



# NIGHTHAWK

## GOLD CORP

### MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2019

DESCRIPTION OF BUSINESS .....	2
EXPLORATION AND EVALUATION ACTIVITIES .....	2
EXPLORATION AND EVALUATION EXPENDITURES .....	13
OUTLOOK .....	13
SERVICE OBLIGATION UNDER TERMS OF COLOMAC AGREEMENT .....	14
SELECTED ANNUAL INFORMATION .....	15
RESULTS OF OPERATIONS.....	16
QUARTERLY FINANCIAL INFORMATION.....	17
LIQUIDITY AND CAPITAL RESOURCES.....	18
SIGNIFICANT ACCOUNTING POLICIES .....	18
CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS .....	20
ACCOUNTING ISSUES .....	20
OUTSTANDING SHARE DATA.....	21
OTHER INFORMATION .....	22

*The following management's discussion and analysis ("MD&A") is management's assessment of the results and financial condition of Nighthawk Gold Corp. ("**Nighthawk**" or the "**Company**") and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2019 ("**Fiscal 2019**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is March 27, 2020. Nighthawk's common shares trade on the Toronto Stock Exchange ("**TSX**") under the symbol "NHK". Its most recent filings, including the Company's Annual Information Form ("**AIF**") for the fiscal year ended December 31, 2019, are available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") [www.sedar.com](http://www.sedar.com).*

*Under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("**NI 43-101**"), Dr. Michael J. Byron, Ph.D., P.Geo., is the "Qualified Person" as defined by NI 43-101, and has reviewed and approved all technical disclosure contained in the MD&A. Dr. Byron is a Registered Professional Geologist of Ontario and the Northwest Territories and the President, Chief Executive Officer and a Director of Nighthawk.*

*Please refer to "NI 43-101 Technical Report on the Indin Lake Property – Colomac Project, Indin Lake Belt, Northwest Territories, Canada", dated July 26, 2018, as filed under the company's profile on [www.sedar.com](http://www.sedar.com).*



## 1. DESCRIPTION OF BUSINESS

Nighthawk is a Canadian-based gold exploration company focused on advancing its flagship asset, the Colomac Gold Project as well as testing its other highly prospective regional targets within its 100% owned Indin Lake Gold Property, located in the Northwest Territories (“**NWT**”), Canada. Nighthawk controls over 90% of the Indin Lake gold camp, encompassing a total land package of 222,203 acres or 899 square kilometres (“**km**”) within the Indin Lake Greenstone Belt, located approximately 200 km north of Yellowknife, Northwest Territories.

Since its incorporation, mineral exploration activities have been Nighthawk’s sole business and the Company has not conducted any revenue generating operations to date. As at December 31, 2019, Nighthawk had working capital of \$10.0 million (including cash of \$9.7 million), exploration and evaluation assets of \$82.3 million, restricted cash of \$4.7 million, and long-term liabilities, which primarily consisted of a deferred income tax liability of \$9.4 million, and a provision for service obligation of \$3.0 million. As of December 31, the Company has flow-through expenditure commitments of \$3.9 million which must be spent by December 31, 2020.

On June 6, 2019, Nighthawk completed a bought deal private placement financing of 2,783,000 flow-through shares at a price of \$2.475 per share (pre-share consolidation terms of 13,915,000 flow-through shares at a price of \$0.495 per share) and 2,875,000 flow-through shares at a price of \$0.40 per share (pre-share consolidation terms of 14,375,000 flow-through shares at a price of \$0.40 per share) for aggregate gross proceeds of \$12.6 million. Share issue costs in relation to the financing were \$0.7 million.

Subsequent to year end on January 13, 2020, Nighthawk completed a share consolidation on the basis of one post-consolidated common share for every five pre-consolidated common shares (the “**Share Consolidation**”). The Share Consolidation reduced Nighthawk’s 223,360,960 issued and outstanding common shares to 44,672,192 post-consolidation common shares. The exercise price of outstanding stock options, and the number of such options, were also proportionately adjusted based upon the Share Consolidation. All historical information presented in the financial statements has been adjusted to reflect the Share Consolidation.

Subsequent to year-end, there was a global outbreak of COVID-19 (“**Coronavirus**”), which has had a significant impact on businesses through the restrictions put in place by the Canadian governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the Coronavirus outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause supply chain disruptions, and staff shortages, all of which may negatively impact the Company’s business and financial condition.

In light of the current Coronavirus pandemic, Nighthawk is in the process of temporarily suspending exploration activities on its Indin Lake Gold Property. The Colomac camp will temporarily close by the first week of April as precautions have been taken to ensure the safety and well-being of all personnel at site, as well as the surrounding communities. The Company is not aware of any site personnel having contracted Coronavirus to date, however these measures are being taken to ensure they are not placed at undue risk. There is currently no timeframe for this temporary suspension of exploration activities, while ongoing metallurgical testwork, preparation of an updated mineral resource estimate, and subsequently the preparation of an internal scoping study has not been affected. Any updates will be provided as they become available.

## 2. EXPLORATION AND EVALUATION ACTIVITIES

### INDIN LAKE GOLD PROPERTY

The Indin Lake Gold Property is located within a historic gold camp which had been largely ignored for almost twenty-five years, rendering it vastly underexplored with numerous untested prospective targets. Several gold deposits and showings lie within the property, the most significant being the Colomac Gold Project (“**Colomac**”) a former producing open pit gold mine, which was acquired by Nighthawk in January 2012 (see Section 2.1 – Acquisitions).

Nighthawk has significantly expanded the number of gold exploration targets within its Indin Lake Gold Property that lies along the West Bay – Indin Lake Fault Zone, a regional structure that extends over 200 km from the shores of Great Slave Lake to areas north of the Indin Lake Greenstone Belt. This fault zone contains the historical Giant and Con gold mines (historical production of approximately 13 million ounces of gold (“oz Au”) to the south and Colomac (historic production of 527,908 oz Au) within its northern extent. The Company believes this structure has played a major role in the development and localization of the gold mineralization; much the same role as that of other large regional fault zones, such as the Destor-Porcupine Fault’s influence on gold deposit formation within the Timmins gold camp. The Indin Lake Greenstone Belt remains one of the few underexplored historic Archean gold camps in Canada.

See Figure 1 below for a map of Nighthawk’s Indin Lake Gold Property.

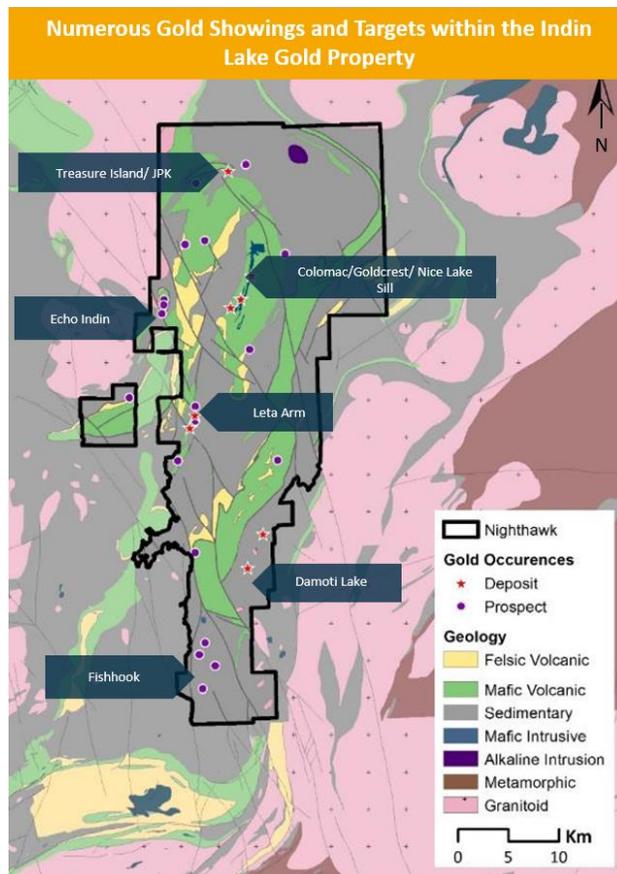
## 2.1 Acquisitions

In August 2008, Nighthawk acquired 6 mining leases and 6 mining claims within the Indin Lake Greenstone Belt known as the Damoti Lake Gold Property (“**Damoti**”), subject to an existing 2% net smelter royalty (“**NSR**”).

Under agreements dated in January 2011, and as amended in April 2013, the Company acquired a 100% interest in 15 mining leases and 3 mining claims located within the Indin Lake Greenstone Belt (the “**Indin Lake Claims/Leases**”), subject to existing NSR’s on certain claims ranging from 2% to 5%, for payments totalling \$0.73 million.

In January and April 2011, the Company staked 107 additional mining claims in the Indin Lake Greenstone Belt thereby linking Damoti with the Indin Lake Claims/Leases and consolidating much of the Indin Lake Gold camp to form the Indin Lake Gold Property.

**Figure 1**  
**Indin Lake Gold Property**





## Acquisition of Colomac

On January 26, 2012, the Company completed an agreement (the “**Colomac Agreement**”) to acquire 100% of the mineral claims and leases of the former producing Colomac Gold Mine and surrounding mineral leases from Aboriginal Affairs and Northern Development Canada (“**AANDC**”). Colomac lies within the central portion of Nighthawk’s 222,203-acre Indin Lake Gold Property.

As consideration for Colomac, Nighthawk committed to perform reclamation services on three other sites within the Indin Lake Gold Property land package which are the responsibility of AANDC, being the Diversified, Chalco Lake, and Spider Lake sites. The obligation for the reclamation services being carried out on behalf of AANDC totals a maximum of \$5.0 million. Upon closing, security in the form of letters of credit totalling \$5.0 million (\$3.0 million for the Diversified site, \$1.0 million for the Chalco Lake site and \$1.0 million for the Spider Lake site) were posted in favour of AANDC (collectively, the “**Colomac LOC’s**”) to secure the obligation to perform the services for each site. The Colomac LOC’s are secured by guaranteed investment certificates at a Canadian chartered bank for the same amounts (the “**Colomac GIC’s**”). The Company did not assume the reclamation liabilities of these three sites and is not responsible for any historical environmental liabilities associated with Colomac. Upon completion of the reclamation services to the satisfaction of an independent third-party engineer, the Colomac LOC’s with respect to each site will be released and the hold restriction on the related Colomac GIC will be eliminated. At any time, the Company may terminate the liability relating to this service obligation, but consequently would relinquish the related Colomac GIC still held as security against the Colomac LOC’s at that time. See Section 5 – Service Obligation Under Terms of Colomac Agreement for further details. In March 2013, the reclamation activities at the Chalco Lake site were completed as the approval of the third-party engineer was obtained. Thus, the Colomac LOC with respect to the Chalco Lake site was released and the hold restriction on \$1.0 million was eliminated.

## 2.2 Colomac Gold Project

### History of Colomac

Gold was initially discovered at Colomac in 1945. In 1990, Neptune Resources Corp. (“**Neptune**”) put the property into production but shut it down in 1991 due to unfavourable gold prices after producing 138,600 ounces of gold. Royal Oak acquired Colomac from Neptune in April 1993. Royal Oak recommenced stripping operations in March 1994, with first gold production in July 1994. Royal Oak closed the mine in December 1997 citing low gold prices, and subsequently filed for court protection from its creditors under the Companies’ Creditors Arrangement Act in April 1999. AANDC became the owner of Colomac by way of Court Order dated December 13, 1999, following the receivership of Royal Oak and its related companies and proceeded to complete the required remediation for the site. All mining and milling facilities were removed from the site subsequent to AANDC taking control of the property. During its peak, Royal Oak employed over 250 workers on the Colomac site. Reported production statistics are presented in Table 1.

**Table 1**  
**Colomac Production History**

Year	Ounces Produced	Tonnes Milled	Head Grade (gpt Au)	Recovery	Cash Cost/oz (US\$)	Average Gold Price (US\$)
1990	64,500	1,040,000	1.89	90%	300	384
1991	74,100	1,131,000	2.19	94%	NA	362
1994	40,568	985,091	1.58	87%	NA	384
1995	117,646	2,725,388	1.61	92%	383	384
1996	122,416	3,013,156	1.58	87%	370	388
1997	108,678	2,906,081	1.51	85%	354	331
<b>Total</b>	<b>527,908</b>	<b>11,800,716</b>	<b>1.66</b>	<b>89%</b>		

Colomac’s five known gold deposits lie within a north striking, steeply dipping, Archean greenstone belt of deformed sedimentary and intermediate to ultramafic volcanic rocks. Deposits appear in two distinct geological settings. The Colomac Main Sill (“**Colomac Main**”) and Goldcrest Sill (“**Goldcrest**”), are hosted within a differentiated mafic intrusion, whereas the Grizzly Bear and 24/27 deposits occur near or within the sedimentary/volcanic rock contact.

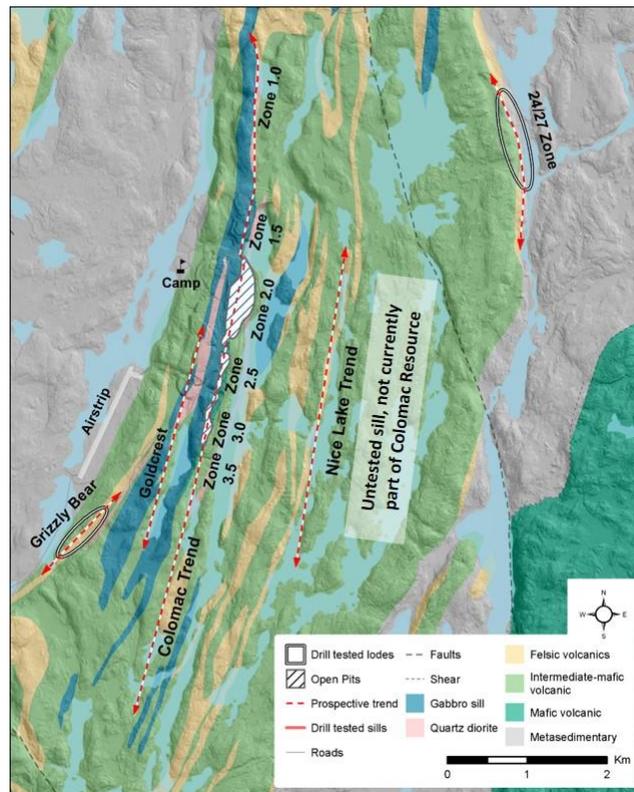
All historic gold production was extracted from Colomac Main, which occurs in a north-south striking differentiated mafic sill approximately 9 km long and 160 m wide bounded by mafic volcanic rocks. Mineralization is predominantly free gold spatially associated with quartz-carbonate veining and minor sulphides. During deformation, the sill behaved as a competent unit enclosed within more ductile rocks, thus representing the classic competency contrast condition present in many Archean lode gold camps. This has led to the preferential emplacement of gold-bearing veins within the intrusion.

*National Instrument 43-101 Resource Estimate – Colomac Gold Project*

On June 13, 2018, the Company announced an updated inferred mineral resource estimate (prepared by CSA Global Canada Geosciences Ltd., “**CSA Global**”, formerly ACA Howe International Limited) which outlines 50.305 million tonnes (“**Mt**”) at an average grade of 1.62 grams per tonne gold (“**gpt Au**”) for 2.61 million ounces (“**Moz**”) using a cut-off grade of 0.7 gpt Au for Colomac Main and Goldcrest, and 0.6 g/t for Grizzly and 24/27 zones (the “**2018 Resource Estimate**”). The 2018 Resource Estimate incorporated 44,600 metres of drilling conducted between 2014 and up to the end of 2017 and resulted in a 24.4% increase in total contained ounces compared to the previously announced NI 43-101 inferred mineral resource estimate of 39.8 Mt at an average grade of 1.64 gpt Au for 2.1 Moz Au, using a cut-off grade of 0.6 gpt Au (dated June 2013, the “**2013 Resource Estimate**”).

Colomac’s five known gold deposits are represented in this mineral resource estimate: Colomac Main (north, central and south), Goldcrest (north and main), Grizzly Bear, 24 and 27, of which the Colomac Main currently accounts for 90.7% of the resource. Colomac’s mineralized zones, which are characterized by significant mineralized widths, represent potential near-surface bulk tonnage deposits. The 2018 Resource Estimate utilizes historic diamond drilling results from approximately 916 holes, the balance of which were completed between 1987 and 1997, and drilling results from the Company’s 2012 and 2014-2017 drill programs (approximately 177 holes). All resources have been assigned to the inferred category due to the historic nature of the data, drill hole spacing and the need for additional verification work, which has yet to be completed. All deposits are open laterally and to depth (see Figure 2 – Deposits at Colomac Gold Project). Historically mined volumes of the Colomac Main mineralization have been deleted from the current resource model.

**Figure 2**  
*Deposits at Colomac Gold Project*



*Colomac Summary*

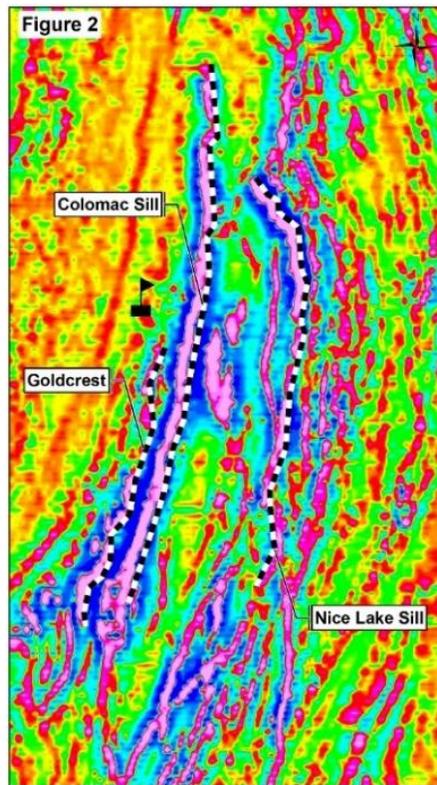
Colomac is accessed by winter road from Yellowknife for approximately three months each year, or year-round by aircraft to a 5,000 foot airstrip at site. Colomac contains at least five separate gold deposits open in all directions (Colomac Main, Goldcrest, Grizzly Bear, 24 and 27, all part of the 2018 Resource Estimate). Only one of these known deposits, Colomac Main, was historically mined. Intermittent mining from 1990 to 1997 was limited to one of three shallow open pits developed on a steeply dipping quartz diorite intrusion. Mining activities exploited only a small portion of the sill's 9 km mineralized strike length. All mining and processing equipment and infrastructure have been removed from site.

Due to market conditions at the time and constrained access to capital, the Company conducted approximately 31,000 metres of drilling on Colomac from 2012 to 2016. Despite the limited amount of drilling, the Company achieved a 97% hit rate as well as confirming high-grade possibilities within the sill with the discovery of high-grade Zone 1.5 within Colomac Main. The potential for additional high-grade zones exists along the Colomac Main's 7 km strike length, thus providing an opportunity to deliver an increase in contained ounces and average grade.

Goldcrest lies parallel to and 400 m west of the compositionally similar Colomac Main. Two zones, Goldcrest North and Main, lie along the sill's 2.5 km length and are included in the 2018 Resource Estimate. The Goldcrest resource represents a primary underexplored target that is open laterally and to depth. The airborne and ground magnetic maps indicate the potential for both the Colomac and Goldcrest sills to extend an additional 2 km to the south (see Figure 3).

Similarly, the untested exploration targets at Goldcrest (~4 km strike), and the newly discovered Nice Lake sills which have yet to be drill tested (2-4 km strike), are also considered excellent candidates for resource expansion.

**Figure 3**  
**Location and trend of the Nice Lake Sill relative to the Colomac and Goldcrest Sills over the 2nd Vertical Derivative of the 2012 airborne magnetic data**



**Legend**    ▲ Colomac Camp    - - Qtz-Diorite Sills

*Indin Lake Property, NWT*  
**Nice Lake Sill Discovery,**  
**2016 Regional**  
**Exploration Program**





### *Colomac Mineralized Zones and Exploration Potential*

Colomac Main consists of 6 main mineralized zones (Zones 1.0, 1.5, 2.0, 2.5, 3.0 and 3.5) along a 7 km strike length (2km to the south not yet tested). The discovery of high-grade at Zone 1.5 in 2014 changed the focus of the exploration program, with drilling aimed at further delineating the high-grade domain, as well as targeting the potential for other high-grade domains along the sill. To date, the potential for these high-grade domains have been identified at Zone 1.5, Zone 2.0, Zone 3.5 and more recently at Zone 1.0.

Drilling to date has constrained the near-surface dimensions of high-grade Zone 1.5 as upwards of 300 m along strike, 30 to 60 m in true width in the near-surface and extending from surface down to more than 660 m vertical depth, where it remains open. Zone 2.0, which lies immediately south of Zone 1.5, hosts a well-defined mineralized domain with true widths ranging from 40 m near-surface to 80 m at depth. Steeply plunging to the northeast, this style of mineralization constitutes a key opportunity as drilling confirmed its continuation and increasing widths with depth. Zone 3.5, located 2.5 km to the south of Zone 2.0, is similar to Zone 1.5 but has received significantly less drilling, and has near-surface true widths of 20 m ranging to 40 m at depth. The continuity and widths of mineralization characterizing these two zones establishes them as important prospects for resource expansion. The discovery and presence of these higher-grade domains demonstrates the potential for discovery of other high-grade domains throughout the Colomac and Goldcrest sills given their size and continuity.

Drilling in 2019 confirmed that the mineralized sill shows a distinct widening to depth at Zone 3.5, and that a similar expansion of the deposit's host rock (the mineralized top of the sill) to depth may exist for upwards of 3.5 kilometres of strike from Zone 3.5 north to Zone 1.5. Should this hold true, Colomac may become a much larger gold deposit and a stronger prospect for resource development with accelerated growth potential, as some areas have already shown expansions at depth to upwards of 3 times its near-surface true width.

### *Preliminary Metallurgical Results*

Commencing in 2016, A total of six bulk drill core samples spanning 3 metallurgical studies have now been collected from 7 mineralized zones within the Colomac and Goldcrest sills. There is minimal variation in rock hardness noted for all test samples indicating a relatively homogeneous host rock across both sills. Results to date have been extremely encouraging in characterizing the rock as being amenable to all standard gold recovery technologies. Favourable recoveries were achieved for flotation and gravity separation (ranging from 90.7% - 98.1% with maximum tested recoveries achieved at a feed size F80 of 75 microns), with cyanidation of ground rock after gravity concentration increasing gold recoveries across the board up to 98.0%. The results to-date compare favourably to similar North American projects.

Testing was completed at Bureau Veritas in Richmond, BC, and audited by Starkey & Associates Inc. in Oakville, Ontario. Studies completed to-date have involved the current drill core mineral process testwork on four composite samples, one higher grade sample from Zone 1.5 (see press releases dated February 21, 2018 and May 22, 2018), and on lower-grade material consisting of three composite samples from various areas of the Colomac Main Sill (see press release dated April 19, 2017).

The most recent campaign (conducted in 2018), broadened sampling to other areas of the deposit including Zones 1.0, 2.0/2.5, 3.0/3.5 and Goldcrest North. The testwork program was identical to the previous two campaigns, with each sample composed of approximately 70 kg of drill core collected from the respective zones. As in the previous studies, samples were assayed for gold, tested for grindability using the SAGDesign methodology (Table 2) and for amenability to several gold recovery processes. For comparison, results from all three generation of studies are summarized in the tables below. Preliminary grinding test results for the current study show that all four samples exhibit a relatively uniform hardness for material tested to-date and characterize the rock as being amenable to all standard gold recovery technologies. The average SAG grindability for the four samples was measured as 13.29 kWh/tonne (Grinding from F80 6" to P80 1.7 mm) and 14.78 kWh/tonne for the Bond Ball Mill Work Index (closed with a 150 micron screen) on SAG ground rock, remarkably consistent with previous test results.

A preliminary heap leach bottle roll test on the lower-grade rock returned initial encouraging results with recoveries of 81.8%, perhaps an option for lower-grade material which would otherwise be considered waste. While an additional bottle roll and column leach test returned a wide variance in recoveries (57.5% on the second bottle roll and 34.3% on the first column leach test, see press release dated May 22, 2018), this is not uncommon as significant fluctuations have



also been documented in recent metallurgical studies on other notable northern deposits and is largely a function of the particle size that interacts with the leachate. Additional metallurgical work is required to arrive at a statistically relevant population of results for all deposit types, mineralized zones and corresponding grade variations. From the 2018 samples, the Company is awaiting results for 2 bottle roll and 2 column leach tests, as well as conventional metallurgical testing from the 2019 samples.

A summary of that metallurgical testwork is shown in Table 2 below:

**Table 2**  
**Master Composite Test Results**

Test	Description	Particle Size ~P <sub>80</sub> (microns)	Au Recovery (%)					
			Sample Generation				Goldcrest North	
			2016	2017	2018			
Master Comp.	High Grade	Zone 1.0	Zone 2.0-2.5	Zone 3.0-3.5				
Flotation	Fine	75	94.9	94.6	94.9	94.8	92.1	98.1
	Medium	106	94.1	93.5	94.5	94.5	88.6	94.9
	Coarse	150	95.5	90.7	92.8	94.2	84.8	95.5
Gravity	Fine	75	33.3	54.3	53.0	42.0	27.2	58.3
	Medium	106	45.0	40.5	48.2	58.8	24.5	44.4
	Coarse	150	25.9	42.8	34.4	34.1	20.4	52.0
Crushed Leach <sup>(1)</sup>	Bottle Roll Leach	12,700	81.8	57.5	Results pending			
	Column Leach	12,700	N/A	34.3	Results pending			
Ground Leach	Whole Ore	150	96.5	96.4	97.1	96.8	96.7	97.2
	Gravity + Leach	106	96.4	98.0	98.0	97.3	96.3	96.8

(1) Standard tests to determine preliminary heap leach amenability

Future studies will be broadened to include samples from other satellite gold zones and other zones to depth within the mineralized sills. Future work will also continue scrutinizing the heap leach potential of the Colomac deposit. The main objective is to confirm that the metallurgical responses observed so far will apply over a broader range of head grades, zone locations, and mineralogical variations.

### 2.3 Exploration Programs

Nighthawk received its land use permits and water licences approving its exploration activities over the next 5 years, expiring in February 2024, and which are extendible up to February 2026. The permits cover all claims and mining leases within the Company's 100% owned Indin Lake Gold Property.

In April 2019, Nighthawk announced an exploration budget of \$10 million, which was upsized to \$13 million and included an additional \$1 million spend on the regional mapping and prospecting program, which continues to assess the land package for new discoveries as well as move targets up the value chain towards drill-ready status. The 2019 exploration program concluded in early October 2019, completing 110 holes for 40,834 metres and significantly exceeded last year's record of 32,504 metres, making it the most productive and efficient drill season to-date (all-in drill cost per meter of \$276). Drilling was focused mainly at Colomac (35,018 metres) with an additional 5,816 metres conducted at the Treasure Island Gold Project ("**Treasure Island**"), one of Nighthawk's more prospective regional gold prospects.



## 2019 Colomac Exploration Program

The Company's 2019 exploration program commenced in early March. Drilling was focused on testing high-grade zones 1.5 and 3.5 further to depth, as well as to explore for additional high-grade domains within a 2-kilometre section of the Colomac Main sill between Zone 3.5 and the southern part of Zone 2.0.

Initial drilling at Zone 1.5 continued to deliver outstanding results highlighted by its capacity to host exceptional gold grades over incredible widths as demonstrated by hole C19-08 which intersected 56.00 metres of 13.49 gpt Au (35.00 metres true width), including 30.50 metres of 22.12 gpt Au, and including 16.50 metres of 34.18 gpt Au, and including 10.00 metres of 53.57 gpt Au, the Company's best gold intersection to-date (see press release dated May 28, 2019). Additional drilling along the sill followed up on previous intersections with encouraging results. Drilling at Zone 2.0 targeted areas of the central portion of the sill considered favourable for hosting higher-grade mineralization, highlighted by hole C19-19 which returned 60.75 metres grading 2.61 gpt Au, including 13.40 metres of 4.45 gpt Au, and including 7.75 metres of 6.85 gpt Au; and hole C19-24 which intersected 56.25 metres of 2.76 gpt Au, including 13.00 metres of 3.51 gpt Au gold, and including 4.25 metres of 14.89, extending mineralization to over 450 metres at depth where it remains open (see press release dated July 31, 2019).

2019 drilling confirmed the potential widening of the mineralized portion of the sill along a 3.5-km strike length from Zone 1.5 southwards to Zone 3.5. In 2017, hole C17-15C intersected mineralization at depth over a 155-metre true width, a three-fold increase in true width over previous reported widths of up to 50 metres in shallower drilling. 2019 drilling outlined a newly defined panel of mineralization, formed by the merger of high-grade Zone 1.5 with the northern part of Zone 2.0, which has now been traced approximately 500 metres in strike, with its narrowest width of 30 metres at shallow depths but expanding to upwards of 155 metres at 800 metres vertical depth where it remains open. As well, drilling at Zone 3.5 established an 80-metre true width to the mineralized portion of the sill at a vertical depth of 450 metres, while hole C19-50 recorded a 45-metre true width intersection at 270 metres vertical depth. The documented increase in width with depth is consistent with what was observed at Zones 1.5 and 2.0.

Additional drilling along the sill will help confirm that the wedge-shaped panel of mineralization that spans Zone 1.5 and the northern part of Zone 2.0 (see press release dated December 3, 2019), can be extended along strike and that a general widening to depth may reflect the morphology of the sill over its entire length. A significant expansion of the sill's mineralized host to depth would provide ample opportunity for accelerated resource growth.

Nighthawk remains committed to the pursuit of similar opportunities within the two host sills (Colomac Main and Goldcrest). This exploration approach has been at the forefront of all activities at Colomac and has resulted in several recent drill intercepts that are among some of the best in the industry. All drillholes reported to-date of the drill program for 2019, have intersected mineralization. The success in locating and tracing new areas of higher-grade mineralization along the Colomac Main continues to validate the Company's belief in the deposit's capacity to host discrete corridors of elevated grade (typically significant widths of over 2.00 gpt with internal higher-grade cores), some of which are broad domains of contiguous mineralization along strike and to depth that remain largely unexplored. For further information, including detailed drilling results from the 2019 exploration program, please refer to the Company's website at [www.nighthawkgold.com](http://www.nighthawkgold.com).

### Growth Opportunities and Upside Potential at Colomac:

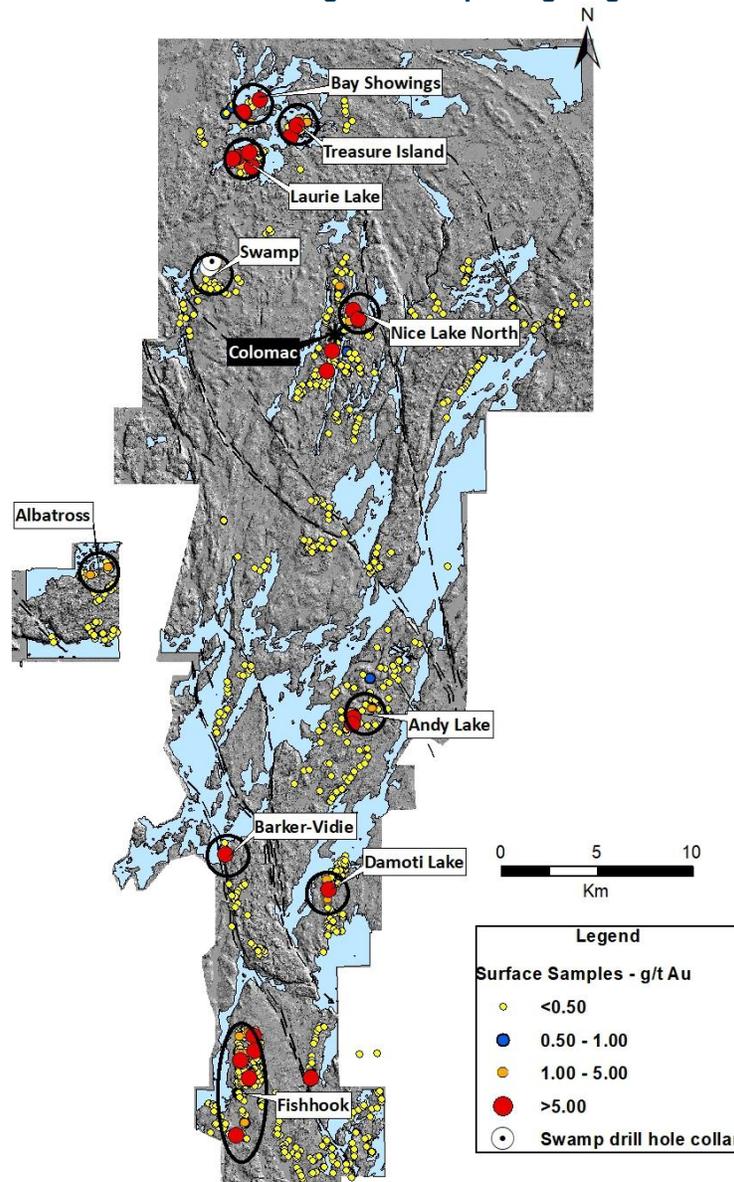
- Colomac is a large mineralized system and given that Nighthawk's drilling success rate is greater than 97%, the opportunity to continue to grow resources with additional drilling is considered exceptional.
- The significant expansion of the sill's mineralized host to depth would provide ample opportunity for accelerated resource growth.
- With the discovery of high-grade Zone 1.5, and additional potential high-grade zones within the sill, the prospects to explore deeper within the system exists, which should positively impact project economics going forward.
- The Company believes that with every 30,000 to 40,000 metres of drilling, a meaningful resource update can be achieved.

- Excellent metallurgical recoveries of between 96.5% up to 98.1% using conventional recovery methods, where flotation alone achieved up to 98.1%. As well, initial heap leach testing returned encouraging results however, additional testing is required to get a more representative set of sample results (see press releases dated [April 19, 2017](#), [May 22, 2018](#) and [March 19, 2019](#)).

*2019 Regional Drilling Program*

Nighthawk’s 899 km<sup>2</sup> Indin Lake Gold Project encompasses many other highly prospective targets including a number of untested prospects. The continued exploration success from satellite targets (such as those outlined in Figure 5 below) supports Nighthawk’s conviction that the Colomac deposit is not the only multi-million-ounce opportunity capable of hosting high-grade mineralization. The many prospective regional targets provide a remarkable opportunity for growth and collectively strengthen the Company’s 100% controlled regional play centered on Colomac, a growing, multi-million-ounce gold deposit. Regional drilling in 2018 was expanded to 17,551 metres to continue aggressively exploring the untested potential of the Indin Lake Gold Property, with one dedicated drill focused on testing higher-priority regional targets (some of which had not been drilled since 2011).

**Figure 5**  
**2018 Indin Lake Regional Prospecting Targets**





In 2019, the Company drilled a total of 5,816 metres (19 holes) at Treasure Island, the northern most project located 11km north of Colomac, near the eastern end of the Treasure Island – Laurie Lake Mineralized Corridor, a 7 km long underexplored tract host to several high-priority gold showings. Mineralization consists of several stacked zones located along a regional east-west volcanic rock/sedimentary rock contact. Highlights from the 2019 drilling released to date include hole T19-01 which intersected 6.25 metres of 12.08 gpt Au, including 2.50 metres of 28.61 gpt Au, and T19-01B reported an upper intersect of 27.25 metres of 1.41 gpt Au, including 9.25 metres of 2.37 gpt Au, and including 3.50 metres of 4.21 gpt Au, and a deeper intersect of 6.50 metres assaying 10.20 gpt Au, including 3.75 metres of 16.38 gpt Au, effectively extending the western boundary of the Main Zone (see press release dated September 5, 2019). Hole T19-02 intersected an upper section of 6.50 metres of 10.08 gpt Au, including 4.00 metres of 15.94 gpt Au, and a deeper intersect of 22.40 metres assaying 1.27 gpt Au, including 6.00 metres of 3.04 gpt Au (see press release dated October 8, 2019).

Drilling to-date has defined a 200-metre-wide and 750-metre-long package of strongly altered and mineralized rock open along strike and to depth, intersecting broad zones of mineralization with internal higher-grade intervals, a positive sign for continued exploration success as Nighthawk looks to advance this target in the coming years.

### 2018 Regional Exploration and Prospecting

On February 19, 2019, the Company announced results from its 2018 regional prospecting program. A total of 2,153 grab samples and channel samples were collected, resulting in the discovery of new high-grade gold showings, as well as the confirmation and expansion of historical occurrences.

The following table summarizes some of the more prospective regional targets and showings within the Indin Lake Gold Property, including the work completed to date by Nighthawk. Most are at an early exploration stage and require additional work to realize their ultimate potential. For more information on the Company’s regional targets, please visit the [Regional Exploration](#) section of the website.

TARGET	DEPOSIT SETTING	METRES DRILLED	MOST RECENT HIGHLIGHTS
<b>Damoti Lake Gold Deposit</b>	Banded Iron Formation	17,418	6.95 m of 10.12 gpt Au, including 4.20 m of 15.81 gpt Au; 23.50 m of 13.91 gpt Au, including 9.60 m of 20.95 gpt Au; and 22.50 m of 5.81 gpt Au, including 10.25 m of 10.53 gpt Au
<p>Located 28 kilometres south of Colomac, Damoti is an important satellite deposit that also has a ramp developed into its core, which could provide possible high-grade feed for any future development opportunity at the Company’s flagship asset, Colomac.</p>			
<b>Leta Arm Mineralized Corridor</b>	Structure Related “Lode Gold”	19,532	Diversified drilling which intersected 17.50 m of 5.81 gpt Au, including 9.25 m of 9.65 gpt Au, and 4.75 m of 18.12 gpt Au North Inca drilling which intersected 25.50 m (13.00 m true width) of 2.68 gpt Au, including 9.95 m of 4.90 gpt Au, and 4.60 m of 6.60 gpt Au
<p>Located 15 kilometres southwest of Colomac along the Leta Arm Fault Zone (“LAFZ”), a well mineralized deformation zone up to 10 kilometres long and 500 metres wide which hosts several gold deposits and showings, with 4 initial prospects (North Inca and Diversified deposits, and the #3 and Lexindin showings).</p> <p>Deposits and showings lie within a highly altered shear zone up to 500 metres wide hosting both parallel and extension quartz vein systems open in all dimensions.</p>			



<b>Treasure Island Gold Project</b>	Structure Related "Lode Gold"	11,249	6.25 metres of 12.08 gpt Au (uncut) including 2.50 metres of 28.61 gpt Au, and 12.70 metres of 8.51 gpt Au, including 7.30 metres of 14.06 gpt Au, and including 2.85 metres of 33.67 gpt Au
-------------------------------------	----------------------------------	--------	--

Located 11km north of Colomac, Treasure Island is the northern most project within Nighthawk's Indin Lake Property, located along the eastern end of a 7 km long underexplored mineralized corridor "Treasure Island-Laurie Lake Mineralized Corridor" that hosts several high-priority gold showings. Drilling to date by Nighthawk has established the gold system to be upwards of 200 metres wide, 750 metres long, and open in all dimensions (see press releases dated [October 22, 2018](#), [September 5 and October 8, 2019](#)).

<b>Nice Lake Sill</b>	Mafic Sill	nil	Recent grab samples of 38.90 gpt Au and 41.90 gpt Au highlight the grade potential of the sill
-----------------------	------------	-----	--

Discovered in 2016 while prospecting a large linear anomaly 1.5 km east of Colomac that shows similarities in magnetic intensity and anomaly shape and composition to both the Colomac and Goldcrest sills.

<b>Andy Lake Gold Project</b>	Intrusion Related Gold System Quartz Veins	nil	Recent grab samples from new showing range from 0.50 gpt Au to 42.10 gpt Au
-------------------------------	--	-----	---

Located 20 km south of Colomac within the Gamey Lake Volcanic Panel, a N-S trending volcanic rock package bordered by metasedimentary rocks to the east and west.

<b>Swamp Project</b>	Structure Related "Lode Gold"	693	Surface grab and channel samples up to 43.60 gpt Au, along with 2018 drilling which has established that surface mineralization continues to depth
----------------------	----------------------------------	-----	--

Located 6 km northwest of Colomac in association with a large deformation zone and intense iron-carbonate alteration. A broad area of anomalous gold is associated with the showing and has a minimum footprint of 1.6 km by 1.0 km.

<b>Fishhook Gold Project</b>	Banded Iron Formation	nil	2018 fieldwork highlighted by a grab sample taken from a medium grained, intensely iron oxide altered banded iron formation that assayed 174.50 gpt Au
------------------------------	--------------------------	-----	--

Fishhook consists of several historical gold showings spanning an area 6 km by 1.5 km, 40 km southwest of Colomac. Showings are hosted by complex folded amphibolitic oxide-silicate iron formation within a sequence of metasedimentary rocks, an environment similar to the Damoti Lake Gold Deposit.

<b>Laurie Lake Showing</b>	Structure Related "Lode Gold"	nil	Elevated gold values distributed over an area of 1.3 km by 1.7 km; 2018 grab samples ranged from 1.05 gpt Au to 22.50 gpt Au
----------------------------	----------------------------------	-----	--

The Laurie Lake showings lie 8.5 km northwest of Colomac along the western extent of the Treasure Island-Laurie Lake Mineralized Corridor. Regional geology consists of alternating mafic metavolcanic and turbiditic metasedimentary units. The area of interest is dominantly underlain by mafic metavolcanic rocks consisting of gabbro, porphyry intrusions and pillowed volcanic flows.

<b>Bay Showing</b>	Structure Related "Lode Gold"	nil	Mineralization straddles gossanous metavolcanic and metasedimentary rock contacts transected by quartz veins; surface grab samples from 1.24 gpt Au to 7.02 gpt Au
--------------------	----------------------------------	-----	--

Located 2.5 kilometres northeast of Laurie Lake within the northern boundary of the Treasure Island-Laurie Lake Mineralized Corridor. Local stratigraphy is dominated by mafic to intermediate metavolcanic rocks, gabbro, and porphyry intrusions, with metasedimentary rocks sandwiched between volcanic sequences.

<b>JPK</b>	Banded Iron Formation	nil	Surface sampling along a 3km section of iron formation assayed up to 12.1 gpt Au confirming historic sampling of up to 15.63 gpt Au
------------	--------------------------	-----	---

Located 10 kilometers north of Colomac and 500 metres east of Treasure Island.



<b>Barker-Vidie Showing</b>	Structure Related "Lode Gold"	nil	Grab sample from a quartz carbonate vein in altered mafic meta-volcanic rock assayed 23.60 gpt Au
-----------------------------	----------------------------------	-----	---

Located 27 kilometres south-southwest of Colomac. Additional work is needed to further delineate the extent of mineralized quartz veining associated with this showing.

### 3. EXPLORATION AND EVALUATION EXPENDITURES

The following table identifies the breakdown of the Indin Lake Gold Property's exploration and evaluation expenditures for the years ended December 31, 2019 and 2018:

#### *Indin Lake Gold Property Capitalized Exploration and Evaluation Expenditures*

Years ended December 31,	2019	2018
<b><i>Option Payments &amp; Acquisition Costs</i></b>		
Balance, beginning of year	\$ 10,348,314	\$ 10,287,885
Acquisition costs	107,830	60,429
Balance, end of year	\$ 10,456,144	\$ 10,348,314
<b><i>Exploration Costs</i></b>		
Balance, beginning of year	\$ 56,814,756	\$ 43,046,015
Drilling	5,566,140	4,960,845
Transportation	3,186,208	3,196,390
Camp	1,936,705	1,889,080
Geological & consultant fees	1,518,109	1,085,706
Assaying & analytical	1,502,214	1,231,313
Prospecting program consulting	528,013	418,450
Geophysics	184,257	284,856
Metallurgy	170,071	63,702
Licenses & permits	120,203	264,426
Administrative office costs & other	52,423	58,349
Environmental	48,559	34,460
Stock-based compensation (non-cash)	184,196	281,164
	14,997,098	13,768,741
Balance, end of year	\$ 71,811,854	\$ 56,814,756
<b><i>Cumulative Expenditures to Year End</i></b>	<b>\$ 82,267,998</b>	<b>\$ 67,163,070</b>

During the year ended December 31, 2019, capitalized costs of \$15.0 million were incurred and primarily related to the 2019 exploration program on the Company's Indin Lake Gold Property, which began in early March 2019 and subsequently concluded in early October 2019 (year ended December 31, 2018, capitalized exploration costs of \$13.8 million were incurred). Costs related to the 2019 drill program (40,834 meters for cash costs of \$11.7 million or \$286/meter), prospecting program (\$1.3 million), surveying program (\$0.6 million, undertaken as certain of the Company's claims were due to transition to 25-year mining leases), and other geological and mining evaluation work including geophysics, metallurgy and consulting costs (\$1.3 million) to advance the property. For further details of the program, see Section 2.3 – Exploration Programs.

### 4. OUTLOOK

As of December 31, 2019, Nighthawk's working capital position was \$10.0 million with flow-through expenditure obligations of \$3.9 million remaining. Nighthawk completed its most aggressive drill program to date with cash costs of \$11.7 million (\$286/metre) which included 110 holes for 40,834 metres of drilling conducted mainly at Colomac and one



of its regional targets, Treasure Island. In addition, the Company continued to carry out regional mapping, prospecting, geophysical work within the extensive land position, as well as continued metallurgical testing and completed a surveying program to transition certain mining claims to 25-year mining leases. The 2019 exploration program concluded in early October 2019. Results for all 110 holes or 40,834 metres have been released to the date of this MD&A. Additional results from metallurgical testing is expected, along with results from the 2019 regional prospecting and mapping program.

Towards the end of February, the Company opened the camp at Colomac and commenced drilling activities on March 13, with three drills and a planned 25,000-metre drill program for its 2020 campaign. In light of the current Coronavirus pandemic (see Section 1 – Description of Business), Nighthawk is in the process of temporarily suspending exploration activities on its Indin Lake Gold Property. There is currently no timeframe for this temporary suspension of exploration activities, while ongoing metallurgical testwork, preparation of an updated mineral resource estimate, and subsequently the preparation of an internal scoping study has not been affected. Any further updates will be provided as they become available.

2020 goals and objectives include:

#### *Colomac*

- Refinement of the next resource update (with the completion of the 2019 drill program) to generate a first time estimate constrained by a pit shell and underground parameters in order to confirm reasonable prospects of economic extraction as set out in the CIM Definition Standards for Mineral Resources and Mineral Reserves and NI 43-101
- Domaining of high-grade zones for subsequent resource estimates and elevating them to the indicated resource category
- Metallurgical testwork on additional areas within both the Colomac Main and Goldcrest sills to assess potential variabilities and overall expected recoveries as well as generate a sound statistical framework for the heap leach opportunity
- Complete an internal scoping study to assist with future exploration activities, and potentially provide the base work for any future PEA

#### *Regional Targets*

- Maiden resource estimate for the Damoti Lake Gold Deposit
- Drill high-priority regional targets to advance them up the value chain
- Continue regional exploration and prospecting work to identify new targets and prioritize existing targets to drill-ready status

An investment in Nighthawk's securities is speculative, see Section 14.7 – Risk Factors.

### **5. SERVICE OBLIGATION UNDER TERMS OF COLOMAC AGREEMENT**

As consideration for the Colomac Gold Project (see Section 2.1 – Acquisitions), Nighthawk committed to perform reclamation services on three other sites within the Indin Lake Gold Property land package which are the responsibility of AANDC, being the Diversified, Chalco Lake, and Spider Lake sites. The obligation for the reclamation services being carried out on behalf of AANDC totals a maximum of \$5.0 million. The Company entered into the Colomac LOC's totalling \$5.0 million in favour of AANDC to secure the obligation to perform the reclamation services for each site. The Colomac LOC's are thereby secured by the Colomac GIC's at a Canadian chartered bank for the same amounts.

The Company has not assumed the reclamation liabilities of these three sites directly and is not responsible for any historical environmental liabilities associated with the Colomac Gold Project. Upon completion of the reclamation services to the satisfaction of an independent third party engineer, the Colomac LOC's with respect to each site will be released and the hold restriction on the related Colomac GIC will be eliminated (\$3.0 million for the Diversified site, \$1.0 million for the Chalco Lake site and \$1.0 million for the Spider Lake site). The service obligation with respect to the Chalco Lake site was completed during Fiscal 2013 and no further work is required thereon. At any time, the Company may terminate the liability relating to this service obligation, but as a consequence would relinquish the related Colomac GIC still held as security against the Colomac LOC's at that time.



### Diversified

No costs were incurred on the Diversified service obligation during the year ended December 31, 2019. Cumulative expenditures to December 31, 2019 are \$1.3 million. During the year ended July 31, 2012, significant work was performed (\$1.2 million) to remove a majority of the existing structures, hazardous and non-hazardous waste from the site. A spur ice road to the Diversified site was previously commissioned during the winter months to efficiently transport the material offsite to the appropriate disposal facilities. No further demolition work is required at Diversified as all structures have been removed. Remaining work includes the removal of debris, management of contaminated soil and planning closure of the mine shaft. Further significant remediation work on this site may be carried out once a final reclamation plan has been prepared and all necessary approvals obtained from AANDC. Fulfillment of this obligation would require the use of hard dollar funds (non-flow-through) and may be carried out when the Company has a sufficient budget to do so. Once the work is completed however, the Colomac LOC (for Diversified) would be terminated and the restriction on the related Colomac GIC of \$3.0 million would be released.

### Spider Lake

No costs were incurred on the Spider Lake service obligation during the year ended December 31, 2019. Cumulative expenditures to December 31, 2019 are \$0.2 million. During the summer of 2012, Nighthawk carried out a delineation program at Spider Lake and obtained a better estimate of the hydrocarbon and metals contamination at site. A waste rock characterization program was performed as well. Results of these programs allowed Nighthawk to plan the reclamation work at this site. All necessary approvals of the Spider Lake reclamation plan have been obtained. The reclamation work planned for the summer of 2014 was not able to be carried out as the Company did not have a sufficient budget of hard dollar funds (non-flow-through) to complete the work. Once the work is completed however, the Colomac LOC (for Spider Lake) would be terminated and the restriction on the related Colomac GIC of \$1.0 million would be released.

## 6. SELECTED ANNUAL INFORMATION

The following chart summarizes selected annual financial information for the three most recently completed financial years. The information has been prepared in accordance with IFRS:

Operations	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017
Operating expenses	\$ 1,782,248	\$ 1,882,241	\$ 1,759,736
Stock-based compensation	671,869	875,408	1,912,148
Gain on sale of investment	(38,750)	-	-
Unrealized loss on marketable securities	-	90,000	10,000
Gain on sale of mineral property	-	-	(180,000)
Flow-through share premium	(208,725)	(2,803,649)	(2,430,877)
Interest income	(227,378)	(573,600)	(126,677)
Deferred income tax provision (recovery)	2,652,532	2,358,010	2,174,318
Loss for the period	4,631,796	1,828,410	3,118,648
Loss per share	\$ 0.11	\$ 0.05	\$ 0.02
Total assets	\$ 97,427,034	\$ 86,390,225	\$ 84,758,281
Total long-term financial liabilities	\$ 12,774,976	\$ 10,316,658	\$ 10,374,323



## 7. RESULTS OF OPERATIONS

Operations	Years Ended December 31,	
	2019	2018
Salaries, director and consulting fees	\$ 869,440	\$ 857,422
Shareholder communication and marketing	360,632	304,615
Office and administration	208,549	226,058
Regulatory	133,940	282,012
Professional fees	117,569	111,597
Travel	92,118	100,537
Stock-based compensation	671,869	875,408
Unrealized loss on investment	-	90,000
Gain on sale of investment	(38,750)	-
Flow-through share premium	(208,725)	(2,803,649)
Interest income	(227,378)	(573,600)
Deferred tax expense	2,652,532	2,358,010
<b>Loss for the period</b>	<b>\$ 4,631,796</b>	<b>\$ 1,828,410</b>
<b>Loss per share – Basic and fully diluted</b>	<b>\$ 0.11<sup>(1)</sup></b>	<b>\$ 0.05<sup>(1)</sup></b>

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options at that time as their exercise would be anti-dilutive in the net loss per share calculation.

### 7.1 Year Ended December 31, 2019

Nighthawk's results of operations for the year ended December 31, 2019 resulted in a loss of \$4.6 million, compared to a loss of \$1.8 million for the year ended December 31, 2018.

The variance between the two periods is due primarily to the following:

- Flow-through share premium income of \$0.2 million for the current period compared to \$2.8 million for the prior period as the Company incurred exploration expenditures and reduced its flow-through commitment at the time. The Company has \$3.9 million of flow-through commitments as of December 31, 2019;
- The deferred income tax provision resulted mainly from differences between the accounting and tax values of assets recognized on its statement of financial position. Specifically, the deferred tax provision of \$2.7 million in the current period primarily arose because the exploration and evaluation assets incurred and capitalized for accounting purposes did not increase the tax basis, as the expenditures related to flow-through expenses;
- Interest income is derived from the cash balance on hand as well as the Colomac GIC's being held has restricted cash to secure the Colomac LOC's. The cash is held at Canadian chartered banks;
- Shareholder communication and marketing expense increased as the Company continues to improve shareholder and investor awareness in an effort to continue to diversify and strengthen the shareholder base and increase liquidity;
- Travel expense was decreased from prior period as the Company focused its marketing efforts on one-to-one meeting conferences and certain retail roadshows;
- Regulatory costs decreased from the prior year as the Company incurred certain one-time expenses in prior year relating to flow-through government filings; and
- Gain on sale of investment related to the Company's sale of its investment in CR Capital Corp. which was acquired in previous years from the sale of the Superior Project.



## 8. QUARTERLY FINANCIAL INFORMATION

The following selected financial data for the past eight quarters has been prepared in accordance with IFRS and should be read in conjunction with Nighthawk's audited annual consolidated financial statements:

Operations	Quarter Ended Mar. 31, 2019	Quarter Ended Jun. 30, 2019	Quarter Ended Sep. 30, 2019	Quarter Ended Dec. 31, 2019
Operating expenses	\$ 397,560	\$ 516,380	\$ 322,499	\$ 545,809
Stock-based compensation	-	-	-	671,869
Interest income	(70,033)	(41,878)	(55,369)	(60,098)
Flow-through share premium	-	-	(208,725)	-
Gain on sale of investment	(38,750)	-	-	-
Unrealized loss (gain) on marketable securities	-	-	-	-
Deferred tax provision (recovery)	(64,230)	919,742	1,592,857	204,163
<b>Net loss (income)</b>	<b>\$ 224,547</b>	<b>\$ 1,394,244</b>	<b>\$ 1,651,262</b>	<b>\$ 1,361,743</b>
<b>Net loss (income) per share</b>	<b>\$0.01<sup>(1)</sup></b>	<b>\$0.03<sup>(1)</sup></b>	<b>\$0.04<sup>(1)</sup></b>	<b>\$0.03<sup>(1)</sup></b>
Cash and cash equivalents	\$ 13,051,470	\$ 19,444,270	\$ 11,567,105	\$ 9,662,590
Other current assets	958,257	1,328,543	1,268,699	827,136
Restricted cash	4,648,616	4,648,616	4,669,310	4,669,310
<b>Exploration and evaluation assets</b>	<b>68,707,825</b>	<b>74,576,550</b>	<b>80,910,901</b>	<b>82,267,998</b>
<b>Total Assets</b>	<b>\$ 87,366,168</b>	<b>\$ 99,997,979</b>	<b>\$ 98,416,015</b>	<b>\$ 97,427,034</b>
Flow-through share premium liability	\$ -	\$ -	\$ -	\$ -
Provision for service obligation	3,012,314	3,012,314	3,012,314	3,012,314
Reclamation provision	401,150	401,150	401,150	401,150
Deferred tax liability	\$ 6,838,964	\$ 7,564,492	\$ 9,157,349	\$ 9,361,512
Operations	Quarter Ended Mar. 31, 2018	Quarter Ended Jun. 30, 2018	Quarter Ended Sep. 30, 2018	Quarter Ended Dec. 31, 2018
Operating expenses	\$ 508,951	\$ 452,969	\$ 312,459	\$ 607,862
Stock-based compensation	-	-	875,408	-
Interest income	(274,718)	(37,261)	(155,162)	(106,459)
Flow-through share premium	(358,414)	(1,478,144)	(967,091)	(350,000)
Gain on sale of mineral property	-	-	-	-
Unrealized loss (gain) on marketable securities	(120,000)	170,000	50,000	(10,000)
Deferred tax provision (recovery)	-	1,676,181	1,995,432	(1,313,603)
<b>Net loss</b>	<b>(\$ 244,181)</b>	<b>\$ 783,745</b>	<b>\$ 2,111,046</b>	<b>\$ 822,200</b>
<b>Net loss per share</b>	<b>\$(0.01)<sup>(1)</sup></b>	<b>\$0.02<sup>(1)</sup></b>	<b>\$0.05<sup>(1)</sup></b>	<b>\$Nil<sup>(1)</sup></b>
Cash and cash equivalents	\$ 25,216,097	\$ 19,097,225	\$ 16,354,093	\$ 13,948,633
Other current assets	1,129,502	1,401,459	1,128,019	799,522
Restricted cash	4,479,000	4,479,000	4,479,000	4,479,000
<b>Exploration and evaluation assets</b>	<b>54,912,628</b>	<b>60,916,374</b>	<b>66,441,565</b>	<b>67,163,070</b>
<b>Total Assets</b>	<b>\$ 85,737,227</b>	<b>\$ 85,894,058</b>	<b>\$ 88,402,677</b>	<b>\$ 86,390,225</b>
Flow-through share premium liability	\$ 2,095,235	\$ 617,091	\$ -	\$ -
Provision for service obligation	3,012,314	3,012,314	3,012,314	3,012,314
Reclamation provision	401,150	401,150	401,150	401,150
Deferred tax liability	\$ 4,507,210	\$ 6,183,391	\$ 8,216,797	\$ 6,903,194

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation.

The Company has not paid any dividends.

Operating expenses include salaries, director and consulting fees, shareholder communication and marketing, travel, office and administrative costs, regulatory and professional fees. Variances in operating expenses over the previous quarters related to office and administrative costs, professional and consulting fees, which varied based upon the scope of each exploration season and as well as timing of financing activities. Moving forward over the next year, it is expected that monthly operating expenses will be approximately \$100,000, before considering certain one-time costs and optional marketing costs, as exploration activities will focus on the Indin Lake Gold Property.



Stock-based compensation expense is a result of the timing of vested stock options fair valued using the Black-Scholes option pricing model. The deferred income tax provision (recovery) recorded through the periods is mainly a result of differences between the accounting and tax values of assets recognized on the consolidated statement of financial position.

The major variances in cash and cash equivalents and total assets are mainly attributable to equity and debt placements and the funding of exploration activities as well as professional fees, consulting fees, travel and office and administrative expenses. The Company is in the exploration stage and therefore does not generate any operating revenue. The other variances also relate to the restricted cash posted as security under the Colomac Agreement (see Section 2.1 – Acquisitions for further details).

The variance in exploration and evaluation assets is primarily a result of the option payment and acquisition costs incurred under mineral property option agreements as well as capitalized exploration costs and write-downs. Exploration and evaluation assets are analyzed each period end to determine whether any write-downs are necessary. As a result, exploration and evaluation asset write-downs occur on an irregular basis.

The major variances in non-current liabilities are mainly attributable to the debt financing of Secured Notes as well as the provision for service obligation, which was incurred as a result of the acquisition of Colomac (see Section 5 – Service Obligation Under Terms of Colomac Agreement for further details).

## 9. LIQUIDITY AND CAPITAL RESOURCES

The Company is wholly dependent on equity or debt financing to complete the exploration and development of its mineral properties. There can be no assurance that financing, whether debt or equity, will be available to Nighthawk in the amount required at any particular time or for any particular period, or, if available, that such financing can be obtained on terms satisfactory to Nighthawk (see Section 14.7 – Risk Factors). Nighthawk has not generated any revenue from operations and does not expect to generate any such revenue in its next fiscal year.

The working capital balance at December 31, 2019 was \$10.0 million (including cash of \$9.7 million). At December 31, 2019, long-term assets primarily included exploration and evaluation assets of \$82.3 million and restricted cash of \$4.7 million; long-term liabilities primarily consisted of a deferred income tax liability of \$9.4 million, and a provision for service obligation of \$3.0 million (see Section 2.1 – Acquisitions and Section 5 – Service Obligation Under Terms of Colomac Agreement). The Company has flow-through expenditure commitments of \$3.9 million as of December 31, 2019.

Funds from further debt and equity financings may be used to fund future drill programs; reclamation consulting work to be carried out to satisfy the service obligation under the terms of the Colomac Agreement; and general working capital purposes. Potential proceeds may be received from stock option exercises as well as the potential recovery of restricted cash being held as letters of credit (securing the service obligation under the Colomac Agreement).

The Company had no off balance sheet arrangements as at December 31, 2019.

## 10. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements are presented in Canadian dollars and have been prepared in accordance with IFRS and International Financial Reporting Interpretations Committee (“IFRIC”) interpretations as issued by the International Accounting Standards Board (“IASB”) and have been consistently applied to all the periods presented. Nighthawk is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that Nighthawk’s funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The Company’s significant accounting policies are summarized in note 3 to the audited annual consolidated financial statements for the fiscal year ended December 31, 2019. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Nighthawk’s consolidated financial statements.



## 10.1 Exploration and Evaluation Assets

Exploration and evaluation costs, which are intangible costs, including the costs of acquiring claims, are capitalized as exploration and evaluation assets on an area of interest basis pending determination of the technical feasibility and the commercial viability of the project. Capitalized costs include costs directly related to exploration and evaluation activities in the area of interest. General and administrative costs are only allocated to the asset to the extent that those costs can be directly related to operational activities in the relevant area of interest. When a claim is relinquished or a project is abandoned, the related costs are recognized in profit or loss immediately.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment.

Ownership in mineral properties involves certain risks due to the difficulties in determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristics of many mining interests. The Company has investigated the ownership of its mineral properties and, to the best of its knowledge, ownership of its interests are in good standing.

## 10.2 Share-Based Payment Transactions

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense or capitalized to exploration and evaluation assets for grants to individuals working directly on mineral properties with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no adjustment for differences between expected and actual outcomes. Fair values of share-based payments (including stock options) are determined based on estimated fair values at the time of grant using the Black-Scholes option pricing model.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period that the employees unconditionally become entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expense in profit or loss.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

## 10.3 Flow-through Shares

The Company finances a portion of its exploration activities through the issue of flow-through shares, which transfer the tax deductibility of exploration expenditures to the investor. To the extent that the Company issues common shares to subscribers on a flow-through basis at a premium to the market value of non-flow-through common shares, any such premium is recorded as a liability on Nighthawk's consolidated statement of financial position at the time of subscription. This liability is reduced, on a pro-rata basis, as the Company fulfills its expenditure renunciation obligation associated with such flow-through share issuances, with an offsetting amount recognized as income.

A deferred income tax liability equal to the tax value of flow-through expenditures renounced is recognized once the Company has fulfilled its obligations associated with the renunciation of the related flow-through expenditures. In respect of a retrospective renunciation, such obligation is considered to have been fulfilled once related renunciation filings have



been made with the appropriate taxation authorities. In respect of prospective renunciation (i.e. a look-back renunciation), the obligation is considered to be fulfilled once related flow-through expenditures have been incurred.

## **11. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS**

The preparation of the consolidated financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which by their nature are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- The Company assesses the carrying value of exploration and evaluation assets at each reporting period to determine whether any indication of impairment exists. When an impairment exists, the calculation of recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, recoverable metals, and operating performance;
- The calculation of the fair value of warrants, broker warrants and stock options issued requires the use of estimates in the Black-Scholes option pricing valuation model;
- The calculation of the reclamation liability and provision for service obligation, being the present value of the estimated costs to restore the properties, are discounted at rates which reflect the current market assessments and the risks specific to the liability. The calculation requires management to estimate the total restoration costs, timing of remediation and an appropriate discount rate; and
- Valuation of deferred income taxes.

## **12. ACCOUNTING ISSUES**

### **12.1 MANAGEMENT OF CAPITAL RISK**

The objective when managing capital is to safeguard Nighthawk's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

The Company considers its shareholders' equity, cash and equivalents as capital, manages the capital structure, and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, the Company may issue new shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. The working capital balance at December 31, 2019 was \$10 million (including cash of \$9.7 million). The timing and extent of the future drill programs may depend on its ability to further access the capital markets in order to raise the necessary funds required to carry out such a program. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when the Company needs to raise capital, there will be access to funds at that time and there is no assurance that funding initiatives will continue to be successful to fund its future exploration activities.

### **12.2 MANAGEMENT OF FINANCIAL RISK**

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include fair value of financial instruments and commodity price risk. Where material, these risks are reviewed



and monitored by the Board of Directors and they are more fully described in note 13 to the audited consolidated financial statements for the year ended December 31, 2019.

### 12.3 CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following standard during the year ended December 31, 2019:

In January 2016, the International Accounting Standards Board (IASB) issued a new International Financial Reporting Standard (IFRS) on lease accounting which was incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in June 2016. IFRS 16 supersedes IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 introduces a single lessee accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Lease assets and liabilities are initially recognized on a present value basis and subsequently, similarly to other non-financial assets and financial liabilities, respectively. The lessor accounting requirements are substantially unchanged and, accordingly, continue to require classification and measurement as either operating or finance leases. The new standard also introduces detailed disclosure requirements for both the lessee and lessor. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that also apply IFRS 15 Revenue from Contracts with Customers. Nighthawk's adoption of IFRS 16 did not have a material financial impact upon the unaudited condensed interim consolidated financial statements.

### 13. OUTSTANDING SHARE DATA

	Number of Shares
<b>Common shares outstanding – December 31, 2018</b>	<b>38,741,192</b>
Private placement of flow-through shares	5,658,000
Exercise of stock options	273,000
<b>Common shares outstanding – December 31, 2019 and March 27, 2020</b>	<b>44,672,192</b>
Unexercised stock options (avg exercise \$2.35)	2,798,500
Share units	286,500
<b>Fully diluted common shares outstanding – March 27, 2020</b>	<b>47,757,192</b>

On June 6, 2019, Nighthawk completed a bought deal private placement financing of 2,783,000 flow-through shares at a price of \$2.475 per share and 2,875,000 flow-through shares at a price of \$0.40 per share for aggregate gross proceeds of \$12.6 million. Share issue costs in relation to the financing were \$0.7 million.

On January 13, 2020, Nighthawk completed a share consolidation of its share capital on the basis of five (5) existing common shares for one (1) new common share. The figures above are presented on a consolidated basis.

#### 13.1 COMMON SHARES

The Company has authorized share capital consisting of an unlimited number of common shares.

#### 13.2 STOCK OPTIONS

Nighthawk has a stock option plan (the “Plan”) under which stock options may be granted to Directors, Officers, employees, consultants and consultant companies. The Plan: (i) provides that the number of common shares reserved for issuance, within a one year period, to any one optionee, shall not exceed 5% of the outstanding common shares; (ii) provides the maximum number of common shares reserved for issuance pursuant to options granted to insiders may not exceed 10%; (iii) and contains other provisions to ensure the Plan is compliant with stock exchange regulations. The options granted vest immediately or as otherwise determined by the Board of Directors.

During the year ended December 31, 2019, 401,500 stock options were granted, 273,000 stock options were exercised for proceeds of \$413,750, and 335,212 stock options expired unexercised. The following stock options remained outstanding at December 31, 2019:



Grant date	Options outstanding	Options exercisable	Exercise price	Weighted average remaining life (Years)
December 1, 2015	280,000	280,000	\$0.75	0.9
June 8, 2016	466,000	466,000	\$1.25	1.4
July 4, 2016	90,000	90,000	\$1.85	1.5
March 20, 2017	800,000	800,000	\$4.00	2.2
September 19, 2018	761,000	761,000	\$2.00	3.7
December 10, 2019	401,500	401,500	\$2.10	5.0
	2,798,500	2,798,500	\$2.35	2.7

### 13.3 SHARE UNIT PLAN

The Share Unit Plan provides for the issuance of share units to employees, directors, officers, consultants, and management company employees of Nighthawk. Share units are units created by means of an entry on the books of Nighthawk representing the right to receive one common share (subject to adjustments) issued from treasury per share unit. The number of share units granted and any applicable vesting conditions are determined in the discretion of the Board of Directors (or a committee thereof) on the date of grant. In granting share units, the Board of Directors (or a committee thereof) may include other terms, conditions, and/or vesting criteria which are not inconsistent with the Share Unit Plan. Share units are settled by way of issuance of common shares from treasury as soon as practicable following the maturity date in accordance with the Share Unit Plan.

During the year ended December 31, 2019, the Company granted 286,500 share units to officers, directors and key employees under its Share Unit Plan. The share units issued to the officers will vest in three equal installments on the first, second and third anniversaries from the date of grant. The share units issued to the directors will vest upon the retirement, resignation, termination with or without cause, or a change of control of the corporation. Compensation for the year ended December 31, 2019 was \$276,029 (December 31, 2018 - nil) and was recorded as stock based compensation in the statement of loss and comprehensive loss.

As at December 31, 2019, there were 286,500 share units outstanding (December 31, 2018 - nil). The weighted average fair value of the share units granted during the year ended December 31, 2019 was \$2.05 per common share.

## 14. OTHER INFORMATION

### 14.1 CONTRACTUAL COMMITMENTS

Nighthawk does not have any commitments for material exploration expenditures, although it may acquire other properties and enter into other joint venture agreements in accordance with its business plan.

Nighthawk committed to perform reclamation services on three other sites within the Indin Lake Gold Property land package which are the responsibility of AANDC, being the Diversified, Chalco Lake, and Spider Lake sites. In consideration for the conveyance of the Colomac claims and leases, the Company committed to perform reclamation services on three other sites within the Indin Lake Gold Property land package which are the responsibility of AANDC, as further described in Section 2.1 – Acquisitions. At December 31, 2019, the remaining service obligation was \$3.0 million. At any time, the Company may terminate its service obligation but as a consequence would relinquish any amount of the Colomac GIC still being held as security against the Colomac LOC's at that time.

Upon acquisition of the Damoti, the Damoti Reclamation Obligation existed. At the time of acquisition, the estimated cost of the Damoti Reclamation Obligation could not be reliably measured. Nighthawk has since carried out environmental assessments using a third party specialist and estimated the cost of the Damoti Reclamation Obligation to be \$0.4 million. The Company posted two irrevocable standby letters of credit with a Canadian chartered bank in the amount of \$0.5 million to provide security under its land use permit and water access licence for the Damoti Reclamation Obligation as well as with respect to its exploration activities relating to the Indin Lake Gold Property.



As of December 31, 2019, the Company had \$3.9 million of flow-through expenditure obligations.

#### **14.2 SUBSEQUENT EVENTS**

Subsequent to year end on January 13, 2020, Nighthawk completed the Share Consolidation as described in Section 1 – Description of Business. The exercise price of outstanding stock options, and the number of such options, were also proportionately adjusted based upon the Share Consolidation. All historical information presented in the financial statements has been adjusted to reflect the Share Consolidation.

Subsequent to year-end, there was a global outbreak of Coronavirus, which has had a significant impact on businesses through the restrictions put in place by the Canadian governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the Coronavirus outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause supply chain disruptions and staff shortages, all of which may negatively impact the Company's business and financial condition.

#### **14.3 DISCLOSURE CONTROLS AND PROCEDURES**

The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of disclosure controls and procedures as of December 31, 2019. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted under Canadian securities legislation are reported within the time periods specified in those rules.

#### **14.4 INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There has been no change in internal control procedures during the year ended December 31, 2019 that would materially affect, or reasonably likely to materially affect, the internal control over financial reporting.

#### **14.5 LIMITATIONS OF CONTROLS AND PROCEDURES**

The Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, 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. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon 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. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.



#### **14.6 RELATED PARTY TRANSACTIONS**

Transactions for the year ended December 31, 2019 are disclosed and explained in note 12 to the unaudited condensed interim consolidated financial statements for the year ended December 31, 2019, which accompanies this MD&A.

During the year ended December 31, 2019, Nighthawk paid geological consulting fees of \$360,000 (2018 - \$360,000) to Byron Geological Inc., a company controlled by Dr. Michael Byron, the President, Chief Executive Officer, Chief Geologist and a Director of Nighthawk. At December 31, 2019, the balance owed was \$nil (December 31, 2018 - \$nil).

During the year ended December 31, 2019, Nighthawk paid financial consulting fees of \$180,000 (2018 - \$180,000) to 2245448 Ontario Inc., a company controlled by Michael Leskovec, the Chief Financial Officer of Nighthawk. At December 31, 2019, the balance owed was \$nil (December 31, 2018 - \$nil).

During the year ended December 31, 2019, the Company paid rent and office costs of \$60,875 (2018 - \$59,716) to 1249687 Ontario Ltd., a company controlled by Brent Peters, a director of the Company. At December 30, 2019, the balance owed was \$nil (December 31, 2018 - \$nil).

During the year ended December 31, 2019, combined insider participation by the Directors and executive management in the bought deal private placement (see Section 1 – Description of Business) totaled 109,500 flow-through common shares at \$2.00 for aggregate proceeds of \$219,000.

#### **14.7 RISK FACTORS**

Nighthawk is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage. Other than the risks relating to reliance on financing previously discussed, as well as those discussed elsewhere in this MD&A, the Company is subject to a number of risks and uncertainties which are not discussed in this MD&A. To properly understand such risks, readers are directed to the Company's AIF for the year ended December 31, 2019 under the heading "Risk Factors", which is incorporated by reference into this MD&A. The AIF is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

#### **14.8 CORPORATE GOVERNANCE**

The Board of Directors follow corporate governance policies to ensure transparency and accountability to shareholders. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

#### **14.9 ADDITIONAL INFORMATION**

Additional information regarding the Company, including the AIF for the fiscal year ended December 31, 2019, can be found at [www.nighthawkgold.com](http://www.nighthawkgold.com) and [www.sedar.com](http://www.sedar.com).

#### **14.10 FORWARD-LOOKING INFORMATION**

This report may contain "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information including predictions, projections and forecasts, includes, but is not limited to, information with respect to the Company's continued exploration programs (including size and budget) and the ability to advance targets and conduct enough drilling to produce NI 43-101 compliant resource estimates, and the timing and results thereof; the ability to grow resources at Colomac and breach the 3 million ounce level of resources and the timing thereof, as well as the ability to calculate indicated resources for zones 1.5 and 3.5, and the timing and results thereof; the ability to conduct additional metallurgical test-work and the timing and results thereof; preparing an internal scoping study and utilizing its findings as a basis for any future preliminary economic assessment and the timing surrounding such a project; the ability to raise the necessary capital on acceptable terms in order to conduct exploration programs including mapping, prospecting and drilling activities and identify new targets in future years, as well as any intention to expand these programs in the future.

This report may contain forward-looking statements. Forward-looking statements include, but are not limited to, statements with respect to information with respect to Nighthawk's financings, the return and timing of return of the



Security funds, exploration results, the future price of gold, the estimation of mineral resources, the realization of mineral resource estimates, anticipated budgets and exploration expenditures, capital expenditures the success of exploration activities generally, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of exploration and mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of any pending litigation. Often, but not always, forward-looking statements 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 describes a “goal”, or variation 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.

Forward-looking statements involve known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, prediction, projection, forecast, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the actual results of current exploration activities; actual results and interpretation of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold; possible variations in ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration, development or construction activities, as well as those factors disclosed in the Nighthawk’s publicly filed documents. Although Nighthawk has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, 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 statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.