



**CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2020**

(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

	<u>Note</u>	<u>September 30, 2020</u>	<u>December 31, 2019</u>
ASSETS			
Current Assets			
Cash and cash equivalents		\$ 18,225	\$ 24,900
Receivables		457	533
Prepaid expenses		426	1,044
Materials and supplies		1,616	645
		<u>20,724</u>	<u>27,122</u>
Property, plant and equipment	3	108,943	98,393
Restricted cash		<u>3,304</u>	<u>3,304</u>
Total Assets		<u>\$ 132,971</u>	<u>\$ 128,819</u>
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	4	\$ 2,378	\$ 4,183
Amounts due to related parties	9	114	821
Lease liabilities		71	102
Insurance liabilities		182	281
Restricted share units		50	73
Note Payable	7	670	-
ST Derivative liabilities		2,969	3,791
		<u>6,434</u>	<u>9,251</u>
Lease liabilities		1	47
Note Payable	7	536	-
Debt	7	14,939	4,876
LT Derivative liabilities	5	71,783	75,836
Asset retirement obligation	6	<u>15,377</u>	<u>13,327</u>
Total liabilities		109,070	103,337
Equity			
Capital Stock	8	89,463	89,306
Other equity reserves	8	10,972	9,935
Deficit		(75,705)	(72,930)
Accumulated other comprehensive loss		(829)	(829)
Total Equity		<u>23,901</u>	<u>25,482</u>
Total Liabilities and equity		<u>\$ 132,971</u>	<u>\$ 128,819</u>

/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)

	Note	Three months Ended September 30,		Nine months Ended September 30,	
		2020	2019	2020	2019
Expenses					
Johnson Camp holding and maintenance cost		\$ 758	\$ 99	\$ 2,270	\$ 366
Evaluation and permitting		355	-	583	248
Office and administration		323	244	1,245	786
Professional fees		101	266	434	1,065
Directors and officers fees		(21)	1,067	506	2,276
Investor relations		51	103	195	383
Share-based compensation	8	217	793	1,171	2,384
Regulatory fees		1	1	59	57
Depreciation		166	169	434	408
Other Items					
Loss (gain) on derivative at fair value		8,923	2,009	(4,875)	6,028
Financing expense		239	88	811	243
Interest income		(86)	(160)	(305)	(467)
Unrealized loss (gain) on foreign exchange		(1)	5	20	(3)
Other (income) loss		(122)	(67)	227	(209)
Loss and comprehensive loss for the period		<u>\$ 10,904</u>	<u>\$ 4,617</u>	<u>\$ 2,775</u>	<u>\$ 13,565</u>
Loss per common share:					
Basic and diluted		\$ 0.05	\$ 0.02	\$ 0.01	\$ 0.06
Weighted average number of common shares outstanding: Basic and diluted					
		239,630,082	238,678,340	239,626,005	238,648,297

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

	Three months Ended September 30,		Nine months Ended September 30,	
	2020	2019	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	\$ (10,904)	\$ (4,617)	\$ (2,775)	\$ (13,565)
Items not affecting cash:				
Loss (gain) on derivative at fair value	8,923	2,009	(4,875)	6,028
Depreciation	166	169	434	408
Accretion	35	84	143	231
Share-based compensation	217	792	1,171	2,384
Unrealized loss (gain) on foreign exchange	(1)	5	20	(3)
Non-cash working capital item changes:				
Receivables	(95)	(154)	76	(338)
Prepaid expenses	12	(14)	618	(124)
Materials and supplies	758	(37)	(971)	62
Accounts payable and accrued liabilities	285	86	(1,904)	(75)
Amounts due to related parties	(407)	594	(707)	705
Lease liabilities	(26)	(23)	(77)	(70)
Restricted share units	-	-	-	(114)
Net cash used in operating activities	(1,037)	(1,106)	(8,847)	(4,471)
CASH FLOWS FROM INVESTING ACTIVITIES				
Gunnison project construction	(484)	(25,491)	(6,703)	(63,947)
Mineral Interest	(2,374)	(504)	(2,374)	(504)
Net cash used in investing activities	(2,858)	(25,995)	(9,077)	(64,451)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from note	-	-	1,206	-
Proceeds from stream financing	-	20,000	-	55,000
Debt financing	47	-	10,063	-
Net cash provided by financing activities	47	20,000	11,269	55,000
Net change in cash and cash equivalents	(3,848)	(7,102)	(6,655)	(13,922)
Effect of foreign exchange on cash and cash equivalents	1	(5)	(20)	3
Cash and cash equivalents, beginning of period	22,072	37,355	24,900	44,168
Cash and cash equivalents, end of period	\$ 18,225	\$ 30,249	\$ 18,225	\$ 30,249
Cash and cash equivalents consist of:				
Cash				
Supplemental cash flow disclosures:				
Interest paid	\$ 424	\$ 4	\$ 888	\$ 13

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EXCELSIOR MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2020 AND 2019
(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, 2018	238,381,657	88,916	6,910	(49,050)	(829)	45,947
Stock option exercises	463,803	161	(161)	-	-	-
Restricted share unit exercises	187,500	120	-	-	-	120
Share-based compensation	-	-	2,669	-	-	2,669
Loss for the period	-	-	-	(13,565)	-	(13,565)
Balance, September 30, 2019	<u>239,032,960</u>	<u>89,197</u>	<u>9,418</u>	<u>(62,615)</u>	<u>(829)</u>	<u>35,171</u>
Balance, December 31, 2019	239,588,748	89,306	9,935	(72,930)	(829)	25,482
Stock option exercises	41,334	157	(157)	-	-	-
Restricted share unit exercises	-	-	-	-	-	-
Share issuance costs- cash	-	-	-	-	-	-
Share-based compensation	-	-	1,194	-	-	1,194
Loss for the period	-	-	-	(2,775)	-	(2,775)
Balance, September 30, 2020	<u>239,630,082</u>	<u>89,463</u>	<u>10,972</u>	<u>(75,705)</u>	<u>(829)</u>	<u>23,901</u>

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EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
(Unaudited - Expressed in thousands of United States dollars)

1. NATURE OF OPERATIONS

Excelsior Mining Corp. (“Excelsior” or the “Company”) was incorporated under the Business Corporations Act (British Columbia) on June 9, 2005 and was classified as a Tier 1 issuer on the TSX Venture Exchange. On February 2, 2017, the Company commenced trading on the Toronto Stock Exchange under the symbol “MIN”. The address of the Company’s registered office is #1240 - 1140 West Pender Street, Vancouver, BC, Canada V6E 4G1.

The Company is developing the Gunnison Project in Southeastern Arizona and is currently continuing to fund the holding and maintenance costs of the Johnson Camp Mine (“JCM”).

The Company has been successful in obtaining significant equity and royalty financings over the last few years and intends to continue financing its future requirements through a combination of equity, debt and/or other arrangements. However, there is no assurance that the Company will be able to obtain such financings in the future or obtain them on favorable terms.

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, 2019.

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, 2019.

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

On March 11, 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. There have been widespread impacts on global commerce since that time including wide-spread stock market and interest rate gyrations. Additionally, the movement of people and goods has been restricted, affecting supply, demand and pricing for many products.

Worldwide the mineral extraction sector was impacted significantly as national, state, regional and local governments issued public health orders in response to COVID-19, including restricting the movement of people and goods. Should there be a resurgence of COVID-19 during the year, it is anticipated that many 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. Although copper prices have recovered with some subsidence of the global pandemic, 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 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. 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 until an effective vaccine has been produced and employed in fighting COVID-19. As a result, the Company maintains a cautious approach as to the timing of ramping up operations activities.

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FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
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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 current situation.

In response to the uncertainty and risk surrounding the unfolding global COVID-19 pandemic, the Board of Directors determined that the most responsible decision was to place the Gunnison Project into a care and maintenance mode for an indefinite period commencing April 9, 2020. On August 12, 2020 the Company announced that it had commenced a small-scale start up, thus exiting the care and maintenance mode. To date the wellfield continues to be operated on a small-scale basis providing data that the Company is using to refine operational strategies in advance of expanding operations to encompass all the existing production wells. At this time these small scale activities are preferred by the Company as the health risks to the Company's workforce related to COVID-19 continue, and any significant interruption in the workforce could negatively impact larger operations. 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.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
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3. PROPERTY, PLANT AND EQUIPMENT

	Land & Mineral Properties	Plant	Vehicles & Mobile Equipment	Office Equipment & Capitalized Leases	Construction in Progress	Total
Cost						
At January 1, 2019	5,799	12,242	194	496	1,478	20,209
Additions	3,376	-	403	262	74,721	78,762
Change in Asset Retirement Obligation Estimate	681	-	-	-	-	681
Disposals	-	-	(19)	-	-	(19)
Transfers	-	-	6	(6)	-	-
At December 31, 2019	<u>9,856</u>	<u>12,242</u>	<u>584</u>	<u>752</u>	<u>76,199</u>	<u>99,633</u>
Accumulated Depreciation						
At January 1, 2019	(233)	(11)	(135)	(304)	-	(683)
Depreciation	(264)	(23)	(112)	(177)	-	(576)
Disposals	-	-	19	-	-	19
At December 31, 2019	<u>(497)</u>	<u>(34)</u>	<u>(228)</u>	<u>(481)</u>	<u>-</u>	<u>(1,240)</u>
Net carrying amount	<u>9,359</u>	<u>12,208</u>	<u>356</u>	<u>271</u>	<u>76,199</u>	<u>98,393</u>
Cost						
At January 1, 2020	9,856	12,242	584	752	76,199	99,633
Additions	2,374	-	-	-	6,703	9,077
Change in Asset Retirement Obligation Estimate	1,907	-	-	-	-	1,907
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
At September 30, 2020	<u>14,137</u>	<u>12,242</u>	<u>584</u>	<u>752</u>	<u>82,902</u>	<u>110,617</u>
Accumulated Depreciation						
At January 1, 2020	(497)	(34)	(228)	(481)	-	(1,240)
Depreciation	(237)	(17)	(68)	(112)	-	(434)
Disposals	-	-	-	-	-	-
At September 30, 2020	<u>(734)</u>	<u>(51)</u>	<u>(296)</u>	<u>(593)</u>	<u>-</u>	<u>(1,674)</u>
Net carrying amount	<u>13,403</u>	<u>12,191</u>	<u>288</u>	<u>159</u>	<u>82,902</u>	<u>108,943</u>

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
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4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	<u>September 30, 2020</u>	<u>December 31, 2019</u>
Trade payables	\$ 1,817	\$ 2,573
Accrued liabilities	294	918
Employee-related accruals	267	692
	<u>\$ 2,378</u>	<u>\$ 4,183</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.

5. DERIVATIVE LIABILITIES

On November 30, 2018, the Company entered into an agreement for a \$75,000 project financing package to fund the construction costs of the Gunnison Project (the "stream obligation" or "Project Financing"). 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 stream obligation is valued using a Monte Carlo simulation model. The key inputs used in the September 30, 2020 Monte Carlo model in generating future copper prices for purposes of valuing the stream obligation include: the copper forward price curve based on COMEX futures and long-term copper price volatility of 22.2% (December 31, 2019 – 21.5%). The valuation also used assumptions of the discount rate including the Company's credit spread of 10.57% (December 31, 2019 – 8.29%) and the USD swap rates commensurate with the expected term of the Stream for purposes of discounting values. The valuation of the stream obligation also involved judgement as to the Company's expansion plans and characterization of the stream for tax purposes and estimates of the anticipated production schedule of copper pounds delivered over the estimated life of the mine.

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 also a derivative liability.

Share purchase warrants

As of September 30, 2020, 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\$ 0.68 (December 31, 2019 – CAD\$ 1.00)
- Maturity Date – November 30, 2023
- Strike Price – CAD\$ 1.50
- Volatility – 52% (December 31, 2019 – 50%)
- USD/CAD Exchange Rate - \$0.7504 (December 31, 2019 - \$0.7698)

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FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
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The following is a summary of the derivative activity through the nine months ended September 30, 2020:

	<u>Stream</u>	<u>Warrants</u>	<u>Total</u>
Fair value at January 1, 2018	-	-	-
Stream proceeds, net	8,754	1,008	9,762
Loss (gain) during the year	173	(153)	20
Fair value at December 31, 2018	8,927	855	9,782
Stream proceeds, net	55,000	-	55,000
Loss (gain) during the year	14,960	(115)	14,845
Fair value at December 31, 2019	78,887	740	79,627
Loss (gain) during the year	(4,392)	(483)	(4,875)
Fair value at September 30, 2020	74,495	257	74,752

6. 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.

For the nine months ended September 30, 2020, the Company recorded \$143 of accretion expense related to the asset retirement obligation (September 30, 2019 - \$231).

The inflation rate used for September 30, 2020 is 1.54% compared to a 2.00% rate used on December 31, 2019. The discount rate used for September 30, 2020 is 1.46% compared to a 2.39% rate used on December 31, 2019.

Changes in the ARO for the nine months ended September 30, 2020 and the year ended December 31, 2019 are summarized below.

<u>Asset Retirement Obligation</u>	<u>September 30, 2020</u>	<u>December 31, 2019</u>
Balance, beginning of period	\$ 13,327	\$ 9,456
Addition	-	2,367
Change in estimate	1,907	1,187
Accretion expense	143	317
Balance, end of period	\$ 15,377	\$ 13,327

7. 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 provides funding in three tranches of \$5,000 each. The original maturity date of all tranches is 15 months from the draw date of the first \$5,000 tranche dated December 23, 2019, with an option to extend for up to two additional 6 month periods (21 months and 27 months from the first draw date). The Company received the second tranche of \$5,000 in April 2020 and the third tranche of \$5,000 in May 2020. Because the Company has the option to extend the maturity date of the debt, the debt is shown as non-current. For the nine months ended September 30, 2020, the Company capitalized interest expenses of \$568, except during Care and Maintenance when the interest was expensed.

<u>Credit Facility</u>	<u>September 30, 2020</u>	<u>December 31, 2019</u>
Proceeds	\$ 15,000	\$ 5,000
Less: unamortized transaction costs	(61)	(124)
Balance, end of period	\$ 14,939	\$ 4,876

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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. The loan may be partially forgivable under the terms of the CARES Act if the company is able to satisfy certain conditions as prescribed by the CARES Act. The Company had 24 weeks from the date funds were advanced to assess whether it qualifies for partial or full loan forgiveness. This time elapsed on November 4, 2020 and the Company is in the process of submitting the required paperwork to its lender. Any amount of loan forgiveness applied for is subject to the approval of the Company's lender applying the Small Business Administration rules. At this time the amount of loan forgiveness available to the Company, if any, is uncertain.

The loan bears a fixed annual interest rate of 1% with a monthly payment schedule to be provided by the lender after any loan forgiveness has been determined. The term of the loan is two years from the funding date of the loan. Any repayment is deferred for 6 months from the funding date.

Paycheck Protection Program Loan	September 30, 2020	December 31, 2019
Balance, beginning of period	\$ -	\$ -
Proceeds	1,206	-
Repayments	-	-
Balance, end of period	\$ 1,206	\$ -

8. 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. As of September 30, 2020, there were 239,630,082 common shares outstanding. During the nine months ended September 30, 2020 a total of 41,334 common shares were issued for stock options exercised.

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.

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".

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
(Unaudited - Expressed in thousands of United States dollars)

The following is a summary of stock option activity for the year ended December 31, 2019 and the nine months ended September 30, 2020:

	Number of Options	Weighted Average Exercise Price (CAD\$)
Outstanding, December 31, 2018	12,330,000	\$ 0.69
Granted	6,995,000	\$ 1.00
Exercised	(1,500,000)	\$ 0.31
Forfeited	(1,350,000)	\$ 0.98
Outstanding, December 31, 2019	16,475,000	\$ 0.82
Granted	7,790,000	\$ 0.63
Exercised	(250,000)	\$ 0.97
Forfeited	(3,050,000)	\$ 0.99
Outstanding, September 30, 2020	20,965,000	\$ 0.73
Exercisable, September 30, 2020	11,458,750	\$ 0.74

During the nine months ended September 30, 2020, a total of 250,000 stock options were exercised, of which 208,666 stock options were exercised in exchange for a substituted right, resulting in the net issuance of 41,334 common shares.

As at September 30, 2020, the following stock options were outstanding and exercisable:

Outstanding	Exercisable	Exercise Price	Remaining life (years)	Expiry Date
4,100,000	4,100,000	CAD\$ 0.23	0.21	December 16, 2020
100,000	100,000	CAD\$ 0.77	1.34	January 31, 2022
4,330,000	3,247,500	CAD\$ 1.00	3.09	November 2, 2023
100,000	100,000	CAD\$ 1.00	2.62	May 15, 2023
200,000	200,000	CAD\$ 1.00	0.59	May 5, 2021
3,345,000	2,508,750	CAD\$ 1.02	3.49	March 26, 2024
300,000	300,000	CAD\$ 1.15	2.22	December 19, 2022
200,000	200,000	CAD\$ 1.18	1.86	August 10, 2022
200,000	200,000	CAD\$ 1.20	1.98	September 21, 2022
100,000	100,000	CAD\$ 1.25	2.40	February 22, 2023
150,000	150,000	CAD\$ 1.29	2.52	April 9, 2023
200,000	50,000	CAD\$ 0.96	4.20	December 10, 2024
360,000	90,000	CAD\$ 1.12	4.33	January 28, 2025
300,000	75,000	CAD\$ 0.92	4.39	February 19, 2025
150,000	37,500	CAD\$ 0.92	0.59	May 5, 2021
1,480,000	-	CAD\$ 0.48	4.48	March 24, 2025
4,450,000	-	CAD\$ 0.60	4.54	April 15, 2025
100,000	-	CAD\$ 0.80	4.89	August 19, 2025
800,000	-	CAD\$ 0.73	4.87	August 12, 2025
<u>20,965,000</u>	<u>11,458,750</u>			

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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 \$1,171 for the nine months ended September 30, 2020 (September 30, 2019 - \$2,384) and capitalized \$158 (September 30, 2019 - \$331) to construction in progress in relation to stock options granted and vested during the nine months ended September 30, 2020.

The following assumptions were used for the Black-Scholes valuation of stock options granted during the nine months ended September 30, 2020:

	<u>September 30, 2020</u>	<u>December 31, 2019</u>
Risk-free interest rate	0.61%	1.47%
Dividend yield	0.00%	0.00%
Volatility	56.20%	59.87%
Expected life of options	5.0 years	5.0 years
Forfeiture rate	8.38%	4.53%

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 nine months ended September 30, 2020 is provided below.

Restricted Share Units

Balance, December 31, 2017	-
Granted	550,000
Vested	(75,000)
Balance, December 31, 2018	475,000
Vested	(375,000)
Balance, December 31, 2019	100,000
Cancelled	(100,000)
Granted	192,692
Balance, September 30, 2020	192,692

During the nine months ended September 30, 2020, the fair value of outstanding RSUs decreased by \$23 (September 30, 2019 decreased by \$188), which were classified as share-based compensation costs.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
(Unaudited - Expressed in thousands of United States dollars)

9. 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, Chief Operating Officer, Interim Chief Financial Officer, SVP/GM, Vice President of Corporate Affairs and Corporate Secretary.

Remuneration attributed to key management personnel is summarized as follows:

	Nine Months Ended September 30,	
	2020	2019
Salaries, fees and benefits	\$ 1,196	\$ 2,353
Share-based compensation	720	2,206
Total	\$ 1,916	\$ 4,559

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, the Chairman of the Company, which employs or retains certain officers and personnel of the Company. King & Bay provides legal, 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.

Kinley Exploration LLC ("Kinley") is an entity owned by Colin Kinley, a Director of the Company. Kinley provides certain technical services regarding project preparation and development 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 amount shown in the table below represents amounts paid to Kinley for the services of Kinley personnel and for out-of-pocket reimbursable expenses incurred by Kinley on behalf of the Company.

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

	Nine Months Ended September 30,	
	2020	2019
King & Bay	\$ 123	\$ 83
Kinley	50	752
Total	\$ 173	\$ 835

As of September 30, 2020, amounts accrued and due to key management personnel and other related parties include the following:

- Corporate officers - \$ 90 (December 31, 2019 - \$810)
- King & Bay - \$ 24 (December 31, 2019 - \$11)

10. 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.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
(Unaudited - Expressed in thousands of United States dollars)

11. 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 balance 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 discount rate would decrease the value of the stream obligation by \$5,039 whereas a 1% decrease in the discount rate would increase the value of the stream liability by \$6,227.

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 \$6,780 whereas a 10% decrease in the market price of copper would decrease derivative liabilities by \$6,166.

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.

EXCELSIOR MINING CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020
(Unaudited - Expressed in thousands of United States dollars)

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 September 30, 2020, the Company has cash and cash equivalents of \$18,225 to settle current liabilities of \$6,434.

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 September 30, 2020	Carrying value			Fair Value		
	FVTPL	Amortized cost	Other financial liabilities	Level 1	Level 2	Level 3
Financial Liabilities						
Restricted share units	\$ 50	\$ -	\$ -	\$ -	\$ 50	\$ -
Derivative liabilities	74,752	-	-	-	-	74,752
	<u>\$ 74,802</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 50</u>	<u>\$ 74,752</u>

12. LEGAL

On June 24, 2020 a contractor filed suit in Texas to recover unpaid amounts related to drilling services that were provided to the Company. The Company is disputing that Texas is the correct venue for this action and the amounts payable to the contractor and believes that the Company will ultimately prevail.



MANAGEMENT'S DISCUSSION AND ANALYSIS

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2020**

**EXCELSIOR MINING CORP.
MANAGEMENT’S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

Management’s Discussion and Analysis (“MD&A”) is as of November 9, 2020 and relates to the financial condition of Excelsior Mining Corp. and its subsidiaries (“Excelsior” or the “Company”) as of September 30, 2020. The MD&A supplements and complements Excelsior’s unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended September 30, 2020 (the “Consolidated Financial Statements”) and related notes. Comparison of the financial results in this MD&A is provided to the three and nine month periods ended September 30, 2019, or the year ended December 31, 2019. Other relevant documents to be read with this MD&A include the Audited Consolidated Financial Statements for the year ended December 31, 2019, and the Annual Information Form (“AIF”) for the year ended December 31, 2019. 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 and nine months ended September 30, 2020 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. 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 the 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 November 13, 2020.

DESCRIPTION OF BUSINESS

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 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.

In addition to the Gunnison Project production start-up activities, the Company is continuing care and maintenance of the JCM heap leach pads.

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

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.

As of September 30, 2020, the Company had 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.

The Company determined that the Project Financing, in its current form, is a derivative liability for accounting purposes. As such, at the end of each reporting period, the fair value of the copper stream and the warrants are calculated, and the difference in fair value from the previous reporting period is recognized as a gain or loss in the consolidated statement of loss and comprehensive loss. The fair value of the copper stream on September 30, 2020 was \$74,495 and the fair value of the warrants was \$257.

At the end of each reporting period, the copper stream obligation is valued using a Monte Carlo simulation model. The key inputs used in the model for the September 30, 2020 valuation include: the copper forward price curve based on Commodity Exchange (COMEX) futures, long-term copper price volatility of 22.2% (December 31, 2019 – 21.5%), credit spread of 10.57% (December 31, 2019 – 8.29%), and the USD swap rates commensurate with the expected term of the Stream for purposes of discounting values. The valuation of the stream obligation also requires an estimate of the Company's nonperformance or credit risk, the Company's expansion plans, and the anticipated production schedule of copper pounds delivered over the estimated life of the mine.

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 September 30, 2020, the \$15,000 credit facility has been fully drawn. The Credit Facility has an initial term of 15 months from the date of the Initial Draw which occurred on December 23, 2019. The Credit Facility may be extended for up to two additional six-month periods (21 months and 27 months from the date of the Initial Draw). Such extensions must be granted if no default or event of default has occurred or is continuing under the credit facility agreement. The request for extension may only be submitted not later than 30 days nor more than 60 days prior to the then current maturity date. 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.

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. The loan may be partially forgivable under the terms of the CARES Act if the company is able to satisfy certain conditions as prescribed by the CARES Act. The Company had 24 weeks from the date funds were advanced to assess whether it qualifies for partial or full loan forgiveness. This time elapsed on November 4, 2020 and the Company is in the process of submitting the required paperwork to its lender. Any amount of loan forgiveness applied for is subject to the approval of the Company's lender applying the Small Business Administration rules. At this time the amount of loan forgiveness available to the Company, if any, is uncertain.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

The loan bears a fixed annual interest rate of 1% with a monthly payment schedule to be provided by the lender after any loan forgiveness has been determined. The term of the loan is two years from the funding date of the loan, May 21, 2020. Any repayment is deferred for 6 months from the funding date.

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 will 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.

During the start-up process in January 2020, initial copper recovery grades exceeded feasibility study expectations. Pregnant leach solution grade measured 0.15 grams per liter of copper in the primary recovery pond, which also exceeded start-up expectations. Acid injection was steadily increased during the start-up process, up to approximately 50% of the full production rate.

In February 2020, in order to improve efficiency for long-term production performance the Company initiated several optimization changes to the production wellfield. The goal of the wellfield optimization is to assist in acid breakthrough and continued copper mobilization. Breakthrough will be achieved when free acid is detected at designated recovery wells; thereby maintaining the desired pH level (acidity level) where copper will remain in solution.

Specific optimizations that were completed in February and March 2020 include making the wellfield reversible in terms of fluid flow. Injection wells were retrofitted with pumps, allowing them to be used as recovery wells when needed. In addition, recovery wells were reconfigured to allow for injection. By making the wellfield reversible, Excelsior will have the option of moving mobilized copper only a portion of the full distance between the wells before reversing the fluid flow, and thus reducing the effective distance that the copper must travel before it is recovered. This new capacity to move fluids back and forth (or, "push and pull") is expected to help achieve breakthrough, at which point copper would remain in solution throughout the production process.

In parallel during February and March 2020, infrastructure was installed that will allow for concentrated acid to be injected into each well, which will dissolve any reprecipitated copper (copper sulphate) in the area of the pumps, thereby ensuring effective fluid flow. Preventative maintenance programs to limit pump and wellfield down-time are also in place.

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. On November 10, 2020 the Company announced that following the small-scale restart copper recovery has achieved concentrations that now allow for initial production to commence at the Gunnison Project. The Company also confirmed its wellfield optimization program has been successful. Highlights from the wellfield optimization program include:

- The issue of copper precipitates and other precipitates blocking wells has been solved; the upgrades to the wellfield implemented earlier in the year have proven effective;
- Copper grades in the wells that have been consistently operated are in-line with expectations;
- These activities have generated sufficient copper in solution to commence operation of the Solvent Extraction-Electrowinning (SX-EW) production facility, which has been turned on;
- Copper cathode production is expected to commence in December 2020;

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

- Staffing levels remain reduced and restricted due to the COVID-19 Pandemic. Operations have been conducted in a safe manner with only one COVID-19 case at Gunnison reported. In response, successful contact tracing and isolation measures were implemented without any requirement to shut-down operations;
- Expansion of activities to surrounding wells is occurring, with a view to ramping-up to full, nameplate, capacity through 2021; and
- It is expected that additional time will be required during this ramp-up to optimize the wells and resolve any challenges as they occur.

See additional discussion below in “Outlook”.

The Company had 49 employees as of September 30, 2020.

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.

COVID-19

The current outbreak of the novel coronavirus (COVID-19) that was first reported from Wuhan, China, in December 2019, and any future emergence and spread of similar pathogens could have a material adverse effect on global economic conditions which may adversely impact our business and results of operations and the operations of our suppliers, contractors, service providers and the demand for our production. While initially the outbreak was largely concentrated in China and caused significant disruptions to its economy, it has now spread to many other countries and infections have been reported globally.

Worldwide the mineral extraction sector was impacted significantly as national, state, regional and local governments issued public health orders in response to COVID-19, including restricting the movement of people and goods. Should there be a resurgence of COVID-19 during the year, it is anticipated that many 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. Although copper prices have recovered with some subsidence of the global pandemic, 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 a resurgence in COVID-19 cases globally, as of the date of this MD&A the State of Arizona has no travel restrictions in place. 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 until an effective vaccine has been produced and employed in fighting COVID-19. As a result, the Company maintains a cautious approach as to the timing of ramping up operations 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.

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

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

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 September 30, 2020 were \$86,000.

Despite the completion of construction and wellfield start-up activities, in response to the uncertainty and risk surrounding the unfolding global COVID-19 pandemic, the Board of Directors determined that the most responsible decision was to place the Gunnison Project into a care and maintenance mode for an indefinite period. 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. On August 12, 2020 the Company announced that it had commenced a small-scale start up, thus exiting the care and maintenance mode. On November 10, 2020 the Company announced that following the small-scale restart copper recovery has achieved concentrations that now allow for initial production to commence at the Gunnison Project. The fully constructed wellfield consists of 41 production wells; whereas, the operation that is currently being conducted encompasses 13 production wells, representing approximately 30% of the total wellfield. Once procedures to enhance flow rates to production levels are determined, Excelsior intends to expand operations to include additional wells. Excelsior is also comfortable that a gradual expansion of wellfield operations will allow for an operation that minimizes the risks of COVID-19 transmission.

Results from current testing confirms that several wells have achieved acid breakthrough, and these wells have operated continuously on recovery mode since August, 2020 and have shown no signs of precipitates blocking or restriction of recovery flow.

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.

SELECTED QUARTERLY INFORMATION

The following table summarizes selected financial information for the Company for each of the past eight quarters ending September 30, 2020:

	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019
Net (income)/loss for the period	\$ 10,904	\$ 23,189	\$ (31,318)	\$ 10,315
Loss (gain) on derivative at fair value	8,923	18,860	(32,659)	8,817
(Income)/loss per share (basic and diluted)	0.05	0.10	(0.13)	0.04
Total assets	132,971	134,850	127,707	128,819
	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018
Net (income)/loss for the period	\$ 4,617	\$ 2,315	\$ 6,633	\$ 732
Loss (gain) on derivative at fair value	2,009	(380)	4,399	20
(Income)/loss per share (basic and diluted)	0.02	0.01	0.03	-
Total assets	125,590	115,325	76,097	68,364

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

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 due to the COVID-19 pandemic caused significant fluctuations in the valuation of the copper stream derivative and consequently net (income)/loss. The net (income)/loss for the quarter-ended September 30, 2020 of \$10,904 included a loss of \$8,923 on revaluation of the copper stream derivative liability.

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 no revenues in each of the last eight quarters.

REVIEW OF FINANCIAL RESULTS

Three months ended September 30, 2020 compared to the three months ended September 30, 2019:

For the three-months ended September 30, 2020 the Company's net loss was \$10,904 (\$0.05 per share) compared to a net loss of \$4,617 (\$0.02 per share) for the three-months ended September 30, 2019. The net loss for the three-month period ended September 30, 2020 as compared to the net loss for the same period of 2019 resulted primarily from a non-cash loss of \$8,923 for the three-month period of 2020, which resulted from the change in fair value of the copper stream derivative liability. Excluding the (gain)/loss from the derivative liability, the adjusted net loss was \$1,981 for the three-month period of 2020 compared to an adjusted net loss of \$2,608 for the three-month period of 2019, the reduction in adjusted net loss was due to a combination of performance bonus reversals, one month of care and maintenance expenses not capitalized, and financing expenses.

A comparison of the costs in the "Expenses" categories listed in the consolidated statements of (Income) loss and comprehensive (Income) loss for the three-months ended September 30, 2020 and 2019 is provided below:

For the three-months ended September 30, 2020 the Company incurred JCM holding and maintenance costs of \$758 (2019 - \$99). The increase in cost is due to the Gunnison Project being placed on Care and Maintenance for July 2020, in which most costs are expensed, compared to the prior year period in which most costs were capitalized.

For the three months ended September 30, 2020 evaluation and permitting expenses totaled \$355 (2019 - \$0). The costs for Quarter 3, 2020 represent ongoing environmental and permitting compliance costs.

Office and administration expenses for the three-months ended September 30, 2020 were \$323 compared to \$244 during the same period of the prior year. These costs represent both corporate and site management costs and administrative support costs for the Gunnison Project and JCM. The increase was mainly due to the capitalization of project related site costs in Quarter 3, 2019, compared to only capitalizing two months in Quarter 3, 2020.

Professional fees for the three-months ended September 30, 2020 were \$101 compared to \$266 during the same period of the prior year. The costs were higher in the 2019 three-month period due to legal and consulting services engaged to address tax compliance related to the Stream financing.

Directors' and officers' fees incurred during the three months ended September 30, 2020, was \$(21) compared to \$1,067 during the same period of the prior year. The difference was due to a \$459 production bonus reversal in Quarter 3, 2020 as the target would not be achieved, resulting in a credit to overall expenses, versus \$663 of accrued bonuses in Quarter 3, 2019.

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

Investor relations expenses during the three months ended September 30, 2020, were \$51 compared to \$103 during the same period of the prior year, representing a reduction of \$51. Lower investor relations fees resulted from lower travel and investor conferences during the 2020 three-month period due to COVID-19.

During the three months ended September 30, 2020, the Company incurred share-based compensation expense of \$217 (2019 – \$793). The decrease in non-cash share-based compensation expense of \$576 is primarily due to fewer stock options vesting in the current three-month period of 2020 compared to the same period of 2019.

Significant changes in the “Other Items” listed in the consolidated statements of loss and comprehensive loss for the three-months ended September 30, 2020 and 2019 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 September 30, 2020 include: the copper forward price curve (based on COMEX futures), long-term copper volatility of 22.2%, credit spread of 10.57% and the USD swap rates commensurate with the expected term of the Stream for purposes of discounting values. The valuation of the copper stream also requires estimation of the Company’s expansion plans, and the anticipated production schedule of copper pounds delivered over the life of the mine. During the three months ended September 30, 2020, the non-cash loss of \$8,923 for revaluation of the derivative liability was primarily driven by a decrease in the credit spread of approximately 0.7%, an approximate 11.8% upward shift in the copper price forward and the impact of a projected delay in copper production in 2020 due to COVID-19.

Other loss (income) of (\$122) for the three-month period of 2020 and (\$67) for the three-month period of 2019 represents sales of waste rock material from JCM.

Nine months ended September 30, 2020 compared to the nine months ended September 30, 2019:

For the nine-months ended September 30, 2020 the Company’s net loss was \$2,775 (\$0.01 per share) compared to a net loss of \$13,565 (\$0.06 per share) for the nine-months ended September 30, 2019. The net loss for the nine-month period ended September 30, 2020 as compared to the same period of 2019 resulted primarily from a non-cash gain of \$4,875 in 2020, compared to a loss of \$6,028 in 2019 arising from the change in fair value of the copper stream derivative liability. The expensing of costs for the care and maintenance of JCM and the reduction of headcount in 2020 due to Covid-19 was also a contributing factor for the change.

Significant changes in the “Expenses” categories listed in the condensed consolidated interim statements of loss and comprehensive loss for the nine-months ended September 30, 2020 and 2019 are described below:

For the nine-months ended September 30, 2020 the Company incurred JCM holding and maintenance costs of \$2,270 (2019 - \$366). The increase in cost in 2020 is due to the Gunnison Project being placed on care and maintenance in which most costs are expensed, compared to the prior year period in which most costs were capitalized.

For the nine months ended September 30, 2020 evaluation and permitting expenses incurred on the Gunnison Project amounted to \$583 (2019 - \$248). The costs in the nine-month period of 2020 and 2019 represent ongoing compliance costs at JCM.

Office and administration costs for the nine-months ended September 30, 2020 are \$1,245 compared to \$786 during the same period of the prior year. The increase of \$459 in 2020 was primarily due to the Gunnison Project being placed on care and maintenance in which most costs are expensed, compared to the prior year period in which most costs were capitalized.

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

Professional fees for the nine-months ended September 30, 2020 are \$434 compared to \$1,065 during the same period of the prior year. The decrease of \$631 was primarily due to advisory fees associated with the Triple Flag financing proceeds received in the 2019 period.

Directors' and officers' fees incurred during the nine months ended September 30, 2020, were \$506 compared to \$2,276 during the same period of the prior year, representing a decrease of \$1,770. Lower directors' and officers' fees resulted from a decrease in executive compensation and executive bonus expenses, including a reversal of a previous performance bonus due to the Covid-19 production shut down which resulted in a delayed production ramp up.

During the nine months ended September 30, 2020, the Company incurred share-based compensation expense of \$1,171 (2019 – \$2,384). The decrease in non-cash share-based compensation expense of \$1,213 is primarily due to fewer stock options vesting in the current six-month period of 2020 compared to the same period of 2019.

Significant changes in the "Other Items" listed in the condensed consolidated interim statements of loss and comprehensive loss for the nine-months ended September 30, 2020 and 2019 are described below:

The copper stream derivative liability is recorded at fair value at each period end using a Monte Carlo simulation valuation model. See the 3-month discussion above for the variables that are used in the period-end valuation. During the nine months ended September 30, 2020, the non-cash gain of \$4,875 for revaluation of the derivative liability was primarily driven by the 2.28% increase in the credit spread and an approximate 8.2% upward shift in the copper price forward used in the valuation model as compared to the December 31, 2019 valuation.

During the nine-months ended September 30, 2020, the Company realized interest income of \$305 versus interest income of \$467 for the comparable period of 2019. Interest income was lower in 2020 compared to the same period of 2019 due to having a lower cash investment.

Other loss(income) of \$227 for the nine-month period of 2020 and (\$209) for the nine-month period of 2019 represents sales of waste rock material from JCM and in 2020 a \$532 loss on the disposal of prepaid inventory.

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash and cash equivalents of \$18,225 as of September 30, 2020 (December 31, 2019 - \$24,900). Cash and cash equivalents decreased \$3,848 during the three months ended September 30, 2020 compared to a decrease of \$7,102 for the same period in 2019 primarily due to \$25,995 of project construction costs offset by the \$20,000 in funds received from Triple Flag.

Cash and cash equivalents decreased \$6,655 during the nine months ended September 30, 2020 compared to a decrease of \$13,922 for the same period in 2019. In 2020, cash used in investing activities of \$9,077 was more than offset by cash generated from financing activities of \$11,269, primarily relating to the Nebari facility.

Net cash used in operating activities for the three months ended September 30, 2020 was \$1,037 compared to \$1,106 for the same period of 2019.

Net cash used in operating activities for the nine months ended September 30, 2020 was \$8,847 compared to net cash used of \$4,471 for the same period of 2019. The change in operating cash flow for the nine-month period of 2020 compared to the same period of 2019 resulted primarily from an increase in the net loss for the

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

period due to costs being expensed in 2020 while the project was on care and maintenance through July 31, 2020, versus costs being capitalized in 2019.

Net cash used in investing activities for the three months ended September 30, 2020 was \$2,858 compared to net cash used of \$25,995 for the same period of 2019. The net cash used in 2019 was the result of cash expenditures for the Gunnison Project construction costs. Similarly, net cash used in investing activities for the nine months ended September 30, 2020 of \$9,077 was lower than the net cash used of \$64,451 for the same period of 2019 due to the cash expenditures for the Gunnison Project construction costs.

Net cash provided by financing activities for the three months ended September 30, 2020 was \$47 compared to \$20,000 for the three-month period of 2019, this is due to the partial receipt of the Triple Flag copper stream in 2019.

Net cash provided by financing activities for the nine-month period ended September 30, 2020 was \$11,269 compared to \$55,000 for the nine-month period of 2019. During the current 2020 period, the Company received \$10,000 from Nebari, and \$1,200 from the Paycheck Protection Program versus \$55,000 from the Triple Flag copper stream in 2019.

The Company had working capital of \$14,290 at September 30, 2020 (December 31, 2019 – \$17,870). The decrease in working capital was primarily the result in the difference in funds received from the Triple Flag funding in 2019 compared to the funding received through the Nebari and PPP funding in 2020.

As of September 30, 2020, the Company does not have any pre-arranged sources of financing.

EXCELSIOR MINING CORP.
MANAGEMENT’S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

STATEMENT OF FINANCIAL POSITION INFORMATION

The following is a summary of the Company’s interim financial position at September 30, 2020 compared to the annual statement of financial position at December 31, 2019.

	As at September 30, 2020	As at December 31, 2019
Cash and cash equivalents	\$ 18,225	\$ 24,900
Receivables	457	533
Prepaid expenses	426	1,044
Materials and supplies	1,616	645
Property, plant and equipment, net	108,943	98,393
Restricted cash	3,304	3,304
Total Assets	\$ 132,971	\$ 128,819
	As at September 30, 2020	As at December 31, 2019
Accounts payable and accrued liabilities	\$ 2,378	\$ 4,183
Amounts due to related parties	114	821
Restricted share units	50	73
Insurance premium financing	182	281
Lease liabilities (current and long-term)	72	149
Derivative liability (current and long-term)	74,752	79,627
Debt (current and long-term)	16,145	4,876
Asset retirement obligation	15,377	13,327
Capital stock	89,463	89,306
Other equity reserves	10,972	9,935
Deficit	(75,705)	(72,930)
Accumulated other comprehensive loss	(829)	(829)
Total Liabilities and Equity	\$ 132,971	\$ 128,819

Assets

Cash and cash equivalents decreased by \$6,675 during the nine months ended September 30, 2020 as previously discussed in “Liquidity and Capital Resources” above.

Materials and Supplies increased \$971 during the nine-months ended September 30, 2020 primarily due to sulfuric acid purchased and stored at JCM.

The increase of \$10,550 in Property, plant and equipment at September 30, 2020 primarily reflects capitalized expenditures and accruals for Gunnison Project construction.

Liabilities

Derivative liability of \$74,752 at September 30, 2020 consists of the fair value of the copper stream of \$74,495 and the fair value of the common share purchase warrants of \$257.

**EXCELSIOR MINING CORP.
MANAGEMENT’S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

Equity

During the nine months ended September 30, 2020, the other equity reserves account increased by \$1,037 primarily as a result of share-based compensation expenses.

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:

Security Description	September 30, 2020	Date of report
Common Shares	239,630,082	239,630,082
Stock options	20,965,000	20,965,000
Restricted share units	192,692	192,692
Warrants	3,500,000	3,500,000

During the period ended September 30, 2020 a total of 41,334 common shares were issued from stock options exercised.

Contractual Obligations

The Company has the following contractual obligations as of September 30, 2020:

Contractual Obligations	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Accounts Payable and accrued liabilities	\$ 2,378	\$ 2,378	\$ -	\$ -	\$ -
Asset Retirement Obligation ^[1]	15,377	-	-	-	15,377
Lease Liabilities	72	71	1	-	-
Note Payable	1,206	670	536	-	-
Debt	14,939	-	14,939	-	-
Total Contractual Obligations	\$ 33,972	\$ 3,119	\$ 15,476	\$ -	\$ 15,377

⁽¹⁾ Classification of such amounts is based on estimates of when reclamation work will be performed. Amounts represent undiscounted estimates and are not reflective of inflation.

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, Chief Operating Officer, Interim Chief Financial Officer, Vice President of Corporate Affairs and Corporate Secretary.

EXCELSIOR MINING CORP.
MANAGEMENT’S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

Remuneration attributed to key management personnel is summarized as follows:

	Nine Months Ended September 30,	
	2020	2019
Salaries, fees and benefits	\$ 1,196	\$ 2,353
Share-based compensation	720	2,206
Total	\$ 1,916	\$ 4,559

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, the Chairman of the Company, which employs or retains certain officers and personnel of the Company. King & Bay provides legal, 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.

Kinley Exploration LLC (“Kinley”) is an entity owned by Colin Kinley, a Director of the Company. Kinley provides certain technical services regarding project preparation and development 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 amount shown in the table below represents amounts paid to Kinley for the services of Kinley personnel and for out-of-pocket reimbursable expenses incurred by Kinley on behalf of the Company. The fees for such services were made on terms equivalent to those that Kinley charges to arm’s length parties.

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

	Nine Months Ended September 30,	
	2020	2019
King & Bay	\$ 123	\$ 83
Kinley	50	752
Total	\$ 173	\$ 835

As of September 30, 2020, amounts accrued and due to key management personnel and other related parties include the following:

- Corporate officers - \$90 (December 31, 2019 - \$810)
- King & Bay - \$24 (December 31, 2019 - \$11)

ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

The accounting policies applied in the preparation of these unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2020 are consistent with those applied and disclosed in the Company’s audited consolidated financial statements for the year ended December 31, 2019. 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, 2019 and 2018.

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

The preparation of the condensed consolidated interim 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 of 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, Critical Accounting Estimates and Judgments, of the audited consolidated financial statements for the years ended December 31, 2019 and 2018.

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.

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 years ended December 31, 2019 and 2018. As of September 30, 2020, the Company's risk exposures and the impact on the Company's financial instruments are summarized below.

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.

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 is provided below. 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.

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

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 discount rate would decrease the value of the stream obligation by \$5,039, whereas a 1% decrease in the discount rate would increase the value of the stream liability by \$6,227.

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% upward shift of the copper price curve would increase derivative liabilities by \$6,780, whereas a 10% downward shift of the copper price curve would decrease derivative liabilities by \$6,166.

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 enough 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 September 30, 2020, the Company has cash and cash equivalents of \$18,225 to settle current liabilities of \$6,434. As of the date of this MD&A, the Company has drawn \$15,000 on the Nebari Credit Facility. Based on current assumptions regarding startup and production the Company believes that it has sufficient working capital to cover the costs for the Gunnison Project and JCM, and its corporate-level expenditures for the next twelve months.

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.

EXCELSIOR MINING CORP.
MANAGEMENT’S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

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 can 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 September 30, 2020	Carrying value			Fair Value		
	FVTPL	Amortized cost	Other financial liabilities	Level 1	Level 2	Level 3
Financial Liabilities						
Restricted share units	\$ 50	\$ -	\$ -	\$ -	\$ 50	\$ -
Derivative liabilities	74,752	-	-	-	-	74,752
	<u>\$ 74,802</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 50</u>	<u>\$ 74,752</u>

LEGAL

On June 24, 2020 a contractor filed suit in Texas to recover unpaid amounts related to drilling services that were provided to the Company. The Company is disputing that Texas is the correct venue for this action and the amounts payable to the contractor and believes that the Company will ultimately prevail.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management, including the Chief Executive Officer and the Interim 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 September 30, 2020, 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.

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

Limitation of Controls and Procedures

Our management, including the CEO and Interim 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, 2019, 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 and CEO of Excelsior and a Qualified Person as defined by National Instrument 43-101. Mr. Twyerould has reviewed and approved the technical information contained in this MD&A.

Additional information about the Gunnison Project can be found in the technical report filed on SEDAR at www.sedar.com entitled: "Gunnison Copper Project, NI 43-101 Technical Report, Feasibility Study" dated effective December 17, 2016.

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, 2019.

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, operational and production timelines and estimates; (iv) the future effects of environmental compliance requirements on the business of the Company; and (v) the statements under the heading "Outlook" in this MD&A, including statements about the scaled restart of the Gunnison Project and 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

EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

"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 resource 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 labor, materials and acid supply, 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 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, 2019:

- risks relating to the fact that the Company depends on a single mineral project;
- risks inherent in the exploration, development and operation of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined including the possibility that copper may not be produced at the Gunnison Project;
- risks relating to variations in mineral resources and reserves, grade or recovery rates resulting from current exploration and development activities;
- 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 lower prices;
- financing, capitalization and liquidity risks, including the risk that the financing necessary to fund the future 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 related to current global financial conditions and the impact of COVID-19 on the Company's business;
- risks related to the Company obtaining 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;
- operational risks inherent in the conduct of mining activities, including the risk of accidents, labor disputes, increases in capital and operating costs and the risk of delays or increased costs that might be encountered during the mining process;

**EXCELSIOR MINING CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

- risks related to the significant governmental regulation that the Company is subject to;
- environmental risks;
- climate change risks;
- 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 conflicting interests among the Company's directors and officers;
- exchange rate fluctuations between the Canadian and United States dollar;
- the absence of dividend payments;
- uncertainties inherent in the estimation of mineral resources;
- risks related to current global financial conditions;
- land reclamation requirements may be burdensome;
- risks associated with the acquisition of any new properties;
- the Company may become subject to legal proceedings; and
- risks relating to the Company's Common Shares.

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.

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.

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

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Unless otherwise indicated, all resource and reserve estimates included in this MD&A have been prepared in accordance with Canadian National Instrument 43-101 ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

U.S. reporting requirements are currently governed by the United States Securities and Exchange Commission ("SEC") Industry Guide 7 ("Industry Guide 7") under the United States Securities Act of 1933, as amended.

EXCELSIOR MINING CORP.
MANAGEMENT’S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

The SEC has adopted new rules for mining companies that will come into effect for the first fiscal year beginning on or after January 1, 2021, with new subpart 1300 of Regulation S-K, based on the Committee for Mineral Reserves International Reporting Standards. Canadian standards, including NI 43-101, differ significantly from the existing requirements of the SEC under Industry Guide 7, and reserve and resource information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term “resource” does not equate to the term “reserves”. Under U.S. standards, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC’s disclosure standards normally do not permit the inclusion of information concerning “measured mineral resources”, “indicated mineral resources” or “inferred mineral resources” or other descriptions of the amount of mineralization in mineral deposits that do not constitute “reserves” by U.S. standards in documents filed with the SEC. U.S. investors should also understand that “inferred mineral resources” have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an “inferred mineral resource” will ever be upgraded to a higher category. Under Canadian rules, estimated “inferred mineral resources” may not form the basis of feasibility or pre-feasibility studies. Investors are cautioned not to assume that all or any part of an “inferred mineral resource” exists or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of “reserves” are also not the same as those of the SEC. Accordingly, information concerning mineral deposits set forth herein may not be comparable with information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.