



**CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2022

(Unaudited)

(Expressed in thousands of United States Dollars)

EXCELSIOR MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in thousands of United States dollars)
As at

	Note	March 31, 2022	December 31, 2021 <i>restated - see note 2</i>
ASSETS			
Current Assets			
Cash and cash equivalents		\$ 15,920	\$ 20,854
Receivables		24	341
Prepaid expenses		674	1,020
Inventory	3	2,231	1,815
		<u>18,849</u>	<u>24,030</u>
Property, plant and equipment	4	125,201	123,919
Restricted cash	5	3,311	3,311
		<u>147,361</u>	<u>151,260</u>
Total Assets		<u>\$ 147,361</u>	<u>\$ 151,260</u>
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	6	\$ 1,638	\$ 1,587
Amounts due to related parties		185	109
Lease liabilities		94	91
Insurance liabilities		339	582
Restricted share units		329	258
Derivative liabilities	7	3,382	2,803
		<u>5,967</u>	<u>5,430</u>
Lease liabilities		375	400
Debt	9	15,364	15,351
Derivative liabilities	7	133,330	148,555
Asset retirement obligation	8	25,910	24,960
		<u>180,946</u>	<u>194,696</u>
Total liabilities		<u>180,946</u>	<u>194,696</u>
Equity			
Capital Stock	10	108,045	108,045
Other equity reserves	10	12,301	12,195
Deficit		(153,102)	(162,847)
Accumulated other comprehensive loss		(829)	(829)
		<u>(33,585)</u>	<u>(43,436)</u>
Total Equity		<u>(33,585)</u>	<u>(43,436)</u>
Total Liabilities and equity		<u>\$ 147,361</u>	<u>\$ 151,260</u>

See note 1 – Nature of Operations and Going Concern

Approved on May 10, 2021 on behalf of the Board of Directors:

/signed/

Jim Kolbe

Chair of the Audit Committee

/signed/

Fred DuVal

Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

EXCELSIOR MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF (INCOME) LOSS AND COMPREHENSIVE (INCOME) LOSS

(Unaudited - Expressed in thousands of United States dollars)

		Three months ended	
		March 31,	
	Note	2022	2021
			<i>restated - see note 2</i>
Revenue			
Revenue		\$ (1,220)	\$ (499)
Cost of sales	11	3,863	3,002
Loss from mine operations		\$ 2,643	\$ 2,503
Operating Expenses			
Evaluation and permitting		\$ 1,094	\$ 266
Office and administration		155	232
Professional fees		136	246
Directors and officers fees		536	661
Investor relations		95	68
Share-based compensation	10	166	921
Regulatory fees		32	83
Depreciation		24	115
Total Operating Expenses		\$ 2,238	\$ 2,592
Other Items			
Loss (gain) on derivative at fair value	7	(14,646)	2,158
Financing expense		146	99
Interest income		-	(5)
Unrealized loss (gain) on foreign exchange		(3)	(5)
Paycheck Protection Program loan forgiveness		-	(1,090)
Other (income) loss		(123)	(117)
Total Other Items		\$ (14,626)	\$ 1,040
(Income) loss and comprehensive (income) loss for the period		\$ (9,745)	\$ 6,135
(Earnings) loss per common share:			
Basic and diluted		\$ (0.04)	\$ 0.02
Weighted average number of common shares outstanding: Basic and diluted		274,835,944	254,576,381

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

EXCELSIOR MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in thousands of United States dollars)

		Three months ended	
		March 31,	
	Note	2022	2021
			<i>restated - see note 2</i>
CASH FLOWS RELATED TO OPERATING ACTIVITIES			
(Loss) income for the period		\$ 9,745	\$ (6,135)
Items not affecting cash:			
Loss (gain) on derivative at fair value		(14,646)	2,158
Depreciation		80	152
Accretion of asset retirement obligation		119	90
Share-based compensation		176	952
Paycheck Protection loan forgiveness		-	(1,090)
Unrealized loss (gain) on foreign exchange		(3)	(5)
Non-cash working capital item changes:			
Receivables		317	642
Prepaid expenses		346	230
Inventory		(416)	(1,119)
Deferred debt finance cost		13	28
Accounts payable and accrued liabilities		29	111
Amounts due to related parties	12	76	(18)
Net cash used by operating activities		(4,164)	(4,004)
CASH FLOWS RELATED TO INVESTING ACTIVITIES			
Gunnison project construction		8	(36)
Mineral Properties		(538)	(560)
Net cash provided (used) by investing activities		(530)	(596)
CASH FLOWS RELATED TO FINANCING ACTIVITIES			
Lease liabilities		-	(33)
Insurance liabilities		(243)	-
Paycheck Protection loan payments		-	(8)
Net proceeds from stock issuance		-	23,163
Restricted cash		-	(1,065)
Net cash provided (used) by financing activities		(243)	22,057
Net change in cash and cash equivalents		(4,937)	17,457
Effect of foreign exchange on cash and cash equivalents		3	5
Cash and cash equivalents, beginning of year		20,854	13,606
Cash and cash equivalents, end of period		\$ 15,920	\$ 31,068
Cash and cash equivalents consist of:			
Cash			
Supplemental cash flow disclosures:			
Interest paid		\$ 554	\$ 487

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

EXCELSIOR MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in thousands of United States dollars)

	<u>Capital Stock</u>		<u>Other Equity Reserves</u>	<u>Deficit</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total</u>
	<u>Number of Common shares</u>	<u>Amount</u>				
Balance, December 31, 2020	240,235,255	\$ 89,480	\$ 11,406	\$ (93,194)	\$ (829)	\$ 6,863
Stock option exercises	834,579	-	-	-	-	-
Stock issuance (see note 10)	33,350,000	19,935	-	-	-	19,935
Share issuance costs	-	(1,448)	-	-	-	(1,448)
Share-based compensation	-	-	274	-	-	274
Loss for the period (restated-see note 2)	-	-	-	(6,135)	-	(6,135)
Balance, March 31, 2021	274,419,834	\$ 107,967	\$ 11,680	\$ (99,329)	\$ (829)	\$ 19,489
Balance, December 31, 2021 (restated-see note 2)	274,835,944	\$ 108,045	\$ 12,195	\$ (162,847)	\$ (829)	\$ (43,436)
Share-based compensation	-	-	106	-	-	106
Income for the period	-	-	-	9,745	-	9,745
Balance, March 31, 2022	274,835,944	\$ 108,045	\$ 12,301	\$ (153,102)	\$ (829)	\$ (33,585)

The shares issued (834,579) due to stock option exercises in the Q1 2021 period relate to the remaining shares issued for the stock option exercise undertaken during December 2020. A total of 2,075,000 stock options were exercised, of which 1,975,000 stock options were exercised in exchange for a substituted right, resulting in the net issuance of 1,481,086 common shares. Of the 1,481,086 common shares issued, 646,507 were settled in 2020, with the remaining 834,579 shares settled in January 2021.

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Excelsior Mining Corp. (“Excelsior” or the “Company”) was incorporated under the laws of the Province of British Columbia, Canada on June 9, 2005 and trades on the Toronto Stock Exchange under the symbol “MIN”. The address of the Company’s registered office is Suite 2400, 1055 West Georgia Street, Vancouver, BC, Canada V6E 3P3.

The Company is developing the Gunnison Project in Southeastern Arizona and has recently announced that it is planning to restart mining from the existing Johnson Camp Mine (JCM) pits including construction of a new heap leach pad to generate cash flow to continue to support the ramping up to production of the Gunnison project. The Company is moving ahead with the work to advance this strategy.

These consolidated financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

During the period ended March 31, 2022 the Company had income of \$9.8 million that included a non-cash gain on the derivatives of \$14.7 million and used cash flow from operations of \$4.2 million. As at March 31, 2022 the Company had working capital of \$12.9 million, including a cash balance of \$15.9 million. The Company also has certain long-term financial liabilities which carry financial covenants which may be breached within the next twelve months due to the Company’s delay in reaching commercial production in the current year (further discussed below). These conditions represent a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

In support of the Company’s plan to restart JCM, on December 22, 2021 the Company and its lender, Nebari Natural Resources Credit Fund I LLP (“Nebari”), executed an amendment to the loan agreement which extends the due date of the \$15 million loan advanced by Nebari to September 29, 2023. The amendment to the loan agreement requires the Company to maintain a \$5 million minimum cash balance which has the potential to be breached within the next 12 months. The amendment to the loan agreement allows a 60 day cure period in the event of a breach of this condition. See further discussion in Note 9 Debt.

Pursuant to the Copper Purchase and Sale Agreement with Triple Flag (the “Stream Agreement”), the Company is required to maintain a leverage ratio of 3.5:1. The leverage ratio is calculated as the ratio of indebtedness of the Company to net income (adjusted for certain items). On December 22, 2021 the Company and Triple Flag executed an amendment to the Stream Agreement which suspends the applicability of the leverage ratio until September 29, 2023 (the “Leverage Ratio Grace Period”) to accommodate the extension of the Nebari loan due date. See further discussion in Note 7 Derivative Liabilities.

The Company has been successful in obtaining significant equity and other financings since inception and intends to continue financing its future requirements through mining of the existing JCM pits and through a combination of equity, debt and/or other arrangements. However, there can be no assurance that the Company will be able to obtain the necessary financing. The consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business. These adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as applicable to interim financial reports including International Accounting Standard 34, Interim Financial Reporting. Therefore, these condensed consolidated interim financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2021.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

The accounting policies applied in the preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2021, except for the adoption of the IAS 16 Amendment (see further discussion in Note 2c).

All dollar figures are expressed in thousands of United States dollars unless otherwise indicated. Canadian dollars are expressed as "CAD\$".

b. Use of judgements and estimates – impact of COVID-19

The worldwide Covid-19 pandemic continues with various governments enacting restrictions on the movement of people and goods. Although multiple vaccines have been released and are being administered to the public, there have been coincidental mutations to the virus known as COVID-19 and which have been reported to be more virulent. Should vaccines prove less effective against the new virus strains resulting in a resurgence of COVID-19 during the year, it is anticipated that additional governments would again issue public health orders which might include restricting the movement of people and goods. This in turn might impact the Company's supply chain as one of its primary sources for reagents is outside the borders of the US. Although copper prices have recovered with some subsidence of the global pandemic and the release of vaccines to counter the virus, copper prices could again be negatively impacted should there be a global resurgence of COVID-19. A continuing period of lower prices could significantly affect the Company's economic potential or intentions with respect to the Gunnison Project.

While the media reports both new strains of the virus and a resurgence in COVID-19 cases globally, as of the date of these financial statements the State of Arizona has no travel restrictions in place and vaccinations are progressing. However, the State has previously demonstrated a willingness to issue defensive orders where it sees the need. Any such order that would significantly restrict the movement of people or goods could impact the Company's ability to access its properties and complete exploration, development or production programs in the current year. The Company has considered that there may be a continuation of periodic restrictions on activities.

The longer-term impact of these factors on the Company is not yet determinable, however they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and liquidity or going concern uncertainty. As a result, impairment indicators for our mineral properties could arise if current conditions persist. We continue to work on revisions to our forecasts and operational plans in light of the continuing situation.

c. IAS 16 Amendment restatement

In May 2020, the International Accounting Standards Board (IASB) issued amendments to IAS 16 – Property, Plant and Equipment ("IAS 16"). The amendments introduced new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The Company is applying these amendments beginning January 1, 2022. The amendments are being applied retrospectively to the comparative 2021 period presented.

As a result of the IAS 16 amendment, the Company recorded the following adjustments to specific account balances, increasing (decreasing) amounts previously recognized in the annual and interim consolidated financial statements.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

Consolidated Balance Sheet

	Previously reported	Policy change adjustment	As at December 31, 2021 restated balance
Inventory	\$ 1,250	\$ 565	\$ 1,815
Property, plant and equipment	133,132	(9,213)	123,919
Other Assets	25,526	-	25,526
Total Assets	\$ 159,908	\$ (8,648)	\$ 151,260
Total Liabilities	\$ 194,696	\$ -	\$ 194,696
Total Equity	(34,788)	(8,648)	(43,436)
Total Liabilities and Equity	\$ 159,908	\$ (8,648)	\$ 151,260

Consolidated Income Statement

	Previously reported	Policy change adjustment	Three months ended March 31, 2021 restated balance
Revenue			
Revenue	\$ -	\$ (499)	\$ (499)
Cost of sales	-	3,002	3,002
Loss from mine operations	\$ -	\$ 2,503	\$ 2,503
Operating Expenses			
Office and administration	\$ 607	\$ (375)	\$ 232
Depreciation	152	(37)	115
Other operating expenses	2,245	-	2,245
Total Operating Expenses	\$ 3,004	\$ (412)	\$ 2,592
Total Other Items	\$ 1,040	\$ -	\$ 1,040
Loss and comprehensive loss for the period	\$ 4,044	\$ 2,091	\$ 6,135
(Earnings) loss per common share:			
Basic and diluted	\$ 0.02	\$ -	\$ 0.02

Consolidated Cash Flows

	Previously reported	Policy change adjustment	Three months ended March 31, 2021 restated balance
Net cash used by operating activities	\$ (1,869)	\$ (2,135)	\$ (4,004)
Net cash used by investing activities	\$ (2,759)	\$ 2,163	\$ (596)
Net cash provided by financing activities	\$ 22,085	\$ (28)	\$ 22,057

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

d. Inventory

In-process inventory represents copper in solution that has been extracted from the wellfield and captured in the processing ponds and plant and is currently being converted to copper cathode, the final saleable product. Finished goods inventory is copper cathode that has not yet been sold to the offtaker.

The Company's inventories are measured at the lower of cost or net realizable value and reflect the copper content in the production process including in-process inventory and finished goods inventory.

e. Revenue

The Company's revenue mainly consists of processing and delivering of copper cathode. The Company follows IFRS 15 - *Revenue from Contracts with Customers ("IFRS 15")* to recognize revenue. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 requires entities to recognize revenue when 'control' of goods or services transfers to the customer.

Copper cathode revenue is recognized when control is transferred to the customer. The transfer of control occurs when the copper cathode has been assayed, readied for shipment and then loaded onto the means of transport arranged by the customer.

The provisional sales price of Grade 1 copper cathode is determined based on the last known 1st position HG Copper COMEX settlement price at the time of transfer of control. The final sales price of copper cathode is the average HG Copper COMEX settlement price for the month of sale.

3. INVENTORY

The Company records inventory at the lower of cost and net realizable value (NRV). The average COMEX price for Grade A copper cathode for the reporting month is used to determine the NRV of copper cathode in inventory. The copper cathode held as finished goods at month end is shipped and sold the following month. At the end of March 2022 the company recorded a write-down of \$1,334 (2021- \$760) to adjust the copper inventory value to NRV.

The summary for inventory for the three months ended March 31, 2022 and the year ended December 31, 2021 are summarized below.

	March 31, 2022	December 31, 2021 <i>restated - see note 2</i>
Materials & Supplies	1,572	1,250
Copper in Solution	217	432
Finished goods	442	133
Inventory	2,231	1,815

The amount of inventories recognized in cost of sales during the first quarter of 2022 were \$385 (2021-\$211).

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

4. PROPERTY, PLANT AND EQUIPMENT

	Land & Mineral Properties	Plant	Vehicles & Mobile Equipment	Office Equipment & Capitalized Leases	Construction in Progress	Total
Cost						
At January 1, 2021	18,186	12,242	584	752	82,535	114,299
Additions	11,753	-	-	498	(1,058)	11,193
Change in Asset Retirement Obligation Estimate	9,714	-	-	-	-	9,714
Disposals	-	-	-	(241)	-	(241)
Adjustment (see note 2)	(9,213)	-	-	-	-	(9,213)
At December 31, 2021	<u>30,440</u>	<u>12,242</u>	<u>584</u>	<u>1,009</u>	<u>81,477</u>	<u>125,752</u>
Accumulated Depreciation						
At January 1, 2021	(824)	(57)	(317)	(630)	-	(1,828)
Depreciation	-	(23)	(82)	(136)	-	(241)
Disposals	-	-	-	236	-	236
At December 31, 2021	<u>(824)</u>	<u>(80)</u>	<u>(399)</u>	<u>(530)</u>	<u>-</u>	<u>(1,833)</u>
Net carrying amount	<u>29,616</u>	<u>12,162</u>	<u>185</u>	<u>479</u>	<u>81,477</u>	<u>123,919</u>
Cost						
At January 1, 2022	30,440	12,242	584	1,009	81,477	125,752
Additions	538	-	-	-	(8)	530
Change in Asset Retirement Obligation Estimate	832	-	-	-	-	832
Disposals	-	-	-	-	-	-
At March 31, 2022	<u>31,810</u>	<u>12,242</u>	<u>584</u>	<u>1,009</u>	<u>81,469</u>	<u>127,114</u>
Accumulated Depreciation						
At January 1, 2022	(824)	(80)	(399)	(530)	-	(1,833)
Depreciation	-	(6)	(20)	(30)	(24)	(80)
Disposals	-	-	-	-	-	-
At March 31, 2022	<u>(824)</u>	<u>(86)</u>	<u>(419)</u>	<u>(560)</u>	<u>(24)</u>	<u>(1,913)</u>
Net carrying amount	<u>30,986</u>	<u>12,156</u>	<u>165</u>	<u>449</u>	<u>81,445</u>	<u>125,201</u>

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

5. RESTRICTED CASH

As of March 31, 2022, the Company has restricted cash deposits of \$3,311 (March 31, 2021 - \$4,376) as collateral to secure the issuance of bonds.

Restricted cash of \$3,082 deposited in 2018 included \$444 for a reclamation bond as part of the Mined Land Reclamation Plan for the JCM and \$2,638 for the Class III Underground Injection Control Area Permit, required by the United States Environmental Protection Agency. In addition, \$222 was deposited prior to 2018 as collateral to secure the issuance of surety bonds.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	<u>March 31, 2022</u>	<u>December 31, 2021</u>
Trade payables	\$ 641	\$ 921
Accrued liabilities	811	391
Employee-related accruals	186	275
	<u>\$ 1,638</u>	<u>1,587</u>

Trade payables include the Company's obligations to suppliers of goods or services acquired on trade credit for goods received or services provided that have been invoiced but not yet paid. Accrued liabilities and employee-related accruals include estimated amounts for goods or services received but not yet invoiced by the supplier, as well as obligations that increase throughout the year and are settled at points in time, such as property taxes and employee bonuses.

7. DERIVATIVE LIABILITIES

On October 30, 2018 the Company entered into an agreement for a \$75,000 project financing package (collectively, the "Financing") with Triple Flag Mining Finance Bermuda Ltd. ("Triple Flag") for the purposes of developing the Gunnison Project. The closing of the Financing occurred on November 30, 2018. The Company determined that the stream obligation is a derivative liability, and as such, the stream obligation is recorded at fair value through profit or loss ("FVTPL") at each statement of financial position date.

The fair value of the stream obligation was valued using a Monte Carlo simulation model. The significant assumptions developed by management used in the Monte Carlo simulation model included: the copper forward price curve, the long-term copper price volatility of 25.25% (December 31, 2021 – 25.11%), a discount rate which factors in the Company's credit spread of 7.93% (December 31, 2021 – 7.48%), the life of mine production schedule and expectations including expansion plans and characterization of the stream for tax purposes.

The Monte Carlo simulation model was prepared by an independent valuation specialist and the life of mine production schedule and expectations including expansion plans are based on the information compiled by qualified persons.

On November 30, 2018, pursuant to the Project Financing, the Company issued 3.5 million share purchase warrants at an exercise price of CAD\$1.50 per share and exercisable into 3.5 million common shares of the Company until November 30, 2023. Effective January 11, 2022 the exercise price was adjusted to CAD\$0.54 per share. The Company determined that the share purchase warrants are derivative liabilities.

On February 22, 2021 the Company issued an additional 33.35 million share purchase warrants as part of a bought deal Unit offering. The Units consisted of 1 (one) share of the Company's common stock and 1 (one) share purchase warrant. The warrants have an exercise price of CAD \$1.25 per share and are exercisable into 33.35 million common shares of the Company until August 22, 2022. The warrants have been accounted for as derivative liabilities as they are denominated in a currency other than the functional currency of the Company.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

Share purchase warrants – Triple Flag

As of March 31, 2022, the Company recorded the fair value of the share purchase warrants issued based on a Black-Scholes-Merton option-pricing model with the following assumptions:

- Underlying Share Price – CAD\$ 0.38 (December 31, 2021 – CAD\$ 0.41)
- Maturity Date – November 30, 2023
- Strike Price – CAD\$ 0.54
- Volatility – 60.07% (December 31, 2021 – 63%)
- USD/CAD Exchange Rate - \$0.7995 (December 31, 2021 - \$0.7912)

Share purchase warrants – 2021 Equity Financing

As of March 31, 2022, the Company recorded the fair value of the share purchase warrants issued based on the market price of the warrants of CAD\$0.005.

The following is a summary of the derivative activity through the three months ended March 31, 2022:

	<u>Stream</u>	<u>Warrants</u>	<u>Total</u>
Fair value at December 31, 2020	\$ 89,663	\$ 809	\$ 90,472
Loss (gain) during the year	61,245	(5,036)	56,209
Addition	-	5,024	5,024
Issuance cost	-	(347)	(347)
Fair value at December 31, 2021	\$ 150,908	\$ 450	\$ 151,358
Loss (gain) during the period	(14,542)	(104)	(14,646)
Fair value at March 31, 2022	\$ 136,366	\$ 346	\$ 136,712

8. ASSET RETIREMENT OBLIGATION

The Company’s asset retirement obligation (“ARO”) represents management’s best estimate of the present value of costs that are expected to be incurred for mine closure and reclamation and rehabilitation costs for the JCM and the Gunnison Project. Based on the current projected mine life of the Gunnison Project, these costs and activities are not expected to begin until approximately 30 years after the start of operation on the Gunnison Project. During the first quarter of 2022, the Company reviewed the closure requirements under existing permits and the assumptions used in the present value calculation and adjusted the obligation to \$25,910 as of March 31, 2022. The update resulted in a net increase of \$950 from the ARO at December 31, 2021 of \$24,960.

As of March 31, 2022, the estimated undiscounted JCM reclamation obligation is \$12,119 (2021 - \$12,119) and the estimated undiscounted Gunnison Project reclamation obligation is \$2,903 (2021 - \$2,903). In addition to the undiscounted cost estimates, the primary assumptions that affect the present value calculation are the inflation rate and the discount rate. For the update prepared as of March 31, 2022, the Company used an inflation rate of 4.23% (2021 – 2.01%) and a discount rate of 2.44% (2021 – 2.41%) in calculating the present value of the obligation. The inflation rate is based on current and projected inflation indices and the discount rate is based on the 30-year treasury bond index.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

Changes in the ARO for the three months ended March 31, 2022 and the year ended December 31, 2021 are summarized below.

<u>Asset Retirement Obligation</u>	<u>March 31, 2022</u>	<u>December 31, 2021</u>
Balance, beginning of period	\$ 24,960	\$ 14,955
Change in estimate	831	9,714
Accretion expense	119	291
Balance, end of period	<u>\$ 25,910</u>	<u>\$ 24,960</u>

9. DEBT

On October 31, 2019, the Company entered into an agreement with Nebari Natural Resources Credit Fund I LP (“Nebari”) for a \$15,000 credit facility (the "Credit Facility"). The Credit Facility was fully drawn by May 31, 2020.

On December 22, 2021, the Company entered into an Amended and Restated Credit Agreement (“ARCA”) with Nebari to extend the maturity of the Credit Facility to September 29, 2023. The interest rate charged on the outstanding balance continues at 14.2%. The ARCA includes an upward interest rate supplement that is calculated as the excess of the 3 month LIBOR rate over 1.5% and is determined on the first day of each month. The amendment includes a repayment bonus to Nebari of 3% (\$450) of the amount drawn on the credit facility due at the repayment date. The transaction has been accounted for as a modification of the existing credit facility agreement and the carrying amount of the liability was adjusted to the present value of the cash flows under the amended agreement.

<u>Credit Facility</u>	<u>March 31, 2022</u>	<u>December 31, 2021</u>
Proceeds	\$ 15,000	\$ 15,000
Bonus repayment	\$ 450	\$ 450
Less: unamortized costs	(86)	(99)
Balance, end of period	<u>\$ 15,364</u>	<u>\$ 15,351</u>

10. CAPITAL STOCK AND OTHER EQUITY RESERVES

Common Shares

The authorized share capital of the Company consists of an unlimited number of common shares with no par value and an unlimited number of non-voting common shares with no par value. As of March 31, 2022, there were 274,835,944 common shares outstanding and nil non-voting common shares outstanding. There was no activity during the three months ended March 31, 2022.

On February 22, 2021, the Company closed a “bought deal” public offering of units of the Company (the “Units”) with Scotiabank and PI Financial Corp. as joint bookrunners and underwriters. The Company issued a total of 33,350,000 Units consisting of one common share and one common share purchase warrant at a price of CAD\$0.95 (US\$0.75) per Unit for gross proceeds of CAD\$31,683 (US\$24,959).

The warrants have been accounted for as derivative liabilities as they are denominated in a currency other than the functional currency of the Company.

Stock Options

The Company’s stock option plan (the “Plan”) provides for the grant of incentive stock options to employees, consultants, officers, and directors of the Company. The Plan reserves for issuance, along with the Company’s other Security-Based Compensation Plans a maximum of 10% of the issued and outstanding Common Shares at the time of a grant of options.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

Options granted under the Plan have a maximum term of ten years. The exercise price of the options is determined by the Board of Directors and is not less than the closing price of the common shares on the last trading day prior to the date the options are granted. The vesting terms are at the Board of Directors' discretion.

The Plan is an evergreen plan which provides that if any option has been exercised, then the number of common shares into which such option was exercised shall become available to be issued upon the exercise of options subsequently granted under the Plan. The Plan will operate in conjunction with the Restricted Share Unit Plan (the "RSU Plan") and the Performance Share Unit Plan (the "PSU Plan"). The Stock Option Plan, RSU Plan and PSU Plan are collectively referred to as the "Security-Based Compensation Plans".

The following is a summary of stock option activity for the year ended December 31, 2021 and the three months ended March 31, 2022:

	Number of Options	Weighted Average Exercise Price (CAD\$)
Outstanding, December 31, 2020	16,840,000	\$ 0.85
Granted	2,120,000	\$ 0.63
Exercised	(212,766)	\$ 0.47
Expired	(350,000)	\$ 0.97
Forfeited	(750,000)	\$ 0.95
Outstanding, December 31, 2021	17,647,234	\$ 0.85
Expired	(100,000)	\$ 0.77
Outstanding, March 31, 2022	17,547,234	\$ 0.82
Exercisable, March 31, 2022	14,557,234	\$ 0.86

As of March 31, 2022, the following stock options were outstanding and exercisable:

Outstanding	Exercisable	Exercise Price CAD\$	Remaining life (years)	Expiry Date
37,234	37,234	0.47	0.45	June 13, 2022
200,000	200,000	1.18	0.61	August 10, 2022
200,000	200,000	1.20	0.72	September 21, 2022
200,000	200,000	1.15	0.97	December 19, 2022
100,000	100,000	1.25	1.15	February 22, 2023
150,000	150,000	1.29	1.27	April 9, 2023
100,000	100,000	1.00	1.37	May 15, 2023
4,330,000	4,330,000	1.00	1.84	November 2, 2023
3,245,000	3,245,000	1.02	2.24	March 26, 2024
200,000	200,000	0.96	2.95	December 10, 2024
210,000	210,000	1.12	3.08	January 28, 2025
275,000	275,000	0.92	3.14	February 19, 2025
1,480,000	1,480,000	0.48	3.23	March 24, 2025
4,450,000	3,337,500	0.60	3.29	April 15, 2025
800,000	-	0.73	3.62	August 12, 2025
100,000	75,000	0.80	3.64	August 19, 2025
235,000	117,500	0.82	4.19	March 8, 2026
600,000	300,000	0.74	4.25	March 31, 2026
635,000	-	0.41	5.00	December 31, 2026
<u>17,547,234</u>	<u>14,557,234</u>			

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for the risk-free interest rate, dividend yield, volatility factors of the expected market price of the Company's common shares, forfeiture rate, and expected life of the options. The Company recognized share-based compensation costs of \$217 for the three months ended March 31, 2022 (March 31, 2021 - \$551) of which \$21 (March 31, 2021 - \$62) was included in cost of sales.

The following assumptions were used for the Black-Scholes valuation of stock options granted during the three months ended March 31, 2022:

	<u>March 31, 2022</u>	<u>December 31, 2021</u>
Risk-free interest rate	1.15%	1.04%
Dividend yield	0.00%	0.00%
Volatility	57.15%	54.42%
Expected life of options	3.72 years	4.47 years
Forfeiture rate	12.54%	12.38%

Restricted Share Units

The Company's RSU Plan, adopted on June 28, 2018, provides for the grant of restricted shares to employees, consultants, officers, and directors of the Company. An individual restricted share unit will have the same value as one common share. The number of RSUs awarded, and its associated vesting terms, are determined at the discretion of the Board of Directors. The maximum aggregate number of common shares issuable to participants at any time pursuant to the RSU Plan, together with all other Security-Based Compensation Plans of the Company, may not exceed 10% of the currently issued and outstanding common shares of the Company at the time of a grant of the RSU.

Upon each vesting date, participants receive the issuance of common shares from treasury equal to the number of RSUs vesting, or a cash payment equal to the number of vested RSUs multiplied by the fair market value of a common share, calculated as the closing price of the common shares on the TSX for the trading day immediately preceding such payment date; or a combination thereof. The RSU Plan is considered a cash-settled award plan, therefore, the RSU Plan is classified as a liability, and is measured at fair value on the grant date and is subsequently adjusted for changes in fair value at each reporting date until settlement. The fair value of RSUs is estimated based on the quoted market price of the Company's common shares on the last day of the reporting period.

A summary of the activity related to the Company's RSUs through the three months ended March 31, 2022 is provided below.

<u>Restricted Share Units</u>	
Balance, December 31, 2020	2,016,092
Exercised	(242,692)
Granted	50,000
Balance, December 31, 2021	1,823,400
Exercised	-
Granted	-
Balance, March 31, 2022	1,823,400

During the three months ended March 31, 2022, the fair value of outstanding RSUs increased by \$70 (March 31, 2021 increased by \$679), which were classified as share-based compensation costs.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

11. EXPENSES BY NATURE

	Three months ended	
	March 31,	
	2022	2021
Direct mining costs	2,588	1,766
Royalties and selling costs	224	84
Employee compensation and benefits	985	1,084
Share-based compensation	10	31
Depreciation	56	37
Cost of Sales	3,863	3,002

12. RELATED PARTY TRANSACTIONS

Related parties and related party transactions are summarized below.

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consists of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and President, SVP Business Development, SVP Chief Financial Officer, SVP/GM and Corporate Secretary.

Remuneration attributed to key management personnel is summarized as follows:

	Three Months Ended March 31,	
	2022	2021
Salaries, fees and benefits	\$ 578	\$ 606
Share-based compensation	126	906
Total	<u>\$ 704</u>	<u>\$ 1,512</u>

Salaries, fees and benefits to key management includes all salaries, bonuses, fees, and other employment benefits, pursuant to contractual employment agreements, consultancy or management services arrangements.

Other Related Parties

King & Bay West Management Corp, ("King & Bay") is an entity owned by Mark Morabito, who resigned as a director of the Company March 18, 2022, which employs or retains certain officers and personnel of the Company. King & Bay provides regulatory and corporate secretarial services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table below represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company.

Transactions with related parties other than key management personnel included the following:

	Three Months Ended March 31,	
	2022	2021
King & Bay	\$ 40	\$ 84
Kinley	88	-
Total	<u>\$ 128</u>	<u>\$ 84</u>

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

As of March 31, 2022, amounts accrued and due to key management personnel and other related parties include the following:

- Corporate officers - \$ 99 (December 31, 2021 - \$95)
- King & Bay - \$ 11 (December 31, 2021 - \$14)
- Kinley - \$ 75 (December 31, 2021 - \$0)

13. SEGMENTED INFORMATION

The Company operates in one reportable operating segment in North America. The Company's property, plant and equipment is primarily all in the United States.

14. FINANCIAL INSTRUMENTS

The Company has exposure to a variety of financial risks: market risk (including currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk from its use of financial instruments.

This note presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Risk management is the responsibility of management and is carried out under policies approved by the Board of Directors. Material risks are monitored and are regularly discussed with the Audit Committee and Board of Directors.

Market risk

Market risk is the risk that changes in market price, such as foreign exchange rates and interest rates will affect the Company's cash flows or value of its financial instruments.

Currency risk

The Company is subject to currency risk on financial instruments which are denominated in currencies that are not the same as the functional currency of the entity that holds them. Exchange gains and losses relating to these financial instruments would impact earnings (loss).

The Company is exposed to currency risk through cash and cash equivalents, accounts payable and accrued liabilities which are denominated in CAD\$. The balances in these accounts are not significant, therefore, the Company's exposure to currency risk is considered minimal. The Company has not hedged its exposure to currency fluctuations at this time.

Interest rate risk

The Company is subject to interest rate risk with respect to its investments in cash and cash equivalents and the stream obligation. The Company's current policy is to invest excess cash in guaranteed investment certificates issued by its Canadian banking institution. The Company periodically monitors the investment it makes and is satisfied with the credit ratings of its banks. These investments generally have a fixed interest rate and therefore the risk is minimal. The Company's outstanding debt obligations are at fixed interest rates and accounted for on the basis of amortized cost. Therefore, the carrying value of the Company's debt is not exposed to changes in market interest rates.

A 1% increase in the interest rate would decrease the value of the stream obligation by \$12,982, whereas a 1% decrease in the interest rate would increase the value of the stream liability by \$13,524.

Commodity price risk

The Company is subject to commodity price risk from fluctuations in the market prices for copper. Commodity price risks are affected by many factors that are outside the Company's control including global or regional consumption patterns, the supply of and demand for metals, speculative activities, the availability and costs of metal substitutes, inflation, and political and economic conditions. The financial instrument impacted by commodity prices is the Stream obligation.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

A 10% increase in the market price of copper would increase derivative liabilities by \$14,960, whereas a 10% decrease in the market price of copper would decrease derivative liabilities by \$15,162.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents, and restricted cash.

The Company limits its exposure to credit risk on financial assets through investing its cash and cash equivalents with high-quality North American financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient liquidity to meet its liabilities when due. The Company manages liquidity risk by monitoring actual and projected cash flows and matching the maturity profile of its financial assets and liabilities. Cash flow forecasting is performed regularly. The Company also holds surety bonds to support future environmental obligations.

As of March 31, 2022, the Company has cash and cash equivalents of \$15,920 to settle current liabilities of \$5,967. Refer to additional discussion in note 1.

Fair value estimation

The Company's financial assets and liabilities are measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs.

The three levels of the fair value hierarchy are as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities that the Company is able to access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data.

The carrying values of cash and cash equivalents, receivables, restricted cash, accounts payable and accrued liabilities, debt and amounts due to related parties approximate their fair values due to the short-term maturity of these financial instruments.

The following table presents the Company's financial assets and liabilities by level within the fair value hierarchy.

As of March 31, 2022	Carrying value	Fair Value		
	FVTPL	Level 1	Level 2	Level 3
Restricted share units	\$ 329	\$ -	\$ 329	\$ -
Debt	15,351	-	-	15,364
Derivative liabilities	136,712	133	-	136,579
	<u>\$ 152,392</u>	<u>\$ 133</u>	<u>\$ 329</u>	<u>\$ 151,943</u>

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2022
(Unaudited - Expressed in thousands of United States dollars)

15. LEGAL

On November 3, 2021 the Company became aware of a civil claim filed against the Company and certain of its officers and directors in the Supreme Court of British Columbia by MM Fund (the “Action”). The plaintiff seeks certification of the Action as a class proceeding on behalf of a class of all persons and entities, wherever they may reside or may be domiciled, who purchased the securities of the Company offered by the Company’s Prospectus Supplement dated and filed on February 12, 2021 (the “Prospectus”).

The plaintiff alleges that the Prospectus contained misrepresentations related to the Company’s anticipated timeline to achieve a production rate of 25 million pounds per annum. The plaintiff alleges that as a result of the misrepresentations in the Prospectus, the securities of the Company were sold to the public at an artificially inflated price. The plaintiff seeks an order certifying the Action as a class proceeding, a declaration the Prospectus contained a misrepresentation, unspecified damages, pre- and post-judgment interest and costs.

The Company contends the allegations made against it in the Action are meritless and will be vigorously defended, although no assurance can be given with respect to the ultimate outcome of the Action.

16. SUBSEQUENT EVENTS

At the April 29, 2022 meeting of the Board of Directors a total of 900,000 stock options were awarded to the Directors and Officers of the Company. The options have a two year vesting period with the exercise price equal to the closing market price on April 29, 2022 which was CAD \$0.27.



MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2022

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Management's Discussion and Analysis ("MD&A") is as of May 10, 2022 and relates to the financial condition of Excelsior Mining Corp. and its subsidiaries ("Excelsior" or the "Company") as of March 31, 2022. The MD&A supplements and complements Excelsior's unaudited Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2022 (the "Consolidated Financial Statements") and related notes. Comparison of the financial results in this MD&A is provided to the financial results for the three-month period ended March 31, 2021, or the year ended December 31, 2021. Other relevant documents to be read with this MD&A include the Audited Consolidated Financial Statements for the year ended December 31, 2021, and the Annual Information Form ("AIF") for the year ended December 31, 2021. These documents are available on the Company's website at www.excelsiormining.com, and on the SEDAR website at www.sedar.com.

The unaudited Consolidated Financial Statements for the three months ended March 31, 2022 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as applicable to interim financial reports including International Accounting Standard 34, Interim Financial Reporting. The condensed consolidated interim financial statements do not include all the information required for full annual financial statements. The accounting policies applied in the condensed consolidated interim financial statements are consistent with those applied in the Company's audited annual consolidated financial statements unless otherwise disclosed (see Accounting Policies, Estimates and Judgements). All dollar amounts are expressed and presented in thousands of United States dollars except per share amounts (unless otherwise noted). Canadian dollars are expressed as "CAD\$".

Readers are cautioned that this MD&A contains forward-looking statements and that actual events may vary from Management's expectations. Readers are encouraged to read the "Cautionary Statements" section presented later in this MD&A including the factors described in "Risk Factors" and "Forward-Looking Information".

APPROVAL

The Board of Directors of Excelsior Mining Corp. has approved the disclosure contained in this MD&A as of May 10, 2022.

DESCRIPTION OF BUSINESS AND GOING CONCERN

Excelsior is a mineral exploration, development and mining company that is advancing the Gunnison Copper Project ("Gunnison Project") located in Cochise County, Arizona. Excelsior was incorporated under the *Business Corporations Act* of British Columbia on June 9, 2005. The Company is listed on the Toronto Stock Exchange ("TSX") under the symbol "MIN", the top-tier over-the-counter market ("OTCQX") under the symbol "EXMGF", and the Frankfurt Stock Exchange under the symbol "3XS".

The Gunnison Project is projected to be a low-cost, environmentally friendly in-situ recovery copper extraction project that is permitted to 125 million pounds per year of copper cathode production. Excelsior announced the start of construction in December 2018, and the completion of the construction phase in December 2019, including the wellfield drilling and the supporting infrastructure consisting of the electrical power system upgrades, all holding ponds, the pipeline corridor and acid storage tanks. Upgrades to the adjacent Johnson Camp mine ("JCM") Solvent Extraction and Electrowinning ("SX-EW") plant were also completed in December 2019. The injection of mining fluids to the wellfield for copper production started on December 31, 2019 and the Company began the start-up and commissioning phase of the project in January 2020. On April 9, 2020 a decision was made to place the project on Care and Maintenance in response to the COVID-19 global pandemic. On August 12, 2020 the Company announced that a small-scale restart had commenced. As the Company continues to ramp up towards full production, it remains cognizant of the continued health risks to the Company's workforce related to COVID-19. The Company has put in place various procedures to mitigate the risk of transmission of COVID-19 on site as the Health and Safety of our employees is our primary concern. The Company continues to maintain the wellfield in accordance with all state and federal permit requirements.

During the period ended March 31, 2022 the Company had income of \$9.8 million that included a non-cash gain on the derivatives of \$14.7 million and used cash flow from operations of \$4.2 million. As at March 31, 2022 the Company had working capital of \$12.9 million, including a cash balance of \$15.9 million. The Company also has certain long-term financial liabilities which carry financial covenants which may be breached within the next twelve months due to the Company's delay in reaching commercial production in the current year (further discussed below).

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

These conditions represent a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

In support of the Company's plan to restart JCM, on December 22, 2021 the Company and its lender, Nebari Natural Resources Credit Fund I LLP ("Nebari"), executed an amendment to the loan agreement which extends the due date of the \$15 million loan advanced by Nebari to September 29, 2023. The amendment to the loan agreement requires the Company to maintain a \$5 million minimum cash balance which has the potential to be breached within the next 12 months. The amendment to the loan agreement allows a 60 day cure period in the event of a breach of this condition.

Pursuant to the Copper Purchase and Sale Agreement with Triple Flag (the "Stream Agreement"), the Company is required to maintain a leverage ratio of 3.5:1. The leverage ratio is calculated as the ratio of indebtedness of the Company to net income (adjusted for certain items). On December 22, 2021 the Company and Triple Flag executed an amendment to the Stream Agreement which suspends the applicability of the leverage ratio until September 29, 2023 (the "Leverage Ratio Grace Period") to accommodate the extension of the Nebari loan due date.

The Company has been successful in obtaining significant equity and other financings since inception and intends to continue financing its future requirements through mining of the existing JCM pits and through a combination of equity, debt and/or other arrangements. However, there can be no assurance that the Company will be able to obtain the necessary financing. The consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business. These adjustments could be material.

COPPER STREAM

On November 30, 2018 the Company finalized an agreement for a \$75,000 project financing package ("Project Financing", or "copper stream" or "copper stream derivative liability") with Triple Flag Mining Finance Bermuda Ltd. ("Triple Flag") for the purpose of developing the Gunnison Project. In connection with the Project Financing, the Company issued Triple Flag 3.5 million five-year common share purchase warrants (the "warrants"), under a five-year term beginning on November 30, 2018, entitling Triple Flag to purchase 3.5 million Excelsior common shares at a strike price of CAD\$1.50 per share issued.

In the amendment to the Triple Flag agreement that was executed on December 22, 2021 the Company and Triple Flag agreed to remove the right to buy-down the stream percentage and adjust the warrant strike price to CAD \$0.54 effective January 11, 2022 and to extend the Leverage Ratio Grace Period to September 29, 2023.

As of September 30, 2019, the Company has received all funding from the \$75,000 project financing, consisting of a \$65,000 copper stream (the "Stage 1 Upfront Deposit"), and \$10,000 in equity financing.

Under the terms of the Project Financing, Triple Flag committed to fund the Stage 1 Upfront Deposit in return for Excelsior selling to Triple Flag a percentage of the refined copper production from the Gunnison Project at a reduced price equal to 25% of the copper spot price. The exact percentages of copper production to be sold to Triple Flag varies according to the total production capacity, based on a sliding scale.

The percentages applicable at certain production levels are detailed in the table below.

<u>Scenario Description</u>	<u>Stage 1 (25M lbs/yr)</u>	<u>Stage 2 (75M lbs/yr)</u>	<u>Stage 3 (125M lbs/yr)</u>
Stage 1 Upfront Deposit	16.50%	5.75%	3.50%

Following a decision by Excelsior to expand the production capacity, Triple Flag will have the option to invest a further \$65,000 in exchange for an increase in its entitlement to copper under the Stream ("Expansion Option").

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

The table below shows the range of percentage of production to be purchased by Triple Flag based on specified production levels and that includes Triple Flag's Expansion Option. Actual amounts will be calculated within the range, based on the proven production history.

Scenario Description	Stage 1 (25M lbs/yr)	Stage 2 (75M lbs/yr)	Stage 3 (125M lbs/yr)
Stage 1 Upfront Deposit + Expansion Option	16.50%	11.00%	6.60%

The stream obligation and share purchase warrants are recorded at fair value at each statement of financial position date as the Company has determined that the stream obligation and the share purchase warrants are derivative liabilities carried at FVTPL.

The fair value of the stream obligation was valued using a Monte Carlo simulation model. The significant assumptions developed by management used in the Monte Carlo simulation model included: the copper forward price curve, the long-term copper price volatility of 25.25% (December 31, 2021 – 25.11%), a discount rate which factors in the Company's credit spread of 7.93% (December 31, 2021 – 7.48%), the life of mine production schedule and expectations including expansion plans and characterization of the stream for tax purposes.

The Monte Carlo simulation model was prepared by an independent valuation specialist and the life of mine production schedule and expectations including expansion plans are based on the information compiled by qualified persons.

On November 30, 2018, pursuant to the Project Financing, the Company issued 3.5 million share purchase warrants at an exercise price of CAD\$1.50 per share and exercisable into 3.5 million common shares of the Company until November 30, 2023. The Company determined that the share purchase warrants are a derivative liability as they are denominated in a currency other than USD.

In the amendment to the Triple Flag agreement that was executed on December 22, 2021, the exercise price of the 3.5 million share purchase warrants changed to CAD\$0.54 per share with an effective date of January 11, 2022.

NEBARI FINANCING

On October 31, 2019 the Company entered into an agreement with Nebari Natural Resources Credit Fund I LP ("Nebari") for a \$15,000 credit facility (the "Credit Facility"). As of May 31, 2020, the \$15,000 credit facility had been fully drawn. The Credit Facility is secured against the assets of Excelsior and certain of its subsidiaries. The Credit Facility bears interest at 14.2% per annum, payable monthly. An arrangement fee of 2.0% (\$300) of the total available funds under the Credit Facility was paid on closing. The arrangement fee is creditable against interest payable on the draws under the Credit Facility, to a maximum of \$100 of interest per each draw. The Credit Facility had an initial term of 15 months from the date of the Initial Draw which occurred on December 23, 2019.

On December 22, 2021, the Company entered into an agreement with Nebari to extend the maturity of the Credit Facility to September 29, 2023. The amendment includes a repayment bonus to Nebari of 3% (\$450) of the amount drawn on the credit facility due at the repayment date and has been stated at its present value. The amendment requires the Company to maintain a minimum cash balance of \$5,000 with a 60 day cure period in the event of a breach.

PAYCHECK PROTECTION PROGRAM LOAN

On May 21, 2020 the Company signed a Promissory Note with the Bank of America under the Paycheck Protection Program (PPP) and was subsequently advanced a loan in the amount of \$1,206.

On March 31, 2021 the Company was notified that the SBA had approved the forgiveness of \$1,090 of the PPP loan, and this amount has been recognized in "Other Items".

The remaining loan balance of \$116 has been paid.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

2021 "BOUGHT DEAL" FINANCING

On February 22, 2021, the Company closed a "bought deal" public offering (the "Offering") of units of the Company (the "Units") with Scotiabank and PI Financial Corp. as joint bookrunners and underwriters. The Company issued a total of 33,350,000 Units at a price of CAD\$0.95 per Unit. Each Unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable to acquire a common share at an exercise price of CAD\$1.25 until August 22, 2022. The Company received \$23,163 as net proceeds from the Offering. The net proceeds of the "bought deal" financing were allocated for the continued ramp up and operation of the Company's Gunnison Project including operating, corporate, business development, legal and sustaining capital costs.

GUNNISON PROJECT

Wellfield Start-up and Commissioning Status

The Company received approval in December 2019 from the Environmental Protection Agency to commence mining operations and began injecting mining fluids to the copper ore body on December 31, 2019. The mining fluids circulate through a volume of rock of approximately 400ft x 400ft x 700ft, in a closed-loop system until the concentration of copper held in solution meets a sufficient grade to be treated through the SX-EW facilities to extract the copper and produce LME grade copper cathode sheets.

On December 21, 2020, Excelsior announced that first copper cathode production had been achieved at the Gunnison Project. On January 28, 2021 Excelsior announced that it had sold its first copper cathode from the Gunnison Project. Assays confirm that the copper content achieved 99.998%. During February 2021, the copper purity achieved 99.999% as per the feasibility design and is anticipated for all future copper harvests.

The Company is continuing with ramp up activities to attain commercial production levels. The ramp up process has been slowed by the formation of CO₂ in the wellfield which occurs when the acidified raffinate comes into contact with secondary calcite within the permeable fracture system. Cycling periods of fresh water injection with acid injection and recovery has demonstrated sustained flow improvements on individual wells. To resolve this issue throughout the existing wellfield, the Company has announced plans to design, construct and operate a raffinate neutralization plant that will be used to provide approximately pH neutral solutions for use in the earlier described cycling process. Additionally, the Company is planning to restart the Johnson Camp copper oxide open pits to supplement copper production during the period required to design, construct, and operate the raffinate neutralization plant for a period of time sufficient to alleviate CO₂ in the existing wellfield. The Company has determined that it will reach commercial production from the wellfield once a production rate of approximately 70% of the designed production capacity of 25 million copper pounds per annum at a Grade 1 copper specification has been sustained for a period of 30 days.

See additional discussion below in "Outlook".

The Company had 53 employees as of March 31, 2022.

Copper Offtake Agreement

On March 5, 2020 the Company entered into a purchase and sale agreement with Trafigura Trading LLC for 100% of copper cathode production from the Gunnison Project in 2020 on commercially competitive terms. The agreement has been extended through to the end of 2022.

Subsidiary Merger

On March 1, 2021 a merger of the Company's subsidiaries Excelsior Mining Arizona, Inc. and Excelsior Mining JCM, Inc. was completed with Excelsior Mining Arizona, Inc. as the surviving entity. Excelsior Mining Arizona, Inc. assumed all of the assets and liabilities of Excelsior Mining JCM, Inc. on completion of the merger. The merger was completed for administrative purposes due to the integrated nature of the operations of the two companies.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

STRONG & HARRIS

Excelsior recently announced that it had filed a National Instrument (“NI”) 43-101 Technical Report entitled “Estimated Mineral Resources and Preliminary Economic Analysis, Strong and Harris Copper-Zinc-Silver Project, Cochise County, Arizona” dated effective September 9, 2021 (the “S & H Report”) available on SEDAR at www.sedar.com. The Strong and Harris deposit is a complementary asset that has the potential to allow the Company to become a larger and longer-term producer than previously envisioned.

Mining of the Strong and Harris deposit would be by traditional open pit with high-grade underground mining of the remaining sulfides at the bottom of the pit. The S&H Report generated a preliminary economic assessment (“PEA”) that was completed by Mine Development Associates, a division of RESPEC (MDA), the highlights of which are tabulated below assuming a \$3.50/lb. copper price, \$1.28/lb. zinc price, and \$110/ton acid cost. See table below.

Mine Life	~7 years
Material Mined	~54 M ton
Cu/Zn Grades	0.56% / 0.68%
Cu/Zn Produced	437 M lb / 575 M lb
Initial Capital	\$328 million
Operating Costs (\$/lb CuEq)	\$1.76
Average Cu/Zn annual production	62 Mlbp / 82 Mlbp
Pre-Tax NPV/IRR (8% discount rate)	\$325M / 25%

The PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the conclusions reached in the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The Company’s next steps with Strong and Harris are a drill program targeting adjacent geophysical anomalies with the goal of expanding the mineral resource, which may be followed by additional metallurgical test work and eventual completion of a feasibility study.

COVID-19

The worldwide Covid-19 pandemic continues, and while some jurisdictions have eased restrictions recently, various governments have previously enacted restrictions on the movement of people and goods during periods of increasing positive infection rates. Although multiple vaccines have been released and are being administered to the public, there have been coincidental mutations to the virus known as COVID-19 and which have been reported to be more virulent. Should vaccines prove less effective against the new virus strains resulting in a resurgence of COVID-19 during the year, it is anticipated that additional governments would again issue public health orders which might include restricting the movement of people and goods. This in turn might impact the Company’s supply chain as one of its primary sources for reagents is outside the borders of the US. Although copper prices have recovered with some subsidence of the global pandemic and the release of vaccines to counter the virus, copper prices could again be

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

negatively impacted should there be a global resurgence of COVID-19. A continuing period of lower prices could significantly affect the Company's economic potential or intentions with respect to the Gunnison Project.

While the media reports both new strains of the virus and a continuation of new COVID-19 cases globally, as of the date of this MD&A the State of Arizona has no travel restrictions in place and vaccinations are progressing. However, the State has previously demonstrated a willingness to issue defensive orders where it sees the need. Any such order that would significantly restrict the movement of people or goods could impact the Company's ability to access its properties and complete exploration, development or production programs in the current year.

The longer-term impact of these factors on the Company is not yet determinable, however they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and liquidity or going concern uncertainty. As a result, impairment indicators for our mineral properties could arise if current conditions persist. We continue to work on revisions to our forecasts and operational plans in light of the continuing situation.

See "Outlook" for additional information on the Company's response to COVID-19.

OUTLOOK

Construction of the Gunnison Project was completed as of the end of the year 2019, copper production in solution from the wellfield started, and the Company advanced to the start-up and commissioning phase. Total project-related capital expenditures for the Gunnison Project were previously forecast at approximately \$88,000. Total capitalized expenditures including accruals on the Gunnison Project as of March 31, 2022 were \$91,452 after adjusting for the impact of applying the IAS 16 Amendment further discussed below in "Accounting Policies, Estimates and Judgements".

During 2021, management assessed impairment indicators for the Company's PP&E and concluded that due to the delayed ramp up to commercial production and expected increase in operating costs of the Gunnison Project an impairment indicator existed as of September 30, 2021. In accordance with the Company's accounting policy, the recoverable amount was assessed as the higher of its fair value less costs of disposal (FVLCD), and its value in use. The recoverable amount was determined based on the FVLCD approach.

In arriving at FVLCD, discounted cash flows were obtained using the following significant assumptions:

- a.) the latest estimates of mineral reserves
- b.) the life of mine production schedule, operating costs and capital costs from the latest planning
- c.) a copper price of \$3.50 per pound; and
- d.) a discount rate of 7.5%

Management's assumptions of mineral reserves and life of mine production schedule were based on information compiled by qualified persons (management's experts). The Company's FVLCD exceeded the carrying amount of the Gunnison Project and as a result, no impairment loss was recognized in the Consolidated Statement of Loss and Comprehensive Loss.

The Company has previously disclosed the various issues that have been identified during the ramp-up phase of initial production. Certain issues have been resolved but a variety of issues still need to be worked through, such as how to minimize the impact of carbon-dioxide on fluid flows and how best to maximize flow rates in general. The reduced flow rates are slowing ramp-up to name plate production of 25 million pounds per annum. The Company believes this is a finite problem; however, in an effort to speed up the removal of the effects of carbon-dioxide or reduce its impact, the Company continues to investigate remedial processes. These are occurring in conjunction with daily operations. At this time the Company is unable to forecast when name plate production will be reached as it needs to complete its review of remedial processes and fully assess any required adjustments to the operating plan.

For the period ended March 31, 2022, total copper sold was 270,715 lbs. with an additional 94,438 lbs. in inventory. This low total production number is due to certain factors including lower than expected flow rates and the wellfield

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

operating at a reduced capacity throughout the first quarter of 2022 as certain wellfield optimization initiatives were being tested. Additional wellfield optimization initiatives are being planned or considered. Many of these may initially be disruptive to production ramp-up due to the installation and/or testing of equipment or the application of the initiative. While Management is focused on mitigating the impact of the various wellfield issues and the impact of the optimization initiatives on ramp-up, they may contribute to further delays to production ramp-up period, increased capital or operating costs or decreased production.

Excelsior's focus continues to be on attaining a sustained production rate of 25 million pounds of copper per year, after which Excelsior will focus on expanding that production rate. Achieving this outcome is contingent on managing COVID-19 conditions, resolving ramp-up issues and successfully implementing many of our wellfield optimization programs.

The Company is moving ahead with the work required to advance its strategy to restart and operate the legacy Johnson Camp mine to produce cashflow while Gunnison ramps up and the raffinate neutralization plant is designed and constructed for use in the carbon-dioxide remedial process. The initial capital cost of the raffinate neutralization plant and infrastructure is estimated to be approximately \$29 million (\$87 million life of mine) and includes additional piping and pond modifications. The cost has been updated through engineering estimates obtained in 2021. For further information see the NI 43-101 Technical Report entitled "Gunnison Copper Project Prefeasibility Study Update and JCM Heap Leach Preliminary Economic Assessment", dated effective March 11, 2022 and available on SEDAR www.sedar.com and the Company's website www.excelsiormining.com.

The Company is also exploring additional options to accelerate the removal of carbon-dioxide that if successful could potentially lower the required capital and operating costs as compared to the raffinate neutralization path. This includes a plan to undertake well stimulation trials in the second half of the current year. Well stimulation has the potential to clean out some of the CO₂ bubbles, improve flow rates, improve sweep efficiency, and increase permeability and copper production. Data will be collected during the trials to ascertain the effectiveness of the technique. The trials will be subject to EPA approval.

SELECTED QUARTERLY INFORMATION

The following table summarizes selected financial information for the Company for each of the past eight quarters ending March 31, 2022 (restated for 2021):

	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021
Net (income)/loss for the period (restated for 2021)	\$ (9,745)	\$ 51,979	\$ (2,492)	\$ 14,031
Loss (gain) on derivative at fair value	(14,646)	48,641	(5,621)	11,031
(Income)/loss per share (basic and diluted) (restated for 2021)	(0.04)	0.19	(0.01)	0.05
Total assets (restated for 2021)	147,361	151,260	147,706	150,790
	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020
Net (income)/loss for the period (restated for 2021)	\$ 6,135	\$ 17,489	\$ 10,904	\$ 23,189
Loss (gain) on derivative at fair value	2,158	15,720	8,923	18,860
(Income)/loss per share (basic and diluted) (restated for 2021)	0.02	0.07	0.05	0.10
Total assets (restated for 2021)	149,362	131,877	132,971	134,850

The net (income)/loss for the last eight quarters reflects the advancement of the Gunnison Project from exploration and evaluation, through feasibility and sustainability, through the construction phase, into the start-up and commissioning phase, care and maintenance phase, and current ramp-up phase. The volatility in market factors is impacted by both the COVID-19 pandemic and the subsequent recovery in economic activity which caused significant fluctuations in the valuation of the copper stream derivative and consequently net (income)/loss. The net income for the quarter-ended March 31, 2022 of \$9,745 included a gain of \$14,646 on revaluation of the copper stream derivative liability and share purchase warrants.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

The quarterly results presented above do not necessarily reflect any recurring expenditure patterns or predictable future trends. The Company was in the construction phase, the start-up and commissioning phase, then into care and maintenance due to Covid-19, and once again into ramp-up, resulting in lower than expected revenues in each of the last eight quarters.

REVIEW OF FINANCIAL RESULTS

Three months ended March 31, 2022 compared to the three months ended March 31, 2021:

For the three-months ended March 31, 2022 the Company's net income was \$9,745 (\$0.04 per share) compared to a net loss of \$6,135 (\$0.02 per share) for the three-months ended March 31, 2021. The net income for the three-month period ended March 31, 2022 as compared to the net loss for the same period of 2021 resulted primarily from a non-cash gain of \$14,646 for the three-month period of 2022 and a non-cash loss of \$2,158 for the three-month period of 2021, both of which resulted from the change in fair value of the copper stream derivative liability plus the change in fair value in the share purchase warrants. Excluding the (gain)/loss from the derivative liability, the net loss was \$4,901 for the three-month period of 2022 compared to a net loss of \$3,977 for the three-month period of 2021, primarily due to the loss from mine operations and in 2022 the evaluation and permitting of ongoing projects.

A comparison of the costs in the "Expenses" categories listed in the consolidated statements of loss and comprehensive loss for the three-months ended March 31, 2022 and 2021 follows:

For the three months ended March 31, 2022 the Company incurred a net loss from mine operations of \$2,643 compared to a net loss from mine operations of \$2,503 in the same period in 2021. In accordance with the application of the IAS 16 Amendments which became effective for reporting periods beginning January 1, 2022 the costs previously capitalized for mining operations are now being expensed and 2021 has been restated to show the effect of the amendments.

For the three months ended March 31, 2022 evaluation and permitting expenses totaled \$1,094 (2021 - \$266). The costs for both periods represent ongoing exploration, and environmental and permitting compliance costs. Costs were higher in the current period due to increased evaluation work on the JCM pits and permitting activities associated with the wellfield optimization programs.

Office and administration expenses for the three-months ended March 31, 2022 were \$155 compared to \$232 during the same period of the prior year. These costs represent corporate management costs and administrative support costs for the Gunnison Project and JCM. Amounts were higher in the previous period primarily due to legal fees.

Professional fees for the three-months ended March 31, 2022 were \$136 compared to \$246 during the same period of the prior year. The costs were higher in the 2021 three-month period due to consulting fees.

Directors' and officers' fees incurred during the three months ended March 31, 2022, were \$536 compared to \$661 during the same period of the prior year, representing a decrease of \$125. Higher directors' and officers' fees in the same period of the prior year were due to a one-time management fee in conjunction with the "bought deal" financing.

Investor relations expenses during the three months ended March 31, 2022, were \$95 compared to \$68 during the same period of the prior year, representing an increase of \$27. Higher investor relations fees for the current period resulted from an increase in promotional activities.

During the three months ended March 31, 2022, the Company incurred share-based compensation expense of \$166 (2020 - \$921). The decrease in non-cash share-based compensation expense of \$755 is due to decreased share-based compensation awards in the present period combined with a lower stock price.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Regulatory fees during the three months ended March 31, 2022, were \$32 compared to \$83 during the same period of the prior year, representing a decrease of \$51. Higher regulatory fees for the previous period were a result of the “bought deal” financing.

During the three months ended March 31, 2022, the Company incurred depreciation expense of \$24 (2021 – \$115). The decrease in depreciation expense of \$91 is due to a change in the estimated ARO depreciation to be charged prior to commercial production being attained.

Significant changes in the “Other Items” listed in the consolidated statements of loss and comprehensive loss for the three-months ended March 31, 2022 and 2021 are described below:

The copper stream derivative liability is recorded at fair value at each period end using a Monte Carlo simulation valuation model. The key inputs used by the model in generating future copper revenue for purposes of valuing the stream obligation at March 31, 2022 include: the copper forward price curve (based on COMEX futures), long-term copper volatility of 25.25%, a discount rate which factors in the Company’s credit spread of 7.93% and the life of mine production schedule and expectations including expansion plans and characterization of the stream for tax purposes. During the three months ended March 31, 2022, the non-cash gain of \$14,385 from revaluation of the copper stream derivative liability was primarily driven by an increase in the credit spread of 0.45%, and a decrease in volatility of 2.93%. In addition, there was a non-cash gain of \$261 from revaluation of the Triple Flag share purchase warrants to CAD\$0.54 and revaluation of the offering warrants due to the change in the market price of CAD\$0.01. This resulted in a net gain due to revaluation of the derivative liabilities in the amount of \$14,646.

The Paycheck Protection Program loan in the amount of \$1,090 was forgiven during Q1 2021 and \$123 in Other income represents sales of waste rock material from JCM.

Review of February 22, 2021 “Bought Deal” Financing Proceeds

On February 22, 2021, the Company completed a bought deal financing consisting of 33,350,000 units with each unit consisting of one share and one share purchase warrant for a price of CAD\$0.95 per unit. The net proceeds of the “bought deal” financing was US\$23,163,058. As of March 31, 2021, the Company has fully expended the net proceeds from this “bought deal” financing as follows:

Activity or Nature of Expenditure	Initial Estimated use of Net Proceeds (\$)	Approximate Actual use of Net Proceeds (\$)
General Working Capital	16,663,058 ⁽¹⁾	21,643,071
Sustaining Capital	6,500,000	1,519,987
Total	23,163,058	23,163,058

⁽¹⁾ This number has been increased from the disclosure in the prospectus supplement to add in the additional proceeds realized on the exercise of the over-allotment option by the underwriters.

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash and cash equivalents of \$15,920 as of March 31, 2022 (December 31, 2021 - \$20,854). Cash and cash equivalents decreased \$4,934 during the three months ended March 31, 2022 compared to an increase of \$17,462 for the same period in 2021. The increase in the 2021 period was due to the “bought deal” financing.

Net cash used in operating activities for the three months ended March 31, 2022 was \$4,164 compared to \$4,004 for the same period of 2021.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Net cash used by investing activities for the three months ended March 31, 2022 was \$530 compared to net cash used of \$596 for the three-month period of 2021.

Net cash provided by financing activities for the three months ended March 31, 2021 was \$22,057 compared to net cash used of \$243 for the three-month period of 2022. The "bought deal" financing was the main contributor to the cash provided in 2021.

The Company had working capital of \$12,882 at March 31, 2022 (December 31, 2021 – \$18,600). The decrease in working capital for the current period primarily resulted from the use of cash during the period of \$4,934.

On September 9, 2021 the Company announced that it is planning to restart the existing Johnson Camp Mine (JCM) pits and construction of a new heap leach pad to generate cash flow to continue to support the ramping up to nameplate production at the Gunnison project.

The Company has a loan in the amount of \$15 million dollars due to Nebari Natural Resources Credit Fund I LLP ("Nebari") on September 29, 2023. The Company must maintain a minimum \$5.0 million cash balance, defined as cash and cash equivalents plus accounts receivable from sales of copper cathode plus copper cathode inventory, in accordance with the Amended Restated Credit Agreement ("ARCA") which was executed on December 22, 2021. The ARCA allows a 60 day cure period should the minimum cash balance fall below \$5 million at any month end.

Pursuant to the Copper Purchase and Sale Agreement with Triple Flag (the "Stream Agreement"), the Company is required to maintain a leverage ratio of 3.5:1.0. The leverage ratio is calculated as the ratio of indebtedness of the Company to net income (adjusted for certain items). An amendment to the "Stream Agreement" which was executed on December 22, 2021 has the applicability of the leverage ratio suspended until September 29, 2023 (the "Leverage Ratio Grace Period").

The Company has been successful in obtaining significant equity and other financings since inception and intends to continue financing its future requirements through mining of the existing JCM pits and through a combination of equity, debt and/or other arrangements. These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that it will be able to meet its existing obligations and commitments and fund ongoing operations in the normal course of business for at least twelve months from December 31, 2021. However, there can be no assurance that the Company will be able to obtain the necessary financing in 2023 and beyond to enable it to continue in operation and to advance its projects to production.

As of March 31, 2022, the Company does not have any pre-arranged sources of financing.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

STATEMENT OF FINANCIAL POSITION INFORMATION

The following is a summary of the Company's interim financial position at March 31, 2022 compared to the annual statement of financial position at December 31, 2021.

	As at March 31, 2022	As at December 31, 2021
Cash and cash equivalents	\$ 15,920	\$ 20,854
Receivables	24	341
Prepaid expenses	674	1,020
Inventory	2,231	1,815
Property, plant and equipment, net	125,201	123,919
Restricted cash	3,311	3,311
Total Assets	\$ 147,361	\$ 151,260
	As at March 31, 2022	As at December 31, 2021
Accounts payable and accrued liabilities	\$ 1,638	\$ 1,587
Amounts due to related parties	185	109
Lease liabilities (current and long-term)	469	491
Insurance premium financing	339	582
Restricted share units	329	258
Derivative liability (current and long-term)	136,712	151,358
Debt (current and long-term)	15,364	15,351
Asset retirement obligation	25,910	24,960
Capital stock	108,045	108,045
Other equity reserves	12,301	12,195
Deficit	(153,102)	(162,847)
Accumulated other comprehensive loss	(829)	(829)
Total Liabilities and Equity	\$ 147,361	\$ 151,260

Assets

Cash and cash equivalents decreased by \$4,934 during the three months ended March 31, 2022 as previously discussed in "Liquidity and Capital Resources" above.

Receivables decreased \$317 during the three months ended March 31, 2022 mainly due to lower copper shipments resulting in an increased level of Finished goods inventory at the end of the current period.

Prepaid expenses decreased \$346 during the three-months ended March 31, 2022 primarily due to the amortization of the financing of insurance policies.

Inventory increased \$416 during the three-months ended March 31, 2022 primarily due to sulfuric acid purchased and held for use.

Liabilities

Insurance premium financing decreased \$243 during the three-months ended March 31, 2022 due to payments made.

Restricted share units increased \$71 due to the vesting of RSUs in 2022.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Derivative liability of \$136,712 at March 31, 2022 consists of the fair value of the Triple Flag copper stream and warrants (\$136,579) and the fair value of the Offering warrants (\$133).

Outstanding Share Capital

The Company's authorized capital consists of an unlimited number of common shares without par value and an unlimited number of non-voting common shares without par value. The Company has securities outstanding as follows:

<u>Security Description</u>	<u>March 31, 2022</u>	<u>Date of report</u>
Common Shares	274,835,944	274,835,944
Stock options	17,547,234	18,447,234
Restricted share units	1,823,400	1,823,400
Warrants	36,850,000	36,850,000

There were 100,000 stock options which expired in the first quarter of 2022.

Contractual Obligations

The Company has the following contractual obligations as of March 31, 2022:

<u>Contractual Obligations</u>	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>	<u>After 5 years</u>
Accounts Payable and accrued liabilities	\$ 1,683	\$ 1,683	\$ -	\$ -	\$ -
Lease Liabilities	469	94	297	78	-
Asset Retirement Obligation ^[1]	25,910	-	-	-	25,910
Total Contractual Obligations	<u>\$ 28,062</u>	<u>\$ 1,777</u>	<u>\$ 297</u>	<u>\$ 78</u>	<u>\$ 25,910</u>

^[1] Classification of such amounts is based on estimates of when reclamation work will be performed. Amounts represent undiscounted estimates.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

RELATED PARTIES

Related parties and related party transactions are summarized below:

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consists of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and President, SVP Business Development, SVP Chief Financial Officer, SVP/GM, and Corporate Secretary.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Remuneration attributed to key management personnel is summarized as follows:

	Three Months Ended March 31,	
	2022	2021
Salaries, fees and benefits	\$ 578	\$ 606
Share-based compensation	126	906
Total	<u>\$ 704</u>	<u>\$ 1,512</u>

Salaries, fees and benefits to key management includes all salaries, bonuses, fees, and other employment benefits, pursuant to contractual employment agreements, consultancy or management services arrangements.

Other Related Parties

King & Bay West Management Corp, ("King & Bay") is an entity owned by Mark Morabito, who resigned as a director of the Company March 18, 2022, which employs or retains certain officers and personnel of the Company. King & Bay provides regulatory and corporate secretarial services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table below represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company. The fees for such services were made on terms equivalent to those that King & Bay charges to arm's length parties.

Transactions with related parties other than key management personnel included the following:

	Three Months Ended March 31,	
	2022	2021
King & Bay	\$ 40	\$ 84
Kinley	88	-
Total	<u>\$ 128</u>	<u>\$ 84</u>

As of March 31, 2022 amounts accrued and due to key management personnel and other related parties include the following:

- Corporate officers - \$99 (December 31, 2021 - \$95)
- King & Bay - \$11 (December 31, 2021 - \$14)
- Kinley - \$75 (December 31, 2021 - \$0)

ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

The accounting policies applied in the preparation of these unaudited condensed consolidated interim financial statements for the three months ended March 31, 2022 are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2021 except for the adoption of the IAS 16 Amendments. The impact of applying the IAS 16 Amendments to the comparative period is shown in the table below. A summary of the Company's significant accounting policies is provided in Note 3 to the audited consolidated financial statements for the years ended December 31, 2021 and 2020.

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and judgments. These estimates, judgments and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities, as at the date of the financial statements, and expenses for the periods reported. A summary of the Company's critical estimates and judgments is provided in Note 2, Basis of Presentation, of the audited consolidated financial statements for the years ended December 31, 2021 and 2020.

In May 2020, the International Accounting Standards Board (IASB) issued amendments to IAS 16 – Property, Plant and Equipment ("IAS 16"). The amendments introduced new guidance, such that the proceeds from selling items

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022

before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items.

The Company applied these amendments beginning January 1, 2022. The amendments are being applied retrospectively to the comparative 2021 period presented. The Company recorded the following adjustments to specific account balances, increasing (decreasing) amounts previously recognized in the annual and interim consolidated financial statements.

Consolidated Balance Sheet

	Previously reported	Policy change adjustment	As at December 31, 2021 restated balance
Inventory	\$ 1,250	\$ 565	\$ 1,815
Property, plant and equipment	133,132	(9,213)	123,919
Other Assets	25,526	-	25,526
Total Assets	\$ 159,908	\$ (8,648)	\$ 151,260
Total Liabilities	\$ 194,696	\$ -	\$ 194,696
Total Equity	(34,788)	(8,648)	(43,436)
Total Liabilities and Equity	\$ 159,908	\$ (8,648)	\$ 151,260

Consolidated Income Statement

	Previously reported	Policy change adjustment	Three months ended March 31, 2021 restated balance
Revenue			
Revenue	\$ -	\$ (499)	\$ (499)
Cost of sales	-	3,002	3,002
Loss from mine operations	\$ -	\$ 2,503	\$ 2,503
Operating Expenses			
Office and administration	\$ 607	\$ (375)	\$ 232
Depreciation	152	(37)	115
Other operating expenses	2,245	-	2,245
Total Operating Expenses	\$ 3,004	\$ (412)	\$ 2,592
Total Other Items	\$ 1,040	\$ -	\$ 1,040
Loss and comprehensive loss for the period	\$ 4,044	\$ 2,091	\$ 6,135
(Earnings) loss per common share:			
Basic and diluted	\$ 0.02	\$ -	\$ 0.02

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Consolidated Cash Flow

	Previously reported	Policy change adjustment	Three months ended March 31, 2021 restated balance
Net cash used by operating activities	\$ (1,869)	\$ (2,135)	\$ (4,004)
Net cash used by investing activities	\$ (2,759)	\$ 2,163	\$ (596)
Net cash provided by financing activities	\$ 22,085	\$ (28)	\$ 22,057

The Company applied judgment in determining that the copper stream arrangement, in its current form, is a derivative liability for accounting purposes. This judgment will be monitored as facts and circumstances change such as the exercise or expiry of the expansion and buyback options and the relationship of the metal deliverable under the arrangement to the Company's actual production.

Inventory

In-process inventory represents copper in solution that has been extracted from the wellfield and captured in the processing ponds and plant and is currently being converted to copper cathode, the final saleable product. Finished goods inventory is copper cathode that has not yet been sold to the offtaker.

The Company's inventories are measured at the lower of cost or net realizable value and reflect the copper content in the production process including in-process inventory and finished goods inventory.

Revenue

The Company's revenue mainly consists of processing and delivering of copper cathode. The Company follows IFRS 15 - *Revenue from Contracts with Customers ("IFRS 15")* to recognize revenue. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 requires entities to recognize revenue when 'control' of goods or services transfers to the customer.

Copper cathode revenue is recognized when control is transferred to the customer. The transfer of control occurs when the copper cathode has been assayed, readied for shipment and then loaded onto the means of transport arranged by the customer.

The provisional sales price of Grade 1 copper cathode is determined based on the last known 1st position HG Copper COMEX settlement price at the time of transfer of control. The final sales price of copper cathode is the average HG Copper COMEX settlement price for the month of sale.

The Company is subject to income taxes in the United States. Significant judgment is required to determine the provision for income taxes. There are assumptions and uncertainties for which the ultimate tax determination is uncertain. The Company recognizes tax-related assets and liabilities based on the Company's current understanding of tax laws as applied to the Company's circumstances. The final tax outcome could be materially different from tax amounts initially recorded and such differences will impact the current and deferred tax provisions in the period in which the tax outcome is determined. In addition, the tax treatment of the initial proceeds received from Triple Flag as well as the tax withholding impact of copper sales under the agreement involves significant judgment.

FINANCIAL INSTRUMENTS

A summary of the Company's financial instruments is provided in Note 16 in the audited consolidated financial statements for the year ended December 31, 2021 and 2020. As of March 31, 2022, the Company's risk exposures and the impact on the Company's financial instruments are summarized below.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Market risk

Market risk is the risk that changes in market price, such as foreign exchange rates and interest rates will affect the Company's cash flows or value of its financial instruments.

Currency risk

The Company is subject to currency risk on financial instruments which are denominated in currencies that are not the same as the functional currency of the entity that holds them. Exchange gains and losses relating to these financial instruments would impact earnings (loss).

The Company is exposed to currency risk through cash and cash equivalents, accounts payable and accrued liabilities which are denominated in CAD\$. The balances in these accounts are not significant, therefore, the Company's exposure to currency risk is considered minimal. The Company has not hedged its exposure to currency fluctuations at this time.

Interest rate risk

The Company is subject to interest rate risk with respect to its investments in cash and cash equivalents and the stream obligation. The Company's current policy is to invest excess cash in guaranteed investment certificates issued by its Canadian banking institution. The Company periodically monitors the investment it makes and is satisfied with the credit ratings of its banks. These investments generally have a fixed interest rate and therefore the risk is minimal. The Company's outstanding debt obligations are at fixed interest rates and accounted for on the basis of amortized cost. Therefore, the carrying value of the Company's debt is not exposed to changes in market interest rates.

A 1% increase in the interest rate would decrease the value of the stream obligation by \$12,982, whereas a 1% decrease in the interest rate would increase the value of the stream liability by \$13,524.

Commodity price risk

The Company is subject to commodity price risk from fluctuations in the market prices for copper. Commodity price risks are affected by many factors that are outside the Company's control including global or regional consumption patterns, the supply of and demand for metals, speculative activities, the availability and costs of metal substitutes, inflation, and political and economic conditions. The financial instrument impacted by commodity prices is the Stream obligation.

A 10% increase in the market price of copper would increase derivative liabilities by \$14,960, whereas a 10% decrease in the market price of copper would decrease derivative liabilities by \$15,162.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents, and restricted cash.

The Company limits its exposure to credit risk on financial assets through investing its cash and cash equivalents with high-quality North American financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient liquidity to meet its liabilities when due. The Company manages liquidity risk by monitoring actual and projected cash flows and matching the maturity profile of its financial assets and liabilities. Cash flow forecasting is performed regularly. The Company also holds surety bonds to support future environmental obligations.

As of March 31, 2022, the Company has cash and cash equivalents of \$15,920 to settle current liabilities of \$5,967. Refer to the discussion under "Description of Business and Going Concern"

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

Fair value estimation

The Company's financial assets and liabilities are measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs.

The three levels of the fair value hierarchy are as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities that the Company is able to access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data.

The carrying values of cash and cash equivalents, receivables, restricted cash, accounts payable and accrued liabilities, debt and amounts due to related parties approximate their fair values due to the short-term maturity of these financial instruments.

The following table presents the Company's financial assets and liabilities by level within the fair value hierarchy.

As of March 31, 2022	Carrying value	Fair Value		
	FVTPL	Level 1	Level 2	Level 3
Financial Liabilities				
Restricted share units	\$ 329	\$ -	\$ 329	\$ -
Debt	15,351	-	-	15,364
Derivative liabilities	136,712	133	-	136,579
	<u>\$ 152,392</u>	<u>\$ 133</u>	<u>\$ 329</u>	<u>\$ 151,943</u>

LEGAL

On November 3, 2021 the Company became aware of a civil claim filed against the Company and certain of its officers and directors in the Supreme Court of British Columbia by MM Fund (the "Action"). The plaintiff seeks certification of the Action as a class proceeding on behalf of a class of all persons and entities, wherever they may reside or may be domiciled, who purchased the securities of the Company offered by the Company's Prospectus Supplement dated and filed on February 12, 2021 (the "Prospectus").

The plaintiff alleges that the Prospectus contained misrepresentations related to the Company's anticipated timeline to achieve a production rate of 25 million pounds per annum. The plaintiff alleges that as a result of the misrepresentations in the Prospectus, the securities of the Company were sold to the public at an artificially inflated price. The plaintiff seeks an order certifying the Action as a class proceeding, a declaration the Prospectus contained a misrepresentation, unspecified damages, pre- and post-judgment interest and costs.

The Company contends the allegations made against it in the Action are meritless and will be vigorously defended, although no assurance can be given with respect to the ultimate outcome of the Action.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

SUBSEQUENT EVENTS

At the April 29, 2022 meeting of the Board of Directors a total of 900,000 stock options were awarded to the Directors and Officers of the Company. The options have a two year vesting period with the exercise price equal to the closing market price on April 29, 2022 which was CAD \$0.27.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management, including the Chief Executive Officer and the Chief Financial Officer, are responsible for the design of the Company's disclosure controls and procedures in order to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation.

Internal Control Over Financial Reporting

The Company maintains a system of internal controls over financial reporting, as defined by National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings in order to provide reasonable assurance that assets are safe-guarded and financial information is accurate and reliable and in accordance with IFRS. During the three months ended March 31, 2021, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitation of Controls and Procedures

Our management, including the CEO and CFO, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

ADDITIONAL INFORMATION

Additional disclosure concerning the Company, including the AIF for the year ended December 31, 2020, is available on the SEDAR website, www.sedar.com.

TECHNICAL INFORMATION

Excelsior's technical work on the Gunnison Project is supervised by Stephen Twyerould, Fellow of AUSIMM, President & CEO of Excelsior and a Qualified Person as defined by National Instrument 43-101 ("NI 43-101"). Mr. Twyerould has reviewed and approved the technical information contained in this MD&A.

Additional information about the Gunnison Project and JCM can be found in the technical report filed on SEDAR at www.sedar.com entitled: "Gunnison Copper Project Prefeasibility Study Update and JCM Heap Leach Preliminary Economic Assessment", dated effective March 11, 2022.

Additional information about the Strong & Harris Project can be found in the technical report filed on SEDAR at www.sedar.com entitled: "Estimated Mineral Resources and Preliminary Economic Analysis, Strong and Harris Copper-Zinc-Silver Project, Cochise County, Arizona" dated effective September 9, 2021.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

CAUTIONARY STATEMENTS

Risk Factors

The exploration for and development of mineral deposits involves significant risks and uncertainties, which even a combination of careful evaluation, experience and knowledge may not eliminate. The more prominent risk factors that may materially affect the Company's future performance, in addition to those referred to herein, are discussed in the AIF for the year ended December 31, 2021.

Forward-Looking Information

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities laws concerning anticipated developments and events that may occur in the future. Forward-looking information contained in this MD&A includes, but is not limited to, statements with respect to: (i) the market and future price of copper and related products; (ii) requirements for additional capital; (iii) development, construction and production timelines and estimates; (iv) statements relating to the economic viability of the Gunnison Project, including mine life, total tonnes mined and processed and mining operations; (v) the future effects of environmental compliance requirements on the business of the Company; and (vi) the statements under the heading "Outlook" in this MD&A, including statements about the production of copper.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this MD&A is based on certain factors and assumptions regarding, among other things, the estimation of mineral reserves and resources, expectations and anticipated impact of the COVID-19 outbreak, the realization of mineral resource and reserve estimates, copper and other metal prices, the timing and amount of future exploration and development expenditures, the estimation of expansion and sustaining capital requirements, the estimation of labor and operating costs, the availability of necessary financing and materials to continue to develop, operate and expand the Gunnison Project in the short and long-term, the progress of development activities, the receipt of and compliance with necessary regulatory approvals and permits, the estimation of insurance coverage, and assumptions with respect to currency fluctuations, environmental risks, title or surface rights disputes or claims, and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information including, without limitation, the following risks and uncertainties referred to under the heading "Risk Factors" in the Company's AIF for the year ended December 31, 2021:

- risks relating to the fact that the Company depends on a single mineral project;
- operational risks inherent in the conduct of mining activities, including the risk of accidents, labour disputes, availability of reagents and power, increases in capital and operating costs and the risk of delays or increased costs that might be encountered during the development process;
- risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined including the possibility that mining operations may not achieve forecasted production rates at the Gunnison Project;
- assumptions regarding expected capital and operating costs and expenditures, production schedules, economic returns and other projections;
- our production estimates, including accuracy thereof;
- risks related to general economic conditions and in particular the potential impact of the COVID-19 pandemic on the Company or its operations and the mining industry;
- the fact that we have no mineral properties in commercial production and no history of production or revenue;
- risks relating to variations in mineral resources and reserves, grade or recovery rates resulting from current exploration and development activities;

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

- risks related to fluctuations in the price of copper as the Company's future revenues, if any, are expected to be derived from the sale of copper;
- risks related to a reduction in the demand for copper in the Chinese market which could result in an extended period of lower prices and demand for copper;
- financing, capitalization and liquidity risks, including the risk that the financing necessary to fund the development and construction activities at the Gunnison Project may not be available on satisfactory terms, or at all;
- the Company has no history of mining operations and no revenues from operations and expects to incur losses for the foreseeable future;
- risks associated with secured debt and the copper stream agreement;
- risks related to the Company obtaining and maintaining various permits required to conduct its current and anticipated future operations;
- risks related to disputes concerning property titles and interest;
- risks relating to the ability to access infrastructure;
- risks related to the significant governmental regulation to which the Company is subject;
- environmental risks;
- climate change risks;
- risks related to the adequacy of financial assurance arrangements with State and Federal Governments;
- reliance on key personnel;
- risks related to increased competition in the market for copper and related products and in the mining industry generally;
- cybersecurity risks;
- risks related to potential conflicts of interests among the Company's directors and officers;
- exchange rate fluctuations between the Canadian and United States dollar;
- uncertainties inherent in the estimation of inferred mineral resources;
- land reclamation requirements may be burdensome;
- risks associated with the acquisition of any new properties;
- risks related to legal proceedings to which the Company may become subject;
- potential liabilities associated with the acquisition of Johnson Camp;
- our ability to comply with foreign corrupt practices regulations and anti-bribery laws;
- changes to relevant legislation, accounting practices or increasing insurance costs;
- significant growth could place a strain on our management systems;
- share ownership by our significant shareholders and their ability to influence our governance; and
- risks relating to the Company's Common Shares, including that future sales or issuances of our debt or equity securities may decrease the price of our securities.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking information is made as of the date of this MD&A.

RISK FACTORS

Readers are cautioned that the risk factors discussed above are not exhaustive. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking information and readers should also carefully consider the matters discussed under the heading, "Forward Looking Information", in this MD&A and under the heading, "Risk Factors", in the AIF.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022**

CAUTIONARY NOTE TO U.S. INVESTORS – INFORMATION CONCERNING PREPARATION OF RESOURCE AND RESERVE ESTIMATES

Technical disclosure regarding the Company's properties included in this MD&A and in the documents incorporated herein by reference has been prepared in accordance with the requirements of Canadian securities laws. Without limiting the foregoing, such technical disclosure uses terms that comply with reporting standards in Canada and certain estimates are made in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all mineral reserve and mineral resource estimates contained in the technical disclosure have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards on Mineral Resources and Reserves ("CIM Definition Standards").

Canadian standards, including NI 43-101, differ significantly from the historical requirements of the Securities and Exchange Commission (the "SEC"), and mineral reserve and resource information contained or incorporated by reference in this Prospectus Supplement may not be comparable to similar information disclosed by U.S. companies.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC. These amendments became effective February 25, 2019 (the "SEC Modernization Rules") and, following a two-year transition period, the SEC Modernization Rules will replace the historical property disclosure requirements for mining registrants that are included in SEC Industry Guide 7. U.S. companies are required to provide disclosure on mineral properties under the SEC Modernization Rules for fiscal years beginning January 1, 2021 or later.

Under the SEC Modernization Rules, the definitions of "proven mineral reserves" and "probable mineral reserves" have been amended to be substantially similar to the corresponding CIM Definition Standards and the SEC has added definitions to recognize "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" which are also substantially similar to the corresponding CIM Definition Standards; however, there are still differences in the definitions and standards under the SEC Modernization Rules and the CIM Definition Standards. Therefore, the Company's mineral resources and reserves as determined in accordance with NI 43-101 may be significantly different than if they had been determined in accordance with the SEC Modernization Rules.