

# **NORTHERN SUN MINING CORP.**

**(formerly Liberty Mines Inc.)**

## **Management's Discussion and Analysis For the three and six months ended June 30, 2015**

Liberty Mines Inc. changed its name to Northern Sun Mining Corp. in October 2013 as approved by shareholders on October 15, 2013. This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Northern Sun Mining Corp. ("Northern Sun" or the "Company") was prepared to enable the reader to assess material changes in the financial condition and results of operations of the Company for the three and six months ended June 30, 2015, in comparison to the corresponding prior year period. This MD&A is prepared as at August 24, 2015, and is intended to supplement and complement the condensed interim consolidated financial statements of the Company for the three and six months ended June 30, 2015 and 2014. The condensed interim consolidated financial statements for the three and six months ended June 30, 2015 and 2014 have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS"). The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and will be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. This MD&A should also be read in conjunction with the Company's annual audited consolidated financial statements for the year ended December 31, 2014. This MD&A contains certain forward-looking statements based on management's current expectations (please see "Forward-Looking Information" below). All references to dollars herein are in Canadian dollars unless otherwise specified.

References made to Q1- and Q2-2015 or Q1- and Q2-2014 refer to the three months ended March 31 and June 30, 2015 and 2014, respectively.

### **Overview**

Northern Sun (TSX: NSC) owns two former producing nickel mines, a large prospective land package and the only nickel mill and concentrator in the Shaw Dome area located near Timmins, Ontario. Northern Sun has a 100% interest in three major groups of contiguous mining claims and leases in northern Ontario, including over 12,000 ha in the Shaw Dome Nickel Belt, which is 25km southeast of Timmins; 6,400 ha in Groves Township in a Nickel-Copper-Platinum Group metals project area 20km southeast of Gogama; 1,200 ha in the McAra Lake area in a Cobalt-Nickel-Copper project about 120 km southeast of Timmins; and the Hart nickel project located approximately 7km east of the Redstone nickel mine in Eldorado Township.

In early 2013, Northern Sun announced that it had identified the presence of chrysotile in its ore body at the McWatters Mine. As chrysotile, a form of asbestos, is a designated substance under Ontario Health and Safety Regulation, the Company appointed JMX Environmental Inc. to lead the process of remedying the asbestos contamination at the Redstone and McWatters sites. The asbestos remediation program was completed in December 2013 and the order to suspend activities at site was revoked by the Ministry of Labour.

Northern Sun ramped up its mill and commenced commercial production in July 2014. The Company recognized that it had an immediate need for additional cash to fund its mill startup costs and its current payables. Jien International Investment Ltd. ("JIIL"), Northern Sun's largest shareholder, and the holder of in excess of \$171 million of indebtedness has provided financing support to allow Northern Sun to continue as a going concern by funding \$524,000 and \$860,000 during the three and six months ended June 30, 2015 respectively.

On March 20, 2014 the Company entered into a definitive agreement with Wallbridge Mining Company Limited (“Wallbridge”) to provide for the custom milling of ore from Wallbridge’s Broken Hammer mine. Pursuant to the terms of the agreement, the Company is responsible for the handling and milling of ore. The agreement is for approximately a one year term based on a minimum of 800 tonnes per day. The Company generates both a gravity concentrate and a floatation concentrate which is then conveyed to other smelters or refineries for further treatment. Waste from the ore after processing is disposed of in the current tailings compound. Pursuant to the agreement, the Company received \$500,000 from Wallbridge as a start-up fee to cover specific mill restart costs.

The Company began generating revenue during Q3-2014 from its contract with Wallbridge.

## **2015 Highlights through the date of this report**

The Company temporarily suspended custom milling operations at its Redstone Mill on April 2, 2015 due to low ore inventory as a result of cessation of ore deliveries to the site.

The Company resumed custom milling operations at its Redstone Mill on June 9, 2015 as the deliveries of ore resumed and inventories returned to acceptable levels.

Cash and trade receivables totaled approximately \$1.2 million at June 30, 2015 (approximately \$0.2 million of cash).

Approximately \$24.4 million in preferred shares and accrued dividends and \$146.1 million in interest bearing notes and borrowings are considered a current liability in the financial statements.

## Summary of Consolidated Financial Results

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Revenue	\$ 784,589	\$ -	\$ 3,736,128	\$ -
Cost of sales:				
Direct labour	694,480	-	1,876,916	-
Direct material	179,052	-	622,045	-
Utilities	170,128	-	821,337	-
Depreciation	619,519	-	1,897,846	-
Other	223,473	-	197,573	-
Total cost of sales	1,886,652	-	5,415,717	-
<b>Gross loss</b>	<b>(1,102,063)</b>	<b>-</b>	<b>(1,679,589)</b>	<b>-</b>
Operating costs:				
Care and maintenance	-	-	-	646,926
Standby costs	-	880,758	-	880,758
Insurance	-	58,292	-	116,266
Depreciation	-	435,750	-	878,458
Accretion	-	10,497	-	20,994
Stock-based compensation	-	1,264	-	2,529
Total operating costs	-	1,386,561	-	2,545,931
Corporate general and administration:				
Salaries and compensation	65,346	2,358	169,128	6,940
Consultants	41,290	128,760	205,336	(147,513)
Legal fees and settlements	20,714	67,398	33,504	235,880
Audit fees	-	41,800	2,730	41,800
General office expense	14,275	42,466	41,221	72,677
Shareholder communications and board fees	6,635	59,317	14,997	59,317
Stock-based compensation	-	3,790	-	7,524
Travel	16	5,731	265	5,891
Insurance	9,858	8,945	19,715	17,890
Penalties	15,111	792	19,723	(320,828)
Total corporate general and administration	173,245	361,357	506,619	(20,422)
Other income and expenses:				
(Gain)/Loss on foreign exchange	(559,373)	(983,581)	2,353,978	35,241
Finance cost	4,946,011	4,603,270	9,705,434	8,150,549
Other income	(100)	(17,414)	(100)	(34,809)
Gain on sale of plant and equipment	(3,500)	(95,080)	(15,891)	(95,080)
Debt forgiveness	-	(9,336)	-	(103,323)
<b>Loss and comprehensive loss for the period</b>	<b>\$ (5,658,346)</b>	<b>\$ (5,245,777)</b>	<b>\$ (14,229,629)</b>	<b>\$ (10,478,087)</b>

### **For the three months ended June 30, 2015:**

Net loss and comprehensive loss for the three months ended June 30, 2015 was \$5,658,346 (three months ended June 30, 2014: \$5,245,777). Gross loss for the three months ended June 30, 2015 was \$1,102,063 (three months ended June 30, 2014: \$nil) \$nil.

#### **Revenue**

For the three months ended June 30, 2015, the Company earned \$784,589 in revenues from custom milling. For the comparative period in 2014, the Company was not in production and did not earn any revenues.

#### **Cost of sales**

The Company incurred costs of sales of \$1,886,652 for the three months ended June 30, 2015 (three months ended June 30, 2014: \$nil). Custom milling began on July 9, 2014.

#### **Operating costs**

The Company incurred operating cost of \$nil for the three months ended June 30, 2015. During the comparative quarter ended June 30, 2014, the Company incurred operating costs of \$1,386,561.

#### **Corporate General and Administration**

The Company incurred \$173,245 in corporate general and administration expenditures for the three months ended June 30, 2015 compared to \$361,357 for the three months ended June 30, 2014. Pursuant to the restructuring of the Company in June 2013, the Company retained the services of Forbes & Manhattan, Inc. ("Forbes"), whereby an administration fee of \$100,000 per month is charged to the Company. This fee included compensation amounts for various officers of the Company in addition to corporate overheads such as rent, office supplies and accounting, legal, IT and administrative support staff. The Company terminated its contract with Forbes during the fourth quarter of 2014. Legal fees and settlements include costs incurred as the Company defended and settled certain lawsuits.

#### **Stock-based Compensation Expense**

During the three months ended June 30, 2015 and 2014, the Company did not grant any stock options, however options did vest during the three months ended June 30, 2014. Stock-based compensation expense is applied on a proportionate basis to operating costs and corporate general and administration. During the three months ended June 30, 2014, the Company recognized an expense of \$5,054, related to costs of gradual vesting. For the three months ended June 30, 2014, the Company applied \$1,264 to operating costs and \$3,790 to corporate general and administration costs.

#### **Finance Costs**

Total finance costs for the three months ended June 30, 2015 were \$4,946,011 (three months ended June 30, 2014: \$4,603,270). Included in total finance costs for the three months ended June 30, 2015 was interest expense on the JILL debt of \$4,619,338 (three months ended June 30, 2014: \$4,276,597). Interest costs have increased as a result of continued borrowings and compounding, as well as an increased discount rate used to fair value the debt. The Company also accrued dividends of \$326,673 for the three months ended June 30, 2015 (three months ended June 30, 2014: \$326,673) on preferred shares owned by JILL. The preferred shares pay an 8% cumulative annual dividend to JILL. The dividends accrue on a quarterly basis.

#### **Foreign Exchange Gains and Losses**

The Company recognized a foreign exchange gain of \$559,373 during the three months ended June 30, 2015 compared to a gain of \$983,581 for the three months ended June 30, 2014. These gains were primarily the result of exchange rate fluctuations applied to debt obligations that are denominated in US dollars. The US dollar weakened

during the Q2-2015 from Q1-2015 and Q2-2014 from Q1-2014 resulting in foreign exchange gains during the three months ended June 30, 2015 and 2014.

#### Gain on sale of plant and equipment

The Company recognized a gain of \$3,500 for the three months ended June 30, 2015 (three months ended June 30, 2014: gain of \$95,080) related to the disposal of vehicles.

#### Debt forgiveness

The Company did not have any debt settlement transactions during the three months ended June 30, 2015. During the comparative quarter of 2014, the Company recognized a gain of \$9,336 related to debt forgiveness as the Company negotiated settlements for outstanding accounts payable.

#### **For the six months ended June 30, 2015:**

Net loss and comprehensive loss for the six months ended June 30, 2015 was \$14,229,629 (six months ended June 30, 2014: \$10,478,087). Gross loss for the six months ended June 30, 2015 was \$1,679,589 compared to \$nil for the six months ended June 30, 2014.

#### Revenue

For the six months ended June 30, 2015, the Company earned \$3,736,128 in revenues from custom milling. For the comparative period in 2014, the Company was not in production and did not earn any revenues.

#### Cost of sales

The Company incurred costs of sales of \$5,415,717 for the six months ended June 30, 2015 (six months ended June 30, 2014: \$nil). Custom milling began on July 9, 2014.

#### Operating costs

The Company incurred operating cost of \$nil for the six months ended June 30, 2015. During the comparative six months ended June 30, 2014, the Company incurred operating costs of \$2,545,931.

#### Corporate General and Administration

The Company incurred \$506,619 in corporate general and administration expenditures for the six months ended June 30, 2015 compared to \$(20,422) for the six months ended June 30, 2014. In the comparative six months ended June 30, 2014, the expenditures were negative due to the reversal in 2014 of approximately \$853,000 incurred in 2013 as a result of reversed consulting accruals and ministry penalties. Pursuant to the restructuring of the Company in June 2013, the Company retained the services of Forbes & Manhattan, Inc. ("Forbes"), whereby an administration fee of \$100,000 per month is charged to the Company. This fee included compensation amounts for various officers of the Company in addition to corporate overheads such as rent, office supplies and accounting, legal, IT and administrative support staff. The Company terminated its contract with Forbes during the fourth quarter of 2014. Legal fees and settlements include costs incurred as the Company defended and settled certain lawsuits.

#### Stock-based Compensation Expense

During the six months ended June 30, 2015 and 2014, the Company did not grant any stock options, however options did vest during the six months ended June 30, 2014. Stock-based compensation expense is applied on a proportionate basis to operating costs and corporate general and administration. During the six months ended June 30, 2014, the Company recognized an expense of \$10,053, related to costs of gradual vesting. For the six

months ended June 30, 2014, the Company applied \$2,529 to operating costs and \$7,524 to corporate general and administration costs.

#### Finance Costs

Total finance costs for the six months ended June 30, 2015 were \$9,705,434 (six months ended June 30, 2014: \$8,150,549). Included in total finance costs for the six months ended June 30, 2015 was interest expense on the JILL debt of \$9,055,679 (six months ended June 30, 2014: \$7,500,793). Interest costs have increased as a result of continued borrowings and compounding, as well as an increased discount rate used to fair value the debt. The Company also accrued dividends of \$649,755 for the six months ended June 30, 2015 (six months ended June 30, 2014: \$649,756) on preferred shares owned by JILL. The preferred shares pay an 8% cumulative annual dividend to JILL. The dividends accrue on a quarterly basis.

#### Foreign Exchange Gains and Losses

The Company recognized a foreign exchange loss of \$2,353,978 during the six months ended June 30, 2015 compared to a loss of \$35,241 for the six months ended June 30, 2014. These losses were primarily the result of exchange rate fluctuations applied to debt obligations that are denominated in US dollars. The US dollar strengthened during the six months ended June 30, 2015 and 2014 resulting in the losses.

#### Gain on sale of plant and equipment

The Company recognized a gain of \$15,891 for the six months ended June 30, 2015 (six months ended June 30, 2014: gain of \$95,080) related to the disposal of vehicles.

#### Debt forgiveness

The Company did not have any debt settlement transactions during the six months ended June 30, 2015. During the comparative period of 2014, the Company recognized a gain of \$103,323 related to debt forgiveness as the Company negotiated settlements for outstanding accounts payable.

## **Consolidated Financial Position**

### **Trade receivables**

Receivables decreased by \$148,532 to \$1,002,142 at June 30, 2015 from \$1,150,674 at December 31, 2014. The decrease results from less tonnage of ore processed in June 2015 in comparison to December 2014.

### **Supplies inventories**

Supplies inventories on hand totaled \$203,245 at June 30, 2015 compared to \$252,953 as at December 31, 2014. Supplies Inventories are comprised of materials and supplies.

### **Prepayments and deposits**

Prepayments and deposits increased by \$65,665 to \$333,193 at June 30, 2015 from \$267,528 at December 31, 2014. The increase resulted from renewed annual property insurance prepaid in Q1-2015.

### **Reclamation deposits and restricted cash**

Reclamation deposits and restricted cash remained consistent at \$3,256,482 at June 30, 2015 and December 31, 2014. At June 30, 2015, the reclamation deposits are comprised of deposits with a government agency in the Province of Ontario for the Redstone mine, the Hart mine, the Redstone mill and the McWatters mine. Reclamation deposits are subject to reassessment based upon changes to the underlying mine reclamation and site restoration obligation as a result of updated environmental plans and changes in environmental laws and regulations. The Company commenced rehabilitation of the McWatters mine site in Q2-2015.

### **Exploration and evaluation**

Exploration and evaluation accumulated expenditures increased by \$22,658 to \$9,620,347 at June 30, 2015 from \$9,597,689 at December 31, 2014. The Company is maintaining its exploration properties and all are in good standing.

### **Plant and equipment**

Plant and equipment decreased by \$1,653,060 to \$28,455,128 at June 30, 2015 from \$30,108,188 at December 31, 2014. The Company recorded \$1,897,846 in depreciation expense during the six months ended June 30, 2015 accounting for the decrease. As well, the Company incurred \$250,853 in cash additions to plant and equipment with work on the tailings storage facility expansion, machinery, equipment, and computer software. The Company also disposed of a vehicle with a net book value of \$6,067.

### **Accounts payable and accrued liabilities**

Accounts payable and accrued liabilities decreased by \$800,325 to \$1,681,014 at June 30, 2015 from \$2,481,339 at December 31, 2014. The decrease is a direct result of ongoing vendor payments during the six months ended June 30, 2015.

### **Due to related company**

As of June 30, 2015, the Company had advances from JIIL in the amount of \$860,000 (December 31, 2014: \$nil). The advances are non-interest bearing and due on demand.

### **Preferred shares and accrued dividends**

Preferred shares liability remained unchanged at \$16,378,516 during the six months ended June 30, 2015. The preferred shares are subject to redemption on demand by JIIL and have therefore been classified as a current liability. While the preferred shares are treated for accounting purposes as a current liability, they may not be redeemed and no dividends may be paid until such time as the Company has positive working capital and positive shareholder equity. The preferred share dividend liability increased by \$649,755 to \$7,992,126 at June 30, 2015 from \$7,342,371 at December 31, 2014. The preferred shares pay an 8% cumulative dividend to the holder of the preferred shares. The dividends are accrued on a quarterly basis. No dividends were paid during the six months ended June 30, 2015.

### Term Loans - JIIL

The term loans itemized in the table below increased by \$11,403,564 to \$146,083,833 at June 30, 2015 from \$134,680,269 at December 31, 2014. The increase is driven by the financing provided by JIIL in the format of promissory notes. The notes have an annual interest of 10% on the principal balances. During the six months ended June 30, 2015 the Company received \$nil in additional financing, and accrued interest expense of \$9,055,679.

As at:		June 30, 2015	December 31, 2014
<u>Current</u>			
US Dollar Term loan - JIIL	\$	35,445,131	\$ 30,917,094
Term Loans - JIIL		110,638,702	103,763,175
Total	\$	146,083,833	\$ 134,680,269

### Capital Lease Obligations and Equipment Financing

Capital lease obligations and equipment financing (current and non-current portions) decreased by \$22,545 to \$91,643 at June 30, 2015 from \$114,188 at December 31, 2014. The Company did not enter into any new leases during the six months ended June 30, 2015.

### Provisions

Site restoration obligations decreased by \$3,519 to \$2,524,523 at June 30, 2015 from \$2,528,042 at December 31, 2014. The Company reviews its estimates for site restoration obligations on an annual basis or more frequently if required by regulatory authorities. An inflation rate of 2.1% and a risk adjusted discount rate ranging from 0.97% to 2.33% was utilized to determine the present value of the mine closure and site restoration obligation recorded on the consolidated statements of financial position. The decrease was due to costs incurred by the Company related to rehabilitation of the McWatters mine site in Q2-2015.

### Share capital

Share capital remained unchanged at \$80,684,320 at June 30, 2015 from December 31, 2014.

### Contributed surplus

Contributed surplus remained unchanged at \$11,660,512 at June 30, 2015 from December 31, 2014.

### Share based payments reserve

Share based payments reserve decreased by \$151,043 to \$349,982 at June 30, 2015 from \$501,025 at December 31, 2014 as a result of the expiry of 18,600 stock options during the six months ended June 30, 2015.

### Summary of Consolidated Quarterly Results

*(\$ thousands, except per share data)*

Quarter	2015		2014				2013	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	\$ 785	\$ 2,952	\$ 2,934	\$ 2,203	\$ -	\$ -	\$ -	\$ -
Net Loss	\$ 5,658	\$ 8,571	\$ 10,727	\$ 7,541	\$ 5,246	\$ 5,232	\$ 9,916	\$ 5,222
Loss per Share	\$ 0.75	\$ 1.14	\$ 1.46	\$ 1.00	\$ 0.70	\$ 0.70	\$ 1.69	\$ 1.26

In Q3-2014, the Company commenced custom milling earning revenues. Net losses have increased starting in Q3-2014 as a result of higher non-cash depreciation costs charged against custom milling revenues. The Company has experienced variability in its earnings as a result of the fluctuation in nickel prices, which affects production



decisions, and the discovery of asbestos at the mine site. Continued variability will affect the ability of the Company to secure additional custom milling contracts.

### **Cash Flow and Liquidity**

Funds provided by/(used in) operations before changes in non-cash working capital for the six months ended June 30, 2015 was \$(294,355) compared to \$(1,643,208) for six months ended June 30, 2014. The decrease of net cash used by its operation is a result of custom milling generating revenues during the six months ended June 30, 2015 compared to the comparative period ended June 30, 2014. Cash provided by/(used in) the change in non-cash working capital for the six months ended June 30, 2015 was \$(667,750) compared to \$(1,134,244) for the six months ended June 30, 2014.

Funds provided by/(used in) Investing activities for the six months ended June 30, 2015 was \$(255,072) compared to \$44,045 for the six months ended June 30, 2014. The Company invested in capital assets during the six months ended June 30, 2015 spending \$250,853, which include work on the tailings expansion project. During the six months ended June 30, 2014, the Company received \$500,000 as a start-up fee from Wallbridge to cover costs that the Company was required to incur to re-start the mill. During the six months ended June 30, 2015, the Company incurred \$22,658 in exploration and property maintenance costs for its exploration properties, compared to \$4,152 incurred during the six months ended June 30, 2015.

During the six months ended June 30, 2015, JILL, as described in the overview section of the MD&A, provided Northern Sun with \$860,000 as an advance to the company. These advances are non-interest bearing and due on demand.

## Mine Operations

### History of Production

The Company was formed in 2001. By 2005 the Company had grown through mergers and acquisitions to own several Nickel deposits and exploration properties principally in the Shaw Dome area, 30 km. Southwest of Timmins, Ontario.

During the period 2005 to 2012 the Company constructed and permitted a 1500 tpd Flotation Mill and Processing Facility to process ores mined from Nickel deposits in the Shaw Dome. Exploration and mine development programs focused on the Redstone, McWatters and Hart deposits. Resources and reserves at the three deposits were increased through surface exploration and Nickel ores were mined from the Redstone and McWatters Mines for processing at the new Redstone Mill.

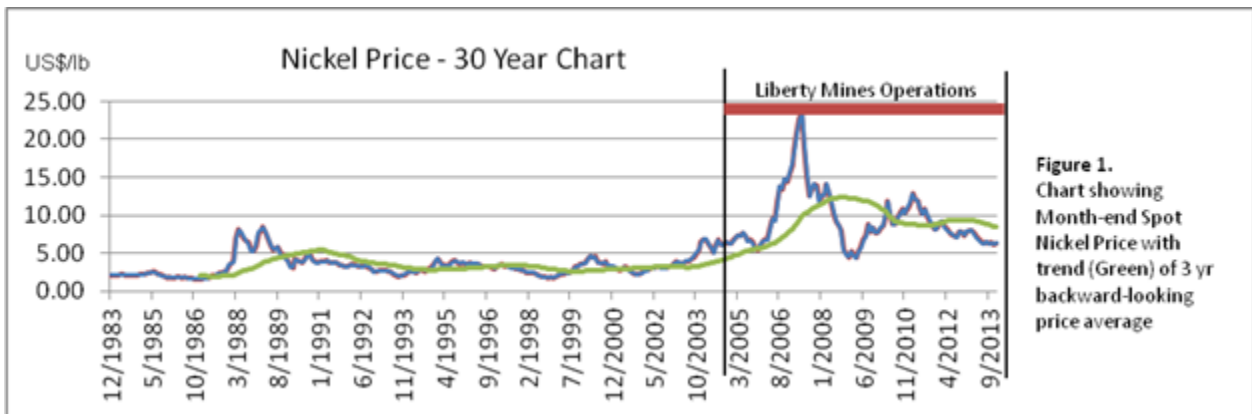


Figure 1. Chart showing Month-end Spot Nickel Price with trend (Green) of 3 yr backward-looking price average

The company operated through two challenging periods of strong Nickel Price variations, please see Figure 1.

- Construction of the Redstone Mill started mid-year 2006 and the Mill was commissioned in Q3-2007. The mill processed ore from the dewatered Redstone Deposit until decreasing metal prices related to the worldwide financial breakdown in late 2008, forced the closure of operations during Q4-2008 to Q2-2009;
- Operations resumed in Q3-2009 with increasing metal prices and optimism around the prospect of added production from the developing McWatters Mine. Redstone Mine and McWatters Mine produced throughout 2010 however mining and milling was brought to an abrupt halt in early February 2011 due to problems and leakage in the Redstone tailings dam. The dam had also reached its permitted limit.
- Extensive revisions were made to the tailings dam in 2011 and approximately \$12 million was spent fixing, reinforcing and increasing the height of the dam to increase storage capacity to allow the resumption of operations.
- Production resumed in Q2-2012 from ores mined at the Redstone and McWatters Mines.
- Nickel prices again decreased below economic levels in Q3-2012 and operations were again closed.
- The mines and mill have not operated since Q3-2012.
- In Q1-2013 the presence of Asbestos in the McWatters ore was discovered. This led to the Ministry of Labour closing the Mill.
- A major clean-up program was completed on Mill and Crusher during 2013 and in December 2013 the Mill was again given permission to operate.

### Redstone Mine

The Redstone mine remains in care and maintenance mode in Q1-2015.

## **McWatters Mine**

In January 2013, Northern Sun announced that it had identified the presence of asbestos, more specifically chrysotile, in its ore body at its McWatters Mine. An asbestos abatement contractor was retained in 2013 to remediate all Northern Sun operations including the Redstone Mill. The abatement project was completed in December 2013. The Company announced that the McWatters Mine would be permanently shut down and closure plan activities commenced in 2014 and will continue in year 2015.

## **Mill Operations**

Mill operations were restarted on July 9, 2014. Approximately 208,000 tonnes of ore from Wallbridge's Broken Hammer deposit in Sudbury was toll processed in the period of July 1, 2014 to June 30, 2015. Thus far the mill has performed well in meeting expectations for processing this Copper and precious metal ore.

Milling operations were suspended in April and May of this year due to lack of ore supply from Wallbridge. Milling recommenced on June 9, 2015.

Metal recoveries (based on mill assays) through the month of June 2015 were in the 96% range for copper. This continues to be far above original lab scale testing of 88% and rivals some of the best mill recovered copper in ore to concentrate in the world. Platinum, Palladium and Gold recoveries in June were 80%, 86 % and 84% respectfully. Copper concentrate grade produced was in the 25% to 26% range of copper in concentrate. All of the metal recoveries and metal in concentrate continue to exceed original lab testing results on the ore.

Monthly averages for ore head grades through Q2-2015 for Copper, Platinum and Palladium were 0.84% Copper, 1.62 g/tonne Platinum and 1.49 g/tonne Palladium.

Total tonnes of ore treated during the Q2-2015 were 18,366 tonnes, below the targeted 72,000 due to low ore inventory and suspension of operations during the quarter. .

The mill generates a gravity precious metal concentrate and a copper floatation concentrate. Floatation concentrate and gravity concentrate are processed to final metal outside of Northern Sun operations.

## **Exploration**

### **Hart Project**

Exploration diamond drilling at the Hart Project was suspended in August 2012 due to a downturn in market conditions. Exploration drilling remains in suspension at the end of June 30, 2015. The Company in the meantime has updated computer systems and digital databases, reviewed and reassessed geophysical data for the property, generated exploration targets, and prepared exploration plans pending restart of field activities.

### **Other Properties**

During 2015, the Company has maintained all current claims and leases. The limitations in the Company's financial resources require that exploration activities be reduced.

The Company will maintain its exploration properties and keep them in good standing.

In addition to its own properties, the company continues to work with numerous parties on potential feeds to the Redstone mill. The nature of such discussions remain confidential, should any contract involving the supply of feed become material the company will publicly announce forthwith.

## **Health and Safety**

Through the first and second quarter of 2015 there have been no lost time injuries.

All operations at the McWatters and Redstone Mine are currently in care and maintenance mode following the Company's decision to suspend operations due to low spot prices for nickel since 2012. The Company commenced its mill restart project in late Q1-2014 immediately following the announcement that a definitive agreement had been reached to provide custom milling services to a local mining company.

Northern Sun believes that "Zero Harm" to our people is achieved by creating a culture wherein the Health and Safety of our workers is a core value that inspires a strong personal commitment from each of our employees.

## **Environment**

### **Redstone**

During the Q1-2015, the Company filed with the ministry of environment (MOE) a report which details the construction and installation of a spillway on the company's tailings facility. This was in response to an order received by the company in December 2014 by the MOE. The Company complied with the order before its due date in Q1-2015. The company recently received an amendment to its Certificate of Approval to install the above spillway and has subsequently initiated construction on its installation. .

The Company continues to work with the Ministry of Northern Development and Mines to complete the amendment to the financial assurance required for the Redstone Mine Closure Plan. As well the company is in the process of filing final closure documents for the Mcwatters Mine site.

A joint meeting was held in June with the Ministry of Environment, Ministry of Natural Resources, Ministry of Northern Mines and Development and Northern Sun. Plans for the new tailings facility were reviewed as well as spillway installation on existing tailings and actions around McWatters closure to date.

### **McWatters**

The Company announced the permanent closure of the McWatters Mine in Q4-2013. The Company intends to close McWatters Mine with work planned in 2015. A contractor has been awarded an order to initiate closure of the McWatters site with work commenced in July 2015, it is expected that a significant amount of site closure activities will take place in Q3 to Q4 2015.

There were two spills on the Redstone mill site during the second quarter. Approximately 60 gallons of concentrate spilled to an area just outside the west side of the mill and in another incident approximately 2 litres of hydraulic oil spilled from an ore truck. Both spills were reported and protocols followed for the cleanup. There were no environmental exceedances during the quarter.

### **First Nations**

On April 15, 2008, the Company signed an Impact Benefit Agreement ("IBA") with the Mattagami, Matachewan and Wahgoshig First Nations ("MMW"). The IBA encompasses all of the Company's extensive mining claims and leases in the Shaw Dome Nickel Belt including the Redstone and McWatters Mines and the Hart nickel project. The IBA is in effect for the life of any mining project developed on the properties. It includes provisions for job training, employment, scholarships, business relationships and financial participation in community development projects. It also streamlines the exploration of the properties and the permitting of economic deposits through direct consultation and input from the MMW.

Since Q4-2014, the IBA coordinator has not been at site due to illness. Meetings are forthcoming with MMW and we expect the coordinator back in 2015. Relations remain in good standing with MMW.

## Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. As of June 30, 2015 and August 24, 2015, 7,510,435 common shares of the Company were outstanding.

As of June 30, 2015 and August 24, 2015, 148,895,600 preferred shares of the Company were outstanding.

Certain employees, officers, directors and consultants of the Company have been granted options to purchase common shares under the Company's incentive stock option plan. At June 30, 2015 and August 24, 2015, 102,500 exercisable options were outstanding.

## Litigation

The Company is currently involved in a legal dispute with a former employee. Uncertainties relate to whether claims will be settled out of court or if not whether Northern Sun is successful in defending any action. Because of the nature of the dispute, management has not disclosed further information on the basis that they believe that this would be prejudicial to the Company's position in defending the case brought against it.

## Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and are measured at the fair value amount, which is the amount of consideration established and agreed to by the related parties.

As at June 30, 2015, Jilin Jien Nickel Industry Co., LTD ("JJNICL"), through its wholly-owned subsidiary JIIL, is the Company's majority shareholder. Transactions with these entities are detailed in Notes 7, 10 and 11 of the Company's condensed interim consolidated financial statements for the three and six months ended June 30, 2015.

The Company had engaged Forbes & Manhattan, Inc. ("Forbes") through the better part of 2014. Through Forbes, the Company received access to mining and business professionals, including various officers of the Company. In addition, the Company received strategic advice from Mr. Stan Bharti, the Executive Chairman of Forbes. Starting from June 2013, an administration fee of \$100,000 per month was charged by Forbes which provided for amounts to be paid to various corporate professionals, including various officers of the Company as well as corporate overheads including rent, accounting, legal, communications, IT and administrative support staff. The Company terminated its contract with Forbes during the fourth quarter of 2014.

Key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include executive and non-executive directors. For the periods presented, key management personnel compensation comprised the following (excluding the amounts paid to Forbes mentioned above):

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Salaries and benefits	\$ 147,846	\$ -	\$ 340,128	\$ -
Short-term benefits	-	41,250	-	78,750
Total	\$ 147,846	\$ 41,250	\$ 340,128	\$ 78,750

## **Critical Accounting Estimates**

In preparing the consolidated financial statements, various accounting estimates are made in applying the Company's accounting policies. These estimates require significant judgment on the part of management and are considered critical in that they are important to the Company's financial condition and results. The following represents the estimates that management considers most critical to the application of the Company's significant accounting policies. Actual results may differ by material amounts from these estimates.

### **Mineral Properties**

Mineral reserves and resources are estimated to determine future recoverable mine production based on assessment of geological, engineering, and metallurgical analyses; estimates of future production costs; capital costs; mine closure and site restoration costs as well as metal prices and foreign exchange rates. The costs of mineral properties are capitalized and depleted on a unit-of-production basis based on the related proven and probable mineral reserves.

### **Exploration Evaluations**

Exploration and evaluation expenditures associated with non-producing properties reflect actual costs incurred less accumulated write-downs. The realization of the Company's investments in these exploration and evaluation projects is dependent upon various factors, including the discovery of economically recoverable reserves of minerals, the ability to obtain necessary financing to complete development plans and upon future profitable operations, or alternatively upon the disposal of interests on an advantageous basis. The Company's management reviews the carrying values of its exploration and evaluation expenditures on a quarterly basis, which periodically results in an adjustment to reflect the realizable value of the projects.

### **Long-lived assets**

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The recoverable amount is determined based on value in use and/or fair value less cost to sell calculations. The calculation of the fair value less cost to sell requires the estimation of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. Actual outcomes may vary.

### **Deferred Income Taxes**

The Company uses the asset and liability method of tax allocation for accounting for income taxes. Under the asset and liability method, future income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities. Future income tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to be in effect in the years in which those temporary differences are expected to be recovered or settled.

### **Site Restoration Obligations**

The Company records the fair value of any future site restoration costs as a long-term liability in the period in which the related environmental disturbance occurs, based on the net present value of the estimated future costs. The obligation is adjusted at the end of each fiscal period to reflect the passage of time and changes in the estimated future costs underlying the obligation. In determining this obligation, management must make a number of assumptions about the amount and timing of future cash flows and the discount rate to be used.

## **Risks and Uncertainties**

The business of mining and exploring for minerals involves a high degree of risk and uncertainty; there can be no assurance that current exploration programs will result in profitable mining operations. The following outlines the principal risks facing the Company.

### **Going concern**

The condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue as a going concern and realize its assets and discharge its liabilities and commitments in the normal course of business. The Company incurred a net loss of \$14,229,629 during the six months ended June 30, 2015 (six month ended June 30, 2014 - \$10,478,087) and, as of that date, its current liabilities exceeded its current assets by \$171,321,171 (December 31, 2014 - \$158,695,486) and it had a cumulative deficit of \$225,249,392 (December 31, 2014 - \$211,170,806). As such, the Company's ability to continue as a going concern is in significant doubt.

The Company has only commenced custom milling starting in Q3-2014, with one customer since that time, and it continues to be substantially reliant on the support of JIIL, as it has been unable to acquire funding in the markets to date although it continues to pursue various alternatives. There is no assurance that JIIL will continue to financially support the Company. JIIL has agreed to provide additional financing support to allow Northern Sun to continue as a going concern.

The procurement of additional financing through debt or equity markets is dependent on a robust commodity market and investor confidence in commodity equities in general and in the Company in particular. In the event that the Company is unable to secure additional financing and continue as a going concern, material adjustments would be required to the carrying value of assets and liabilities and the balance sheet classifications used.

### **Liquidity Concerns and Future Financings**

The Corporation will require significant capital and operating expenditures in connection with the development of its properties. There can be no assurance that the Corporation will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Corporation to obtain debt financing or equity financing on favourable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Corporation to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

The Corporation's ability to meet its payment obligations will depend on its future financial performance, which will be affected by financial, business, economic and other factors. The Corporation will not be able to control many of these factors, such as economic conditions in the markets in which it operates. The Corporation cannot be certain that its existing capital resources and future cash flows from operations will be sufficient to allow it to pay principal and interest on the Corporation's debt and meet its other obligations. If these amounts are insufficient or if there is a contravention of its debt covenants, the Corporation may be required to refinance all or part of its existing debt, sell assets, borrow more money or issue additional equity. The ability of the Corporation to access the bank public debt or equity capital markets on an efficient basis may be constrained by the dislocation in the credit markets, capital and/or liquidity constraints in the banking markets and equity conditions at the time of issuance.

### **Majority Shareholder and Significant Debt Holder**

JIIL holds approximately 60% of the issued and outstanding share capital of the Corporation and through its debt facilities has secured a first ranking fixed charge over all of the assets of the Corporation. As the largest

shareholder, JIL has a majority of the voting rights in the Corporation. The exercise of voting rights associated with the Corporation may have a significant influence on the Corporation's business operations. Although JIL does not have any intention of selling its interest in the Corporation, in the event JIL sold a portion of its position in the market in the future, it may have a significant influence on the share price of the Corporation, depending on market conditions at the time of such sale. As the significant debt holder of the Corporation, JIL may have a significant influence over the operations of the Corporation in the event the Corporation is unable to meet its debt obligations. Currently, all loan obligations with JIL have been extended to December 31, 2015.

### **Risks Inherent to Mining Projects at the Development and Production Stages**

Mining projects in the development or early production stages have no significant operating history upon which to base estimates of future cash flows. It is possible that actual costs and economic returns may differ materially from the Company's estimates. Therefore, there can be no assurance that estimates of future production and cash costs will be achieved. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated.

### **Nature of Exploration, Development and Mining**

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few of the properties explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, such as particular attributes of the deposit, including size, grade and proximity to infrastructure. In addition, metal prices are highly cyclical and government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection are subject to change and uncertainty. The combination of these factors may result in the Company not receiving an adequate return on invested capital. Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in the exploration, development and production of ore. These include unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions will be taken to minimize risk, mining operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

The Company's activities are directed toward the search, evaluation and development of mineral deposits. Some of the mineral properties in which the Company has an interest contain no known body of commercial ore and any exploration programs thereon are exploratory searches for ore. Other properties in which the Company has an interest are subject to preliminary stages of exploration and development programs only. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. Within the mining industry there is aggressive competition for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.



## **Uncertainty of Reserve and Resource Estimates**

The figures for reserves and resources presented herein are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the expected level of recovery will be realized. The ore grade actually recovered may differ from the estimated grades of the reserves and resources. Such figures have been determined based upon assumed metal prices and operating costs. Future production could differ dramatically from reserve estimates for, among other reasons:

- Mineralization or formations could be different from those predicted by drilling, sampling and similar examinations.
- Increases in operating mining costs and processing costs could adversely affect reserves.
- The recoverability of the grade of the reserves may vary significantly from time to time and there is no assurance that any particular level of metals or may be recovered from the ore.
- Declines in the market price of the metals and the Canadian US Dollar exchange rate may render the mining of some or all of the reserve uneconomic.

Any of these factors may require the Company to reduce its reserve estimates or increase its costs. Short-term factors such as the need for the additional development of a deposit or the processing of new different grades may impair the Company's profitability. Should the market price of the metals fall, the Company could be required to materially write down its investment in mining properties or delay or discontinue production or development of new projects.

## **Government Regulation**

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reductions in levels of production at producing properties or could require abandonment or delays in development of new mining properties.

## **Permits and Licenses**

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

## **Environmental Risks and Hazards**

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Production of mineral properties may involve the use of dangerous and hazardous substances. While all steps will be taken to prevent discharges of pollutants into the ground water or otherwise into the environment, the Company may become subject to liability for hazards that cannot be insured against.

## **Commodity Prices and Foreign Exchange**

The profitability of the Company will be significantly affected by changes in market price for metals and by changes in the US Canadian dollar exchange rate. The Company has not entered into any hedge agreements in respect of metal or currency at this time. Such contracts would mitigate gains and losses in situations when the price changed. The level of interest rates, the rate of inflation, world supply and demand of base metals and precious metals and stability of exchange rates can all cause significant fluctuations in base metal and precious metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of base metals and precious metals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable. Depending upon the price of base metals and precious metals, cash flow from mining operations may not be sufficient to cover operating costs. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of base metals and precious metals may render reserves uneconomical. Moreover, short term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

## **Land Title**

Although title to the Company's mineral properties has been reviewed by or on behalf of Northern Sun and title opinions were delivered to the Company, no assurances can be given that there are no title defects affecting the properties. Title insurance generally is not available for mining claims in Canada, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company has not conducted surveys of the claims in which it holds direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. Accordingly, the properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate the properties as permitted or to enforce its rights with respect to its properties.

## **Uninsured Risks**

There can be no assurance that insurance will be available at economically feasible premiums. The Company's insurance may not provide sufficient coverage for losses related to property, business interruption, or liability. In addition, the Company does not have insurance for certain environmental losses and other risks; as such coverage cannot be purchased at a commercially reasonable cost. The lack of, or insufficiency of insurance coverage could adversely affect the Company's cash flow and overall profitability.

## **Competition**

The Company competes with other mining companies and individuals for mining claims and leases on exploration properties and the acquisition of exploration and mining assets. The Company also competes with other mining companies to attract and retain skilled and experienced executives. The Company cannot ensure that it will be able to continue to compete successfully with its competitors in acquiring such properties and assets or in attracting and retaining skilled and experienced executives.

## **Reliance on Skilled Employees**

The success of the mining and milling operations is dependent upon the efforts of certain skilled employees and management of the Company. The loss of these employees or the inability of the Company to attract and retain additional skilled employees, or an inability of the Company to maintain good relations with its employees may adversely affect the level of nickel production from the operations.

## **History of Losses**

The Company has historically experienced only losses. The Company's ability to generate profits in the future will depend mostly on the success of the Company's mine and mill operations, metal prices, the Canadian and United States dollar exchange rate, and the ability of the Company to control costs. There can be no assurance that the Company will reach profitability or will even generate sufficient cash flow to sustain its operations in the future. The Company may need additional financing from time to time. There is no assurance sources of financing will be available at any such time.

## **Shortage of Supplies**

The Company is dependent on various supplies and equipment to carry out mining operations. The shortage of such supplies, equipment and parts could have a material adverse effect on the Company's ability to carry out its operations.

## **Subsequent Events after Reporting Date**

Subsequent to the end of the quarter and up to the date of this report, the Company received \$500,000 in advances from JILL to support operations.

## **Forward-Looking Information**

Certain statements within this document constitute “forward-looking statements”. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements are based on the opinions and estimates of management at the date of this report, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include, but are not limited to, the inherent risks involved in the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations, forecast levels of production and milling of ore, metallurgical recovery rates, metal prices, currency exchange rates, cash operating margins, cash operating cost per pound of metal sold, costs per ton of ore produced, expenditures on property, buildings and equipment, increases and decreases in reserves and/or resources and anticipated grades and recovery rates and are or may be based on assumptions and/or estimates related to future economic, market and other conditions, political and economic conditions, the Company’s ability to attract and retain key personnel and other risks and uncertainties described under the heading “Risks and Uncertainties” and elsewhere in this report, in the Company’s Annual Information Form for the year ended December 31, 2014 and in other documents filed with Canadian provincial securities authorities and available to the public at [www.sedar.com](http://www.sedar.com). The Company believes that the expectations reflected in these forward looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in this report should not be unduly relied upon. These statements speak only as of the date of this report. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on the Company’s behalf, except as required under applicable securities laws. The forward-looking statements contained in this report are expressly qualified by this statement.

**Additional Information**

Additional information related to the Company is available on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com), including a copy of the latest Annual Information Form of the Company.