



**MEGA URANIUM LTD.**

**NOTICE OF ANNUAL AND SPECIAL MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**January 25, 2022**

## MEGA URANIUM LTD.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “Meeting”) of shareholders of Mega Uranium Ltd. (the “Corporation”) will be held at 217 Queen Street West, Suite 401, Toronto, ON M5V 0R2, on Thursday, March 24, 2022, at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended September 30, 2021 and the report of the auditor thereon;
2. to elect directors;
3. to appoint Ernst & Young LLP, Chartered Accountants, as auditor of the Corporation, and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, pass an ordinary resolution approving the unallocated stock options under the Corporation’s stock option plan, as more fully described in the management information circular of the Corporation in respect of the Meeting which accompanies this notice of meeting (the “Circular”); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

Registered shareholders entitled to vote who do not expect to be present at the Meeting are encouraged to date, sign and return the form of proxy that has been provided to them by the Corporation. The directors have fixed the hour of 11:00 a.m. (Toronto time) on March 22, 2022 or, if the Meeting is adjourned or postponed, on the day that is two business days preceding the adjournment or postponement, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Corporation, c/o TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1.

If you are a non-registered shareholder of the Corporation, either a proxy form or a voting instruction form has been sent to you. You must complete and return the form in accordance with the instructions provided on it in order to vote in respect of the matters indicated above either in person or by proxy at the Meeting. The section of the Circular entitled “*Non-Registered Holders*”, which is included with this notice of meeting, provides additional information for non-registered shareholders.

**DATED** the 25<sup>th</sup> day of January, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

“Richard Patricio”

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Richard Patricio  
President & Chief Executive Officer

## SOLICITATION OF PROXIES

**THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF MEGA URANIUM LTD. (THE "CORPORATION") OF PROXIES TO BE USED AT THE ANNUAL AND SPECIAL MEETING (THE "MEETING") OF SHAREHOLDERS OF THE CORPORATION TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ENCLOSED NOTICE OF MEETING.** While it is expected that the solicitation will be primarily by mail, proxies may also be solicited personally by our regular employees at nominal cost. The cost of solicitation by management will be borne directly by us. None of our directors have advised management in writing that they intend to oppose any action intended to be taken by management at the Meeting.

## APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT THE SHAREHOLDER AT THE MEETING MAY DO SO** either by inserting such person's name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of our transfer agent, TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, not later than 11:00 a.m. (Toronto time) on March 22, 2022 or, if the Meeting is adjourned, on the day that is two business days preceding the adjournment.

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the proxy executed by the shareholder:
  - (a) with TSX Trust Company at any time up to and prior to the close of business on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
  - (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement of the Meeting or any adjournment thereof, as applicable; or
3. in any other manner permitted by law.

## VOTING OF PROXIES

Shares represented by properly executed proxies **WILL BE VOTED OR WITHHELD FROM VOTING IN ACCORDANCE WITH THE INSTRUCTIONS OF THE SHAREHOLDER ON ANY BALLOT THAT MAY BE CALLED FOR AND IF THE SHAREHOLDER SPECIFIES A CHOICE WITH RESPECT TO ANY MATTERS TO BE ACTED UPON, THE SHARES WILL BE VOTED ACCORDINGLY.** Where there is no choice specified, shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy **WILL BE VOTED FOR EACH OF THE MATTERS TO BE VOTED ON BY SHAREHOLDERS AS DESCRIBED IN THIS MANAGEMENT INFORMATION CIRCULAR.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of Meeting, or other matters which may properly come before the Meeting. At the time of printing this circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to management should

properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

If you are a non-registered holder of our common shares (i.e., you hold common shares that are not registered in your name), you should refer to the section below entitled “Non-Registered Holders” for information specific to you on how to vote your common shares at the Meeting.

## **NOTICE AND ACCESS**

This circular and associated materials for the Meeting (collectively, the “**Meeting Materials**”) are being sent to both registered and non-registered holders of our common shares using “notice-and-access”, the delivery procedures that allow us to send shareholders paper copies of an information notice and form of proxy or voting information form, as applicable, while providing shareholders access to electronic copies of the Meeting Materials or to paper copies of the materials if they so request them within the applicable time periods.

Meeting materials are available electronically on SEDAR (sedar.com) under our issuer profile and at <https://docs.tsxtrust.com/2151>. Shareholders who want to receive a paper copy of the Meeting Materials or who have questions about notice-and-access may call toll free 1-866-600-5869 or email [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com). In order to receive a paper copy in time to vote before the Meeting, requests should be received by March 15, 2022.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The authorized capital of the Corporation consists of an unlimited number of common shares, of which 355,385,639 common shares were issued and outstanding as at January 25, 2022.

February 11, 2022 is the record date for determining the registered holders of our common shares who are entitled to vote at the Meeting. Each shareholder is entitled to one vote for each common share registered in the shareholder’s name on the record date.

To the knowledge of our directors and officers, as of January 25, 2022, no person or company beneficially owns, directly or indirectly or exercises control or direction over more than 10% of the outstanding common shares.

## **NON-REGISTERED HOLDERS**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most of our shareholders are “non-registered” shareholders because the common shares that they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. A person is not a registered shareholder in respect of our common shares which are held either: (a) in the name of an intermediary that the non-registered shareholder deals with in respect of the common shares (an intermediary includes, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited), of which the intermediary is a participant.

A non-registered shareholder will receive Meeting Materials from either the intermediary who holds their common shares or directly from us (or our agent). If you are a non-registered shareholder and we or our agent have sent the Meeting Materials directly to you, your name and address and information about your holdings of our common shares have been obtained in accordance with applicable securities regulatory

requirements from the intermediary holding the common shares on your behalf. By choosing to send these materials to you directly, we (and not the intermediary holding on your behalf) have assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Included in your Meeting Materials is a voting instruction form. You must complete the form and return it containing your voting instructions as specified in the form in order for your common shares to be voted at the Meeting.

If you are a non-registered shareholder and object to us receiving access to your personal name and address, we have provided these documents to your broker, custodian, fiduciary or other intermediary to forward to you. Please follow the voting instructions that you receive from your intermediary. Your intermediary is responsible for properly executing your voting instructions.

The purpose of these procedures is to permit non-registered shareholders to direct the voting of the common shares which they beneficially own. If you receive a voting instruction form with your Meeting Materials and you want to vote at the Meeting in person, you must insert your name in the blank space provided or the name of someone else who will attend the Meeting on your behalf, instead of filling in the voting instructions in the form, and return the form in accordance with the instructions contained in it. When you arrive at the Meeting, you or the person that you have designated on your voting instruction form to attend on your behalf will then have to register with the scrutineers.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Financial Statements**

Our consolidated financial statements for the fiscal year ended September 30, 2021, together with the auditor's report thereon, will be placed before the shareholders at the Meeting.

### **Election of Directors**

#### Majority Voting Policy

The board of directors has adopted a majority voting policy which requires that any nominee for election as a director in an uncontested election, who receives a greater number of votes "withheld" from his or her election than votes "for" such election, promptly tender his or her resignation to the board, to be effective upon the board's acceptance. The board will promptly, and in any event within 90 days of the final voting results, accept the tendered resignation unless it determines that there are extraordinary circumstances relating to the composition of the board or the voting results that should delay the acceptance of the resignation or justify rejecting it. Subject to any corporate law restrictions, the board may leave a resulting vacancy unfilled until the next annual meeting of shareholders, fill the resulting vacancy through the appointment of a new director, or call a special meeting of shareholders to consider another nominee for election to fill the vacancy.

## Nominees for Election

At the Meeting, management proposes to nominate the persons listed below for election as directors (the “**Nominees**”). Each director will hold office until the election of his successor at our next annual meeting, or any adjournment thereof, or until his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (Ontario).

The following table provides the names of the Nominees and information concerning them. **The persons named in the enclosed form of proxy intend to vote FOR the election of each of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director, however, if a Nominee is so unavailable, the persons named in the enclosed form of proxy will vote FOR another nominee in management’s discretion, unless the shareholder has specified in the shareholder’s proxy that the shareholder’s shares are to be withheld from voting in the election of the Nominee.**

<b>Name and Province/State and Country of Residence</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Common Shares Held, Controlled or Directed<sup>(1)</sup></b>
Albert Contardi <sup>(2)</sup> Ontario, Canada	President and CEO, Generic Capital Corporation, an exempt market dealer, and Interim CEO, QcX Gold Corp., a mineral exploration company	2016	1,600,000
Larry Goldberg <sup>(3),(4)</sup> Ontario, Canada	Corporate director and independent consultant	2016	200,000
Arni Johannson <sup>(3),(5)</sup> British Columbia, Canada	Founding Partner and President, Canadian Nexus Ventures Ltd., a venture capital firm focused on Canadian public and private equity	2005	1,080,000
Douglas Reeson <sup>(5)</sup> Ontario, Canada	Professional Director and Chairman and CFO of Gossan Resources Limited, a mineral exploration company	2002	1,519,500
Stewart Taylor Brisbane, Australia	Principal, Stewart Taylor & Associates, a geological consulting company	2006	4,565,000

<sup>(1)</sup> The information provided indicates the number of common shares beneficially owned, or controlled or directed, directly or indirectly, by each Nominee as at January 25, 2022 and has been furnished by each Nominee.

<sup>(2)</sup> Chair of the Board and of the Nominating and Compensation Committee.

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

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

<sup>(5)</sup> Member of the Audit Committee.

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

No proposed director of the company is, or within the 10 years prior to the date of this circular, either:

- (i) has been a director, chief executive officer or chief financial officer of any company that while that person was acting in that capacity (or in the case of (c) below, within a year of the person ceasing to act in that capacity):
  - (a) was the 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”);
  - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (c) 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
- (ii) has individually, within the 10 years prior to the date of this circular, 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:

- (I) 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’ 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.

### **Appointment of Auditor**

Unless such authority is withheld, the persons named in the enclosed form of proxy intend to vote **FOR** the appointment of Ernst & Young LLP (“E&Y”), as our auditor, to hold office until our next annual meeting of shareholders, and to authorize the directors to fix E&Y’s remuneration.

E&Y was first appointed as auditor on March 27, 2019.

## **Approval of Unallocated Stock Options under Stock Option Plan**

We grant stock options under our 2007 stock option plan, as amended, to eligible directors, officers and employees of, and consultants to, the Corporation and its subsidiaries.

The number of our common shares issuable under our stock option plan cannot exceed 10% of the number of our common shares outstanding from time to time. Because the stock option plan does not have a fixed maximum number of common shares issuable under it, the rules of the Toronto Stock Exchange require that all unallocated options under the stock option plan be subject to renewal approval by a majority of our directors and shareholders every three years. The unallocated options under the stock option plan were last approved by our shareholders at the annual and special meeting of shareholders held on March 27, 2019 (and by our directors prior to that meeting). Accordingly, the unallocated options must be approved by shareholders at the Meeting. The directors approved the unallocated options prior to the mailing of this information circular.

As at January 25, 2022, up to 35,538,563 common shares are issuable and 33,665,000 options are outstanding under the stock option plan. Accordingly, an aggregate of 1,873,563 options are unallocated under the stock option plan (excluding any additional options which may become available for grant from time to time pursuant to the stock option plan's "re-load" provision). Additional information concerning the stock option plan is provided elsewhere in this information circular under the heading "Securities Authorized for Issuance Under Equity Compensation Plans – Stock Option Plan".

At the Meeting, shareholders will be asked to consider and, if thought fit, pass a resolution (the "**Stock Option Resolution**") approving the unallocated options under the stock option plan substantially in the following form:

**"IT IS RESOLVED THAT all unallocated options under the 2007 stock option plan, as amended, of Mega Uranium Ltd. are hereby approved until March 24, 2025, the date that is three years from the date hereof."**

In order to be effective, the Stock Option Resolution must be passed by a majority of the votes cast by the shareholders present in person or represented by proxy at the Meeting. If the Stock Option Resolution is not so passed, then we will be prohibited from making any further option grants under our stock option plan until such time as the requisite shareholder approval is obtained. Options outstanding immediately prior to the Meeting will not be affected by the results of the vote on the Stock Option Resolution.

The Board of Directors believes that approval of the unallocated options under our stock option plan is in the best interest of the Corporation and our shareholders and, accordingly, unanimously recommends that shareholders vote in favour of the Stock Option Resolution. **Unless otherwise instructed, the persons named in the form of proxy enclosed with this information circular intend to vote FOR the Stock Option Resolution.**

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Compensation Discussion and Analysis

Our executive compensation structure is designed to encourage and motivate executives to achieve high levels of performance, both individually and for the company, particularly over the medium-to-long term. An executive's overall compensation package in any given year will reflect the functions being performed, and his or her overall contribution to the organization, capacity to improve our financial performance, enthusiasm and loyalty, and ability to create or help to create value for the benefit of our shareholders.

An executive's compensation may be comprised of three principal components: base salary, annual or periodic cash bonuses and stock options. Base salary and cash bonus components motivate executives in the short-to-medium term, while stock option grants align their interests with those of our shareholders and assist in keeping us competitive in the market for high quality executives.

Each component of an executive's compensation is typically determined with an overall view to the individual's total compensation package.

The process for determining executive compensation overall is relatively informal, in view of our size and operations. Executive officers are involved in the process and make recommendations to the Nominating and Compensation Committee, which considers and, depending upon the circumstances, either approves senior management compensation or recommends the compensation to the Board of Directors for approval.

Except for the annual bonus entitlement for our President and Chief Executive Officer (discussed below under "Bonus"), there are no specific performance goals used in determining the compensation of executive officers. Historically, as an exploration company without a reoccurring revenue or profit base, executive compensation has not been tied to quantitative measures of our performance. From time to time, compensation has been and going forward may be tied to certain qualitative measures of our performance. For example, an executive's contribution toward the achievement of certain strategic objectives (e.g., meeting exploration targets or completing acquisitions) may be considered for the purposes of determining an entitlement to (and quantum of) a cash bonus and/or option grant. The same may also be a factor in determining salary increases. Furthermore, as the composition of our assets has evolved in recent years, with a greater weighting in equity investments, quantitative measures may assume greater relevance for compensation purposes.

In assessing the adequacy and competitiveness of executive compensation packages, including for the purposes of considering increases in base salaries and bonus awards, reference may be made to the practices of a comparative group of uranium-focused public companies chosen based upon factors such as size (market capitalization), stage of operations (pre-production to production), and location of operations (North America and Australia, among others), with a view to providing a spectrum of compensation data. The most recent comparative group utilized by us for this purpose consisted of the following companies:

Bannerman Resources Limited  
Forsys Metals Corp.  
NexGen Energy Ltd.  
UEX Corporation  
Uranium Energy Corp.

Fission Uranium Corp.  
Laramide Resources Ltd.  
Toro Energy Limited  
Ur-Energy Inc.  
U3O8 Corp.

Additionally, in recognition of the evolving nature of the Company's asset mix, the Nominating and Compensation Committee most recently also referenced the compensation practices of a group of investment companies which included:

49 North Resources Inc.	Aberdeen International Inc.
Difference Capital Financial Inc.	Goodman Gold Trust
Sulliden Mining Capital Inc.	ThreeD Capital Inc.

Details concerning the compensation paid to our "Named Executive Officers" are disclosed elsewhere in this section of the circular. The Named Executive Officers are the Chief Executive Officer and Chief Financial Officer and each of our three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation for the 2021 financial year was greater than \$150,000, as calculated in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"). The Named Executive Officers for our 2021 financial year are: Richard Patricio, President and Chief Executive Officer; Carmelo Marrelli, Chief Financial Officer; and Richard Homsany, Executive Vice President, Australia.

#### *Salary*

Amounts paid to an executive officer as base salary, including merit salary increases, are determined by reference to the individual's performance and salaries prevailing in the marketplace for comparable positions.

The base salary of each executive officer is reviewed as required. Salary adjustments take into consideration the general level of salaries in the marketplace for comparable positions, the performance of the executive and our performance.

No changes were made to any NEO's base compensation in respect of the 2021 fiscal year.

#### *Bonus*

Cash bonus awards are designed to reward an executive for the direct contribution which he or she can make to the company. Pursuant to the terms of his agreement with us, Mr. Patricio is entitled to an annual performance-based bonus (discussed below), the terms of which are established by either the Nominating and Compensation Committee or the Board of Directors, and the other Named Executive Officers are entitled to receive discretionary cash bonuses from time to time, as determined by the Chief Executive Officer, and approved by the Nominating and Compensation Committee. Except in respect of Mr. Patricio, there are no specific performance goals used in determining an officer's bonus entitlement.

Bonuses are generally awarded in respect of a calendar year, rather than our financial year ended September 30<sup>th</sup>. For the 2021 calendar year, our Chief Executive Officer was eligible to earn a bonus of up to 100% of his base compensation upon achieving the following corporate and individual performance objectives: (i) 25% based on the percentage increase in the company's share price over the prior calendar year-end's watermark of \$0.14; (ii) 25% for completion of an acquisition valued at \$10 million or more; (iii) 25% for completion of a financing for gross proceeds of at least \$5 million (which may include working capital sources other than equity raises); (iv) 25% for the identification and execution of new investment opportunities/deals; and (v) 25% at the discretion of the board.

Based on the above-criteria, upon the recommendation of the Nominating and Compensation Committee, the Board awarded a bonus of \$262,735 to Mr. Patricio, representing 95.54% of his base compensation, 20.54% of which was awarded under the share price component, and 25% of which was awarded under each of the financing, investments and discretionary components.

Upon the recommendation of the Nominating and Compensation Committee, the board also awarded a discretionary bonus of \$50,000 to Richard Homsany, Executive Vice President, Australia, for the 2021 calendar year, in recognition of his efforts in managing the Corporation's Australian operations.

In addition to an annual bonus, the Chief Executive Officer has a special bonus entitlement, which is tied to the performance of our portfolio investment in NexGen Energy Ltd. As part of the Compensation Committee's (as the Nominating and Compensation Committee was then known) review of Mr. Patricio's compensation structure during the 2017 financial year, the Committee recognized the strategic changes that we have undergone over the last several years, which he spearheaded, involving the acquisition and sale of the property which now hosts the significant NexGen uranium discovery and the series of transactions that culminated in the NexGen investment which have had a transformational impact on our balance sheet and financial condition. The Committee determined that it would be appropriate to reward Mr. Patricio for his efforts to-date and continue to properly incentivize him with respect to managing the investment until and upon the occurrence of a liquidity event, the structure of which aligns both the company's (and shareholders') and his interests, and concluded that the disposition of the NexGen position would be an appropriate milestone.

The special bonus may be payable to Mr. Patricio at the board's discretion upon the full disposition of the NexGen position, based upon the cash proceeds of disposition of the position, net of original acquisition costs, and subject to a maximum bonus payable of 5% of the net proceeds. The board also has the discretion to determine that payment of up to 50% of the bonus will be satisfied by the issuance of common shares of the company, subject to applicable regulatory approval. The bonus entitlement is not tied to a particular year but remains in effect until disposition of the investment. No award was made in respect of the special bonus for the 2021 financial year.

#### *Option-based awards*

Stock option grants are an important component of the compensation packages of the Named Executive Officers. Options are granted pursuant to our stock option plan. Our stock option plan is administered by the board of directors, which has the authority to amend the plan and the terms of outstanding options, subject to applicable regulatory and shareholder approvals and provided that no amendment may materially impair the rights of existing option holders in respect of options outstanding prior to the amendment. In accordance with option granting procedures adopted by the board of directors, options may be awarded on four pre-established, regular grant dates during the year (provided no trading black-outs are in effect on such dates).

Generally, the Chief Executive Officer proposes option grants for executive officers and the Nominating and Compensation Committee reviews the proposed grants prior to their submission to the board of directors for its consideration and approval. When considering an award of options to an executive officer, consideration of the number of options previously granted to the executive may be taken into account.

Our Chief Executive Officer's compensation package includes a reference target of 3% for the purposes of stock option grants to him (i.e., the total number of options held by him should be exercisable for 3% of the total number of our common shares outstanding from time to time).

Additional information concerning our option granting process and practices and grants made to the Named Executive Officers is provided elsewhere in this circular under the heading "Incentive Plan Awards" and in the Summary Compensation Table.

### *Compensation Risk*

As discussed above, our compensation practices are relatively informal and involve a mix of salary, stock options and discretionary cash bonuses determined in view of an individual's and the company's overall performance, without specific performance goals. The mix of components represents a balanced approach, combining fixed and variable pay and short-to-long term incentives. Salary, bonuses and option grants for our executive officers are also reviewed and/or approved by the Nominating and Compensation Committee, which acts as a control on the quantum of these compensation components in view of their discretionary nature.

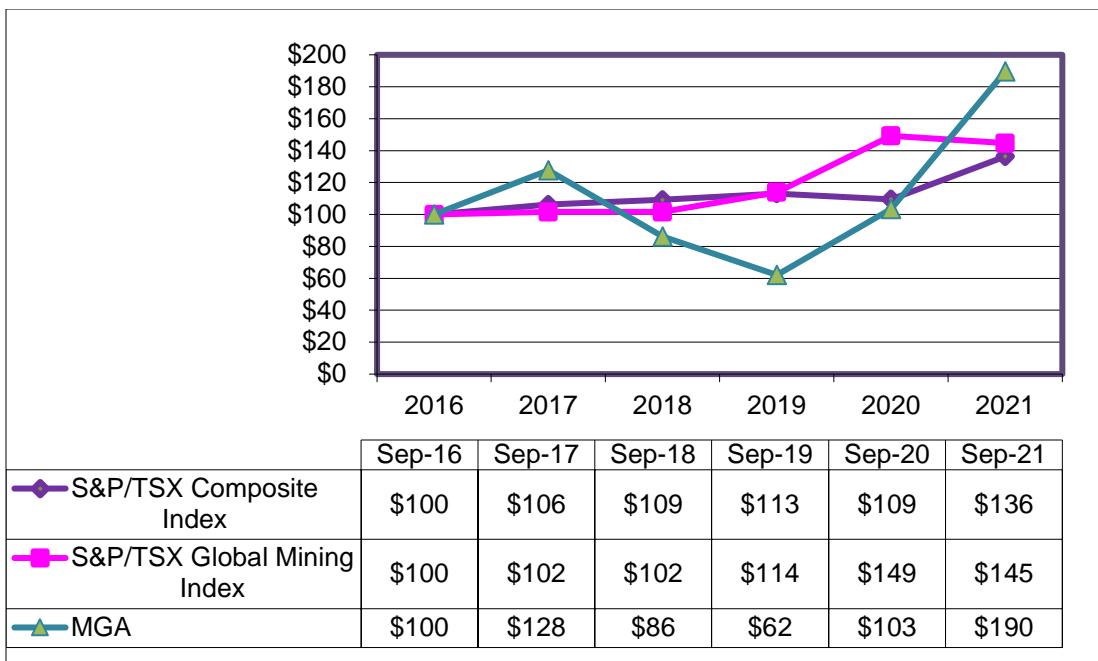
The Nominating and Compensation Committee has considered our compensation practices to determine whether they are likely to encourage executive officers to expose the company to inappropriate or excessive risks. The Committee concluded that there are no risks identified from our compensation policies and practices that are reasonably likely to have a material adverse effect on the company.

### *Restrictions on Hedging Mega Securities*

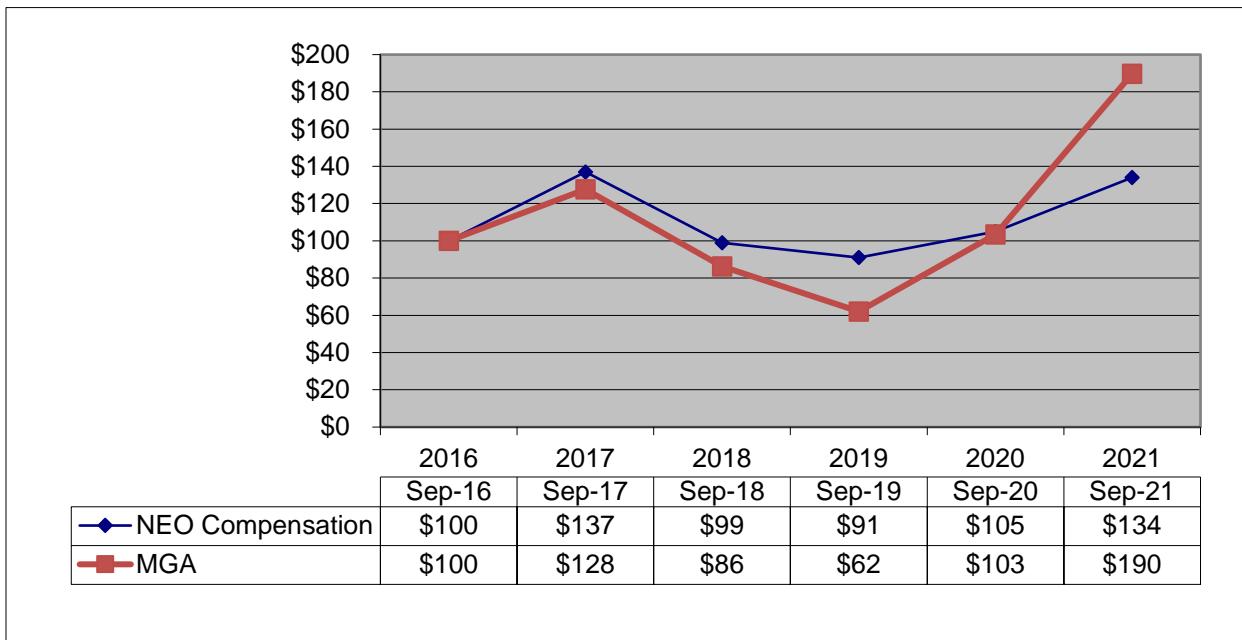
Our directors and officers, including the Named Executive Officers, are subject to our Insider Trading Policy. The policy does not specifically prohibit them from purchasing financial instruments that could be used to hedge a decrease in the market value of equity securities granted to them as compensation or held, directly or indirectly, by them. It does prohibit short selling any of our securities (that is selling securities which are not owned at the time of sale), except for the purpose of facilitating the exercise or conversion of a security owned and corresponding sale of the underlying security.

### **Performance Graphs**

The following graph compares the cumulative total shareholder return on our common shares (assuming the reinvestment of cash dividends of which there have been none) with the cumulative total return on the S&P/TSX Composite Index and the S&P/TSX Global Mining Index for the five most recently completed financial years. The graph and table illustrate what a \$100 investment in our common shares made on September 30, 2016, as compared to a \$100 investment in the S&P/TSX Composite Index and the S&P/TSX Global Mining Index made on the same date, would be worth on September 30<sup>th</sup> of each of the five subsequent years.



The following graph compares the trend in compensation of the Named Executive Officers (referred to as “NEO Compensation” in the graph), as a group, to the trend in our share price. The annual aggregate compensation paid to the Named Executive Officers for each of the last five financial years, indexed to 2016, is shown with the cumulative total shareholder return on our common shares over the same period.



Except for a component of our Chief Executive Officer’s annual bonus entitlement (discussed earlier under “Compensation Discussion & Analysis – Bonus”), generally, no specific part of our executive compensation structure is directly tied to our share price, in the sense that share performance is not typically determinative of the quantum of base salaries, annual bonuses or stock option grants, though it may be a factor considered from time to time.

Option-based awards represent the form of compensation most directly tied to our stock price, insofar as the intrinsic value of options at any point in time (i.e., whether or not they are “in-the-money” and by how much) is directly correlated to the trading price of our shares and is thereby the compensation component most directly aligned with the interests of our shareholders. Additionally, in accordance with NI 51-102, for the purposes of calculating the NEO Compensation above and the total compensation of the Named Executive Officers under “Summary Compensation Table” elsewhere in this section of the circular, options granted to the Named Executive Officers are valued using the Black-Scholes valuation method. Because our stock price is an input used in the Black-Scholes valuation method, the Named Executive Officers’ total annual compensation reflected in the graph is, at least, partially connected to the market value of our shares on the grants dates.

Trends in total compensation for the Named Executive Officers during the five year period reflected in the graph above are primarily attributable to grant-date values of options granted in each of the financial years, an annual bonus paid to our Chief Executive Officer for the years other than 2018 and 2019 and a discretionary bonus paid to our Executive Vice President, Australia in 2020 and 2021.

### **Compensation Governance**

The Nominating and Compensation Committee assists our board of directors in respect of compensation for our directors and officers. As described earlier, our compensation practices are relatively informal and, except as otherwise indicated, the board of directors has not specifically adopted any formal policies or practices to determine director and officer compensation.

The members of the Nominating and Compensation Committee are Albert Contardi, Larry Goldberg and Arni Johannson, each of whom is independent from the company. Mr. Goldberg and Mr. Johannson also serve on our Audit Committee, Mr. Contardi is a prior member of the Audit Committee, and each has previously served and/or currently serves on the audit committees and compensation committees of other public companies, including those in the mining industry. Additionally, in his capacity as Chief Financial Officer for many public and private companies, Mr. Goldberg has been involved in executive compensation research and the development of compensation packages for all levels of organizations. Accordingly, each member has an understanding of financial and risk management matters relating to Mega specifically, as well as those matters in the context of other issuers, which enables the committee, as a whole, to make decisions concerning our compensation policies and practices. The responsibilities of the Nominating and Compensation Committee are described in the section of this information circular entitled “Corporate Governance – Compensation” and their involvement in the determination of the Named Executive Officers’ compensation is described earlier in this section.

## Summary Compensation Table

The following table sets forth the total compensation paid or payable by us, for our fiscal years ended September 30, 2021, 2020 and 2019, to our Chief Executive Officer, Chief Financial Officer and our three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) whose total compensation exceeded \$150,000 during the 2021 fiscal year (collectively, the “**Named Executive Officers**”). Only one executive officer (other than the Chief Executive Officer and the Chief Financial Officer) earned over \$150,000 in total compensation for the 2021 financial year.

### Summary Compensation Table

Name and principal position	Year	Salary/Fees (\$)	Share-Based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation <sup>(2)</sup>	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans		
Richard Patricio <sup>(3)</sup> President & Chief Executive Officer	2021 2020 2019	275,000 275,000 275,000	Nil Nil Nil	144,032 144,769 103,886	231,426 103,125 Nil	Nil Nil Nil	650,458 522,894 378,886
Carmelo Marrelli <sup>(4)</sup> Chief Financial Officer	2021 2020 2019	42,000 42,000 42,000	Nil Nil Nil	41,152 10,277 29,267	Nil Nil Nil	24,000 24,000 24,000	107,152 76,277 95,267
Richard Homsany <sup>(5)</sup> Executive Vice President, Australia	2021 2020 2019	228,096 218,928 224,184	Nil Nil Nil	82,304 29,957 58,5328	46,250 26,250 Nil	Nil Nil Nil	356,650 275,135 282,719

<sup>(1)</sup> Option-based awards are stock options granted to the Named Executive Officers under our stock option plan. Each option entitles the holder to acquire one common share of Mega. Options vest and become exercisable in equal amounts every three months, over a period of eighteen months from the grant date, are granted at an exercise price per share equal to the closing price of our common shares on the Toronto Stock Exchange on the trading day immediately preceding the grant date, and expire five years from the grant date.

The dollar value of the option-based awards reflects the fair value of the options granted to the Named Executive Officers during the year, calculated as at the applicable grant date using the Black-Scholes valuation method. The values are calculated and provided for the purposes of the requirements of NI 51-102 and may not reflect the actual values that would be realized by the Named Executive Officers when they ultimately exercise the options, if at all, which realized values will depend upon the market price of our common shares at the time of exercise. Additionally, the values reported do not reflect the intrinsic value of the options (the difference between the market price of the shares and the exercise price) on the grant date or as at the end of the applicable financial year. Details of the Black-Scholes values used to calculate the fair value of the option grants indicated in the table are provided in the section entitled “Fair Value of Option-Based Awards” which follows the table.

2021 options are exercisable at a price of \$0.195, \$0.265 and \$0.26, until expiry on February 28, 2026, May 31, 2026 and August 31, 2026, respectively. During the 2021 financial year, 1,050,000 options were issued to Mr. Patricio, 300,000 options were issued to Mr. Marrelli and 600,000 options were issued to Mr. Homsany. 2020 options are exercisable at a price per share of \$0.10 and \$0.14, until expiry on May 31, 2025, and August 31, 2025, respectively. During the 2020 financial year, 3,900,000 options were issued to Mr. Patricio, 135,000 options were issued to Mr. Marrelli and 600,000 options were issued to Mr. Homsany. 2019 options are exercisable at a price per share of \$0.12, \$0.105 and \$0.10, until expiry on January 1, 2024, February 28, 2024 and June 2, 2024, respectively. During the 2019 financial year, 990,000 options were issued to Mr. Patricio, 270,000 options were issued to Mr. Marrelli and 540,000 options were issued to Mr. Homsany. The dollar values of all of the foregoing options on their respective grant dates (calculated as set forth in the section below entitled “Fair Value of Option-Based Awards”) are reported in the table.

<sup>(2)</sup> We do not have any long-term non-equity incentive plans. Non-equity incentive plan compensation reflects annual cash bonuses paid or payable to the Named Executive Officers in respect of the applicable financial year ended September 30<sup>th</sup>. However, bonuses are generally payable in respect of services rendered for a calendar year, rather than our September 30<sup>th</sup> financial year. Accordingly, an amount shown in the table for a financial year represents the portion(s) of the calendar-year bonus(es) awarded to the Named Executive Officer which is (are) attributable to services rendered in that financial year. Mr. Patricio was awarded a \$262,735 bonus in respect of the calendar year ended December 31, 2021 and a \$137,500 bonus in respect of the calendar year ended December 31, 2020. His 2021 bonus indicated in the table is comprised of the portion of his 2020 calendar-year bonus attributable to the period of October 1, 2020 to December 31, 2020 and the portion of his 2021 calendar-year bonus attributable to the period of January 1, 2021 to September 30, 2021. Mr. Homsany were awarded a \$50,000 bonus in respect of the calendar year

ended December 31, 2021 and a \$35,000 bonus in respect of the calendar year ended December 31, 2020. His 2021 bonus amount indicated in the table is comprised of the portion of his 2020 calendar-year bonus attributable to the period of October 1, 2020 to December 31, 2020 and the portion of his 2021 calendar-year bonus attributable to the period of January 1, 2021 to September 30, 2021.

<sup>(3)</sup> Compensation is paid to Toton Inc., a corporation controlled by Mr. Patricio.

<sup>(4)</sup> Compensation is paid to Marrelli Support Services Inc. ("Marrelli Co."), the securities of which Mr. Marrelli has indirect control and direction over. Under the terms of our agreement with Mr. Marrelli and Marrelli Co., a monthly fee of \$5,500 is paid to Marrelli Co., \$3,500 of which is payable for Mr. Marrelli's services as our Chief Financial Officer and \$2,000 of which is payable for accounting services provided to us by Marrelli Co.

<sup>(5)</sup> Compensation is paid to Cardinals Corporate Pty Ltd, a corporation controlled by Mr. Homsany. Mr. Homsany is entitled to receive aggregate fees totaling AUD\$240,000 per year, payable in Australian dollars by one of our Australian subsidiaries. Consistent with our accounting practices, amounts indicated in the table have been converted from Australian dollars to Canadian dollars at the average Bank of Canada exchange rate during the applicable financial quarter in which the amounts were paid. The average exchange rate utilized for conversion of the 2019, 2020 and 2021 amounts was \$0.9341, \$0.9122 and 0.9504, respectively.

#### *Fair Value of Option-Based Awards*

The dollar value of the option-based awards indicated in the table above reflects the fair value of the options granted to the Named Executive Officers during the year, calculated as at the applicable grant date using the Black-Scholes valuation method.

Each option grant made to a Named Executive Officer is determined based upon the number of Common Shares underlying the grant, rather than by ascribing a particular value to the grant. The Black-Scholes valuation method used for the purposes of calculating the fair value of the grants is the same methodology used by us for accounting purposes.

The Black-Scholes value of each option granted to a Named Executive Officer in the applicable year and the assumptions and estimates used in calculating the value are provided in the table below:

		Option Fair Value, Assumptions and Estimates				
Grant Date	Exercise Price (\$)	Fair Value (\$)	Share Price Volatility (%)	Expected Life (years)	Expected Dividend Yield (%)	Risk-Free Interest Rate (%)
2021						
Mar 1	0.195	0.111	81	3.7	0	0.50
June 1	0.265	0.153	83	3.7	0	0.64
Sept 1	0.26	0.147	81	3.7	0	0.60

## Incentive Plan Awards

### Outstanding share-based awards and option-based awards

The following table provides details of stock options held by the Named Executive Officers as at September 30, 2021. The Named Executive Officers do not hold any share-based awards.

<b>Name</b>	<b>Number of securities underlying unexercised options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date</b>	<b>Value of unexercised in-the-money options<sup>(1)</sup> (\$)</b>
Richard Patricio	500,000	0.07	December 31, 2021	102,500
	2,000,000	0.14	January 1, 2022	270,000
	350,000	0.175	May 31, 2022	35,000
	350,000	0.20	August 31, 2022	26,250
	350,000	0.21	December 31, 2022	22,750
	350,000	0.14	May 31, 2023	47,250
	350,000	0.125	September 4, 2023	52,500
	350,000	0.12	January 1, 2024	54,250
	350,000	0.105	February 28, 2024	59,500
	290,000	0.10	June 2, 2024	50,750
	3,600,000	0.10	May 31, 2025	630,000
	300,000	0.14	August 31, 2025	40,500
	350,000	0.195	February 28, 2026	28,000
	350,000	0.265	May 31, 2026	3,500
	350,000	0.26	August 31, 2026	5,250
Carmelo Marrelli	200,000	0.07	December 31, 2021	41,000
	250,000	0.14	January 1, 2022	33,750
	100,000	0.175	May 31, 2022	10,000
	100,000	0.20	August 31, 2022	7,500
	100,000	0.21	December 31, 2022	6,500
	100,000	0.14	May 31, 2023	13,500
	100,000	0.125	September 4, 2023	15,000
	100,000	0.12	January 1, 2024	15,500
	100,000	0.105	February 28, 2024	17,000
	70,000	0.10	June 2, 2024	12,250
	90,000	0.10	May 31, 2025	15,750
	45,000	0.14	August 31, 2025	6,075
	100,000	0.195	February 28, 2026	8,000
	100,000	0.265	May 31, 2026	1,000
	100,000	0.26	August 31, 2026	1,500

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Richard Homsany	200,000	0.07	December 31, 2021	41,000
	500,000	0.14	January 1, 2022	67,500
	200,000	0.175	May 31, 2022	20,000
	200,000	0.20	August 31, 2022	15,000
	200,000	0.21	December 31, 2022	13,000
	200,000	0.14	May 31, 2023	27,000
	200,000	0.125	September 4, 2023	30,000
	200,000	0.12	January 1, 2024	31,000
	200,000	0.105	February 28, 2024	34,000
	140,000	0.10	June 2, 2024	24,500
	450,000	0.10	May 31, 2025	78,750
	150,000	0.14	August 31, 2025	20,250
	200,000	0.195	February 28, 2026	16,000
	200,000	0.265	May 31, 2026	2,000
	200,000	0.26	August 31, 2026	3,000

<sup>(1)</sup> The value of an in-the-money option is equal to the difference between the closing price of our common shares on the Toronto Stock Exchange on September 30, 2021 (\$0.275), the last trading day of our 2021 financial year, and the exercise price of the option. A nil value indicates that none of the options were in-the-money as at September 30, 2021.

#### Incentive plan awards – value vested or earned during the year

The following table indicates the value of the incentive plan awards held by the Named Executive Officers which vested during the year ended September 30, 2021.

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested during the year <sup>(2)</sup> (\$)	Non-equity incentive plan compensation – Value earned during the year <sup>(3)</sup> (\$)
Richard Patricio	306,025	--	231,426
Carmelo Marrelli	12,450	--	--
Richard Homsany	49,025	--	46,250

<sup>(1)</sup> Amounts indicated reflect the aggregate dollar value that would have been realized by the Named Executive Officer if the options under his option-based awards which vested during fiscal 2021 were exercised by him on the vesting date. Aggregate dollar value is calculated by subtracting the exercise price of the option from the closing price of our common shares on the Toronto Stock Exchange on the vesting date. Options which are out-of-the-money on the vesting date (i.e., the exercise price is greater than the closing price of the underlying common shares) will have a nil value.

<sup>(2)</sup> We do not make any share-based awards and none were held by the Named Executive Officers during the year ended September 30, 2021.

<sup>(3)</sup> Non-equity incentive plan compensation generally reflects cash bonuses paid to the Named Executive Officers. Further information regarding the bonuses is provided in footnote 2 of the Summary Compensation Table and under “Compensation Discussion and Analysis – Bonus” elsewhere in this section of the circular.

## Discussion of Incentive Plan Awards

Stock options are granted to the Named Executive Officers under our stock option plan. Except for the 3% reference target in respect of grants made to our Chief Executive Officer discussed earlier under “Compensation Discussion and Analysis – Option-Based Awards”, no specific formula or criteria is used to determine the quantum of a particular grant (whether in terms of the number of options or fair value of options) but prior grants, if any, during the financial year, may be taken into account. An option grant is intended to recognize, on a reasonable basis, the individual’s specific contribution to the company in the context of his role. Option grants for the Named Executive Officers are proposed for consideration to the Compensation Committee by the Chief Executive Officer and recommended by the committee to the Board of Directors for its approval.

In accordance with the terms of our stock option plan, each option is exercisable for one of our common shares. The exercise price of an option is determined by the Board of Directors but may not be less than the closing price of our common shares on the Toronto Stock Exchange on the day preceding the grant date. As a matter of course, options have exercise prices equal to this closing price. Under the terms of the stock option plan, the Board of Directors also has the discretion to determine whether option grants will be subject to any vesting requirements. As a matter of course, options granted vest in equal installments every three months over an aggregate period of 18 months from the grant date.

## **Termination and Change in Control Benefits**

### Change in Control

In the event of a change in control involving the company and regardless of whether there is a corresponding termination of his service, Mr. Patricio is entitled to receive a one-time lump sum cash payment equal to 36 months’ fees and the average bonus paid to him in the 36 preceding months (excluding the special bonus discussed under “Compensation Discussion & Analysis – Bonus”), and immediate vesting of all stock options (subject to receipt of any necessary regulatory or other approvals).

Mr. Homsany is entitled to receive a one-time lump sum cash payment of \$950,000 and immediate vesting of all stock options (subject to receipt of any necessary regulatory or other approvals) in the event of a change in control involving the company and regardless of whether there is a corresponding termination of his service. He is also entitled to receive 24 months’ fees (and other benefits), together with any bonus owed to him in the year of termination and for the following 24 months, if he terminates his agreement within 6 months of a change in control.

For the purposes of Mr. Patricio’s and Mr. Homsany’s entitlements, a change in control means: (a) the acquisition by any person or company (as such terms are defined in Section 1(1) of the *Securities Act* (Ontario), or by any combination of persons or companies, of beneficial ownership of more than 50% of our outstanding voting securities or of the voting power of such voting securities, by means of a take-over bid or otherwise; (b) if individuals who, as of the date of the particular agreement, constitute our board of directors (the “Incumbent Board”) cease for any reason to constitute at least a majority of the members of the Incumbent Board; provided, however, that any individual becoming a director subsequent to the date of the agreement whose election, or nomination for election by our shareholders, is approved by a vote of at least two-thirds of the directors then constituting the Incumbent Board shall be considered as though such individual was a member of the Incumbent Board, but excluding, for this purpose, any such individual whose election or nomination is in connection with an actual or threatened solicitation of proxies by or on behalf of any party other than management; (c) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of our assets; (d) any consolidation, merger, amalgamation, arrangement, reorganization or transaction of similar form or nature involving the company

(a “Business Combination”), whereby our shareholders immediately prior to the Business Combination do not, immediately following the Business Combination, beneficially own, directly or indirectly, more than 50% of the outstanding voting securities of the entity resulting from the Business Combination or of the voting power of such voting securities, in substantially the same proportions as their ownership immediately prior to the Business Combination; and (e) the approval by our shareholders of any liquidation or dissolution of the company.

#### *Estimated Incremental Payments Upon Change in Control*

The following table indicates the estimated incremental payments and benefits that would have been received by the Named Executive Officers under the change in control entitlements described above, assuming a change in control had occurred on September 30, 2021.

	Richard Patricio	Richard Homsany
Payment (\$)	870,833	1,178,096 <sup>(1)</sup>
Acceleration of unvested options (\$) <sup>(2)</sup>	145,333	35,208
Total	1,016,166	1,213,304

<sup>(1)</sup> Includes 24 months’ fees payable to Mr. Homsany, assuming that he terminated his agreement within 6 months of the change in control (at an AUD\$/CDNS\$ exchange rate of 0.9504).

<sup>(2)</sup> The value to each Named Executive Officer of the acceleration of their unvested options upon a change in control is calculated by multiplying the difference between the closing price of our common shares on the Toronto Stock Exchange on September 30, 2021 (\$0.275), the last trading day of our 2021 financial year, and the exercise price of the options by the number of unvested options held by the executive on that date.

Other members of management would have received \$350,000 in estimated incremental payments under change in control entitlements assuming a change in control had occurred on September 30, 2021.

#### Termination

Richard Patricio is entitled to receive payment of 24 months’ fees if his services are terminated by us, for any reason (absent cause), in accordance with the terms of his agreement. He is also entitled to 24 months’ fees if he terminates his services due to an adverse change in his position, duties, authority, responsibilities or title, including, without limitation, any such change in the person(s) to whom he reports or who report to him, or any assignment to him of any significant ongoing duties inconsistent in any respect with his position, duties, authority, responsibilities or title.

Richard Homsany is entitled to receive 24 months’ fees (and other benefits), together with any bonus owed to him in the year of termination and for the following 24 months, if his agreement is terminated: (a) by us for any reason, other than for cause determined in accordance with the agreement or (b) by Mr. Homsany upon 6 months’ prior notice and within 6 months of the occurrence of (i) a change in his title or duties resulting in a material diminution of his status or position with us, (ii) a change in control or material changes to the policies, strategies or future plans of our board of directors, as a result of which he is not able to implement his strategy or plans for the development of the company or its projects, or (iii) the relocation of the our principal place of business in Australia to a location other than Perth, Australia. Mr. Homsany is also entitled to receive payment of six months’ fees if his services are terminated by us for any reason, other than for cause determined in accordance with the agreement, and without 6 months’ notice.

Mr. Marrelli is not entitled to any payment upon termination of his services in accordance with his agreement with us.

### *Estimated Incremental Payments Upon Termination*

If their respective agreements had been terminated by us on September 30, 2021, Mr. Patricio would have received a lump sum payment of \$550,000 and Mr. Homsany would have received an aggregate of AUS\$120,000 (approximately \$114,540 in Canadian dollars, based on the then exchange rate) payable over six months thereafter, and an aggregate of AUS\$480,000 (approximately \$458,160 in Canadian dollars, based on the then exchange rate) payable upon termination.

If Mr. Patricio had terminated his agreement on September 30, 2021 in any of the circumstances outlined above, he would have received \$550,000 upon termination. If Mr. Homsany had terminated his agreement on September 30, 2021 in any of the circumstances outlined above, he would have received an aggregate of AUS\$480,000 payable upon termination.

### **Director Compensation**

#### Director Compensation Table

The following table sets forth the total compensation paid or payable by us to our non-executive directors for the fiscal year ended September 30, 2021.

Name	Fees earned <sup>(1)</sup> (\$)	Share-based awards (\$)	Option-based awards <sup>(2)</sup> (\$) <sup>(3)</sup>	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Albert Contardi	42,500	N/A	61,728	Nil	Nil	Nil	104,228
Larry Goldberg	40,000	N/A	61,728	Nil	Nil	Nil	101,728
Arni Johannson	30,000	N/A	61,728	Nil	Nil	Nil	91,728
Douglas Reeson	25,000	N/A	61,728	Nil	Nil	Nil	86,728
Stewart Taylor	20,000	N/A	61,728	Nil	Nil	Nil	81,728

<sup>(1)</sup> Fees earned are comprised of annual retainers for board and committee service, as more fully described below under “Discussion of Director Compensation”.

<sup>(2)</sup> Option-based awards are stock options granted to the non-executive directors under our stock option plan. Each option entitles the holder to acquire one of our common shares. Options vest and become exercisable in equal amounts every three months, over a period of eighteen months from the grant date, are granted at an exercise price per share equal to the closing price of our common shares on the Toronto Stock Exchange on the trading day immediately preceding the grant date, and expire five years from the grant date.

The dollar values of the options granted to the directors on the grant dates (calculated as set forth in note 3) are reported in the table. Options are exercisable at a price per share of \$0.195, \$0.265 and \$0.26, until expiry on February 28, 2026, May 31, 2026 and August 31, 2026, respectively. During the 2021 financial year, 450,000 options were issued to each director.

<sup>(3)</sup> The dollar value of the option-based awards indicated in the table reflects the fair value of the options granted to the directors during the year, calculated as at the applicable grant date using the Black-Scholes valuation method. The values are calculated and provided for the purposes of the requirements of NI 51-102 and may not reflect the actual values that would be realized by the directors when they ultimately exercise the options, if at all, which realized values will depend upon the market price of our shares at the time of exercise. Additionally, the values reported do not reflect the intrinsic value of the options (the difference between the market price of the shares and the exercise price) on the grant date or as at September 30, 2021.

The Black-Scholes value of each option and the assumptions and estimates used in calculating the value are provided in the table below:

		Option Fair Value, Assumptions and Estimates				
Grant Date	Exercise Price (\$)	Fair Value (\$)	Share Price Volatility (%)	Expected Life (years)	Expected Dividend Yield (%)	Risk-Free Interest Rate (%)
2021						
Mar 1	0.195	0.111	81	3.7	0	0.50
June 1	0.265	0.153	83	3.7	0	0.64
Sept 1	0.26	0.147	81	3.7	0	0.60

#### Discussion of Director Compensation

Each of our directors (all of whom are non-executive) receives an annual retainer of \$20,000, with the chair of the board receiving an additional retainer of \$12,500. Each member of our audit and nominating and compensation committees receives an annual retainer of \$5,000, with the chair of the committee receiving an additional annual retainer of \$10,000 and \$5,000, respectively.

Directors are also eligible to participate in our stock option plan, details of which are provided elsewhere in this circular under the sub-heading “Securities Authorized for Issuance Under Equity Compensation Plans – Stock Option Plan”.

Details of the fees earned and options granted to our directors during the 2021 financial year are provided in the Director Compensation Table above.

#### Outstanding share-based awards and option-based awards

The following table provides details of stock options held by our directors as at September 30, 2021. The non-executive directors do not hold any share-based awards.

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Albert Contardi	500,000	0.14	January 1, 2022	67,500
	150,000	0.175	May 31, 2022	15,000
	150,000	0.20	August 31, 2022	11,250
	150,000	0.21	December 31, 2022	9,750
	150,000	0.14	May 31, 2023	20,250
	150,000	0.125	September 4, 2023	22,500
	150,000	0.12	January 1, 2024	23,250
	150,000	0.105	February 28, 2024	25,500
	120,000	0.10	June 2, 2024	21,000
	450,000	0.10	May 31, 2025	78,750
	100,000	0.14	August 31, 2025	13,500
	150,000	0.195	February 28, 2026	12,000
	150,000	0.265	May 31, 2026	1,500
	150,000	0.26	August 31, 2026	2,250

<b>Name</b>	<b>Number of securities underlying unexercised options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date</b>	<b>Value of unexercised in-the-money options<sup>(1)</sup> (\$)</b>
Larry Goldberg	500,000	0.14	January 1, 2022	67,500
	150,000	0.175	May 31, 2022	15,000
	150,000	0.20	August 31, 2022	11,250
	150,000	0.21	December 31, 2022	9,750
	150,000	0.14	May 31, 2023	20,250
	150,000	0.125	September 4, 2023	22,500
	150,000	0.12	January 1, 2024	23,250
	150,000	0.105	February 28, 2024	25,500
	450,000	0.10	May 31, 2025	78,750
	100,000	0.14	August 31, 2025	13,500
	150,000	0.195	February 28, 2026	12,000
	150,000	0.265	May 31, 2026	1,500
	150,000	0.26	August 31, 2026	2,250
Arni Johannson	200,000	0.07	December 31, 2021	41,000
	500,000	0.14	January 1, 2022	67,500
	150,000	0.175	May 31, 2022	15,000
	150,000	0.20	August 31, 2022	11,250
	150,000	0.21	December 31, 2022	9,750
	150,000	0.14	May 31, 2023	20,250
	150,000	0.125	September 4, 2023	22,500
	150,000	0.12	January 1, 2024	23,250
	150,000	0.105	February 28, 2024	25,500
	120,000	0.10	June 2, 2024	21,000
	450,000	0.10	May 31, 2025	78,750
	100,000	0.14	August 31, 2025	13,500
	150,000	0.195	February 28, 2026	12,000
	150,000	0.265	May 31, 2026	1,500
	150,000	0.26	August 31, 2026	2,250
Douglas Reeson	200,000	0.07	December 31, 2021	41,000
	500,000	0.14	January 1, 2022	67,500
	150,000	0.175	May 31, 2022	15,000
	150,000	0.20	August 31, 2022	11,250
	150,000	0.21	December 31, 2022	9,750
	150,000	0.14	May 31, 2023	20,250
	150,000	0.125	September 4, 2023	22,500
	150,000	0.12	January 1, 2024	23,250
	150,000	0.105	February 28, 2024	25,500
	120,000	0.10	June 2, 2024	21,000
	450,000	0.10	May 31, 2025	78,750
	100,000	0.14	August 31, 2025	13,500
	150,000	0.195	February 28, 2026	12,000
	150,000	0.265	May 31, 2026	1,500
	150,000	0.26	August 31, 2026	2,250

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Stewart Taylor	200,000	0.07	December 31, 2021	41,000
	500,000	0.14	January 1, 2022	67,500
	150,000	0.175	May 31, 2022	15,000
	150,000	0.20	August 31, 2022	11,250
	150,000	0.21	December 31, 2022	9,750
	150,000	0.14	May 31, 2023	20,250
	150,000	0.125	September 4, 2023	22,500
	150,000	0.12	January 1, 2024	23,250
	150,000	0.105	February 28, 2024	25,500
	120,000	0.10	June 2, 2024	21,000
	450,000	0.10	May 31, 2025	78,750
	100,000	0.14	August 31, 2025	13,500
	150,000	0.195	February 28, 2026	12,000
	150,000	0.265	May 31, 2026	1,500
	150,000	0.26	August 31, 2026	2,250

<sup>(1)</sup> The value of an in-the-money option is equal to the difference between the closing price of our common shares on the Toronto Stock Exchange on September 30, 2021 (\$0.275), the last trading day of our 2021 financial year, and the exercise price of the option. A nil value indicates that none of the options were in-the-money as at September 30, 2021.

#### Incentive plan awards – value vested or earned during the year

The following table indicates the value of the incentive plan awards held by our non-executive directors which vested during the year ended September 30, 2021.

	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested during the year <sup>(2)</sup> (\$)	Non-equity incentive plan compensation – Value earned during the year <sup>(3)</sup> (\$)
Albert Contardi	44,908	N/A	Nil
Larry Goldberg	44,908	N/A	Nil
Arni Johannson	44,908	N/A	Nil
Douglas Reeson	44,908	N/A	Nil
Stewart Taylor	44,908	N/A	Nil

<sup>(1)</sup> Amounts indicated in the column reflect the aggregate dollar value that would have been realized by the director if the options under his option-based awards which vested during fiscal 2021 were exercised by him on the vesting date. Aggregate dollar value is calculated by subtracting the exercise price of the option from the closing price of our common shares on the Toronto Stock Exchange on the vesting date.

<sup>(2)</sup> We do not make any share-based awards and none were held by our directors during the year end September 30, 2021.

<sup>(3)</sup> We do not pay any non-equity incentive plan compensation to our directors and no such compensation was earned by them during the year.

## CORPORATE GOVERNANCE

The Canadian securities regulatory authorities have issued corporate governance guidelines (the “Corporate Governance Guidelines”) for all reporting issuers in Canada (other than investment funds), together with certain related disclosure requirements. The Corporate Governance Guidelines are recommended as “best practices” for issuers to follow. We recognize that good corporate governance plays an important role in our overall success and in enhancing shareholder value and, accordingly, we have adopted certain corporate governance practices which are reflective of the recommended guidelines. A summary of certain aspects of our approach to corporate governance is provided below.

### Board of Directors

#### *Independence*

National Instrument 52-110 – *Audit Committees* of certain of the Canadian securities regulatory authorities (“NI 52-110”) sets out the standard for determining whether a director is “independent” for the purposes of the Corporate Governance Guidelines and disclosure requirements of the Canadian securities regulatory authorities. In accordance with NI 52-110, a director is “independent” if he or she has no direct or indirect material relationship with us. A “material relationship” is a relationship which could, in the view of our board of directors, be reasonably expected to interfere with the exercise of the director’s independent judgement. NI 52-110 also sets out certain circumstances where a director will automatically be considered to have a material relationship with us.

Based upon the standard articulated in NI 52-110, all of our directors are independent.

In accordance with the mandate of the board, our directors, all of whom are independent, may meet regularly, or from time to time as the circumstances warrant, without the presence of members of management. The full board has had the opportunity for candid discussion outside the presence of management on several occasions during the year, as has our Audit Committee, which is comprised entirely of independent directors.

Albert Contardi is Chair of the board of directors and is an independent director.

#### *Attendance*

During our financial year ended September 30, 2021, there were 4 meetings of the board of directors, 4 meetings of the Audit Committee and 1 meeting of the Nominating and Compensation Committee. The attendance record of each of our directors for these meetings (as applicable) is set out below:

Director	Meetings of the		
	Board	Audit Committee	Nominating and Compensation Committee
Albert Contardi	4/4	--	1/1
Larry Goldberg	4/4	4/4	1/1
Arni Johannson	4/4	4/4	1/1
Douglas Reeson	4/4	4/4	--
Stewart Taylor	4/4	--	--

## *Directorships*

The following nominees for election as directors at the Meeting are presently also directors of one or more other reporting issuers:

Director	Reporting Issuers
Albert Contardi	Argentum Silver Corp. Pima Zinc Corp. TomaGold Corporation Vanstar Mining Resources Inc. Veta Resources Inc.
Arni Johannson	Brand X Lifestyle Corp. (formerly, Block X Capital Corp.)
Douglas Reeson	Gossan Resources Limited

## **Board Mandate**

Our board of directors is responsible for the stewardship of the company and for supervising the management of our business and affairs. The board reviews, discusses and approves various matters relating to our strategic direction, business and operations and its organizational structure, with a view to the Corporation's best interests.

While management is responsible for the day to day conduct of our business, in carrying out its supervisory responsibilities, the board (or committees of the board, as the case may be) has numerous responsibilities, including: (a) adopting a strategic planning process and approving a strategic plan; (b) identifying our principal business risks and ensuring the implementation of appropriate systems to manage these risks; (c) ensuring appropriate succession planning in place, including appointing, training and monitoring senior management; (d) developing a communications policy for the company; (e) developing policies and procedures to ensure the integrity of our internal control and management information systems; (f) ensuring appropriate standards of corporate conduct, including adopting a code of business conduct and ethics, and monitoring compliance with and waivers from the code; (g) ensuring implementation of appropriate environmental stewardship and health and safety management systems; (h) reviewing and approving compensation of senior management; (i) adopting corporate governance guidelines or principles applicable to us; (j) reviewing annually the contribution of the board as a whole, the committees of the board and each of the directors; and (k) adopting a process for shareholders and other interested parties to communicate directly with the board or its independent directors.

## **Position Descriptions**

The board of directors has not developed written position descriptions for its chair or the chair of each committee of the board. Generally, the chair's responsibilities include setting agendas for board meetings in collaboration with our chief executive officer and presiding over the meetings, acting as a liaison between senior management and the board and providing advice to senior management on various matters. The chair stays up-to-date about the organization and determines when an issue needs to be brought to the attention of the full board or a committee.

The chair of each committee of the board of directors is responsible for determining the frequency of committee meetings (subject to any requirements set forth in the committee's charter), developing the committee's annual schedule and agendas and reporting to the board on the significant matters considered at the committee's meetings.

The board of directors has not developed a written position description for our chief executive officer. In light of the current stage of our operations, the board is of the view that it is not necessary to formalize in writing the role and responsibilities of the chief executive officer. The chief executive officer is accountable to the board for the effective overall management of the company. He is responsible for, among other things: fostering a corporate culture that promotes ethical practices; developing our strategic plan; developing and maintaining an effective organizational structure; acting as our principal spokesperson; advising the board on operational and financial matters and keeping it apprised of significant events, developments and opportunities that affect our business.

### **Orientation and Continuing Education**

Each new director brings a different skill set and professional background to the board of directors. Accordingly, the board determines, on an individual basis, what measures are appropriate to orient a new director to the nature and operations of our business. We provide continuing education for directors as the need arises and encourage open discussion at all meetings, which format encourages learning by the directors.

### **Ethical Business Conduct**

We have a Code of Business Conduct and Ethics (the “**Code**”) in place which is to be followed by our employees, officers and directors and those of our subsidiaries. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoidance of conflicts of interest and compliance with applicable governmental laws, rules and regulations. A copy of the Code is available at [www.sedar.com](http://www.sedar.com) and a summary of certain of its provisions is provided below.

We are committed to sound environmental management. The Code confirms our intention to conduct our self in partnership with the environment and community at large as a responsible and caring business entity, and our commitment to managing all phases of our business in a manner that minimizes any adverse effects of our operations on the environment.

The Code provides that our employees, officers and directors are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and our interests. Such individuals (and their immediate family members) are prohibited from using their positions with the company to solicit gifts or other benefits from our suppliers and contractors, and the Code contains guidelines to be followed when accepting gifts or entertainment from these parties.

We are committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. The Code affirms our commitment to foster a work environment in which all individuals are treated with respect and dignity. We are an equal opportunity employer and do not discriminate against employees, officers, directors or potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal or provincial laws and regulations, or any laws or regulations applicable in the jurisdiction where such employees, officers or directors are located.

All of our employees, officers and directors are expected to comply with the Code and any waiver from any part of the Code requires the approval of our President, in the case of an employee, or of our Board of Directors, in the case of an officer or director, and if required under applicable securities legislation, public disclosure of the waiver in the case of an officer or director.

The Code also provides a process by which actual or potential violations of its provisions are to be reported (on a confidential basis) to the chair of the Audit Committee and confirms that there will not be any reprisals against an individual who does so in good faith.

### **Nomination of Directors**

The Nominating and Compensation Committee of the board of directors is responsible for assisting the board in respect of the nomination of directors and is required to identify new candidates for appointment to the board. The current members of the committee are Albert Contardi (Chair), Larry Goldberg, and Arni Johannson, each of whom is an “independent” director for the purposes of the Corporate Governance Guidelines

When a vacancy on the board arises, the directors will analyze our needs and identify individuals who can meet the needs and who, by virtue of their skills, areas of expertise, industry knowledge, geographic location and geographic and industry contacts, are best able to contribute to the direction of our business and affairs. The identification of candidates is made in the context of the existing competencies and skills which the board of directors, as a whole, does possess and, to the extent different, should possess.

### **Compensation**

The Nominating and Compensation Committee is also responsible for assisting the board of directors in respect of director and officer compensation matters. In accordance with its charter, the Committee establishes and reviews our overall compensation philosophy and, at least annually, its general compensation policies with respect to the chief executive officer (and other officers), including the corporate goals and objectives and the annual performance objectives relevant to him. The Committee evaluates the chief executive officer’s performance in light these goals and objectives and, based on its evaluation, determines and approves the annual salary, bonus, options and other benefits of the chief executive officer. In determining his compensation, the Committee may consider a number of factors, including the Corporation’s performance, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the chief executive officer in past years and other factors it considers relevant. In the case of the 2021 compensation of our chief executive officer, the committee made recommendations which were approved by the board.

The Nominating and Compensation Committee also reviews the adequacy and form of compensation of our directors, with a view to ensuring it realistically reflects the responsibilities and risks involved in being a director of the company. The Committee recommends to the board for approval the form of remuneration of directors and the amount to which each director will be entitled.

### **Other Board Committees**

The Audit Committee and the Nominating and Compensation Committee are our only board committees.

### **Assessments**

The board of directors annually reviews its own performance and effectiveness, as well as that of the Audit Committee. In accordance with its charter, the Audit Committee reviews the charter annually to assess whether any changes to it should be recommended to the board of directors. In accordance with its Charter, the Nominating and Compensation Committee reviews and evaluates, at least annually, its performance and the performance of its members, and reviews its charter to assess whether any changes to it should be recommended to the board of directors.

The board of directors has not instituted a formal process to regularly assess the effectiveness and contribution of the board of directors or that of individual directors. Effectiveness is subjectively measured by comparing actual corporate results with objectives. The contributions of each individual director is informally monitored by the other members of the board, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the board.

We feel that our corporate governance practices are appropriate and effective for us, given our size and operations. Our method of corporate governance allows for us to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

### **Term Limits and Other Mechanisms for Board Renewal**

We have not adopted term limits for our directors or other formal mechanisms for board renewal. Our board is of the view that the company is best served where a balance exists between directors with the in-depth knowledge and institutional memory that comes from serving over longer periods of time and newer directors who bring different experiences and new perspectives. In their arbitrariness, term limits ignore this balance.

### **Representation of Women on the Board and in Executive Officer Positions**

We adopted a formal written policy regarding board diversity in February 2019. We believe in diversity and value the benefits that diversity can bring to our board of directors. Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink and ensures that we have the opportunity to benefit from all available talent. The promotion of a diverse board makes prudent business sense and makes for better corporate governance.

We seek to maintain a board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the board should reflect the diverse nature of the business environment in which we operate. For purposes of board composition, diversity includes, but is not limited to, business experience, geography, age, gender and ethnicity.

We are committed to a merit-based system for board composition within a diverse and inclusive culture which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. When assessing board composition or identifying suitable candidates for appointment or re-election to the board, we will consider candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the board.

We will periodically assess the expertise, experience, skills and backgrounds of our directors in light of the needs of the board, including the extent to which the current composition of the board reflects a diverse mix of knowledge, experience, skills and backgrounds, including an appropriate number of women directors.

Any search firm engaged to assist the board or a committee of the board in identifying candidates for appointment to the board will be specifically directed to include diverse candidates generally, and multiple women candidates in particular.

The board or the committee to which it has delegated responsibilities relating to the nomination of directors (currently, the Nominating and Compensation Committee) will annually review this policy and assess its effectiveness in promoting a diverse board which includes an appropriate number of women directors.

Historically, the level of representation of women on the board was not considered when identifying and nominating candidates for election or re-election.

Historically, there has been little to no turnover in our executive officer ranks, which have always been few in number (there are currently three executive officers), and no consideration was given to the level of representation of women in executive positions when making appointments, to the extent the opportunity arose.

We have not adopted a target regarding the number of women on our board or in executive officer positions. We recognize the importance and value of gender diversity but believe, at this time, it is best served by making thoughtful and informed executive and board recruitment decisions that further diversity principles rather than applying a mathematical approach to any selection criteria. There are currently no women on our board (0 of 5 directors) or holding executive officer positions (0 of 3 executive officer positions). One of the four management positions (which includes the three executive officer positions) is held by a woman.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

Set forth below is a summary of securities issued and issuable under all of our equity compensation plans as at September 30, 2021.

#### **Equity Compensation Plan Information**

<b><u>Plan Category</u></b>	<b><u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</u></b>	<b><u>Weighted-average exercise price of outstanding options, warrants and rights</u></b>	<b><u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) – as at September 30, 2021<sup>(1)</sup></u></b>
Equity compensation plans approved by securityholders	32,830,000	\$0.15	2,029,563 <sup>(2)</sup>
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>32,830,000</b>	<b>\$0.15</b>	<b>2,029,563<sup>(2)</sup></b>

<sup>(1)</sup> Our stock option plan permits a maximum number of common shares to be issued under the plan equal to 10% of the number of common shares outstanding from time to time. As at September 30, 2021, 348,595,639 common shares were issued and outstanding, resulting in a maximum of 34,859,563 common shares available for issuance under the stock option plan (including pursuant to the exercise of the outstanding options referenced in column (a)).

<sup>(2)</sup> This number does not include common shares that may become available for issuance under the plan pursuant to its “reload” provision (as discussed below under the heading “Stock Option Plan”).

## **Stock Option Plan**

We grant options under our stock option plan to eligible directors, officers and employees of, and consultants to, the company and our subsidiaries.

The number of common shares issuable pursuant to options granted under the stock option plan may not exceed 10% of the number of common shares outstanding from time to time. Notwithstanding such 10% limit, that number of common shares, if any, underlying options that have been cancelled or that have expired unexercised (whether in full or in part) will once again be issuable under the stock option plan. Furthermore, the stock option plan has a “reload” provision whereby the number of common shares that have been issued pursuant to the exercise of options granted under the plan will once again be available for issuance under the plan.

As at January 25, 2022, an aggregate of 35,538,563 common shares are issuable under the stock option plan (excluding shares available pursuant to the “reload” provision). As at that date, 26,169,626 common shares have been issued under the plan and 33,665,000 common shares are issuable pursuant to outstanding options granted thereunder, representing approximately 7.4% and 9.5%, respectively, of the 355,385,639 common shares outstanding. An additional 1,873,563 common shares remained issuable under future option grants under the stock option plan, representing approximately 0.5% of the common shares outstanding as at that date (assuming no “reload” of common shares issued under the plan).

The annual burn rate of our stock option plan for each of our last three financial years ended September 30, 2019, 2020 and 2021 is 1.47%, 2.47% and 1.46%, respectively. The burn rate is calculated in accordance with the rules of the TSX and reflects the number of stock options granted during the year expressed as a percentage of the weighted average number of our common shares outstanding during the year.

The number of common shares that may be issuable, at any time, to insiders of the company under the stock option plan, together with any other share-based compensation arrangements of ours, may not exceed 10% of the number of common shares outstanding on the date of grant. The number of common shares that may be issued, within any one-year period, to insiders of the company under the stock option plan, together with any other share-based compensation arrangements of ours, may not exceed 10% of the number of our common shares issued and outstanding.

The exercise price of an option granted under our stock option plan is determined by the Board of Directors but may not be less than the closing price of our common shares on the Toronto Stock Exchange on the trading day immediately prior to the date of the option grant or, if the common shares do not trade on such date, then the exercise price may not be less than the average of the daily high and low board lot trading prices of the common shares on the Toronto Stock Exchange for the five trading days immediately preceding the date the option is granted.

The board of directors has the discretion to determine the term and vesting provisions (if any) of options granted under the stock option plan, provided that the term of an option may not exceed ten (10) years. If an optionee’s employment with or service to us is terminated for any reason (other than as a result of the optionee’s death or for cause), all options which have vested as at the date of resignation or notice of termination of employment or service, as the case may be, may be exercised until the earlier of the expiry date of the options and the date that is ninety (90) days from the date of resignation or notice of termination of employment or service, as the case may be. In the event of an optionee’s death, all options which have vested as at the date of death may be exercised under the earlier of the expiry date of the options and the date that is twelve (12) months from the date of death. The board of directors has the discretion to determine an alternative expiry date in the event of the termination of an optionee’s employment or service or the

optionee's death. All unvested options held by an optionee on the date of resignation, notice of termination or death (unless the optionee is terminated for cause), as the case may be, will continue to vest until expiry.

Subject to the receipt of any applicable regulatory, the board of directors may amend the terms of the stock option plan, without the approval of shareholders, except any amendment to (i) change the maximum number of common shares that may be issued under the stock option plan, whether as a fixed number of common shares or as a percentage of the number of common shares outstanding from time to time (other than to reflect an adjustment otherwise permitted under the stock option plan), (ii) reduce the exercise price or extend the expiry period of any option, (iii) increase the limits on the number of common shares issuable to participants under the stock option plan who are insiders of the company, or (iv) expand the class of participants eligible to participate in the stock option plan, any of which amendments shall be subject to the approval of shareholders.

Amendments that can be made to the stock option plan by the board of directors which will not require the approval of shareholders include changing the vesting provisions of any option and changing the effect of the termination of an optionee's employment with or service to us on the optionee's outstanding options.

Options granted under the stock option plan may not be assigned or transferred, other than to certain permitted assigns, including a registered retirement savings plan or registered retirement income fund of the optionee.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

None of our directors or executive officers, none of the persons who have been our directors or executive officers since the commencement of our last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except to the extent that the participation of our directors and executive officers in the Corporation's stock option plan, which is the subject matter of the Stock Option Resolution, could be considered to be a material interest in the matter.

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS TO THE CORPORATION**

No director, executive officer or employee, former executive officer, director or employee, or proposed nominee for election as a director, or associate of any such director, officer or proposed nominee has been indebted to us since the beginning of our most recently completed financial year.

#### **DIRECTORS AND OFFICERS INDEMNIFICATION**

We maintain liability insurance for our directors and officers. The policy provides coverage of up to \$10,000,000, with a deductible of \$50,000. The annual insurance premium is \$17,500 (plus applicable taxes), no portion of which is payable by the individual directors and officers. No claims have been made or paid to date under this policy.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No director, executive officer, significant shareholder, proposed nominee for election as a director, other informed person, or any associate or affiliate of any such person is, has or has had at any time since the beginning of our most recently completed financial year, any material interest, direct or indirect, in any transaction or in any proposed transaction which had materially affected or would materially affect us.

## **ADDITIONAL INFORMATION**

Additional information concerning us is available under our issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning us is provided in our comparative financial statements and management's discussion and analysis for the financial year ended September 30, 2021. Certain information pertaining to our audit committee and our external auditor is also provided in the section entitled "Audit Committee Disclosure" of our annual information form for the financial year ended September 30, 2021, which is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders wishing to obtain a copy of our financial statements and management's discussion and analysis may contact us at 217 Queen Street West, Suite 401, Toronto, Ontario, Canada M5V 0R2 (416) 643-7630.

## **DIRECTORS' APPROVAL**

The contents and sending of this management information circular have been approved by our directors.

DATED at Toronto, Ontario on this 25<sup>th</sup> day of January, 2022.

## **BY ORDER OF THE BOARD OF DIRECTORS**

*"Richard Patricio"*

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Richard Patricio  
President & Chief Executive Officer



## **CONSOLIDATED FINANCIAL STATEMENTS**

**YEARS ENDED SEPTEMBER 30, 2021 AND 2020**

**(EXPRESSED IN CANADIAN DOLLARS)**

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## Independent auditor's report

To the Shareholders of  
**Mega Uranium Ltd.**

### Opinion

We have audited the consolidated financial statements of **Mega Uranium Ltd.** and its subsidiaries [the "Company"], which comprise the consolidated statements of financial position as at September 30, 2021 and 2020, and the consolidated statements of income (loss) and comprehensive income, consolidated statements of cash flows and consolidated statements of equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at September 30, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
<p><i>Equity accounted investment in Toro Energy Ltd.</i></p> <p>As detailed in Note 8 of the consolidated financial statements, the Company has an equity investment in Toro Energy Ltd. [“Toro”] that has a carrying amount of \$1.7 million as at September 30, 2021. The Company accounts for its investment in associate using the equity method, and assesses the investment for indicators of impairment or impairment reversal each reporting period. Toro has a June 30 year-end, which differs from the year-end of the Company. For the purpose of applying the equity method of accounting, the Company uses the June 30 financial statements of Toro, adjusting for any significant transactions or events between June 30 and the Company’s year-end. The Company also makes adjustments to align the accounting policies of Toro, in order to be consistent with the Company’s accounting policies.</p> <p>Auditing management’s investment in Toro was complex due to the judgment used by management when determining indicators of impairment or impairment reversal as well as with respect to determining the adjustments necessary for significant transactions or events subsequent to June 30 and to align accounting policies. As the reporting period of the two entities differs by three months, there is judgment required in determining the extent to which adjustments need to be made to the Company’s share of Toro’s comprehensive income or loss for any significant transactions or events between June 30 and the Company’s year-end.</p>	<p>Our audit procedures in relation to the equity accounted investment in Toro included, but were not limited to, the following:</p> <ul style="list-style-type: none"><li>• Analyzed management’s determination of any significant events or transactions subsequent to June 30, 2021 that would require adjustment by assessing the financial impact of the events to determine significance.</li><li>• Assessed the impact of policy differences between the Company’s accounting policies and those of Toro.</li><li>• Recalculated the Company’s proportionate share of the loss including obtaining external confirmation of the number of shares held by the Company to assess whether the appropriate portion of the loss was being applied to the investment.</li><li>• Evaluated management’s assessment of both indicators of impairment or reversal of impairment by assessing both internal and external sources of information.</li><li>• Evaluated the adequacy of disclosure under IFRS within the consolidated financial statements in relation to this matter.</li></ul>

#### Other information

Management is responsible for the other information. The other information comprises Management’s Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We obtained Management’s Discussion and Analysis prior to the date of this auditor’s report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor’s report. We have nothing to report in this regard.

### **Responsibilities of management and those charged with governance for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Blake Langill.

*Ernst & Young LLP*

Toronto, Canada  
December 16, 2021

Chartered Professional Accountants  
Licensed Public Accountants

# MEGA URANIUM LTD.

## Consolidated Statements of Financial Position

(In thousands of Canadian dollars, except for securities and per share amounts)

	As at September 30, 2021	As at September 30, 2020
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (note 4)	\$ 1,281	\$ 610
Receivables and prepaid expenses (note 5)	307	252
Marketable securities (note 6)	18,177	4,723
<b>Total current assets</b>	<b>19,765</b>	5,585
<b>Non-current assets</b>		
Restricted cash (note 7)	321	334
Equity investment (note 8)	1,710	1,436
Long-term investment (note 9)	116,079	44,990
Property, plant and equipment	22	33
Right-of-use asset (note 10)	108	192
<b>Total non-current assets</b>	<b>118,240</b>	46,985
<b>Total assets</b>	<b>\$ 138,005</b>	\$ 52,570
<b>EQUITY AND LIABILITIES</b>		
<b>Current liabilities</b>		
Amounts payable and other liabilities (notes 12 and 14)	\$ 1,050	\$ 888
Lease liabilities (note 13)	56	81
<b>Total current liabilities</b>	<b>1,106</b>	969
<b>Non-current liabilities</b>		
Lease liabilities (note 13)	63	119
<b>Total non-current liabilities</b>	<b>63</b>	119
<b>Total liabilities</b>	<b>1,169</b>	1,088
<b>Equity</b>		
Share capital (note 15)	280,117	277,183
Warrant reserve (note 16)	-	485
Share option reserve	66,512	66,346
Accumulated other comprehensive income	92,419	30,734
Deficit	(302,212)	(323,266)
<b>Total equity</b>	<b>136,836</b>	51,482
<b>Total equity and liabilities</b>	<b>\$ 138,005</b>	\$ 52,570

Commitments and obligations (note 20)  
Subsequent event (note 25)

On behalf of the Board:

"Douglas Reeson"      Director

"Larry Goldberg"      Director



The notes to the consolidated financial statements are an integral part of these statements.

# MEGA URANIUM LTD.

Consolidated Statements of Income (Loss) and Comprehensive Income  
(In thousands of Canadian dollars, except for securities and per share amounts)

	Year Ended September 30, 2021		2020	
<b>Operating expenses</b>				
General and administrative expenses (note 18)	\$ 2,418		\$ 1,905	
Exploration and evaluation expenditures (note 19)	343		175	
<b>Operating loss</b>	<b>(2,761)</b>		<b>(2,080)</b>	
Loss from equity investment (note 8)	(843)		(665)	
Loss on deemed disposition of equity investment (note 8)	(291)		(894)	
Impairment of equity investment (note 8)	-		(2,657)	
Unrealized gain (loss) on marketable securities	12,601		(64)	
Realized gain on marketable securities	2,356		269	
Gain on sale of option on mineral property (note 19)	-		601	
Accretion (note 13)	(16)		(26)	
Other income	421		194	
Foreign exchange (loss) gain	(16)		27	
<b>Net income (loss) before taxes</b>	<b>11,451</b>		<b>(5,295)</b>	
Deferred tax recovery (note 24)	9,419		1,552	
<b>Net income (loss) for the year</b>	<b>20,870</b>		<b>(3,743)</b>	
<b>Other comprehensive income (loss)</b>				
<b>Items that will be reclassified subsequently to the profit and loss:</b>				
Exchange differences on translation of foreign operations	15		(75)	
<b>Items that will not be reclassified subsequently to the profit and loss:</b>				
Change in fair value of long-term investment, net of tax (note 9)	61,670		10,165	
<b>Other comprehensive income</b>	<b>61,685</b>		<b>10,090</b>	
<b>Total comprehensive income for the year</b>	<b>\$ 82,555</b>		<b>\$ 6,347</b>	
<b>Income (loss) per common share - basic</b>	<b>\$ 0.06</b>		<b>\$ (0.01)</b>	
<b>Income (loss) per common share - diluted</b>	<b>\$ 0.06</b>		<b>\$ (0.01)</b>	
<b>Weighted average number of common shares outstanding - basic</b>	<b>343,182,203</b>		<b>328,632,897</b>	
<b>Weighted average number of common shares outstanding - diluted</b>	<b>353,697,140</b>		<b>328,632,897</b>	

The notes to the consolidated financial statements are an integral part of these statements.

# MEGA URANIUM LTD.

## Consolidated Statements of Cash Flows

(In thousands of Canadian dollars, except for securities and per share amounts)

	Year Ended September 30,	
	2021	2020
<b>Operating activities</b>		
Net income (loss) for the year	\$ 20,870	\$ (3,743)
Adjustment for:		
Loss on equity investment (note 8)	843	665
Loss on deemed disposition of equity investment (note 8)	291	894
Impairment of equity investment	-	2,657
Unrealized (gain) loss on marketable securities	(12,601)	64
Realized gain marketable securities	(2,356)	(269)
Amortization	87	87
Write-off of property, plant and equipment	18	-
Stock-based compensation	604	358
Accretion	16	26
Gain on sale of option on mineral property, net of cash	-	(601)
Deferred tax recovery	(9,419)	(1,552)
Other	-	(8)
Non-cash working capital items:		
Receivables and prepaid expenses	(55)	(66)
Amounts payable and other liabilities	162	252
<b>Net cash used in operating activities</b>	<b>(1,540)</b>	<b>(1,236)</b>
<b>Financing activities</b>		
Proceeds from exercise of warrants and options	2,195	585
Lease payments (note 13)	(97)	(128)
Lease receipts (note 11)	-	49
<b>Net cash provided by financing activities</b>	<b>2,098</b>	<b>506</b>
<b>Investing activities</b>		
Proceeds from sale of marketable securities	3,166	758
Purchase of marketable securities	(1,694)	(75)
Purchase of long-term investment	-	(140)
Additional investment in equity investment	(1,408)	-
Purchase of property, plant and equipment	(10)	-
Proceeds from sale of option on mineral property	-	180
<b>Net cash provided by investing activities</b>	<b>54</b>	<b>723</b>
Effect of exchange rate changes on cash and cash equivalents held in foreign currencies	59	(106)
<b>Net change in cash and cash equivalents</b>	<b>671</b>	<b>(113)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>610</b>	<b>723</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 1,281</b>	<b>\$ 610</b>



The notes to the consolidated financial statements are an integral part of these statements.

**MEGA URANIUM LTD.**

**Consolidated Statements of Equity**  
 (In thousands of Canadian dollars, except for securities and per share amounts)

	<b>Number of common shares</b>	<b>Share capital</b>	<b>Warrant reserve</b>	<b>Share option reserve</b>	<b>Accumulated other comprehensive income</b>	<b>Deficit</b>	<b>Total Shareholders' equity</b>
<b>Balance, October 1, 2019</b>	<b>326,391,094</b>	<b>\$ 276,192</b>	<b>\$ 946</b>	<b>\$ 66,394</b>	<b>\$ 20,644</b>	<b>\$ (319,984)</b>	<b>\$ 44,192</b>
Exercise of stock options	6,500,000	991	-	(406)	-	-	585
Expiry of warrants	-	-	(461)	-	-	461	-
Stock-based compensation	-	-	-	358	-	-	358
Net loss for the year	-	-	-	-	(3,743)	(3,743)	-
Other comprehensive income	-	-	-	10,090	-	10,090	-
<b>Balance, September 30, 2020</b>	<b>332,891,094</b>	<b>277,183</b>	<b>485</b>	<b>66,346</b>	<b>30,734</b>	<b>(323,266)</b>	<b>51,482</b>
Exercise of warrants	10,324,545	1,849	(301)	-	-	-	1,548
Exercise of stock options	5,380,000	1,085	-	(438)	-	-	647
Expiry of warrants	-	-	(184)	-	-	184	-
Stock-based compensation	-	-	-	604	-	-	604
Net income for the year	-	-	-	-	20,870	20,870	-
Other comprehensive income	-	-	-	61,685	-	61,685	-
<b>Balance, September 30, 2021</b>	<b>348,595,639</b>	<b>\$ 280,117</b>	<b>\$ -</b>	<b>\$ 66,512</b>	<b>\$ 92,419</b>	<b>\$ (302,212)</b>	<b>\$ 136,836</b>

The notes to the consolidated financial statements are an integral part of these statements.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 1. Nature of business

Mega Uranium Ltd. ("Mega" or the "Company") was incorporated in 1990 under the laws of the Province of Ontario and its shares are publicly traded on the Toronto Stock Exchange (the "TSX") under the symbol "MGA". The Company is domiciled in the Province of Ontario, Canada and its registered office is located at 217 Queen Street West, Suite 401, Toronto, Ontario, Canada, M5V 0R2.

Mega has exploration stage mineral resource properties in Australia and Canada and investments in uranium-focused companies.

Mega is in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related expenditures is dependent upon various factors, including: the future selling price of uranium; the existence of economically recoverable reserves; the ability of the Company to obtain the necessary financing to complete exploration and development; government permitting policies and regulations; and future profitable production or proceeds from disposition of such properties.

In addition to the Company's own exploration activities, Mega participates indirectly in the uranium sector through its securities holdings in other companies, including its significant long-term investment in NexGen Energy Ltd. ("NexGen") (NXE:TSX), its equity accounted investment in Toro Energy Limited ("Toro") (TOE:ASX), and marketable securities of other uranium-focused issuers. NexGen is an exploration and development stage entity engaged in the acquisition, exploration and evaluation of uranium properties in Canada. Toro's principal activities include the development of the Wiluna Uranium Project and exploration and evaluation of its tenement holdings.

These consolidated financial statements ("consolidated statements") were approved by the Company's board of directors on December 16, 2021.

Commencing in March 2020 and continuing after the year ended September 30, 2021, the coronavirus pandemic known as "COVID19" has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include travel bans, self-imposed quarantine periods and lockdowns, have caused material disruption to businesses globally, resulting in broad-based supply chain disruptions and economic slowdowns. Global equity markets have experienced significant volatility. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and overall impact of the COVID19 pandemic remain unknown at this time, even with the availability of effective vaccines, as does the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the consolidated financial results and condition of the Company and its operating subsidiaries in future periods.

### 2. Basis of preparation

#### a) Statement of compliance:

These consolidated statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Committee ("IFRIC"). The significant accounting policies are presented in note 3 and have been consistently applied in each of the years presented. Significant accounting estimates, judgments and assumptions used or exercised by management in the preparation of these consolidated statements are presented below.

#### b) Basis of presentation:

These consolidated statements have been prepared using the historical cost convention except for some financial instruments which have been measured at fair value. All monetary references expressed in these notes are references to Canadian dollar amounts ("\$") except as otherwise noted.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 2. Basis of preparation (continued)

#### c) Basis of consolidation:

These consolidated statements include the accounts of Mega and its wholly owned subsidiaries: Maple Resources Inc.; Uranium Mineral Ventures Inc. ("UMVI"); Mega Georgetown Pty Ltd.; Mega Hindmarsh Holdings Pty Ltd. ("Hindmarsh"); Mega Redport Holdings Pty Ltd.; Monster Copper Corporation ("Monster"); Nu Energy Uranium Corporation ("Nu Energy"); and Northern Lorena Resources Ltd. ("Lorena"). The Company has additional indirect subsidiaries that are wholly owned by its subsidiaries.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases. Control is achieved when an investor has power over an investee to direct its activities, exposure to variable returns from an investee, and the ability to use the power to affect the investor's returns.

All inter-company transactions and balances have been eliminated upon consolidation.

#### d) Critical accounting judgments, estimates and assumptions:

The preparation of the consolidated statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets, liabilities, and contingent liabilities and the accompanying note disclosures at the date of the consolidated statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

However, actual outcomes may differ from these estimates. The information about significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below:

### Judgments

#### (i) Determination of functional currency:

IAS 21, "The Effects of Changes in Foreign Exchange Rates" ("IAS 21"), defines the functional currency as the currency of the primary economic environment in which an entity operates. The determination of functional currency, which is performed on an entity by entity basis, is based on various judgmental factors outlined in IAS 21. Based on an assessment of the factors in IAS 21, primarily those that influence labour, material and other costs of goods or services received by the Company's subsidiaries, management determined that the functional currency for the parent is the Canadian dollar and the functional currency for the Company's subsidiaries in Australia is the Australian dollar.

#### (ii) Significant influence:

Management determines its ability to exercise significant influence over an investment in shares of other companies by looking at its percentage interest and other qualitative factors including but not limited to its voting rights, representation on the board of directors, participation in policy-making processes, material transactions between the Company and the associate, managerial personnel in common, provision of essential technical information and operating involvement.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 2. Basis of preparation (continued)

d) Critical accounting judgments, estimates and assumptions: (continued)

#### Judgments (continued)

(iii) Impairment of equity investment:

At the end of each financial reporting period, the Company's management assesses whether there are indications of impairment of the Company's equity investment in Toro. The evaluation of external and internal sources of information to determine whether there is an indicator of impairment or, in particular, an impairment reversal involves significant management judgement, including in the case of a potential impairment reversal an assessment of whether there has been a sustained improvement in the service potential of the investment. To the extent that there is such an indicator, the recoverable amount of the Company's equity investment in Toro is estimated based on the applicable publicly available closing share price. The amount of any impairment reversal is limited to the difference between the current carrying amount and the amount that would have been the carrying amount had the earlier impairment not been recognized.

#### Estimates

(i) Share-based payments:

The Company uses the Black-Scholes option pricing model to calculate stock-based compensation expense. The Black-Scholes model requires six key inputs to determine a value for an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain inputs are estimates, which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

(ii) Deferred tax assets and liabilities:

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company computes deferred tax assets and liabilities in respect of taxes that are based on taxable profit. Taxable profit is understood to be a net, rather than gross, taxable amount that gives effect to both revenues and expenses. Taxable profit will often differ from accounting profit and management may need to exercise judgment to determine whether some taxes are income taxes (subject to deferred tax accounting) or operating expenses.

Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply when the differences are expected to be recovered or settled. The determination of the ability of the Company to utilize tax loss carry forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is "probable" that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, commodity prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 3. Significant accounting policies

#### (a) Foreign currency translation

The presentation and functional currency of the Company is the Canadian dollar.

The functional currency of Mega, Maple Resources Inc., Monster, Nu Energy and Lorena is the Canadian dollar. The functional currency of UML, Mega Georgetown Pty Ltd., Hindmarsh, and Mega Redport Holdings Pty Ltd. is the Australian dollar.

#### Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the rate in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the spot rate of exchange in effect at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined. All exchange differences are recorded in the foreign exchange gain or loss in the consolidated statements of comprehensive income (loss) under foreign exchange gain (loss).

#### Translation of foreign operations

The results and financial position of Mega's subsidiaries that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) Share capital is translated using the exchange rate at the date of the transaction;
- (iii) Income and expenses for each consolidated statement of comprehensive income (loss) are translated at average exchange rates for the year; and
- (iv) All resulting exchange differences are recognized as a separate component of equity and as an exchange difference on translation of foreign operations in other comprehensive income (loss) in the consolidated statements of comprehensive income (loss).

When a foreign operation is sold, such exchange differences are recognized in the consolidated statements of comprehensive income (loss) to the extent of the portion sold as part of the gain or loss on sale.

The Company treats specific intercompany loan balances, which are not intended to be repaid in the foreseeable future, as part of its net investment, which is considered when determining an exchange difference on translation of foreign operations in other comprehensive income (loss) in the consolidated statements of comprehensive income (loss).

#### (b) Cash and cash equivalents

Cash and cash equivalents consist of deposits in banks and guaranteed investment certificates ("GICs") that are readily convertible to cash with a remaining term at the date of acquisition of less than 90 days.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 3. Significant accounting policies (continued)

#### (c) Financial instruments

The Company's financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"), based on the business model in which they are held and the characteristics of their contractual cash flows.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch. Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the consolidated statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the consolidated statements of comprehensive income (loss) for the period. Financial assets and liabilities classified at amortized cost are subsequently measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement for each category of financial instrument:

Financial Instrument	Classification
Financial assets	
Cash and cash equivalents	FVTPL
Receivables	Amortized cost
Marketable securities	FVTPL
Long-term investment	FVTOCI <sup>(1)</sup>
Financial liabilities	
Amounts payable and other liabilities	Amortized cost

<sup>(1)</sup> Subsequently measured at fair value with changes recognized in other comprehensive income (loss). The net change subsequent to initial recognition, in the case of investments, is not reclassified into net income upon disposal of the investment or when the investment becomes impaired.

#### (d) Revenue recognition

Interest income and other income are recorded on an accrual basis. Realized and unrealized gains and losses on disposal of marketable securities are reflected in the consolidated statements of comprehensive income (loss). Upon disposal of a marketable security, previously recognized unrealized gains or losses are reversed so as to recognize the full realized gain or loss in the period of disposition. Dividend income is recorded on the ex-dividend date.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 3. Significant accounting policies (continued)

#### (e) Stock-based compensation plans

The Company has stock-based compensation plans, which are described in note 17. The Company grants stock options to acquire common shares to directors, officers, employees and consultants ("equity-settled transactions"). The Board of Directors determines the specific grant terms within the limits set by the Company's stock option plan. The Company's stock option plan does not provide for cash settlement of options. Any consideration received on the exercise of stock options is credited to share capital. The cost of equity-settled transactions is recognized, together with a corresponding increase in share option reserve, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant option holder becomes fully entitled to the award (the "vesting date").

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The Company records compensation expense and credits share option reserve for all stock options granted, which represent the movement in cumulative expense recognized as at the beginning and end of that period. Stock options granted during the year are accounted for in accordance with the fair value method of accounting for stock-based compensation. The fair value for these options is estimated at the date of grant using the Black-Scholes option pricing model. Where the terms of equity-settled transactions are modified, the minimum expense recognized in compensation expense is the expense as if the terms had not been modified.

An additional expense is recognized for any modification that increases the total fair value of the equity-settled transactions, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the Company or the counterparty are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award. The dilutive effect of outstanding options is reflected as an additional share dilution in the computation of diluted earnings per share.

#### (f) Property and equipment

Property and equipment are recorded at cost, less accumulated amortization. Amortization is provided at rates designed to amortize the cost of property and equipment over their estimated useful lives as follows:

	Rate/Term	Basis
Mining equipment	5 to 15 years	Straight line
Furniture and equipment	20%	Declining balance
Motor vehicles	10 to 12 years	Straight line
Software	20%	Straight line

Property and equipment are derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the property and equipment. Any gain or loss arising on disposal of property and equipment, determined as the difference between the net disposal proceeds and the carrying amount of property and equipment, is recognized in net income or loss. When property and equipment comprises major components with different useful lives, the components are accounted for as separate property and equipment.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 3. Significant accounting policies (continued)

#### (g) Earnings (loss) per common share

Basic earnings (loss) per common share have been determined by dividing net income (loss) attributable to common shareholders by the weighted average number of common shares outstanding during the year, excluding shares securing employee share purchase loans and shares in escrow, if any. The Company follows the "treasury stock" method in the calculation of diluted earnings per share. Under this method, the calculation of diluted earnings per share assumes that outstanding options and warrants that are dilutive to earnings per share are exercised and the proceeds are used to repurchase shares of the Company at the average market price of the shares for the period. The treasury stock method is not used to calculate diluted loss per share because the result would be anti-dilutive.

#### (h) Income taxes

Income tax expense comprises current and deferred taxes. Current taxes and deferred taxes are recognized in net income or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income (loss).

Current taxes are the expected taxes payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to taxes payable in respect of previous years.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred taxes are not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting income nor taxable income or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow the related tax benefit to be utilized. Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities, and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### (i) Marketable securities

At the end of each financial reporting period, the Company's management estimates the fair value of investments (which are classified as long-term investments and marketable securities) based on the criteria below and reflects such valuations in the consolidated statements.

- 1) Securities, including shares, options, and warrants that are traded on a recognized securities exchange and for which no sales restrictions apply, are recorded at fair values based on quoted closing bid prices at the consolidated statement dates or the closing bid price on the last day the security traded if there were no trades on the consolidated statement dates.
- 2) Securities that are traded on a recognized securities exchange but that are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from the market value to a maximum of 10%. In determining the discount for such investments, the Company considers the nature and length of the restriction.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 3. Significant accounting policies (continued)

#### (i) Marketable securities (continued)

- 3) For securities that are not traded on a recognized securities exchange and for which no market value is readily available, when there are sufficient and reliable observable market inputs, a valuation technique is used.
- 4) If no such market inputs are available, the securities are valued using alternate methods representing fair value. Changes in estimates and assumptions about these inputs could materially affect the reported fair value.

#### (j) Mineral properties and exploration and evaluation expenditures

The Company expenses all acquisition costs of mineral properties and exploration and evaluation expenditures as incurred.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception the capitalization of development costs that give rise to a future benefit.

#### (k) Equity investments

The Company holds equity investments in associates. An associate is an entity over which the Company has significant influence and is neither a controlled subsidiary nor a jointly controlled entity. The Company has significant influence when it has the power to participate in the financial and operating policy decisions of the associate but does not have control or joint control over those policies.

The Company accounts for equity investments using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and is subsequently increased or decreased to recognize the Company's share of earnings or losses of the associate, and for impairment losses after the initial recognition date. The Company's share of an associate's losses that are in excess of its investment in the associate are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. The Company's share of earnings or losses of associates are recognized through net income or loss during the year. Cash distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment in the associate.

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in an associate is impaired. Objective evidence includes observable data indicating that there is a measurable decrease in the estimated future cash flows of the associate's operations. When there is objective evidence that an investment in an associate is impaired, the carrying amount of such investment is compared to its recoverable amount, being the greater of its fair value less costs of disposal and value in use (i.e. present value of its future cash flows). If the recoverable amount of an investment in an associate is less than its carrying amount, then an impairment loss is recognized in that period. When an impairment loss reverses in a subsequent period, the carrying amount of the investment in an associate is increased to the revised estimate of the recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized through net income or loss in the period in which the reversal occurs.

As at September 30, 2021, the Company holds a 11.81% interest in Toro and has representation on Toro's Board and certain common management. Toro has a June 30 year end, which differs from the year end of the Company. For the purpose of applying the equity method of accounting, the Company uses the fiscal 12 months ended June 30 financial statements of Toro, adjusting for any significant events between June 30 and the Company's year end. Adjustments are also made to align the accounting policies of Toro relating to accounting for acquisition costs of mineral properties and exploration and evaluation expenditures, in order to be consistent with the Company's accounting policies.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 3. Significant accounting policies (continued)

#### (I) Leases and right-of-use assets

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of twelve months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Lease liabilities, on initial measurement, increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

Under IFRS 16, the Company is required to assess the classification of a sublease as a finance or operating lease, with reference to the right-of-use asset and not the underlying asset. The Company assessed and classified its sublease as a finance lease under IFRS 16, and therefore derecognized the right-of-use assets relating to the lease being sublet, and recognized lease receivables equal to the net investment in the sublease, recognized a loss in restructuring and other charges equal to the difference between the right-of-use asset and net investment in the sublease, retained the previously recognized lease obligations in its capacity as lessee, recognized the related interest expense thereafter, and recognized interest income on the sublease receivables in its capacity as finance lessor. Upon entering into a sublease, the Company derecognized the right-of-use asset relating to the head lease that it transfers to the sublessee and recognizes the net investment in the sublease. Any difference between the right-of-use asset and the net investment in the sublease was recognized in profit or loss.



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**MEGA URANIUM LTD.**

Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

**4. Cash and cash equivalents**

	As at September 30, 2021	As at September 30, 2020
Cash	\$ 1,271	\$ 600
Short-term deposits in bank	10	10
<b>Cash and cash equivalents</b>	<b>\$ 1,281</b>	<b>\$ 610</b>

**5. Receivables and prepaid expenses**

	As at September 30, 2021	As at September 30, 2020
Sundry receivables	\$ 183	\$ 146
Sales tax receivables	71	64
Prepaid expenses	53	42
	<b>\$ 307</b>	<b>\$ 252</b>

As at September 30, 2021, no receivables are past due.

**6. Marketable securities**

Marketable securities consist of equity investments in junior or small cap mining companies for the following periods indicated:

	As at September 30, 2021	As at September 30, 2020
Investments at fair value	\$ 18,177	\$ 4,723
Cost	\$ 7,080	\$ 6,232

The Company has classified its investments in marketable securities as financial assets at FVTPL and unrealized gains and losses or changes in fair value are recorded FVTPL.

**7. Restricted cash**

As at September 30, 2021, the Company pledged AUD\$350 (CAD\$321) (September 30, 2020 – CAD\$334) of cash held in a Guaranteed Investment Certificate (“GIC”) as collateral for a letter of guarantee issued to the State of Queensland, Australia, related to the mining leases for the Ben Lomond Property. The letter of guarantee is automatically renewable annually for an indefinite period of time and, accordingly, the pledged GIC is expected to continue to be renewed annually.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 8. Equity investment

An associate is an entity over which the Company has significant influence, and is not a subsidiary or joint venture. Significant influence is presumed to exist when the Company has the power to be actively involved and influential in financial and operating policy decisions of the associate.

The Company accounts for its investment in an associate using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of profit and loss of the associate and for impairment losses after the initial recognition date. The Company's share of comprehensive earnings or losses of associates are recognized in comprehensive loss during the period. Distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment.

The Company is considered to have significant influence over Toro due to the percentage of its equity interest in Toro and its representation on Toro's board of directors.

During the year ended September 30, 2021, Mega acquired an additional 65,217,391 shares of Toro through its participation in a private placement, which increased Mega's total holdings in Toro to 460,312,778 shares but diluted its ownership from 14.53% to 11.81% and resulted in a dilution loss of \$291.

The following is a summary of the Company's investment in Toro:

	Toro
Investment as at September 30, 2019	\$ 5,652
Mega's share of loss	(665)
Loss on deemed disposition of equity investment in Toro	(894)
Impairment of equity investment in Toro	(2,657)
<b>Investment as at September 30, 2020</b>	<b>1,436</b>
Additional investment	1,408
Mega's share of the loss	(843)
Loss on deemed disposition of equity investment in Toro	(291)
<b>Investment as at September 30, 2021</b>	<b>\$ 1,710</b>

The fair value of the equity investment in Toro is \$12,230 as at September 30, 2021 (September 30, 2020 - \$4,903) based on the applicable closing share price. Such fair value is categorized as level 1 within the fair value hierarchy.

As at September 30, 2021, the Company determined that there were no indicators of impairment or impairment reversal on the equity investment in Toro. During the year ended September 30, 2020, the Company determined that there was an indicator of impairment and recorded an impairment of \$2,657.

# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 9. Long-term investment

Mega holds 19,476,265 shares of NexGen as at September 30, 2021 (September 30, 2020 - 19,476,265). The change in the investment in NexGen is detailed as follows:

	Year Ended September 30,	
	2021	2020
Opening balance	\$ 44,990	\$ 33,133
Purchase of additional NexGen shares	-	140
Unrealized gain for the period end recorded in other comprehensive income	71,089	11,717
 Closing balance	 \$ 116,079	 \$ 44,990

### 10. Right-of-use assets

	Year Ended September 30,	
	2021	2020
Balance, beginning of period	\$ 192	\$ 85
Additions	-	217
Depreciation	(84)	(69)
Transfer to net investment in sublease	-	(85)
Transfer from net investment in sublease (note 11)	-	44
 Balance, end of period	 \$ 108	 \$ 192

Rights-of-use asset is depreciated over a four-year term. Refer to note 13 for further details.

### 11. Net investment in sublease

During the year ended September 30, 2020, the Company entered into an agreement to sublease its former office space to an arm's-length party, for an eighteen month term expiring on March 31, 2021. In July 2020, the sublessee defaulted on the sublease and the office space reverted to the Company. The underlying lease to which the Company was a party expired on March 31, 2021.

The continuity of the net investment in sublease is presented in the table below:

	Year Ended September 30,	
	2021	2020
Balance, beginning of period	\$ -	\$ -
Additions	-	92
Finance income on investment in sublease	-	5
Lease payments	-	(49)
Transfer to right-of-use assets (note 13)	-	(48)
 Balance, end of period	 \$ -	 \$ -



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 12. Amounts payable and other liabilities

	As at September 30, 2021	As at September 30, 2020
Trade payables	\$ 59	\$ 45
Due to related parties (note 14)	921	729
Accrued liabilities	70	114
	<b>\$ 1,050</b>	<b>\$ 888</b>

### 13. Lease liabilities

On October 1, 2019, the Company entered into a four-year lease agreement to lease its current office space with lease payments of \$5,500 per month. The Company was also party to an office lease agreement for its former location, which expired on March 31, 2021. The former office space was subleased to an arm's-length party (note 11).

The Company has recorded the current office lease as a right-of-use asset (note 10) and lease liability in the consolidated statements of financial position as at September 30, 2021. At the commencement date of the lease, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 10%, which is the lease specific incremental borrowing rate.

The Company recorded the former office lease as a net investment in sublease (note 11) and lease liability in the consolidated statements of financial position. At the commencement date of the lease, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 10%, which is the lease specific incremental borrowing rate. In July 2020, the sublessee defaulted on the sublease and the office space reverted to the Company. This lease expired on March 31, 2021.

The continuity of the lease liabilities is presented in the table below:

	Year Ended September 30,	
	2021	2020
Balance, beginning of period	\$ 200	\$ 85
Additions	-	217
Interest expense	16	26
Lease payments	(97)	(128)
<b>Balance, end of period</b>	<b>\$ 119</b>	<b>\$ 200</b>

The lease liabilities are classified as follows:

	As at September 30, 2021	As at September 30, 2020
Current portion	\$ 56	\$ 81
Non-current portion	63	119
<b>Total lease liabilities</b>	<b>\$ 119</b>	<b>\$ 200</b>



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 13. Lease liabilities (continued)

#### Maturity analysis - contractual undiscounted cash flows

##### As at September 30, 2021

	\$	66
Less than one year	\$	66
One to five years	\$	66

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	\$	132
Total undiscounted lease obligations	\$	132

### 14. Related party transactions

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Related party transactions were as follows for the years ended September 30, 2021 and 2020.

Type of service	Nature of relationship	Year Ended September 30,	
		2021	2020
Short-term compensation benefits <sup>(a)</sup>	Directors	\$ 158	\$ 158
Short-term compensation benefits <sup>(b)</sup>	Officers	\$ 717	\$ 536
Stock-based compensation benefits <sup>(c)</sup>	Directors and officers	\$ 524	\$ 317
Administrative services <sup>(d)</sup>	Officers	\$ 24	\$ 24

(a) Represents the portion of annual retainers for board and committee service paid to all of the directors during the period.

(b) Represents fees paid as compensation to the Company's Chief Executive Officer, Executive Vice President-Australia and Chief Financial Officer for services rendered in their executive capacities.

For the year ended September 30, 2021, \$601 of the costs relating to these agreements (year ended September 30, 2020 - \$536) are included in general and administrative expenses.

(c) Reflects costs associated with stock options granted as part of executive and director compensation.

(d) Represents accounting services provided to the Company by Marrelli Support Services Inc., a corporation controlled by Mega's Chief Financial Officer, pursuant to an ongoing contractual arrangement.

During year ended September 30, 2021, the Company provided office space and other occupancy services to Toro and earned \$263 (year ended September 30, 2020 - \$183) of income from Toro.

Included in amounts payable and other liabilities are fees owing to officers and directors of \$921 as at September 30, 2021 (September 30, 2020 - \$729).

During the year ended September 30, 2021, officers and directors of Mega exercised 4,080,000 stock options.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 15. Share capital

#### a) Authorized share capital

At September 30, 2021, the authorized share capital consisted of an unlimited number of common shares.

The common shares do not have a par value. All issued shares are fully paid.

#### b) Common shares issued

At September 30, 2021, the issued share capital amounted to \$280,117. The changes in issued share capital for the years were as follows:

	Number of common shares	Amount
<b>Balance, September 30, 2019</b>	<b>326,391,094</b>	<b>\$ 276,192</b>
Exercise of stock options	6,500,000	991
<b>Balance, September 30, 2020</b>	<b>332,891,094</b>	<b>277,183</b>
Exercise of warrants	10,324,545	1,849
Exercise of stock options	5,380,000	1,085
<b>Balance, September 30, 2021</b>	<b>348,595,639</b>	<b>\$ 280,117</b>

### 16. Warrants

	Number of warrants	Grant date fair value
<b>Balance, September 30, 2019</b>	<b>30,566,000</b>	<b>\$ 946</b>
Expired	(14,092,364)	(461)
<b>Balance, September 30, 2020</b>	<b>16,473,636</b>	<b>485</b>
Exercised	(10,324,545)	(301)
Expired	(6,149,091)	(184)
<b>Balance, September 30, 2021</b>	<b>-</b>	<b>\$ -</b>



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 17. Stock options

The Company grants options to directors, officers, employees and consultants under its 2007 Stock Option Plan. Under the plan, the Company is authorized to issue up to the number of common shares of Mega equal to 10% of the number of common shares outstanding from time to time. The term of an option granted under the plan may not exceed 10 years.

Each of the stock options granted and currently outstanding vest in three-month intervals over an 18-month period from the date of grant and have various terms.

The following table reflects the continuity of stock options for the years ended September 30, 2021 and 2020:

	<b>Number of stock options</b>	<b>Weighted average exercise price (\$)</b>
Balance, September 30, 2019	32,490,000	0.13
Granted (i)(ii)	8,120,000	0.11
Exercised	(6,500,000)	0.09
Expired	(925,000)	0.11
<b>Balance, September 30, 2020</b>	<b>33,185,000</b>	<b>0.13</b>
<b>Exercisable, September 30, 2020</b>	<b>26,000,834</b>	<b>0.13</b>
 <b>Balance, September 30, 2020</b>	 <b>33,185,000</b>	 <b>0.13</b>
Granted (iii)(iv)(v)	5,025,000	0.23
Exercised	(5,380,000)	0.12
<b>Balance, September 30, 2021</b>	<b>32,830,000</b>	<b>0.15</b>
<b>Exercisable, September 30, 2021</b>	<b>27,090,830</b>	<b>0.13</b>

(i) On June 1, 2020, the Company granted 6,930,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.10 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.066 was estimated using the Black-Scholes valuation model with the following assumptions: a 5 year expected life; a 85% expected volatility based on historical trends; risk free interest rate of 0.39%; share price at the date of grant of \$0.10; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$457.

(ii) On September 1, 2020, the Company granted 1,190,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.14 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.093 was estimated using the Black-Scholes valuation model with the following assumptions: a five-year expected life; a 85% expected volatility based on historical trends; risk-free interest rate of 0.36%; share price at the date of grant of \$0.14; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$111.

(iii) On March 1, 2021, the Company granted 1,675,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.195 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.111 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.7 year expected life; a 81% expected volatility based on historical trends; risk free interest rate of 0.50%; share price at the date of grant of \$0.195; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$185.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 17. Stock options (continued)

(iv) On June 1, 2021, the Company granted 1,675,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.265 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.153 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.7 year expected life; a 83% expected volatility based on historical trends; risk free interest rate of 0.64%; share price at the date of grant of \$0.265; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$256.

(v) On September 1, 2021, the Company granted 1,675,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.26 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.147 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.7 year expected life; a 81% expected volatility based on historical trends; risk free interest rate of 0.60%; share price at the date of grant of \$0.26; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$247.

The following table summarizes information about stock options outstanding and exercisable as at September 30, 2021:

Expiry date	Exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)	Number of options unvested
December 31, 2021	0.070	0.25	1,525,000	1,525,000	-
January 1, 2022	0.140	0.25	5,240,000	5,240,000	-
May 31, 2022	0.175	0.67	1,675,000	1,675,000	-
August 31, 2022	0.200	0.92	1,675,000	1,675,000	-
December 31, 2022	0.210	1.25	1,675,000	1,675,000	-
May 31, 2023	0.140	1.67	1,675,000	1,675,000	-
September 4, 2023	0.125	1.93	1,675,000	1,675,000	-
January 1, 2024	0.120	2.25	1,675,000	1,675,000	-
February 28, 2024	0.105	2.41	1,675,000	1,675,000	-
June 2, 2024	0.100	2.67	1,195,000	1,195,000	-
May 31, 2025	0.100	3.67	6,930,000	5,775,000	1,155,000
August 31, 2025	0.140	3.92	1,190,000	793,332	396,668
February 28, 2026	0.195	4.42	1,675,000	558,332	1,116,668
May 31, 2026	0.265	4.67	1,675,000	279,166	1,395,834
August 31, 2026	0.260	4.92	1,675,000	-	1,675,000
		2.35	32,830,000	27,090,830	5,739,170

These stock options are expensed over the option's vesting periods in the consolidated statements of loss and comprehensive income and credited to share option reserve.

For the year ended September 30, 2021, included in the consolidated statements of loss and comprehensive loss was stock-based compensation expense of \$543 (year ended September 30, 2020 - \$328) relating to the fair value of stock options granted and \$61 (year ended September 30, 2020 - \$30) was expensed as exploration and evaluation.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 18. General and administrative expenses

The following table summarizes the general and administrative expenses incurred by the Company:

	Year Ended September 30, 2021		2020
Professional fees	\$	85	\$ 84
Consulting and directors' fees		859	651
Shareholder relations and communications		-	3
Transfer agent and filing fees		111	101
Travel and promotion		32	31
Salaries and office administration		683	620
Stock-based compensation		543	328
Amortization		87	87
Write-off of property, plant and equipment		18	-
	\$	2,418	\$ 1,905

### 19. Exploration and evaluation expenditures

The Company enters into exploration agreements with other companies pursuant to which it may earn interests in mineral properties by issuing common shares and/or making option payments and/or incurring expenditures in varying amounts by varying dates. Failure by Mega to meet such requirements can result in a reduction or loss of the Company's ownership interests or entitlements under the agreements.

The Company's key exploration properties are located in Western Australia and Queensland Australia. The Company incurred \$343 in exploration expenditures during the year ended September 30, 2021 (year ended September 30, 2020 - \$175).

On May 14, 2020, the Company entered into an agreement with NxGold Ltd. (now known as Consolidated Uranium Inc. ("CUR")) to grant to CUR a two-year option to purchase Mega's Ben Lomond uranium property ("Ben Lomond Option") located in Queensland, Australia. As consideration for the option grant, Mega received \$180 in cash, 900,000 CUR common shares and 900,000 common share purchase warrants exercisable for an equal number of common shares of CUR (such warrants, together with the 900,000 common shares, the "Option Securities") and an option to sell to CUR Mega's Georgetown uranium property, also located in Queensland, Australia (the "Georgetown Option"). The aggregate value of consideration received was recorded as a gain on sale of option on mineral properties as the mineral properties had no carrying value.

The Ben Lomond Option is conditional upon and may be exercised by CUR subject to the satisfaction of certain conditions, including the approval of the Australian Foreign Investment Review Board, failing which the option will terminate and the Option Securities will be cancelled. CUR may exercise the option and acquire the Ben Lomond property for a price of \$2,500, payable in cash or common shares of CUR (under certain circumstances), and reimbursement to Mega of expenses incurred in respect of the property since the execution of the option agreement. The purchase of the Ben Lomond property is also subject to contingent payments to Mega of up to \$2,385, if the monthly average spot price of uranium reaches US\$50, US\$75 and US\$100, prior to or after closing of Ben Lomond sale. If the option is exercised, completion of the sale of the Ben Lomond property will be subject to the satisfaction of various conditions.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 19. Exploration and evaluation expenditures (continued)

The Georgetown Option is also conditional upon and may be exercised by Mega subject to the satisfaction of certain conditions, including the approval of the Australian Foreign Investment Review Board, failing which it will terminate. If the Ben Lomond Option is exercised, Mega can exercise the Georgetown Option and sell the Georgetown property to CUR for a price of \$500, payable in cash or common shares of CUR (under certain circumstances), and reimbursement to Mega of expenditures in respect of the property since the execution of the option agreement. The purchase of the Georgetown property by CUR is also subject to contingent payments of up to \$1,425, if the monthly average spot price of uranium reaches US\$50, US\$75 and US\$100, prior to or after closing of the Georgetown sale. If the Georgetown Option is exercised, completion of the sale of the Georgetown property will be subject to the satisfaction of various conditions.

During the year ended September 30, 2021, CUR funded \$145 of expenditures incurred by Mega on the Ben Lomond property, which the Company has recognized as other income.

### 20. Commitments and obligations

The Company has the following commitments and obligations as at September 30, 2021:

(i) The Ben Lomond property (Queensland) has a yearly commitment of \$246 (AUD\$269) for care and maintenance costs and environmental obligations for the next five years. The Georgetown property (Queensland) has a yearly commitment of \$9 (AUD\$10) for care and maintenance costs for the next five years. The Redport gold property (Western Australia) has a yearly commitment of \$137 (AUD\$150) for care and maintenance costs for the next five years.

(ii) The Company is subject to management contracts with certain executive officers that provide for payments under circumstances involving a change of control of Mega or termination of the officer's services. As at September 30, 2021, these contracts require that additional payments of approximately \$2,135 be made upon the occurrence of a change of control. The minimum commitment upon termination of these contracts is approximately \$990. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated statements.

(iii) The Company's Chief Executive Officer's compensation package includes a discretionary bonus that is dependent upon the excess of cash proceeds on disposition of the original NexGen investment net of acquisition and disposition costs. The entitlement is payable at the discretion of the board of directors up to a maximum amount equal to 5% of the net cash proceeds. Fifty percent of the bonus may be settled in common shares of the Company (also at the discretion of the board and subject to regulatory approval).

# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 21. Segmented information

The Company's operations are segmented on a regional basis and are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker who is responsible for allocating resources and assessing performance of the operating segments is Mega's Chief Executive Officer.

The Company's significant segments are divided into two distinct geographic areas. The Canadian operations, which are mainly in Ontario and Newfoundland and Labrador, are managed from the Company's head office in Toronto. The Australian operations are managed from Perth.

The following is segmented information of operations for the year ended September 30, 2021 and 2020 and as at September 30, 2021 and 2020:

Country/Region	Year Ended September 30, 2021		2020	
		Net income (loss)		
Canada		\$ 21,002	\$ (3,434)	
Australia		(132)	(309)	
		\$ 20,870	\$ (3,743)	

Country/Region	As at September 30, 2021				
	Capital assets	Cash and cash equivalents	Other assets	Total assets	
Canada	\$ 22	\$ 1,223	\$ 136,214	\$ 137,459	
Australia	-	58	488	546	
	\$ 22	\$ 1,281	\$ 136,702	\$ 138,005	

Country/Region	As at September 30, 2020				
	Property and Equipment	Cash and cash equivalents	Other assets	Total assets	
Canada	\$ 15	\$ 541	\$ 51,634	\$ 52,190	
Australia	18	69	293	380	
	\$ 33	\$ 610	\$ 51,927	\$ 52,570	

The Company has no inter-segment revenues.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 22. Management of capital

The Company includes the following items in its managed capital:

	As at September 30, 2021	As at September 30, 2020
Shareholders' equity comprises of:		
Share capital	\$ 280,117	\$ 277,183
Warrants	-	485
Share option reserve	66,512	66,346
Accumulated other comprehensive income	92,419	30,734
Deficit	(302,212)	(323,266)
	\$ 136,836	\$ 51,482

The Company's objectives when managing capital are:

- (a) To maintain the necessary financing to complete exploration and development of its properties;
- (b) To realize proceeds from sales of one or more of its properties;
- (c) To maximize the income it receives from cash and cash equivalents without significantly increasing the principal at risk by making investments in high credit quality issuers; and
- (d) To maintain a flexible capital structure that optimizes the cost of capital at an acceptable level of risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by:

- realizing proceeds from the disposition of its investments;
- raising capital through equity financings;
- reviewing and reducing capital spending on mineral properties when necessary.

The Company is not subject to any capital requirements imposed by a regulator. To date, the Company has not declared any cash dividends to its shareholders. The Company's management is responsible for the management of capital and reviews its capital management approach on an ongoing basis through the preparation of annual expenditure budgets, which are updated regularly to take into account factors such as successful financings to fund activities, changes in property holdings and related obligations and exploration activities and believes that this approach, given the relative size of the Company, is reasonable. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration, the Company will be required to raise additional funding.

There were no changes in the Company's approach to capital management during the twelve months ended September 30, 2021 and the Company is not subject to any externally imposed capital requirements.



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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 23. Financial instruments

Part of Mega's business includes the acquisition of short-term investments in marketable securities and, in some cases, long-term equity investments in public companies. The use of financial instruments can expose the Company to several risks, including interest rate, foreign exchange and market risks. A discussion of the Company's use of financial instruments and their associated risks is provided below:

(a) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments decline, resulting in lower proceeds on dispositions and losses upon dispositions. The Company generates cash flow primarily from its financing activities and proceeds from disposition of its marketable securities and long-term investments in addition to interest income earned on its investment. The Company has cash and cash equivalents of approximately \$1,281. The cash equivalents consist of highly liquid short-term deposits with the bank (see note 4). The Company has working capital surplus as at September 30, 2021 of \$18,659. The funds are available as needed to fund the Company's ongoing expenditures. The Company regularly evaluates these holdings to ensure preservation and security of capital as well as maintenance of liquidity. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised through the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. All of the Company's trade liabilities are due within the next 12 months.

(b) Market risk

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. In the normal course of business, the Company is exposed to market risk as a result of its investments in publicly traded companies and marketable securities. During periods of significant broader market volatility or volatility experienced by the resource/commodity markets, the value of the Company's investment portfolio can benefit or be vulnerable to market fluctuations.

The following table shows the estimated sensitivity of the Company's after-tax net income (loss) for the year ended September 30, 2021, from a change in the closing bid price of the Company's investments in marketable securities with all other variables held constant as at September 30, 2021:

Percentage of change in closing bid price	Change in net after-tax income (loss) from % increase in closing bid price	Change in net after-tax income (loss) from % decrease in closing bid price
2%	\$ 267	\$ (267)
4%	534	(534)
6%	802	(802)
8%	1,069	(1,069)
10%	1,336	(1,336)

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# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

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### 23. Financial instruments (continued)

#### (c) Interest rate risk:

Interest rate risk is the impact that changes in interest rates could have on the Company's income and liabilities. In the normal course of business, the Company is exposed to interest rate fluctuations as a result of the significant portion of cash equivalents being invested in interest-bearing instruments.

The Company's sensitivity analysis suggests that a 1% change in interest rate would change comprehensive income (loss) by approximately \$10.

#### (d) Currency risk:

Currency risk is the risk that the fair value of future cash flows from the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency fluctuations as it presently holds funds in Canadian and Australian dollars and a significant amount of its costs and liabilities are denominated in Australian and other currencies. The Company has not entered into any foreign currency contracts to hedge this exposure.

The following table shows the estimated sensitivity of the Company's net after-tax income (loss) for the year ended September 30, 2021 from a change in all foreign currencies (Australian dollars and U.S. dollars) with all other variables held constant as at September 30, 2021:

Percentage of change in closing exchange rate	Change in net after-tax income (loss) from % increase in exchange rate	Change in net after-tax income (loss) from % decrease in exchange rate
2%	\$ 10	\$ (10)
4%	19	(19)
6%	29	(29)
8%	39	(39)
10%	48	(48)

#### (e) Credit risk:

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has its cash and cash equivalents deposited with highly rated financial institutions. Other credit risk is limited to cash, restricted cash and trade receivables in the ordinary course of business. The balance of trade receivables owed to the Company in the ordinary course of business is not significant.



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 23. Financial instruments (continued)

#### (f) Concentration risks:

The Company is exposed to concentration risks as its investment portfolio is concentrated primarily in NexGen and Toro, two uranium companies that have total asset carrying values in aggregate of \$117,789 as at September 30, 2021, and \$46,426 as at September 30, 2020, and poses the risk that changes in its fair value can adversely affect the Company's after-tax net income (loss).

The following table shows the estimated sensitivity of the Company's after-tax net income (loss) for the year ended September 30, 2021, from a change in the closing bid price of the Company's investment in NexGen with all other variables held constant as at September 30, 2021:

Percentage of change in closing bid price	Change in net after-tax income (loss) from % increase in closing bid price of NexGen	Change in net after-tax income (loss) from % decrease in closing bid price of NexGen
2%	\$ 1,706	\$ (1,706)
4%	3,413	(3,413)
6%	5,119	(5,119)
8%	6,825	(6,825)
10%	8,532	(8,532)

#### (g) Fair value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The consolidated statements of financial position carrying amounts for cash and cash equivalents, receivables and amounts payable and other liabilities approximate to fair value due to their short-term nature. Marketable securities and long term investments in public companies are fair valued using the bid price on the closing date for the underlying investment. The fair value of marketable securities in private companies is determined from recently completed equity financings.

The Company does not fair value its investment in Toro as it is held as an equity investment (see note 8).

#### Fair value analysis

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which fair value is observable:

Level 1 - Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3 - Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 23. Financial instruments (continued)

#### Fair value analysis (continued)

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

The Company's financial assets measured at fair value through profit or loss have used Level 1 and Level 2 valuation techniques during the year ended September 30, 2021. The carrying values of the Company's financial assets and liabilities approximate their fair values as at September 30, 2021.

As at September 30, 2021 and 2020, the fair values of cash and cash equivalents, restricted cash, receivables and amounts payable and other liabilities approximate their carrying values because of the short-term nature of these instruments. Financial assets and financial liabilities measured at fair value on a recurring basis include:

#### As at September 30, 2021

	Level 1	Level 2	Level 3	Total Fair Value
Marketable securities	\$ 14,585	\$ 3,592	\$ -	\$ 18,177
Long-term investments	\$ 116,079	-	-	\$ 116,079
	\$ 130,664	\$ 3,592	\$ -	\$ 134,256

#### As at September 30, 2020

	Level 1	Level 2	Level 3	Total Fair Value
Marketable securities	\$ 4,146	\$ 577	\$ -	\$ 4,723
Long-term investments	\$ 44,990	-	-	\$ 44,990
	\$ 49,136	\$ 577	\$ -	\$ 49,713

### 24. Income taxes and deferred taxes

#### Income tax recovery

Income tax recovery attributable to loss before income taxes differs from the amounts computed by applying the combined federal and provincial tax rate of 26.50% (2020 - 26.50%) to pre-tax loss as a result of the following:

	Year Ended September 30,	
	2021	2020
Income (loss) before taxes	\$ 11,451	\$ (5,295)
Expected income tax recovery based at statutory rate	3,035	(1,403)
Non-deductible expenses	144	87
Non-deductible (taxable) portion of capital losses	(1,831)	532
Other differences	-	3
Change in unrecognized portion of deferred tax	(10,767)	(771)
Deferred tax recovery	\$ (9,419)	\$ (1,552)



# MEGA URANIUM LTD.

## Notes to Consolidated Financial Statements

Year Ended September 30, 2021

(In thousands of Canadian dollars, except for securities and per share amounts)

### 24. Income taxes and deferred taxes (continued)

#### Deferred tax assets and liabilities

##### (a) Recognized deferred tax assets (liabilities)

As at September 30,	2021	2020
Exploration and evaluation assets	\$ 8,270	\$ -
Non-capital losses carry-forward Canada	787	-
Capital losses carry-forward	2,455	567
Deferred tax asset	11,512	567
Investments	(11,512)	(567)
Deferred tax liability	\$ (11,512)	\$ (567)
<b>Net deferred tax assets (liabilities)</b>	<b>\$ -</b>	<b>\$ -</b>

##### (b) Unrecognized deferred tax assets

The deductible temporary differences and unused losses in respect of which a deferred tax asset has not been recognized in the consolidated statements is as follows:

As at September 30,	2021	2020
Non-capital losses carried-forward - Canada	\$ 8,662	\$ 11,324
Non-capital losses carried-forward - Australia	195,465	203,280
Exploration and evaluation expenditures	24,533	52,914
Net capital losses carried-forward - Canada	-	4,245
Share issue costs and other differences	557	564
	<b>\$ 229,217</b>	<b>\$ 272,327</b>

As at September 30, 2021, the Company had approximately \$11,545 (2020 - \$11,324) of Canadian non-capital losses which expire between 2024 and 2041. The Company has incurred tax losses in Australia of approximately \$195,558, which may be carried forward indefinitely.

### 25. Subsequent event

On November 3, 2021, the Company entered into an agreement to sell its interest in the Mustang Lake uranium property, located in Labrador, Canada, to Labrador Uranium Inc. ("LUR"), a subsidiary of CUR. Mega has a 66% interest in the property (the "Interest"), which is the subject matter of its joint venture with Anthem Resources Inc.

Under the terms of the agreement, Mega will receive 3 million common shares of LUR in exchange for the Interest and have the right to appoint one nominee to LUR's board of directors on closing. Closing of the sale is subject to various conditions, including the completion of the proposed spin-out of CUR's interest in LUR to CUR's shareholders and the listing of LUR's shares on a Canadian stock exchange, and the waiver of Anthem's right of first refusal in respect of the Interest. If the spin-out and listing are not completed prior to November 3, 2022, CUR will have, under certain circumstances, a thirty-day option to purchase the Interest for \$1 million, payable in common shares of CUR.





**MEGA URANIUM LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2021**

## **MEGA URANIUM LTD.**

### **Management's Discussion and Analysis**

**Year Ended September 30, 2021**

**Discussion Dated: December 16, 2021**

**(All amounts in thousands of Canadian dollars, except for securities and per share amounts)**

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### **Introduction**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of Mega Uranium Ltd. ("Mega" or the "Company") should be read in conjunction with Mega's audited consolidated financial statements ("consolidated statements") and notes thereto as at and for the year ended September 30, 2021.

Except as otherwise indicated, all financial data in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

All dollar amounts in this MD&A are reported in thousands of Canadian dollars, except for securities and per share amounts.

### **Caution Regarding Forward-Looking Information**

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to future events or the Company's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, but is not limited to the Company's expectations regarding its portfolio investment strategy, including the time horizon for holding positions and milestones for dispositions, the Company's exploration and development activities, including expectations regarding drilling and other activities conducted to advance properties and associated expenditures, receipt of regulatory and governmental approvals, the impact of proposed asset dispositions on the Company's financial condition and performance and its cash flows, the Company's future operating costs and working capital requirements, including its ability to satisfy such requirements through dispositions of securities or other means and the anticipated timing of dispositions of securities, the exposure of its financial instruments to various risks and its ability to manage those risks, the Company's ability to use tax resource pools and loss carry-forwards, fees to be incurred by foreign subsidiaries, changes in accounting policies, and measures implemented in response to the COVID-19 pandemic and its expected impact on our business (including our investments), operations (including our ability to raise capital), earnings and results.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to uranium exploration activities generally, including the availability and cost of geophysical, drilling and other equipment; uncertainties associated with the uranium industry, including supply and demand fundamentals, our ability to complete our capital programs; geological, technical, drilling and processing problems, including the availability of equipment and access to properties; our ability to secure adequate transportation for our products; potential losses which would stem from any disruptions in production, including work stoppages or other labour difficulties, or disruptions in the transportation network on which we are reliant; potential delays or changes in plans with respect to exploration or development projects or capital expenditures; our ability and the ability of our partners to attract and retain the necessary labour required to explore and

## **MEGA URANIUM LTD.**

### **Management's Discussion and Analysis**

**Year Ended September 30, 2021**

**Discussion Dated: December 16, 2021**

**(All amounts in thousands of Canadian dollars, except for securities and per share amounts)**

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develop our projects; potential conflicting interests with our joint venture partners; our failure or the failure of the holder(s) of licenses or leases to meet specific requirements of such licenses or leases; the failure by counterparties to make payments or perform their operational or other obligations in compliance with the terms of contractual arrangements between us and such counterparties; adverse claims made in respect of our properties or assets; operating hazards and other difficulties inherent in the exploration for and production and sale of uranium; political and economic conditions in the countries in which our property interests are located; obtaining the necessary financing for operations, and unanticipated costs or increased costs incurred to run the operations, our ability to generate taxable income from operations, fluctuations in the value of our portfolio investments due to market conditions and/or company-specific factors, fluctuations in prices of commodities underlying our interests and portfolio investments, unexpected working capital requirements (whether as to timing or quantum) which could require untimely investment dispositions, the severity, duration and spread of the COVID-19 outbreak, actions that may be taken by governmental authorities to contain COVID-19 or to treat its impact and the corresponding effects on global commodity and financial markets, the impact of the pandemic on supply chains and labour, among other areas, and the ability of our investee companies to operate in the normal course as a result, and other risks included elsewhere in this MD&A under the heading "Risks" and in the Company's public disclosure documents filed with certain Canadian securities regulatory authorities and available under the Company's profile at [www.sedar.com](http://www.sedar.com).

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

### **Nature of the Business**

Mega was incorporated in 1990 under the laws of the Province of Ontario and its shares are publicly traded on the Toronto Stock Exchange (the "TSX") under the symbol "MGA". The Company is domiciled in the Province of Ontario, Canada and its registered office address is located at 217 Queen Street West, Suite 401, Toronto, Ontario, Canada, M5V 0R2.

Mega has exploration-stage mineral resource properties in Australia and Canada and investments in uranium-focused public companies.

Mega is in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related expenditures is dependent upon various factors, including: the future selling price of uranium; the existence of economically recoverable reserves; the ability of the Company to obtain the necessary financing to complete exploration and development; government permitting policies and regulations; and future profitable production or proceeds from disposition of such properties.

In addition to the Company's own exploration activities, Mega participates indirectly in the uranium sector through its securities holdings in other companies, including its significant long-term investment in NexGen Energy Ltd. ("NexGen") (TSX:NXE), its equity investment in Toro Energy Limited ("Toro") (ASX:TOE), and marketable securities of other uranium-focused issuers, including Uranium Royalty Corporation (TSXV:URC) and Consolidated Uranium Inc. ("CUR") (TSXV:CUR). The Company classifies its investments in each of the foregoing three categories in accordance with IFRS based on various factors, including Mega's percentage interest in and ability to otherwise influence the entity and the Company's trading intentions. The classifications are discussed in the notes to the Company's audited September 2021

# MEGA URANIUM LTD.

## Management's Discussion and Analysis

Year Ended September 30, 2021

Discussion Dated: December 16, 2021

(All amounts in thousands of Canadian dollars, except for securities and per share amounts)

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consolidated financial statements. Additional information about our investment portfolio is provided elsewhere in this MD&A, including in the section entitled "Investment Portfolio".

### 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 and Toro, two of our principal investments (by fair value).

Our exit strategies include mergers or the achievement of other significant milestones for our investee 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.

### Operational Highlights

- Commencing in March 2020 and continuing after the year ended September 30, 2021, the COVID 19 pandemic has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include travel bans, lockdowns, business closures and self-imposed quarantine periods, have caused material disruption to businesses globally resulting in economic slowdowns and broad-based supply chain disruptions. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID19 pandemic remain unknown at this time, even with the availability of effective vaccines, as does the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.
- During the year ended September 30, 2021, the Company issued 10,324,545 common shares to subscribers for cash proceeds of \$1,548 upon the exercise of warrants issued by Mega in 2018.
- During the year ended September 30, 2021, the Company issued 5,380,000 common shares for gross proceeds of \$647 upon the exercise of stock options by participants under Mega's stock option plan.
- During the year ended September 30, 2021, Mega increased its holdings in Toro by an additional 65,217,391 ordinary shares, at an aggregate cost of \$1,408, and its holdings in CUR by an additional 531,278 common shares and 238,139 warrants, at an aggregate cost of \$843, in each case pursuant to equity financings conducted by the issuers.

## MEGA URANIUM LTD.

### Management's Discussion and Analysis

Year Ended September 30, 2021

Discussion Dated: December 16, 2021

(All amounts in thousands of Canadian dollars, except for securities and per share amounts)

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- On November 3, 2021, the Company entered into an agreement to sell its interest in the Mustang Lake uranium property, located in Labrador, Canada, to Labrador Uranium Inc., a subsidiary of CUR. Mega has a 66% interest in the property, which is the subject matter of its joint venture with Anthem Resources Inc. Details of the proposed transaction are provided elsewhere in this MD&A under "Subsequent Event".

### Overall Performance

As at September 30, 2021, the Company had a working capital surplus of \$18,659 as compared to a working capital surplus of \$4,616 as at September 30, 2020. The increase in working capital surplus is attributable to the increase in value of marketable securities and proceeds from the sale of marketable securities and the exercise of warrants and stock options, offset by the spending on exploration activities, general and administrative expenses and payment of payables during the year ended September 30, 2021.

The value of Mega's investment portfolio grew significantly over the twelve-month period, driven primarily by an approximately 158% increase in our NexGen holdings to \$116,079 and an approximately 285% increase in our marketable securities, as positive sentiment in the uranium market generally drove equity prices higher throughout the sector.

### Mineral Properties

Details of the exploration and evaluation expenditures on the Company's mineral properties for the years ended September 30, 2021 and 2020 are provided below:

Year ended September 30, 2021	Ben Lomond Property (Queensland Australia)	Redport Properties (Western Australia)	Total
Consulting - geology and environmental	\$47	\$42	\$89
Land licenses	172	13	185
Miscellaneous	9	nil	9
Stock-based compensation	nil	60	60
	<b>\$228</b>	<b>\$115</b>	<b>\$343</b>

Year ended September 30, 2020	Ben Lomond Property (Queensland Australia)	Redport Properties (Western Australia)	Total
Consulting - geology and environmental	\$61	nil	\$61
Consulting fees	nil	22	22
Land licenses	27	13	40
Administration	3	nil	3
Miscellaneous	11	8	19
Stock-based compensation	nil	30	30
	<b>\$102</b>	<b>\$73</b>	<b>\$175</b>

## MEGA URANIUM LTD.

### Management's Discussion and Analysis

Year Ended September 30, 2021

Discussion Dated: December 16, 2021

**(All amounts in thousands of Canadian dollars, except for securities and per share amounts)**

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- None of Mega's properties are in production. Pre-feasibility studies are ongoing on the Ben Lomond Project in Queensland.
- On May 14, 2020, the Company entered into an agreement with CUR (then known as NxGold Ltd.) to grant to CUR a two-year option to purchase Mega's Ben Lomond uranium property ("Ben Lomond Option") located in Queensland, Australia. As consideration for the option grant, Mega received \$180 in cash, 900,000 common shares and 900,000 common share purchase warrants exercisable for an equal number of common shares of CUR (such warrants, together with the 900,000 common shares, the "Option Securities") and an option to sell to CUR Mega's Georgetown uranium property, also located in Queensland, Australia (the "Georgetown Option").

The Ben Lomond Option is conditional upon and may be exercised by CUR subject to the satisfaction of certain conditions, including the approval of the Australian Foreign Investment Review Board, failing which the option will terminate and the Option Securities will be cancelled. CUR may exercise the option and acquire the Ben Lomond property for a price of \$2,500, payable in cash or common shares of CUR (under certain circumstances), and reimbursement to Mega of expenses incurred in respect of the property since the execution of the option agreement. The purchase of the Ben Lomond property is also subject to contingent payments to Mega of up to \$2,385, if the monthly average spot price of uranium reaches US\$50, US\$75 and US\$100, prior to or after closing of Ben Lomond sale. If the option is exercised, completion of the sale of the Ben Lomond property will be subject to the satisfaction of various conditions.

The Georgetown Option is also conditional upon and may be exercised by Mega subject to the satisfaction of certain conditions, including the approval of the Australian Foreign Investment Review Board, failing which it will terminate. If the Ben Lomond Option is exercised, Mega can exercise the Georgetown Option and sell the Georgetown property to CUR for a price of \$500, payable in cash or common shares of CUR (under certain circumstances), and reimbursement to Mega of expenditures in respect of the property since the execution of the option agreement. The purchase of the Georgetown property by CUR is also subject to contingent payments of up to \$1,425, if the monthly average spot price of uranium reaches US\$50, US\$75 and US\$100, prior to or after closing of the Georgetown sale. If the Georgetown Option is exercised, completion of the sale of the Georgetown property will be subject to the satisfaction of various conditions.

If completed in accordance with their terms, the dispositions of the Ben Lomond and Georgetown properties are not expected to have a material effect on Mega's financial condition or performance or its cash flows.

During the year period ended September 30, 2021, CUR funded \$145 in expenditures incurred by Mega on the Ben Lomond property, which the Company has recognized as other income.

There are no active exploration programs on the Company's Canadian properties.

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The proposed plans for Mega's properties for its current fiscal year are provided below:

Project/Property Name	Brief Description	Plans for Project	Planned Expenditure for Fiscal 2022	Expenditures Incurred for the Year Ended September 30, 2021
Ben Lomond	2 mining leases totaling 21.6 km <sup>2</sup> in Queensland, Australia.	Environmental and geological prefeasibility studies	\$246	\$227
Georgetown (including the Maureen uranium resource)	Uranium rights in the Georgetown area of Queensland, Australia.	Ground checking airborne radiometric anomalies; drill testing of various prospects if warranted	\$9	\$nil
Redport	Gold properties in Western Australia	Geological studies	\$137	\$55

### Quarterly information

A summary of selected financial information of Mega for the eight most recently completed quarters is provided below:

Three Months Ended	Total Revenue (\$)	Working capital surplus (\$)	Net Income or (Loss)	
			Total (\$)	Per Share (\$)
September 30, 2021	nil	18,659	5,517	0.02
June 30, 2021	nil	14,729	(1,312)	(0.00)
March 31, 2021	nil	18,297	11,552	0.03
December 31, 2020	nil	8,589	5,113	0.02
September 30, 2020	nil	4,616	1,496	0.00
June 30, 2020	nil	4,019	2,890	0.01
March 31, 2020	nil	2,535	(4,103)	(0.01)
December 31, 2019	nil	3,952	(4,026)	(0.01)

The Company is an exploration stage mineral resources company, with an investment portfolio comprised of uranium-focused companies. Issues of seasonality have not had an impact on our results or operations, however, commodity market fluctuations, and fluctuations in the price of uranium, in particular, have impacted the value of our investments, our exploration activities and our ability to grow through acquisition, and may continue to do so in the future. Over the past eight quarters, variations in the quarterly net income (loss) were caused by fluctuations in financial revenue and gains/losses on disposal of marketable securities and long-term investment, income/(loss) from equity investment, exploration and evaluation expenditures and general and administrative expense. Financial income (loss) varies from quarter-to-quarter due primarily to changes in the fair value of the Company's investments in marketable securities, which give rise to unrealized gains/losses. Stock-based compensation expense varies from quarter-to-quarter depending on the number of stock options granted in a quarter, their vesting periods, and the inputs, including assumptions used in the Black-Scholes Option Pricing Model, which is used to calculate the fair value of the stock options.

**MEGA URANIUM LTD.****Management's Discussion and Analysis****Year Ended September 30, 2021****Discussion Dated: December 16, 2021****(All amounts in thousands of Canadian dollars, except for securities and per share amounts)****Results of operations**

For the three months ended September 30, 2021, compared with the three months ended September 30, 2020

For the three months ended September 30, 2021, the Company's net income was \$5,517 compared to net income of \$1,496 for the three months ended September 30, 2020. The increase in net income of \$4,021 is primarily attributable to the following:

- An increase of \$2,273 in unrealized gain on marketable securities resulting from the higher aggregate fair value of the securities during the three months ended September 30, 2021 compared to the three months ended September 30, 2020.
- During the three months ended September 30, 2021, the Company recorded a realized gain of \$755 from the sale of marketable securities compared to \$22 for the year ended September 30, 2020.
- Deferred tax recovery for the three months ended September 30, 2021 was \$2,322 compared to a deferred tax recovery of \$1,426 for the three months ended September 30, 2020. The increase of \$896 in deferred tax recovery resulted from the tax impact of an unrealized gain of \$17,529 on the NexGen shares for the three months ended September 30, 2021 compared to an unrealized loss of \$10,907 for the three months ended September 30, 2020.

A breakdown of general and administrative expenses for the three months ended September 30, 2021 and 2020 is provided below.

<b>Three Months Ended September 30,</b>	<b>2021</b>	<b>2020</b>	<b>Variance</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Professional fees	16	31	(15)
Consulting and directors' fees (a)	163	163	nil
Transfer agent and filing fees	17	12	5
Travel and promotion	18	6	12
Salaries and office administration	177	162	15
Stock-based compensation (b)	175	171	4
Amortization	14	33	(19)
	<b>580</b>	<b>578</b>	<b>2</b>

- (a) Salaries and office administration increased by \$15 during the three months ended September 30, 2021 compared to the three months ended September 30, 2020, due to an increase in corporate overhead during the current period.
- (b) Amortization decreased by \$18 during the three months ended September 30, 2021 compared to the three months ended September 30, 2020, due to the write off of property, plant and equipment in a prior period.

**MEGA URANIUM LTD.****Management's Discussion and Analysis****Year Ended September 30, 2021****Discussion Dated: December 16, 2021****(All amounts in thousands of Canadian dollars, except for securities and per share amounts)**For the year ended September 30, 2021, compared with the year ended September 30, 2020

For the year ended September 30, 2021, the Company's net income was \$20,870 compared to net loss of \$3,743 for the year ended September 30, 2020. The increase in net income of \$24,613 is primarily attributable to the following:

- An increase of \$12,665 in unrealized gain on marketable securities resulting from the higher aggregate fair value of the securities during the year ended September 30, 2021 compared to the year ended September 30, 2020.
- During the year ended September 30, 2021, the Company recorded a realized gain of \$2,356 from the sale of marketable securities compared to \$269 for the year ended September 30, 2020.
- During the year ended September 30, 2020, the Company recorded an impairment of equity investment of \$2,657. The impairment resulted from management's assessment that the carrying value of its investment in Toro exceeded its recoverable amount.
- Deferred tax recovery for the year ended September 30, 2021 was \$9,419 compared to a deferred tax expense of \$1,552 for the year ended September 30, 2020. The increase of \$7,867 in deferred tax recovery resulted from the tax impact of an unrealized gain of \$71,089 on the NexGen shares for the year ended September 30, 2021 compared to an unrealized gain of \$11,717 for the year ended September 30, 2020.

A breakdown of general and administrative expenses for the year ended September 30, 2021 and 2020 is provided below.

<b>Year Ended September 30,</b>	<b>2021</b> <b>(\$)</b>	<b>2020</b> <b>(\$)</b>	<b>Variance</b> <b>(\$)</b>
Professional fees	85	84	1
Consulting and directors' fees (a)	859	651	208
Shareholder relations and communications	nil	3	(3)
Transfer agent and filing fees	111	101	10
Travel and promotion	32	31	1
Salaries and office administration	683	620	63
Stock-based compensation (b)	543	328	215
Amortization	87	87	nil
Write off of property, plant and equipment	18	nil	18
	<b>2,418</b>	<b>1,905</b>	<b>513</b>

(a) Consulting and directors' fees increased by \$208 during the year ended September 30, 2021 compared to the year ended September 30, 2020, the difference being primarily attributable to bonuses awarded to senior management in respect of the 2020 calendar year.

(b) Stock-based compensation expense increased by \$215 for the year ended September 30, 2021 over the 2020 period. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.

## **MEGA URANIUM LTD.**

### **Management's Discussion and Analysis**

**Year Ended September 30, 2021**

**Discussion Dated: December 16, 2021**

**(All amounts in thousands of Canadian dollars, except for securities and per share amounts)**

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### **Liquidity and Capital Resources**

The Company has no operating revenues. It finances its exploration and discretionary investment activities through proceeds from private placements of its securities, the exercise of its stock options and warrants by holders and dispositions of investments.

There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. Furthermore, as of September 30, 2021, the Company had no warrants outstanding and 32,830,000 options outstanding, which would raise \$4,826, if exercised in full by the holders, however such exercises are outside of Mega's control and dependent upon various factors, including the future trading prices of the underlying common shares, which cannot be predicted. Accordingly, Mega cannot rely on the availability of these sources of funds with any degree of certainty.

Absent the foregoing funding sources, the Company must utilize its existing cash reserves or proceeds from investment dispositions to maintain its capacity to meet ongoing operating activities. As at September 30, 2021, the Company had cash and cash equivalents of \$1,281 to settle its amounts payable and other liabilities of \$1,169. The Company's cash and cash equivalents as of September 30, 2021 are sufficient to pay these liabilities. Approximately \$880 of the amounts payable and other liabilities is due to related parties, the majority of which is owed to a payee who has agreed to defer payment.

During the year ended September 30, 2021, the Company used \$1,540 of cash on its operations. During the year ended September 30, 2021, receivables and prepaid expenses increased by \$55 and amounts payable and other liabilities increased by \$162.

For the year ended September 30, 2021, the Company received proceeds of \$2,195 from the exercise of warrants and options previously issued by Mega and proceeds of \$3,166 from the sale of marketable securities from its investment portfolio, offset by funds used to purchase marketable securities and equity investment of \$1,694 and \$1,408, respectively. Net lease payments of \$97 were made during the period.

As at September 30, 2021, the Company's marketable securities and long-term investment in NexGen shares were valued at \$18,177 and \$116,079, respectively. The Company can choose to sell investments to generate funds required to settle its obligations as they arise. Management intends to hold the Company's marketable securities and long-term investments until it becomes advantageous to sell the investments or liquidity needs necessitate such sale.

The Company's use of cash is currently and is expected to continue to be focused on two principal areas - the funding of its general and administrative expenditures and its investment activities. Investing activities include the cash components of the cost of acquiring and exploring the Company's mineral properties. For the twelve-month period ending September 30, 2021, corporate head office costs are estimated to average \$300 per quarter for salaries, office administration, consulting fees, travel and promotion, professional fees and reporting issuer costs.

The Company has material commitments and obligations for cash resources set out below (which exclude discretionary acquisition and exploration expenses pursuant to various agreements). Failure to meet exploration obligations could lead to termination/dilution of the Company's underlying interests.

**MEGA URANIUM LTD.****Management's Discussion and Analysis****Year Ended September 30, 2021****Discussion Dated: December 16, 2021****(All amounts in thousands of Canadian dollars, except for securities and per share amounts)**

<b>Contractual Obligations</b>	<b>Total</b>	<b>Up to 1 year</b>	<b>1 - 3 years</b>	<b>4 - 5 years</b>	<b>After 5 years</b>
	(\$)	(\$)	(\$)	(\$)	(\$)
Amounts payable and other liabilities	1,050	1,050	nil	nil	nil
Lease liabilities	132	66	66	nil	nil
Obligations on mineral properties (a)	1,965	393	786	786	nil
	<b>3,147</b>	<b>1,509</b>	<b>852</b>	<b>786</b>	<b>nil</b>

- (a) Obligations on mineral properties pertain to minimum expenditures required to be incurred to maintain those claims/tenements in Canada and Australia.
- (b) The Company is subject to management contracts with certain executive officers that provide for payments under circumstances involving a change of control of Mega and/or termination of the officer's services. As at September 30, 2021, these contracts require that additional payments of approximately \$2,135 be made upon the occurrence of a change of control. The minimum commitment upon termination of these contracts is approximately \$990. As a triggering event has not taken place, the contingent payments have not been reflected in the interim consolidated statements.
- (c) As part of his compensation package, the Company's Chief Executive Officer is entitled to a special bonus that is dependent upon the cash proceeds of disposition of the original NexGen investment net of acquisition and disposition costs. The entitlement is payable at the discretion of the board of directors and is subject to a maximum bonus equal to 5% of the net cash proceeds. Up to fifty percent of the bonus may be settled in common shares of the Company (also at the discretion of the board and subject to regulatory approval).

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of Mega.

**Outstanding Share Data**

The number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Mega as at December 16, 2021 are as follows:

<b>Securities</b>	<b>As at December 16, 2021</b>
Common shares outstanding	351,060,639
Issuable under options	30,365,000
<b>Total securities</b>	<b>381,425,639</b>

**Contractual Obligations**

Refer to the commitment table under the section "Liquidity and Capital Resources" above for details regarding the Company's contractual obligations as at September 30, 2021.

**MEGA URANIUM LTD.****Management's Discussion and Analysis****Year Ended September 30, 2021****Discussion Dated: December 16, 2021****(All amounts in thousands of Canadian dollars, except for securities and per share amounts)****Segmented information**

The Company's operations are segmented on a regional basis and are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Mega's Chief Executive Officer is the chief operating decision maker who is responsible for allocating resources and assessing performance of the operating segments.

The Company's significant segments are divided into two distinct geographic areas. The Canadian operations, which are mainly in Ontario, and Newfoundland and Labrador, are managed from the Company's head office in Toronto. The Australian operations are managed from Perth.

The following is segmented information of operations for the year ended September 30, 2021 and 2020 and as at September 30, 2021 and 2020:

Country/Region	Year Ended September 30, 2021 Net Income (Loss) (\$)	Year Ended September 30, 2020 Net Income (Loss) (\$)
Canada	21,002	(3,434)
Australia	(132)	(309)
	<b>20,870</b>	<b>(3,743)</b>

**As at September 30, 2021**

Country/Region	Property and Equipment \$	Cash and cash equivalents \$	Other assets \$	Total assets \$
Canada	22	1,223	136,214	137,459
Australia	-	58	488	546
	<b>22</b>	<b>1,281</b>	<b>136,702</b>	<b>138,005</b>

**As at September 30, 2020**

Country/Region	Property and Equipment \$	Cash and cash equivalents \$	Other assets \$	Total assets \$
Canada	15	541	51,634	52,190
Australia	18	69	293	380
	<b>33</b>	<b>610</b>	<b>51,927</b>	<b>52,570</b>

The Company has no inter-segment revenues.

## MEGA URANIUM LTD.

### Management's Discussion and Analysis

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### Investment Portfolio

The Company's investment portfolio was comprised of the following positions as at the years ended September 30, 2021 and 2020. The composition of the portfolio may change from reporting period to period, including changes to individual positions which may increase or be pared down, as a result of acquisitions and dispositions in accordance with Mega's investment and capital management objectives.

#### September 30, 2021

Issuer	Securities	Cost (\$)	Fair value (\$)
NexGen Energy Ltd.	19,476,265 common shares	9,828	116,079
Toro Energy Limited <sup>(1)</sup>	460,312,778 common shares	34,108	12,230
Uranium Royalty Corporation	1,778,000 common shares	1,410	8,001
	1,806,278 common shares	845	4,841
Consolidated Uranium Inc.	1,513,139 warrants	603	3,369
Other investments <sup>(2)</sup>	Common shares and warrants	4,222	1,966
<b>Total</b>		<b>51,016</b>	<b>146,486</b>

#### September 30, 2020

Issuer	Securities	Cost (\$)	Fair value (\$)
NexGen Energy Ltd.	19,476,265 common shares	9,828	44,990
Toro Energy Limited <sup>(1)</sup>	395,095,387 common shares	32,690	4,903
Uranium Royalty Corporation	2,688,426 common shares	1,976	3,065
	1,275,000 common shares	322	701
Consolidated Uranium Inc.	1,275,000 warrants	174	578
Other investments <sup>(3)</sup>	Common shares	3,760	379
<b>Total</b>		<b>48,750</b>	<b>54,616</b>

<sup>(1)</sup> Our Toro investment is equity-accounted for in our consolidated financial statements at \$1,710 as at September 30, 2021 and \$1,436 as at September 30, 2020, in accordance with IFRS. See "Equity Investment" below for a discussion of the accounting. The fair values of the position provided above are calculated in the same manner as the other securities in the portfolio, using the applicable closing bid price of the shares, and are included for comparative purposes.

<sup>(2)</sup> Represents securities of an aggregate of 13 issuers.

<sup>(3)</sup> Represents securities of an aggregate of 11 issuers.

### Equity investments

In November 2013, Mega acquired 415 million ordinary shares of Toro as consideration for the sale of its Lake Maitland properties and certain associated rights and assets. The shares were valued at \$34,337 upon acquisition and represented approximately 28.00% of Toro's outstanding shares. Mega's original ownership interest in Toro has decreased from time to time since then as a result of share dispositions by the Company and dilution following share issuances by Toro.

During the year ended September 30, 2021, Mega acquired an additional 65,217,391 shares of Toro through its participation in a private placement, which increased Mega's total holdings in Toro to 460,312,778 shares but diluted its ownership in Toro from 14.53% to 11.81% and resulted in a dilution loss of \$291.

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The Company is considered to have significant influence over Toro due to the percentage of its equity interest in Toro and its representation on Toro's board of directors. Accordingly, Mega accounts for its investment in Toro using the equity method.

Under the equity method, the Company's investments are initially recognized at cost, and the carrying amounts are increased or decreased to recognize the Company's share of the profit or loss after the date of acquisition. Loss on the equity investment was \$843 for the year ended September 30, 2021.

The fair value of the equity investment in Toro is \$12,230 as at September 30, 2021 (September 30, 2020 - \$4,903) based on the applicable closing share price. Such fair value is categorized as level 1 within the fair value hierarchy.

As at September 30, 2021, the Company determined that there were no indicators of impairment or impairment reversal on the equity investment in Toro. During the year ended September 30, 2020, the Company determined that there was an indicator of impairment and recorded an impairment of \$2,657.

**Long-term investment**

Mega holds 19,476,265 shares of NexGen as at September 30, 2021 (September 30, 2020 - 19,476,265). The change in the investment in NexGen is detailed as follows:

	<b>September 30, 2021 (\$)</b>	<b>September 30, 2020 (\$)</b>
Opening balance	44,990	33,133
Purchase of additional NexGen shares	-	140
Unrealized gain for the year ended recorded in other comprehensive income	71,089	11,717
<b>Closing balance</b>	<b>116,079</b>	<b>44,990</b>

The closing bid price of NexGen was \$5.96 on September 30, 2021 compared to \$2.31 on September 30, 2020.

The fair value of the Company's NexGen investment can be vulnerable to market fluctuations during periods of significant broader market volatility or volatility experienced by the uranium sector, in addition to company-specific factors, all of which factors are beyond the Company's control.

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All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Related party transactions were as follows for the years ended September 30, 2021 and 2020:

Type of service	Nature of relationship	Year Ended September 30, 2021 (\$)	Year Ended September 30, 2020 (\$)
Short-term compensation benefits <sup>(a)</sup>	Directors	158	158
Short-term compensation benefits <sup>(b)</sup>	Officers	717	536
Stock-based compensation benefits <sup>(c)</sup>	Directors and Officers	524	317
Administrative services <sup>(d)</sup>	Officers	24	24

<sup>(a)</sup> Represents the portion of annual retainers for board and committee service paid to all of the directors during the period.

<sup>(b)</sup> Represents fees paid as compensation to the Company's Chief Executive Officer, Executive Vice President-Australia and Chief Financial Officer for services rendered in their executive capacities.

For the year ended September 30, 2021, \$601 of the costs relating to these agreements (year ended September 30, 2020 - \$536) are included in general and administrative expenses.

<sup>(c)</sup> Reflects costs associated with stock options granted as part of executive and director compensation.

<sup>(d)</sup> Represents accounting services provided to the Company by Marrelli Support Services Inc., a corporation controlled by Mega's Chief Financial Officer, pursuant to an ongoing contractual arrangement.

During year ended September 30, 2021, the Company provided office space and other occupancy services to Toro and earned \$263 (year ended September 30, 2020 - \$183) of income from Toro.

Included in amounts payable and other liabilities are fees owing to officers and directors of \$921 as at September 30, 2021 (September 30, 2020 - \$729).

During the year ended September 30, 2021, officers and directors of Mega exercised 4,080,000 stock options.

**Subsequent event**

On November 3, 2021, the Company entered into an agreement to sell its interest in the Mustang Lake uranium property, located in Labrador, Canada, to Labrador Uranium Inc. ("LUR"), a subsidiary of CUR. Mega has a 66% interest in the property (the "Interest"), which is the subject matter of its joint venture with Anthem Resources Inc.

Under the terms of the agreement, Mega will receive 3 million common shares of LUR in exchange for the Interest and have the right to appoint one nominee to LUR's board of directors on closing. Closing of the sale is subject to various conditions, including the completion of the proposed spin-out of CUR's interest in LUR to CUR's shareholders and the listing of LUR's shares on a Canadian stock exchange, and the waiver of Anthem's right of first refusal in respect of the Interest. If the spin-out and listing are not completed prior

## MEGA URANIUM LTD.

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to November 3, 2022, CUR will have, under certain circumstances, a thirty-day option to purchase the Interest for \$1 million, payable in common shares of CUR.

If completed in accordance with its terms, the disposition of the Interest is not expected to have a material effect on Mega's financial condition or performance or its cash flows. The Mustang Lake property has been operated under care and maintenance for several years.

### Critical accounting judgements, estimates and assumptions

The preparation of the interim consolidated statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities, and contingent liabilities and the accompanying note disclosures at the date of the interim consolidated statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

However, actual outcomes may differ from these estimates. The information about significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, revenue and expenses are discussed below:

#### Judgments

(i) Determination of functional currency:

IAS 21 "The Effects of Changes in Foreign Exchange Rates" ("IAS 21"), defines the functional currency as the currency of the primary economic environment in which an entity operates. The determination of functional currency, which is performed on an entity by entity basis, is based on various judgmental factors outlined in IAS 21. Based on an assessment of the factors in IAS 21, primarily those that influence labour, material and other costs of goods or services received by the Company's subsidiaries, management determined that the functional currency for the parent is the Canadian Dollar and the functional currency for the Company's subsidiaries in Australia is the Australian Dollar.

(ii) Significant influence:

Management determines its ability to exercise significant influence over an investment in shares of other companies by looking at its percentage interest and other qualitative factors including but not limited to its voting rights, representation on the board of directors, participation in policy-making processes, material transactions between the Company and the associate, managerial personnel in common, provision of essential technical information and operating involvement.

(iii) Impairment of equity investment:

At the end of each financial reporting period, the Company's management assesses whether there are indications of impairment of the Company's equity investment in Toro. The evaluation of external and internal sources of information to determine whether there is an indicator of impairment or, in particular, an impairment reversal involves significant management judgement, including in the case of a potential impairment reversal an assessment of whether there has been a sustained improvement in the service potential of the investment. To the extent that there is such an indicator, the recoverable amount of the Company's equity investment in Toro is estimated based on the applicable publicly available closing share price. The amount of any impairment

## MEGA URANIUM LTD.

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reversal is limited to the difference between the current carrying amount and the amount that would have been the carrying amount had the earlier impairment not been recognized.

#### **Estimates**

(i) Share-based payments:

The Company uses the Black-Scholes option pricing model to calculate stock-based compensation expense. The Black-Scholes model requires nine key inputs to determine a value for an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

(ii) Deferred tax assets and liabilities:

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company computes deferred tax assets and liabilities in respect of taxes that are based on taxable profit. Taxable profit is understood to be a net, rather than gross, taxable amount that gives effect to both revenues and expenses. Taxable profit will often differ from accounting profit and management may need to exercise judgment to determine whether some taxes are income taxes (subject to deferred tax accounting) or operating expenses.

Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply when the differences are expected to be recovered or settled. The determination of the ability of the Company to utilize tax loss carry forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is "probable" that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, commodity prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

#### **Risks**

Mega's financial condition, results of operation and business are subject to certain risks, which may negatively affect them. Certain of these risks are described below (and elsewhere in this MD&A):

##### **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.

## MEGA URANIUM LTD.

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#### Financing Risks

The Company has limited financial resources, no operating cash flow and no assurance that sufficient funding will be available to it for further exploration and development of its projects or to fulfill its contractual obligations. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. This risk is heightened by global economic and political uncertainty and significant declines in both the Company's stock price (along with those of other junior exploration companies) and overall commodity prices. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties. The Company will require additional financing if ongoing exploration of its properties is warranted.

#### Investment Risks

Mega holds and, from time to time, acquires securities of public companies, which are primarily junior or small-cap mining exploration companies in the uranium sector. The market values of these securities can experience significant fluctuations in the short and long term due to factors beyond the Company's 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 uranium prices and global political and economic conditions. The Company's investments are carried at fair value, and unrealized gains/losses on the securities we hold and realized losses on the securities 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 Mega invests have been very significant, have continued over a prolonged period of time, and may not return to prior levels, including the levels at which they were acquired by Mega, resulting in realized losses upon disposition. See also, the discussion of concentration risks associated with our investments in the "Financial Instruments" section of this MD&A.

In the case of Mega's equity accounted investment, we are required to record our share of income or loss from this investment and related dilutions and accordingly, our earnings are affected by these amounts. Further, the investment is subject to market forces which may fluctuate beyond our control. We may realize lower proceeds of disposition in the event that we are required to dispose of the investment at a point in time when market prices are low.

#### Currency Risks

The Company is exposed to currency fluctuations as it presently holds funds in Australian Dollars and a significant amount of its costs and liabilities will be incurred in Australian Dollars. The Company has not entered into any foreign currency contracts.

#### Environmental Matters

All phases of the Company's operations are subject to environmental regulations in the jurisdictions 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.

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The Company has adopted Environmental Policies, Management Systems, Plans and Governance processes to guide the implementation of environmental practice in all of its operations. Mega requires all of its subsidiaries to apply these policies and procedures in strict compliance with the regulatory requirements of the countries and provinces within which it operates and consistent with the accepted practices. Our goal is to maintain a high level of environmental performance and a high level of creditability both inside and outside of the Company in all of our areas of operation.

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 MD&A, 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.

The Company has no other financial liabilities for environmental damage or remediation work and is not aware of any other potential or contingent liabilities.

Operating and capital costs for environmental programs are included in project plans for each subsidiary. These costs are based on the Company's assessment of the best practices applicable to the activities approved by the relevant authorities. These programs are reviewed annually.

#### Governmental Matters

Government approvals and permits are generally required in connection with the Company's operations. If 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. The Company is currently involved in exploration activities in Australia and Canada.

The tenements that comprise the Ben Lomond project in Queensland expired on November 30, 2014. During the second quarter of 2014 the Company made an application for the renewal of the tenements that comprise the Ben Lomond project for a further period of twenty (20) years each. The applications are currently pending however the tenements will remain valid and on foot until the applications are determined. The Company is not presently aware of the existence of any circumstances which may result in those tenements not being renewed, however the Company cannot guarantee that those tenements, or any other tenements in which the Company has an interest in Australia, will be renewed beyond their current expiry date and there is a material risk that, in the event the Company is unable to renew any of its tenements beyond their current expiry date, all of part or the Company's interests in the corresponding projects may be relinquished.

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#### 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.

#### 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.

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## COVID-19 Risks

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, we cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn have caused significant disruption to business activities and economies. The depth, breadth and duration of these disruptions remain highly uncertain at this time, even as governments have implemented frameworks for the staged resumption of business activities and variants of the virus continue to surface and threaten the progress made. As a result, it is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

### Strategic & Operational Risks

The ongoing COVID-19 pandemic could adversely impact our financial condition in future periods as a result of reduced business opportunities via acquisitions and dispositions of exploration properties and investments. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. Our strategic initiatives to advance our business may be delayed or cancelled as a result.

To date, our operations have remained stable under the pandemic but there can be no assurance that our ability to continue to operate our business will not be adversely impacted, in particular to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside our control. If one or more of the third parties to whom we outsource critical business activities fails to perform as a result of the impacts from the spread of COVID-19, it could have a material adverse effect on our business and operations.

### Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit our access to capital markets and our ability to generate funds to meet out capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while we currently have a sources of liquidity such as cash balances and investments, there can be no assurance that these sources will provide us with sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave us unable to react in a manner consistent with our historical investment practices.

### Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks implemented emergency interest rate cuts, while governments implemented unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary or inflationary environment with continued market volatility, which may continue to impact our financial condition. Our investment portfolio has been, and may continue to be, adversely affected as a result of market developments from the COVID-19 pandemic and related uncertainty. Supply chain issues resulting in delays in receiving equipment and transporting shipments and higher transportation costs, labour shortages and other operational challenges could lead to delays in production and or exploration activities and impact the financial results and market values of our investee companies.

**MEGA URANIUM LTD.****Management's Discussion and Analysis****Year Ended September 30, 2021****Discussion Dated: December 16, 2021****(All amounts in thousands of Canadian dollars, except for securities and per share amounts)****Financial Instruments**

Part of Mega's business includes the acquisition of short-term investments in marketable securities and in some cases, long-term equity investments in public companies. The use of financial instruments can expose the Company to several risks, including interest rate, foreign exchange and market risks. A discussion of the Company's use of financial instruments and their associated risks is provided below:

**(a) Liquidity risk:**

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments decline, resulting in lower proceeds on dispositions and losses upon dispositions. The Company generates cash flow primarily from its financing activities and proceeds from disposition of its marketable securities and long-term investments in addition to interest income earned on its investment. The Company has cash and cash equivalents of approximately \$1,281. The cash equivalents consist of highly liquid short-term deposits with the bank. The Company has working capital surplus as at September 30, 2021 of \$18,659. The funds are available as needed to fund the Company's ongoing expenditures. The Company regularly evaluates these holdings to ensure preservation and security of capital as well as maintenance of liquidity. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised through the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. All of the Company's trade liabilities are due within the next 12 months.

**(b) Market risk:**

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. In the normal course of business, the Company is exposed to market risk as a result of its investments in publicly traded companies and marketable securities. During periods of significant broader market volatility or volatility experienced by the resource/commodity markets, the value of the Company's investment portfolio can be vulnerable to market fluctuations.

The following table shows the estimated sensitivity of the Company's after-tax net income (loss) for the year ended September 30, 2021 from a change in the closing bid price of the Company's investments in marketable securities with all other variables held constant as at September 30, 2021:

<b>Percentage of change in closing bid price</b>	<b>Change in net after-tax income (loss) from % increase in closing bid price</b>	<b>Change in net after-tax income (loss) from % decrease in closing bid price</b>
2%	267	(267)
4%	534	(534)
6%	802	(802)
8%	1,069	(1,069)
10%	1,336	(1,336)

**MEGA URANIUM LTD.****Management's Discussion and Analysis****Year Ended September 30, 2021****Discussion Dated: December 16, 2021****(All amounts in thousands of Canadian dollars, except for securities and per share amounts)****(c) Interest rate risk:**

Interest rate risk is the impact that changes in interest rates could have on the Company's income and liabilities. In the normal course of business, the Company is exposed to interest rate fluctuations as a result of the significant portion of cash equivalents being invested in interest bearing instruments.

The Company's sensitivity analysis suggests that a 1% change in interest rate would change the net loss and comprehensive loss by approximately \$10.

**(d) Currency risk:**

Currency risk is the risk that the fair value of or future cash flows from the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency fluctuations as it presently holds funds in Australian dollars and a significant amount of its costs and liabilities are denominated in Australian and other currencies. The Company has not entered into any foreign currency contracts to hedge this exposure.

The following table shows the estimated sensitivity of the Company's net after-tax income (loss) for the year ended September 30, 2021 from a change in all foreign currencies (Australian dollars, and U.S. dollars) with all other variables held constant as at September 30, 2021:

<b>Percentage of change in closing exchange rate</b>	<b>Change in net after-tax income (loss) from % increase in closing exchange rate</b>	<b>Change in net after-tax income (loss) from % decrease in closing exchange rate</b>
	<b>\$</b>	<b>\$</b>
2%	10	(10)
4%	19	(19)
6%	29	(29)
8%	39	(39)
10%	48	(48)

**(e) Credit risk:**

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company has its cash and cash equivalents deposited with highly rated financial institutions. Other credit risk is limited to cash, restricted cash and trade receivables in the ordinary course of business. The balance of trade receivables owed to the Company in the ordinary course of business is not significant.

**(f) Concentration risks:**

The Company is exposed to concentration risks as its investment portfolio is concentrated primarily in NexGen and Toro, two uranium companies which, together, have a total asset value of \$117,789 as at September 30, 2021 and \$46,426 as September 30, 2020 and poses the risk that its fair value can decrease significantly, which could impact the Company's available cash resources, and adversely affect the Company's after-tax net income (loss).

The following table shows the estimated sensitivity of the Company's after-tax net income (loss) for the period ended September 30, 2021 from a change in the closing bid price of the Company's investment in NexGen with all other variables held constant as at September 30, 2021:

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<b>Percentage of change in closing bid price</b>	<b>Change in net after-tax income (loss) from % increase in closing bid price of NexGen</b>	<b>Change in net after-tax income (loss) from % decrease in closing bid price of NexGen</b>
	<b>\$</b>	<b>\$</b>
2%	1,706	(1,706)
4%	3,413	(3,413)
6%	5,119	(5,119)
8%	6,825	(6,825)
10%	8,532	(8,532)

## (g) Fair value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying values of cash and cash equivalents, restricted cash, receivables and amounts payable and other liabilities, approximate their fair values due to the short-term nature of these instruments. Marketable securities and long term investments in public companies are fair valued using the bid price on the closing date for the underlying investment. The fair value of marketable securities in private companies is determined from recently completed equity financings.

The Company does not fair value its investment in Toro as it is held as an equity investment.

## **Management of Capital**

The Company includes the following items in its managed capital as at September 30, 2021 and 2020:

	<b>September 30, 2021 (\$)</b>	<b>September 30, 2020 (\$)</b>
<b>Shareholders' equity comprises of:</b>		
Share capital	280,117	277,183
Warrants	-	485
Share option reserve	66,512	66,346
Accumulated other comprehensive income	92,419	30,734
Deficit	(302,212)	(323,266)
	<b>136,836</b>	<b>51,482</b>

The Company's objectives when managing capital are:

- To maintain the necessary financing to complete exploration and development of its properties;
- To realize proceeds from sales of one or more of its properties;
- To maximize the income it receives from cash and cash equivalents without significantly increasing the principal at risk by making investments in high credit quality issuers; and
- To maintain a flexible capital structure that optimizes the cost of capital at an acceptable level of risk.

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The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by:

- realizing proceeds from the disposition of its investments;
- raising capital through equity financings;
- reviewing and reducing capital spending on mineral properties when necessary.

The Company is not subject to any capital requirements imposed by a regulator. To date, the Company has not declared any cash dividends to its shareholders. The Company's management is responsible for the management of capital and reviews its capital management approach on an ongoing basis through the preparation of annual expenditure budgets, which are updated regularly to take into account factors such as successful financings to fund activities, changes in property holdings and related obligations and exploration activities and believes that this approach, given the relative size of the Company, is reasonable. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration, the Company will be required to raise additional funding.

There were no changes in the Company's approach to capital management during the year ended September 30, 2021 and the Company is not subject to any externally imposed capital requirements.

### **Disclosure Controls and Procedures**

The Chief Executive Officer and Chief Financial Officer have designed, or caused to be designed under their supervision, and evaluated the effectiveness of the Company's disclosure controls and procedures and have concluded that, based on their evaluation, they are effective as at September 30, 2021, to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries is made known to management and disclosed in accordance with applicable securities regulations.

### **Internal Controls over Financial Reporting ("ICFR")**

The Chief Executive Officer and Chief Financial Officer are responsible for certifying the design of the Company's ICFR as required by Multilateral Instrument 52-109 – "Certification of Disclosure in Issuers' Annual and Interim Filings" and CSA staff notice 52-316 – "Certification of Design of Internal Control over Financial Reporting". The Company's ICFR are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable accounting standards. ICFR should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail that accurately and fairly reflect the transactions and dispositions of the Company's assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with applicable accounting standards;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors; and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

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Because of their inherent limitations, ICFR may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Chief Executive Officer and Chief Financial Officer have evaluated the Company's ICFR and concluded that they are effective as at September 30, 2021. Management follows the Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company has designed appropriate ICFR for the nature and size of its business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with applicable accounting standards.

**Additional Information**

Additional information relating to Mega, including its annual information form, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).



