



## NORTHERN URANIUM CORP

### **Management’s Discussion and Analysis of Financial Position and Results of Operations (“MD&A”)**

The following Management’s Discussion and Analysis of the results of operations and financial position, prepared as of April 30, 2019 should be read in conjunction with the audited financial statements of Northern Uranium Corp. for the year ended December 31, 2018, and related notes attached thereto, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). All amounts are expressed in Canadian dollars unless otherwise indicated.

The Company was incorporated on July 19, 2005 under the Canada Business Corporations Act, and changed its name from MPVC Inc. to Northern Uranium Corp. as of June 27, 2014. The Company trades on the TSX Venture Exchange under the ticker symbol UNO.

Additional information related to the Company, including its final prospectus is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com).

#### ***Going Concern of Operations***

The Company does not generate revenue from operations. As the Company has no revenues, its ability to continue as a going concern is dependent on obtaining additional financing.

#### ***Forward-Looking Statements***

Certain statements in this report are forward-looking statements, which reflect our management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of the date of this report. For a description of material factors that could cause the Company’s actual results to differ materially from the forward-looking statements in this MD&A, please see “Risks and Uncertainties”.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

## **Overview of the Company**

After the sale of its business assets in late 2008, the Company transferred its stock listing to the NEX and began looking for a transaction to meet Exchange listing requirements. During fiscal 2013, the Company commenced the process of acquiring a Uranium exploration project in Manitoba and during the first quarter of fiscal 2014 completed a significant financing that allowed it to begin work on the project. The Company graduated to the TSX Venture during the first quarter of fiscal 2014. Its main project has been the North West Manitoba uranium project; the Company has reached 70% ownership of that project and has finalized a joint venture agreement at the 70/30% level. On July 23, 2018, the Company announced that it does not intend to continue with this project and is seeking a potential buyer of it.

Subsequent to year end, the Company announced that it was pursuing a change in control for the Company, which would involve a consolidation of the shares, followed by a private placement; this agreement with the new control person has not yet been finalized.

## **Overall Performance**

As at December 31, 2018, the Company has incurred cumulative losses of \$12,676,678 (December 31, 2017 - \$11,348,560) and has working capital deficit of \$620,149 (December 31, 2017 – \$329,531). Operating activities during the year ended December 31, 2018 produced a negative cash flow of \$41,307 (year ended December 31, 2017 – \$120,251).

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chance of finding and developing an economic deposit.

At present, the Company's project has not yet reached the producing stage; therefore, the Company is not anticipating profit or positive cash flow from operations. Until such time as the Company is able to realize any profits, the Company will report an annual loss and will rely on its ability to obtain equity or debt financing to fund ongoing operations.

## **Selected Annual Information**

The following table provides a brief summary of the Company's financial data for the three most recent fiscal years (year ends where the Company has had activity). For more detailed information, refer to the Financial Statements.

|                                  | Year Ended<br>December 31,<br>2018 | Year Ended<br>December 31,<br>2017 | Year Ended<br>December 31,<br>2016 |
|----------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Total revenues                   | \$ -                               | \$ -                               | \$ -                               |
| Loss before other items          | 1,328,118                          | 122,729                            | 85,837                             |
| Loss for the year                | 1,328,118                          | 122,729                            | 84,879                             |
| Basic and diluted loss per share | 0.01                               | 0.00                               | 0.00                               |
| Total assets                     | 19,794                             | 1,145,059                          | 1,237,344                          |

The Company has not paid any dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

## Results of Operations

### For the year ended December 31, 2018

During the year ended December 31, 2018, the Company incurred a net operating loss of \$1,328,118 or \$0.01 per share (year ended December 31, 2017 – loss of \$122,729 or \$0.00 per share). The larger loss for year ended December 31, 2018 is due to a staking program that was carried out during the period. There was also addition expenditures due to the expiration of payments made in lieu of work done; as the work was not done, the payments are no longer refundable and have been expensed. In addition, while management still maintains that there is value in the Northwest Manitoba project, and the Company retains these claims and its 70% interest in the related joint venture, it no longer has the ability to move the project forward; as such, the property acquisition costs have also been expensed. Significant expenses for the period are as follows:

- The Company expensed \$283 in consulting fees during the current period; however, during the comparative period, the Company had incurred \$3,990 in consulting fees relating to expenditures incurred in examining other potential projects.
- As noted above, the Company expensed the previously capitalized acquisition costs related to the Northwest Manitoba project; this amounted to an expense of \$1,037,500.
- The Company had incurred \$192,482 in exploration expenditures, net of recoveries, for the Northern Manitoba project (2017 – \$21,294). In the prior period, the Northern Manitoba project was shut down; in the current fiscal year, the Company had a staking program for this project during Spring 2018, and expensed payments related to claims that are no longer refundable.
- The Company spent \$44,627 in office and administrative expenses (2017 – \$48,497), \$35,623 in professional fees (2017 – \$27,597) and \$17,603 in transfer agent and filing fees (2017 – \$21,351). In the current fiscal year, the Company's share of office and administrative costs has increased, while the group of companies in general incurred less general office costs. The Company has had comparable lower filings fees in 2018 due to less activity, but saw a increase in professional fees, which is a reflection of the Company working on finalizing the joint venture agreement with CanAlaska and exploring future options for the Company.

### Summary of Quarterly Results

|   | Three Months<br>Ended December<br>31, 2018 |           | Three Months<br>Ended September<br>30, 2018 |        | Three Months Ended<br>June 30, 2018 |        | Three Months<br>Ended March 31,<br>2018 |         |
|---|--|-----------|---|--------|-------------------------------------|--------|---|---------|
| Total revenues                            | \$   | -         | \$  | -      | \$                                  | -      | \$                                      | -       |
| Loss before other items                   |  | 1,167,788 |   | 19,757 |                                     | 35,361 |   | 105,212 |
| Loss for the period                       |  | 1,167,788 |   | 19,757 |                                     | 35,361 |   | 105,212 |
| Basic and diluted (income) loss per share |  | 0.01      |   | 0.00   |                                     | 0.00   |   | 0.00    |

  

|                                  | Three Months<br>Ended December<br>31, 2017 |        | Three Months<br>Ended September<br>30, 2017 |        | Three Months Ended<br>June 30, 2017 |        | Three Months<br>Ended March 31,<br>2017 |        |
|----------------------------------|--|--------|---|--------|-------------------------------------|--------|---|--------|
| Total revenues                   | \$   | -      | \$  | -      | \$                                  | -      | \$                                      | -      |
| (Income) Loss before other items |  | 28,313 |   | 23,475 |                                     | 30,175 |   | 40,766 |
| (Income) Loss for the period     |  | 28,313 |   | 23,475 |                                     | 30,175 |   | 40,766 |
| Basic and diluted loss per share |  | 0.00   |   | 0.00   |                                     | 0.00   |   | 0.00   |

The loss for the three month periods ended March 31, 2018 and June 30, 2018 include a staking program that was done at the Manitoba project site. The loss for the three month period ended December 31, 2018 includes the write off of payments made in lieu of work that are no longer refundable and have been expense, as well as the write off of previously capitalized property acquisition costs. The Company's northwest Manitoba project incurred only program administration costs for the remaining periods shown, and the declining expenditures over the periods reflects this downturn of activity.

### ***Liquidity and Capital Resources***

As at December 31, 2018, the Company had cash and cash equivalents of \$13,241.

### **Off-balance sheet arrangements**

The Company has not entered into any off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or with respect to any obligations under a variable interest equity arrangement.

### **Financial instruments**

The Company's financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued liabilities. Cash and cash equivalents consists of cash. The Company has no asset backed commercial paper. Cash and cash equivalents, receivables and accounts payable and accrued liabilities are measured at their amortized cost which approximates their fair value due to their short-term nature. The Company classifies fair values of financial instruments within a three-level hierarchy that prioritizes the inputs to fair value measurement and reflects the significance of the inputs used in making the fair value measurements. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement. As at December 31, 2018, the Company had no financial instruments measured at fair value and requiring classification in the hierarchy.

### **Changes in accounting policies including initial adoption**

Certain pronouncements were issued by the International Accounting Standards Board (the "IASB") or the IFRS Interpretations Committee that are mandatory for accounting periods on or after January 1, 2018 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following standard has been adopted for this fiscal year:

IFRS 9 – *Financial Instruments* ("IFRS 9") is a new standard that is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. There was no impact to the financial statements from the adoption of this standard.

The following standard has not yet been adopted and is being evaluated to determine its impact on the Company:

IFRS 16 – *Leases* is a new standard that will be applicable to fiscal years beginning on January 1, 2019. IFRS 16 provides a single lessee accounting model, requiring lessees to recognize asset and liabilities for all leases unless the lease term is 12 months or less, or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its

predecessor, IAS 17. At present, the Company has an informal agreement with a related party for shared office space; the Company has no formal leases or commitments. As such, the Company does not expect to be impacted by this standard.

### Critical accounting estimates

The accounting estimates considered to be significant to the Company are as follows:

- i) In computing any stock based compensation expense, the Company uses the fair-value method of accounting for stock based payments related to incentive stock options awards granted, modified or settled. Under this method, compensation cost attributable to options granted is measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. In determining the fair value, the Company makes estimates of the expected volatility of the stock as well as an estimated discount rate. Changes to these estimates could result in the fair value of the stock based compensation being less than or greater than the amount recorded.
- ii) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount
- iii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets

### Transactions with related parties

As at December 31, 2018, the Company had no subsidiaries. The Company's related parties consist of directors and officers or companies associated with them. Other than as outlined below, the Company incurred no transactions with related parties during the year ended December 31, 2018.

The Company's related party expenses consist of the following:

|  | <b>Years ended December 31,</b> |                  |
|--|---------------------------------|------------------|
|  | <b>2018</b>                     | <b>2017</b>      |
| Geological consulting fees             | \$ 51,292                       | \$ 18,707        |
| Legal fees                             | 23,069                          | 7,126            |
| Shared field expenditures              | 73,606                          | 5,647            |
| Shared office and administrative costs | 34,412                          | 40,321           |
|  | <b>\$ 182,379</b>               | <b>\$ 71,801</b> |
|  | <b>Years ended December 31,</b> |                  |
|  | <b>2018</b>                     | <b>2017</b>      |
| Cantex Mine Development Corp.          | \$ 766                          | -                |
| Element 29 Ventures Ltd.               | 71,665                          | 19,000           |
| Kel-Ex Development Ltd.                | 86,617                          | 42,293           |
| McMillan LLP                           | 23,069                          | 7,126            |
| Metalex Ventures Ltd.                  | 262                             | 3,382            |
|  | <b>\$ 182,379</b>               | <b>\$ 71,801</b> |

Included in accounts payable and accrued liabilities of the Company are the following amounts due to related parties:

|                          | <b>December 31,<br/>2018</b> | December 31,<br>2017 |
|--------------------------|------------------------------|----------------------|
| Element 29 Ventures Ltd. | \$ 60,412                    | \$ 7,296             |
| Kel-Ex Development Ltd.  | 553,891                      | 412,944              |
| McMillan LLP             | 13,985                       | 1,495                |
|                          | <b>\$ 628,288</b>            | <b>\$ 421,735</b>    |

As at December 31, 2018, the Company had \$nil due from related parties (December 31, 2017 – \$62 due from Kelex Development Ltd.) and had no related party recoveries during the period.

The key management personnel of the Company are the Directors, Chief Executive Officer, Chief Financial Officer and Chief Operating Officer. The remuneration of directors and officers for the period ended December 31, 2018 was Wages and benefits<sup>(1)</sup> of \$66,216 (year ended December 31, 2017 – Wages and benefits of \$34,828).

(1) Wages and benefits includes amounts paid or accrued for geological consulting fees, management consulting fees and payroll costs to related parties and former related parties.

#### Outstanding share data

As at December 31, 2018 and April \_\_, 2019, the Company had 162,361,514 common shares issued and outstanding and there are 2,500,000 outstanding stock options, with an exercise price of \$0.15. These were issued to management and members of the board and expire May 13, 2024.

#### Risks and uncertainties

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Operations, the status of mineral property rights, title to the properties and the recoverability of amounts shown for mineral properties in emerging nations can be affected by changing economic, regulatory and political situations. Other risks facing the Company include competition, environmental and insurance risks, fluctuations in metal prices, share price volatility and uncertainty of additional financing.

#### Mineral Exploration Property

During the 2013 fiscal year, the Company entered into an agreement, with amendments subsequent to the year end, with CanAlaska Uranium Ltd ("CanAlaska") to acquire up to an 80% interest of its Northwest Manitoba Property which covers 143,603 hectares and is comprised of 3 licences (MEL-236B, MEL-166B, and MEL-247B) by carrying out a three-stage \$11.6 million exploration program.

As at December 31, 2016, the Company had spent the required funds on the project and had met the 70% earn-in agreement. On November 9, 2017, the Company announced that it intended to form the joint venture at the 70/30% level. The Company is in the process of formalized this agreement during the nine month period ended September 30, 2018.

In the course of reaching the 70% earn-in milestone, the Company has made total cash payments of \$85,000 and issued 12,000,000 shares (issued at prices ranging from \$0.02 per share to \$0.12 per share)

and 6,000,000 purchase warrants (issued at exercise prices ranging from \$0.05 per share to \$0.15 per share). Of the issued purchase warrants, all of the warrants expired unexercised as at September 30, 2018.

The results from the AlphaTrack radon survey were announced on April 8, 2014. The radon survey was undertaken using 3,550 cups from AlphaTrack Services Ltd every 25m along lines spaced 200m apart covering a 3 x 10km area. This is one of 7 anomalous areas within the project previously outlined by CanAlaska. This radon survey has defined a number of distinct anomalies:

- Long linear trends, with strike lengths in some cases over 4km and approximately 100 to 200 meters wide. These anomalies appear to be conformable to the other geophysical anomalies, such as the VTEM and aeromagnetic data.
- Areas (approximately 400 by 800 meters) of significantly elevated radon flux (in excess of three times background). A number of these are coincident with known gravity lows and resistivity lows previously identified at Maguire Lake. The largest anomalous zone outlined is located on the southeast shore of Maguire lake in an area previously not known to be mineralized. Values in this new zone are typically 3 to 4 times background with a high of 1484 T/mm<sup>2</sup>. (10 times background).
- Islands within Maguire Lake; one island in particular appears to exhibit noticeable elevated radon levels and this island has numerous mineralized boulders (up to 66% U<sub>3</sub>O<sub>8</sub>) on it as well as radioactive outcrops (up to 9.5% U<sub>3</sub>O<sub>8</sub>). Such mineralized outcrops are evident on two of the larger islands and both of these islands have elevated radon values.

On May 7, 2014 the preliminary results from the RadonEx lake water survey were announced, with the final results being made available on June 20, 2014. The survey comprised of 1,399 samples collected over the 10km length of Maguire Lake. Sample stations were located at 25m intervals along lines spaced at 200m.

The radon in water results are exceptionally high. At Maguire Lake the radon in water results ranged from -124 to 669 picocuries per litre (pCi/L). Of the 1,399 samples, 33 samples had results greater than 100 pCi/L, 13 samples had results greater than 200 pCi/L, 7 samples had results greater than 300pCi/L and 4 samples had results greater than 400pCi/L. RadonEx identified 7 priority one drill targets and 5 priority two targets. Significantly RadonEx state that the radon in water values at Maguire Lake approach closely the highest values received at Fission Uranium's Patterson Lake South discovery.

On May 14th, 2014 the Company announced the completion of a ground gravity survey which was designed to connect previous ground gravity blocks collected in 2012. With the lake ice rapidly thinning a brief drilling program was undertaken, with one hole completed to bedrock. Though significant uranium contents were not intersected prospective geology was encountered.

At the end of August 2014 another drill program commenced utilizing both a highly mobile rotary air blast (RAB) drill and a diamond drill rig. Twenty RAB holes were completed focusing on two land based targets and identified that one of the two targets exhibits an increase in Uranium 232, 234, 235, 238 as well as Lead 210 and Bismuth 214 isotopes at the till-bedrock contact. Uranium 234 and 238 as well as Lead 210 are mobile and therefore could have travelled up structural zones from a uranium source detected by the gravity low and elevated radon values in a favourable semi-pelite bedrock source.

Twenty five diamond drill holes have been completed to date, most of which focused on the testing of two anomalies.

The South Anomaly, consisting of a 800 by 400 metre gravity low with a coincident IP conductor lying under Maguire Lake, has returned the most prospective results to date. Drilling of this anomaly has discovered a large hydrothermal alteration zone measuring tens of metres wide. The best results to date

were in holes MG15DD-0021 and MG15DD-0022 which had down hole gamma probe results of 2,529 and 2,462 counts per second respectively.

The East Anomaly, consisting of a combined resistivity and gravity low beneath Maguire Lake, has also returned interesting alteration zones of impressive widths. For instance hole MG15DD-0025, drilled at an inclination of -45 degrees to the northwest, intersected 55.3 metres of massive clay alteration. To date significant radiometric anomalies have not been intersected at this anomaly.

Natural gamma radiation was measured using a down hole GV500-501 scintillometer manufactured by GeoVista.

On July 23, 2018, the Company announced that it no longer intends to proceed with the North West Manitoba and intends to seek buyers for the project.

The technical information and results reported here have been reviewed by Chad Ulansky, PGeol, a qualified person under National Instrument 43-101, who is responsible for the technical content.