization at Hawk Ridge has been identified as both disseminated and massive, varieties. These mineralized horizons display good lateral and down dip continuity and have significance as components of a magmatic system that potentially includes substantial accumulations and thicknesses of similar high-grade material.

Exploration identified a new Ni-Cu-PGE trend of importance. The Brad Zone, is a Ni-Cu-PGE rich zone with magmatic affinity, is spatially associated with the high-grade Pio Lake Ni-Cu-PGE deposit and is 2 km to the SSE of and directly along strike of the PGE-rich Fold and Bay showings. The trend is 500m east of the Pio deposit and is defined by a 1.6 km long zone of ultramafic rocks containing disseminated magmatic sulphides and anomalously high tenors of PGE (including 2.34g/t Pt+Pd+Au at the Brad Showing). The mineralized zone is characterized by areas of malachite staining containing extreme Ni and Cu concentrations as analyzed by pXRF. The northern portion of the Brad Zone is associated with VTEM conductors with high conductivities characteristic of nickel sulphide conductors. Ground pulse electromagnetic surveys (PEM) over this zone and the Pio deposit were completed in preparation for drilling.

The Lucille Sill is a previously unexplored 2.3 kilometre long, 400 metre thick north-trending peridotite-gabbro intrusive complex in the southwestern portion of the property. It is different than all other peridotite bodies on the property in its lithological, geochemical and geophysical character. Outcrops have a pronounced iron-stained fractured appearance, and anomalous disseminated magmatic sulphides. Regional reconnaissance style pXRF analyses on the Lucille Sill returned Ni and Cu concentrations several orders of magnitude greater than that found elsewhere (other than at known Ni-Cu-PGE deposits). Follow-up grid based pXRF analyses at 20 x 25m spacing's returned a pronounced Ni anomaly on the southernmost peridotite-gabbro body.

A detailed ground magnetic and VLF survey (50 m line spacing) was conducted at Lucille, defining coincident geophysical anomalies associated with areas of anomalous nickel. Ground-based Pulse EM surveys were completed over the complex.

Phase II Exploration

The objective of the second phase of exploration was to drill test priority, high-grade Ni-Cu-PGE targets previously identified or discovered during the first phase of the 2014 exploration program, including the Brad Zone, the Lucille Sill, and Gamma. The Phase II work program included 1,041 metres of diamond drilling in 7 drill holes, additional ground geophysical and geochemical surveys and geological mapping of target areas.

Based on successful completion of the geophysical surveys and further target prioritization, the drilling program was initiated to test the Pio Lake deposit to west of Brad Zone, the Lucille Sill, and the Gamma high-grade massive Ni-Cu-PGE sulphide body and its possible down-dip extension.

On November 10th, 2014, the Company announced the results from the 2014 diamond drilling program, including a significant magmatic sulphide intersection at Gamma. The intercept was 7.01 metres grading 2.11% Ni, 2.73% Cu and 0.62 grams PGE's per tonne from 60.5 metres drill depth, including 3.35 metres at 4.24% Ni, 4.70% Cu and 0.95 grams PGEs per tonne (HR2014-50).

This drill intercept was a 40 metre step out to the north from HR-2012-03 which intersected 1.86 metres grading 2.84% Ni, 4.67% Cu and 1.31 grams PGE's per tonne (see release dated December 4, 2012). The results from HR-2014-50 indicate both the Ni concentration and widths of the massive sulphide intersection have increased northwards along strike.

Table 1: 2014 Gamma Zone Drill Core Assay Results

HOLE #		From (m)	To (m)	Width[1,2] (m)	Ni[3] (%)	Cu[3] (%)	Pd[3] (g/t)	Pt[3] (g/t)	Au[3] (g/t)	Prospect	Comments
HR-2014-50		57.84	64.85	7.01	2.11	2.73	0.500	0.120	0.012	Gamma	Massive Magmatic Ni-Cu-PGE Sulphides
	Incl.	60.50	63.85	3.35	4.24	4.70	0.759	0.193	0.009	Gamma	Massive Magmatic Ni-Cu-PGE Sulphides
HR-2014-49		100.50	109.00	8.50	0.13	0.51	0.104	0.043	0.026	Gamma	Interstitial Magmatic Sulphides
	Incl.	100.50	104.00	3.50	0.21	0.71	0.135	0.046	0.031	Gamma	Interstitial Magmatic Sulphides

[1] reported intersections are believed to represent true thicknesses.
[2] Calculated intervals use a 0.25% Cu per tonne cut-off value.
[3] No top cut has been used on assay values.

2015 Exploration Program

The Company is engaged in a strategic review of the Hawk Ridge Property in order to evaluate the results of the successful 2014 program and to provide direction for ongoing work at Hawk Ridge. This has involved a thorough review of all company exploration datasets, including standardizing all historic exploration coding and establishment of new exploration data management protocols and databases in order to provide a unified searchable database that has been used to systematically rank all targets on the property.

Detailed drill sections and long sections, together with 3D modeling, have been used to target down plunge extensions to the Gamma Massive Sulphide Occurrence drilled in 2014, which remains open at depth, and this approach will be utilized to target down plunge shoots of nickel-rich massive sulphide at Hopes Advance North, where mineralization remains open along strike and down plunge. Follow-up drilling will be planned to test extensions to the nickel-rich magmatic sulphide intercept drilled in 1997, of 6.5m @ 1.9% Ni, 2.3% Cu including 3.5m @ 3.4% Ni and 2.45% Cu in massive pentlandite rich sulphide (97-112). Advanced modeling will also be used to revisit the high-value ore at Pio.

Apart from studying and classifying the potential of individual occurrences, the 2015 review has focused on the regional setting of the mineralization to provide a framework for exploration for giant Ni-rich massive sulphide deposits associated with discordant plug-like ultramafic intrusions in areas of geological and structural complexity. Previous work (Mungall, 2002) had identified three areas where field mapping and drilling identified ultramafic feeders or conduits, including the Hopes Advance area, Schindler and the Fold and Bay area (of which the new Brad Zone discoveries are the southern extension). Two additional ultramafic bodies that crosscut the stratigraphy are plug-like and warrant further attention, include Horseshoe East and an ultramafic body west of the Lucille Sill.

The Company plans to evaluate the potential of all advanced targets after:

- completion of detailed drill cross sections and long sections for down plunge targeting, including 3D modeling, using the new integrated drill hole database;

Future exploration required that will not be conducted in 2015, includes:

- Systematic detailed outcrop mapping combined with p XRF geochemical sampling over the main areas of interest.
- Regolith (overburden) mapping and possible soil "organic" geochemical surveys if warranted
- Extension ground magnetic surveys and possible ground EM over select areas.
- Down plunge drilling and BHEM.

Due to current economic climate, the short field program planned for July 2015 was cancelled and focus was reprioritized to advanced targeting and finalizing the detailed exploration program that is required to advance the project towards discovery of a giant Ni-Cu-PGE deposit.

Qualified Person

The technical contents in this document have been reviewed and approved by Andrew Lee Smith, P. Geo., a qualified person as defined by National Instrument (NI) 43-101.

Tracy J. Armstrong P. Geo. and Antoine R. Yassa P.Geo. of P&E Mining Consultants were the primary qualified persons as defined by National Instrument (NI) 43-101 for the 43-101 Technical Report and Resource Estimate on the Hawk Ridge Property, Northern Quebec.

DISCUSSION OF OPERATIONS

The Company is an exploration stage company and has no operating revenue. Expenditures related to mineral acquisition, exploration and evaluation are capitalized.

During the nine months ended September 30, 2015, the Company had incurred $51,480 (September 30, 2014 - $12,540) in acquisition and other property costs, $299,502 (September 30, 2014 - $2,035,997) in exploration expenditures, and amortization on advance of $75,000 (September 30, 2014 – advance of $4,990).

The exploration expenditures had significantly decreased for the nine months ended September 30, 2015 compared to the same period in 2014 as the Company had a light exploration program in 2015 The Company had a thorough strategic review of the Hawk Ridge Property in 2015 rather than a field program as it had in 2014.

The Company is eligible to claim $1,249,762 Quebec mining exploration tax credit for the eligible exploration expenditures incurred since its inception up to December 31, 2014. To date, the Company has received $1,089,369 in Quebec mining exploration tax credits from Revenue Quebec.

	January 1, 2014	Additions	December 31, 2014	Additions	September 30, 2015
Hawk Ridge Property, Quebec					
Acquisition costs					
Option payments	$ 2,817,657	$ -	$ 2,817,657	$ -	$ 2,817,657
Other property costs	95,695	10,358	106,053	51,480	157,533
	2,913,352	10,358	2,923,710	51,480	2,975,190
Exploration costs					
Accommodation/camp	409,304	194,987	604,291	50,000	654,291
Assays	503,279	63,692	566,971	9,491	576,462
Drilling	1,505,795	311,831	1,817,626	10,418	1,828,044
Field supplies	737,277	94,373	831,650	25,348	856,998
Geological consulting	1,362,358	1,007,091	2,369,449	76,832	2,446,281
Miscellaneous	102,048	85,485	187,533	115,672	303,205
Transportation	1,348,704	386,754	1,735,458	3,484	1,738,942
Travel	223,642	133,304	356,946	6,817	363,763
	6,192,407	2,277,517	8,469,924	298,062	8,767,986
Exploration prepayment	70,010	4,990	75,000	(75,000)	-
Mining exploration tax credits	(624,294)	(108,365)	(732,659)	(517,103)	(1,249,762)
Balance, end of the period	8,551,475	2,184,500	10,735,975	(242,561)	10,493,414
Nairn Property, Ontario					
Acquisition costs	240,000	2,182	242,182	-	242,182
Exploration costs					
Geological consulting	-	650	650	-	650
Miscellaneous	-	2,420	2,420	1,440	3,860
Balance, end of the period	240,000	5,252	245,252	1,440	246,692
Total balance, end of the period	$ 8,791,475	$ 2,189,752	$ 10,981,227	$ (241,121)	$ 10,740,106

The details of the mineral expenditures are included in the note 7 to the condensed interim financial statements.

Three month period ended September 30, 2015

The Company had incurred a net loss of $81,149 during the three months ended September 30, 2015 compared to a net income of $58,970 incurred during the three months ended September 30 2014. The net income for the three months ended September 30, 2014 was mainly due to the settlement of flow-through premium liability of $165,159 net against the regular general operating expenses of $112,373.

The general operating expenses for the three months ended September 30, 2015 were $81,803 (September 30, 2014 - $112,373). Some of the significant general operating expense items are summarized as follows:

- Office administration and miscellaneous of $11,003 (September 30, 2014 - $19,594) include fees to office administrative personnel, rent and office expenses etc. Starting from January 1, 2015, the Company moved to a new location with decreased rent which saves the office expenses for $7,500 for the three month period ended September 30, 2015 compared to the same period in 2014.

- Consulting fees of $31,062 (September 30, 2014 - $39,823) relate mainly to fees of $19,500 (September 30, 2014 -$19,500) to the Chief Executive Officer of the Company, $4,063 (September 30, 2014 - $8,125) to directors, and $7,500 (September 30, 2014 - $7,500) to a related party with one director in common for consulting services on investor relations and corporate communications.

- Legal expenses of $nil (September 30, 2014 - $10,825) relate to corporate matters. For the three months ended September 30, 2015, the Company engaged no legal work compared to the same period in 2014 where the company engaged corporate lawyer to draft various consulting agreements and also received consulting services regard financing.

- Wages and benefits of $27,501 (September 30, 2014 - 27,263) relate to the compensations to the employee of the Company.

- Accounting and audit expenses of $4,545(September 30, 2014 - $nil) relate to the fees paid for professional accounting and audit services.

Nine month period ended September 30, 2015

The Company had incurred a net loss of $288,526 during the nine month period ended September 30, 2015 compared to a net loss of $220,156 incurred during the nine month period ended September 30 2014. The net loss for the nine months ended September 30, 2015 is inclusive of general operating expenses of $286,725 (September 30, 2014 - $563,077) ,interest and other expenses of $1,801 (September 30, 2014 – other income of $10,384) and settlement of flow-through premium liability of $nil (September 30, 2014 - $332,537).

The general operating expenses for the nine months ended September 30, 2015 were $286,725 (September 30, 2014 - $563,077). Some of the significant general operating expense items are summarized as follows:

- Office administration and miscellaneous of $38,207 (September 30, 2014 - $64,620) include fees for office administrative personnel, rent and office expenses etc. Starting from January 1, 2015, the Company moved to a new location with decreased rent which saves the office expenses for $22,500 for the nine month period ended September 30, 2015 compared to the same period in 2014.

- Consulting fees of $93,383 (September 30, 2014 - $260,307) mainly relates to fees of $58,500 (September 30, 2014 - $19,500) paid to the Chief Executive Officer of the Company, $nil(September 30, 2014 - $132,121) paid to the former Chief Executive Officer of the Company for his consulting services and for terminating his consulting agreement, $12,189 (September 30, 2014 - $72,238) to directors, and $22,500 (September 30, 2014 - $22,500) to a company with one directors in common for consulting service on investor relations and corporate communication.

- Legal expenses of $10,478 (September 30, 2014 - $28,898) relate mainly to corporate matters. The Company engaged more lawyer's support to deal with various corporate matters for the nine month period in September 30, 2014 than for the same period in 2015

- Travel and promotion of $8,542 (September 30, 2014 - $63,401) relate mainly to trips made by the Company's management, directors and consultants for promotion and financing activities. For the nine month period ended September 30, 2015, the Company largely cut travel and business development activities at all levels compared to the same period in 2014, and the expenses decreased accordingly.

- Wages and benefits of $86,283 (September 30, 2014 - $87,103) relate to the compensations to employees of the Company.

- Accounting and audit expenses of $24,545 (September 30, 2014 - $29,500) related to the fees paid for professional accounting and audit services.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected unaudited financial information for the Company's eight most recent quarters ending with the last quarter for the three months ending on September 30, 2015.

	For the Three Months Ending							
	Fiscal Ended December 31, 2015			Fiscal Ended December 31, 2014				Fiscal Ended December 31, 2013
	Sept 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec. 31, 2014	Sept. 30, 2014	Jun. 30, 2014	Mar. 31, 2014	Dec. 31, 2013
	($)	($)	($)	($)	($)	($)	($)	($)
Total revenues	-	-	-	-	-	-	-	-
Income (loss) from continuing operations	(81,149)	(99,295)	(108,082)	(229,663)	58,970	(277,941)	(1,185)	1,403,772
Net income (loss)	(81,149)	(99,295)	(108,082)	(229,663)	58,970	(277,941)	(1,185)	1,403,772
Income (loss) from continuing operations per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	0.02
Net income (loss) per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	0.02

LIQUIDITY AND CAPITAL RESOURCES

During the nine months ended September 30, 2015, the cash balance increased by $114,660. The Company used $198,427 in operating activities and provided $313,087 by investing activities.

As at September 30, 2015, the Company had a cash balance of $281,219 compared to a cash balance of $166,559 as at December 31, 2014. The Company had a working capital of $460,900 as at September 30, 2015 compared to a working capital deficit of $563,863 as of December 31, 2014.

Management estimates that the general operating costs, excluding share-based payments expense, for the next 12 months will be approximately $500,000. At present, management considers that the Company does not have sufficient capital resources to meet its anticipated operating and capital requirements for the next 12 months. The Company intends to investigate possible financing in order to accomplish the planned expansion of the exploration and evaluation of its mineral properties. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Going Concern

At present, the Company's operations do not generate cash flow. At September 30, 2015, the Company had incurred an accumulated deficit of $1,377,928. The continuing operations of the Company are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in the near future, which raise significant doubts about the Company's ability to continue as a going concern. The directors, after reviewing the current cash position and having considered the Company's ability to raise funds in the short term, believe that the going concern basis is appropriate in preparing its financial statements.

The Company's financial statements do not include adjustments that would be required if going concern was not deemed an appropriate basis for preparation of the financial statements. These adjustments could be material.

OFF-BALANCE SHEET ARRANGEMENTS

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

RELATED PARTY TRANSACTIONS AND BALANCES

The Company entered into the following related party transactions for the nine months ended September 30, 2015 and 2014:

a) Incurred corporate consulting fees of $58,500 (September 30, 2014 - $19,500) from a company owned by the CEO of the Company. Note that the related party relationship was established upon the CEO joining the Company in the middle of 2014. The Company only accounts for transactions subsequent to the related party relationship being established as related party transactions.

b) Incurred corporate consulting fees of $nil (September 30, 2014 - $132,121) from a company owned by the former CEO of the Company.

c) Incurred corporate consulting fees of $nil (September 30, 2014 - $18,750) from a company controlled by a director of the Company.

d) Incurred corporate consulting fees of $22,500 (September 30, 2014 - $22,500) from a company with one director in common.

e) Incurred office and administration fees of $18,000 (September 30, 2014 - $nil) and corporate consulting fees of

$195 (September 30, 2014 - $nil) from a company with directors and CEO in common. Note that the related party relationship was established upon the CEO joining the Company in the middle of 2014. The Company only accounts for transactions subsequent to the related party relationship being established as related party transactions.

f) On March 4th, 2015, the Company entered into a loan agreement with a company that has one director in common. The principal of the loan was $100,000. The loan is unsecured, bears interest at 8% per annum and matures on March 11, 2016. For the nine months ended September 30, 2015, the Company incurred interest expenses of $2,673 on the loan. The loan was fully repaid on July 13, 2015.

g) Incurred director fees of $12,189 (September 30, 2014 - $53,488) from the directors of the Company.

h) Incurred $2,205(September 30, 2014 - $144,076) geological consulting fees for exploration expenditures to companies controlled by directors or by the former CEO of the Company.

i) Included in account and other payables is $11,563 (December 31, 2014 - $62,250) due to directors, officers and companies controlled by directors and officers for services rendered and unpaid director fees. These amounts are unsecured, non-interest bearing, and have no specific terms of repayment.

Key management includes directors (executive and non-executive) and senior officers of the Company, including Chief Executive Officer and Chief Financial Officer. The compensation paid or payable to key management personnel for the nine months ended September 30, 2015 and 2014 are as follows:

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
and consulting fees	$ 156,972	$ 396,099

SUMMARY OF OUTSTANDING SHARE DATA

The Company's issued and outstanding share capital as at the date of this report is as follows:

(1) Authorized: Unlimited number of common shares without par value and unlimited number of non-voting, non-participating, non-cumulative preferred shares without par value issuable in series
(2) As at November 27, 2015, the Company has 76,518,747 common shares and 539,750 options issued and outstanding.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

Actual results could differ from these estimates. Significant areas requiring the use of management estimates and judgments include:

Actual results could differ from these estimates. Significant areas requiring the use of management estimates and judgments include:

i) Recorded costs of exploration and evaluation assets are not intended to reflect present or future values of these assets. The assessment of indications of impairment and the measuring of the recoverable amount when impairment tests have been prepared involve judgment. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount.

ii) The determination of the fair value of stock options or warrants using stock option pricing models, require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.

iii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

iv) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

v) The recognition of provisions for restoration, rehabilitation and environmental obligations.

vi) The determination of fair value of the liability component at the date of issuance of the convertible debt is based on a discounted cash flow model which requires management to estimate the current market interest rate that the Company could have obtained for a similar secured loan without a conversion option. Application of a different rate in the model could result in a different initial fair value of the liability component which would impact future interest accretion throughout the life of the liability.

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

FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts and other payables, and convertible debenture. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The fair value of these financial instruments approximates their carrying value due to their short terms of maturity.

The following table summarizes the carrying values of the Company's financial instruments:

		September 30, 2015	December 31, 2014
FVTPL	(i)	$ 309,969	$ 195,309
Other financial liabilities	(ii)	$ 12,052	$ 1,054,577

(i) Cash and cash equivalents, restricted cash
(ii) Accounts and other payables and convertible debenture

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total September 30, 2015
Cash and cash equivalents	$ 281,219	$ -	$ -	$ 281,219
Restricted cash	$ 28,750	$ -	$ -	$ 28,750

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and cash equivalents. The credit risk with respect to its cash and cash equivalents is minimal as they are held with high-credit quality financial institutions. Management does not expect these counterparties to fail to meet their obligations.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. As at September 30, 2015, the Company had working capital of $460,900 (December 31, 2014 – working capital deficit of $563,863). All of the Company's financial liabilities are classified as current.

At present, the Company's operations do not generate cash flow. The Company's primary source of funding has been the issuance of equity securities through private placements, issuance of debt, and the exercise of stock options and warrants. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

Significant liabilities in years subsequent to September 30, 2015 are as follows:

	Carrying value	Contractual cash flows	< 1 year	1 – 3 years
Accounts and other payables	$ 12,052	$ 12,052	$ 12,052	$ -

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents maintained at the financial institutions. The interest rate risks on cash and cash equivalents are not considered significant due to their short-term nature.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after January 1, 2016, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective January 1, 2016

IAS 1 ***Presentation of Financial Statements*** **-** In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

IAS 16 ***Property, Plant and Equipment and IAS 38 Intangible Assets*** **-** In May 2014, the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

New accounting standards effective January 1, 2018

IFRS 9 ***Financial Instruments*** - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was subsequently amended in November 2013 to add new general hedge accounting requirements. The final version of IFRS 9 was issued in July 2014 and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics.

The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

DISCLOSURE CONTROLS

In connection with Exemption Orders issued by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificates under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in NI 52-109.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com and on the Company web site at www.nickelnorthexploration.com.

APPROVAL

The Board of Directors of Nickel North Exploration Corp. has approved the contents of this management discussion and analysis on November 27, 2015. A copy of this MD&A together with the Company's unaudited financial statements for the nine months ended September 30, 2015 will be provided to anyone who requests it**.**