



## 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 June 4, 2018 should be read in conjunction with the unaudited condensed interim financial statements of Northern Uranium Corp. for the three month period ended March 31, 2019, as well as the audited financial statements for the year ended December 31, 2018 and the related management discussion and analysis (the "annual MD&A"). The unaudited condensed interim financial statements for the three months ended March 31, 2019 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). 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.

On January 3, 2019, 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 and no further progress has been made.

## **Overall Performance**

As at March 31, 2019, the Company has incurred cumulative losses of \$12,691,691 (December 31, 2018 - \$12,676,678) and has working capital deficit of \$645,572 (December 31, 2018 – \$620,149). Operating activities during the three month period ended March 31, 2019 produced a negative cash flow of \$1,195 (three month period ended March 31, 2018 – cash inflow of \$15,810).

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 December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 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 three month period ended March 31, 2019

During the three month period ended March 31, 2019, the Company incurred a net operating loss of \$15,013 or \$0.00 per share (three month period ended March 31, 2018 – loss of \$105,212 or \$0.00 per share). The larger loss for three month period ended March 31, 2018 is due to a staking program that was carried out during that period. Significant expenses for the period are as follows:

- The Company had incurred \$84,577 in exploration expenditures for the Northern Manitoba project in the three month period ended March 31, 2018, which was due to a staking program carried out in Spring 2018. The project was dormant in the current period and no exploration expenditures were incurred.
- The Company recorded \$7,246 in office and administrative expenses (2018 – \$9,469), \$nil in professional fees (2018 – \$2,411) and \$7,767 in transfer agent and filing fees (2018 – \$8,755). In the current fiscal year, the Company's proportion of office and administrative costs has decreased, resulting in lesser costs. The Company has had comparable lower filings fees in 2019 due to less activity, which is also evident in the lack of professional fees incurred.

### Summary of Quarterly Results

	Three Months Ended March 31, 2019	Three Months Ended December 31, 2018	Three Months Ended September 30, 2018	Three Months Ended June 30, 2018
Total revenues	\$ -	\$ -	\$ -	\$ -
Loss before other items	15,013	1,167,788	19,757	35,361
Loss for the period	15,013	1,167,788	19,757	35,361
Basic and diluted (income) loss per share	0.00	0.01	0.00	0.00

  

	Three Months Ended March 31, 2018	Three Months Ended December 31, 2017	Three Months Ended September 30, 2017	Three Months Ended June 30, 2017
Total revenues	\$ -	\$ -	\$ -	\$ -
(Income) Loss before other items	105,212	28,313	23,475	30,175
(Income) Loss for the period	105,212	28,313	23,475	30,175
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 expensed, 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, 2019, the Company had cash and cash equivalents of \$12,046.

### 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 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, there was no impact upon adoption of 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 March 31, 2019, 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 three month period ended March 31, 2019.

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

	Three month periods ended	
	March 31, 2019	March 31, 2018
Geological consulting fees	\$ -	\$ 34,587
Legal fees related to share issuance costs	10,410	2,131
Shared field expenditures	-	49,786
Shared office and administrative costs	4,737	6,905
	<b>\$ 15,147</b>	<b>\$ 93,409</b>

	Three month periods ended	
	March 31, 2019	2018
Kel-Ex Development Ltd.	\$ 4,737	\$ 34,378
McMillan LLP	10,410	2,131
Cantex Mine Development Corp.	-	766
Element 29 Ventures Ltd.	-	56,134
	<b>\$ 15,147</b>	<b>\$ 93,409</b>

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

	March 31, 2019	December 31, 2018
Element 29 Ventures Ltd.	\$ 60,412	\$ 60,412
Kel-Ex Development Ltd.	558,866	553,891
McMillan LLP	24,881	13,985
	<b>\$ 644,159</b>	<b>\$ 628,288</b>

As at March 31, 2019, the Company had \$nil due from related parties (December 31, 2018 – \$nil) 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 three month period ended March 31, 2019 was Wages and benefits<sup>(1)</sup> of \$2,991 (three month period ended March 31, 2019 – Wages and benefits of \$35,690).

(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 March 31, 2019 and June 4, 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.