

NEVADA ZINC CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2021

MAY 28, 2021

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

Introduction

The following interim Management's Discussion & Analysis of Nevada Zinc Corporation ("Nevada Zinc" or the "Company") for the three month period ended March 31, 2021 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management Discussion & Analysis for the fiscal year ended December 31, 2020. This interim MD&A does not provide a general update to the annual MD&A, or reflect any non-material events since the date of the annual MD&A.

This interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's annual MD&A, audited annual financial statements for the years ended December 31, 2020, and December 31, 2019, together with the notes thereto, and the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed consolidated interim financial statements and the financial information contained in this interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Information contained herein is presented as of May 28, 2021, unless otherwise indicated.

For the purposes of preparing this interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Nevada Zinc's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking

statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
<p>Nevada Zinc's Lone Mountain property may contain economic deposits of zinc and other base metals and the Company may produce zinc sulfate from the deposit.</p>	<p>Financing will be available for future exploration and development of Nevada Zinc's Lone Mountain deposit; the actual results of Nevada Zinc's development activities will be favourable; the realization of Mineral Resource and /or Reserve estimates; the deposit's mineralized material will be suitable for making zinc chemicals, operating, and development costs will not exceed Nevada Zinc's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory, environmental, air, water, mine and related permits and governmental approvals will be achievable and received on a timely basis upon terms acceptable to Nevada Zinc, and economic conditions are favourable to Nevada Zinc; the off-take price for zinc based micronutrient products will be favourable to Nevada Zinc; no title disputes exist or will exist with respect to the Company's properties.</p>	<p>Availability of financing for Nevada Zinc's development activities; zinc chemicals off-take price volatility; increases in costs; geology, mineralogy and metallurgy of the deposit and mineralization, exploration, development and production permits, environmental compliance and changes in environmental and other local legislation and regulation; changes in economic conditions; the Company's ability to retain and attract skilled staff.</p>
<p>The Company will be able to carry out anticipated business plans, including funding development and operating costs on its Lone Mountain property.</p>	<p>The development and operating activities of the Company for the twelve month period ending May 31, 2022, and the funding of the costs associated therewith will be funded from the Company's equity raises; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration and development projects and other operations will be received on a timely basis upon terms acceptable to Nevada Zinc; the Company will not be adversely affected by market competition; the price of zinc chemicals will be favourable to Nevada Zinc; no title disputes exist with respect to Nevada Zinc's Lone Mountain</p>	<p>Timing and availability of external financing on acceptable terms; zinc chemical price volatility, changes in equity markets; the uncertainties involved in interpreting geological data and confirming title to acquired properties; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; changes in economic conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits</p>

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Inherent in forward-looking statements are risks, uncertainties and other factors beyond Nevada Zinc's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Nevada Zinc's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Nevada Zinc is a Canadian-based resource company focused on the exploration and development of its high-grade zinc carbonate-oxide deposit located near Eureka, Nevada. The Company has a 100% ownership interest in the Lone Mountain zinc property comprised of a lease agreement (the "Lease Agreement") assigned to the Company on June 16, 2014. The Lease Agreement applies to 176 claims in Eureka County, Nevada. Under the terms of the Lease Agreement, Nevada Zinc has the right to continually lease the Property for an initial 20 year term, subject to lease extensions at the end of the initial lease term and the end of subsequent lease extensions at the option of the Company. On September 30, 2015 the Company announced the purchase of the historic Mountain View Mine property that was, to that point, completely surrounded by other claims held by the Company. The Mountain View Mine property is comprised of a single patented mineral claim where historic mining operations took place more than 50 years ago. As a result of the transactions described above, plus additional staking of 26 unpatented mining claims, the Company now controls 202 claims with the Lone Mountain property now aggregating to more than 4,000 acres in one of the world's top ranked mining jurisdictions. The Company released its initial inferred resource on July 25, 2018 and on June 27, 2019 the Company announced positive preliminary economic assessment results for the production of zinc concentrate from the Lone Mountain zinc deposit.

Nevada Zinc is now actively assessing the potential to economically produce zinc chemicals for the US agricultural industry from its Lone Mountain high-grade zinc carbonate-oxide deposit. This potentially represents a superior economic alternative to producing and selling zinc concentrate for the production of zinc metal. In March of 2021, Nevada Zinc announced the engagement of Hazen Research, Inc., Golden, Colorado, to conduct a multiphase pilot program to determine if the Company can economically produce zinc sulfate monohydrate, a micronutrient zinc-based fertilizer and animal feed from its Lone Mountain high-grade zinc carbonate-oxide deposit. The program's scope is to develop a process flowsheet using a bulk sample material from the Company's high-grade zinc carbonate-oxide deposit, to produce commercial grade zinc sulfate monohydrate product samples, and to provide process plant capital and operating cost estimates. This important four phase pilot program is expected to be completed during Q3 of this year.

Overall Performance

As at March 31, 2021, the Company had consolidated assets of \$615,778 (the Company expenses all of its exploration and acquisition costs), and a shareholders' deficiency of \$74,364 compared to

consolidated assets of \$35,149 and a shareholders' deficiency of \$694,359 as at December 31, 2020. The Company had third party amounts payable and other liabilities of \$292,679 as at March 31, 2021 compared to \$347,045 as at December 31, 2020. The Company had consolidated exploration and acquisition costs of \$41,053, for the three months ended March 31, 2021, compared to exploration and acquisition costs of \$nil for the three months ended March 31, 2020.

As at March 31, 2021, the Company had current assets of \$594,405 compared to current assets of \$13,776 as at December 31, 2020, and third party current liabilities of \$292,679 as at March 31, 2021 compared to third party current liabilities of \$347,045 as at December 31, 2020 resulting in working capital of \$301,726 as at March 31, 2021 compared to a working capital deficit of \$333,269 as at December 31, 2020.

Significant Developments

On July 25, 2018 the Company released the initial inferred mineral resource estimate ("MRE") on the Lone Mountain project. The MRE, completed by independent firm P&E Mining Consultants Inc., was based upon the results from 85 reverse circulation drillholes and 13 core drill holes completed to-date on the property. At a cut-off grade of 2% zinc, the pit constrained inferred MRE was determined to be 3,257,000 tonnes grading 7.57% zinc and 0.70% lead.

The mineralization is virtually sulphide free, has a low iron content and has been shown to be comprised of primarily zinc oxide and zinc carbonate minerals (hemimorphite and smithsonite). Testwork completed at SGS Lakefield Canada has shown that the mineralization can be concentrated after crushing and grinding by using floatation technology, a standard technique used in the mining industry to concentrate valuable mineralization. The ability to concentrate the zinc bearing minerals using a standard floatation technology greatly reduces the calcite and dolomite content of the mineralized material. This is significant because the physical and chemical characteristics of the zinc mineralization outlined at Lone Mountain make it potentially suitable as a feedstock for the production of zinc sulfate. One initial concern was the potentially high rate of acid consumption due to the presence of significant calcite and dolomite associated with the zinc mineralization. The ability to use floatation to reduce the calcite and dolomite can substantially lower acid consumption. Metallurgical test work shows the mineralization can be leached under atmospheric conditions using sulphuric acid. The targeted end product after leaching, purification and crystallization would be zinc sulfate. Zinc sulfate is used on its own or in combination with other inputs to produce fertilizer, animal feed, or other products. Currently, zinc deficiency is one of the most common micronutrient deficiencies in agriculture and food globally.

The International Zinc Association forecasts zinc consumption for fertilizer products to be a long-term growth market for zinc.

On June 27, 2019 the Company announced positive preliminary economic assessment ("PEA") results for the Property. The PEA was based upon the production of zinc concentrate only, from an open pit mining operation, and did not include the results from the potential production of value-added zinc chemical products such as zinc sulfate or zinc oxide. The results of the PEA show an after-tax NPV (8% discount rate) of US\$43.2 million, IRR of 35%, a pre-production capital cost of US\$25.7 million, and a 12-year life-of-mine.

On July 13, 2020 the Company announced that it had entered into a Collaboration Agreement (the "Agreement") with Cameron Chemicals, Inc. ("Cameron"). Cameron is a leading U.S. producer and distributor of granular micronutrients for the agricultural, turf, and horticultural industries with manufacturing facilities in the states of Virginia, Michigan and Washington. Under the terms of the Agreement, Nevada Zinc and Cameron are expected to work together to establish a range of zinc-based micronutrient products to be produced by the Company and marketed by Cameron. Distribution networks in the U.S., Canada, Southeast Asia, Korea and South America have been developed by Cameron over

the past three decades. At this time, subject to completing production process evaluation studies, Nevada Zinc's annual production is projected to be up to 25,000 tonnes of zinc based micronutrient products. Based upon this annual production rate, Lone Mountain's life of mine is expected to be in the range of fifteen to twenty years based upon the Company's current resource estimate. The goals and objectives of the Agreement are to result in Nevada Zinc becoming a reliable, long-term, "Made-in-America" producer of consistent high-quality zinc chemical products by leveraging the strategic location of the Company's Lone Mountain high-grade zinc carbonate-oxide deposit as well as leveraging the 30 plus years of marketing and production expertise of the Cameron team.

As contemplated in the Agreement, concurrent with a positive construction decision the Company will enter into a definitive off-take agreement with Cameron whereby Cameron is expected to purchase 100% of Nevada Zinc's annual production during the initial term of the off-take agreement. The initial term of the off-take agreement will be equal to or greater than the project pay-back period as mutually agreed to by the Company and project capex debt and equity investors.

On December 8, 2020, Nevada Zinc announced the appointment of Max Vichniakov to the role of new President and CEO of the Company as well as his appointment to the Board of Directors of Nevada Zinc. Mr. Vichniakov brings considerable expertise to Nevada Zinc with over 20 years of experience in financial services, investment research, and corporate strategic advisory in the agricultural and natural resource sectors. Mr. Vichniakov was retained by the Company in 2019 as a consultant and has been instrumental in the development of the Company's zinc sulfate strategy and was the natural choice to lead Nevada Zinc on the execution of this strategy and further project development.

On February 1, 2021 the Company announced the closing of its upsized non-brokered private placement. Pursuant to the financing the Company issued 7,142,857 common shares at a price of \$0.07 per common share and 2,777,777 common shares at a price of \$0.09 per common share for aggregate gross proceeds to the Company of approximately \$750,000. No warrants were issued or finders' fees paid in connection with the private placement. Officers and directors of Nevada Zinc subscribed for 25% of the financing. The proceeds from the financing will be used to fund the cost of the Hazen pilot program, annual claims renewal and property lease payments and for general working capital purposes.

In March of 2021, Nevada Zinc engaged the services of Hazen Research, Inc., Golden, Colorado to conduct a multiphase pilot program to develop a flowsheet to recover zinc sulfate monohydrate using a bulk sample from the Company's Lone Mountain deposit, produce commercial grade zinc sulfate monohydrate product samples, and provide process plant capital and operating cost estimates. This important four phase pilot program is expected to be completed in the third quarter of 2021.

Trends

The Company is an exploration and development entity, focused on the development and future production of zinc-based products for the agricultural, food, and chemicals markets. The US agricultural markets exhibited a very strong positive dynamic in Q1/2021 as a result of ongoing disruptions in the supply chains resulting from the pandemic and a high global demand for grains, oilseeds, produce, meat and dairy.. Recent grain and oilseed prices have reached multi-year highs due to the current and projected supply/demand imbalance, which resulted in an increased consumption of crop inputs. Crop input prices, including for zinc sulfate, typically follow crop prices as growers' economics improve and incentives for higher yield and increased production acreage increase. The VanEck Vectors Agribusiness ETF which is intended to track the overall performance of companies involved in agribusiness, including crop inputs companies, is trading at a 52 week high.

The Company's future performance is largely tied to the development of the Lone Mountain high-grade zinc carbonate-oxide deposit.

Apart from funding and project evaluation risk and the risk factors noted under the heading "Risks and Uncertainties" below, management is not aware of any other trends, commitments, events or

uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Environmental Liabilities

As at May 28, 2021, the date of this MD&A, the Company is not aware of any significant environmental liabilities or obligations associated with its mining property interests. The Company is conducting its operations in a manner that meets or exceeds governing environmental legislation.

Off-Balance-Sheet Arrangements

As at May 28, 2021 the Company does not have any off-balance-sheet arrangements.

Selected Quarterly Financial Information

	Net income (loss) and comprehensive income (loss) (\$)	Basic income (loss) per share (\$)	Total assets (\$)
Three months ended March 31, 2021	(305,505)	(0.00)	615,778
Three months ended December 31, 2021	(379,463)	(0.00)	35,149
Three months ended September 30, 2020	(64,232)	(0.00)	36,097
Three months ended June 30, 2020	82,647	0.00	35,223
Three months ended March 31, 2020	(107,319)	(0.00)	61,571
Three months ended December 31, 2019	(222,900)	(0.00)	95,469
Three months ended September 30, 2019	(168,497)	(0.00)	141,917
Three months ended June 30, 2019	(164,335)	(0.00)	150,047

Consolidated net loss for the three months ended March 31, 2021 of \$305,505 resulted from general and administrative expenses of \$317,134 which is comprised of (professional fees of \$21,127, primarily 2020 audit fees; salaries of \$16,102; non-cash share based payments resulting from the granting of stock options of \$175,500; regulatory fees of \$18,574; accounting fees of \$6,966; administration fees of \$4,562; consulting fees of \$71,053; and investor relations fees of \$3,250); gain on settlement of \$11,449 and unrealized gain on marketable securities of \$180.

Consolidated net loss for the three months ended December 31, 2020 of \$379,463 resulted from exploration and acquisition costs of \$143,684, representing the annual lease payment on the Company's claims, and general and administrative expenses of \$235,779 which is comprised of (professional fees of \$33,062, primarily 2020 audit fees; salaries of \$69,127 the majority of which arose from the change of CEO in December, 2020; non-cash share based payments resulting from the granting of stock options associated with the change of CEO - \$80,000; regulatory fees of \$5,564; accounting fees of \$6,922; administration fees of \$544; consulting fees of \$40,060; and investor relations fees of \$500.

Consolidated net loss for the three months ended September 30, 2020 of \$64,232 resulted from exploration and acquisition costs of \$8,795 and general and administrative expenses of 55,527, which is comprised of (professional fees of \$6,506; salaries of \$16,073; regulatory fees of \$784; accounting fees of \$6,925; administrative expense recovery of \$2,739; and a consulting fees of \$22,500); and an unrealized gain on marketable securities of \$90.

Consolidated net income for the three months ended June 30, 2020 of \$82,647 resulted from exploration and acquisition cost recovery of \$26,905 (reversed accrual for property payments on claims dropped by the Company) and general and administrative expense net recovery, resulting from a review and reversal of certain accruals, of \$55,652 which is comprised of (professional fees of \$7,500; non-contractual salary accrual reversal of \$37,177; regulatory fees of \$4,210; accounting fees of \$7,124; administrative expense recovery of \$7,539; and a consulting fee reversal of \$29,770); and an unrealized gain on marketable securities of \$90.

Consolidated net loss and comprehensive loss for the three months ended March 31, 2020 of \$107,319 resulted from exploration and acquisition costs of \$nil and general and administrative expenses of \$107,229 which is comprised of (professional fees of \$1,045; salaries of \$31,074; regulatory fees of \$9,896; accounting fees of \$12,015; administrative expenses of \$17,199; consulting fees of \$31,500; and investor relations fees of \$4,500) and an unrealized loss on marketable securities of \$90.

Consolidated net loss and comprehensive loss for the three months ended December 31, 2019 of \$222,900 resulted from exploration and acquisition costs of \$73,119 and general and administrative expenses of \$149,781 which is comprised of (professional fees of \$58,236; salaries of \$30,771; regulatory fees of \$3,446; accounting fees of \$7,125; administrative expenses of \$13,533; consulting fees of \$32,170; and investor relations fees of \$4,500).

Consolidated net loss and comprehensive loss for the three months ended September 30, 2019 of \$168,497 resulted from exploration and acquisition costs of \$93,338 (claim renewal and lease costs); general and administrative expenses of \$73,719 which is comprised of (professional fees of \$5,000; salaries of \$31,061; regulatory fees of \$2,238; accounting fees of \$7,152; administrative expenses of \$14,768; consulting fees of \$9,000; and investor relations fees of \$4,500); and an unrealized loss on marketable securities of \$1,440.

Consolidated net loss and comprehensive loss for the three months ended June 30, 2019 of \$164,335 resulted from exploration and acquisition costs of \$81,443; general and administrative expenses of \$82,352 which is comprised of (professional fees of \$5,002; salaries of \$31,060; regulatory fees of \$14,086; accounting fees of \$7,313; administrative expenses of \$11,391; consulting fees of \$9,000; and investor relations fees of \$4,500); and an unrealized loss on marketable securities of \$540.

Liquidity and Financial Position

As at March 31, 2021, the Company had consolidated cash and cash equivalents of \$561,836, marketable securities of \$450 and amounts receivable and other assets of \$32,119 compared to \$8,001, \$270 and \$5,505, respectively, as at December 31, 2020.

As at March 31, 2021, the Company had current assets of \$594,405 compared to current assets of \$13,776 as at December 31, 2020, and third party current liabilities of \$292,679 as at March 31, 2021 compared to third party current liabilities of \$347,045 as at December 31, 2020 resulting in working capital of \$301,726 as at March 31, 2021 compared to a working capital deficit of \$333,269 as at December 31, 2020.

As at March 31, 2021 and the date of this MD&A, the Company's cash resources are on deposit with the Royal Bank of Canada in Toronto.

Transactions with Related Parties

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The below noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors.

Remuneration of key management personnel of the Company was as follows:

Three months ended March 31,	2021	2020
Consulting fees ⁽¹⁾	\$ 30,000	\$ 15,000
Salaries ⁽²⁾	15,000	15,000
	<u>\$ 45,000</u>	<u>\$ 30,000</u>

(1) Compensation related Max Vichniakov in his capacity as Chief Executive Officer in 2021 and to Bruce Durham in his capacity as Chief Executive Officer in 2020

(2) Salaries related to Donald Christie, the Chief Financial Officer of the Company.

Major shareholders

To the knowledge of the directors and senior officers of the Company as at May 28, 2021, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than as set out below:

Major shareholder	Number of common shares	Percentage of outstanding common shares
Norvista Capital Corporation	13,553,593	16.1%
InCoR Holdings Ltd.	9,042,064	10.7%

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares. The Company is not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, it is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

Critical Accounting Estimates

The preparation of the Company's unaudited condensed consolidated financial statements for the three months ended March 31, 2021, in conformity with IFRS, required management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated interim financial statements and reported amounts of expenses during the three months ended March 31, 2021. Actual outcomes could differ from these estimates. The Company's unaudited condensed consolidated interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed consolidated interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are

based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that Management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(i) Income, value added, withholding and other taxes. The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(ii) Decommissioning, restoration and similar liabilities: Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

(iii) The Company uses the Black-Scholes option model to estimate the fair value of options and warrants. The main factor affecting the estimates of options and warrants is the stock price volatility used. The Company uses historical price data and comparables in the estimate of stock price volatility.

Accounting Policies

The following summarizes the Company's significant accounting policies in accordance with IFRS:

Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of an exploration property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company has no material restoration, rehabilitation and environmental costs as at March 31, 2021 and December 31, 2020 as the disturbance to-date at its properties in Nevada is minimal.

Exploration and evaluation expenditures

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of exploration properties, property option payments and evaluation activity. Once a project has been established as commercially viable and technically feasible, related development expenditures will be capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Financial instruments

Effective January 1, 2018, the Company adopted IFRS 9. In July 2014, the IASB issued the final publication of the IFRS 9 standard, which supersedes IAS 39, Financial Instruments: recognition and measurement (IAS 39). IFRS 9 includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets, and new hedge accounting guidance. The Company has adopted IFRS 9 on a retrospective basis, however, this guidance had no significant impact on the Company's financial statements.

Financial assets:

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value.

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains primary investment categories for financial assets: measured at amortized cost, at fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVTOCI").

Financial liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

De-recognition of financial liabilities:

The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expire.

Classification and measurement bases of financial instruments as at January 1, 2018 as a result of adopting IFRS 9 (along with IAS 39).

<u>Classification</u>	<u>IAS 39</u>	<u>IFRS 9</u>
Cash	Loans and receivables (amortized cost)	Amortized cost
Cash equivalents	FVTPL	FVTPL
Marketable securities	FVTPL	FVTPL
<u>Amounts receivable</u>	<u>Loans and receivables (amortized cost)</u>	<u>Amortized cost</u>
<u>Amounts payable</u>	<u>Other financial liabilities (amortized cost)</u>	<u>Amortized cost</u>

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred

after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts or loan receivable, where the carrying amount is reduced through the use of an allowance account. When an accounts or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As at March 31, 2021 and December 31, 2020, marketable securities and cash equivalents were recorded at fair value on the statement of financial position.

Recent Accounting Pronouncements

On January 1, 2020, the Company adopted certain amendments. IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”) were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. There was no impact on the Company’s consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

Management of Capital

The Company manages its capital with the following objectives:

- (a) to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- (b) to maximize shareholder return through enhancing share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures and other investing and financing activities. The forecast is updated based on activities related to the Company's mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the three months ended March 31, 2021.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed consolidated interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed consolidated interim financial statements; and (ii) the unaudited condensed consolidated interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company 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 such certificate are not making any representations relating to the establishment and maintenance of:

- i) 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
- ii) 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 (IFRS).

The Company'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 such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including commodity price risk).

Risk management is carried out by Management with guidance from the Board of Directors under policies approved by the Board of Directors of the Company. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

The Company's credit risk is primarily attributable to cash and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these financial instruments included in cash and cash equivalents and amounts receivable is remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2021, the Company had consolidated cash and cash equivalents of \$561,836 (December 31, 2020 - \$8,001) to settle third party current liabilities of \$292,679 (December 31, 2020 - \$347,045).

Market Risk

Interest Rate Risk

The Company does not have any interest bearing deposits or liabilities and therefore the Company is not subject to interest rate risk.

Foreign Currency Risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Foreign currency risk is the risk that future cash flows of financial instruments will fluctuate as a result of changes in foreign exchange rates. Certain of the Company's expenses are incurred in United States dollars and are therefore subject to gains or losses due to fluctuations in this currency.

Commodity and Equity Price Risk

The Company is exposed to price risk with respect to commodity prices including zinc chemicals price risk. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as they relate to zinc sulfate and zinc metal prices and to the equity markets to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depend upon the US price of zinc chemicals and the world market price of base metals. As at March 31, 2021, the Company was not a zinc chemical or zinc metal producer. Even so, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Sensitivity Analysis

The Company has designated its cash as held-for-trading, measured at fair value. Accounts payable and accrued liabilities are short-term in nature and are measured at amortized cost. As at March 31, 2021, the carrying and fair value amounts of the Company's cash, accounts receivable and advances and accounts payable and accrued liabilities are approximately the same.

The primary business objectives of the Company are the implementation of recommended programs with respect to the exploration and development of the Company's Lone Mountain deposit. See "Description of Business".

Share Capital

As at May 28, 2021, the date of this MD&A, Nevada Zinc has 84,311,762 issued and outstanding common shares.

The Company has also granted 7,450,000 fully vested common share purchase options:

2,150,000 options have an exercise price of \$0.25 per common share and expire on August 3, 2021;

500,000 options have an exercise price of \$0.49 per common share and expire on January 18, 2022;

200,000 options have an exercise price of \$0.35 and expire on June 19, 2022;

400,000 options have an exercise price of \$0.23 and expire on October 11, 2022;

250,000 options have an exercise price of \$0.20 and expire on March 15, 2023;

2,000,000 options have an exercise price of \$0.10 and expire on December 8, 2025; and

1,950,000 options have an exercise price of \$0.12 and expire on February 19, 2026.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2020, available on SEDAR at www.sedar.com.

Additional Information

Additional information about the Company is available on the Company's website at www.nevadazinc.com or on SEDAR at www.sedar.com