



**MEGA URANIUM LTD.**

**ANNUAL INFORMATION FORM  
FOR THE YEAR ENDED SEPTEMBER 30, 2017**

December 21, 2017

## TABLE OF CONTENTS

GENERAL INFORMATION .....	1
NOTE REGARDING FORWARD-LOOKING INFORMATION .....	1
NOTE REGARDING INVESTEE COMPANY INFORMATION .....	1
TECHNICAL INFORMATION AND DISCLOSURE FOR MINERAL PROJECTS .....	2
DOCUMENTS INCORPORATED BY REFERENCE .....	3
CORPORATE STRUCTURE	
Name, Address and Incorporation .....	4
Intercorporate Relationships .....	4
GENERAL DEVELOPMENT OF THE BUSINESS	
Three Year History .....	5
DESCRIPTION OF THE BUSINESS	
General .....	6
Mineral Projects .....	9
RISK FACTORS .....	16
DIVIDENDS .....	24
DESCRIPTION OF CAPITAL STRUCTURE .....	24
MARKET FOR SECURITIES	
Trading Price and Volume .....	25
Prior Sales .....	25
DIRECTORS AND OFFICERS	
Name, Occupation, and Security Holding .....	26
Cease Trade Orders, Bankruptcies, Penalties or Sanctions .....	27
Conflicts of Interest .....	28
AUDIT COMMITTEE DISCLOSURE .....	28
LEGAL PROCEEDINGS AND REGULATORY ACTIONS .....	30
INTEREST OF MANAGEMENT AND OTHER IN MATERIAL TRANSACTIONS .....	31
TRANSFER AGENTS AND REGISTRARS .....	31
MATERIAL CONTRACTS .....	31
INTEREST OF EXPERTS .....	32
ADDITIONAL INFORMATION .....	32
SCHEDULE A – AUDIT COMMITTEE CHARTER	

## **GENERAL INFORMATION**

### **References**

References in this annual information form (“AIF”) to “Mega”, the “Company”, “we”, “us”, “our” and words of similar import refer to Mega Uranium Ltd. and its subsidiaries (as the context requires).

### **Date of Information**

The information in this AIF is presented as at September 30, 2017 unless otherwise indicated.

### **NOTE REGARDING FORWARD-LOOKING INFORMATION**

Certain information contained in this AIF constitutes “forward-looking information”, which is information regarding possible events, conditions or results of operations that is based upon assumptions about future economic conditions and courses of action. All information other than matters of historical fact may be forward-looking information. In some cases, forward-looking information can be identified by the use of words such as “seek”, “expect”, “anticipate”, “budget”, “plan”, “estimate”, “continue”, “forecast”, “intend”, “believe”, “predict”, “potential”, “target”, “may”, “could”, “would”, “might”, “will” and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information in this AIF includes, but is not limited to information about: our investment strategy, including our time horizon for maintaining positions and anticipated exit points; the identification of risks associated with investee companies in our portfolio, which could impact their valuations and our financial condition and results of operations; our exploration, development and production activities, including information regarding the potential mineralization and resources of our projects, statements about drill results and core intersection lengths, in that they constitute estimates, based on certain assumptions of mineralization that may be encountered if a deposit were to be mined; our exploration and development plans, including anticipated costs and timing thereof, and anticipated time to production; and expectations regarding plans for growth through future acquisitions (including acquisitions of investments), exploration activities, farm-ins or otherwise.

By its nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to differ materially from those expressed or implied by such forward-looking information. Some of the risks and other factors that could cause actual results to differ materially from those expressed in the forward-looking information contained in this AIF include, but are not limited to: the uncertainty associated with estimating working capital requirements, which can require unknown or unexpected expenditures, fluctuations in the fair value of our investments due to thinly traded securities, issuer-specific events that affect a company’s market value, or general market conditions, all of which could materially increase or decrease our proceeds of dispositions and available funds and impact positively or negatively our ongoing operations; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic

evaluations; results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with our expectations; risks relating to possible variations in reserves, grade, planned mining dilution and ore loss, or recovery rates and changes in project parameters as plans continue to be refined; mining and development risks, including risks related to accidents, equipment breakdowns, labour disputes (including work stoppages and strikes) or other unanticipated difficulties with or interruptions in exploration and development; the potential for delays in exploration or development activities or the completion of feasibility studies; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; risks related to commodity price and foreign exchange rate fluctuations; the uncertainty of profitability based upon the cyclical nature of the industry in which we operate; risks related to failure to obtain adequate financing on a timely basis and on acceptable terms or delays in obtaining governmental approvals or in the completion of development or construction activities; risks related to environmental regulation and liability; political and regulatory risks associated with mining and exploration; risks related to the uncertain global economic environment; and other risks and uncertainties related our prospects, properties and business strategy.

A discussion of these and other factors that may affect our actual results, performance, achievements or financial position is contained in “Risk Factors” and elsewhere in this AIF and other documents incorporated in this AIF. Although we have attempted to identify important factors that could cause actual results or events to differ materially from those described in the forward-looking information, readers are cautioned that this list is not exhaustive and there may be other factors that we have not identified. Readers are cautioned not to place undue reliance on forward-looking information contained in this AIF. Forward-looking information is based upon our beliefs, estimates and opinions as at the date of this AIF, which we believe are reasonable, but no assurance can be given that these will prove to be correct. Furthermore, we undertake no obligation to update or revise forward-looking information if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

All forward-looking information contained in this AIF is expressly qualified by this cautionary note.

#### **NOTE REGARDING INVESTEE COMPANY INFORMATION**

This AIF contains information regarding NexGen Energy Ltd. and Toro Energy Limited, whose securities form part of our investment portfolio. The information has either been provided to us by the particular company or obtained from publicly available information disclosed by the entity. We have not verified and make no representation regarding the accuracy or completeness of this information.

#### **TECHNICAL INFORMATION AND DISCLOSURE FOR MINERAL PROJECTS**

This AIF contains disclosure regarding our mineral resources. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Mineral resources may never be converted into reserves.

The disclosure in this AIF of scientific or technical information for our Ben Lomond and Georgetown (Maureen) projects is based on the technical reports described below under “Documents Incorporated By Reference”, which were prepared in accordance with National Instrument 43-101 – *Standards for Disclosure for Mineral Projects* of the Canadian Securities Administrators (“NI 43-101”), by or under the supervision of “qualified persons” under NI 43-101.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Information concerning certain of our mineral projects, which we are required to include in this AIF in the section entitled “Description of the Business – Mineral Projects”, has been included by incorporating by reference the following documents in this AIF:

- The technical report dated March 10, 2005 and entitled “Ben Lomond Uranium-Molybdenum Deposit, Queensland, Australia”, prepared by Andrew Vicar and David G. Jones of Mining Associates Pty Ltd (the “Ben Lomond Report”).
- The technical report dated June 25, 2008 and entitled “A Review and Resource Estimate for the Maureen Uranium-Molybdenum Deposit, North Queensland, Australia Held by Mega Uranium Ltd.”, prepared by Mining Associates Pty Ltd (the “Georgetown Report”).

The foregoing technical reports are available for viewing under our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## CORPORATE STRUCTURE

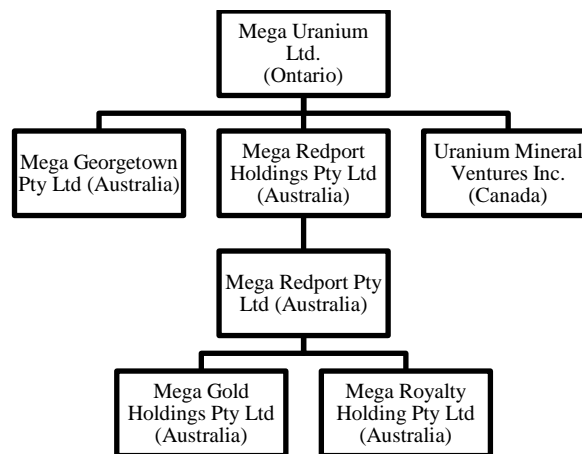
### Name, Address and Incorporation

The Company was incorporated under the *Business Corporations Act* (Ontario) on January 24, 1990 under the name “Maple Minerals Corp.”. By articles of amendment effective October 7, 2005, Mega changed its name to “Mega Uranium Ltd.”. By articles of amendment effective August 24, 2006, Mega effected a two-for-one stock split of its common shares.

Our registered and head office is located at 211 Yonge Street, Suite 502, Toronto, Ontario, Canada M5B 1M4.

### Intercorporate Relationships

The following diagram highlights the inter-corporate relationship between Mega and its principal subsidiaries and their respective jurisdictions of incorporation. All of the subsidiaries are wholly-owned, directly or indirectly, by Mega.



## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

Details of the events that have influenced the general development of our business over our last three completed financial years are provided below. Additional information concerning our business is provided elsewhere in this AIF in the section entitled “Description of the Business”.

#### *Acquisition & Disposition Activity*

In July 2015, Cameco Corporation earned a 51% interest in our Kintyre Rocks project in Western Australia, by funding AUD\$2,000,000 in exploration expenditures in accordance with the farm-in and joint venture agreement that we entered into with a subsidiary of Cameco Corporation in January 2014. Cameco elected not to further increase its interest in the joint venture and the parties subsequently terminated the joint venture and surrendered the underlying tenements in February 2017.

#### *Financing Activity*

In June and July 2015, we raised aggregate gross proceeds of \$923,000 pursuant to a private placement of 10,260,000 units, issued at a price of \$0.09 per unit, which was completed in two tranches. Each unit consisted of one common share and one-half of one common share purchase warrant of Mega. Each whole warrant is exercisable for one common share at a price of \$0.14 per share until expiry on December 10, 2016 or January 13, 2017, as applicable. We issued a total of 10,260,000 common shares and 5,130,000 warrants under the placement and paid \$23,220 in cash finders’ fees to third parties who assisted us in completing the financing. An aggregate of 3,675,000 warrants were exercised prior to expiry, generating additional gross proceeds of \$515,500.

In June 2017, we raised aggregate gross proceeds of \$1,250,000 pursuant to a private placement of 6,944,445 units, issued at a price of \$0.18 per unit. Each unit consisted of one common share and one common share purchase warrant of Mega. Each warrant is exercisable for one common share at a price of \$0.25 per share until expiry on June 2, 2019. We issued an additional 160,200 units in payment of finders’ fees to arm’s length third parties who assisted us in the financing. These units have the same terms and conditions as the units sold under the placement.

#### *Corporate Activity*

In March 2015, Richard Patricio, our then Executive Vice-President, Corporate Affairs, was appointed as our President and Chief Executive Officer. He replaced Sheldon Inwentash (CEO) and Stewart Taylor (President) who retired from their senior executive positions. Mr. Inwentash also retired as chairman of the board and as a director.

In December 2015, Carmelo Marrelli was appointed as our Chief Financial Officer, succeeding Gerry Feldman, who resigned effective December 31<sup>st</sup>.

## DESCRIPTION OF THE BUSINESS

### General

#### *Exploration & Development Properties*

We are a mineral exploration and development company headquartered in Toronto, Ontario, Canada, focused on the acquisition and exploration of uranium prospective properties, with a view to eventually developing the properties, if warranted. We have acquired, and currently hold, through staking, acquisition from public or private holders, joint ventures and other option agreements, uranium resources in Australia and interests in uranium prospective projects in Australia and Canada, which are at various stages of maturity from grassroots to resource definition.

Our principal properties are located in Australia, where we have uranium resource projects and interests in exploration properties in Queensland, Southern Australia, the Northern Territory and Western Australia. Our uranium resources are located at our Ben Lomond and Georgetown (Maureen) Projects, all of which are owned entirely by us and are discussed below under “Mineral Projects”.

#### *Investment Portfolio*

Our investment portfolio is comprised of equity securities of uranium-focused, small-cap issuers, engaged in exploration, development and revenue-generating activities (such as royalties). The majority of our investment portfolio (by number and asset value) is comprised of securities that we acquired as consideration for asset dispositions, including partial dispositions under farm-out transactions, with the remainder being securities acquired for investment purposes. As opportunities present themselves going forward, we anticipate acquiring additional securities for investment purposes subject to available capital.

#### *Investment Strategies and Oversight*

We generally acquire and hold investments with a medium-to-long term view, on the basis of perceived value and growth opportunities and the ability of management teams to effectively execute business plans. We manage our investment portfolio in-house, relying upon the broad industry knowledge and expertise of management to identify and evaluate investment opportunities and monitor the investee companies on an on-going basis. Investment performance is monitored via available market data (including continuous disclosure made by the investees that are public companies) and contact with investee management. Monitoring may also include involvement on the board of directors of an investee, where the size of the investment or other factors so warrant. For example, we currently have representation on the boards of NexGen Energy Ltd. (“NexGen”) and Toro Energy Limited (“Toro”), our two principal investments (by value).

Our exit strategies include mergers or the achievement of other significant milestones for our portfolio companies, but may also involve otherwise timely dispositions of the securities in



the secondary market, if and when warranted, and receipt of third-party bids for the securities which are beneficial to us, in the circumstances.

Notwithstanding the foregoing, we may pursue a particular investment or series of investments that may diverge from these strategies from time to time, where suitable opportunities present themselves.

Investment decisions do not generally require board approval unless the circumstances so warrant. Proposed material acquisitions and dispositions are reviewed with the board and board members who are actively engaged in the uranium space may also provide input in respect of the acquisition or monitoring of a particular investment.

Our investments are valued quarterly by management in accordance with our accounting policies (or may be valued by independent professional valuers engaged by management, in circumstances where management lacks the specific technical expertise to value a particular investment). The valuations are reviewed by our audit committee, as part of its review of our financial reports and recommendation to the board of directors for approval, and the reports are approved by our board.

#### *Concentrated Investments*

Our portfolio companies are engaged in the uranium space and, accordingly, are subject to the same industry-specific risks that we are, in addition to company-specific factors. See “Risk Factors – Concentration of Assets/Investments” elsewhere in this AIF. The concentration of our portfolio in the same industry in which we operate means that the valuations of our portfolio assets may be negatively impacted concurrently with our own operations, compounding the impact of an industry-wide correction on our financial condition and results of operation.

Furthermore, company-specific factors affecting either NexGen or Toro, our principal holdings, could have a pronounced impact on us. This is particularly true in respect of NexGen, our largest asset, which was fair valued at \$53.285 million as at September 30, 2017. Toro, which we equity-account for, was valued at \$15.599 million as at September 30, 2017.

NexGen is a publicly-listed uranium exploration and development company, with a portfolio of projects in the Athabasca Basin of Saskatchewan, Canada. Rook I, its principal project (acquired from us in 2012), hosts the Arrow Deposit, which is the largest undeveloped uranium deposit in the Basin. Information regarding NexGen and its operations (including risk factors identified by NexGen as relevant to its business) can be found at [www.sedar.com](http://www.sedar.com) under NexGen’s issuer profile and on its website at [www.nexgenenergy.ca](http://www.nexgenenergy.ca).

Toro Energy is a publicly-listed uranium development company based in Western Australia. Its flagship asset is the Wiluna Uranium Project. It also owns our former Lake Maitland Project, which we sold to Toro in 2013. We provide certain financial information for Toro in Note 11 to our audited financial statements as at and for the year ended September 30, 2017. Additional information regarding Toro and its operations (including risk factors identified by Toro as relevant to its business) can be found on its website at [www.toroenergy.com.au](http://www.toroenergy.com.au) and at

[www.asx.com.au](http://www.asx.com.au), the website of the Australian Stock Exchange on which Toro's shares are listed.

### *Competitive Conditions*

The mineral exploration and mining business is competitive in all phases of exploration, development and production. We compete with a number of other entities in the search for and acquisition of productive mineral properties. As a result of this competition, the majority of which may often be with companies with greater financial resources than ours, we may be unable to acquire attractive properties in the future on terms we consider acceptable. We also compete for financing with other resource companies, many of whom have greater financial resources and/or more advanced properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to us.

Our ability to acquire properties depends on our success in exploring and developing our present properties and our ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development. Factors beyond our control may affect the marketability of minerals mined or discovered by us. See "Risk Factors" in this AIF for information regarding the impact that competitive conditions may have on our business.

### *Environmental Protection*

Our current and future operations, including development activities on our properties or areas in which we have an interest, are subject to laws and regulations governing exploration, development, tenure, productions, taxes, labour standards, occupational health, waste disposal, protection and remediation of the environment, mine safety, toxic substances and other matters.

Environmental protection requirements did not have a material effect on the capital expenditures, earnings or competitive position of Mega during our 2017 financial year and are not expected to have a material effect during our 2018 financial year.

### *Employees*

As at September 30, 2017, we employed 3 employees and 5 consultants.

### *Foreign Operations*

The majority of our exploration and development activities are currently conducted outside of Canada - in Australia. As such, we are exposed to various levels of political, economic and other risks and uncertainties, which vary from country to country. Changes in regulations or shifts in political attitudes or policies in these jurisdictions are beyond our control and may adversely affect our business. For example, changes in government policies regarding uranium mining, export controls, income taxes, expropriation of property, repatriation of profits, land use or environmental protection matters could negatively affect our future operations. See "Risk Factors" in this AIF for additional information regarding the risks associated with our foreign operations.

## **Mineral Projects**

Our material mineral projects are the Ben Lomond Project and the Georgetown Project, both of which are located in Australia. Information concerning these projects is discussed further below. In addition, the Company has several other non-material exploration projects in Australia and Canada at various stages of maturity from grassroots to resource definitions.

### *Ben Lomond Project*

Our Ben Lomond Project is described in the Ben Lomond Report. The summary of the Ben Lomond Report provided below is taken from the Ben Lomond Report. The full text of the Ben Lomond Report is available on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company's profile and is incorporated by reference in this AIF.

### *Ben Lomond Recent Exploration Activity*

Since the completion of the Ben Lomond Report summarized below, mining lease ("ML") 1419 has been renewed for a further 10 years commencing December 1, 2004. Both of the MLs that comprise the property (ML 1419 and ML 1399) have since been renewed for a further 10 years each. In addition, both MLs 1419 and 1399 have been transferred from Afmeco Mining and Exploration Pty. Ltd. ("Afmeco") to UMVI, a wholly-owned subsidiary of Mega. No exploration work has been conducted on the property since the acquisition by the Company. In March, 2007, the Company commenced a pre-feasibility study of the Ben Lomond Project, retaining Golder Associates Ltd., to determine project economics, preferred mining and processing options and key steps to mine development. An Environmental Authority has been received from the Queensland Department of Environment and Heritage Protection (the "EHP") to allow all the proposed pre-feasibility work to proceed on the property. Those studies are ongoing. In October 2016, the EHP issued UMVI with an environmental protection order (the "EPO") in respect of the Ben Lomond Project. The EPO requires UMVI to undertake investigations on the Ben Lomond Project site and to consider, and where appropriate to implement, certain environmental rehabilitation measures by November 1, 2017. UMVI considers, and has submitted to the EHP, that the EPO is unjustified and inappropriate in the circumstances. An internal review of the EPO was sought, resulting in a revised EPO being issued by the EHP. As UMVI considers the revised EPO to also be unjustified and inappropriate in the circumstances, UMVI commenced but subsequently withdrew legal proceedings against the EHP appealing its decision to issue the EPO. Having been unsuccessful in its attempt to have the EPO withdrawn, UMVI has taken the steps it considers are necessary to comply with the EPO notwithstanding the fact that UMVI still considers the EPO to be unjustified and inappropriate in the circumstances. As at the date of this AIF, UMVI is awaiting advice from the EHP as to whether the EHP accepts the works and studies undertaken by UMVI in response to the EPO and whether EHP considers the requirements of the EPO have been satisfied.

### *Ben Lomond Report Summary*

The Ben Lomond Report is a description of the Ben Lomond uranium deposit, located in the State of Queensland, Australia. The Ben Lomond uranium-molybdenum deposit is covered by two MLs granted to Afmeco with details as follows:

Lease	Name	Granted	Expiry	Area (ha)	Owner
ML 1419	Saint Barbara	15 Nov 1982	30 Nov 2014	1982.9	UMVI (100%)
ML 1399	Ben Lomond East One	27 Mar 1980	30 Nov 2014	128.0	UMVI (100%)

ML 1399 is located approximately 60km WSW of the port of Townsville, north Queensland (see Frontispiece), and centred on latitude 19°23'24"S longitude 146°18'50"E. ML 1399 is surrounded on three sides by the contiguous ML1419. The mineralization discovered to date, the present underground workings and the associated waste dump lie within ML 1399. ML 1399 is located on the northern face of the east-west trending Ben Lomond Ridge, part of the rugged Hervey Range.

Uranium-molybdenum mineralization was discovered by Pechiney (Australia) Exploration Pty Ltd in 1975 through ground follow-up of a radiometric anomaly detected in a fixed wing airborne radiometrics survey. In 1976-1982 the deposit and its surrounds were explored by Minatome Australia Pty Ltd (Minatome) later known as TOTAL Mining Australia Pty Ltd (TOTAL) a wholly-owned subsidiary of the French company Compagnie Francaise des Petroles (CFP). Exploration/evaluation of the deposit comprised various ground geophysical/geochemical surveys, surface drilling, underground development, underground drilling, ore resource estimation and metallurgical testing.

In 1982 Minatome completed a Feasibility Study on the deposit. A draft Environmental Impact Statement was issued by TOTAL the following year. In 1984 TOTAL submitted the Final Environmental Impact Statement to the relevant bodies. The latter document was approved by both the Queensland State and Australian Federal authorities, but in 1985 the proposed development of the project was halted by the imposition of the "Three Uranium Mines Policy" by the Federal Labour Government which had been elected in 1983. Under this new policy, no new uranium mines were permitted.

In 1994 TOTAL's worldwide uranium assets were acquired by the French company COGEMA (now a subsidiary of the AREVA Group). The Australian assets were then assigned to Afmeco, a wholly-owned subsidiary of COGEMA Australia Pty Ltd.

In 1996 the newly elected Federal Coalition Government abolished the "Three Mines Policy" and announced that new uranium mines would be allowed. A year later, in July 1997, Anaconda Uranium Corporation entered into an agreement to buy the Ben Lomond Project from Afmeco, but in December 1998 withdrew due to the depressed uranium market and political opposition to uranium mining from the newly elected Queensland State Labour

Government. Since then the project has been under care and maintenance by Afmeco, operating under an Environmental Management Overview Strategy (dated August 1996), which was approved by the Queensland Department of Natural Resources Mines and Energy, and a Plan of Operations, which was approved by the Queensland Environmental Protection Agency in 2003.

The Queensland State Government has a stated policy which does not permit the mining or processing of uranium in the State. This policy is not enacted by any legislation and may change as political circumstances change.

The Ben Lomond Project is located in the Burdekin Basin, an intracratonic extensional basin overlying the Neoproterozoic basement in the NE part of the Charters Towers Region. Early Devonian to Early Carboniferous predominantly marine or continental clastic sediments have been deposited in a series of fault-bounded sub-grabens, which developed during a period of major continental crustal extension. The sequence has been sub-divided into the basal Fanning River Group (Givetian), overlain by the Dotswood Group (Frasnian to Famennian) and the Keelbottom Group (Famennian to Tournaisian), with the Glenrock Group (Visean to Early Namurian) at the top. The Glenrock Group was also deposited in northwest-trending grabens, but consists largely of volcanic rocks.

In the middle or late Carboniferous the Burdekin Basin was subjected to major NE-SW compression resulting in the development of large scale, slightly asymmetrical, open, plunging synclines and reactivation of pre-existing faults. This tectonism was accompanied and succeeded by the intrusion of calc-alkaline, I-type subduction-related granodiorite and associated dacite in the late Carboniferous to Early Permian.

Deep normal faults developed on the flanks of the grabens have tapped a magma source which was large and remained active for a long period. Several cycles of uranium concentration and volatile saturation occurred during continued differentiation of the magma.

The resulting surface rock association in the Glenrock Group is a characteristically bi-modal basalt rhyolite suite with a high initial volatile component (water and fluorine), enriched in uranium (“U”) and molybdenum (“Mo”). Economic grades of mineralization are closely related to penecontemporaneous fracturing in the silicic ignimbrite components of the volcanic pile, whereby U is leached from the rocks by meteoric water and transported as  $\text{UO}_2(\text{CO}_3)_2$  and  $\text{UO}_2(\text{CO}_3)_3$ . Mantle-derived  $\text{CO}_2$  was indispensable for U solubility into the  $\text{CO}_2$ -poor meteoric water. Very fine-grained pitchblende and jordisite-molybdenite are the common ore minerals.

The mineral resource estimates at Ben Lomond, based on documents supplied for the Ben Lomond Report, have been calculated on 4 separate occasions over the years 1979 to 1982. The range of resource estimates varies from a low of 4,000 tonnes contained uranium to a high of 5,400 tonnes. An independent resource calculation was conducted by the Australian Atomic Energy Commission (“AAEC”) in 1982. A summary of the AAEC estimate, using a cut-off grade of 500 parts per million uranium and converted to % uranium oxide (“U<sub>3</sub>O<sub>8</sub>”), is tabulated below:

Category	Tonnes	%U <sub>3</sub> O <sub>8</sub>	Tonnes	Million lbs U <sub>3</sub> O <sub>8</sub>
Indicated	1,328,466	0.27	3587	7.9
Inferred	602,585	0.21	1265	2.8

The AAEC resource categories were chosen based on the Australian Joint Ore Reserves Committee (“JORC”) code guidelines of the time. In the opinion of Andrew Vigar, who is a qualified person under the current JORC Code and NI 43-101, the AAEC estimate is relevant, is within the range of reliability expected for this style of deposit, uses the resource category definitions in their current context and has not been superseded by any more recent estimates. It is Messrs. Vigar and Jones’ opinion that the resource estimate is compliant with the definitions under section 1.3 and 1.4 of the current NI 43-101.

In addition, the Ben Lomond Report refers to the presence of molybdenum associated with the uranium resource at Ben Lomond. The molybdenum has a similar origin, spatial distribution and grade to the uranium. The molybdenum contained within the uranium resource was estimated by Minatome in 1981 using a regression comparison with the uranium values as being 4,392 tonnes (9.8 million lbs.) at an average grade of 0.2% Mo. The reliability of these estimates is lower than for the uranium and they were not reported in the AAEC estimate noted above so Messrs. Vigar and Jones include no NI 43-101 statement of tonnage or grade in the Ben Lomond Report. Nevertheless, Messrs. Vigar and Jones are of the opinion that molybdenum credits do exist at Ben Lomond, are relevant and will be quantified by future work.

There are no landowner, Native Title or environmental issues that would inhibit advancement of the project. The Australian Federal Government has no objection to the development of new uranium mines in Australia provided they meet the stipulated environmental guidelines and the regulations regarding sale and export of product. There is, however, a major current impediment to the development of the project in the policy of the Queensland State Labour Government which does not permit the mining or processing of uranium in the State.

Because more than 20 years have elapsed since the last detailed work was done on the Ben Lomond deposit, Messrs. Vigar and Jones are not able to verify the sampling, analytical and test data underlying the resource estimate but considered them to be reliable. Messrs. Vigar and Jones conducted a detailed review of the documents underlying AAEC's estimate, which used a cut-off grade of 500 parts per million U. Messrs. Vigar and Jones reviewed the grade and volumes of mineralization and undertook a geological interpretation of the data. The opinion of Messrs. Vigar and Jones that the resource estimate is currently valid is based in

large part on the high quality of the previous work done by AAEC and its thorough documentation and further based on the overall good large-scale continuity of ore and presence of significant surface outcrop and underground development. Messrs. Vigar and Jones concluded that AAEC gives a fair estimate of the available uranium resource that should be used for current project evaluation.

The current policy of the Queensland State Government does not permit the mining or processing of uranium in the State. In view of this impediment and as the findings of the 1982 Feasibility Study are no longer current and as there is potential for the discovery of additional economically mineable uranium-molybdenum mineralization along strike to the east which could have a significant impact on the project, Messrs. Vigar and Jones regard the Ben Lomond Project as being at the advanced exploration stage rather than the development stage and have reported estimates of mineral resources rather than mineral reserves as defined in the current NI 43-101. Messrs. Vigar and Jones note that, as defined in NI 43-101 clause 3.4 (e), “mineral resources which are not mineral reserves do not have demonstrated economic viability” even though the restrictions on development at the Ben Lomond Project are largely political rather than economic. Notwithstanding the present political considerations, Messrs. Vigar and Jones believe that the Ben Lomond deposit has reasonable prospects for economic extraction. No more recent estimates or data are available at this time.

#### *Georgetown Project*

Our Georgetown Project is described in the Georgetown Report. The summary of the Georgetown Report provided below under “Georgetown Report Summary” is taken from the Georgetown Report. The full text of the report is available on SEDAR at [www.sedar.com](http://www.sedar.com) under Mega’s profile and is incorporated by reference in this AIF.

#### *Georgetown Recent Exploration Activity*

During our 2008 fiscal year, the Company completed infill and resource drilling on the Maureen deposit which led to the establishment of the NI 43-101 compliant ore resource estimate for the Maureen Deposit described in the Georgetown Report.

Following subsequent drilling activity undertaken in late 2008 on the Lineament Prospect and the Two Gee Prospect, which were located 25 kilometers south-southwest and 30 kilometers southeast of the Maureen Deposit, respectively, we surrendered the tenements on which both of these Prospects were located.

In order to meet statutory relinquishment requirements and as part of cost reduction strategies, we reduced the area of ground in the Georgetown Project, which now consists of one tenement. In November 2017, the Georgetown Project tenement was renewed for a further three years. No significant work beyond that required to keep the Georgetown Project tenement in good standing is presently planned for calendar 2018.

## *Georgetown Report Summary*

The Georgetown Report is an update of the NI43-101 report “Technical report on the Maureen uranium-molybdenum deposit, North Queensland, Australia, held by Mega Uranium Corp” by David Jones, (27 April, 2006) which is a description of the mineral tenements held by Mega Uranium Ltd (“Mega”) under a joint agreement (through its wholly-owned Australian subsidiary Mega Georgetown Pty Ltd “Mega Georgetown”) with Georgetown Mining Limited (“GML”) and O’Rourke Geological Contractors Pty Ltd (“O’Rourke”). Mining Associates Pty. Ltd. (“MA”) of Brisbane, Australia has completed a resource estimation of mineralisation intersected to date at the Maureen prospect. Resource modelling was carried out on a database comprising 94,810 metres of combined drilling.

GML has 2 granted Mining Leases (“MLs”), 10 Mining Lease Applications (“MLAs”) and 15 Exploration Permits for Minerals (“EPMs”) located in the Georgetown district of the State of Queensland, Australia. At the request of Mr. Stewart Taylor, President of Mega, MA was commissioned in September 2007 to prepare a Technical Report and Resource estimation on Mega’s Georgetown mineral properties.

GML’s Georgetown EPMs are contiguous. The group is centred about 270 km SW of Cairns, and 370 km northwest of Townsville, both of which are major cities in northwest Queensland. The MLs and MLAs are scattered within the EPMs. For the sake of simplicity the tenements will be collectively referred to in this summary as the “Georgetown project”.

The Georgetown project is located in a region known as the Gulf Savannah region, which includes the southern shores of the Gulf of Carpentaria and the country around the many rivers that flow into the Gulf west of the Great Dividing Range. It is the largest tropical savannah region in Australia, with an area of 425,000 km<sup>2</sup>.

Mining in the Gulf Savannah Region commenced with gold in the 1870's with discoveries at Cumberland (Georgetown) in 1872. The Croydon Gold Field was established in 1885 and until the first batteries were erected in 1886 the ore had to be carted to Georgetown for crushing. Croydon and Georgetown flourished with populations increasing daily as people came to make their fortunes. Croydon's population of 7,000 in 1890 made it the second largest inland town in Queensland. Town buildings went up literally overnight and business boomed. The decline in production became evident by 1900 and most people left the fields. In recent times using modern technology, some commercial mining has commenced. The area around Forsayth / Georgetown is very popular with gold fossickers using metal detectors and many nuggets have been unearthed.

Central Coast Exploration (CCE) began reconnaissance exploration for base metal and uranium deposits in the Georgetown area in 1969. By 1971 CCE had narrowed the area of interest to an area of about 1,000 km<sup>2</sup> and applied for 4 Authorities to Prospect (“APs” - now known as EPMs) in the Georgetown area. Airborne radiometric and magnetic surveys began in July 1971.

Numerous radiometric anomalies were located in the survey. Ground follow-up of the first of two strong anomalies located traces of uranium ochres on 9th September 1971. Sixteen mineral



lease applications were lodged over this area by the discoverer, Peter O'Rourke, and held in trust for CCE. The APs were relinquished soon after the MLAs were lodged.

The Georgetown tenements lie within the Georgetown Region of Bain & Draper (1997), which occupies about 50,000 km<sup>2</sup> of the Cairns-Townsville hinterland and is a roughly rectangular area, bounded by the Carpentaria Lowlands Region to the west and the Cairns and Clarke River Regions to the east. It consists of a diverse range of rocks, including Proterozoic and early Palaeozoic metamorphic rocks and granites and late Palaeozoic volcanic rocks and related granites. In the western and central part of the region, these are overlain by scattered remnants of Mesozoic sedimentary rocks, and in the east by Cainozoic basalt.

The Mesoproterozoic Lane Creek Formation of the Robertson River Sub-group forms the basement to the Maureen deposit. The unit is characterized by an abundance of laminated, highly carbonaceous mudstone and siltstone. A basal conglomerate of the Late Devonian to Early Carboniferous Gilberton Formation unconformably overlies the Einasleigh Metamorphics, dipping gently to the west. Miller and Mortimer (1974) noted that 98% of the uranium at Maureen occurred within the basal units of the Gilberton Formation, with 2% in the underlying Lane Creek Formation. Widespread mesas of Mesozoic sedimentary rocks overlie the older rocks of the Georgetown Region. These are outliers of rocks that occur in the surrounding Carpentaria and Eromanga Basins. In the Georgetown tenement block they are represented by the Gilbert River Formation.

CCE commenced drilling the Maureen prospect in April 1972. By the end of that year, 54 diamond core holes and 142 percussion drill holes had been completed. The company then sought a joint venture partner, and in 1974 signed an agreement with Getty Mining Pty Ltd ("Getty"). Getty managed the exploration programme from that time and funded the exploration costs over the next five years.

By the end of 1978, Getty concluded that the economics of the project using conventional milling was marginal, and that a further 1,000 tonnes of U<sub>3</sub>O<sub>8</sub> within 100 m of surface was required to make the project viable. The 1979 drilling programme was unable to achieve this goal and Getty withdrew from the joint venture. At that time nearly 87,000 m of drilling had been completed in 1,018 drill holes.

Maureen has some features in common with both sandstone-hosted and volcanogenic types, as well as unconformity-related deposits. Maureen may well be a hybrid of the three types. All of these styles are associated with redox boundaries near the contact of different lithologies in various geological settings.

Maureen occurs above the unconformity, within the Gilberton Formation sediments, but these inter-digitate with rhyolites related to the lower part of the Maureen Volcanic Group. The overlying mafic units of the upper Maureen Volcanic Group are unmineralized. About 98% of the uranium mineralization is confined to the Gilberton Formation sediments. The remainder is contained within the underlying metamorphic basement.

The mineralization is strongly controlled by sedimentary features. Complex uranium and molybdenum minerals occur as groundmass replacement, selective replacement of clasts,

fracture filling and occasionally as complete replacement of clays. From surface down to about 75 m depth, dispersion of the U-F-Mo minerals is extensive, strongly controlled by the permeability in the coarser sediments, and by the chemical composition of the finer sediments. At depth the mineralised zones narrow, and appear to be confined to zones of deformation, accompanied by strong hydrothermal alteration. Radiography suggests a correlation in the primary zone between uraninite and carbonaceous material. The dominant mineral is uraninite.

The drilling indicates that the best uranium values occur in ellipsoidal pipe-like bodies associated with abundant fluorite and lesser molybdenum. The bodies dip at about 20° and are elongated down the bedding planes. They are enclosed within generally tabular zones of weaker U-F-Mo mineralization (O'Rourke, 1975). The pipes together with the enclosing tabular zones together contain sufficient coherent uranium mineralization to be of economic interest.

Resource modelling was carried out on a database comprising 94,810 metres of combined drilling. Using a variety of estimation techniques, a 5x5x5 metre block model was constructed. This defined the shallow westward-dipping mineralisation mantos which contain the higher grade zones.

The current block model for the Maureen prospect is estimated to contain the following NI 43-101 compliant resources:

Category	Tonnes	U3O8	Mo	U3O8 Lbs.	Mo Lbs.
<i>Indicated</i>	3,124,000	0.09%	0.06%	5,949,000	3,875,000
<i>Inferred</i>	154,000	0.11%	0.10%	382,000	347,000

MA regards the Maureen project as being at the advanced exploration stage rather than the development stage, since it is the current policy of the Queensland State Labor Government not to permit mining or processing of uranium in the State the findings of the 1979 Pre-Feasibility Study carried out by Getty are no longer current; and there is potential for the discovery of additional uranium-molybdenum mineralization, down dip to the west.

## **RISK FACTORS**

An investment in our securities is subject to certain risks, including those set out below and under the headings “Note Regarding Forward-Looking Information” and “Description of the Business – General – Concentrated Investments” earlier in this AIF, and should be carefully considered by an investor before making any investment decision. Additional risks not currently known to us, or that we currently believe to be immaterial, may also affect our business and negatively impact upon an investment in our securities.

### **Access to Capital/Liquidity**

We have limited financial resources and no operating cash flow. We finance our ongoing working capital requirements from external sources of capital, such as equity financings, and from portfolio dispositions when necessary or opportunistic, all of which are dependent upon

factors that are outside of our control. There can be no assurance that we will be able to generate sufficient cash to fund our operations and satisfy our commitments, and the failure to do so will have a material adverse effect on our operations.

We also hold securities of public issuers which can be illiquid. A considerable period of time may elapse between the time a decision is made to sell securities and the time we are able to do so, and the value of the securities could decline during this period. Illiquid investments are subject to various risks, particularly the risk that we will be unable to realize our investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, we may be prohibited by contract or by law from selling securities for a period of time or otherwise be restricted from disposing of the securities. Furthermore, the types of investments made may require a substantial length of time to liquidate. It may also be difficult for us to effect trades in the securities that have low trading volumes without adversely affecting the price of the securities, which could negatively impact upon our proceeds of disposition.

There can be no assurance that we will be able to generate sufficient cash to fund our operations and satisfy our commitments, and we will require additional financing if ongoing exploration of our properties is warranted. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of properties and will have a material adverse effect on our operations.

### **Concentration of Assets/Investments**

Our NexGen and Toro investments currently represent the majority of our assets (by value). As a consequence, our financial results may be substantially adversely affected by the unfavourable performance of one or both of these investments, which could have a material adverse impact on our financial condition and ability to carry on business. Like Mega, both companies are engaged in uranium exploration and development activities and would be subject the same industry-specific risks as we are (which we have described in this section of the AIF). Accordingly, they would likely be impacted by uranium-related factors concurrently with us, which could have material adverse effects on the values of our investment portfolio and our mineral properties in the same periods. Both entities are also subject to similar company risks that are common with entities operating in our space (which we have described in this section of the AIF), and may be subject to additional risks particular to their own business and operations. A material decrease in the market price of the shares of NexGen or Toro, at any time, could have a material adverse effect on the market price of our common shares. For further information on the risks associated with the business and operations of NexGen and Toro, please refer to the public disclosure provided by each entity and made available on their websites at [www.nexgenenergy.ca](http://www.nexgenenergy.ca) and [www.toroenergy.com.au](http://www.toroenergy.com.au).

### **Exploration and Development Risks**

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to develop metallurgical processes and to construct mining and processing facilities at a particular

site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Furthermore, resources and reserves are estimates based upon drilling results, past experience with mining properties, experience of the person making the resource/reserve estimates and many other factors. Resource/reserve estimation is an interpretative process based upon available data. The actual quality and characteristics of ore deposits and metallurgical recovery rates cannot be known until mining takes place, and will almost certainly differ from the assumptions used to develop reserves. Further, reserves are valued based on current costs and current prices and consequently may be reduced with declines in, or sustained low, metal prices.

### **Fluctuations in Investments**

We hold, and from time to time acquire, securities of public companies which are primarily junior or small-cap mining exploration companies. The market values of these securities can experience significant fluctuations in the short and long term due to factors beyond our control. Market value can be reflective of the actual or anticipated operating results of the companies and/or the general market conditions that affect the mining sector as a whole, such as fluctuations in commodity prices and global political and economic conditions. For those of our investments which are carried at fair value, unrealized gains/losses on the securities that we hold, and realized losses on the securities that we sell, could have a material adverse impact on our operating results. The declines in the stock prices of the types of companies in which we invest during the last few years have been very significant and such prices could take a prolonged period of time to recover, and may not return to their prior levels, including the levels at which we acquired them, resulting in realized losses upon disposition.

### **Equity Accounted Investments**

Our investment in Toro is, and some other investments may in the future be, accounted for by the equity method and, to the extent that these investee companies have net losses, our financial results will be adversely affected by our pro rata portion of these losses. If there is a loss in the value of our investment in any investee company and it is not regarded as a temporary decline, we may be required to adjust the book value and recognize an impairment loss for the investment. Also, a business combination or other similar transaction involving any of our investee companies could require us to realize an impairment loss for any decline in the value of our investment in the investee company. In either event, our financial condition or results of operations could be materially adversely affected.

### **Fluctuations in Uranium Prices**

The price of our common shares, and our consolidated financial results and exploration, development and mining activities may be significantly and adversely affected by declines in the price of uranium. The price of uranium fluctuates widely and is affected by numerous factors beyond our control, such as global supply and demand, political, technological and environmental factors, the costs of substitute sources of energy, and accidents occurring at reactors, whether by human error or natural disasters. Future serious price declines in the market value of uranium could cause continued development of and commercial production

from the properties in which we hold an interest to be impracticable. Depending on the price of uranium, cash flow from mining operations may not be sufficient and we could be forced to discontinue production and may lose our interest in, or may be forced to sell, some of our properties. Future production from our mining properties (if any) is dependent upon the prices of uranium being adequate to make these properties economic.

In addition to adversely affecting our resource estimates and financial condition, declining uranium prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

### **Market Price of Common Shares**

Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of our common shares is also likely to be significantly affected by short-term changes in uranium prices, other base metal prices or other mineral prices, the Australian dollar, the U.S. dollar, the Canadian dollar, the political environment in Australia, prices of the securities of our principal investee companies, or in our financial condition or results of operations as reflected in our quarterly earnings reports. Other factors unrelated to our performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow our securities; lessening in trading volume and general market interest in our securities may affect an investor's ability to trade significant numbers of common shares; and the size of our public float may limit the ability of some institutions to invest in our securities, further reducing market liquidity. If an active market for the common shares cannot be sustained, the liquidity of an investor's investment may be limited and investors may lose their entire investment in common shares.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect our long-term value. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

### **Currency Risks**

We are exposed to currency fluctuations. We report our financial results in Canadian dollars and the majority of our cash assets are denominated in Canadian dollars, while a significant amount of our costs are incurred in Australian dollars. We have not entered into any foreign currency contracts to hedge against this risk.

## **Mineral Interests**

Mineral interests represent the capitalized expenditures related to the exploration and development of mineral properties. Upon commencement of commercial production, all related capital expenditures for any given mining interest are amortized over the estimated economic life of the property. If the value of a property is impaired or abandoned the related project balances would be written off.

## **Environmental matters**

All phases of the Company's operations are subject to environmental regulations in the jurisdiction in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests which are presently unknown to the Company and which have been caused by previous or existing owners or operators of the properties or by illegal mining activities.

## **Governmental Matters**

Government approvals and permits are sometimes required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of mineral properties. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in development of new mining properties.

## **Australian Governmental Risks**

In late November 2007, the Labor Party was elected as the Commonwealth (Federal) Government of Australia. Its policy is to allow uranium to be mined and processed in Australia. However, there are restrictions on the export of uranium from Australia. The Commonwealth government's nuclear safeguards policy has been developed to implement Australia's obligations under the Nuclear Non Proliferation Treaty of 1970 (the "NNPT") which was ratified by Australia in 1973. Parties to the NNPT agree to accept technical safeguards applied by the International Atomic Energy Agency. This safeguard system tracks uranium within the nuclear fuel cycle from production, through to use and storage and ultimately disposal, to ensure that Australian uranium is sold strictly for electrical power generation and cannot benefit the development of nuclear weapons or other military programs. The Commonwealth government only allows the sale of Australian uranium to countries that are signatories to the NNPT and have a bilateral nuclear safeguards agreement with Australia.

The Company's Ben Lomond Project and Georgetown (Maureen) Project are located in Queensland, where there has historically been an anti-uranium mining policy in effect despite the current Federal Government's support of uranium mining. In October 2012, the then newly

elected Liberal – National State Government overturned the anti-uranium mining policy in effect under the previous Labor Government and appointed a three-member implementation committee to oversee the recommencement of uranium mining in Queensland. A state election was held in Queensland on January 31, 2015, following which the Queensland Labor Party formed government with the support of certain independent members. The Queensland Labor Party has expressed its intention to reinstitute the ban on uranium mining which was overturned by the Liberal Party – National Party coalition government in October 2012, however as at the date hereof such a ban has yet to be instituted and so it remains uncertain as to whether this ban will be enacted and if so on what terms. A further state election was held in Queensland in November 2017. Due to the extremely close result, counting has continued for some time after the election, however, as at the date of this AIF, it appears almost certain that the Queensland Labor Party will be returned to power by a very slim majority.

### **Risks Relating to Foreign Operations**

The Company is exposed to risks of political instability and changes in government policies, laws and regulations in every country in which the Company operates. The Company holds mineral interests in Australia that may be affected in varying degrees by political stability, government regulations relating to the mining industry and foreign investment therein, and the policies of other nations in respect of these countries. Any changes in regulations or shifts in political conditions are beyond the Company's control and may adversely affect the Company's business. The Company's operations may be affected in varying degrees by government regulations, including those with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, employment, land use, water use, environmental legislation and mine safety. There is no assurance that permits can be obtained, or that delays will not occur in obtaining all necessary permits or renewals of such permits for existing properties or additional permits required in connection with future exploration and development programs.

In the event of a dispute arising at the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. The Company may also be hindered or prevented from enforcing its rights with respect to a government entity or instrumentality because of the doctrine of sovereign immunity.

### **Losses**

We have experienced losses, on a consolidated basis, in all of our years of operations. There can be no assurances that we will generate profits in the future from either our exploration and development activities or our investment activities.

### **No History of Mineral Production**

The Company has never had an interest in a mineral producing property. There is no assurance that commercial quantities of minerals will be discovered at any of the properties of the Company or any future properties, nor is there any assurance that the exploration programs of the Company thereon will yield any positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any property of the Company will ever be

brought to a stage where mineral resources (as defined in NI 43-101) can profitably be produced thereon. Factors which may limit the ability of the Company to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources which are currently being explored for, availability of additional capital and financing and the nature of any mineral deposits.

### **Insurance and Uninsured Risks**

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

### **Infrastructure**

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

### **Land Title**

Although the nature and extent of the interests of the Company in the properties in which it holds an interest has been reviewed by or on behalf of the Company and title opinions have been obtained by the Company with regard to certain of such properties, there may still be undetected title defects affecting such properties. Title insurance generally is not available, and the ability of the Company to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, in certain cases, the Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt.



Accordingly, the properties in which the Company holds an interest may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

### **Costs of Land Reclamation**

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Company holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

### **Competition**

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the revenues, operations and financial condition of the Company could be materially adversely affected.

### **Key Executives**

We are dependent upon the services of key executives, including our directors and a small number of highly skilled and experienced executives and personnel. Due to our relatively small size, the loss of these persons or our inability to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

### **Conflicts of Interest**

Certain of our directors and officers also serve as directors and/or officers of other companies involved in natural resource (including uranium) exploration and development and, consequently, there exists the possibility for them to be in positions of conflict from time to time. Any decision involving Mega made by any of these directors and officers should be made in accordance with their duties and obligations to act honestly and in good faith with a view to our best interests. Each of these directors and officers is required to disclose the nature of their conflicts of interests to us when they arise and directors are prohibited from voting on matters in which they have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws. See "Directors and Officers - Conflicts of Interest" elsewhere in this AIF. We rely on and expect our directors and officers to comply with their fiduciary duties owed to us.

## **DIVIDENDS**

We have not paid any cash dividends since incorporation. Payment of cash dividends in the future is dependent upon our earnings and financial condition and other factors which the directors may deem appropriate at the time. However, there are no restrictions on our ability to pay cash dividends on our common shares.

## **DESCRIPTION OF CAPITAL STRUCTURE**

Mega is authorized to issue an unlimited number of common shares, of which as at September 30, 2017, 294,278,973 common shares were issued and outstanding.

The holders of common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of Mega and each common share confers the right to one vote in person or by proxy at all meetings of the shareholders of Mega. The holders of common shares are entitled to receive such dividends in any financial year as the board of directors of Mega may by resolution determine. In the event of the liquidation, dissolution or winding-up of Mega, whether voluntary or involuntary, the holders of our common shares are entitled to receive the remaining property and assets of Mega.

In April 2006, Mega approved the adoption of a shareholder rights plan (the “Rights Plan”) designed to encourage the fair and equal treatment of shareholders in connection with any takeover bid for the outstanding securities of Mega. In accordance with its terms, the Rights Plan has been re-approved and confirmed by the Company’s shareholders every three years since adoption. Under the terms of the Rights Plan, one right is attached to each common share currently outstanding (and will attach to each common share issued subsequently). Each right will entitle the holder, upon the occurrence of certain specified events and subject to certain limitations, to purchase one common share at an exercise price equal to five times the market price (the “Exercise Price”), subject to adjustment under certain circumstances. If certain events occur (including when a person or group becomes the beneficial owner of 20% or more of any class of voting shares of the Company without complying with the “permitted bid” provisions of the Rights Plan or without the approval of the Company’s board of directors), exercise of the rights would entitle the holders (other than the acquiring person or group) to acquire that number of common shares having an aggregate market price on the date of the event equal to twice the Exercise Price for an amount in cash equal to the Exercise Price. Accordingly, exercise of the rights may cause substantial dilution to a person who attempts to acquire control of Mega.

## MARKET FOR SECURITIES

### Trading Price and Volume

Our common shares are listed for trading on the Toronto Stock Exchange (the “TSX”) under the symbol “MGA”. The following table set out the monthly market price range and trading volume of the common shares on the TSX during our financial year ended September 30, 2017.

#### Common shares: “MGA”

	Volume	High (\$)	Low (\$)
<b>2016</b>			
October	6,569,769	0.155	0.13
November	4,492,380	0.14	0.11
December	9,245,425	0.155	0.125
<b>2017</b>			
January	64,671,572	0.29	0.14
February	28,328,594	0.32	0.225
March	15,069,894	0.265	0.205
April	7,837,308	0.23	0.165
May	8,195,007	0.205	0.15
June	5,483,059	0.21	0.16
July	8,073,961	0.22	0.18
August	5,065,619	0.21	0.17
September	2,712,442	0.20	0.17

### Prior Sales

We did not issue and sell any securities that were not listed or quoted on a marketplace during the financial year ended September 30, 2017, other than the 7,104,645 common share purchase warrants that formed part of the units sold to purchasers and issued to third parties in payment of finders’ fees in June 2017 under our private placement (which is described early in this annual information form under the heading “General Development of the Business - Three Year History”).

## DIRECTORS AND OFFICERS

### Name, Occupation and Security Holding

The following table sets forth, for each of the directors and executive officers of Mega as at September 30 2017, the person's name, province or state, and country of residence, position with Mega, principal occupation during the last five years and, if a director, the date on which the person became a director.

<u>Name and Residence</u>	<u>Position</u>	<u>Principal Occupation<sup>(1)</sup></u>	<u>Director Since<sup>(2)</sup></u>
Albert Contardi <sup>(3)</sup> Ontario, Canada	Director	Consultant	2016
Larry Goldberg <sup>(3),(4)</sup> Ontario, Canada	Director	Chief Operating Officer, Qualified Financial Services Inc., a managing general agency	2016
Arni Johannson <sup>(3),(4)</sup> British Columbia, Canada	Director	Founding Partner and President, Canadian Nexus Ventures Ltd., a venture capital firm focused on Canadian public and private equity	2005
Carmelo Marrelli Ontario, Canada	Chief Financial Officer	President, Marrelli Support Services Inc., a provider of accounting services to reporting issuers	N/A
Douglas Reeson <sup>(4)</sup> Ontario, Canada	Director	Professional Director and Chairman and Chief Executive Officer of Gossan Resources Limited, a mineral exploration company	2002
Stewart Taylor Brisbane, Australia	Director	Principal, Stewart Taylor & Associates, a geological consulting company	2006
Richard Patricio Ontario, Canada	President & Chief Executive Officer	President & Chief Executive Officer, Mega Uranium Ltd.	N/A
Richard Homsany Perth, Australia	Executive Vice-President, Australia	Executive Vice-President, Australia, Mega Uranium Ltd.	N/A

<sup>(1)</sup> Each director and officer has held his principal occupation for at least the preceding five years, except for: (a) Mr. Patricio, who was our Executive Vice President, Corporate Affairs prior to March 2015 and served as President & Chief Executive Officer of Pinetree Capital Ltd., an investment company, from February 2015 to April 2016, and as its Vice President, Corporate & Legal Affairs prior to that; (b) Mr. Contardi, who was Vice President of Corporate Finance and Compliance at PowerOne Capital markets Limited, an exempt market dealer, from 2006 until February 2013; and (c) Larry Goldberg, who served as Chief Financial Officer for several private and public companies prior to joining Qualified Financial Services in May 2016, including JSN Jewellery Inc., Blue Goose Capital Corp., an organic food company, and Arcestra Inc., a software company (where he was also Chief Operating Officer).

<sup>(2)</sup> Each director will hold his office as director until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the *Business Corporations Act* (Ontario).

<sup>(3)</sup> Member of the Nominating and Compensation Committee.

<sup>(4)</sup> Member of the Audit Committee.

As at December 1, 2017, the directors and executive officers of Mega as a group, beneficially owned, controlled or directed, directly or indirectly, an aggregate of 14,856,947 common shares of Mega, representing approximately 5% per cent of the then outstanding common shares. The information as to common shares beneficially owned or over which the directors

and officers exercise control or direction has been obtained from public filings made by the individual directors and officers.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

No director or executive officer of the Company is, or within the 10 years prior to the date of this AIF, either:

- (I) has been a director, chief executive officer or chief financial officer of any company that:
  - (a) while the director or executive officer was acting in that capacity as director, chief executive officer or chief financial officer, was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (any of such orders, an “Order”); or
  - (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (II) has been a director or executive officer of any company that while acting in that capacity as director or executive officer, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (III) has individually become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets,

with the exception of the following:

- (A) Douglas Reeson was a director of Colossus Minerals Inc. from January 2007 to December 29, 2013. On January 14, 2014, Colossus announced a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (Canada) to enable Colossus to pursue a sale and restructuring with the benefit of creditor protection. Colossus’s common shares were suspended from trading by the TSX. On January 21, 2014, the TSX decided to delist Colossus’ common shares and all other listed securities on February 21, 2014. On March 14, 2014, the Ontario Superior Court approved Colossus’ Second Amended Proposal and Plan of Reorganization which provided for a share consolidation of the existing shareholders on a 200:1 ratio whereby the existing shareholders would retain a 1.7% equity interest in the recapitalized company. On April 29, 2014, the Ontario Securities Commission issued a temporary cease trade order and on May 12, 2014, a cease trade order against the company for failing to meet continuous disclosure requirements.

No director or executive officer of Mega, or a shareholder holding a sufficient number of securities of Mega to affect materially the control of the Company, has been subject to:

- (I) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (II) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

To the best of our knowledge, there are no known existing or potential conflicts of interest between Mega and any of our directors or officers, except that, from time to time, directors and officers serve as directors, officers, and members of management of other public companies, including other exploration and development companies and companies in which we have investments, and may also be shareholders of those companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, or member of management of these other companies, or their interests as a shareholder of these other companies, and as a director or officer of Mega. Currently, Richard Patricio, our Chief Executive Officer, is a director of NexGen and Toro, our principal investments, and Richard Homsany, our Executive Vice-President, Australia, is Executive Chairman and a director of Toro. Notwithstanding their positions with Mega, it is possible that, in their capacities as directors of our investee companies, circumstances could arise where the result of a proper exercise their directors' duties may diverge from our interests.

Our directors and officers are aware of the existence of laws governing accountability of directors and officers for corporate opportunities and requiring disclosures by directors and officers of conflicts of interest, and in the case of directors, requiring them to abstain from voting on matters in respect of which they have a conflict of interest. We rely upon each director and officer to comply with these laws in respect of conflicts of interest and fiduciary duties.

### **AUDIT COMMITTEE DISCLOSURE**

National Instrument 52-110 – Audit Committees (“NI 52-110”) requires us to disclose annually in our AIF certain information concerning the constitution of our Audit Committee and its relationship with our independent auditor. This information is provided below.

#### **Composition of the Audit Committee**

Our Audit Committee is comprised of three directors –Larry Goldberg (Chair), Arni Johannson and Douglas Reeson. The directors of the Company have determined that each member of the Audit Committee is “independent” from the Company and “financially literate” for the purposes of NI 52-110. Financial literacy includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues similar to those expected to arise in the context of Mega.

## **Relevant Education and Experience**

The education and experience of each member of our Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is summarized below:

### *Larry Goldberg*

Mr. Goldberg is a Chartered Professional Accountant (CPA, CA) with over 30 years of financial, operational and capital markets experience in numerous industries, and is currently the Chief Operating Officer of Qualified Financial Services Inc., a managing general agency. Prior to joining Qualified Financial Services Inc. in May 2016, he served as Chief Financial Officer for several private and public companies, including JSN Jewellery Inc., a manufacturer and wholesaler of diamond jewellery, Blue Goose Capital Corp., an organic food company, and Arcestra Inc., a software company where he was also Chief Operating Officer. He was also Chief Financial Officer of Mega from 2004 to 2010. Mr. Goldberg has previously served as a director and chair of the audit committee of Energy Fuels Inc., a uranium producer inter-listed on the TSX and NSYE.

### *Arni Johannson*

Arni Johannson is President & Co-Founder of Canadian Nexus Ventures Ltd. He has over 28 years of experience in the Canadian capital markets, focusing on building assets and senior management teams, while executing defined business plans.

Through Canadian Nexus, Mr. Johannson's investments have covered the pulp & paper, mining exploration, financial technology, film, agriculture, cannabis and energy sectors, in a wide variety of locations around the world.

Specifically, in the uranium space Mr. Johannson was the founder of Titan Uranium Inc., which was the junior exploration company that staked and put the first exploration dollars into the Rook I (Arrow Zone) property that NexGen is developing. Titan merged with Energy Fuels Inc. in 2012.

Recently Mr. Johannson has invested in and joined the advisory board of Meridian Energy Group Inc., a company based in North Dakota building the first greenfield fuels refinery in the U.S.A. and the first to be permitted in the last 40 years.

### *Douglas Reeson*

Douglas Reeson holds an MBA and is a business executive with over 25 years' experience as an officer and director of a number of junior public companies. Mr. Reeson is the prior Chairman of our board of directors and the prior Chairman of our Audit Committee. He has former experience as CFO of public companies and is currently CEO of Gossan Resources Limited. Mr. Reeson has the attributes and the experience, as set out in most small and mid-cap companies' Audit Committee Mandates, to be considered an audit committee financial expert. Previously, he held a number of positions in the investment industry including the Executive Director of Listings for the Toronto Stock Exchange; Vice-President and Director

of Davidson Partners, Midland Doherty, and Yorkton Securities; and as an Investment Analyst at Burns-Fry. Mr. Reeson has considerable knowledge of stock option valuations and share-based payments. He was a member of the Accounting Standards Board (Canada) Stock-based Payments Discussion Group in 2003 which provided input regarding the introduction of accounting requirements to expense stock-based compensation. Mr. Reeson regularly avails himself of continuous education opportunities for directors offered by accounting and law firms. He holds The Osgoode Certificate in Mining Law (2013) from the Osgoode Hall Law School and also holds undergraduate (1972) and graduate (1974) degrees from York University.

### **Audit Committee Charter**

The text of our Audit Committee charter is attached as Schedule A to this AIF.

### **Audit Committee Oversight**

At no time since the commencement of the most recently completed financial year of the Company was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the directors of the Company.

### **External Auditor Service Fees**

The aggregate fees billed by the external auditor of the Company in each of our last two financial years ended September 30, 2017 and 2016 were as follows:

Type of Work	2017 <sup>(1)</sup> (\$)	2016 (\$)
Audit Fees	47,500	47,500
Audit-Related Fees	Nil	Nil
Tax Advisory Fees	17,500 <sup>(2)</sup>	17,500 <sup>(2)</sup>
All Other Fees	Nil	Nil
<b>Total</b>	<b>65,000</b>	<b>65,000</b>

<sup>(1)</sup>Fees for the fiscal 2017 year include fees for services rendered during the period but not yet billed.

<sup>(2)</sup>Fees associated with tax filings.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

We are not a party to any material legal proceedings and are not aware of any such proceedings that are contemplated. During our financial year ended September 30, 2017: (i) no penalties or sanctions were imposed against us by a court relating to securities legislation or by a securities regulatory authority; (ii) no other penalties or sanctions were imposed by a court or regulatory body against us that would likely be considered important to a reasonable investor in making an investment decision; and (iii) we did not enter into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority.



## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

None of the following persons:

- (a) a director or executive officer of the Company;
- (b) a person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class or series of the Company's voting securities; or
- (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above,

has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years of the Company or during the current financial year of the Company that has materially affected or will materially affect the Company.

## **TRANSFER AGENTS AND REGISTRARS**

The transfer agent and registrar for our common shares is TSX Trust Company, 301-100 Adelaide Street West, Toronto, ON M5H 4H1.

## **MATERIAL CONTRACTS**

Other than contracts entered into in the ordinary course, the following material contracts were entered into by Mega within our most recently completed fiscal year or prior thereto but which are still in effect:

1. Amended and Restated Shareholder Rights Plan Agreement dated April 25, 2006, between Mega and Equity Transfer Services, as rights agent, in respect of our Rights Plan, as described elsewhere in this AIF under "Description of Share Capital".

## **INTEREST OF EXPERTS**

### **Names of Experts**

Set forth below are the persons and companies who prepared or certified a statement, report, valuation or opinion described, included or referred to in a filing that we made under National Instrument 51-102 during or relating to our most recently completed financial year.

Our auditor, MNP LLP, prepared the auditor's report on our annual consolidated financial statements for the financial years ended September 30, 2017 and 2016. MNP LLP is independent in accordance with the auditor's rules of professional conduct in Ontario.

Andrew J. Vigar and David G. Jones of Mining Associates, Brisbane, Australia, each a "qualified person" under NI 43-101, prepared the Ben Lomond Report and the Georgetown Report.

### **Interests of Experts**

None of the experts named under "Names of Experts" has received or will receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of any of the Company's associates or affiliates in connection with the preparation or certification of any statement, report or valuation prepared by such person. To the knowledge of Mega, none of the experts so named (or any of the designated professionals thereof) held securities of Mega representing more than 1% of all issued and outstanding securities of that class as at the date of the statement, report or valuation in question.

## **ADDITIONAL INFORMATION**

Additional information relating to Mega may be found on SEDAR at [www.sedar.com](http://www.sedar.com). The information available at [www.sedar.com](http://www.sedar.com) includes copies of the full text of any and all of the technical reports prepared for Mega in respect of our properties described herein. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Mega's securities, and securities authorized for issuance under equity compensation plans, where applicable, is contained in our management information circular for our annual meeting of shareholders held on March 30, 2017 and will be contained in our management information circular for our annual meeting of shareholders to be held in 2018.

Additional financial information is provided in our consolidated financial statements and related management's discussion and analysis for our financial year ended September 30, 2017.

## **SCHEDULE A**

### **AUDIT COMMITTEE CHARTER**

#### **I PURPOSE**

1. The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Mega Uranium Ltd. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:
  - review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
  - select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration;
  - reviews and approves all non-audit related engagements of the Corporation’s auditors;
  - conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
  - assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures; and
  - review related party transactions entered into by the Corporation and report thereon to the Board with respect to same.

#### **II AUTHORITY OF THE AUDIT COMMITTEE**

1. The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer or employee of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.
2. The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.
3. In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.
4. The Committee shall have the authority to:
  - (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
  - (b) set and pay the compensation for advisors employed by the Committee; and

- (c) communicate directly with the internal and external auditors.

### III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission (“OSC”), the TSX, the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. A majority of the members of the Committee shall be “independent” and shall be “financially literate” (as each such term is defined in Multilateral Instrument 52-110).
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
6. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours’ notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
7. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
8. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
9. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.
10. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

11. The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

#### **IV RESPONSIBILITIES**

##### **A Financial Accounting and Reporting Process and Internal Controls**

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable generally accepted accounting principles (“GAAP”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors and have meetings with the Corporation’s auditors without management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management’s response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements, management’s discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review management’s discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws, before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant financial risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management’s response and subsequent follow-up to any identified weaknesses.
8. The Committee shall establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

- (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
9. The Committee shall provide oversight to related party transactions entered into by the Corporation.

**B Independent Auditors**

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with this Charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment.
8. All material written communications between the Corporation and the external auditors should be sent to the Committee.
9. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
10. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.

**C Other Responsibilities**

1. The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.