



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 5, 2020 should be read in conjunction with the audited financial statements of Northern Uranium Corp. for the year ended December 31, 2019, 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. Until November 7, 2019, the Company was listed on the TSX Venture Exchange (“TSXV”) under the ticker symbol UNO; as of November 8, 2019, at the direction of the TSXV, the listing was transferred to NEX, the junior exchange of the TSXV under the trading symbol UNO-H.V.

Additional information related to the Company, including its final prospectus is available for viewing on SEDAR at 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.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds

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 since fallen through and the Company announced on November 6, 2019 that the share consolidation and change of control will not be proceeding.

Overall Performance

As at December 31, 2019, the Company has incurred cumulative losses of \$12,683,077 (December 31, 2018 - \$12,676,678) and has working capital deficit of \$695,856 (December 31, 2018 – \$620,149). Operating activities during the year ended December 31, 2019 produced a negative cash flow of \$31,181 (year ended December 31, 2018 – cash outflow of \$41,307).

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, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017
Total revenues	\$ -	\$ -	\$ -
Loss before other items	75,707	1,328,118	122,729
Loss for the year	75,707	1,328,118	122,729
Basic and diluted loss per share	0.00	0.01	0.00
Total assets	7,285	19,794	1,145,059

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, 2019

During the year ended December 31, 2019, the Company incurred a net operating loss of \$75,707 or \$0.00 per share (year ended December 31, 2018 – loss of \$1,328,118 or \$0.00 per share). The larger loss for year ended December 31, 2018 is due to a staking program that was carried out in 2018, as well as the write off for financial statement purposes of the acquisition costs of the Northern Manitoba property. Significant expenses for the period are as follows:

- The Company had incurred \$192,482 in exploration expenditures for the Northern Manitoba project in the year ended December 31, 2018, which was due to a staking program carried out in Spring 2018, as well as the write off of deposits that became non-refundable. The project was dormant in the current period and the Company incurred project maintenance costs of \$1,341 during the year ended December 31, 2019.
- The Company recorded \$32,147 in office and administrative expenses (2018 – \$44,627), \$23,925 in professional fees (2018 – \$35,623) and \$18,294 in transfer agent and filing fees (2018 – \$17,603). In the current fiscal year, the Company's proportion of office and administrative costs has decreased, resulting in lesser costs. The Company had slightly higher filings fees in 2019 due to additional fees to be reinstated for trading after being halted. Professional fees have decreased significantly due to less activity in the Company.

Summary of Quarterly Results

	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019
Total revenues	\$ -	\$ -	\$ -	\$ -
Loss before other items	35,363	11,061	14,270	15,013
Loss for the period	35,363	11,061	14,270	15,013
Basic and diluted (income) loss per share	0.00	0.00	0.00	0.00

	Three Months Ended December 31, 2018	Three Months Ended September 30, 2018	Three Months Ended June 30, 2018	Three Months Ended March 31, 2018
Total revenues	\$ -	\$ -	\$ -	\$ -
(Income) Loss before other items	1,167,788	19,757	35,361	105,212
(Income) Loss for the period	1,167,788	19,757	35,361	105,212
Basic and diluted loss per share	0.01	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 \$460.

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, 2019, 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 December 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 years ended December 31, 2019 and 2018.

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

	Years ended	
	December 31, 2019	December 31, 2018
Geological consulting fees	\$ 1,341	\$ 51,292
Legal fees	18,287	23,069
Shared office and administrative costs	23,763	34,412
Shared field expenditures	-	73,606
	\$ 43,391	\$ 182,379

	Years ended	
	December 31, 2019	December 31, 2018
Kel-Ex Development Ltd.	\$ 24,963	\$ 86,617
McMillan LLP	18,287	23,069
Element 29 Ventures Ltd.	141	71,665
Cantex Mine Development Corp.	-	766
Metalex Ventures Ltd.	-	262
	\$ 43,391	\$ 182,379

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

	December 31, 2019	December 31, 2018
Element 29 Ventures Ltd.	\$ 60,560	\$ 60,412
Kel-Ex Development Ltd.	598,503	553,891
McMillan LLP	26,005	13,985
	\$ 685,068	\$ 628,288

As at December 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 (retired in September 2019). The remuneration of directors and officers for the year ended December 31, 2019 was Wages and benefits⁽¹⁾ of \$10,893 (2018 – Wages and benefits of \$66,216).

(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, 2019 and June 5, 2020, the Company had 162,361,514 common shares issued and outstanding and there are 2,000,000 outstanding stock options, with an exercise price of \$0.15 expiring 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/mm². (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% U₃O₈) on it as well as radioactive outcrops (up to 9.5% U₃O₈). 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.