PURE NICKEL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

SECOND QUARTER ENDED MAY 31, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS

Background and overview

This Management's Discussion and Analysis ("MD&A") is intended to assist readers in understanding Pure Nickel Inc. ("Pure Nickel," the "Corporation," the "Company", "we," "our," "us"), its business environment and future prospects. This MD&A should be read in conjunction with the Company's consolidated audited financial statement for the years ended November 30, 2016 and 2015 together with the accompanying MD&A for the years then ended and with the unaudited condensed interim consolidated financial statements and related notes for the six month periods ended May 31, 2017. Those financial statements are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless otherwise indicated, all dollar amounts refer to Canadian funds. Information herein includes any significant developments to July 24, 2017, the date on which this MD&A was approved by our directors.

Historically, we have been in the business of acquiring, exploring and developing mineral properties in Canada and the United States of America ("US"), primarily those containing nickel ("Ni"), platinum group elements ("PGE"s), copper ("Cu"), gold ("Au"), silver ("Ag") and associated base and precious metals. We continuously evaluate our mineral property holdings with respect to carrying costs and the future likelihood of any property driving shareholder value. Past and future divestiture decisions have been, and will be made based on this criterion. We are also investigating other opportunities, such as sale of assets and project acquisitions that would enable the Company to diversify and grow.

Our common shares trade on the TSX Venture Exchange under the symbol "NIC."

We were incorporated under the *Company Act* (British Columbia) on April 29, 1987, and continued under the Canada *Business Corporations Act* on April 7, 2009. We conduct our US operations through a wholly-owned subsidiary, Nevada Star Resource Corp. (U.S.), a Nevada corporation. Nevada Star Resource Corp. (U.S.) was the sole member of MAN Alaska LLC, a Delaware limited liability company, until April 25, 2016, the date on which MAN Alaska LLC was dissolved.

Exploration and Evaluation Projects

We have mineral rights for a number of properties in North America. A summary of the properties, is presented below.

Property	Location	Claims area (approx.)	Comments
William Lake[1]	Manitoba (70 km from Grand Rapids)	10,566 hectares	The William Lake property has the potential for nickel and PGEs. An extensive exploration program was conducted during 2008. A re-assay program was completed in 2012 and preliminary target modelling was completed in 2013. The costs to maintain the claims on this property are minimal as the Company has banked work credits that will be used at renewal.
Fond du Lac[2]	Saskatchewan (20 km NW of Stony Rapids)	19,713 hectares	This nickel, copper property is currently in the early exploration stage. The costs to maintain the claims on this property are minimal as the Company has banked work credits that will be used at renewal.
Manibridge[1]	Manitoba (128 km SW of Thompson)	274 hectares	This nickel property is located in the Thompson Nickel Belt. The costs to maintain the claims on this property are minimal as the Company has banked work credits that will be used at renewal.
HPM[1]	Quebec (180 km NW of Sept Isles)	748 hectares	This nickel, copper property is in the early exploration stage. We own 50% of this property and Murchison Minerals Ltd. owns the other 50%.

[1] Properties were part of a property purchase from Xstrata Nickel terms included:

- a net smelter royalty of 2% on each property with Pure Nickel having the right to reacquire 1% by payment of $1,000,000 with respect to a particular property at any time up to twelve months after commercial production has been achieved on that property;
- off-take and marketing rights for all concentrate or product produced from the properties; and
- the right to retain one back-in right to 50% for any one mining project with an economic threshold of 15,000,000 tons of resources.

[2] Property is subject to a 0.5% NSR

We continue to evaluate the properties in our portfolio and make divestiture decisions based on the carrying costs of maintaining the claims in good standing and the likelihood of directing resources towards exploration on the properties.

Tower Property, Manitoba

On March 31, 2015, we announced we had signed an agreement with Akuna Minerals Inc. ("Akuna") for the sale of the Company's 30% interest in the Tower Property. This sale closed on May 22, 2015. Under the terms of the agreement, Akuna paid us $1,000,000. In addition, upon achievement of nameplate production, as defined in an NI 43-101 feasibility study, Akuna will make a one-time payment to us of $500,000. Akuna has advised that they continue to work towards bringing this project into production. They have not committed to a start date at this time.

Royalty Interest - Milford Copper Property, Utah

The Milford Copper Property is currently owned by CS Mining LLC ("CS Mining"). We hold a 1% net smelter royalty on all CS Mining's Milford properties which we share with another party. Under the agreement, royalty payments are shared on a pro-rata basis, with our royalty capped at US$5,000,000 ($6,714,500) and the other party's royalty capped at US$3,000,000 ($4,028,700).

We were previously informed by CS Mining that the property has been in production and there are royalties owing to us. On June 2, 2016 a group of creditors of CS Mining filed a petition for involuntary Chapter 11 bankruptcy and on June 3, 2016, two of CS Mining's owners filed an action against the other owners of the company. Subsequently, CS Mining converted the involuntary bankruptcy to voluntary Chapter 11 bankruptcy. Debtor-in-possession (DIP) financing has been approved by the bankruptcy court. We continue to monitor the proceedings and will assert the Company's interests to ensure the royalty is protected. Given the uncertainty surrounding the bankruptcy proceeding, we prudently wrote down the royalty interest to $1 at the end of November 2016. During the six months ended May 31, 2017, we received a nominal payment from CS Mining, LLC, Debtor in Possession of US$775.

Outlook

We continue to operate with reduced activity levels and are proactively reducing expenditures in an effort to conserve cash while we identify and evaluate new opportunities going forward. Currently, our properties have sufficient work credits and can therefore be carried at very minimal costs. We are also investigating other opportunities, such as asset sales or project acquisitions that would enable the Company to diversify and grow.

Quarterly Information

Selected financial information for the previous eight quarters is set out below.

	Quarter ended May 31, 2017 $	**Quarter ended Feb. 28, 2017 $**	**Quarter ended Nov. 30, 2016 $**	**Quarter ended Aug. 31, 2016 $**
Revenues	–	–	–	–
Expenses	61,679	116,389	1,429,752	175,163
Net loss	61,543	115,156	1,428,603	174,746
Total comprehensive loss	59,336	118,623	1,384,120	173,891
Net loss per share*	0.001	0.002	0.02	0.003
	Quarter ended May 31, 2016 $	**Quarter ended Feb 29, 2016 $**	**Quarter ended Nov. 30, 2015 $**	**Quarter ended Aug. 31, 2015 $**
Revenues	–	–	–	–
Expenses	207,309	203,402	28,610,105	240,474
Net loss	696,072	203,083	28,607,632	233,140
Total comprehensive income (loss)	(269,002)	(173,231)	(28,542,537)	6,283
Net loss per share*	0.01	0.003	0.42	0.003

Note: * Fully diluted income (loss) per share is not presented since it would be anti-dilutive.

Results of Operations – six months ended May 31, 2017

We received no operating revenues during the six months ended May 31, 2017, which is unchanged from the six months ended May 31, 2016. We do not currently generate revenues or cash flows from operations (except for interest income and nominal royalty income). This was in accordance with expectations as we are an exploration stage company and expect to finance activities through joint ventures, the sale of property interests, and by raising additional share capital when market conditions are suitable.

We incurred a net loss of $176,699 or $0.00 per share for the six months ended May 31, 2017, compared to a net loss of $899,155 or $0.01 per share for the six months ended May 31, 2016. The decrease in the net loss was primarily due to decrease of administrative and general expenses of $233,665 compared to the comparative period as the Company continues to operate with reduced activity levels and reduce expenditures in an effort to conserve cash as well as the dissolution of MAN Alaska LLC on April 25, 2016 which resulted in a loss of $488,131.

Total comprehensive loss was $177,959 for the six months ended May 31, 2017, compared to a total comprehensive loss of $442,233 in the comparable period. This was due to the effect of currency translation adjustment which was a loss of $1,260 in the six months ended May 31, 2017 compared to a loss of $37,737 in the comparative period as well as a reclassification to profit and loss of the accumulated currency translation adjustment of $494,659 related to the cancellation of MAN Alaska LLC on April 25, 2016. The currency translation adjustment results from the effect of translating the balance sheets of our US subsidiaries from US dollars into Canadian funds. The decrease in currency translation adjustment is a result of less fluctuation in US/Canadian exchange rates and reduction in balance sheets balances from November 30, 2016 to May 31, 2017 compared to the comparative period.

Our results included a gain on foreign exchange of $322 for the six months ended May 31, 2017 compared to loss on foreign exchange of $2,214 in the comparative period.

Interest income fell to $33 for the six months ended May 31, 2017 compared to $1,901 for the comparative period due to a lower cash balance.

The following table summarizes our administration and general expenses for the six months ended May 31, 2017 and May 31, 2016:

	Six months ended May 31, 2017	Six months ended May 31, 2016
Accounting, audit and legal fees	$ 22,214	$ 22,618
Consulting	1,300	8,227
Depreciation	648	1,632
Directors' fees	28,314	53,500
Investor relations	308	–
Occupancy costs	(5,610)	20,644
Office and miscellaneous	14,295	30,458
Regulatory, filing and transfer agent fees	10,811	10,889
Salaries and benefits	102,585	248,197
Share-based compensation	–	506
Travel	509	12,368
Total administration and general expenses	$ 175,374	$ 409,039

Total administration and general expenses for the six months ended May 31, 2017 was $175,374, down from $409,039 for the six months ended May 31, 2016, a decrease of 57%. The decrease is a result of an on-going effort to reduce expenses in order to conserve cash while we identify and evaluate new opportunities going forward.

Accounting, audit and legal expenses decreased by $404, or 2%, as a result of lower legal and audit fees during the current period. Consulting fees decreased by $6,927, or 84%, due to a reduction in the use of consultants during the current period. Depreciation decreased by $984 or 60%, as we moved offices at the end of the first quarter last year and did not take any furniture with us; as such, office equipment was fully depreciated in the first quarter of last year. Directors' fee decreased by $25,186, or 47%, for the six months ended May 31, 2017 as the directors agreed to reduce directors' fees in the current fiscal year. Occupancy costs decreased by $26,254, or 127% when compared to the comparative period as the Company terminated the lease of the office space and moved to virtual office in February 2017. In addition, the Company received a rent refund of $13,668 in March 2017 related to 2016 fiscal year. Office and miscellaneous expenses decreased by $16,163 or 53% for the six months ended May 31, 2017. This decrease is a result of the overall emphasis on cost reduction. Regulatory, filing and transfer agent fees fell by $78, or 1% due to lower meeting costs. Salaries and benefits fell by $145,612, or 59%, for the six months ended May 31, 2017 compared to the comparative period. This decrease is a result of having fewer employees and to further converse cash, the Company's CEO forgo his salary payment effective February 1, 2017. Share based compensation fell by $506, or 100%, as all stock options had vested by November 30, 2016 and there was no stock options granted since 2014. Travel costs fell by $11,859, or 96%, compared to the comparative period as we incurred higher travel costs in the first two quarters of 2016 related to the evaluation of potential business opportunities.

Cash used in operating activities was $172,115 during the six months period ended May 31, 2017, compared to cash used in operating activities of $479,549 in the comparative period. The decrease is due to lower accounts payable and accrued liabilities settled in the first two quarters compared to the comparative period as well as lower administration and general costs compared to the comparative period.

Investing activities generated cash of $75,491 for the six months ended May 31, 2017 compared to $1,064 of cash used in investing activities in the six months ended May 31, 2016. In December 2016, the Company cancelled one of its corporate credit cards and the associated security of $78,185 (US$25,000) in guaranteed investment certificate was redeemed. A further $45,000 in guaranteed investment certificate was redeemed as the Company reduced the limit of the corporate credit cards in March 2017.

Pure Nickel did not raise any cash through financing activities in the six months ended May 31, 2017, nor in the six months ended May 31, 2016.

Results of Operations – three months ended May 31, 2017

We received no operating revenues during the three months ended May 31, 2017, which is unchanged from the three months ended May 31, 2016. We do not currently generate revenues or cash flows from operations (except for interest income and some small payments that are credited to exploration and evaluation properties on the balance sheet rather than being identified as revenues in our statement of operations). This was in accordance with expectations as we are an exploration stage company and expect to finance activities through joint ventures, the sale of property interests, and by raising additional share capital when market conditions are suitable.

We incurred a net loss of $61,543 or $0.00 per share for the three months ended May 31, 2017, compared to net income of $269,002 or $0.01 per share for the three months ended May 31, 2016. The decrease in the net loss was primarily due to decrease of administrative and general expenses of $145,812 compared to the comparative period as well as the dissolution of MAN Alaska LLC on April 25, 2016 which resulted in a loss of $488,131.

Total comprehensive loss was $59,336 for the three months ended May 31, 2017, compared to comprehensive loss of $269,002 in the comparative period. This was due to the effect of the currency translation adjustment which was an income of $2,207 compared to a loss of $67,589 in the comparative period and a reclassification to profit and loss of the accumulated currency translation adjustment of $494,659 as discussed above.

Our results included a gain on foreign exchange of $125 for the quarter ended May 31, 2017 compared to a loss of $1,386 in the comparative period.

Interest income decreased to $11 for the three months ended May 31, 2017 compared to $754 for the comparative period due to a higher cash balance during the quarter ended May 31, 2016 than in the current quarter.

The following table summarizes our administration and general expenses for the three months ended May 31, 2017 and May 31, 2016:

		Three months ended May 31, 2017		Three months ended May 31, 2016
Accounting, audit and legal fees	$	11,752	$	10,495
Consulting		-		975
Depreciation		325		411
Directors' fees		14,626		41,500
Investor relations		179		-
Occupancy costs		685		9,987
Office and miscellaneous		4,887		14,936
Regulatory, filing and transfer agent fees		5,559		4,717
Salaries and benefits		23,368		123,330
Share-based compensation		-		253
Travel		116		705
Total administration and general expenses	$	61,497	$	207,309

Total administration and general expenses for the three months ended May 31, 2016 were $61,497, down from $207,309 for the three months ended May 31, 2017, a decrease of 70%. The decrease is a result of an on-going effort to reduce expenses in order to conserve cash while we identify and evaluate new opportunities going forward.

Accounting, audit and legal expenses increased by $1,257, or 12%, as a result of an increase in accounting fees incurred during the second quarter of 2017. Consulting fees decreased by $975, or 100%, as there was no consultancy services rendered to the Company during the second quarter of 2017. Depreciation fell slightly as the furniture and fixtures were fully depreciated at the end of the first quarter of 2016 as we moved offices and did not take the furniture with us. Directors' fees decreased by $26,874, or 65%, for the three months ended May 31, 2017 compared to the comparative period as the directors agreed to reduce directors' fees in the current fiscal year. Occupancy costs decreased by $9,302, or 93% as the Company terminated the lease of the office space and moved to virtual office in February 2017. Office and miscellaneous expenses decreased by $10,049 or 67% for the three month period ended May 31, 2017. This decrease is a result of the overall emphasis on cost reduction. Regulatory, filing and transfer agent fees increased to $842, or 18% as a result of timing differences on transfer agent payments during the comparable quarters. Salaries and benefits fell by $99,962, or 81%, for the three months ended May 31, 2017 compared to the comparable period and . This decrease is due to fewer employees during the quarter compared to the second quarter of 2016 and to further converse cash, the Company's CEO forgo his salary payment effective February 1, 2017. Share based compensation fell by $253, or 100%, for the current three month period as there have been no stock options granted in recent quarter. Travel costs fell by $589, or 84%, compared to the second quarter of the prior year as no trips were taken during the current quarter.

Cash used by operating activities was $24,893 during the three month period ended May 31, 2017, compared to cash used of $146,459 in the second quarter of the prior year. This decrease was due to lower expenses incurred in the current quarter compared to the comparative period.

Investing activities provided cash of $44,796 for the three months ended May 31, 2017 compared to $94 of cash used in investing activities in the three months ended May 31, 2016. The difference is due to the redemption of a portion of restricted cash and cash equivalents during the second quarter of 2017 which was offset by slightly higher expenditures on exploration and evaluation properties during the current quarter.

Pure Nickel did not raise any cash through financing activities in the three months ended May 31, 2017, nor in the three months ended May 31, 2016.

Liquidity and Capital Resources

Currently, none of our property interests generate revenue. Our capital needs have historically been met by the issuance of securities (either through private placements, the exercise of stock options, or the issuance of shares for services, property or other assets). Fluctuations in our share price will affect our ability to obtain future financing, and future financing will represent dilution to existing shareholders.

We had cash and cash equivalents of $155,170 as at May 31, 2017 compared to $331,239 as at November 30, 2016. This balance includes restricted cash and cash equivalents of $5,000 (November 30, 2016 - $83,537) which are funds invested in guaranteed investment certificates with maturities of less than six months as security for corporate credit cards. Working capital deficiency was $390 as at May 31, 2017 compared to a positive working capital of $176,921 as at November 30, 2016. Current liabilities as at May 31, 2017 consisted of accounts payable and accrued liabilities totalling $164,292 compared to $168,380 as at November 30, 2016.

The exploration and development of our exploration and evaluation projects will require substantial additional capital. Going forward, we continue to seek joint venture and other arrangements with partners by which we can advance the exploration of our properties without bearing all of the exploration costs directly. Management reviews the properties on a regular basis and abandons claims and writes off their book value when it is determined that further exploration is not likely to be productive

Off-Balance-Sheet Arrangements

We have not entered into any off-balance-sheet financing arrangements.

Proposed Transactions

We are not aware of any proposed transactions involving a proposed asset or business or business acquisition or disposition which may have a material effect on our financial condition, results of operations and cash flows. At any time, however, we may have under consideration potential transactions in such categories as part of the continuous review of our business activities and opportunities.

Related Party Transactions

(a) Compensation awarded to key management personnel

Key management personnel include the Company's directors, chief executive officer and chief financial officer. Compensation expenses for key management personnel include:

	Six months ended May 31, 2017	Six months ended May 31, 2016
Salaries and other short term benefits	$ 55,746	$ 196,204
Directors' fees	28,314	53,500
Share-based compensation	–	337
	$ 84,060	$ 250,041

(b) Transactions with related parties

The Company has no plans or arrangements in respect of remuneration received or that may be received by the named executive officers of the Company in the most recently completed financial year or current financial period in respect of compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control; except for an employment agreement with the President and CEO of the Company, which provides that in the event of termination without cause or if a terminating event occurs because of a change in control (or similar event, as defined in the contract), the President and CEO will receive a minimum of 24 months' salary, $528,000; deferred salary of $118,800; plus US$100,000. On February 1, 2017 the President and CEO decided to forgo his salary payments in an effort to improve working capital. On May 26, 2017 a transition agreement was agreed to whereby the CEO and President's severance amounts owing were crystalized as per the forgoing. The agreement runs until December 31, 2017.

Share Capital

At July 24, 2017 and May 31, 2017 share capital was as follows:

Issued and outstanding common shares	68,144,874
Stock options[1]	1,600,000

[1] Exercise price of $0.05 and expire on October 23, 2017.

Critical Accounting Estimates and Policies

Our condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). Management makes certain estimates and relies upon certain assumptions related to reporting our assets and liabilities as well as results of operations in conformity with IFRS. Actual results will differ from these estimates and assumptions.

The most significant accounting estimates for us relate to the carrying values of our exploration and evaluation property assets. Exploration and evaluation properties consist of exploration and mining claims and leases. Acquisition and exploration costs are capitalized and deferred until such time as the property is put into production or the properties are disposed of either through sale or abandonment. The estimated values of all properties are assessed by us on a continual basis, and if the carrying values exceed estimated recoverable values, then these costs are written down to the estimated recoverable values. If properties are put into production, the costs of acquisition and exploration are amortized over the life of the property, based upon the estimated economic reserves. Proceeds received from the sale of any interest in a property are first credited against the carrying value of the property, with any excess included in operations for the period.

The following are our more critical accounting policies.

Exploration and evaluation properties

All expenditures related to the cost of exploration and evaluation of mineral resources, including acquisition costs for interests in mineral claims are capitalized as exploration and evaluation properties. Exploration and evaluation costs include costs to acquire and maintain rights to explore, geological, geophysical and geochemical studies, sampling, exploratory drilling, analytical testing, assaying, metallurgical work and directly attributable administrative costs.

General exploration costs not related to a specific exploration and evaluation property or those incurred before the Company has a legal right to explore an area are expensed in the period incurred.

Proceeds received from the sale of properties or cash received from option payments are recorded as a reduction of the related exploration and evaluation property asset.

Exploration and evaluation properties are recorded at cost on a property-by-property basis. The recoverability of the amounts shown for exploration and evaluation properties is dependent upon the existence of economically recoverable reserves, the ability to obtain financing to complete the development of such reserves and meet obligations under various agreements, and future profitable production or, alternatively, upon the Company's ability to recover its costs through a disposition of its exploration and evaluation resource properties. If a project does not prove to be viable, all unrecoverable costs associated therewith would be written off. The amounts shown for exploration and evaluation of the properties do not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for exploration and evaluation.

Foreign currency translation

Translation of foreign operations

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which each operates. The parent company's functional currency is the Canadian dollar. The functional currency for the Company's United States subsidiaries is the United States (US) dollar. The presentation currency for these condensed interim consolidated financial statements is the Canadian dollar.

Translation of all assets and liabilities from the US dollar functional currency to the presentation currency is performed using the rates prevailing at the balance sheet date. The differences arising upon translation from the functional currency to the presentation currency are recorded as currency translation adjustments in other comprehensive income.

Translation of all income and expenses from the US dollar functional currency to the presentation currency are performed using the average exchange rate for the period with translation gains and losses recorded as currency translation adjustments in other comprehensive income.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of loss. Non-monetary items are not retranslated at period-end and are measured at historical cost (translated using the exchange rates at the transaction date).

Financial Assets and Liabilities

Purchases and sales of financial assets are recognized on the settlement date, which is the date on which the asset is delivered to or by the Company. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets are classified in the following categories at the time of initial recognition based on the purpose for which the financial assets were acquired:

Loans and receivables
Classification
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the end of the reporting period, which are classified as non-current assets. Assets in this category are cash and cash equivalents, restricted cash and cash equivalents and amounts receivable and are classified as current assets in the consolidated statements of financial position.

Recognition and measurement
Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method.

Impairment of financial assets
At the end of each reporting period, the Company assesses whether there is objective evidence that a financial asset is impaired. Impairments are measured as the excess of the carrying amount over the fair value and are recognized in the income statement.

Financial liabilities
The Company has recognized its accounts payable and accrued liabilities as other financial liabilities. Accounts payable and accrued liabilities are initially recognized at the amount required to be paid less, when material, a discount to reduce the payable to fair value. Accounts payable and accrued liabilities are subsequently measured at amortized cost using the effective interest method. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Loss per Share

Basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Outstanding stock options have not been considered in the computation of diluted loss per share as the result is anti-dilutive.

Share-Based Compensation

The Company has an equity-settled share-based compensation plan for granting stock options to management, directors, employees and consultants. The Company recognizes compensation expense for this plan at fair value so that the fair value of each option grant is estimated on the date of the grant and amortized over the vesting period, with the resulting amortization credited to reserve. The Company uses the accelerated method (also referred to as graded vesting) for allocating stock option expense over the vesting period. Stock option expense incorporates an expected forfeiture rate. The forfeiture rate is based on past experience and expectations of future forfeitures rates. Adjustments are made if the actual forfeiture rate differs from the expected rate. The fair value of each grant is determined using the Black-Scholes option-pricing model. Consideration paid upon the exercise of stock options is recorded as share capital.

Disclosure Controls and Procedures

There have been no significant changes in the Company's internal control over financial reporting during the six months ended May 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management of the Company has separately filed on SEDAR (at www.sedar.com) the Form 52-109FV2 Venture Issuer Basic Certificate at the same time as having filed the Company's condensed interim consolidated financial statements and MD&A for the six months ended May 31, 2017.

In contrast to the certificate required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the venture issuer certificate on Form 52-109FV2 does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing certificates for venture issuers are not making any representations relating to the establishment and maintenance of:

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

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

Economic Factors

Our financial performance will be directly affected by the exploration activities to be conducted on our projects, the results of those activities, and the possible development of the properties for commercial production of nickel and/or other valuable minerals. Should the results of such exploration activities warrant bringing any of the projects into commercial production, substantial additional funds would be required. Until such time as commercial production is achieved (and there can be no assurance it will be), we will continue to incur administrative costs and exploration expenditures that are either deferred or expensed, depending upon the nature of those expenditures, resulting in continuing operating losses and significant cash requirements. In the future, should the development of our exploration and evaluation projects occur, then our financial performance will become more closely linked to the prices obtained for the nickel and/or other metals produced.

We report our financial results in Canadian dollars although our revenues, if any, will be primarily earned in US dollars, while our expenses are in both currencies. The Canadian dollar has shown significant volatility compared with the US dollar. As a result, prices of commodities (such as nickel) as well as the Canadian value of disbursements incurred in United States funds have been highly volatile. We take this volatility and anticipated trends in metal prices and foreign exchange rates into consideration when evaluating our business, prospects and projects and expenditures thereon.

Risks

Any investment in our common shares involves a high degree of risk. Selected risk factors are shown below. In addition to the other information presented in this Management Discussion and Analysis, you should consider the following risk factors carefully in evaluating Pure Nickel Inc., our business, and the mineral exploration and mining industry.

We have a limited operating history and as a result there is no assurance we can operate profitably or with a positive cash flow.
We are an exploration stage company. Our operations are subject to all the risks inherent in the establishment of an exploration stage enterprise and the uncertainties arising from the absence of a significant operating history. Investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the exploration and evaluation properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The amounts disbursed by us in the exploration of the mineral claims may not result in the discovery of mineral deposits. Problems such as unusual or unexpected formations of rock or land and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. If the results of future exploration programs do not reveal viable commercial mineralization, we may decide to abandon our claims and in fact have abandoned some already.

If we do not obtain additional financing, our business will fail and investors could lose their investment.
We had cash of $150,170 and net working capital deficiency of $390 as at May 31, 2017. We do not currently generate revenues or cash flows from operations (except for interest income and payments that are credited to exploration and evaluation properties on the balance sheet rather than being identified as revenues in our statement of operations). The exploration and development of our mineral projects will

require substantial additional capital. In order to maintain certain of our property claims, we must incur certain minimum exploration expenditures on an ongoing basis. There can be no assurance that we will have the funds required to make such expenditures or that those expenditures will result in positive cash flow. There are no arrangements in place for additional financing and there is no assurance that we will be able to find such financing if required.

We are an exploration company with an accumulated deficit of $54,979,967 as at May 31, 2017. With ongoing cash requirements for exploration, development and new operating activities, it will be necessary to raise substantial funds from external sources. If we do not raise these funds, we will be unable to pursue our business activities, and our investors could lose their investment. If we are able to raise funds, investors could experience a dilution of their interests that would negatively affect the market value of the shares.

Because there is no assurance that we will generate revenues, we face a high risk of business failure.
We have not earned any revenues to date and have never had positive cash flow. Before being able to generate revenues, we will incur substantial operating and exploration expenditures without receiving any revenues. If we are unable to generate significant revenues from our activities, we will not be able to earn profits or continue operations. Based upon current plans, we expect to incur significant operating losses in the future. We cannot guarantee that we will be successful in raising capital to fund these operating losses or generate revenues in the future. There is no assurance that we will ever generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business may fail and our investors could lose some or all of their investment.

There are no known reserves of minerals on our mineral claims and there is no assurance that we will find any commercial quantities of minerals.
We have not found any mineral reserves on our claims and there can be no assurance that any of the mineral claims under exploration contain commercial quantities of any minerals. Even if commercial quantities of minerals are identified, there can be no assurance that we will be able to exploit the reserves or, if we are able to exploit them, that it can be done on a profitable basis. Substantial expenditures will be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing may be required. It is impossible to ensure that the exploration or development programs planned by us will result in a profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure; (ii) metal prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; (iv) ongoing costs of production; and (v) availability and cost of additional funding. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in us receiving no return or an inadequate return on invested capital.

Because of the speculative nature of the exploration of natural resource properties, there is substantial risk that our business will fail.
While the discovery of a commercially viable ore body may result in substantial rewards, few exploration and evaluation properties which are explored are ultimately developed into producing mines. There is no assurance that any of the claims that we will explore or acquire will contain commercially exploitable reserves of minerals. Exploration for natural resources is a speculative venture involving substantial risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk.

Hazards such as unusual or unexpected geological formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides, and the inability of us to obtain suitable machinery, equipment or labour are all risks involved with the conduct of exploration programs and the operation of mines.

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect our operations, financial condition and results of operations.

We are subject to market factors and volatility of commodity prices beyond our control.
The marketability of mineralized material that we may acquire or discover will be affected by many factors beyond our control. These factors include market fluctuations in the prices of minerals sought which are highly volatile, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The effect of these factors cannot be predicted, but may result in a very low or negative return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond our control. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by us would have a material adverse effect on us, and could result in the suspension of our exploration programs or mining operations.

Our stock price could be volatile.
Market prices of securities of many public companies have experienced significant fluctuations in price that have not been related to the operating performance, underlying asset values or prospects of such companies. The market price of our common shares has been and is likely to remain volatile. Results of exploration activities, the price of nickel, future operating results, changes in estimates of our performance by securities analysts, market conditions for natural resource companies in general, and other factors beyond our control could cause a significant decline of the market price of our common shares.

If we do not make certain payments or fulfill other contractual obligations, we may lose our option rights and interests in our joint ventures.
We may, in the future, be unable to meet our share of costs incurred under option or joint venture agreements to which we are a party and we may have our interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, we may be unable to finance the cost required to complete programs. The loss of any option rights or interest in joint ventures would have a material, adverse effect on us.

We may not have good title to our exploration and evaluation properties, potentially impairing our value.
The acquisition of title to exploration and evaluation properties is a very detailed and time-consuming process. Title to exploration and evaluation properties may be disputed. Although we believe we have taken reasonable measures to ensure proper title to our properties, there is no guarantee that title to any of our properties will not be challenged or impaired. Third parties may have valid claims underlying portions of our interests, including prior unregistered liens, agreements, transfers or claims, including aboriginal land claims, and title may be affected by, among other things, undetected defects or unforeseen changes to the boundaries of our properties by governmental authorities. As a result, we may be constrained in our ability to operate our properties or unable to enforce our rights with respect to our properties. An

impairment to or defect in our title to our properties could have a material adverse effect on our financial condition or results of operations. In addition, such claims, whether or not valid, will involve additional cost and expense to defend or settle.

If key employees or contractors leave the company, we will be harmed since we are heavily dependent upon them for all aspects of our activities.
We are dependent upon key employees and contractors, the loss of any of whom could have a negative impact on our ability to operate the business and could cause a decline in the value of, or cash flows from, our properties or additional costs resulting from a delay in development or exploration of properties.

If we do not comply with all applicable regulations, we may be forced to halt our business activities and/or incur significant expense.
We are subject to government and environmental regulations. Permits from a variety of regulatory authorities are required for many aspects of exploration, mining operations and reclamation. We cannot predict the extent to which future legislation and regulation could cause additional expense, capital expenditures, restrictions, and delays in the development of our Canadian and/or US properties, including those with respect to unpatented mining claims.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities that may result in operations ceasing or being curtailed; and may include corrective measures requiring capital expenditures, installation of additional equipment, or other expensive and/or time-consuming remedial actions. Parties engaged in the exploration or development of exploration properties may be required to compensate those suffering loss or damage by reason of such parties' activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Our activities are not only subject to extensive federal, provincial, state and local regulations controlling the exploration and mining of exploration and evaluation properties, but also the possible effects of such activities upon the environment as well as costs, cancellations and delays resulting from lobbying activities of environmental groups. Future legislation and regulations could cause additional disbursements, capital expenditures, restrictions and delays in the development of our properties, the extent of which cannot be predicted. Also, as noted above, permits from a variety of regulatory authorities are required for many aspects of mine operation and reclamation. In the context of environmental permitting, including the approval of reclamation plans, we must comply with known standards, existing laws and regulations that may entail greater or lesser costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. If we become more active on our properties, compliance with environmental regulations may increase our costs. Such compliance may include feasibility studies on the surface impact of proposed operations; costs associated with minimizing surface impact, water treatment and protection, reclamation activities including rehabilitation of sites, on-going efforts at alleviating the mining impact on wildlife, and permits or bonds as may be required to ensure our compliance with applicable regulations. The costs and delays associated with such compliance may result in us deciding not to proceed with exploration, development or mining operations on any exploration and evaluation properties.

Exercise of outstanding options, and other future issuances of securities, will result in dilution of our common shares.
As of July 24, 2017 and May 31, 2017, there were 68,144,874 common shares issued and outstanding as well as 1,600,000 options outstanding. The expiry date of all outstanding stock options is October 23, 2017.

The holders of the options are given an opportunity to profit from a rise in the market price of the common shares with a resulting dilution in the interest of the other shareholders. Our ability to obtain additional financing during the period such rights are outstanding may be adversely affected and the existence of the rights may have an adverse effect on the price of the common shares. The holders of options may exercise such securities at a time when we would otherwise be able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by those outstanding rights.

The increase in the number of common shares issued and outstanding and the possibility of sales of such shares may depress the market price of our common shares. In addition, as a result of any such issuances the votes of existing shareholders will be diluted.

Forward-Looking Statements

This Management Discussion and Analysis includes forward-looking statements concerning our future performance, operations, and financial performance and financial condition. These forward-looking statements may include, among others, statements with respect to our objectives and strategies to achieve those objectives, as well as statements with respect to our beliefs, plans, expectations, anticipations, estimates, and intentions. When used herein, the words "plan", "believe", "anticipate", "may", "should", "intend", "estimate", "expect", "project", and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. These forward-looking statements are based on current expectations. We caution that all forward-looking information is inherently uncertain and actual results may differ materially from the assumptions, estimates, or expectations reflected or contained in the forward-looking information, and that actual future performance will be affected by a number of factors including economic conditions, technological change, regulatory change, and competitive factors, many of which are beyond our control.

Future events and results may vary significantly from what is expected. We are under no obligation (and we expressly disclaim any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise.

Additional Information

Additional information about Pure Nickel is available on our website at www.purenickel.com, on the SEDAR website at www.sedar.com.