
URAVAN MINERALS INC.



**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS**

and

MANAGEMENT INFORMATION CIRCULAR

with respect to the

Annual General and Special Meeting of Shareholders

to be held on May 23, 2023

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URAVAN MINERALS INC.

**NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD
TUESDAY, MAY 23, 2023**

TO THE SHAREHOLDERS OF URAVAN MINERALS INC.

Notice is hereby given that the annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Uravan Minerals Inc. (the “**Company**”) will be held at Dentons Canada LLP, 15th Floor, Bankers Court, 850 – 2nd Street SW, Calgary, AB T2P 0R8 on Tuesday, May 23, 2023 at 1:00 p.m. (Calgary time) for the following purposes:

- (a) to receive and consider the financial statements of the Company for the year ended December 31, 2022, and the auditor’s report thereon;
- (b) to fix the number of directors to be elected at the Meeting at five (5);
- (c) to (i) elect directors of the Company to take office immediately following the Meeting (the “**Uravan Nominees**”), and (ii) conditional on and effective upon closing of the proposed reverse takeover transaction involving the Company and Nuclear Fuels Inc. transactions as contemplated in the Business Combination Agreement dated April 21, 2023 between the Company and NFI (the “**Transaction**”), an alternate group of directors to replace the Uravan Nominees;
- (d) to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix the auditors’ remuneration as such;
- (e) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “**Transaction Resolution**”) the full text of which is set forth in Appendix A to the management information circular dated April 25, 2023 (the “**Management Information Circular**”) accompanying this Notice of Meeting, to approve the acquisition of Nuclear Fuels Inc. (“**NFI**”) and the Transaction;
- (f) to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Management Information Circular, authorizing the change of name of the Company to “Nuclear Fuels Inc.” or such other name as the board of directors of the Company, subject to applicable regulatory approval, determines to be appropriate;
- (g) to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Management Information Circular, approving an amendment to the articles of incorporation of the Company to consolidate the issued and outstanding common shares (“**Common Shares**”) of the Company on the basis of one (1) pre-consolidation Common Share for every eight-tenths (0.8) of one post-consolidation Common Share;
- (h) to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Management Information Circular,

approving the continuance of the Company from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (British Columbia);

- (i) to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution, to voluntarily delist the Common Shares of the Company from the TSX Venture Exchange concurrently with the listing of the post-consolidation Common Shares on the Canadian Securities Exchange;
- (j) to re-approve the Company's rolling share option plan (the "**Share Option Plan**") which allows for the issuance of that number of Common Shares as is equal to 10% of the Company's issued and outstanding Common Shares at any given time;
- (k) to consider and, if deemed advisable, approve, with or without variation, an ordinary resolution approving, conditional on and effective upon closing of the Transaction, the adoption of a new stock option plan of the Company in the form set out in Appendix G to the accompanying Management Information Circular; and
- (l) to transact such further and other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 3, 2023 (the "**Record Date**"). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of such Shareholder's shares after such date and the transferee of those shares establishes that the transferee owns the shares and requests, by 4:30 p.m. (Calgary time) not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Proxy Department, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, by facsimile to (866) 249-7775 (toll free), online at www.investorvote.com or by telephone by calling (866) 732-8683 (toll free) not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the

Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered by facsimile to Computershare Investor Services Inc. at 1-866-249-7775.

DATED at Calgary, Alberta this 25th day of April, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Larry Lahusen"

Larry Lahusen

Chief Executive Officer and Director

URAVAN MINERALS INC.

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, MAY 23, 2023

This management information circular (the “**Management Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Uravan Minerals Inc. (the “**Company**” or “**Uravan**”) for use at the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of the Company (the “**Shareholders**”), to be at the office of Dentons Canada LLP, 15th Floor, Bankers Court, 850 – 2nd Street SW, Calgary, AB T2P 0R8 on Tuesday, May 23, 2023 at 1:00 p.m. (Calgary time) for the purposes set forth in the accompanying notice of meeting.

Unless otherwise stated, the information contained in this Management Information Circular is given as at April 25, 2023.

No person has been authorized by the Company to give any information or make any representations in connection with the transactions herein described other than those contained in this Management Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company.

GENERAL PROXY INFORMATION

General Meeting Requirements

As at the date hereof, there are 5,532,901 Common Shares issued and outstanding. Each outstanding Common Share is entitled to one vote on any matter coming before the Meeting. The board of directors (the “**Board**”) of the Company has fixed the record date for the Meeting at the close of business on April 3, 2023 (the “**Record Date**”). The Company will prepare, as of the Record Date, a list of Shareholders entitled to receive the Notice of Meeting and showing the number of Common Shares held by each such Shareholder. Each Shareholder named in the list is entitled to vote the Common Shares shown opposite such Shareholder’s name at the Meeting except to the extent that such holder transfers ownership of the Common Shares after the Record Date, in which case the transferee shall be entitled to vote such Common Shares upon establishing ownership and requesting, by 4:30 p.m. (Calgary time) not later than 10 days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting.

A quorum for the transaction of business at the Meeting shall be present if two Shareholders holding in the aggregate five (5%) percent of the Common Shares entitled to vote at the Meeting are present in person or represented by proxy.

Appointment of Proxies

Those Shareholders who desire to be represented at the Meeting by proxy must deposit their proxy with the Proxy Department, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, by facsimile to (866) 249-7775 (toll free), online at www.investorvote.com or by telephone by calling (866) 732-8683 (toll free), not later than 48 hours (excluding Saturdays, Sundays and holidays) before the day of the Meeting, or adjournment or adjournments thereof. A proxy must be executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a Company, under its seal by an officer or attorney thereof duly authorized.

The persons named in the accompanying proxy are directors and officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on such Shareholder's behalf at the Meeting other than the persons named in the proxy.** To exercise this right, the Shareholder must strike out the name of the persons named in the proxy and insert the name of his or her nominee in the space provided or complete another appropriate form of proxy and, in either case, deposit the proxy with the Company at the place and within the time specified above for deposit of proxies.

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Company. The costs incurred in the preparation and mailing of the Instrument of Proxy, Notice of Meeting and this Management Information Circular will be borne by the Company. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or by other means of communication and by directors and officers of the Company, who will not be specifically remunerated therefore. While no arrangements have been made to date by the Company, the Company may contract for the distribution and solicitation of proxies for the Meeting. The costs incurred by the Company in soliciting proxies will be paid by the Company.

Exercise of Discretion by Proxy

The Common Shares represented by the Instrument of Proxy enclosed with this Notice of Meeting and Management Information Circular will be voted in accordance with the instructions of the Shareholder. **In the event that no specification is made, the Common Shares will be voted in favour of the matters set forth in the proxy.** If any amendments or variations are proposed at the Meeting or any adjournment thereof to matters set forth in the proxy and described in the accompanying Notice of Meeting and this Management Information Circular, or if any other matters properly come before the Meeting or any adjournment thereof, the proxy confers upon the Shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting. At the date of this Management Information Circular, management of the Company knows of no such amendments or variations or other matters to come before the Meeting.

Voting by Internet or Telephone

Shareholders may use the internet site at www.investorvote.com to transmit their voting instructions or the telephone by calling (866) 732-8683 (toll free). Shareholders should have the Instrument of Proxy in hand when they access the web site or dial in to vote. Shareholders will be prompted to enter their Control Number, which is located on the Instrument of Proxy. If Shareholders vote by internet or telephone, their vote must be received not later than 1:00 p.m. (Calgary time) on Thursday, May 18, 2023 or 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjournment of the Meeting. **The website or telephone may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions. Please note that if a Shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, a Shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, only the most recently submitted proxy will be recognized as valid, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.**

Revocation of Proxies

A Shareholder who has given a proxy has the power to revoke it. If a person who has given a proxy attends personally at the Meeting at which the proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing signed by the Shareholder or its attorney authorized in writing, or, if the Shareholder is a Company, under its corporate seal and signed by a duly authorized officer or attorney for the Company, and deposited at the registered office of the Company at any time up to and including the last day (other than Saturdays, Sundays and holidays) preceding the day of the Meeting at which the proxy is to be used, or any adjournment or adjournments thereof, or with the chairman of the Meeting on the day of the Meeting, or on the day of any adjournment thereof, prior to the commencement of the Meeting.

Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to many public Shareholders, as a substantial number of the public Shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Management Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder’s name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Company do not know for whose benefit the shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.

This Management Information Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. The Company does not send proxy-related materials directly to Beneficial Shareholders and is not relying on the notice-and-access provisions of securities laws for delivery to either registered or Beneficial Shareholders. The Company will deliver proxy-related materials to nominees, custodians and fiduciaries and they will be asked to promptly forward them to Beneficial

Shareholders. If you are a Beneficial Shareholder, your nominee should send you a voting instruction form or proxy form along with this Management Information Circular. The Company has elected to pay for the delivery of our proxy-related materials to objecting Beneficial Shareholders.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

INFORMATION CONTAINED IN THIS CIRCULAR

The information contained in this Management Information Circular is given as at April 25, 2023, except where otherwise noted, and information contained in documents incorporated by reference herein is given as of the dates noted in this documents.

Neither the delivery of this Management Information Circular nor any distribution of the securities referred to in this Circular will, under any circumstances, provide any assurance or create an implication that there has been no change in the information set forth herein since the date as of which such information is given in this Management Information Circular.

The information concerning Nuclear Fuels Inc. ("**NFI**") herein has been provided by the management of NFI. Although the Company has no knowledge that would indicate that any of such information is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of such information or the failure by NFI to disclose events that may have occurred or may affect the completeness or accuracy of such information.

This Management Information Circular does not constitute an offer to buy, or a solicitation of an offer to sell, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation.

No person has been authorized to give any information or make any representation in connection with the Transaction (as defined herein) or any other matters to be considered at the Meeting other than those contained in this Management Information Circular (or incorporated by reference herein) and, if given or made, any such information or representation must not be relied upon as having been authorized.

Shareholders should not construe the contents of this Management Information Circular as legal, tax or financial advice and should consult with their own professional advisors in considering the relevant legal, tax, financial or other matters contained in this Management Information Circular

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This Circular, including documents incorporated by reference herein, contains forward-looking statements and information (collectively referred to as "**forward-looking information**"). All statements other than statements of historical fact are forward-looking information. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans",

“intends”, “potential”, and similar expressions are intended to identify forward-looking information. Forward-looking information presented in such statements or disclosures may, among other things, relate to:

- (a) the anticipated benefits from the Transaction;
- (b) the expected completion and implementation date of the Transaction;
- (c) the expected Closing Date of the Transaction;
- (d) the percentage of Resulting Issuer Shares held by both former shareholders and current shareholders of NFI upon completion of the Transaction;
- (e) the listing of the Resulting Issuer Shares, including but not limited to the Resulting Issuer Shares issuable pursuant to the Transaction, on the CSE;
- (f) certain combined operational and financial information;
- (g) the nature of the Company’s operations following the Transaction;
- (h) forecasts of capital expenditures, including general and administrative expenses and savings;
- (i) expectations regarding the ability to raise capital;
- (j) fluctuations in currency exchange rates;
- (k) the Company’s business focus and outlook following the Transaction;
- (l) plans and objectives of management for future operations;
- (m) anticipated operational and financial performance; and
- (n) the effect of the Transaction on the Company’s share capital.

Care should be taken when considering forward-looking information, which is inherently uncertain, is based on estimates and assumptions, and is subject to known and unknown risks and uncertainties (both general and specific) that contribute to the possibility that the future events or circumstances contemplated by the forward-looking information will not occur. There can be no assurance that the plans, intentions or expectations upon which forward-looking information is based will in fact be realized. Actual results may differ, and the difference may be material and adverse to the Company and/or NFI. Forward-looking information is provided for the purpose of providing information about the Company’s and NFI’s management’s current expectations and plans relating to the future. Reliance on such information may not be appropriate for other purposes, such as making investment decisions

Various assumptions or factors are typically applied in drawing conclusions or making forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company and NFI and while consideration has been given to list what the companies think are the most important factors, the list should not be considered exhaustive. In some instances, material assumptions and factors are presented or discussed elsewhere in this Management Information Circular in connection with the statements or disclosure containing the forward-looking information. The factors and assumptions include, but are not limited to:

- the approval of the Transaction by the regulatory authorities;
- the approval of the Transaction Resolution by the Shareholders;
- the satisfaction or waiver of all conditions to the completion of the Transaction in accordance with the terms of the Business Combination Agreement;
- no material changes in the legislative and operating framework for the businesses of Uravan and NFI, as applicable;
- stock market volatility and market valuations;
- no material adverse changes in the business of either Uravan or NFI;
- the ability of NFI to access capital subsequent to the Transaction; and
- no significant event occurring outside the ordinary course of business of Uravan or NFI, as applicable, such as a natural disaster or other calamity.

The forward-looking information in statements or disclosures in this Circular (including the documents incorporated by reference herein) is based (in whole or in part) upon factors which may cause actual results, performance or achievements of Uravan or NFI, as applicable, to differ materially from those contemplated (whether expressly or by implication) in the forward-looking information. Those factors are based on information currently available to Uravan and NFI, as applicable, including information obtained from third-party industry analysts and other third party sources. Actual results or outcomes may differ materially from those predicted by such statements or disclosures. While Uravan and NFI do not know what impact any of those differences may have, their business, results of operations, and financial condition may be materially adversely affected.

The reader is further cautioned that the preparation of financial statements in accordance with IFRS requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates may change or may impact asset values and net earnings as further information becomes available, and as the economic environment changes

Readers should also consider the risk factors described under “Risk Factors” and other risks described elsewhere in this Management Information Circular and in the documents incorporated by reference herein, including “Forward-Looking Statements” in the Uravan Annual Management’s Discussion and Analysis. Additional information on these and other factors that could affect the operations or financial results of Uravan are included in documents on file with applicable Canadian Securities Administrators and may be accessed on Uravan’s profile through SEDAR (www.sedar.com). Such documents, unless expressly incorporated by reference herein, and websites, although referenced, do not form part of this Management Information Circular.

The forward-looking information contained in this Circular (including the documents incorporated by reference herein) is made as of the date hereof and thereof and Uravan and NFI undertake no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable Canadian securities laws.

CONVENTIONS

Words importing the singular include the plural and vice versa.

In this Circular, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars and references to “dollars” or “\$” are to Canadian dollars and references to “US\$” are to United States dollars.

This Circular contains defined terms. For a list of certain defined terms used herein, see Glossary of Terms on the following page of the Circular.

GLOSSARY OF TERMS

In this Circular, including the Appendices attached hereto, the following terms shall have the respective meanings set out below, unless otherwise defined herein or unless there is something in the subject matter inconsistent therewith.

“**ABCA**” means the *Business Corporations Act* (Alberta).

“**ABCA Registrar**” means the registrar of corporations appointed under Section 263(1) of the ABCA.

“**Amalco**” means the continuing corporation constituted upon the amalgamation of Subco and NFI pursuant to the Amalgamation.

“**Amalgamation**” has the meaning ascribed to such term under “*Matters to be Acted Upon at the Meeting - Approval of the Transaction*”.

“**BCBCA**” means the *Business Corporations Act* (British Columbia).

“**Beneficial Shareholders**” has the meaning ascribed to such term under “*General Proxy Information – Advice to Beneficial Holders of Securities*”.

“**Broadridge**” means Broadridge Financial Solutions, Inc.

“**Business Combination Agreement**” means the Business Combination Agreement between the Company and NFI dated April 21, 2023, relating to the Transaction.

“**Common Shares**” means the common shares in the capital of the Company.

“**Company**” or “**Uravan**” means Uravan Minerals Inc., a corporation incorporated under the laws of the Province of Alberta.

“**Compensation Committee**” has the meaning ascribed to such term under “*Statement of Executive Compensation - Compensation Governance*”.

“**Consolidation**” has the meaning ascribed to such term under “*Matters to be Acted Upon at the Meeting - Approval of the Transaction*”.

“Continuance” has the meaning ascribed to such term under *“Matters to be Acted Upon at the Meeting - Approval of the Transaction”*.

“Continuance Resolution” means the special resolution of the Company approving the Continuance.

“CSE” means the Canadian Securities Exchange.

“Delisting Resolution” means the ordinary resolution of the Shareholders of the Company to authorize the delisting of the Common Shares from the TSXV.

“Director Nominees” has the meaning ascribed to such term under *“Matters to be Acted Upon at the Meeting - Election of Directors”*.

“Management Information Circular” means this management information circular of the Company dated April 25, 2023 including all the appendices and schedules hereto, and all amendments and supplements hereto distributed to Shareholders in connection with the Meeting.

“Meeting” means the annual general and special meeting of Shareholders to be held on May 23, 2023 or any adjournment or postponement thereof.

“Name Change” means an amendment to the Company’s Articles to change the name from “Uravan Minerals Inc.” to “Nuclear Fuels Inc” (or such other name as shall be acceptable to the Board and applicable regulatory authorities).

“NEO” or **“Named Executive Officer”** has the meaning ascribed thereto under *“Statement of Executive Compensation - Summary Compensation Tables”*

“NFI” means Nuclear Fuels Inc. a corporation existing under the BCBCA.

“NI 58-201” means National Instrument 58 – 201- Corporate Governance Disclosure.

“Optionees” has the meaning ascribed thereto under *“Statement of Executive Compensation - Share Option Plan”*.

“Options” has the meaning ascribed thereto under *“Statement of Executive Compensation - Share Option Plan”*.

“Proposed Articles” has the meaning ascribed thereto under *“Approval of the Continuance – Effect of the Continuance”*.

“Reconstituted Nominees” has the meaning ascribed thereto under *“Matters to be Acted Upon at the Meeting - Election of Directors”*.

“Record Date” means April 3, 2023, the date fixed for determining the Shareholders entitled to receive notice of, and to vote at the Meeting.

“Registrar” means the registrar of companies appointed under Section 400 of the BCBCA.

“Resulting Issuer” means the Company, after giving effect to the Transaction, at which time the Company is expected to be renamed “Nuclear Fuels Inc.”.

“Resulting Issuer Option Plan” has the meaning ascribed thereto under *“Matters to be Acted Upon at the Meeting - Resulting Issuer Option Plan”*

“Resulting Issuer Shares” means the common shares in the capital of the Resulting Issuer.

“SEDAR” means the System for Electronic Document Analysis and Retrieval of the Canadian securities administrators.

“Share Option Plan” has the meaning ascribed thereto under *“Matters to be Acted Upon at the Meeting – Reapproval of Share Option Plan”*.

“Shareholders” means holders of Common Shares of the Company.

“Subco” has the meaning ascribed thereto under *“Matters to be Acted Upon at the Meeting – Approval of the Transaction”*.

“Transaction” means the acquisition of NFI and the transactions contemplated in the Business Combination Agreement.

“Transaction Resolution” has the meaning ascribed thereto under *“Matters to be Acted Upon at the Meeting - Approval of the Transaction”*.

“TSXV” means TSX Venture Exchange.

“Uravan MD&A” means Uravan’s management’s discussion and analysis for the years ended December 31, 2022 and 2021.

“Uravan Nominees” has the meaning ascribed to such term under *“Matters to be Acted Upon at the Meeting - Election of Directors”*.

RISK FACTORS

Completion of the Transaction is subject to certain risks. In addition to the risk factors described in the section titled “Reasons for the Transaction and Recommendation” in this Management Information Circular, and in the Uravan MD&A, which is specifically incorporated by reference into this Management Information Circular, the following are additional and supplemental risk factors which Shareholders should carefully consider before making a decision to approve the Transaction Resolution. Readers are cautioned that such risk factors are not exhaustive.

Uravan and NFI may not satisfy all regulatory requirements or obtain the necessary approvals for completion of the Transaction on satisfactory terms or at all.

Completion of the Transaction is subject to the satisfaction of certain regulatory requirements and the receipt of all necessary regulatory approvals, including Shareholder approval of the Transaction Resolution and the approval of the CSE for listing of the Resulting Issuer Shares.

There can be no certainty, nor can either party provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a material adverse effect on the business and affairs of NFI, or the trading price of the Resulting Issuer Shares, after completion of the Transaction. Moreover, if the Business Combination Agreement is terminated, there is no assurance that the Uravan Board will be able to find another transaction to pursue.

The market price for our Common Shares may decline.

If the Transaction Resolution is not approved by the Shareholders, the market price of the Common Shares may decline to the extent that the current market price of the Common Shares reflects a market assumption that the Transaction will be completed. If the Transaction Resolution is not approved by the Shareholders, and the NFI Board decides to seek another business combination, there can be no assurance that Uravan will be able to find a transaction as attractive to Uravan as the Transaction.

Uravan and NFI expect to incur significant costs associated with the Transaction

Uravan and NFI will collectively incur significant direct transaction costs in connection with the Transaction. Actual direct transaction costs incurred in connection with the Transaction may be higher than expected. In addition, certain of Uravan's and NFI's costs related to the Transaction, including legal, financial advisory services, accounting, printing and mailing costs, must be paid even if the Transaction is not completed.

If the Transaction is not completed, Uravan's future business and operations could be harmed.

If the Transaction is not completed, Uravan may be subject to a number of additional material risks, including the following:

- Uravan may have lost other opportunities that would have otherwise been available had the Business Combination Agreement not been executed, including, without limitation, opportunities not pursued as a result of affirmative and negative covenants made by it in the Business Combination Agreement, such as covenants affecting the conduct of its business outside the ordinary course of business; and
- Uravan may be unable to obtain additional sources of financing or conclude another sale, merger or amalgamation on as favourable terms, in a timely manner, or at all.

Uravan has not verified the information regarding NFI included in, or which may have been omitted from, this Management Information Circular.

All historical information regarding NFI contained in this Management Information Circular, including all NFI financial information, has been provided by NFI. Although Uravan has no reason to doubt the accuracy or completeness of such information, any inaccuracy or material omission in the information about or relating to NFI contained in this Management Information Circular could result in unanticipated liabilities or expenses, increase the cost of integrating the companies or adversely affect the operational plans of NFI and its results of operations and financial condition.

Uravan and NFI will prepare and file a CSE Form 2A Listing Statement with the CSE shortly after the mailing of the meeting materials. Assuming the Transaction is approved and the Company is able to obtain the conditional acceptance of the CSE, the Form 2A Listing Statement will be filed and made accessible under the Company's SEDAR profile at www.sedar.com.

INFORMATION CONCERNING URAVAN

Uravan was incorporated under the laws of the Province of Alberta on December 1, 1997. Uravan is a reporting issuer in the provinces of British Columbia, Alberta and Saskatchewan. Uravan's Common Shares are currently listed for trading on the TSXV under the symbol "UVN".

The address of Uravan's registered and records office and head office is located at 240, 70 Shawville Blvd SE, Calgary, Alberta, Canada.

Uravan has one wholly-owned subsidiary, Prime Fuels Corp. ("**Prime**"), which was acquired by the Company on October 28, 2022.

General Development of the Business

Since inception, Uravan has been devoted to the acquisition and exploration of mineral properties in Canada and the United States of America. To date, the Company has not earned any significant revenues and is considered to be in the development stage.

Prior Sales

For the 12-month period before the date of this Management Information Circular, Uravan issued 800,000 Common Shares at an issue price of \$0.155 per Common Share. The Common Shares were issued to former shareholders of Prime in connection with the acquisition of Prime by the Company.

Trading Price and Volume Data

The Common Shares are listed and trade on the TSXV under the symbol "UVN". On March 1, 2023, the closing price for the Common Shares on the TSXV was \$0.45. The following table summarizes the high and low prices and volume of trading of the Common Shares on the TSXV for each of the periods indicated:

	Trading Price		Volume Traded
	High (\$)	Low (\$)	# of shares
April 2022	0.25	0.15	158,461
May 2022	0.15	0.15	70,960
June 2022	0.15	0.11	145,751
July 2022	0.15	0.125	29,200
August 2022 ⁽¹⁾	0.16	0.125	101,141
September 2022 ⁽¹⁾	-	-	-
October 2022 ⁽¹⁾	0.27	0.17	47,557
November 2022	0.59	0.245	350,381
December 2022	0.39	0.31	101,859
January 2023	0.47	0.33	108,318
February 2023	0.47	0.365	135,976
March 2023 ⁽²⁾	-	-	-

Notes:

- (1) Uravan's Common Shares were halted from trading from August 15, 2022 and resumed trading on October 28, 2022.
- (2) Uravan's Common Shares were halted at the request of the Company on March 2, 2023 in connection with the announcement of the Transaction.

INFORMATION CONCERNING NFI

NFI is engaged in the business of the identification, exploration and development of mineral properties, with a primary focus on critical metals and uranium properties located on its LAB Critical Metals project located in Newfoundland and Labrador and its KC uranium property in Wyoming. NFI is a private issuer incorporated under the laws of British Columbia.

For information regarding NFI, please refer to Appendix B.

INFORMATION CONCERNING THE RESULTING ISSUER

Immediately upon completion of the Transaction, the Company will change the name of the Company from "Uravan Minerals Inc." to "Nuclear Fuels Inc".

For further information regarding the Company upon completion of the Transaction, please refer to Appendix C.

MATTERS TO BE ACTED UPON AT THE MEETING

Presentation of Financial Statements

At the Meeting, Shareholders will receive and consider the financial statements of the Company for the fiscal year ended December 31, 2022 and the auditors' report on such statements. The financial statements have been mailed to the Company's registered and Beneficial Shareholders who requested to receive them and are also available on SEDAR at www.sedar.com. The financial statements of the Company for the fiscal year ended December 31, 2022 and the auditors' report on such statements will be placed before the Meeting.

Fixing the Number of Directors

At the Meeting, Shareholders will be asked to fix the number of directors for the present time at five (5) as may be adjusted between shareholders' meetings by way of resolution of the Board. Accordingly, unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of fixing the number of directors to be elected at the Meeting at five (5).

Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote IN FAVOUR of the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5). In order to be effective, the ordinary resolution must be approved by not less than a majority of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Election of Directors

At the Meeting, Shareholders will be asked to elect five (5) nominees of Uravan set forth in the table below (the "**Uravan Nominees**") as directors of the Company to hold office until the next annual meeting or until their successors are duly elected or appointed pursuant to the by-laws of the Company, unless their offices are earlier vacated in accordance with the provisions of the *Business Corporations Act* (Alberta) (the "**ABCA**") or the Company's by-laws. There are presently four (4) directors of the Company, each of whom

retires from office at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as directors of each of the Uravan Nominees hereinafter set forth to hold office until such time as the Transaction is completed, the next annual meeting, or until their successors are elected or appointed.

In the event that the Transaction is completed, it is agreed that the Board be reconstituted to consist of Michael Collins, William M. Sheriff, David Millar, Eugene Spearing and Larry Lahusen (the “**Reconstituted Nominees**” and together with the Uravan Nominees, the “**Director Nominees**”). Upon completion of the Transaction, Torrie Chartier, Dr. Larry Hulbert and Paul Stacey have agreed to resign immediately, following which the Reconstituted Nominees will fill the vacancies created by the resignations.

In the event that the Transaction is not completed, Michael Collins has agreed to immediately resign, following which the remaining directors may fill the vacancy created by the resignation.

Management of the Company believes that the election of the Director Nominees, if approved by Shareholders, will allow the Company to satisfy the respective condition precedents to the Transaction.

The names and places of residence of the persons either nominated for or presently holding office as directors, the number of Common Shares beneficially owned, controlled or directed, directly or indirectly, the period served as director and the principal occupation during the last five years of each Uravan Nominee are as follows:

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly⁽³⁾	Director Since⁽⁵⁾	Principal Occupation for Past Five Years
Larry Lahusen ⁽¹⁾⁽²⁾ <i>Chief Executive Officer and Director (Chairman) Alberta, Canada</i>	752,140 ⁽⁴⁾	January 19, 1998	Mr. Lahusen is an independent economic geologist and has been a self-employed private business executive since 1974 with a B.Sc. Degree in Geology. He has extensive experience over the last 49 years working as an exploration geologist with various private and public companies and other venture capital groups looking for uranium, base metals and precious metal deposits in North America.

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽³⁾	Director Since ⁽⁵⁾	Principal Occupation for Past Five Years
Torrie Chartier ⁽¹⁾⁽²⁾ <i>Chief Financial Officer and Director Alberta, Canada</i>	Nil	May 20, 2011	<p>Ms. Torrie Chartier holds a M.Sc. from Michigan Technology University (1986) and an MBA from the University of Calgary, Alberta (2003). Ms. Chartier-Holloway has been registered as a Professional Geoscientist and is a Qualified Person for the purposes of National Instrument 43-101. Ms. Chartier-Holloway has over 20 years of experience in the diamond exploration industry. From 1983 to present Ms. Chartier-Holloway has worked as an independent consultant and diamond exploration specialist, managing exploration projects for various junior diamond companies and has been directly involved in the discovery of kimberlites in the Great Lakes Region of Michigan in the US as well as NWT, Canada and in Western Greenland. In addition to Ms. Chartier's diamond exploration career, she is the company manager of Elbow River Helicopters Ltd. based in Calgary. The company is a family operation owned by Ms. Chartier and her husband. She has been a Director of Trio Gold Corp. since May 2012.</p>
Dr. Larry Hulbert ⁽¹⁾⁽²⁾ <i>Director Alberta, Canada</i>	Nil	May 20, 2011	<p>Dr. Hulbert holds a B.Sc. and M.Sc. from the University of Regina (1975-78) and a D.Sc. from the University of Pretoria, South Africa (1983). Dr. Hulbert has been registered as a Professional Geoscientist since 2003 and as a Qualified Person for the purpose of National Instrument 43-101. From 1984 to 2007, Dr. Hulbert was employed by the Geological Survey of Canada (GSC) conducting research on the Metallogeny of Mafic-Ultramafic Rocks with an emphasis on Ni-Cu-PGE mineralization. Dr. Hulbert left the GSC in 2007. From 2007 to the present, he has been working as a Ni-Cu-PGE specialist consulting for exploration companies engaged in Ni-Cu-PGE and Cr-V exploration in Canada, USA and Mexico. Dr. Hulbert has authored numerous professional papers, was a Robinson Distinguished Lecturer for the Geological and Mineralogical Association of Canada, and in</p>

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽³⁾	Director Since ⁽⁵⁾	Principal Occupation for Past Five Years
Paul Stacey ⁽²⁾ <i>Director</i> <i>Ontario, Canada</i>	Nil	June 25, 2021	2003 received the Earth Sciences Sector Merit Award from Natural Resources Canada. Mr. Stacey holds a B.Sc. in Geography from Carleton University (1994). Mr. Stacey has approximately fifteen (15) years' experience as a GIS and IT specialist for mineral exploration and mining. Mr. Stacey operates his own mineral resources consulting company where he manages large datasets and outputs the information into key map visualization components for timely analysis and effective decision making. Operating through his GIS/IT consulting company, Mr. Stacey provides high-end data management, analysis and visualization to clients such as Cliffs, Falconbridge/Glencore, Pure Nickel, Macdonald Mines, Nickel North, Duluth Metals, and Walbridge Mining. Since 2005, Paul has been a key GIS/IT consultant and data manager for Uravan.
Michael Collins	Nil	Proposed Director	Mr. Collins has served as an officer and director of public companies and worked as a geological consultant during the past five years.

(3) Member of the Audit Committee.

(4) Member of the Compensation Committee.

(5) Does not include any share options or warrants beneficially owned or controlled by the directors. As of the date hereof, in aggregate, the directors of the Company, as a group, hold options to purchase 65,000 Common Shares exercisable at \$0.50 per share. As at the date hereof, the directors and officers of the Company, as a group, beneficially owned, directly or indirectly, an aggregate of 752,140 Common Shares or approximately 13.59% of the issued and outstanding Common Shares.

(6) 658,640 Common Shares are held directly by Mr. Lahusen and 93,500 are held by Larjer Investments Inc.

(7) The Company's directors will hold office until the next Annual General and Special Meeting of the Company's shareholders or until each director's successor is appointed or elected pursuant to the ABCA.

The names and places of residence of the persons either nominated for or presently holding office as directors, the number of Common Shares beneficially owned, controlled or directed, directly or indirectly, the period served as director and the principal occupation during the last five years of each Reconstituted Nominee are as follows:

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly⁽³⁾	Director Since⁽⁵⁾	Principal Occupation for Past Five Years
Larry Lahusen <i>Chief Executive Officer and Director (Chairman) Alberta, Canada</i>	752,140 ⁽⁴⁾	January 19, 1998	Mr. Lahusen is an independent economic geologist and has been a self-employed private business executive since 1974 with a B.Sc. Degree in Geology. He has extensive experience over the last 49 years working as an exploration geologist with various private and public companies and other venture capital groups looking for uranium, base metals and precious metal deposits in North America.
Michael Collins ⁽¹⁾ British Columbia, Canada	Nil	Proposed Director	Mr. Collins has served as an officer and director of public companies and worked as a geological consultant during the past five years.
William M. Sheriff ⁽²⁾ British Columbia, Canada	Nil	Proposed Director	Chairman of enCore Energy Corp. since 2009 and Executive Chairman of enCore Energy Corp. since January 2019. Executive Chairman of Golden Predator Mining Corp. from April 2014 to September 2021. Director of Exploits Discovery Corp. since October 2020. Chairman of Sabre Gold Mines Corp. since September 2021.
David Miller ⁽¹⁾⁽²⁾ Wyoming, USA	Nil	Proposed Director	Mr. Miller retired as a legislator in the Wyoming Legislature in January 2021. Mr. Miller has been a director of ALX Resources since May 2017, of Rush Rare Metals Corp. since December 2022, and of Visionary Gold Corp. since March 2023. Mr. Miller also provides corporate consulting services.
Eugene Spiering ⁽¹⁾⁽²⁾ Wyoming, USA	Nil	Proposed Director	Mr. Spiering has worked as a consulting geologist for clients conducting uranium and precious and base metal exploration in the Western U.S., as a technical advisor to enCore Energy Corp., Group 11 Technologies, and Visionary Gold Corp., and served as a director for Southern Silver Exploration Corp. and Arizona Silver Exploration.

(1) Proposed member of the Audit Committee.

(2) Proposed member of the Compensation Committee.

(3) Does not include any share options or warrants beneficially owned or controlled by the directors. As of the date hereof, in aggregate, the directors of the Company, as a group, hold options to purchase 65,000 Common Shares exercisable at \$0.50 per share. As at the date hereof, the directors and officers of the Company, as a group, beneficially owned, directly or indirectly, an aggregate of 752,140 Common Shares or approximately 13.59% of the issued and outstanding Common Shares.

- (4) 658,64 Common Shares are held directly by Mr. Lahusen and 93,500 are held by Larjer Investments Inc.
- (5) The Reconstituted Nominees will hold office upon completion of the Transaction until the next Annual General Meeting of the Company's shareholders or until each director's successor is appointed or elected pursuant to the ABCA.

Unless otherwise directed, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the election of the Uravan Nominees as directors of the Company until the completion the Transaction. In order to be effective, the ordinary resolution in respect of the election of each nominee director must be approved by not less than a majority of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Unless otherwise directed, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the election of the Reconstituted Nominees as directors of the Company upon completion of the Transaction. In order to be effective, the ordinary resolution in respect of the election of each nominee director must be approved by not less than a majority of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company's executive officers and directors, no proposed Director Nominee: (i) is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer (including the Company) that, (a) while that person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days, (b) was subject to an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer, which resulted, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (c) while that person was acting in the capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; (ii) has, within the last 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets; or (iii) has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director. In addition, no proposed director of the Company has, within the 10 years before the date of this document, 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 its assets.

Appointment of Auditors

Unless otherwise directed, it is management's intention to vote the proxies in favour of an ordinary resolution to appoint the firm of MNP LLP, Chartered Accountants, Calgary, Alberta, to serve as auditors of the Company until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration as such. MNP LLP have been the auditors of the Company since June 5, 2012.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the appointment of MNP LLP as auditors of the Company at remuneration to be fixed by the Board. In order to be effective, the ordinary resolution must be approved by not less than a majority of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Approval of the Transaction

Pursuant to the Business Combination Agreement, the Company and NFI propose to complete the Transaction, which, on closing, will result in the reverse take-over of the Company by NFI. The Transaction is structured as a three-cornered amalgamation under the provisions of the BCBCA and upon which a subsidiary company to be incorporated and wholly-owned by Uravan pursuant to the laws of the Province of British Columbia (“**Subco**”) will amalgamate with NFI (the “**Amalgamation**”) pursuant to section 269 of the BCBCA to form a newly amalgamated company (“**Amalco**”). Amalco will become a wholly-owned subsidiary of Uravan upon completion of the Amalgamation and in connection therewith, holders of common shares in the capital of NFI (the “**NFI Shares**”) will receive one Resulting Issuer Share for each NFI Share held immediately before the Amalgamation.

Pursuant to the Transaction, immediately prior to the completion of the Amalgamation, the Company will complete the Consolidation (as defined below) and the Name Change (as defined below). Upon completion of the Transaction, Amalco will carry on the business of the NFI as a wholly-owned subsidiary of the Company. Immediately following completion of the Transaction, Uravan will complete the Continuance (as defined below).

It is anticipated that the Transaction will result in the Resulting Issuer issuing an aggregate of approximately 41,750,225 Resulting Issuer Shares to the former NFI Shareholders. It is expected that former NFI Shareholders will hold an aggregate of approximately 90.4% of the Resulting Issuer Shares following closing of the Transaction, with current shareholders of Uravan holding approximately 9.6% of the remaining Resulting Issuer Shares.

On or before the completion of the Transaction, the Company will seek to delist from the TSXV and will apply to relist the post-Consolidation Common Shares on the CSE.

Certain of the Resulting Issuer Shares held by the current NFI Shareholders and insiders of the Company will be subject to escrow conditions and applicable resale restrictions as required by applicable securities laws and CSE requirements.

The Transaction will constitute a “fundamental change” for the purposes of Policy 8 – *Fundamental Changes* of the CSE. Accordingly, the Transaction is required to be approved by the shareholders of the Company prior to completion of the Transaction in order to qualify the Resulting Issuer Shares for listing on the CSE.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “**Transaction Resolution**”) approving the Transaction. The full text of the Transaction Resolution is set out in Appendix A to this Management Information Circular.

To be effective, the Transaction Resolution must be approved by a majority of the votes cast on the Transaction Resolution by the Shareholders. Subject to receipt of all requisite approvals, and fulfillment or

waiver of all of the other conditions disclosed under *The Transaction – Conditions to Closing the Transaction and Required Approvals*, the Transaction is anticipated to close in Q2 of 2023.

The description of the Business Combination Agreement in this Management Information Circular is a summary only, is not exhaustive and is qualified in its entirety by reference to the terms of the Business Combination Agreement, which is available on the Company's SEDAR profile at www.sedar.com and which is incorporated by reference herein.

In connection with, and as conditions to, the completion of the Transaction, the Company intends to:

- in addition to electing five (5) directors to serve until the next annual meeting of the shareholders in the ordinary course, conditional upon and effective as of the completion of the Transaction, fix the number of directors for the ensuing year at five (5) and elect as directors of the Company as the Resulting Issuer, the Reconstituted Nominees, being Larry Lahusen, Michael Collins, William M Sheriff, David Miller and Eugene Spiering;
- change the Company's name for the Resulting Issuer to "Nuclear Fuels Inc." or such other name as the directors may determine in their discretion and acceptable to the CSE (the "**Name Change**"); and
- immediately prior to the completion of the Transaction, consolidate the Common Shares of the Company on the basis of eight tenths (0.8) of one post-consolidation Common Share for every one (1) pre-consolidation Common Shares (the "**Consolidation**").

In addition, immediately following the completion of the Transaction, the Company intends to apply for the discontinuance of the Company from the jurisdiction of Alberta and for the continuance of the Company to the jurisdiction of British Columbia (the "**Continuance**").

The election of the Reconstituted Nominees, approval of the Name Change, approval of the Continuance and approval of the Consolidation are conditions, obligations and/or covenants to the Transaction and are therefore necessary to complete the Transaction.

A copy of the Business Combination Agreement is available on the Company's profile on SEDAR at www.sedar.com. The Company expects to issue a comprehensive press release detailing the Transaction prior to the Meeting, which will also be available under the Company's profile on SEDAR, at www.sedar.com.

The Company may elect not to proceed with the Transaction if dissent rights have been exercised by shareholders of NFI (with respect to the Amalgamation) in respect of a total number of NFI Shares exceeding 5% of the outstanding NFI Shares immediately prior to the effective time of the Amalgamation.

Recommendation of the Uravan Board

AFTER CAREFUL CONSIDERATIONS, THE URAVAN BOARD HAS UNANIMOUSLY DETERMINED THAT THE TRANSACTION IS FAIR TO THE SHAREHOLDERS, AND IS IN THE BEST INTEREST OF URAVAN AND SHAREHOLDERS. THE URAVAN BOARD UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE TRANSACTION RESOLUTION.

Reasons for the Transaction and Recommendations

In making its recommendations, the Uravan Board consulted with Uravan's management and considered the Transaction with reference to the general industry, economic and market conditions as well as the financial condition of Uravan, its prospects, strategic alternatives, competitive position and the risks related to Uravan's ongoing financing requirements. The following includes forward-looking information and readers are cautioned that actual results may vary.

In making its determination and recommendations, the Uravan Board considered and relied upon a number of substantive factors, including, among others:

- *Alternative Option.* The Uravan Board considered a number of alternatives to maximize the value of our Common Shares, and the Transaction represents the best alternative among the opportunities available to improve the ability of Uravan to increase shareholder value. The Transaction is anticipated to enhance value for Shareholders through ownership in a company with growth potential.
- *Strong Management Ability and Skills.* The Resulting Issuer will have an experienced management team.
- *Negotiated Transaction.* The Business Combination Agreement was the result of a comprehensive negotiation process with respect to the key elements of the Business Combination Agreement, which includes terms and conditions that are reasonable in the judgment of the Uravan Board.
- *Shareholder Approval.* – the Transaction Resolution must be approved by majority approval as required pursuant to the policies of the CSE. See *The Transaction – Shareholder Approval*.

In making its determination and recommendations, the Uravan Board, in consultation with Uravan's management and advisors, considered a number of potential issues regarding and risks (as described in greater detail under the heading Risk Factors) relating to the Transaction, including:

- the risks to the Company and the Shareholders if the Transaction is not completed, including the costs to the Company in pursuing the Transaction and the diversion of the Company's management from the conduct of the Company's business in the ordinary course;
- Uravan may not have been able to verify the reliability of all information regarding NFI including in this Management Information Circular and information not known to Uravan may result in unanticipated liabilities or expenses, or adversely affect the operation plans of the Resulting Issuer and its results of operations and financial condition;
- Uravan and NFI may fail to realize the anticipated benefits of the Transaction;
- the dilution effect on the interest of the Shareholders;
- the conditions to NFI's obligations to complete the Transaction; and
- the right of NFI to terminate the Transaction under certain circumstances.

The Uravan Board's reasons for recommending the approval of the Transaction Resolution include certain assumptions relating to forward-looking information, and such information and assumptions, are subject to various risks. The Uravan Board believed that, overall, the anticipated benefits of the Transaction to Uravan outweigh these risks and negative factors. See *Cautionary Notice Regarding Forward-Looking Statements and Risk Factors* in this Management Information Circular.

The foregoing summary of information and factors considered by the Uravan Board is not intended to be exhaustive. In view of the variety of factors and the amount of information considered in connection with its evaluation of the Transaction, the Uravan Board did not find it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching its conclusion and recommendation. Their recommendations were made after considering all of the above-noted factors and in light of the Uravan Board's knowledge of the business, financial condition and prospects of Uravan, and was also based on the advice of advisors. Individual directors may have assigned or given different weights to different factors.

Business Combination Agreement

The following is a summary of certain material terms of the Business Combination Agreement. This summary does not contain all of the information about the Business Combination Agreement. Therefore, Shareholders should read the Business Combination Agreement carefully and in its entirety, as the rights and obligations of Uravan and NFI are governed by the express terms of the Business Combination Agreement and not by this summary or any other information contained in this Circular.

Certain capitalized terms used in this summary that are not defined in the *Glossary of Terms* have the meaning ascribed to them in the Business Combination Agreement

Effects of the Amalgamation

Subject to the terms and conditions of the Business Combination Agreement, and concurrently with the completion of the Amalgamation, at the Effective Time:

- (a) each NFI Share outstanding and held by a NFI Shareholder (other than those held by dissenting NFI Shareholders or certain ineligible U.S. holders) immediately prior to the effective time (the "**Effective Time**") of the Amalgamation will be exchanged for one Uravan Share;
- (b) each NFI Option outstanding immediately prior to the Effective Time shall be replaced with one Uravan Option (the "**Uravan Replacement Option**") to purchase a Common Share, at an exercise price per Uravan Post-Consolidation Share equal to the exercise price per NFI Share subject to such NFI Option immediately prior the Effective Time;
- (c) each Subco Share outstanding immediately prior to the Effective Time shall be cancelled and, in consideration therefor, Amalco shall issue one Amalco Share to Uravan;
- (d) as consideration for the issue of the Common Shares to effect the Amalgamation, Amalco will issue to Uravan one Amalco Share for each Uravan Common SHare issued to holders of NFI Shares (other than adissenting NFI Shareholder or an ineligible U.S.holder);

Conditions to Closing the Transaction and Required Approvals

The obligations of Uravan and NFI to complete the Amalgamation and the other transactions contemplated by the Business Combination Agreement is subject to the fulfilment or waiver of the following conditions precedent on or before the Effective Time or such other time as is specified below:

- (a) the NFI Shareholder Approval and Uravan Shareholder Approval shall have been obtained;
- (b) the CSE shall have conditionally accepted the CSE Listing;
- (c) the Consolidation shall have been completed;
- (d) the Continuation shall have been completed;
- (e) the TSXV shall have approved Uravan's application for the delisting of its Common Shares;
- (f) the Amalgamation Application shall be in form and substance satisfactory to the Parties hereto, acting reasonably;
- (g) the Parties shall have sufficiently completed, and be satisfied with the results of, the due diligence investigations of each Party hereto, acting reasonably;
- (h) there shall not be in force any Applicable Law, ruling, order or decree, and there shall not have been any action taken under any Applicable Law or by any Governmental Entity, that makes illegal or otherwise directly or indirectly restrains, enjoins or prohibits the consummation of the Amalgamation in accordance with the terms hereof or the other transactions contemplated by this Agreement in accordance with the terms hereof or results or could reasonably be expected to result in a judgment, order, decree or assessment of damages, directly or indirectly, relating to the Amalgamation or the other transactions contemplated by this Agreement which has, or could reasonably be expected to have a Material Adverse Effect on NFI on a consolidated basis or Uravan on a consolidated basis; and
- (i) all regulatory approvals and corporate approvals in connection with the Amalgamation and the other transactions contemplated by this Agreement shall have been obtained.

The obligation of NFI to complete the Amalgamation and the other transactions contemplated in the Business Combination Agreement is subject to the fulfilment or waiver of the following conditions precedent on or before the Effective Time or such other time as is specified below:

- (a) all representations and warranties made by Uravan in the Business Combination Agreement shall be true and correct in all material respects as of the Effective Date as if made on and as of such date (except to the extent that such representations and warranties speak as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date),
- (b) Uravan shall have complied in all material respects with its covenants contained in the Business Combination Agreement; and
- (c) there shall have been no Material Adverse Change in the affairs, assets, liabilities, financial condition or business (financial or otherwise) of Uravan since the date of Business Combination Agreement;

The obligation of Uravan to complete the Amalgamation and the other transactions contemplated by the Business Combination Agreement are subject to the fulfilment of the following additional conditions at or before the Effective Time or such other time as specified below:

- (a) all representations and warranties made by NFI in this Agreement shall be true and correct in all material respects as of the Effective Date as if made on and as of such date (except to the extent that such representations and warranties speak as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date);
- (b) NFI shall have complied in all material respects with its covenants contained in the Business Combination Agreement ;
- (c) there will not have been exercised dissent rights under the BCBCA by NFI Shareholders with respect to more than ten percent (10%) of the outstanding NFI Shares;
- (d) NFI shall have exercised its right to acquire the Hightest Claims and the Critical Metals Property, and provided Uravan with satisfactory proof of such acquisitions; and
- (e) at the Effective Date, there shall have been no Material Adverse Change in the affairs, assets, liabilities, financial condition or business (financial or otherwise) of NFI since the date of the Business Combination Agreement.

Representations and Warranties

The Business Combination Agreement contains representations and warranties made by and to Uravan and NFI for the purposes of the Transaction (and not to other parties such as the Shareholders) and are subject to qualifications and limitations agreed to by the parties in connection with negotiating and entering into the Business Combination Agreement. In addition, these representations were made as of specified dates, may be subject to a contractual standard of materiality different from what may be viewed as material to Shareholders, or may have been used for the purpose of allocating risk between the parties instead of establishing such matters as facts. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the Business Combination Agreement.

Uravan has provided to NFI representations and warranties that include, but are not limited to, the following in respect of itself, Prime Fuels and Subco, as applicable: organization and incorporation, qualifications to carry on business and own or lease property and assets as necessary, subsidiaries, corporate power and authority related to the Business Combination Agreement and related documents, capitalization, listing, reporting issuer status, continuous disclosure, ordinary course of business, taxes, debt instruments, financial statements, liabilities, corporate records and the accuracy of books and records, compliance with constating documents, permits and laws, finder's fees, compliance with laws, litigation, insolvency, property and property rights, operations, material contracts, employment matters and environmental matters.

NFI has provided to Uravan representations and warranties that include, but are not limited to, the following in respect of itself and its subsidiaries, as applicable: organization and incorporation, qualification to carry on business and own or lease property and assets as necessary, subsidiaries, corporate power and authority related to the Business Combination Agreement and related documents, capitalization, listing, reporting issuer status, ordinary course of business, taxes, debt instruments, financial statements, corporate records and the accuracy of books and records, compliance with constating documents, permits and laws, finder's fees, compliance with laws, litigation, insolvency, property and property rights, technical

reports, assets, operations, material contracts, employment matters, full disclosure, listing statement matters and environmental matters.

Approval of the Name Change

In the event the Company completes the Transaction, it is required pursuant to the Business Combination Agreement to change the name of the Company in connection therewith. Therefore, at the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, a special resolution (being a resolution passed by not less than two-thirds (2/3) of the votes cast thereon by those Shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) to change the name of the Company to "Nuclear Fuels Inc." or such other name acceptable to the Registrar, the TSXV, CSE or any other stock exchange on which the Common Shares are then listed, and as the Board determines is appropriate (the "**Name Change**"). The approval of the Name Change by the Shareholders at the Meeting and the completion of the Name Change are conditions to the completion of the Transaction.

As outlined in the resolution below, the new name of the Company will be determined by the Board. Even if approved by the Shareholders, the Board may determine not to proceed with the Name Change at its discretion.

The text of the special resolution which management intends to place before the Meeting for the approval of the Name Change is as follows

BE IT HEREBY RESOLVED as a special resolution of the shareholders of Uravan Minerals Inc. (the "**Company**") that:

1. the articles of the Company be amended to change the name of the Company to " Nuclear Fuels Inc." or such other name acceptable to the Canadian Securities Exchange (or any other stock exchange on which the common shares in the capital of the Company are listed) and as the directors of the Company in their sole discretion determine is appropriate;
2. the directors of the Company are hereby authorized and granted with absolute discretion to abandon the change of name of the Company at any time without further approval, ratification or confirmation by the shareholders of the Company; and
3. any director or officer of the Company is hereby authorized, empowered and instructed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of Company or otherwise, and to deliver or to cause to be delivered, all such other documents and to do or to cause to be done all such other acts and things as in such person's opinion may be necessary or desirable in order to carry out the intent of the foregoing paragraphs of these resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the doing of such act or thing.

The requisite regulatory approvals for the Name Change, including the approval of the CSE (or any other stock exchange on which the Common Shares are listed), will not be sought by the Company until after the Board decides to implement the Name Change resolution. There can be no assurance that the applicable approvals will be obtained.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the special resolution approving the Name Change. In

order to be effective, the foregoing special resolution must be approved by not less than two-thirds (2/3) of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Approval of the Consolidation

At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, a special resolution (being a resolution passed by not less than two-thirds (2/3) of the votes cast thereon by those Shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) approving the consolidation of the issued and outstanding Common Shares on the basis of one (1) pre-consolidation Common Share for every eight-tenths (0.8) of one post-consolidation Common Share (the "**Consolidation**"), pursuant to subsection 173(1)(f) of the ABCA. The approval of the Consolidation by the Shareholders at the Meeting and the completion of the Consolidation are conditions to the completion of the Transaction.

Even if approved by the Shareholders, the Board may determine not to proceed with the Consolidation at its discretion.

The text of the special resolution which management intends to place before the Meeting to approve the Consolidation is as follows:

BE IT HEREBY RESOLVED as a special resolution of the shareholders of Uravan Minerals Inc. (the "**Company**") that:

1. the articles of the Company be amended to consolidate the issued and outstanding common shares ("**Common Shares**") of the Company on the basis of one (1) pre-consolidation Common Share for every eight-tenths (0.8) of one post-consolidation Common Share, with any resulting fractional Common Share that is held by a holder of Common Shares being cancelled and the aggregate number of Common Shares held by such holder being rounded down to the nearest whole number of Common Shares;
2. the directors of the Company are hereby authorized and granted with absolute discretion and without further approval of the shareholders, to revoke and rescind the foregoing resolution before it is acted upon; and
3. any director or officer of the Company is hereby authorized, empowered and instructed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or to cause to be delivered, all such other documents and to do or to cause to be done all such other acts and things as in such person's opinion may be necessary or desirable in order to carry out the intent of the foregoing paragraphs of these resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the doing of such act or thing.

The requisite regulatory approvals for the Consolidation will not be sought by the Company until after the Board decides to implement the Consolidation resolution. There can be no assurance that the applicable approvals will be obtained.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the special resolution approving the Consolidation. In order to be effective, the foregoing special resolution must be approved by not less than two-thirds (2/3) of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Effect of the Consolidation

The Consolidation will not materially affect any Shareholder's percentage ownership in the Company, although such ownership will be represented by a smaller number of post-Consolidation Common Shares. If the Consolidation is approved and given effect, the number of Common Shares outstanding, without giving effect to the cancellation of fractional Common Shares, will be 4,426,320 Common Shares. The Consolidation will lead to an increase in the number of Shareholders who will hold "odd lots"; that is, a number of shares not evenly divisible into board lots (a board lot is either 100, 500 or 1,000 shares, depending on the price of the shares). As a general rule, the cost to Shareholders transferring an odd lot of Common Shares is somewhat higher than the cost of transferring a "board lot". Nonetheless, the Board believes that, despite the potential increased cost to Shareholders in transferring odd lots of post-Consolidation Common Shares, the Consolidation is in the best interest of all Shareholders as the Consolidation is a condition to complete the Transaction.

Fractional Shares

If the Consolidation is implemented, fractional post-Consolidation Common Shares will not be issued to Shareholders. Where the Consolidation would otherwise result in a Shareholder being entitled to a fractional Common Share, the number of post-Consolidation Common Shares issued to such holder of Common Shares shall be rounded down to the next lesser whole number of Common Shares. In calculating such fractional interests, all Common Shares held by a beneficial holder shall be aggregated.

Implementation of Consolidation

The requisite regulatory approvals for the Consolidation will not be sought by the Company until after the Board decides to implement the Consolidation resolution. There can be no assurance that the applicable approvals will be obtained and the Consolidation resolution authorizes the Board not to proceed with the Consolidation, without further approval of the Shareholders, at any time.

As soon as practicable after the Consolidation becomes effective, Shareholders will be notified that the Consolidation has been effected. The Company expects that its transfer agent will act as exchange agent for purposes of implementing the exchange of share certificates.

Following the filing by the Company of articles of amendment implementing the Consolidation (assuming that the special resolution approving the Consolidation is approved at the Meeting), all Common Shares held by Shareholders will be consolidated without any further action required by Shareholders. Upon completion of the Consolidation, the number of Common Shares outstanding will be so adjusted on the Company's register of Common Shares maintained by the transfer agent, and registered Shareholders will receive a share certificate or a statement prepared by the transfer agent pursuant to its direct registration system (a "**DRS Advice Statement**") evidencing the post-Consolidation Common Shares to which such Shareholder is entitled. Beneficial Shareholders holding their Common Shares through a broker, investment dealer, bank, trust company, nominee or other intermediary should note that such banks, brokers or other nominees may have various procedures for processing the Consolidation. Beneficial Shareholders will not receive a share certificate or DRS Advice Statement from the transfer agent upon completion of the Consolidation. If a Beneficial Shareholder has any questions in this regard, the Beneficial Shareholder is encouraged to contact its nominee.

Approval of the Continuance

The Company is currently governed by the ABCA. Management of the Company is proposing to move the Company's governing jurisdiction in connection with the Transaction. Accordingly, the Company intends to apply for the discontinuance of the Company from the jurisdiction of Alberta and for the continuance of the Company to the jurisdiction of British Columbia (the "**Continuance**"). At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, a special resolution (being a resolution passed by not less than two-thirds (2/3) of the votes cast thereon by those Shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) approving the continuance of the Company from the ABCA to the BCBCA. The Continuance, if approved, will change the legal domicile of the Company and will affect certain rights of the Shareholders as they currently exist under the ABCA. Accordingly, Shareholders should consult their own independent legal advisors regarding implications of the Continuance which may be of particular importance to them.

If the special resolution approving the Continuance (the "**Continuance Resolution**") is approved at the Meeting, it would give the Board authority to implement the Continuance. Notwithstanding approval of the proposed Continuance by Shareholders, the Board, in its sole discretion, may revoke the special resolution and abandon the Continuance without further approval or action by, or prior notice to, Shareholders.

Reasons for the Continuance

The approval of the Continuance by the Shareholders at the Meeting and the completion of the Continuance are conditions to the completion of the Transaction. Consequently, in connection with the Transaction, the Board has determined that, subject to completion of the Transaction, it is in the best interests of the Company to be governed by the BCBCA.

Procedure to Effect Continuance

In order to effect the Continuance, the following steps must be taken:

- (a) the Company must obtain the approval of its Shareholders to the Continuance by way of the Continuance Resolution, being a special resolution to be passed by not less than two-thirds of the votes cast at the Meeting in person or by proxy;
- (b) the Company must make a written application to the registrar of corporations (the "**ABCA Registrar**") under the ABCA for consent to continue under the BCBCA, such written application to establish to the satisfaction of the ABCA Registrar that the proposed Continuance will not adversely affect the Company's creditors or shareholders;
- (c) once the Continuance Resolution is passed and the Company has obtained the consent of the ABCA Registrar under the ABCA, in order to obtain a certificate of continuation (the "**Certificate of Continuance**") under the BCBCA, the Company must file with the Registrar of Companies under the BCBCA (the "**Registrar**") a continuation application along with the consent of the ABCA Registrar under the ABCA, and certain prescribed documents under the BCBCA, including the articles that the Company will have once it is continued into British Columbia;
- (d) on the date shown on the Certificate of Continuance, the Company will become a company registered under the BCBCA as if it had been incorporated under the BCBCA; and

- (e) the Company must then file a copy of the Certificate of Continuation with the ABCA Registrar and receive a certificate of discontinuance under the ABCA (the “**Certificate of Discontinuance**”).

Effect of the Continuation

Upon receipt of the Certificate of Continuation, the Company will become subject to the BCBCA as if it had been incorporated under the BCBCA, and upon receipt of the Certificate of Discontinuance, the ABCA will cease to apply to the Company, thereby completing the Continuation. The Continuation will not create a new legal entity, affect the continuity of the Company or result in a change in its business. However, the Continuation will affect certain rights of Shareholders as they currently exist under the ABCA and the Company’s existing articles and by-laws. Set out below under “*Comparison of ABCA and BCBCA*” is a summary of some of the key differences in corporate law between the ABCA and BCBCA. A brief description of the material differences between the Company’s current articles and by-laws and the proposed articles (“**Proposed Articles**”), is set out under “*Comparison of the Company’s Articles and By-Laws and Proposed Articles*” below.

The BCBCA provides that when a foreign corporation continues under such legislation:

- (a) the property, rights and interests of the foreign corporation continue to be the property, rights and interests of the company;
- (b) the company continues to be liable for the obligations of the foreign corporation;
- (c) an existing cause of action, claim or liability to prosecution is unaffected;
- (d) a legal proceeding being prosecuted or pending by or against the foreign corporation may be prosecuted or its prosecution may be continued, as the case may be, by or against the company; and
- (e) a conviction against, or a ruling, order or judgment in favour of or against, the foreign corporation may be enforced by or against the company.

The Continuation will not affect the Company’s status as a reporting issuer under the securities legislation of any jurisdiction in Canada, and the Company will remain subject to the requirements of such legislation. As of the effective date of the Continuation, the Company’s current constating documents - its articles and by-laws under the ABCA - will be replaced with a notice of articles and the Proposed Articles under the BCBCA, the legal domicile of the Company will be the Province of British Columbia and the Company will no longer be subject to the provisions of the ABCA.

Comparison of ABCA and BCBCA

Upon the completion of the Continuation, the Company will be governed by the BCBCA. Although the rights and privileges of shareholders under the ABCA are in many instances comparable to those under the BCBCA, there are several notable differences and Shareholders are advised to review the information contained in this Management Information Circular and to consult with their professional advisors. In general terms, the BCBCA provides to Shareholders substantively the same rights as are available to Shareholders under the ABCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions. There are, however, important differences concerning the qualifications of directors, location of shareholder meetings, certain shareholder remedies and other matters. **The following is a summary comparison of certain provisions of the BCBCA and the ABCA. This summary is not**

intended to be exhaustive and is qualified in its entirety by the full provisions of the ABCA and BCBCA, as applicable.

Charter Documents

Under the BCBCA, the charter documents consist of: (i) the notice of articles, which sets forth, among other things, the name of the company, and the amount and type of authorized capital, and indicates if there are any rights and restrictions attached to the shares; and (ii) the articles, which govern the management of the company. The notice of articles is filed with the Registrar, and the articles are filed only with the company's registered and records office.

Similarly, under the ABCA, the charter documents consist of: (i) the articles of incorporation, which set forth, among other things, the name of the company, the amount and type of authorized capital, whether there are any restrictions on the transfer of shares of the company, the number of directors (or the minimum and maximum number of directors), any restrictions on the business that the company may carry on and other provisions such as the ability of the directors to appoint additional directors between annual meetings; and (ii) the by-laws, which govern the management of the company. The articles are filed with the ABCA Registrar and the by-laws are filed only with the company's registered and records office.

Except as otherwise described below and herein, the Continuance and the adoption of the notice of articles and Proposed Articles will not result in any substantive changes to the constitution, powers or management of the Company, except as otherwise described herein. A copy of the Proposed Articles that will be adopted in connection with the Continuance are attached to this Management Information Circular as Appendix F.

Amendments to Charter Documents

Any substantive change to the corporate charter of a company under the BCBCA, such as an alteration of the restrictions, if any, on the business carried on by the company, or an alteration of the special rights and restrictions attached to issued shares requires a resolution passed by the majority of votes specified by the articles of the company or, if the articles do not contain such a provision, a special resolution passed by not less than two-thirds of the votes cast on the resolution.

Under the ABCA, such changes require a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the alteration and, where certain specified rights of the holders of a class or series of shares are affected differently by the alteration than the rights of the holders of other classes of shares, or in the case of holders of a series of shares, in a manner different from other shares of the same class, a special resolution passed by not less than two-thirds of the votes cast by the holders of shares of each class, or series, as the case may be, whether or not they are otherwise entitled to vote.

In addition, other fundamental changes such as a proposed amalgamation or continuation of a company out of the jurisdiction require a special resolution passed by not less than two-thirds of the votes cast on the resolution by holders of shares of each class entitled to vote at a general meeting of the company.

Alterations of Share Structure and Change of Name

Under the BCBCA, if specified in the articles, the board of directors is provided with the flexibility to approve the alteration of the share structure of the company to effect, among other things, the creation of classes of shares, a consolidation of its issued shares or an increase or decrease in the authorized share capital of

the company (collectively “**Share Structure Alterations**”). Under the ABCA, in order to effect Share Structure Alterations, a special resolution of the Shareholders of the Company is required.

Similarly, under the BCBCA, the Board may resolve to change the name of the Company. Under the ABCA, in order to effect a change of name of the Company, a special resolution of the Shareholders of the Company is required.

Requisite Shareholder Approval Thresholds

Under the BCBCA, the shareholder approval thresholds for certain fundamental matters (being an arrangement, conversion, amalgamation, a sale, lease or a disposition of all or substantially all of a company’s undertaking, continuation or liquidation) are specified. However, in all other matters, a company under the BCBCA can use its articles to establish the required shareholder approval thresholds. In addition, where the BCBCA specifies that a special resolution is required to pass certain matters, the company can use its articles to specify the percentage of votes required to pass a special resolution provided the specified percentage is not less than two-thirds and not more than three-quarters of the votes cast.

The ABCA does not provide flexibility with respect to the level of shareholder approval required for ordinary resolutions and special resolutions. Under the ABCA, an ordinary resolution must be passed by a majority of the votes cast by shareholders entitled to vote with respect to the resolution and a special resolution must be passed by not less than two-thirds of the votes cast by the shareholders entitled to vote with respect to the resolution.

Sale of Undertaking

Under the BCBCA, a company may sell, lease or otherwise dispose of all, or substantially all, of the undertaking of the company if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution passed by the majority of votes that the articles of the company specify is required (being not less than two-thirds and not more than three-quarters of the votes cast on the resolution).

The ABCA requires approval of the holders of the shares of a corporation represented at a duly called meeting by not less than two-thirds of the votes cast upon a special resolution for a sale, lease or exchange of all or substantially all of the “property” (as opposed to the “undertaking”) of the corporation, other than in the ordinary course of business of the corporation. Each share of a corporation carries the right to vote in respect of a sale, lease or exchange of all or substantially all of the property of the corporation whether or not it otherwise carries the right to vote. Holders of shares of a class or series can vote only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

While the shareholder approval thresholds will be the same under the BCBCA and the ABCA, there are differences in the nature of the sale which requires such approval, i.e., a sale of all or substantially all of the “undertaking” under the BCBCA and of all or substantially all of the “property” under the ABCA. The BCBCA also exempts certain dispositions by way of security interest, certain limited leases and certain transactions involving affiliates.

Both statutes offer dissent rights in the case of such a transaction.

Rights of Dissent and Appraisal

The BCBCA provides that shareholders who dissent to certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable in respect of:

- (a) a resolution to alter the articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;
- (b) a resolution to adopt an amalgamation agreement;
- (c) a resolution to approve an amalgamation into a foreign jurisdiction;
- (d) a resolution to approve an arrangement, the terms of which arrangement permit dissent;
- (e) a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- (f) a resolution to authorize the Continuance of the company into a jurisdiction other than British Columbia;
- (g) any other resolution, if dissent is authorized by the resolution; or
- (h) any court order that permits dissent.

The ABCA contains a similar dissent remedy, subject to certain qualifications. Regarding (b) and (c) above, under the ABCA, there is no right of dissent in respect of an amalgamation between a corporation and its wholly-owned subsidiary, or between wholly-owned subsidiaries of the same corporation. The ABCA also contains a dissent remedy where a corporation resolves to amend its articles to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of a class.

Oppression Remedies

Under the BCBCA, a shareholder of a company has the right to apply to the court on the ground that:

- (a) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or
- (b) that some act of the company has been done or threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court may make any interim or final order it considers appropriate including an order to prohibit any act proposed by the company.

The ABCA contains rights that are substantially broader in that they are available to a larger class of complainants. Under the ABCA, a shareholder, former shareholder, director, former director, officer, or former officer of a corporation or any of its affiliates, or any other person who, in the discretion of the court,

is a proper person to seek an oppression remedy, may apply to the court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates, any act or omission of the corporation or its affiliates effects a result, the business or affairs of the corporation or any of its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of the corporation or its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any security holder, creditor, director, or officer.

Shareholder Derivative Actions

Under the BCBCA, a shareholder or director of a corporation may, with leave of the court, bring an action in the name and on behalf of the corporation to enforce a right, duty or obligation owed to the corporation that could be enforced by the corporation itself or to obtain damages for any breach of such a right, duty or obligation.

A broader right to bring a derivative action is contained in the ABCA, and this right also extends to officers, former shareholders, former directors, and former officers of a corporation or its affiliates, and any person, who, in the discretion of the court, is a proper person to make an application to the court to bring a derivative action. In addition, the ABCA permits derivative actions to be commenced, with leave of the court, in the name and on behalf of a corporation or any of its subsidiaries.

Requisite Approval

Under the BCBCA, a company can establish in its articles the levels for various shareholder approvals, other than those levels that are prescribed by the BCBCA. The percentage of votes required for a special resolution can be specified in the articles and may be no less than two-thirds and no more than three-quarters of the votes cast.

The ABCA does not provide flexibility with respect to the level of shareholder approval required for ordinary resolutions and special resolutions. Under the ABCA, an ordinary resolution must be passed by no less than a majority of the votes cast by shareholders entitled to vote with respect to the resolution and a special resolution must be passed by not less than two-thirds of the votes cast by the shareholders entitled to vote with respect to the resolution.

Shareholders' Proposals

A shareholder of a corporation incorporated under the ABCA who is entitled to vote may submit notice of a shareholder proposal. To be eligible to make a proposal, a person must:

- (a) be a registered holder or beneficial owner of a prescribed number of shares for a prescribed period. Under the regulations currently in effect, the prescribed number of shares is the number of voting shares (i) that is equal to at least 1% of all issued voting shares of the corporation as of the day on which the registered holder or beneficial owner of the shares submits a proposal, or (ii) whose fair market value as determined as of the close of business on the day before the registered holder or beneficial owner of the shares submits the proposal is at least \$2,000. Under the regulations currently in effect, the prescribed period is the 6-month period immediately before the day on which the registered holder or beneficial owner of the shares submits the proposal;
- (b) have the prescribed level of support of other registered holders or beneficial owners of shares. Under the regulations currently in effect, the prescribed level of support for the proposal by other registered holders or beneficial owners of shares is at least 5% of the issued voting shares of the

corporation;

- (c) provide to the corporation his or her name and address and the names and addresses of those registered holders or beneficial owners of shares who support the proposal; and
- (d) continue to hold or own the prescribed number of shares up to and including the day of the meeting at which the proposal is to be made.

In comparison, a person submitting a proposal under the BCBCA must have been a registered owner or beneficial owner of one or more shares carrying the right to vote at general meetings and must have owned such shares for an uninterrupted period of at least two years before the date of signing the proposal. Similar to the requirements of the ABCA, the proposal must be signed by shareholders who, together with the submitter, are registered or beneficial owners of: (a) at least 1% of the issued shares of the corporation that carry the right to vote at general meetings; or (b) shares with a fair market value exceeding an amount prescribed by regulation (currently \$2,000).

Requisition of Meetings

The BCBCA provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting within four months.

The ABCA permits holders of not less than 5% of the issued shares that carry the right to vote at a meeting to require the directors to call and hold a meeting of shareholders of a company for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Place of Meetings

The BCBCA provides that meetings of shareholders may be held at the place outside of British Columbia provided by the Articles, or as approved in writing by the Registrar before such meeting is held, or approved by an ordinary resolution (provided that such a location outside of British Columbia is not restricted as a location for meetings under the Articles). The ABCA provides that meetings of shareholders may be held at the place outside Canada provided by the Articles, or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place.

Directors

Both the BCBCA and ABCA provide that a public company in the case of the BCBCA and a distributing corporation in the case of the ABCA must have a minimum of three directors.

Under the ABCA, directors may be removed by ordinary resolution whereas under the BCBCA, directors may be removed by a special resolution or, if the Articles of a company otherwise provide that a director may be removed by a resolution of the shareholders entitled to vote at general meetings passed by less than a special majority or may be removed by some other method, by the resolution or method specified.

Continuance Resolution Dissent Rights

The following description of dissent rights to which dissenting Shareholders are entitled is not a comprehensive statement of the procedures to be followed by a dissenting Shareholder who seeks payment of the fair value of such dissenting Shareholder's Common Shares and is qualified in its

entirety by the reference to the full text of Section 191 of the ABCA, which is attached to this Management Information Circular as Appendix D. The ABCA requires strict adherence to the procedures established therein and failure to do so may result in the loss of all dissenters' rights. Accordingly, each Shareholder who might desire to exercise the dissenters' rights should carefully consider and comply with the provisions of the section and consult such Shareholder's legal advisor.

Shareholders are entitled to dissent in respect of the Continuance in accordance with section 191 of the ABCA. Strict compliance with the provisions of section 191 is required in order to exercise the right to dissent. Provided the Continuance becomes effective, each dissenting Shareholder will be entitled to be paid the fair value of his, her or its Common Shares in respect of which such Shareholder dissents in accordance with section 191 of the ABCA. **Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other Intermediary who wish to dissent should be aware that only the registered holders of such Common Shares are entitled to dissent.**

Accordingly, a beneficial owner of Common Shares desiring to exercise his, her or its right to dissent must make arrangements for the Common Shares beneficially owned by such person to be registered in his, her or its name, or alternatively, make arrangements for the registered holder of his, her or its Common Shares to dissent on his, her or its behalf. **See Appendix D to this Management Information Circular for the full text of section 191.**

In order to be effective, a written notice of objection to the Continuance Resolution must be received by the Company prior to the commencement of the Meeting, or at the Meeting. The registered address of the Company for such purpose is 240 - 70 Shawville Blvd. SE, Suite 1117, Calgary, Alberta, T2Y 2Z3; Attention: Uravan Minerals Inc. The foregoing summary does not purport to provide a comprehensive statement of the procedures to be followed by a dissenting Shareholder who seeks payment of the fair value of his, her or its Common Shares.

At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, the Continuance Resolution, approving the continuance of the Company from the ABCA to the BCBCA and the adoption of new articles

The text of the Continuance Resolution that management intends to present at the Meeting is as follows:

BE IT HEREBY RESOLVED as a special resolution of the shareholders of Uravan Minerals Inc. (the "Company") that:

1. the Company be authorized to make application to the registrar of corporations of Alberta for the issuance of a consent to file articles of continuance with the registrar of companies under the *Business Corporations Act* (British Columbia) (the "BCBCA") to continue the Company as if it had been incorporated under the BCBCA, and to make application to the registrar of corporations of Alberta for the issuance of a Certificate of Discontinuance;
2. the Company be authorized to file articles of continuance with the registrar of companies under the BCBCA to continue the Company as if it had been incorporated under the BCBCA;
3. the articles of continuance shall make any amendments to the Company's articles necessary to make the articles of continuance conform to the provisions of the BCBCA, and may make such

other amendments as would be permitted under the BCBCA if the Company had been incorporated under the BCBCA;

4. effective upon the issuance of the certificate of continuance, the board of directors of the Company is hereby authorized to determine, from time to time, the number of directors within the minimum and maximum number provided for in the articles of the Company;
5. any director or officer of the Company is hereby authorized, empowered and instructed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or to cause to be delivered, all such other documents and to do or to cause to be done all such other acts and things as in such person's opinion may be necessary or desirable in order to carry out the intent of the foregoing paragraphs of these resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the doing of such act or thing; and
6. notwithstanding that this special resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they hereby are, authorized and empowered to revoke this special resolution at any time before it is acted on and to determine not to proceed with the continuance of the Company under the BCBCA without further approval of the shareholders of the Company.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the special resolution approving the Continuance. In order to be effective, the foregoing special resolution must be approved by not less than two-thirds (2/3) of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Approval of Delisting

It is a condition precedent to the completion of the Transaction that, the Company voluntarily delists its Common Shares from the TSXV and seeks a listing of the post-Consolidation Common Shares on the CSE. The shareholders of the Company are being asked to approve with or without amendment an ordinary resolution (the "**Delisting Resolution**") in the form set out below to authorize the delisting of the Common Shares from the TSXV and the concurrent listing of the post-Consolidation Common Shares on the CSE following completion of the Transaction. In the event that the Transaction is not completed, the Company does not intend to delist its Common Shares from the TSXV.

Shareholder Approval of the Delisting

Under the policies of the TSXV, the Delisting Resolution must be approved by the majority of the minority votes cast by the Shareholders. The minority in this case excludes the Common Shares owned and/or controlled by directors, officers and insiders of the Company.

At the Meeting, Shareholders will be asked to consider and, if thought fit, approve the Delisting Resolution by passing in the following form, which requires approval of a majority of the minority Shareholders:

BE IT HEREBY RESOLVED as an ordinary resolution of the majority of the minority shareholders of Uravan Minerals Inc. (the "**Company**") that:

1. the Company is hereby authorized to voluntarily delist the common shares (the “**Common Shares**”) of the Company from the TSX Venture Exchange subject to the listing of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) and to apply for such listing on the CSE;
2. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution; and
3. notwithstanding that this ordinary resolution has been duly passed by a majority of minority shareholders of the Company, the directors of the Company be, and they hereby are, authorized and empowered to revoke this ordinary resolution at any time before it is acted on and to determine not to proceed with the delisting of the Common Shares from the TSXV.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the Delisting Resolution. In order to be effective, the resolution must be approved by a simple majority of the votes cast thereon by minority Shareholders who are present in person or by proxy at the Meeting.

Re-Approval of Share Option Plan

The rules of the TSXV require that a company ratify any “rolling” 10% share option plans at each annual meeting of shareholders. Accordingly, at the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the Company’s rolling share option plan (the “**Share Option Plan**”) which authorizes the Board to issue share options to directors, officers, employees and other service providers as detailed below. The Share Option Plan will permit the granting of options to acquire common shares in a number equal to 10% of the Company’s issued and outstanding share capital.

The Share Option Plan provides that:

- (a) the total number of Common Shares issuable pursuant to the Share Option Plan shall not exceed 10% of the aggregate of the issued and outstanding Common Shares on the date of grant;
- (b) the number of Common Shares reserved for issuance, within a one-year period, to any one optionee shall not exceed 5% of the number of issued and outstanding Common Shares;
- (c) the maximum number of Common Shares reserved for issuance pursuant to options granted to insiders at any time may not exceed 10% of the number of issued and outstanding Common Shares;
- (d) the maximum number of Common Shares which may be issued to insiders, within a one-year period, may not exceed 10% of the number of issued and outstanding Common Shares;
- (e) the maximum number of Common Shares which may be issued to any one insider and the associates of such insider, within a one-year period, may not exceed 5% of the number of issued and outstanding Common Shares; and

- (f) the exercise price of any option subject to the Share Option Plan shall not be less than the current market price of the Common Shares, which shall mean the most recent closing price per share for Common Shares on the last trading day preceding the date of grant on which there was a closing price on the TSXV (or if the Common Shares are not listed on the TSXV, on such stock exchange as the Common Shares are then traded).

A copy of the Share Option Plan will be available for inspection at the Meeting and will be sent to any Shareholder upon request.

At the Meeting, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution in the following form:

BE IT HEREBY RESOLVED as an ordinary resolution of the shareholders of Uravan Minerals Inc. (the “**Company**”) that:

1. the Company’s rolling share option plan (the “**Share Option Plan**”) be and the same is hereby ratified, confirmed and approved;
2. the total number of common shares (“**Common Shares**”) of the Company issuable under the Share Option Plan shall not exceed 10% of the aggregate of the issued and outstanding Common Shares on the date of the grant;
3. any one director or officer of the Company be and is hereby authorized and directed to do all things and to execute and deliver all documents and instruments as may be necessary or desirable to carry out the terms of this resolution; and
4. notwithstanding that this resolution has been passed by the shareholders of the Company, the adoption of the proposed Share Option Plan is conditional upon receipt of final approval from any stock exchange having jurisdiction and the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable by the directors.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the ordinary resolution approving the Plan. In order to be effective, the resolution must be approved by a simple majority of the votes cast thereon by Shareholders who are present in person or by proxy at the Meeting.

Resulting Issuer Option Plan

In connection with the Transaction, the Resulting Issuer proposes to adopt a new stock option plan (the “**Resulting Issuer Option Plan**”) attached hereto as Appendix G to replace Uravan’s existing Share Option Plan.

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass, with or without variation, an ordinary resolution approving the Resulting Issuer Option Plan, to be conditional on closing of the Transaction and effective following the listing of the Resulting Issuer Shares on the CSE.

Management of the Company recommends that Shareholders vote in favour of the approval and adoption of the Resulting Issuer Option Plan, conditional and effective only upon the completion of the Transaction. **Unless otherwise directed to the contrary, it is the intention of the persons named in the closed**

form of proxy to vote proxies **IN FAVOUR** of the ordinary resolution approving the Resulting Issuer Option Plan.

Other Business

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. **If other matters come before the Meeting, it is the intention of the management designees named in the instrument of proxy to vote in accordance with their best judgment in such matters.**

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preferred shares (“**Preferred Shares**”), all without nominal or par value. As at the date hereof, there are 5,532,901 Common Shares and no Preferred Shares issued and outstanding. Each Common Share is entitled to one vote at the Meeting.

Only Shareholders of record at the close of business on April 3, 2023, the Record Date for the Meeting, who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described herein, will be entitled to vote or to have their Common Shares voted at the Meeting.

To the best of the Company’s knowledge and based on existing information, as at the date hereof, there are no persons who own, control or direct, directly or indirectly, more than 10% of the outstanding Common Shares, except as set forth below:

Name and Municipality of Residence	Number of Common Shares Held	Percentage of Common Shares Held
Larry Lahusen Calgary, Alberta	752,140 ⁽¹⁾	13.59%

Note:

(1) Includes 93,500 Common Shares that are held indirectly through a company which is controlled by Larry Lahusen.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Governance

Uravan’s Board has a compensation committee (the “**Compensation Committee**”) comprised of Larry Lahusen, Dr. Larry Hulbert, Paul Stacey and Torrie Chartier. Mr. Stacey and Dr. Hulbert are independent members of the Compensation Committee while Mr. Lahusen and Mrs. Chartier are not independent as they are executive officers of the Company.

The Compensation Committee has a written mandate that provides that the overall purpose of the Compensation Committee is to implement and oversee compensation policies and general human resources policies and guidelines concerning employee compensation and benefits approved by the Board for the Company. The role of the Compensation Committee also includes the development, recommendation, implementation and assessment of effective corporate governance principles and for the nomination of appropriate candidates to serve the Board, as chair of the Board, as Committee members

and as Committee Chairs. The Compensation Committee members have experience in top leadership roles, strong knowledge of the mining industry and a mix of practical experience relating to operations, strategy and human resources. This background provides the Compensation Committee with the collective skills and experience to enable the members of the Compensation Committee to make decisions on the suitability of Uravan's compensation policies and practices.

Role and Composition of the Board

Uravan's executive compensation program is administered by the Compensation Committee. The Board's mandate with respect to compensation includes evaluating senior management and developing appropriate compensation policies for the senior management and directors of the Company, including the Named Executive Officers (as defined below) which are identified in the "*Summary Compensation Table*" below. The duties and responsibilities of the Board with respect to compensation are further described in this Management Information Circular under the heading "*Corporate Governance Disclosure - Compensation*". During the year ended December 31, 2022, the Board was comprised of Larry Lahusen, Paul Stacey, Torrie Chartier and Dr. Larry Hulbert. Messrs. Paul Stacey and Dr. Larry Hulbert were "independent" for the purposes of National Instrument 58-201 – *Corporate Governance Guidelines* ("**NI 58-201**"). Mr. Lahusen and Ms. Chartier are not "independent" for the purposes of NI 58-201 as they are executive officers of the Company.

Compensation Discussion and Analysis

Executive Compensation Principles

Uravan's compensation program is based on the principle that compensation should be aligned with the objectives and vision of the Company and the Shareholders' interests. Senior management recognizes that the Company's corporate performance is dependent upon retaining highly trained, experienced and committed directors, executive officers and employees who have the necessary skill sets, education, experience and personal qualities required to manage our business. Uravan's program also recognizes that the various components thereof must be sufficiently flexible to adapt to unexpected developments in the mining industry and the impact of internal and market-related occurrences from time to time.

Uravan's executive compensation program is comprised of the following principal components: (a) base salary; (b) short-term incentive compensation comprised of discretionary cash and/or share bonuses; and (c) long-term incentive compensation comprised of share options. See "*Incentive Plans*". Together, these components support Uravan's long-term growth strategy and are designed to address the following key objectives of our compensation program:

- align executive compensation with the objectives and vision of the Company and Shareholders' interests;
- attract and retain highly qualified management with an appropriate level of incentives;
- focus performance by linking incentive compensation to the achievement of business objectives and financial and operational results; and
- encourage retention of key executives for leadership succession.

The Company's compensation program is primarily designed to reward performance and, accordingly, the performance of both the Company, as well as the individual performance of executive officers during the year in question, is examined by the Board in conjunction with setting executive compensation packages. The Board does not set specific performance objectives in assessing the performance of the President and

Chief Executive Officer and other executive officers; rather the Board uses its experience and judgment in determining overall compensation. Some of the factors looked at by the Board in assessing the performance of the Company and its executive officers are as follows: (a) project development milestones; (b) capital costs on a share price basis; and (c) the Company's performance for all of the above relative to its goals and objectives and in relation to the performance of its industry peer group.

Elements of our Executive Compensation Program

Base Salaries

The base salary component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities. The annualized amount of such billings is comparable with the compensation of executive officers of other members of our peer group. It also provides a foundation upon which performance-based incentive compensation elements are assessed and established. Senior management bills time to the Company on a per diem basis through personally held consulting corporations.

Short-Term Incentive Compensation - Cash Bonuses

In addition to base salaries, the Company has the discretion to issue bonuses, upon recommendation of management to executive officers. Bonuses do not make up a consistent portion of the Company's compensation strategy due to its current stage of development and case position. The Company may also from time to time issue share bonuses in certain circumstances.

Long Term Incentive Compensation – Share options

Due to the junior nature of the Company and its operations, the high cash requirements of the Company's operations and the present stage of the Company's developments, the Company grants most of its "bonus" incentives in the form of share option awards.

Executive officers, along with all of Uravan's officers, directors, employees and consultants retained by the Company, are eligible to participate in the Share Option Plan. The Share Option Plan and the Common Shares reserved thereunder have been approved by Shareholders. The Share Option Plan promotes an ownership perspective among executives, encourages the retention of key executives and provides an incentive to enhance Shareholder value by furthering the Company's growth and profitably. As with most companies in the Company's peer group, share options form an integral component of the total compensation package provided to the Company's executive officers. Participation in the Share Option Plan rewards overall corporate performance, as measured through the price of the Common Shares. In addition, the Share Option Plan enables executives to develop and maintain a significant ownership position in the Company.

Share options are normally awarded by the Board upon the commencement of an individual's employment with the Company based on the level of responsibility within the Company. Additional grants may be made periodically to ensure that the number of share options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Company. In considering additional grants, Uravan evaluates the number of share options an individual has been granted, the exercise price and value of the share options, and the term remaining on those share options. See "*Incentive Plans – Share Option Plan*" for a description of the detailed terms of the Company's Share Option Plan.

Compensation Policy Risk

The Board has considered the implications of the risks associated with the Company's compensation policies and practices and has determined that there are no significant areas of risk because of the discretionary nature of such policies and practices.

However, as elements of the discretionary compensation of the executive officers, such as the bonus plan, may be based, at least partially, on the performance of the Company over the short term such policies may cause executive officers to make decisions favouring the short term results of the Company rather than making decisions based on the best interests of the Company over the long term. The ability of the Board to consider other factors such as personal contributions to corporate performance and non-financial, non-production or non-reserves based elements of corporate performance allows the Board to consider whether executive officers have attempted to bolster short-term results at the expense of the long-term success of the Company in determining executive compensation.

Short Sales, Puts, Calls and Options

The Company's disclosure policy provides that directors, officers and all employees of the Company shall not knowingly sell, directly or indirectly, a common share, non-voting share or other security of the Company if such person selling such security does not own or has not fully paid for the security to be sold. Directors, officers and employees of the Company shall not, directly or indirectly, buy or sell a call or put in respect of a common share, non-voting share or other security of the Company. Notwithstanding these prohibitions, directors, officers and employees of the Company may sell a common share or non-voting share which such person does not own if such person owns another security convertible into common shares or non-voting shares or an option or right to acquire common shares or non-voting shares sold and, within 10 days after the sale, such person: (i) exercises the conversion privilege, option or right and delivers the common share or non-voting share so associated to the purchaser; or (ii) transfers the convertible security, option or right, if transferable to the purchaser.

Summary

The Company's compensation policies have allowed the Company to attract and retain a team of motivated professionals and support staff working towards the common goal of enhancing Shareholder value. The Board will continue to review compensation policies to ensure that they are consistent with the performance of the Company.

Share Option Plan

The Company has a Share Option Plan which permits the granting of non-transferable options ("**Options**") to purchase Common Shares to directors, officers, key employees and consultants ("**Optionees**") of the Company. The Share Option Plan is intended to afford persons who provide services to the Company an opportunity to obtain an increased proprietary interest in the Company by permitting them to purchase Common Shares and to aid in attracting as well as retaining and encouraging the continued involvement of such persons with the Company. The Share Option Plan is administered by the Board.

The Share Option Plan currently limits the number of Common Shares that may be issued on exercise of Options to a number not exceeding 10% of the number of Common Shares which are outstanding from time to time. Options that are cancelled, terminated or expired prior to exercise of all or a portion thereof shall result in the Common Shares that were reserved for issuance thereunder being available for a

subsequent grant of Options pursuant to the Share Option Plan. As the Share Option Plan is a “rolling” plan, the issuance of additional Common Shares by the Company or the exercise of Options will also give rise to additional availability under the Share Option Plan.

The number of Common Shares issuable pursuant to Options granted under the Share Option Plan or any other security-based compensation arrangements of the Company: (i) to any one Optionee in a 12 month period may not exceed 5% of the outstanding Common Shares; (ii) issuable to insiders at any time shall not exceed 10% of the issued and outstanding Common Shares; (iii) issued to insiders within any one-year period may not exceed 10% of the outstanding Common Shares; and (iv) to any one insider and the associates of such insider may not exceed 5% of the issued and outstanding Common Shares.

Options issued under the Share Option Plan may be exercisable for a period not exceeding five years and vest as determined by the Board on the date of grant.

Options issued pursuant to the Share Option Plan shall have an exercise price that shall not be less than the current market price of the Common Shares, which shall mean the most recent closing price per share for Common Shares on the last trading day preceding the date of grant on which there was a closing price on the TSXV (or if the Common Shares are not listed on the TSXV, on such stock exchange as the Common Shares are then traded).

In the event an Optionee ceases to be a director, officer or key employee of the Company, any Option previously granted to such Optionee shall be exercisable until the earlier of: (i) the end of the Option period as set forth in the grant; or (ii) the expiration of 365 days from the date of the normal retirement of such participant, or one year from the date of the death or permanent disability of such participant, and then, in the event of death or permanent disability, only by the person or persons to whom the participant’s rights under the Option shall pass by the participant’s will or applicable law, and only to the extent that the Optionee was entitled to exercise the Option as at the date of the holder’s death or permanent disability.

Without the prior approval of the Shareholders, the Board may not: (i) make any amendment to the Share Option Plan to increase the percentage of Common Shares issuable on exercise of outstanding Options at any time; (ii) reduce the exercise price of any outstanding Options; (iii) extend the term of any outstanding Options beyond the original expiry date of such Option; (iv) make any amendment to increase the maximum limit on the number of securities that may be issued to insiders (as such term is defined in the Share Option Plan); (v) make any amendment to increase the maximum number of Common Shares issuable on exercise of Options to directors who are not officers or employees of the Company; (vi) make any amendment to the Share Option Plan that would permit an Optionee to transfer or assign Options to a new beneficial Optionee other than in the case of death of the Optionee; or (vii) amend the restrictions on amendments that are provided in the Share Option Plan. Subject to restrictions set out above, the Board may amend or discontinue the Share Option Plan and Options granted thereunder at any time, without Shareholder approval, provided that any amendment to the Share Option Plan that requires approval of any stock exchange on which the Common Shares are listed for trading may not be made without approval of such stock exchange. In addition, no amendment to the Share Option Plan or Options granted pursuant to the Share Option Plan may be made without the consent of the Optionee if it adversely alters or impairs any Option previously granted to such Optionee.

The policies of the TSXV require that the Share Option Plan be approved every year by Shareholders. The Share Option Plan was last approved by Shareholders at the Company’s Annual General and Special Meeting held on May 20, 2022.

Summary Compensation Tables

The following tables set forth, for the years ended December 31, 2022 and 2021, information concerning the compensation paid to our Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”) (each a “**Named Executive Officer**” or “**NEO**” and collectively, the “**Named Executive Officers**” or “**NEOs**”), and all the Directors of the Company. During the years ended December 31, 2022 and 2021, the Company did not have any executive officers, whose total compensation was more than \$150,000.

Name and principal position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other compensation	Total compensation (\$)
Larry Lahusen	2022	Nil	Nil	Nil	Nil	Nil	Nil
Chief Executive Officer and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Torrie Chartier	2022	Nil	Nil	Nil	Nil	Nil	Nil
Chief Financial Officer and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Dr. Larry Hulbert	2022	Nil	Nil	Nil	Nil	Nil	Nil
Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Paul Stacey	2022	Nil	Nil	Nil	Nil	Nil	Nil
Director	2021	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The Company did not have any share-based awards outstanding at the end of the most recently completed financial year.

Options are normally recommended by the Company’s management and approved by the Board upon the commencement of employment with the Company based on the level of responsibility within the Company. Additional grants may be made periodically, generally on an annual basis, to ensure that the number of Options granted to any particular individual is commensurate with the individual’s level of ongoing responsibility within the Company. When determining the number of Options to be allocated to eligible participants, a number of factors are considered including the number of outstanding Options held by such individual, the value of such Options and the total number of available Options for grant.

The following table discloses the compensation securities granted to the Company's directors and management in the year ended December 31, 2022.

Compensation Securities							
Name and principal position	Type of Compensation Security	Number of Compensation Securities	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing price of security or underlying security on date of grant	Closing price of security or underlying security at year end ⁽¹⁾	Expiry Date
Torrie Chartier, Chief Financial Officer and Director	Stock Options	90,000	22-Nov-22	0.25	0.28	0.385	22-Nov-27
Dr. Larry Hulbert Director	Stock Options	80,000	22-Nov-22	0.25	0.28	0.385	22-Nov-27
Paul Stacey Director	Stock Options	80,000	22-Nov-22	0.25	0.28	0.385	22-Nov-27
Larry Lahusen Chief Executive Officer and Director	Stock Options	50,000	22-Nov-22	0.25	0.28	0.385	22-Nov-27

**STOCK OPTIONS AND OTHER COMPENSATION SECURITIES
VALUES EXERCISED DURING THE YEAR**

There were no option-based awards exercised during the year ended December 31, 2022 by any NEOs or Directors of the Company.

Pension Plan Benefits

The Company does not have a pension plan or similar benefit program.

Termination and Change of Control Benefits

There are currently no contracts, agreements, plans or arrangements in place for any of the Named Executive Officers that provide for payments to an NEO following or in connection with any termination, resignation, retirement, change in control of Uravan or a change in an NEO's responsibility.

Upon a change of control of the Company or termination of employment of NEOs, there is no automatic acceleration of, or any other benefit relating to any Options which may as at such date be held by an NEO, but certain of the Options are required to be exercised within a specified period of time upon an individual ceasing to be a service provider. Pursuant to the Share Option Plan, the Board may, at its discretion, accelerate the vesting of Options.

Director Compensation

Uravan does not currently pay cash fees for services to its independent directors. Each of the non-management directors participate in the Share Option Plan. Each non-management director receives an annual grant of Options.

Indebtedness of Directors and Executive Officers

As at the date of this Management Information Circular there is no indebtedness outstanding by directors, executive officers or employees or former directors, executive officers of employees of the Company to the Company or any of its subsidiaries.

Securities Authorized for Issuance Under Equity Compensation Plans

The following sets forth information in respect of securities authorized for issuance under our equity compensation plans as at December 31, 2022.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	365,000	\$0.29	188,290
Equity compensation plans not approved by securityholders	-	-	-
Total	365,000	\$0.29	

Note:

- (1) The Share Option Plan authorizes the issuance of Options entitling the holders to acquire, in the aggregate, up to 10% of its Common Shares from time to time. See “*Incentive Plans-Share Option Plan*”.

CORPORATE GOVERNANCE DISCLOSURE

Set forth below is a description of the Company’s current corporate governance practices, as prescribed by Form 58-101F2, which is attached to National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The requirements of Form 58-101F2 are set out below in italics:

The Board

Disclose how the board of directors (the Board) facilitates its exercise of independent supervision over management including (i) the identity of the directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.

Dr. Hulbert and Mr. Stacey are independent directors of the Company. Ms. Chartier and Mr. Lahusen are not independent directors as Mr. Lahusen and Ms. Chartier are executive officers.

As two of the members of the Board are independent, the Board believes it can function independently of management. If determined necessary or appropriate, at the end of or during each meeting of the Board or the committees thereof, the members of management of the Company and the non-independent directors of the Company who are present at such meeting may be asked to leave the meeting in order for the

independent directors to meet. In addition, other meetings of the independent directors may be held from time to time if required.

Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

None of the directors of the Company are presently directors or trustees of other reporting issuers.

Orientation and Continuing Education

Describe what steps the Board takes to orient new Board members and describe any measures the Board takes to provide continuing education for directors.

While the Company does not currently have a formal orientation and education program for new recruits to the Board, the Company has historically provided such orientation and education on an informal basis. As new directors join the Board, management will provide these individuals with corporate policies, historical information about the Company, as well as information on the Company's performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures will prove to be a practical and effective approach in light of the Company's particular circumstances, including the size of the Company, limited changes to members of the Board and the experience and expertise of the members of the Board.

Ethical Business Conduct

Describe what steps the Board takes to encourage and promote a culture of ethical business conduct.

The Board has adopted a formal Code of Business Conduct for directors and officers of the Company. Directors and officers will be required to sign acknowledgements that they have read and understand the Code of Business Conduct. A copy of the Code of Business Conduct is posted on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**") website at www.sedar.com.

Nomination of Directors

Describe what steps, if any, are taken to identify new candidates for Board nomination, including: (i) who identifies new candidates; and (ii) the process of identifying new candidates.

Pursuant to their mandate, the Board has the responsibility of recruiting and recommending new members to the Board. It is expected that any new candidates will be identified having regard to: (i) the competence and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competence and skills that the Board considers each existing director to possess; (iii) the competencies and skills that each new nominee will bring to the boardroom; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board. The Board reviews on a periodic basis the composition of the Board to ensure that an appropriate number of independent directors sit on the Board, and analyze the needs of the Board and recommend nominees who meet such needs.

Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation; and (ii) the process of determining compensation.

The Board is responsible for: (i) evaluating senior management; and (ii) developing appropriate compensation policies for the senior management and directors of the Company, including the Share Option Plan. The initial grant of Options is made at the time of recruitment and reviewed annually. Other than the granting of Options, no salary or bonuses have been paid to any directors or officers of the Company. Senior management bills time to the Company through personally held consulting companies.

Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board does not have any standing committees other than the Audit Committee and Compensation Committee.

Assessments

Disclose what steps, if any, the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board makes annual assessments regarding the effectiveness of the Board itself, committees and individual directors in fulfilling their responsibilities.

AUDIT DISCLOSURE

The Audit Committee of the Board is a committee established for the purpose of overseeing the accounting and financial reporting processes of the Company and annual external audits of the financial statements. The Audit Committee has set out its responsibilities and composition requirements in fulfilling its oversight in relation to the Company's internal accounting standards and practises, financial information, accounting systems and procedures, which procedures are set out below in the Company's Audit Committee mandate attached as Appendix E.

Audit Committee Members

Torrie Chartier, Dr. Larry Hulbert and Paul Stacey are the members of the Audit Committee. Mr. Stacey and Dr. Hulbert are independent directors, while Ms. Chartier, as Chief Financial Officer of the Company is not independent. All members of the Audit Committee are financially literate, and their qualifications and experience are as follows:

<u>Name and Municipality of Residence</u>	<u>Independent</u>	<u>Financially literate</u>	<u>Relevant Education and Experience</u>
Torrie Chartier Calgary, AB	No	Yes	Ms. Chartier has over 20 years of experience as an economic geologist in the diamond exploration industry. From 1983 to present,

Name and Municipality of Residence	Independent	Financially literate	Relevant Education and Experience
Dr. Larry Hulbert Calgary, AB	Yes	Yes	<p>Ms. Chartier has worked as an independent consultant and diamond exploration specialist, managing exploration projects for various junior diamond companies and has been directly involved in the discovery of kimberlites in the Great Lakes Region of Michigan in the US as well as NWT, Canada and in Western Greenland. In addition to Ms. Chartier's diamond exploration career, she is an owner and company manager of Elbow River Helicopters Ltd. based in Calgary, a family run business.</p> <p>Dr. Hulbert holds a B.Sc. and M.Sc. from the University of Regina (1975-78) and a PhD. Sc. from the University of Pretoria, South Africa (1983). Dr. Hulbert has been registered as a Professional Geoscientist since 2003 and has extensive experience as a geoscientist and researcher in the mineral exploration industry.</p>
Paul Stacey ⁽²⁾ <i>Director</i> Ontario, Canada	Yes	Yes	<p>Mr. Stacey holds a B.Sc. in Geography from Carleton University (1994). Mr. Stacey has approximately fifteen (15) years' experience as a GIS and IT specialist for mineral exploration and mining. Mr. Stacey operates his own mineral resources consulting company where he manages large datasets and outputs the information into key map visualization components for timely analysis and effective decision making. Operating through his GIS/IT consulting company, Mr. Stacey provides high-end data management, analysis and visualization to clients such as Cliffs, Falconbridge/Glencore, Pure Nickel, Macdonald Mines, Nickel North, Duluth Metals, and Walbridge Mining. Since 2005, Paul has been a key GIS/IT consultant and data manager for UraVan.</p>

External Auditor Fees

The Audit Committee shall review and pre-approve all non-audit services to be provided to the Company by its external auditors.

Audit Service Fees

The following table discloses fees billed to the Company for the last two fiscal years by the Company's independent auditors, MNP LLP.

Type of Service Provided	2022	2021
	MNP LLP	MNP LLP
Audit Fees:	\$19,000	\$16,000
Audit-Related Fees:	\$Nil	\$Nil
Tax Fees:	\$2,000	\$2,000
All Other Fees:	\$Nil	\$Nil
Total	\$21,000	\$18,000

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and a quarterly review of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemptions

The Company relies on section 6.1 of Multilateral Instrument 52-110 – *Audit Committees*.

INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Management of the Company is not aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Company's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors and as disclosed herein. See "*Matters to be Acted Upon at the Meeting – Election of Directors*".

Conflicts, if any, will be subject to the procedures and remedies available under the ABCA. The ABCA provides that, in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his or her interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of directors or executive officers of the Company, any Shareholder who beneficially owns, controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any other "Informed Person" (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Company or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

OTHER MATTERS COMING BEFORE THE MEETING

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Management Information Circular. However, if any other matter properly comes before the Meeting, the forms of proxy furnished by the Company will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available through the Internet on the Company's SEDAR profile at www.sedar.com. Financial information in respect of the Company and its affairs is provided in the Company's annual audited comparative financial statements for the year ended December 31, 2022 and the related management's discussion and analysis. Copies of the Company's financial statements and related management discussion and analysis are available upon request from Larry Lahusen, CEO of the Company, (403) 607-5908.

APPENDIX A
TRANSACTION RESOLUTION
RESOLUTION OF THE SHAREHOLDERS OF
URAVAN MINERALS INC.
(THE “COMPANY”)

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The acquisition (the “**Acquisition**”) of all of the issued and outstanding common shares of Nuclear Fuels Inc. (“**NFI**”), as more particularly described in the management information circular (the “**Circular**”) of the Company dated April 25, 2023, is hereby authorized, approved and adopted.
2. The amalgamation of a new entity incorporated in the province of British Columbia, to be a wholly-owned subsidiary of the Company, and NFI, as more particularly described in the Circular, is hereby authorized, approved and adopted.
3. The business combination agreement dated April 21, 2023 among the Company and NFI (the “**Business Combination Agreement**”) and all transactions contemplated thereby and the performance by the Company of its obligations thereunder, is hereby approved and adopted.
4. The actions of the directors of the Company in approving the Business Combination Agreement, and the actions of the directors and officers of the Company in executing and delivering the Business Combination Agreement, the Business Combination Agreement and any amendments thereto in accordance with its terms are hereby ratified and approved.
5. Notwithstanding that this resolution has been passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to (i) to amend the Business Combination Agreement to the extent permitted by the Business Combination Agreement, and (ii) not to proceed with the Acquisition or the transactions contemplated thereby at any time prior to the Closing Date (as defined in the Business Combination Agreement).
6. Any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, all such documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such authorization to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

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APPENDIX B

INFORMATION CONCERNING NUCLEAR FUELS INC.

(see attached)

INFORMATION CONCERNING NUCLEAR FUELS INC.

Unless the context otherwise requires, all references in this Appendix B to “NFI” or “Nuclear Fuels” means “Nuclear Fuels Inc.” Certain other terms used in this Appendix B that are not otherwise defined herein are defined under “Glossary of Terms” in the Management Proxy Circular to which this Appendix B is attached.

Any statement contained in the Management Proxy Circular or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of the Management Proxy Circular, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Management Proxy Circular, except as so modified or superseded.

The following information is presented on a pre-Transaction basis and is reflective of the current business, financial and share capital position of Nuclear Fuels.

Corporate Structure

Name and Incorporation

Nuclear Fuels is a private corporation that was incorporated under the *Business Corporation Act* (British Columbia) (“**BCBCA**”) on May 25, 2022, originally under the name 1364354 B.C. Ltd. On September 21, 2022, the company changed its name to Nuclear Fuels Inc. The head office and principal address of NFI is Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8. The registered office of NFI is at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

NFI has two wholly-owned subsidiaries, Hydro Restoration Corporation, incorporated in the State of Delaware and Belt Line Resources, incorporated in the State of Texas.

General Development of the Business and History

NFI is engaged in the business of the identification, and the exploration and development of mineral properties, with a primary focus on critical metals and uranium properties. NFI has the right to acquire (i) from enCore Energy US Corp. (“**enCore US**”), the Moonshine Property, the KC Property, and the Bootheel Property; (ii) from Hightest Resources LLC, the Hightest Bootheel Property; and (iii) from Gary Lewis, the LAB Project (all as defined below). NFI is not a reporting issuer and the Nuclear Fuels’ common shares (the “**NFI Shares**”) are not listed or posted for trading on any stock exchange.

Proposed Transaction

NFI entered into the Letter of Intent dated March 2, 2023, with Uravan pursuant to which the parties agreed to enter into the proposed Transaction whereby NFI will amalgamate with a wholly-owned subsidiary company of Uravan. For more information regarding the Transaction, see *Approval of the Transaction* in the Management Proxy Circular.

Three Year History

LAB Project

NFI entered into an option agreement dated October 1, 2022 among Gary Lewis, Aubrey Budgell, Brian Penney, Evan Budgell, April Budgell, Unity Resources Inc., Leonard Lewis, and Nigel Lewis. (the “**Lewis**”

Agreement) to acquire a 100% interest in L.A.B. critical metals district project in Newfoundland and Labrador (the **“LAB Project”**). Pursuant to the Lewis Agreement, in order to exercise the option NFI must:

- Issue 1,500,000 NFI Shares to Mr. Lewis on or before June 18, 2022 (paid);
- Issue 750,000 NFI Shares to Mr. Lewis on or before June 18, 2023;
- Issue 750,000 NFI Shares to Mr. Lewis on or before June 18, 2024;
- Pay \$50,000 and issue 1,000,000 NFI Shares on or before June 18, 2025; and
- Pay \$150,000 and issue 1,000,000 NFI Shares to Mr. Lewis on or before June 18, 2026.

The LAB Project is subject to a net smelter return (**“NSR”**) royalty of 3% and a buyback right of 1.5% for \$3,000,000. Mr. Lewis also maintains the right to participate in the next three financings rounds of NFI and purchase up to 7% of the total NFI Shares sold pursuant to each financing.

Miller Project

NFI entered into an option agreement dated October 31, 2022 with Miller and Associates LLC to acquire a 100% interest in the Miller project located in Wyoming, USA (the **“Miller Project”**). The Miller project now forms part of the KC Property (defined below).

To exercise the option and acquire the right to a 100% interest in the Miller Project, NFI will:

- Pay Miller and Associates US\$140,000 on October 31, 2022 (paid);
- Pay Miller and Associates US\$100,000 on October 31, 2023; and
- Issue 600,000 NFI Shares to Miller and Associates within 20 days of October 31, 2022.

The Miller Project is subject to a NSR royalty of 2% and any area of interest claims subsequently acquired within two miles of the Miller Project are subject to a 1% NSR royalty. The transaction is considered to be a related party transaction as David Miller subsequently became a director of NFI.

Hightest Bootheel Project

NFI entered into an exploration and mining lease agreement dated November 1, 2022 with Hightest Resources LLC for a 20-year lease on the Hightest Bootheel project located in Wyoming, USA (the **“Hightest Bootheel Project”**).

NFI will pay the following pursuant to the agreement:

- Pay US\$20,654 on November 1, 2022 (paid);
- Pay US\$25,000 on November 1, 2023;
- Pay US\$40,000 on November 1, 2024; and
- Pay US\$50,000 annually thereafter on November 1, 2023 until termination of the lease.

The Hightest Bootheel Project is subject to a 2% NSR royalty for minerals produced from the property and 2% net proceeds for uranium minerals produced from the property.

Acquisition of Hydro Restoration Corporation

NFI entered into an agreement dated November 2, 2022 as amended on March 31, 2023 to purchase certain uranium exploration assets from enCore US through the purchase of the outstanding shares of enCore US’s subsidiary Hydro Restoration Corporation (**“Hydro”**) in consideration for NFI Shares, royalty interests and production back-in rights on the properties held by Hydro (the **“Hydro Agreement”**). Hydro holds the KC uranium property (the **“KC Property”**) in Johnson County, Wyoming as well as the Bootheel uranium project (the **“Bootheel Project”**) in Albany County, Wyoming.

The Hydro Agreement closed on March 31, 2023 and NFI issued 2,152,506 NFI Shares on closing at a deemed issuance price of \$0.50 to enCore US. enCore US maintains the right to receive a top-up of the

consideration common shares to be provided by NFI, if needed, in connection with a subsequent going public transaction by NFI such that enCore US will hold 19.9% of the issued and outstanding shares of the Resulting Issuer.

Pursuant to Hydro Agreement, enCore US received the following consideration (i) the right to receive NFI Shares representing 14.9% of the issued shares of the Resulting Issuer determined immediately prior to the closing of the going public transaction; (ii) a 2% NSR royalty on the unpatented mining claims forming part of the KC Property and the Bootheel Project; and (iii) a 1% NSR royalty on certain leasehold estates comprising the KC Property and Bootheel Project. As well, EnCore US received the option to repurchase 51% of the KC Property for a cash payment equal to 2.5 times the exploration expenditures incurred by NFI on the project as at such date. The option may be exercised at such time as the KC Property has a demonstrated mineral resource (as defined in the CIM Definition Standards on Mineral Resources and Mineral Reserves) of no less than 15 million pounds of uranium (U3O8) in the combined Measured and Indicated Categories or a total of 20 million pounds of uranium (U3O8) in the combined Measured, Indicated and Inferred Categories so long as at least ten (10) million pounds of uranium (U3O8) exists in the combined Measured and Indicated Categories, as disclosed in a technical report prepared pursuant to NI 43-101 or other resource calculation prepared by or for NFI.

Acquisition of Belt Line Resources

NFI entered into an agreement dated November 2, 2022 and as amended on March 31, 2023 to purchase certain uranium exploration assets from enCore US through the purchase of the outstanding shares of enCore US's subsidiary Belt Line Resources, Inc. ("**Belt Line**") in consideration for NFI Shares, royalty interests and production back-in rights in the properties (the "**Belt Line Agreement**"). Belt Line holds the Moonshine Springs uranium property (the "**Moonshine Property**") in Mohave County, Arizona.

The Belt Line Agreement closed on March 31, 2023 and NFI issued 6,414,469 NFI Shares at a deemed issuance price of \$0.50 to enCore US. enCore US maintains the right to receive a top-up of the consideration common shares to be provided by NFI, if needed, in connection with a subsequent going public transaction by NFI such that enCore US will hold 19.9% of the issued and outstanding shares of the Resulting Issuer.

Pursuant to the Belt Line Agreement, enCore US received the following consideration (i) the right to receive NFI Shares representing 5% of the issued shares of the Resulting Issuer (defined below) on completion of a going public transaction by NFI determined immediately prior to the closing of the going public transaction; (ii) a 2% NSR royalty on the unpatented mining claims forming part of the Moonshine Property; and (iii) a 1% NSR royalty on certain leasehold estates comprising the Moonshine Property.

Following closing, enCore US has the right to participate in equity financings of the Resulting Issuer in order to maintain its percentage interest in the Resulting Issuer, and the right to nominate two individuals to the board of directors of NFI, in each case for so long as EnCore US holds at least 10% of the outstanding shares capital of the Resulting Issuer.

Please see "*Description of the Business – Mineral Projects*" below, for more information on the KC Property and the LAB Project.

Financings

On October 3, 2022, NFI closed a private placement for gross proceeds of CAD\$2,139,998 and US\$221,900 through its sale of 19,083,150 NFI Shares at prices ranging from CAD\$0.038 to CAD\$0.20 per common share and US\$0.05 to US\$0.155 per share, respectively.

On December 22, 2022, NFI closed a private placement for gross proceeds of CAD\$3,729,600 through its sale of 7,459,200 NFI Shares at a price of \$0.50 per share.

On October 28, 2022, NFI granted 1,800,000 stock options to certain directors, employees, and consultants of NFI. Each stock option may be exercised at a price of \$0.25 to acquire one NFI Share until October 28, 2025.

Between December 22, 2022 and February 28, 2023, NFI closed a private placement for gross proceeds of \$6,000,000 through its sale of 11,990,000 common shares at a price of \$0.50 per common share.

Description of the Business – Mineral Projects

NFI's principal properties are the LAB Project located in Newfoundland and Labrador and the KC Project located in Wyoming. NFI also holds the Moonshine Property in Mohave County, Arizona and the Bootheel Project in Albany County, Wyoming for future exploration.

The LAB Project

NFI holds an option to acquire the LAB Project, located in the Port Hope Simpson Critical Rare Earth Metals District in Newfoundland and Labrador. The LAB Project will be the principal property of Uravan upon completion of the Transaction (the "**Resulting Issuer**").

The following summary of the LAB Project, prepared for NFI, is extracted from the technical report (the "**LAB Technical Report**") entitled "NI 43-101 Technical Report on the LAB Critical Metals District Project Newfoundland and Labrador" dated March 1, 2023, prepared by Derrick Strickland, P. Geo (the "**QP**"), prepared in accordance with National Instrument 43-101- *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), and in accordance with Canadian Institute of Mining (CIM) Best Practice Guidelines for the Estimation of Mineral Resources and Mineral Reserves (CIM Standards) and modified to conform to this Management Proxy Circular.

Property Description and Location

Location

The LAB Project is located in south eastern Labrador, and is centered at 56.21° Longitude and 52.28°Latitude on NTS Map Sheets 13A/01,08,09,10,11,14,03D/05,04, 12P/16 and 2M/13. The LAB Project comprised of 53 non-contiguous mineral licences, which are made up of 1508 minerals claims totaling 37,700 ha in size.

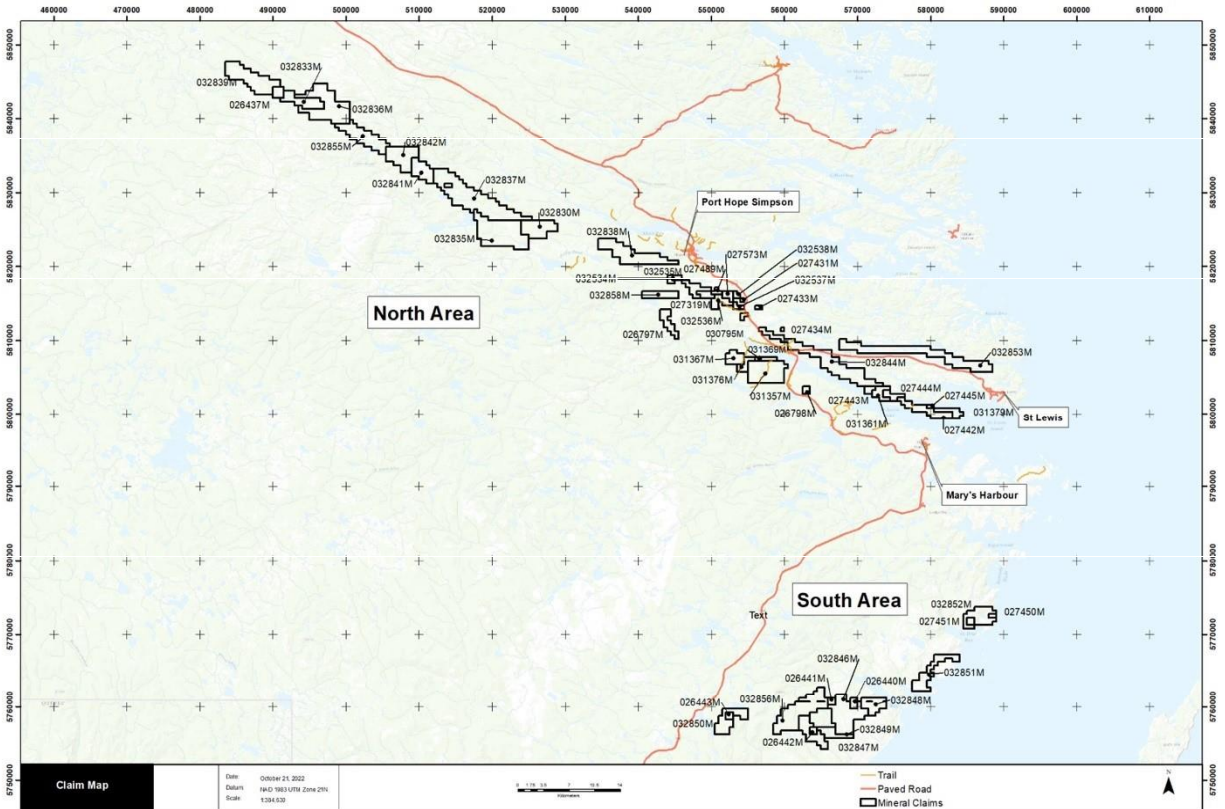
Table 1: Mineral Claims September 15

Licence No	Onwer	No Claims	Staked	Expiry	Work Report Due
026437M	Gary E. Lewis	9	2018-08-14	2023-09-13	2023-11-14
026440M	Aubrey Budgell	6	2018-08-14	2023-09-13	2023-11-14
026441M	Aubrey Budgell	4	2018-08-14	2023-09-13	2023-11-13
026442M	Aubrey Budgell	4	2018-08-14	2023-09-13	2023-11-13
026443M	Aubrey Budgell	4	2018-08-14	2023-09-13	2023-11-13
026797M	Brian Penney	18	2018-12-30	2024-01-29	2023-03-30
026798M	Brian Penney	4	2018-12-30	2024-01-29	2023-03-30
027319M	Aubrey Budgell	8	2019-08-08	2024-09-09	2023-11-08
027431M	Aubrey Budgell	1	2019-09-29	2024-10-29	2023-12-28
027433M	Aubrey Budgell	2	2019-09-29	2024-10-29	2023-12-28
027434M	Aubrey Budgell	1	2019-09-29	2024-10-29	2023-12-28
027442M	Evan Budgell	30	2019-10-03	2024-11-04	2023-03-04
027443M	Aubrey Budgell	5	2019-10-03	2024-11-04	2023-03-04
027444M	Aubrey Budgell	10	2019-10-03	2024-11-04	2023-03-04
027445M	Aubrey Budgell	2	2019-10-03	2024-11-04	2023-03-04
027450M	Gary E. Lewis	2	2019-10-06	2024-11-05	2024-01-04
027451M	Gary E. Lewis	4	2019-10-06	2024-11-05	2024-01-04
027489M	Aubrey Budgell	4	2019-10-27	2024-11-26	2024-01-04
027573M	April Budgell	7	2019-12-17	2025-01-16	2023-03-17
031357M	Unity Resources Inc.	61	2020-10-09	2025-11-08	2024-09-01
031361M	Unity Resources Inc.	13	2020-10-09	2025-11-08	2024-09-01
031367M	Aubrey Budgell	17	2020-10-09	2025-11-08	2024-01-09
031369M	Unity Resources Inc.	6	2020-10-09	2025-11-08	2024-01-09
031376M	Brian Penney	10	2020-10-09	2025-11-08	2024-01-09
031379M	Brian Penney	12	2020-10-09	2025-11-08	2024-01-09
032534M	April Budgell	6	2021-05-04	2026-06-03	2023-08-02
032535M	April Budgell	16	2021-05-04	2026-06-03	2023-08-02
032536M	April Budgell	14	2021-05-04	2026-06-03	2023-08-02
032537M	Aubrey Budgell	4	2021-05-04	2026-06-03	2023-08-02
032538M	Aubrey Budgell	3	2021-05-04	2026-06-03	2023-08-02
032823M	Leonard Lewis	21	2021-05-22	2026-06-21	2023-08-21
032830M	Leonard Lewis	41	2021-05-22	2026-06-21	2023-08-21
032833M	Leonard Lewis	31	2021-05-22	2026-06-21	2023-08-21
032835M	Leonard Lewis	99	2021-05-23	2026-06-22	2023-08-21
032836M	Leonard Lewis	87	2021-05-23	2026-06-22	2023-08-21
032837M	Leonard Lewis	132	2021-05-23	2026-06-22	2023-08-21
032838M	Leonard Lewis	69	2021-05-23	2026-06-22	2023-08-21
032839M	Leonard Lewis	66	2021-05-23	2026-06-22	2023-08-21
032841M	Leonard Lewis	29	2021-05-23	2026-06-22	2023-08-21
032842M	Leonard Lewis	45	2021-05-23	2026-06-22	2023-08-21
032844M	Leonard Lewis	96	2021-05-23	2026-06-22	2023-08-21
032846M	Nigel Lewis	68	2021-05-23	2026-06-22	2023-08-21
032847M	Nigel Lewis	31	2021-05-23	2026-06-22	2023-08-21
032848M	Nigel Lewis	26	2021-05-23	2026-06-22	2023-08-21
032849M	Nigel Lewis	17	2021-05-23	2026-06-22	2023-08-21
032850M	Nigel Lewis	33	2021-05-23	2026-06-22	2023-08-21
032851M	Nigel Lewis	37	2021-05-23	2026-06-22	2023-08-21
032852M	Nigel Lewis	36	2021-05-23	2026-06-22	2023-08-21
032853M	Leonard Lewis	98	2021-05-23	2026-06-22	2023-08-21
032855M	Leonard Lewis	50	2021-05-23	2026-06-22	2023-08-21
032856M	Nigel Lewis	84	2021-05-23	2026-06-22	2023-08-21
032858M	Leonard Lewis	20	2021-05-23	2026-06-22	2023-08-21

Figure 1: Regional Location Map



Figure 2: Claim Map



Mineral Claims

The LAB Project's lands are map staked crown mineral licenses issued by the Department of Natural Resources Newfoundland Mines Branch. Mineral licences are acquired by online staking in the province of Newfoundland. Licences can consist of 1 to 256 claims per licence. Assessment work is required in order to keep them in good standing – the first five years require \$200, \$250, \$300, \$350 and \$400/year/claim respectively. Assessment requirements continue for up to 30 years with increasing costs as time passes as follows: \$600/claim for years 6 through 10, \$900/claim for years 11 through 15, \$1200/claim for years 16 through 20, \$2000/claim for years 21 through 30. Renewal fees paid directly to the government, which also increase as time goes by, are also required every 5 years (at year 5, 10, 15, 20 etc.) and annually for years 21 through 30.

All exploration activities, including reclamation, must comply with all pertinent federal and provincial laws and regulations, the fundamental requirement of which, is that exploration on crown land must prevent unnecessary or undue degradation or impact on fish and wildlife and requires reclamation if any degradation or impacts that occur. All exploration activities in Newfoundland and Labrador require an Exploration Approval from the Department of Natural Resources prior to the start of work. In this approval requirements for the exploration are listed with contacts for the various entities given.

Generally, the mineral licenses are available for exploration activities year-round and only subject to the conditions of the exploration approvals and water use license; other activities such as construction, road building, camps and water crossings may require additional permits from outside of the mines department. Nuclear Fuels and claimholders do not own any surface rights on the LAB Project. The QP is unaware of any significant factors or risks that may affect access, title, or right or ability to perform work on the LAB Project. There are currently no permits in place for the recommended work programs.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The local topography is characterized by gently rolling hills to locally rugged rocky outcrops vegetated by thick spruce. Ridges are typically dome-like in shape and achieve a maximum elevation of 380 m. Relief varies from 250 m to 380 m giving maximum relief changes of ~130 m. Several small lakes are located in the central part of the property at elevations ranging from 256 m to 282 m. Two stream systems drain the central part of the property to the southeast and southwest. Small isolated bogs and marshes are found throughout the area of the property.

The area is dominated by several steep, northwest trending river valleys, which in some cases are interpreted as fault zones. The elevation is variable ranging from sea level up to approximately 360 meters. The river valleys are generally heavily wooded with till covered to sparsely exposed regions underlying the higher elevations.

Travel to Port Hope Simpson and St. Lewis from Goose Bay, Labrador is available via charter airplane, helicopter, and Highway 510, part of the fully paved 1,149 km Trans Labrador Highway system that stretches from western Labrador to the Strait of Belle Isle. Goose Bay, located approximately 350 km by air to the northwest of the LAB Project, is a preferred hub as it is regularly serviced from eastern Canadian cities including Quebec City and Montreal, Quebec, Halifax, Nova Scotia, and St. John's, NL. Flight time from the exploration site to Goose Bay by helicopter is approximately two hours and by fixed wing aircraft approximately one hour. Road travel from Goose Bay, a distance of approximately 460 km, to the site is approximately six hours. The site is also accessible via Highway 510 from the Strait of Belle Isle and via a short ferry trip from insular Newfoundland. The flight time to St. Anthony, Newfoundland and Labrador is approximately half an hour.

The climate in Labrador generally dictates the duration of the field season. Considering the amount of snowfall Labrador receives, snow can be present in certain areas for up to eight months of the year. The field season generally lasts from May to October. The weather during late June to September is warm with daytime temperatures on the average of mid to high 20°C. During the early period in June there may still be some snow on the ground, which can interfere with geophysical surveys. The weather can have an effect on the ability of such surveys to be flown. For instance, airborne geophysical surveys can be affected by medium to high rainfall, storms, high winds, or when there is significant cloud cover or a low ceiling. Standby time can be relatively high, particularly later in the season. Radiometric surveys may be hampered by excessive ground moisture as well as vegetation cover.

As of 2021, the nearby communities of Port Hope Simpson, St. Lewis, and Mary's Harbour, which have populations of approximately 403, 181, and 312, respectively, have various services including grocery stores, fuel stores, hotels, heavy equipment rentals, and labour resources. All three communities have port access as well as airstrips that can facilitate transportation of goods required for exploration programs. St. Lewis has deep water dock facilities and a small gravel airstrip suitable for small aircraft.

History

Early knowledge of the area is based mainly on descriptions of coastal localities (Lieber, 1860; Packard, 1891; Daly, 1902; Kranck, 1939; Christie, 1951; Douglas, 1953) and 1:500,000 scale reconnaissance mapping (Eade, 1962).

Complete aeromagnetic coverage and lake-sediment geochemical surveys have been conducted for the region (Geological Survey of Canada, 1974a, 1974b, 1984). A detailed lake sediment survey was released by the NL Government in 2010 and covers the area of the claims.

Geological mapping at a 1:100,000 scale as a 5-year Canada - Newfoundland joint project aimed at mapping an 80 km coastal fringe of the Grenville Province in southern Labrador was carried out from 1984 to 1987 by Charles F. Gower of the Newfoundland and Labrador Geological Survey (Gower et al., 1987-2009).

The Geological Survey Branch of Newfoundland has undertaken significant amounts of mapping and geological interpretation in the southeastern Grenville Province of Labrador. Most notably, Gower et al. have identified the Pinware Terrane of southeastern Labrador which includes the Alexis River area. Some of his findings will be discussed in a later section. GSC lake sediment surveys (1984), airborne magnetics (1974), and airborne radiometric surveys (1988), cover this area as well. McCuiag, (2002,) undertook Quaternary geological mapping of the Alexis River region in 2001 and collected till samples to obtain till-geochemistry data.

The following History section illustrates the name and year of the company that has performed exploration work on the property. In addition, there is a list of historical mineral licences numbers which reflect the area that are covered or partially covered by the current mineral licences.

North Area History

Greenshield Resources Inc. 1995-97

004161M, 004166M, 004367M, 004460M, 004555M, 004664M, 004767M, 004370M, 004371M, 004372M, 004373M, 004374M

In 1995 an airborne geophysical survey was flown for Greenshield Resources Inc. by Aerodat Inc. ("Aerodat"). The survey covers a long, narrow strip of land totaling about 620 square kilometres located in the Port Hope Simpson area about 300 km east-southeast of Happy Valley -Goose Bay. Total survey coverage is approximately 2,987-line kilometres including 147 kilometres of tie lines.

The survey block is about 9 km wide and 70 km long extending 45 km west-northwest from Port Hope Simpson and 25 km to the east-southeast. Topography is shown on 1:50,000 scale NTS map sheet 93 F/K. Local relief is rugged with elevations ranging from sea level to over 300 metres above mean sea level. The survey area is shown on the attached index map that includes local topography and latitude - longitude coordinates. This index map also appears on all black line map products. The flight line direction is north 30° east. Line spacing is 200 metres.

An airborne combined magnetic, electromagnetic, and VLF-EM survey totaling approximately 2,987- line kilometers and covering all but the non-contiguous coastal license areas on the property was flown by Aerodat for Greenshield Resources Inc. in September and October of 1995 (Woolham, 1995).

The survey covers a long narrow strip of land totalling about 620 square kilometres located in the Port Rope Simpson area about 300 km east-southeast of Happy Valley -Goose Bay. Total survey coverage is approximately 2,987-line kilometres including 147 kilometres of tie lines. The Aerodat Job Number is J9555. This report describes the survey and the data processing and data presentation. Identified electromagnetic anomalies appear on selected map products as EM anomaly symbols with interpreted source characteristics.

Altius Minerals 2005-2008

010493M

Please note that Search Minerals Inc has been disclosed as 100 % subsidiary of Altius Minerals in assessment reports. If the assessment report was filed under the name of Altius Minerals, it is placed in the Altius Minerals section.

If the assessment report was filed under Search Minerals name it is placed in the Search Minerals section. From July 16 to July 27, 2007, a detailed high-resolution helicopter-borne magnetic and gamma ray spectrometric survey was carried out on behalf of Altius Minerals by McPhar GeoSurveys Ltd. (Winter et al, 2008). The purpose of the survey was to map the geophysical characteristics of the geology and structure of the property to aid in the location of potentially economic uranium mineralization.

On August 18 and September 6, 2007 Altius conducted prospecting and geological examinations in the vicinity of Anomaly Lake (Winter et al, 2008). Additionally, during September 2007, 15 lake sediment samples were collected to verify the high uranium value recorded by the previous government sampling. The assays showed anomalous results for uranium, molybdenum, and gold with results ranging from: 414 to 2,370 ppm uranium, 175 to 1,070 ppm molybdenum, and <5 to 58 ppb gold. The data defined an elevated zone of uranium in lake sediments subparallel to the northwest-trending long axis of Anomaly Lake.

Trippel Uranium Resources Inc 2006-2011

012231M, 012570M, 012582M, 012595M, 012715M, 012725M, 012498M, 012570M, 012571M, 012579M, 012593M, 012620M, 012645M, 012646M

Work on these licences for this assessment report consisted of magnetic and radiometric airborne geophysical surveys undertaken by Fugro Airborne Services of Toronto. A magnetic and radiometric survey was flown for Trippel Uranium Resources Inc. from August 2 to September 18, 2007 over two survey blocks located near Port Hope Simpson, Labrador. The survey areas can be located on NTS map sheets 13A/7, 9, 10, 11, 14 and 15.

Survey coverage of the two blocks consisted of approximately 5941.4 line-km, including 610.6 linekm of tie lines. Flight lines were flown at an azimuth of 000°/180° with a line separation of 150 meters.

Search Minerals Inc 2009-2015

016926M, 016928M, 016930M, 016933M, 016934M, 016932M, 019464M, 019465M, 019467M, 019468M, 16732M

Exploration work conducted on the properties during the report period consisted of an Airborne Radiometric and Magnetometer survey by Aeroquest and prospecting and lithogeochemical sampling. The 2010 exploration program commenced with a program of anomaly assessment which initially consisted of prospecting and sampling with teams of geologists and prospectors utilizing both truck and helicopter support. The focus of exploration activity was Rare Earth Elements (REE), along with associated Zr, Y, and Nb.

A low level (50 m above ground level) airborne geophysical survey was conducted by Aeroquest Surveys from November 8th to November 24th of 2009. The survey was performed with the use of a fixed wing plane to collect detailed magnetic and radiometric data. The flight direction was at 25° /205°, with a line spacing of 250m.

License 016928M had two samples that returned slightly elevated Y values. Sample 321603 returned Y (1242ppm) while sample 321610 returned Y (1925ppm).

A total of six lithogeochemistry samples were collected and from of these six samples, five showed elevated REE values of Dy ranging from 15.7-1,480 ppm. Assay 415426 was the most anomalous, containing 20,199 ppm total REE, including 1,480 ppm Dy, 3,120 ppm La, and 6,690 ppm Ce. This sample also contained 10,520 ppm Y.

In 2010, Search Minerals began preliminary exploration work. A program involving prospecting, rock sampling, and airborne radiometric and magnetic surveys was undertaken. Results from this program yielded several anomalous REE and incompatible element values up to 3,653 ppm Y and 411 ppm Dy, therefore follow up work was recommended.

Surface prospecting was mainly conducted using hand-held spectrometers. Lithogeochemical samples, all from bedrock, were collected by company personnel, bagged, and described. These samples were transported and delivered by Alterra Resources personnel to Activation Laboratories Ltd., located in Goose Bay, Labrador.

License 016940M: Twenty lithochemical samples were taken on this license. Rock types included granite pyroxenite, felsic gneiss, pelite, and mafic rocks. None of these samples resulted in elevated Zr, Y, Nb, or REE (100-500 ppm Zr, 10-50ppm Y, 10-40ppm Nb). Sample locations are shown in Figure 4.

License 016943M: One helicopter supported traverse was completed and six lithochemical samples were collected (511893-511898) on license 016943M. These samples consisted of granitic gneiss, undeformed granite, and a pegmatite, and none of them resulted in elevated values of Y, Zr, Nb, or REE (511896: 30ppm Y, 233ppm Zr, 14ppm Nb, 245ppm LREE, 22ppm HREE, and 268ppm TREE).

License 016940M: Three boat-supported traverses using a company boat were conducted on this license. A total of 18 lithochemical samples were taken on this license (512264 – 512273, and 512284 – 512291). Rock types sampled consist of felsic gneiss, mafic gneiss, metasediments, pegmatite, and gabbro. The samples resulted in Zr values ranging from 29-644 ppm, and Dy values ranging from 1.4-15.1 ppm. A total of 2 channel samples (FHC-13-01 and FHC-13-02) were cut on this license, totaling 6.38 m. These channel samples accounted for 29 lithochemical samples (505230 – 505239, and 505240 – 505248, respectively). Rock types described in these channel samples consist of magnetite bearing felsic gneiss, muscovite bearing pegmatites, and pelites. FHC- 13-01 resulted in Zr ranging from 295- 677 ppm, and Dy ranging from 6.5-13.6 ppm across the entire channel. FHC-13-02 resulted in Zr ranging from 34-342 ppm, and 2.4-42.5 ppm Dy, across the entire channel.

License 19576M: Sixteen channel samples totaling 15.48 m, and containing 52 samples (507210- 507237, 507244- 507260, and 507262-507268), were collected from license 19576M in the 2014 field season. Of these sixteen channel samples, several were mineralized. LPC-14-01 contained a 0.64 m (507211- 507212) section that resulted in 2.6% Zr, and 2,854 ppm Dy, LPC-14-07 contained a 0.48 m (507244) section that contained 7.9% Zr, and 5,000 ppm Dy, and LPC-14-09 contained a 1.30 m section that contained 1,890 ppm Zr, and 308 ppm Dy.

License 17332M: Two channel samples totaling 1.26 m, and containing seven samples (507238- 507243, and 507261), were collected on license 17332M in the 2014 field season. Of these channels, one was mineralized. LPC-14-06 contained a 0.67 m (507238-507240) section that returned 1,960 ppm Zr, and 75.1 ppm Dy. License 22073M: Seven channel samples totaling 8.53 m, and containing 35 samples (507269-507303), were collected on license 22073M in the 2014 field season. Of these channels, two were mineralized. LPC-14- 22A contained a 0.65 m (507286-507289) section that returned in 1.2% Zr, and 295 ppm Dy, and LPC-14-22B contained a 0.43 m (507296-507298) section that returned 5,785 ppm Zr, and 943 ppm Dy, and LPC-14-23 contained a 0.36 m (507302) section that returned 1.7 % Zr, and 991 ppm Dy. The two channel samples were cut to lengths of 2.25 and 1.88 m (totaling 4.13 m). These channels cut through mineralized pegmatites. Channel LPC-12-01 contained a 0.73 section that contained anomalous values of Zr (1,270-3,936 ppm), Dy (93-401 ppm), and TREE (1,062-2,315 ppm). LPC-12-01 also contained a 0.13 section resulting in 8,189 ppm Zr, 1,630 ppm Dy, and 1.48% TREE. LPC-12-02 contained a 0.26 m section that resulted in 2,002 ppm Zr, 331 ppm Dy, and 2,971 ppm TREE to 1.48% TREE.

License 022073M: Three channel samples (LPC-15-01A-C, LPC-15-02, and LPC-15-03A-B), totaling 7.36 m and containing 24 samples (472902-472925), were collected on license 022073M in the 2015 field season. LPC-15-01A resulted in a 0.93 m section (0.38-1.31 m) containing a weighted average of 2,916 ppm Zr, and 529 ppm Dy. One channel sample (LPC-15-04), measuring 1.5 m in length, and containing 4 samples resulted in a weighted average of 37.1 ppm Zr, and 37.7 ppm Dy.

Elgeridge International Limited 2011
16813, 19373 019761M 019763M

Geotech Ltd. of Aurora, Ontario was engaged to fly 7158.8 kilometers of VTEM (Versatile Time Domain Electro Magnetic) over part of Property. A magnetometer was also used to collect vertical and horizontal gradient magnetic data over the surveyed area.

Cartaway Resources Corporation 1995-1999
005016M, 005020M

Cartaway Resources Corporation in 1995 undertook a helicopter-borne geophysical survey performed by Sial Geosciences Inc. (Sial). One survey block is about 10 km south of Port Hope Simpson and the other, largest block, stretches from 30 to 80 km west of Port Hope Simpson covering a zone just north of the St. Lewis River. The 5010-line km survey line spacing was 200 metres and the line direction is north 25 degrees west.

The survey area is of Port Hope Simpson. Magnetic amplitude levels are much lower than the main survey area with maximum amplitudes ranging from about 325 nT below to 900 nT above background. In the blocks to the west, amplitudes are from three to nine times these levels. There are at least two periods of intrusive activity indicated by the intersecting linear horizons in the eastern part of the block. In the west part of the area, structures are generally north-south, with some folding, while the eastern two thirds of the block contain east-northeast to east-southeast striking horizons. The magnetic amplitudes of these horizons range between 50 nT and 400 nT above background. In a few locations amplitudes exceed 400 nT above background and these zones are indicated with thicker trend lines.

Altera Resources Inc 2010 to 2012

014955M, 015113M, 015131M, 015132M, 015150M, 015153M, 015374M, 015375M, 017333M

Exploration work consisted of: Airborne Radiometric and Magnetometer surveys by Aeroquest, hand-held scintillometer surveys, prospecting, mapping, and lithochemical sampling, as well as backpack drilling, clearing and hand trenching, and channel sampling using a portable chop saw (Figure 4).

During November, 2009, Alterra Resources had an airborne radiometric and magnetic survey flown over a large area of the property. The survey was conducted by Aeroquest International Ltd. and it outlined numerous radiometric anomalies.

The 2010 exploration program commenced with a program of anomaly assessment which initially consisted of prospecting and sampling with teams of geologists and prospectors utilizing both truck and helicopter support. The focus of exploration activity was Rare Earth Elements (REE), along with associated Zr, Y, and Nb.

Licenses 15375M and 15374M had similarly hosted mineralization. REE, Zr, Nb, and Y mineralization was discovered in extensive areas of granitic pegmatite. The mineralization is notable in that samples are enriched in the HREE along with variable Nb, Y and Zr, and LREE

During the 2010 exploration season, several traverses were executed on license 017333M with a total of 121 lithochemical hand samples collected for analysis. Concurrent with the collection of samples, prospecting was undertaken with handheld scintillometers and spectrometers to delineate any correlation between mineralization and radiometrics.

Results from 017333M were successful in discovering mineralization in several areas throughout the license. A total of 121 lithochemical samples were collected in the course of the prospecting program. The assays returned favorable chemistries, with total rare earths of (TREE) 12,604.3ppm. License 017333M had three samples in particular that returned potentially significant TREE and Y (Table 5).

The result of these significant values lead to a trenching program that collected a total of thirteen channels. The 154 samples collected from the thirteen channels similarly, returned significantly promising REE values as high as Y (2,968ppm) on HRHC-#10 and Nd (1,701ppm) on HRHC-#12 (Table 7 and Figure 4).

License 18082M: Numerous traverses using helicopter support were completed on this license and six samples (459075- 459080) were collected for geochemical assay. Assay 459080 was the most anomalous, containing 6,239 ppm total REE, including 167 ppm Dy, 1,160 ppm La and 2,620 ppm Ce. This sample also contained 1,653 ppm Zr, 901 ppm Y, and 688 ppm Nb.

License 18111M: None of the hand samples (419501-419503, 419505) taken on this license contain significant incompatibles or REE's. There is a very minor enrichment in Zr in some samples. A total of 16 lithochemical samples were taken on this license (511911-511926). Rock types sampled on this license range from syenite, felsic volcanic rocks, pelite, granitic gneiss, and mafic volcanic rocks. None of the

samples taken on this license are particularly anomalous, with the values of Zr (100-500ppm), Y (10-30ppm), Nb (10-50ppm), TREE (50-600ppm) obtained.

During the 2011-2012 field season, fifty-two channels were cut. Five hundred sixty- eight samples were taken from these channels. A channel sample summary for the four most mineralized channel intervals from three different channels can be found in Table 6.

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Table 5: 17333M Mineral Claim

PPM	MH-250	MH-252	MH-285	MH-152
	Toots	Toots	Pesky	Piperstock
	Cove	Cove	Hill	Hill
Y	7,188	8,443	10,450	13,270
Zr	10,500	19,260	40,460	24,330
Nb	N/A(i)	N/A(i)	17,197	2,027
La	975	231	187	10,900
Ce	2,690	765	738	22,600
Pr	371	157	182	2,580
Nd	2,060	1,180	1,350	9,170
Sm	903	731	852	2,220
Eu	70.7	61.1	69.9	117
Gd	1,210	1,030	1,220	2,170
Tb	251	217	273	402
Dy	1,770	1,570	2,020	2,370
Ho	386	366	461	426
Er	1,120	1,070.00	1,300	1,070
Tm	136	132	169	122
Yb	595	595	777	599
Lu	65.7	65.1	82.2	70.1
TREE	12,603.40	8,170.20	9,681.10	54,816.10
TREE+Y	19,791.40	16,613.20	20,131.10	68,086.10
HREE	5,604.40	5,106.20	6,372.10	7,346.10
HREE+Y	12,792.40	13,549.20	16,822.10	20,616.10
%HREE	44.47%	62.50%	65.82%	13.40%
%HREE	64.64%	81.56%	83.56%	30.28%

A total of ten lithochemical grab samples were collected at the Pesky Hill Showing in the 2012 field season. All of these samples contained mineralization with Dy, Nd, and Zr values ranging from 50-2,120 ppm, 63-3,800 ppm, and 404 ppm-4.44%, respectively.

Table 6: Select Channel Results

Interval (m)	PHC-11-10c		PHC11-01	PHC-11-11	
	0.48-15.17	9.47-11.24	0.37-3.4	0.14-1.06	1.23-2.62
Length (m)	14.69	1.77	3.03	0.92	1.39
Y	2963	6175	5168	12522	5312
Zr	5512	9404	7862	16557	15421
Nb	3667	7812	8099	21693	7189
La	1181	2790	870	899	1232
Ce	2914	7113	2177	2511	2694
Pr	351.7	798.6	288.3	421.6	342.2
Nd	1534	3474	1328	2384	1502
Sm	428	888.7	472.3	1149	481.1
Eu	29.3	60	37.5	96.6	37.1
Gd	440.2	888.1	579	1612	590
Tb	91.2	185.4	134.3	365.3	136.4
Dy	621	1267	927.7	2751	962.9
Ho	133.6	270.6	218.7	585.5	220.8
Er	389.4	801.7	668.6	1710	664.4
Tm	49.9	103.3	89.9	219.3	84.7
Yb	237.5	489.8	428.8	1021	433.7
Lu	26.6	54.6	42.6	104.5	51.5
LREE	6409	15064	5135	7363	6251
HREE	2019	4120	3127	8465	3181
TREE	8428	19185	8262	15828	9433

A ground-based magnetometer survey was conducted over parts of licenses 17333M. The survey was completed with 25m-line spacings, was globally positioned by GPS, and consisted of 19 lines. Each line was approximately 300-450m in length.

This survey was conducted to try to delineate and characterize the mineralization at surface. Unfortunately, due to the vein style nature of the mineralization, at the current spacing the survey did not provide the desired results. The results obtained from the magnetometer were more characteristic of the surrounding rock types than of the mineralization.

Table 7: Channel Samples Locations

Channel No.	Easting (NAD 83)	Northing (NAD 83)	Length (m)	# Samples
PHC-11-35	556376	5806680	4.9	12
PHC-11-36	556375	5806680	4.11	17
PHC-12-01	556396	5806689	11.66	31
PHC-12-02	556388	5806692	4.25	16
PHC-12-03	556366	5806681	17.46	51
PHC-12-04	556441	5806651	2.4	10
PHC-12-05	556436	5806656	3.78	15
PHC-12-06	556439	5806660	1.92	7
PHC-12-07	556435	5806660	2.76	10
PHC-12-08	556354	5806709	8.75	30
PHC-12-09	556357	5806697	4	12
PHC-12-10	556488	5806779	10.33	23
PHC-12-11	556492	5806809	15.2	38
PHC-12-12	556500	5806821	6.3	13
PHC-12-13	556495	5806821	8.14	30
PHC-12-14	556495	5806821	9.25	18
PHC-12-15	556453	5806790	3.71	9
PHC-12-16	556449	5806794	3.62	7
PHC-12-17	556485	5806818	6.58	13
PHC-12-18	556440	5806820	2.09	6

Using a portable back pack drill, 44 holes ranging from 5.10-7.57 m depth and totaling 295.65 m were drilled (Figure 4 and Table 8) Although these drill holes were not chemically analyzed, they were logged and described by geologists and were very useful for determining the best locations to drill for the NQ diamond drill program.

Of the 38 DDHs, many intersected mineralization (Figure 4 and Table 9) with PHD-12-16 resulting in a 2.56 m intersection (0.00- 2.56 m) of 1,194 ppm Dy, 1.02% Nb, and 1.05% Zr, and PHD-12-33 resulting in a 2.25 m intersection (1.55- 3.80 m) of 1,285 ppm Dy, 9,582 ppm Nb, and 1.27% Zr.

Table 8: Backpack Drilling

Backpack Drill Hole	Easting (NAD 83)	Northing (NAD 83)	Depth (m)	Dip
PHBP-12-01-01	556434	5806653	6.77	-90
PHBP-12-01-02	556434	5806653	6.99	-90
PHBP-12-01-03	556434	5806653	7.06	-90
PHBP-12-01-04	556434	5806653	6.74	-90
PHBP-12-01-05	556434	5806653	7.03	-90
PHBP-12-01-06	556434	5806653	7.21	-90
PHBP-12-01-07	556434	5806653	6.74	-90
PHBP-12-01-08	556434	5806653	6.97	-90
PHBP-12-01-09	556434	5806653	7.1	-90
PHBP-12-02-01	556436	5806653	6.58	-90
PHBP-12-02-02	556436	5806653	6.58	-90
PHBP-12-02-03	556436	5806653	6.98	-90
PHBP-12-02-04	556436	5806653	6.85	-90
PHBP-12-03-01	556360	5806687	6.92	-90
PHBP-12-03-02	556360	5806687	6.77	-90
PHBP-12-03-03	556360	5806687	6.77	-90
PHBP-12-03-04	556360	5806687	6.59	-90
PHBP-12-03-05	556360	5806687	6.45	-90
PHBP-12-03-06	556360	5806687	7.57	-90
PHBP-12-04-01	556358	5806693	6.74	-90
PHBP-12-04-02	556358	5806693	6.73	-90
PHBP-12-04-03	556358	5806693	6.21	-90
PHBP-12-04-04	556358	5806693	6.52	-90
PHBP-12-04-05	556358	5806693	6.52	-90
PHBP-12-04-06	556358	5806693	6.35	-90
PHBP-12-04-07	556358	5806693	6.51	-90
PHBP-12-10A	556488	5806779	7.05	-90
PHBP-12-10B	556488	5806779	7.14	-90
PHBP-12-10C	556488	5806779	7.32	-90
PHBP-12-10D	556488	5806779	5.9	-90
PHBP-12-10E	556488	5806779	5.83	-90
PHBP-12-11A	556492	5806809	6.73	-90
PHBP-12-11B	556492	5806809	6.85	-90
PHBP-12-12	556500	5806821	6.58	-90
PHBP-12-12A	556500	5806821	6.76	-90
PHBP-12-12B	556500	5806821	6.98	-90
PHBP-12-12C	556500	5806821	6.83	-90
PHBP-12-13	556495	5806821	6.92	-90
PHBP-12-14A	556495	5806821	7.52	-90
PHBP-12-14B	556495	5806821	7.02	-90
PHBP-12-15 & 16	556449	5806794	5.1	-90
PHBP-12-17A	556485	5806818	6.48	-90
PHBP-12-17B	556485	5806818	6.77	-90
PHBP-12-18	556440	5806820	5.62	-90

Table 9: Diamond Drilling

Hole No.	Easting (NAD 83)	Northing (NAD 83)	Azimuth (°)	Dip (°)	Depth (m)	# Samples
PHD-12-01	556360	5806689	299.2	89.1	50	61
PHD-12-02	556365	5806694	304	88	50	71
PHD-12-03	556372	5806701	33.7	87.6	50	60
PHD-12-04	556355	5806684	279.3	88.6	29	44
PHD-12-05	556371	5806689	154	87.6	26	43
PHD-12-06	556376	5806683	26.3	88	29	36
PHD-12-07	556378	5806694	325.4	87.1	26	10
PHD-12-08	556360	5806701	250.8	87.7	26	27
PHD-12-09	556365	5806683	122	87.5	26	27
PHD-12-10	556354	5806706	2.1	87.7	29	17
PHD-12-11	556355	5806695	162.3	87.4	26	27
PHD-12-12	556365	5806708	133.9	86.8	26	11
PHD-12-13	556349	5806688	205.6	87.3	26	20
PHD-12-14	556350	5806678	286.5	87.1	29	32
PHD-12-15	556361	5806676	194.2	86.6	26	24
PHD-12-16	556437	5806656	310	84.9	50	50
PHD-12-17	556444	5806662	257.2	87.2	26	19
PHD-12-18	556439	5806670	208.6	87.2	35	30
PHD-12-19	556442	5806650	221.1	84.7	26	11
PHD-12-20	556449	5806656	279.3	85.8	29	30
PHD-12-21	556451	5806668	195.6	84.8	26	23
PHD-12-22	556428	5806670	123.9	87	26	25
PHD-12-23	556423	5806676	263.7	86.3	29	23
PHD-12-24	556432	5806664	48.5	85.4	29	17
PHD-12-25	556487	5806781	268.4	82.1	50	45
PHD-12-26	556494	5806786	140.3	84.5	35	45
PHD-12-27	556500	5806790	105.9	84.4	35	52
PHD-12-28	556507	5806795	40.8	84.9	44	25
PHD-12-29	556503	5806800	346.5	84.9	44	32
PHD-12-30	556503	5806812	281.6	85.5	35	15
PHD-12-31	556508	5806805	261.7	84.2	26	13
PHD-12-32	556510	5806818	295.4	84.1	26	19
PHD-12-33	556499	5806833	48.2	84.1	26	17
PHD-12-34	556491	5806814	38.2	82.4	26	19
PHD-12-35	556492	5806775	18.3	85.5	26	14
PHD-12-36	556482	5806787	269.8	83	26	18
PHD-12-37	556499	5806778	280.9	83	26	15
PHD-12-38	556480	5806776	358.9	84.7	29	16

Search Minerals 2013-2016

15374M, 15375M, 21295M 24079, 24080

License 21295M: a total of 14 lithochemical samples (459527 to 459534, 459536 to 459538, 512244 to 512245, and 59551) were collected on this license in the 2013 field season. Several of these samples were mineralized, with Dy values ranging from 3.4-269 ppm, and Zr values ranging from 260-21,920 ppm.

Twenty-four channel samples totaling 81.69 m and containing 217 lithochemical samples were collected from license 21295M in the 2013 field season. Several channels were mineralized, with SLNSC- 13-13 resulting in a 2.93 m section (at 0.00-2.93 m) containing a weighted average of 18,413 ppm Zr, and 248 ppm Dy.

Eight channel samples: totaling 55.59 m and containing 132 lithochemical samples were collected from license 15375M in the 2013 field season. Several channels were mineralized, with SLNS-13-27 resulting in a 3.14 m section (at 0.66-3.80 m) containing a weighted average of 14,305 ppm Zr, and 267 ppm Dy.

13 channels, totaling 24 m, and containing 119 samples (519905-519999 and 519867- 519890), were collected on license 024079M in the 2016 field season. LPC-16-04 resulted in a 0.54 m section (0.00-0.54 m) containing a weighted average of 3.05% Zr, and 816 ppm Dy. LPC-16-08A resulted in a 0.66 m section (0.00-0.66 m) containing a weighted average of 6,154 ppm Zr, and 573 ppm Dy.

Table 10: Channel Samples

Channel ID	Nad83E	Nad83N	Az	length (m)
LPC-16-01	580980	5799386	190	1.11
LPC-1602	575016	5801252	210	0.75
LPC-16-03	573001	5802731	190	0.84
LPC-16-5	572889	5802803	206	0.54
LPC-16-05	572878	5802781	194	0.43
LPC-16-06A	572757	5802919	20	4.8
LPC-16-06B	572751	5802925	20	3.49
LPC-16-07	572749	5802922	24	1.72
LPC-16-08A	572690	5802945	200	0.66
LPC16-08B	572687	5802947	200	0.71
LPC-16-08C	572689	5802946	200	1.84
LPC-16-09	572673	5802949	210	0.48
LPC-16-10	572413	5802986	200	6.6
LPC-16-11	572415	5802983	190	0.27
LPC-16-12	572382	5802991	176	0.23
LPC16-13	572382	5802989	200	0.29
LPC-16-14A	572418	5802972	190	0.28
LPC-16-14B	572418	5802968	186	0.33
LPC-16-15	572481	5803009	190	0.46

South Area History

Geophysics: In 1968, Weaver produced 1: 500,000 scale Bouguer gravity anomaly maps for the area and in 1968 and 1969, the GSC published aeromagnetic maps at 1:250 000 and 1: 63,360 scales (Barge Bay, Newfoundland, Geophysical Series Map 5550G). This data is analog data and is flown at a wide spacing therefore only gross magnetic features and structures are shown. In 1985, the GSC compiled the aeromagnetic data into a colored magnetic anomaly map (Map NM- 21-22-M) at a 1:1,000,000 scale.

Geochemistry: In 1984 the area was included in the National Geochemical Reconnaissance Lake Sediment and Water Survey conducted by the GSC. The survey, which analyzed for 17 elements plus LOI in sediments, as well as U, pH, and fluoride values in waters, was published in 1985 as OF 1102. In 1994, OF Lab 1029 gave new data for gold and 25 other elements obtained by reevaluating the lake sediments from the 1984 survey.

Geology: Chubbs (1988), carried out a study concentrated on the gneissic rocks of the southeastern Grenville Province, which included the area of the claims. In 1993 Gower mapped the Pinware region. In 1994, Gower and McConnell reported on the mineral potential of the Pinware region and also in 1994, Gower and van Nostrand carried out a geological overview and a study of the mineral potential of the area and Tucker and Gower provided a U-Pb framework for the Pinware Terrane. The most recent work in the area was carried out by Gower et al in 1995 when a report on the regional geology and mineral potential of the region was prepared.

The most comprehensive geological investigation in the area is by Bostock (1983). Prior to this, the coastal geography / geology had been briefly described by Kranck (1939) and Christie (1951), with specific coastal localities described by Douglas (1953). Magnetite-bearing pegmatites were studied by Hawley (1944); these and additional mineral localities were also described by Penstone and Schweltnus (1953). A more recent study, mainly concerned with the gneissic units, was carried out by Chubbs (1988). Numerous reports have been published on the Neoproterozoic-Lower Cambrian supracrustal rocks of the Lighthouse

Cove, Bradore, and Forteau formations. The geology of the Pinware River region, southeast Labrador, by Dr. Gower of the NL Dept of Mines and Energy (now DNR), was published in 1994. Aeromagnetic maps at 1:250,000 and 1:63,360 scale was published in 1968 and 1969 by the Geological Survey of Canada. Regional lake sediment survey results were published in 1984.

Aeromagnetic maps at 1:250,000 and 1:63,360 scales were published in 1968 and 1969 by the Geological Survey of Canada. Regional lake sediment survey results were published in 1984. A geochemical release (OF Lab 1538) by the NL government on June 30, 2010 on the results of a high-density lake sediment and water survey in southeastern Labrador showed anomalous values in rare earth elements with TREE values in the 400 to 650 ppm range on the Straits property, some of the highest located in the survey. Background for this survey is less than 100 ppm TREE, including Y.

In 2006 and 2007, a lake sediment survey with a sample density of one per four square kilometres was conducted by the Government of Newfoundland and Labrador, Department of Natural Resources. The report provides summary statistics of the geochemical data, correlation analyses of selected sediment and water data, histograms, cumulative frequency plots, sample location maps, and symbol maps showing the distribution of most elements and variables in sediment and water (McConnell and Ricketts, 2010).

Silver Spruce Resources Incorporated 2006 to 2011
11765M, 11768M, 16307M

Silver Spruce Resources in 2006 carried out a Fugro airborne radiometric/magnetic survey at 100m line spacing with twenty-six high priority targets selected for follow up in 2007 by remote sensing, lake sediment sampling, and prospecting over selected areas. Exploration was uranium oriented, however anomalous copper, molybdenum, and gold values are noted in the lake sediment geochemistry. Exploration in 2008 followed up on regional surveys carried out in 2006 and 2007 airborne magnetic/radiometric survey in 2006, remote sensing, lake sediment geochemistry, and prospecting anomalous areas in 2007, with a focus on regional soil sampling and prospecting surveys. Surveys included soil geochemistry, prospecting, both regional and grid based stream sediment sampling, and geological mapping. Stream sediment samples were taken in the probable source areas of lake sediment anomalies and in areas with anomalous rock samples.

Uranium mineralization was located in both pegmatitic and non-pegmatitic units and these areas were covered by geological mapping and prospecting. Significant uranium mineralization associated with uranium in soils, lake bottom samples, and airborne radiometric anomalies was defined with stream sediment samples returning values up to 1,240 ppm uranium in the northern portion of the property. Uranium values in soils were up to 117 ppm on samples located on the soil grid near the center of the property. Other anomalous values were found in Th, Cu, and Pb. GM476: returned 2,720 ppm Cu (median 4 ppm) and GM403 returned >5,000 ppm Pb (median 37 ppm). The high thorium values were typically in samples that gave low uranium values. The uranium/thorium ratio was favorable, averaging 5:1 in samples giving uranium values >250 ppm. The "Bingo" showing, hosted in orthogneiss with strong uranophane staining, located in the central portion of the property, returned "off scale" (> 10,000 cps) scintillometer readings and assay values up to 5,887 ppm U3O8. One value of 67,439 ppm U3O8 (6.74 wt %), were located at the "BB Shot" showing.

In 2007, thirty-three lake sediment returned values of > 200 ppm La including seven returning > 300 ppm. No Th values > 20 ppm (bg) were noted. Of the 2008 stream sediment samples, 19 returned values of >100 ppm La including four samples of >200 ppm La. A cluster of anomalous values, includes seven (7) first order values of up to 342 ppm La. Two of the higher values, 392 and 242 ppm, are located to the south. Th stream sediment values are generally non-anomalous with only one anomalous value – 50 ppm (bg 20 ppm). The highest value for La in the soil geochemistry on the three soil grids was 327 ppm (bg 20 ppm) where twelve values >100 ppm La were noted with a cluster of values on the east side of the grid and others as single point anomalies.

Exploration in 2010 / early 2011 was aimed at evaluation of the REE potential of the property. Twenty-six rock sample rejects which were anomalous in either La or Th, were re-analyzed for the full suite of REE,

yttrium (Y) and other indicator elements such as zirconium (Zr) and niobium (Nb). A re-evaluation of the airborne survey using Th as a guide for REE mineralization was also carried out by a geophysical consultant.

On License 16307M: 1 sample returned 643 ppm La, with other >100 ppm values occurring in the area proximal to a high value of 3,908 ppm La. A strong correlation is noted between La and Th with four samples returning the highest La values also returning some of the highest Th values. Nine samples returned Th values >1000 ppm including four >2000 ppm with a high value of 6,810. The three highest 2007 values were 901, 533, and 471 ppm La. Twelve samples returned Th values > 200 ppm with a high value of 2,880 ppm Th. The re-analysis of the rock samples returned values of up to 2.48% total rare earth elements plus yttrium (TREE), 2.2% zirconium, and 636 ppm niobium. Thirteen samples returned values >0.1% TREE, including five (5) >0.4%. Samples were generally light rare earth elements (LREE) with percentages in the 85-90% range. The minerals carrying the REE are unknown at this time. Most of the high values were located in outcrop in the north central and north-eastern ends of the area, however one sample in the southwest returned a value of 0.5 % TREE.

A total of 1140 "B" horizon samples were taken. Result values range from <10 to 117 ppm, with a total of 14 anomalous samples >10 ppm uranium. No trend can be defined in the sample results. Grab samples of float boulders from the area returned values up to 250 ppm U3O8

Trippel Uranium Resources Inc. 2007-2008
012003M, 012023M

A magnetic and radiometric survey was flown for Trippel Uranium Resources Inc. from September 15 to September 17, 2007 over a survey block located southeast of Port Hope Simpson on the coast of Labrador. The survey area can be located on NTS map sheets 2M/13, 12P/16 Survey coverage on the block consisted of approximately 209.0 line-km, including 21.0 line-km of tie lines. Flight lines were flown at an azimuth of 000°/180° with a line separation of 150 metres. Tie lines were flown orthogonal to the traverse lines with a line separation of 1500 meters.

Search Minerals 2010 2011- 2014
022103M, 022104M, 17691M, 17693

Four traverses were completed and 17 lithogeochemical samples (423751-423754, 423759- 423761, 323851-323857, and 423803-423805) were taken on license 17691M. Access to the license was obtained via helicopter. None of these samples came back with anomalous REE or any other compatibles.

One traverse was completed and seven lithogeochemical samples (423876-423882) were taken on license 17693M. Access to this license was obtained by helicopter. One of these samples (423881) showed slightly elevated values of LREE (1,552ppm) and elevated Dy (184ppm) with HREE (719ppm).

License 017691M: Numerous traverses were conducted across the license with 21 lithogeochemical samples collected (517840-517844, 517083-517085, 517901-517903, 517913, 517092-517100). Two samples (517100, 517099) were mineralized with values of 2.10% TREE+Y (58.81% HREE+Y, 1,290ppm Dy, 1,940ppm Nd) and 1.08% TREE+Y (84.87% HREE+Y, 1,080ppm Dy, 571ppm Nd). Four samples were anomalous with values of 0.15-0.40% TREE+Y.

The highest grades of REEs are found within granitic pegmatites with varying amounts magnetite and pyroxene. Zirconium values up to 10.05% are associated with both pyroxene and magnetite rich granitic dykes.

Two traverses were completed and three grab samples (415406-415408) were collected on license 022103M in the 2014 field season. All three of these samples resulted in anomalous values, with Dy ranging from 272 to 2,340 ppm, and Zr ranging from 2,789 ppm to 2.18%.

Geological Setting and Mineralization

The Canadian Shield in Labrador is composed of five structural provinces with a geological record spanning 3.85 Ga to 0.6 Ga and an area of 250,000 square kilometers. The Archean, Nain, and Superior Provinces are bounded by Early Proterozoic (Southeastern) Churchill and Makkovik Provinces. (Beesley 1997).

The Nain Province can be spatially subdivided into two blocks: the northern Saglek Block is 3.85- 3.1 Ga and contains tonalite-gneisses, granulite facies rocks; the southern Hopedale Block is composed of 3.2- 2.8 Ga amphibolite-facies, tonalite-gneisses and greenstone. These blocks are separated by the rocks of the Nain Plutonic Suite, some of which host the Voiseys Bay discovery zone. Superior Province rocks consist of granulite facies, tonalitic and metasedimentary gneisses ranging in age from 2.8 to 2.65 Ga. Low grade metasedimentary and mafic volcanic rocks of the Labrador Trough separate the Nain and Superior Provinces and make up the New Quebec Orogen, re worked Archean gneisses, and early Proterozoic plutons of the Rae Province and granulites of the Torngat Orogen. Rocks of the Makkovik Province are similar in age to the Southeastern Churchill Province but are composed of reworked Nain Province rocks in the northwest and early Proterozoic volcanic and intrusive rocks in the southeast (Beesley, 1997).

The Nain and Superior Province Archean cratons coalesced in the Early to Middle Proterozoic to form the Laurentian continent at about 1.8 Ga. Broad episodic crustal extension, rifting and anorogenic magmatism characterize the Elsonian event (1.6-1.0 Ga). Accretionary episodes in the Middle Proterozoic were accompanied by intrusion of anorthosite-mangerite-charnockite-rapakivi granite suites AMCG (1.46-1.29 Ga); Nain Plutonic Suites (1.35-1.29 Ga); dykes (Harp, Nain and Nutak dykes) and peralkaline/alkaline bodies along the Nain-Southeastern Churchill Province boundary zone. Accretion to the southern margin of the continent occurred from 1.7 Ga until the Grenvillian Orogeny and terminal continental collision at 1.0 Ga which can be traced north by the presence of east-west trending structures (Beesley, 1997).

The Superior, Southeastern Churchill and Makkovik Provinces are truncated to the south by the Grenville Province. Within the Grenville Province a remnant Early Proterozoic mobile belt of the Labrador Orogen arches east-west. The northernmost Grenville portion consists of metamorphosed tonalite gneisses high grade metasedimentary gneisses and gabbroic to granitic plutons which were, as a group, originally accreted to North America during the Labradorian Orogeny between 1.68 and 1.62 Ga. Middle Proterozoic sedimentation and volcanism are marked by the Seal Lake Group. Evidence of Late Proterozoic tectonism is found in graben-filling arkose and conglomerate sequences of the Lake Melville and Sandwich Bay areas (Beesley, 1997).

The Phanerozoic is represented by the occurrence of Cambro Ordovician clastics, basalt and limestone of the Labrador Group on the southeast coast of Labrador. Carboniferous to Cretaceous mafic dykes and development of laterites, enriched by Proterozoic iron during the Cretaceous, were later events in the evolution of Labrador. In the late Cenozoic, glaciation fanned out from the center of Labrador along major drainage systems which left fluvioglacial outwash sands (Beesley, 1997).

The Lake Melville terrane, named by Gower and Owen (1984), is an arcuate belt up to about 60 km wide, but tapering to a much narrower, more highly deformed region toward the southeast, where the name Gilbert River belt has also been applied (Gower et al., 1987).

The main rock types in the Lake Melville terrane are granitoid orthogneisses grading into less migmatized equivalents (1677 \pm 16/-15 Ma), and K-feldspar megacrystic granitoid rocks (1678 \pm 6 Ma) (Scharer et al., 1986). Metasedimentary gneiss forms a high proportion of the Lake Melville terrane, with pelitic and psammitic gneisses most common, but with minor quartzite and calcsilicate units present. The pelitic-psammitic gneisses commonly grade into metasedimentary diatexite. Gower et al. (1987) emphasized a close spatial association between K-feldspar megacrystic granitoid rocks and pelitic metasedimentary gneiss, advocating derivation of the granitoid rock from a pelitic protolith (Beesley, 1997).

Layered mafic intrusions are a key feature of the Lake Melville terrane and mostly concentrated close to the leading (north) edge of the terrane. The rocks include anorthosite, norite, gabbro, and monzonite. A unit unique to the Lake Melville terrane is the Alexis River anorthosite. This severely deformed, distinctive layered intrusive body of anorthosite and leucogabbro norite forms an excellent marker unit, which, despite

being less than 5 km wide is traceable along strike for over 150 km (Gower et al., 1985, 1987; van Nostrand, 1992; van Nostrand et al., 1992).

Two post-Labradorian events are next to occur, both involving the emplacement of granitoid plutons. The first event was the intrusion of the Upper North River pluton in $1296 \pm 13/-12$ Ma (Scharer et al., 1986). This pyroxene-bearing syenite to granite is strongly deformed, presumably during Grenvillian deformation. The second event was the emplacement of the Gilbert Bay pluton, although its age of $1132 \pm 7/-6$ Ma is equivocal (Gower et al., 1991). The Gilbert Bay pluton is surrounded by an envelop of minor granitic dykes, very similar to the main body; a zircon age of $1113 \pm 6/-5$ Ma from a granitic vein 2 km west of the pluton (Scott et al., 1993) may provide confirmatory evidence that the date obtained from the Gilbert Bay pluton age is approximately correct. The Gilbert Bay pluton contains enclaves of mylonite (Gower et al., 1987), from which it may be inferred that the major movement of the Hawke River terrane relative to the Lake Melville terrane occurred prior to c. 1132 Ma. A greenschist-facies fabric in the nearby 1113 Ma granitic vein dated by Scott et al. (1993) shows that there was also later deformation, however, the enclave is on-strike with mylonite intruded by the 1664 Ma granitic vein alluded to earlier, thus mylonitization in the enclave may be Labradorian (Beesley, 1997).

The northern part of the Mealy Mountains terrane is dominated by the Mealy Mountains Intrusive Suite, which consists of an older group of anorthositic, leucogabbroic and leucotroctolitic rocks and a younger assemblage of rocks of variable compositions, dominated by pyroxene quartz monzonite (Emslie, 1976). The rocks have genetic links with monzonite, granite and alkali-feldspar granite of the Dome Mountain intrusive suite to the west (Wardle et al. 1990). The northeast flank of the Mealy Mountains Intrusive Suite is faulted against the Lake Melville terrane, but the southeast side intrudes sillimanite-bearing pelitic gneisses in which cordierite has formed as a contact metamorphic mineral (Gower et al. 1983).

Much of the Mealy Mountain's terrane remains unmapped, but some areas have been studied in the southeast part, where the terrane consists of tracts of sillimanite-bearing pelitic gneiss, with which granitoid and mafic plutonic rocks and orthogneiss are associated. The granitoid rocks include quartz diorite, quartz monzonite, granodiorite, granite and K-feldspar megacrystic variants. K-feldspar megacrystic granodiorite is the most common, forming ovoid plutons intruding metasedimentary gneiss (C. F. Gower; from Brewer 1996).

On the coast, the terrane is attenuated to a very narrow belt consisting of strips of granitoid orthogneiss, lenses of K-feldspar megacrystic rocks, remnants of layered mafic intrusions and slivers of metasedimentary gneiss. This attenuation coincides with a major structural break that separates the Mealy Mountain and Lake Melville terranes. Along much of its length, kinematic indicators demonstrate sub-horizontal, dextral movement. Extensive mylonite (Gower et al. 1988; Hanmer and Scott 1990) at Fox Harbour is taken as defining the Lake Melville - Mealy Mountains boundary on the southeast Labrador coast (C. F. Gower; from Brewer 1996).

The Pinware terrane, defined by Gower et al. (1988), is the most southerly terrane in eastern Labrador and forms part of the Interior Magmatic Belt of Gower et al. (1991). Rocks in the terrane are subdivided into 6 major groups as follows:

Supracrustal units

Units interpreted to be of supracrustal origin are dominated by fine-grained, recrystallized, commonly banded quartzofeldspathic rocks, locally showing inhomogeneous texture in detail. These rocks are suspected to be of felsic volcanic origin, where as associated banded mafic rocks are interpreted as having a mafic volcanic protolith. It is important to note that features to support these suspicions are only rarely seen in outcrop (Gower et al., 1994). The assertion that either is supracrustal rests upon its association with rocks of obvious supracrustal parentage, such as quartzite, calc-silicate units, and sillimanite- or muscovite-bearing pelitic schists and gneisses. UPb geochronological data (Royal Ontario Museum) indicate that at least some of the supracrustal rocks are Labradorian (Tucker and Gower, 1994; Wasteneys et al., 1997). The current hypothesis is that all are coeval and pre-1500 Ma (Gower et al., 1994).

Recrystallized, foliated to gneissic alkali-rich granitoid rocks

Alkali-rich granitoid rocks dominate (granite, alkali-feldspar granite, syenite, alkali-feldspar syenite), grading into monzonite locally. Aegerine- and nepheline-bearing alkali-feldspar syenite also occur. Amphibolite, thought to represent remnants of extremely deformed mafic dykes, is common throughout the unit. U-Pb dating of recrystallized granitoid rocks in the Pinware terrane initially provided ages of 1490 \pm 5 Ma, 1479 \pm 2 Ma, and 1472 \pm 3 Ma from three coastal localities (Tucker and Gower, 1994). Not all strongly deformed granitoid rocks in the Pinware terrane have this age range. More recent U-Pb geochronological data indicates that Labradorian orthogneisses are also present (Wasteneys et al., 1997).

Mafic rocks, including both layered mafic intrusions and mafic dykes

Mafic rocks of the Pinware terrane fall broadly into two groups, namely layered mafic intrusions and mafic dykes. The largest mafic plutonic body (110 km long and up to 12 km wide) is located at the boundary between the Mealy Mountains and Pinware terranes and is termed the Kyfanan Lake layered mafic intrusion. The intrusion comprises ultramafic rocks (websterite and clinopyroxenite), gabbro, leucogabbro, anorthositic gabbro, and anorthosite. Layering is evident in several places and coronitic textures around olivine are common. There are several other smaller mafic bodies in other parts of the Pinware terrane and a wide range of discordant mafic dykes are also present (Gower et al., 1994). The mafic dykes clearly postdate deformation and metamorphism that affected the foliated to gneissic granitoid rocks. The rocks are inferred to have been emplaced between ca. 1450 and 1150 Ma (Gower et al., 1995).

Syn- to late-Grenvillian granitoid rocks

A separate group of strongly to weakly foliated granitoid rocks are assumed younger because they apparently lack mafic dykes (inadequate outcrop to be sure that the lack-of-mafic-dykes criterion is valid). Granitoid rock types include monzonite, syenite, alkali-feldspar syenite, and granites. These have undergone some deformation, but escaped the high-grade metamorphic event responsible for the recrystallization, migmatization and strong fabric development in the alkali-rich granitoid rocks. Collectively, the plutons are relatively weakly deformed, but there are differences in fabric between adjacent plutons, which suggest that they were not all emplaced at the same time (Gower et al., 1995). A preliminary date of 1145 Ma from one body (Tucker and Gower, 1994) was reinterpreted as Labradorian with a Grenvillian overprint by Wasteneys et al. (1997), who also demonstrated that some strongly deformed Granitoid rocks have ages between 990 and 975 Ma.

Late- to post-Grenvillian granitoid rocks

Late- to post-tectonic granitoid rocks from discrete monzonite, syenite and granite plutons that are generally circular in plan, are homogeneous and are undeformed. Some show mantled feldspar textures. Their dated emplacement age is between 966 and 956 Ma (Gower and Loveridge, 1987; Wasteneys et al., 1997).

Neoproterozoic to Early Cambrian rocks

The Bateau Formation outcrops in several small areas on the coast near Table Head, 90 to 100 km to the northeast of Forteau. Here, it comprises 20 m of well-lithified, salmon-red conglomeratic and feldspathic arenites rich in red K-feldspars, pink granite and red shale interclasts. Driecantershaped pebbles occur in the Bateau Formation which is conformably overlain by the Lighthouse Cove volcanic rocks (Gower et al., 1997).

The northern part of the Mealy Mountains terrane is dominated by the Mealy Mountains Intrusive Suite, which consists of an older group of anorthositic, leucogabbroic and leucotroctolitic rocks and a younger assemblage of rocks of variable compositions, dominated by pyroxene quartz monzonite. The rocks have genetic links with monzonite, granite and alkali-feldspar granite of the Dome Mountain intrusive suite to the west. Emslie & Hunt (1990) have reported ages of 1646 \pm 2 Ma and 1635 \pm 22/8 Ma from pyroxene monzonite and pyroxene granite, respectively.

The northeast flank of the Mealy Mountains Intrusive Suite is faulted against the Lake Melville terrane, but the southeast side intrudes sillimanite bearing pelitic gneisses in which cordierite has formed as a contact metamorphic mineral.

Although much of the Mealy Mountain's terrane remains unmapped, some areas have been studied in the southeast part, where the terrane consists of tracts of sillimanite-bearing pelitic gneiss, with which granitoid and mafic plutonic rocks and orthogneiss are associated. The granitoid rocks include quartz diorite, quartz monzonite, granodiorite, granite and K-feldspar megacrystic variants. K-feldspar megacrystic granodiorite is the most common, forming ovoid plutons intruding metasedimentary gneiss. One hornblende granodiorite has a monazite age of 1631 +/- 1 Ma, plus two discordant zircon fractions having minimum ages of 1735 and 1718 Ma. The 1631 Ma monazite age was interpreted to be the time of emplacement and the zircons to indicate older source components.

Figure 3: Regional Geology

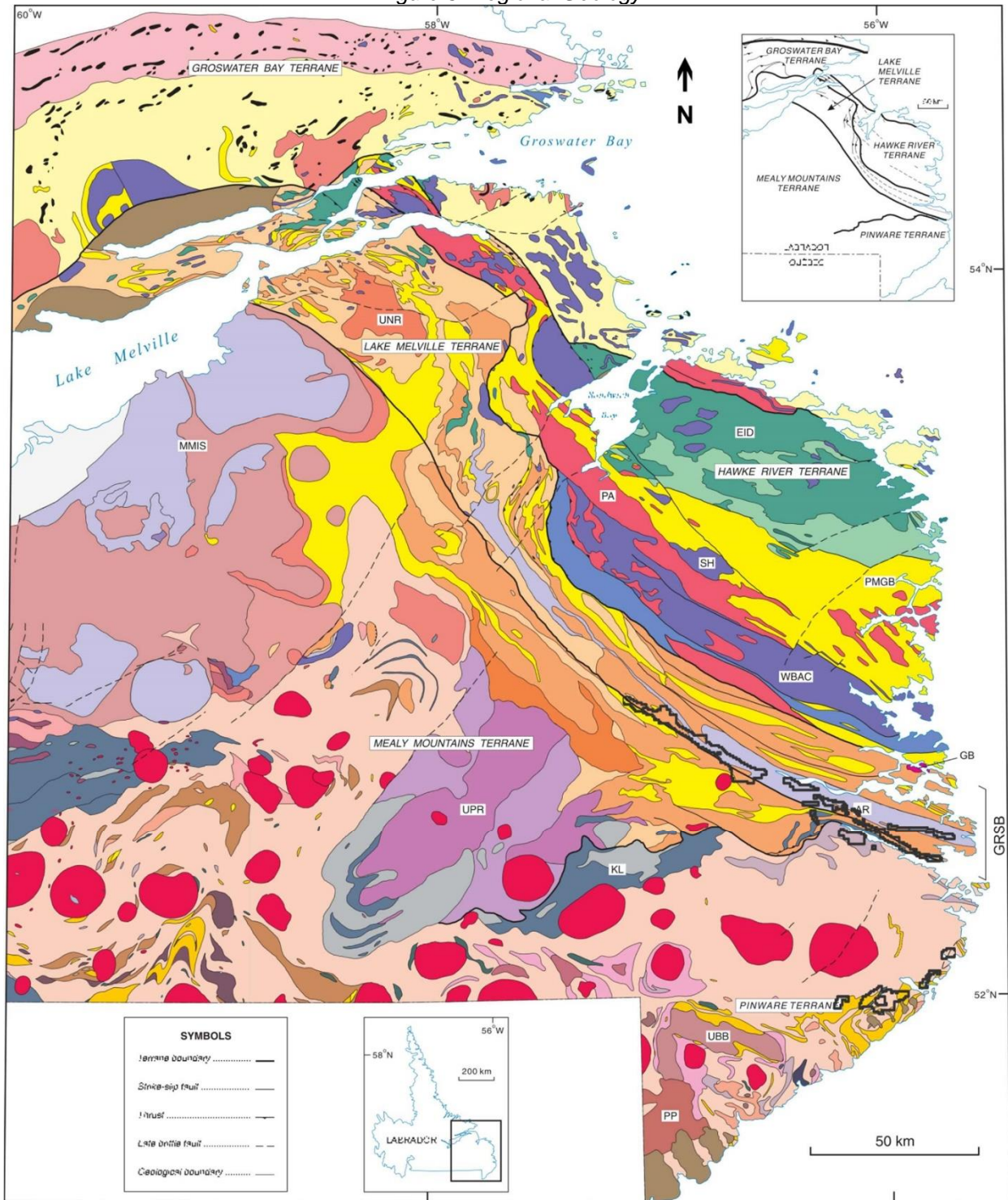
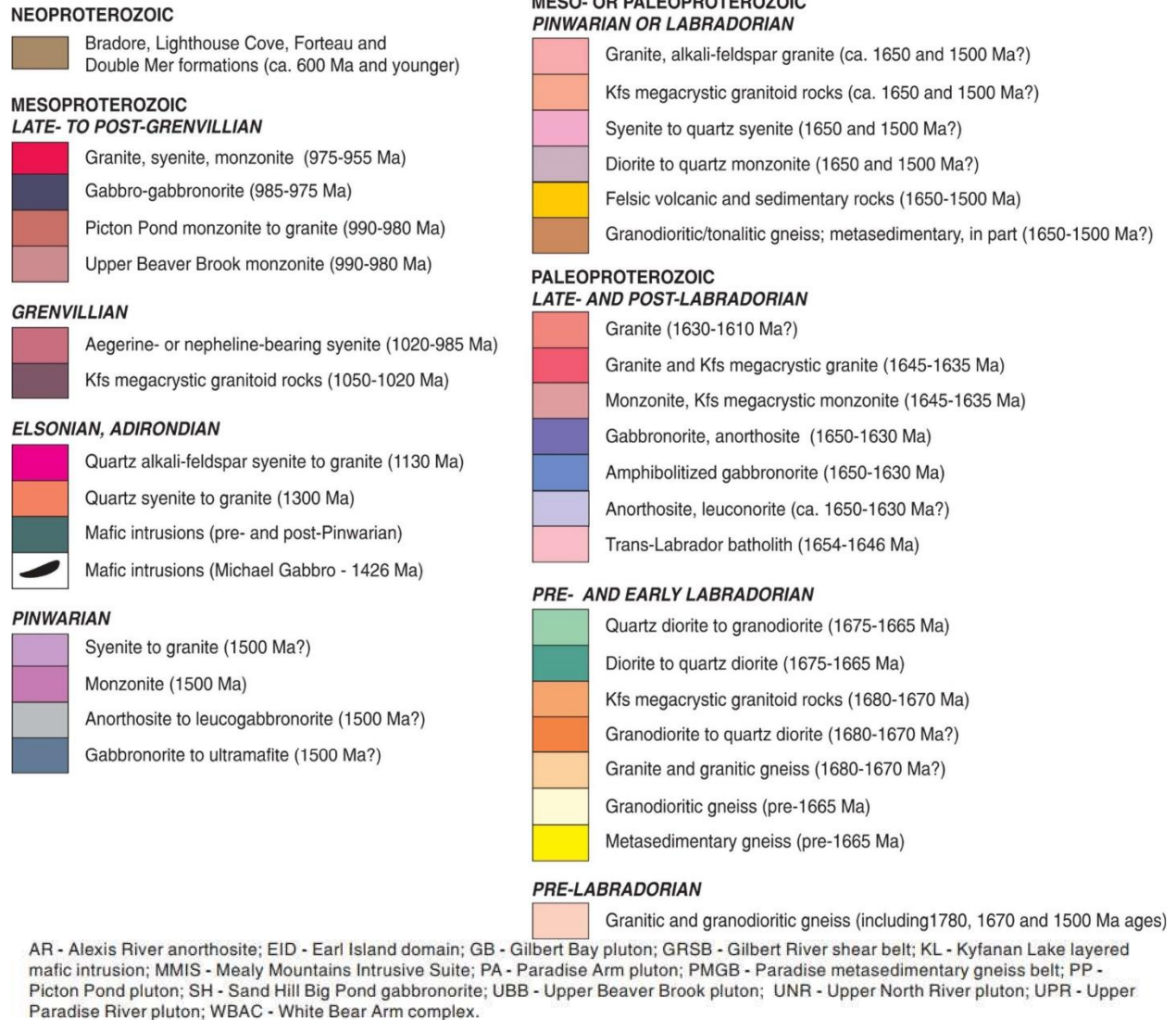


Figure 4: Regional Geology Legend



North Geology

The 64 km long Fox Harbour Volcanic Belt which is known to host other REE prospects, ranges in width from less than 50 m in the northwest to three kilometres in the east. Units dip steeply in a northerly direction and generally strike westerly to northwesterly, parallel to bounding faults to the north and south. The Fox Harbour Volcanic Belt contains one peralkaline belt in the northwest and three peralkaline belts in the east, these belts of bimodal rocks are dominated by REE-bearing felsic peralkaline flows and ash-flow tuffs and unmineralized mafic to ultramafic volcanic and related subvolcanic units. Feldspar megacrystic/porphyritic units (non-peralkaline volcanic and subvolcanic), including crystal tuffs in the eastern portion of the Fox Harbour Volcanic Belt predominantly occur between the three mineralized belts. Supracrustal units of sedimentary origin, including quartzite and locally derived volcanogenic sediments formed by erosion of felsic (commonly peralkaline) and mafic units, are locally abundant.

The three bimodal peralkaline-bearing mineralized belts in the Fox Harbour Volcanic Belt, from north to south: the Road Belt, the Magnetite Belt, and South Belt, have been the focus of REE exploration. The Road Belt which occurs on the northern boundary of the Fox Harbour Volcanic Belt can be traced for 64 km throughout the Fox Harbour Volcanic Belt the Magnetite Belt, and South Belt have only been observed

in the eastern 30 km of the Fox Harbour Volcanic Belt, east of the Curl's Pond deep crustal fault. The mineralized units within the belts, predominantly pantellerite and comendite and trachytic equivalents commonly occur in local topographic lows where ponds, bogs, and scarce outcrop predominate or on the sides of hills topped by extensive, less weathered, mafic, ultramafic or anorthositic units. Exploration for REE mineralization in the region indicates that the mineralized units exhibit relatively high radiometric (anomalous uranium (U) and thorium (Th) values) and relatively high magnetic (anomalous concentrations of magnetite) signatures that, when combined, are excellent indicators of mineralization.

Most of the rare earth mineralization occurs in allanite and fergusonite; minor amounts of REE occur in chevkinite, monazite, bastnaesite, britholite and zircon. The majority of the light REE (i.e., La to Sm) in the mineralization occurs in allanite, whereas the majority of the HREE (i.e., Eu to Lu) occurs in both fergusonite and allanite.

The Road Belt commonly consists of non-peralkaline porphyritic feldspar-bearing units (mostly volcanic), mafic and ultramafic volcanic rocks, non-peralkaline felsic volcanic units, comendite (peralkaline), and pantellerite (peralkaline). Anorthosite suite units, including anorthositic gabbro and ultramafic volcanic rocks.

The Magnetite Belt commonly consists of pantellerite, comendite, non-peralkaline rhyolite, and mafic to ultramafic volcanic and related subvolcanic units. Individual highly mineralized units commonly range up to one metre in thickness. This belt hosts Foxtrot and additional significant REE prospects in the area.

South Geology

There is little documented exploration work for this region of Labrador. There was some prospecting of magnetite-bearing pegmatites along the coast during the 1940's, and Brinex carried out limited reconnaissance prospecting in the 1950's.

The property covers portions of the pregrenvillian supracrustal rocks including banded quartzofeldspathic units (arkose and felsic volcanic), quartzite and pelitic units and recrystallized granitoids units (granite and alkali-feldspar granite), which are younger than the supracrustal rocks. It lies in the Pineware River map region, the southerly extension of the Pineware Terrane of the Interior Magmatic Belt of the Grenville Province. This belt differentiates from the Exterior thrust Belt by the presence of Grenvillian granitoid magmatism and is distinct since it is suspected that the rocks are of felsic volcanic origin, not common in Labradorian terranes. Also, pelitic rocks are lacking in comparison to further north and an abundance of alkali rich granitoid rocks, including nepheline and aegerine-bearing alkali feldspar syenite, rock types not identified elsewhere in Labrador are noted. Weakly deformed plutons are also noted however differences in fabrics between the different plutons suggest they were not emplaced simultaneously.

The Bateau Formation outcrops in several small areas on the coast near it comprises 20 m of welllithified, salmon-red conglomeratic and feldspathic arenites rich in red K-feldspars, pink granite and red shale interclasts. Driecanter-shaped pebbles occur in the Bateau Formation which is conformably overlain by the Lighthouse Cove volcanic rocks (Gower et al., 1997).

The Lighthouse Cove Formation consists of a succession of predominantly columnar and massive, tholeiitic basalts and locally pillowed flows and pyroclastic rocks that vary from a few meters up to 300 m in thickness (Williams and Stevens, 1969). A single columnar basaltic flow overlies Proterozoic basement at Henley Harbour and arkosic Bateau Formation at Table Head in southeastern Labrador (Williams and Stevens, 1969; Gower et al., 1997). The Lighthouse Cove Formation is exposed at Henley Harbour, where it forms a flat-topped hill known locally as the Devil's Dining Table. The rock is fine grained and dark blue-grey having patches of hematitic stain. The mineral assemblage is labradorite, augite, and Fe (Ti) oxides, having minor quartz, white mica, chlorite, and amphibole. The age of the rock is late Neoproterozoic to early Cambrian (Gower et al., 1997).

Figure 5: Geology North

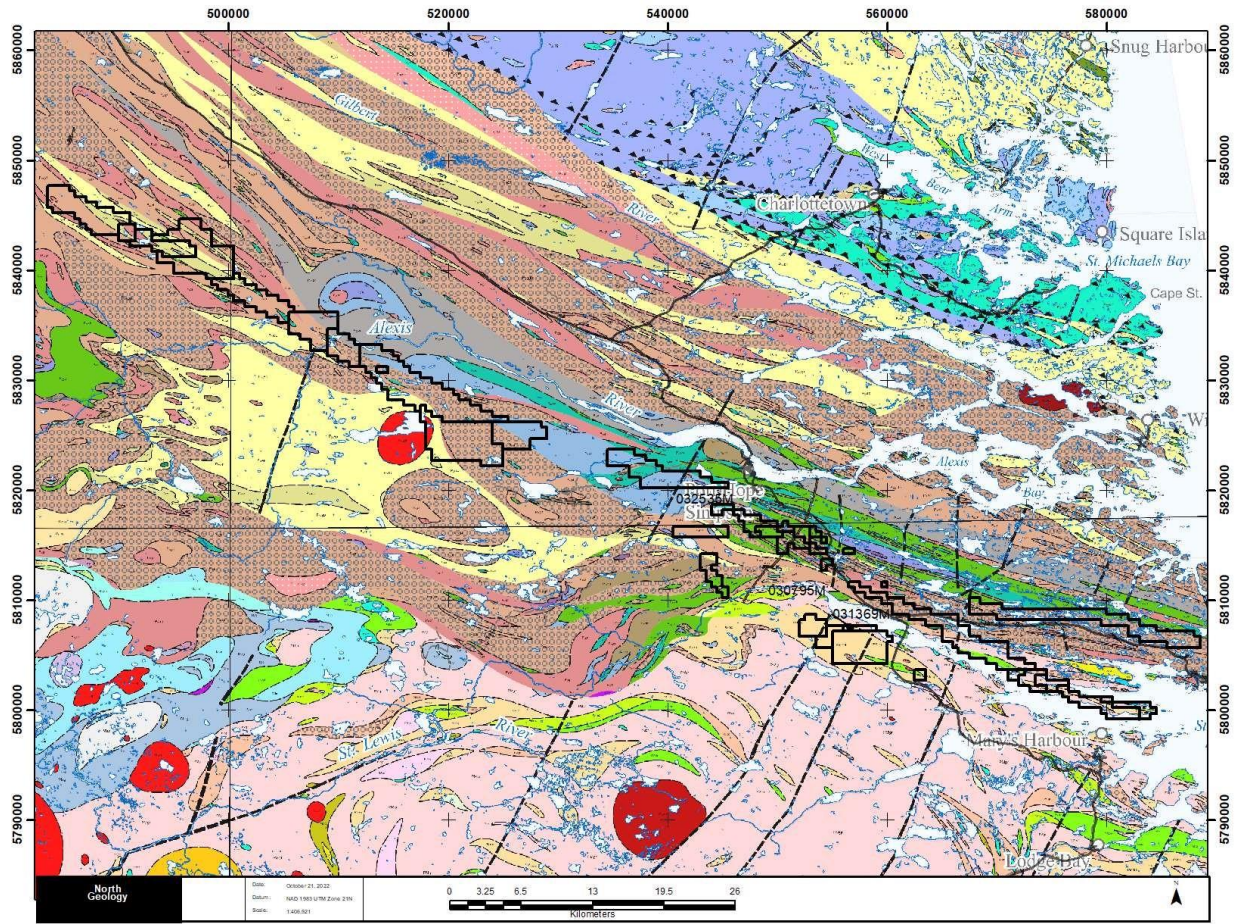


Figure 6: Geology South

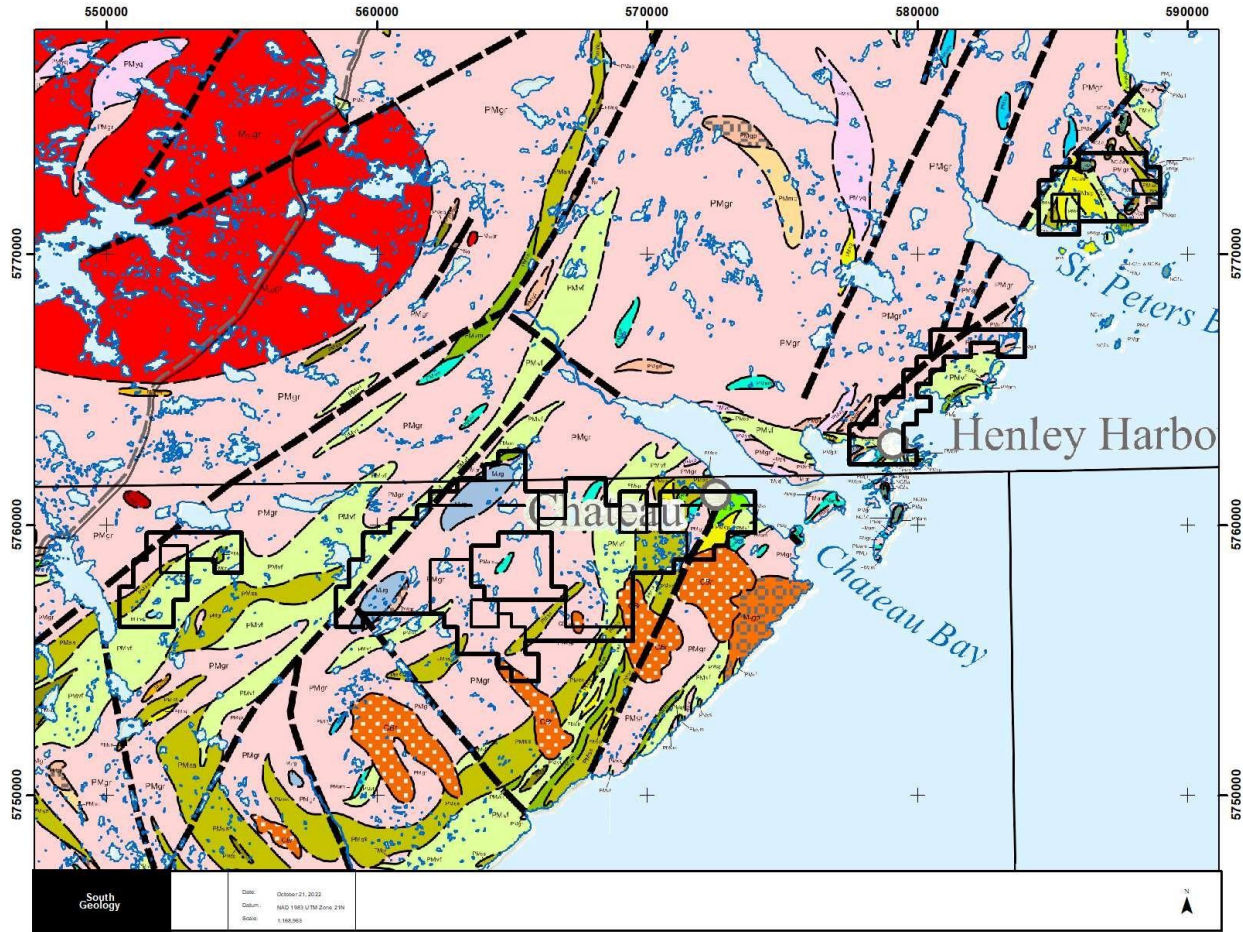


Figure 7: Geology Legend

<p>DEVONIAN (?)</p> <p>EARLY CAMBRIAN</p> <p>NEOPROTEROZOIC - EARLY CAMBRIAN</p> <p>NEOPROTEROZOIC</p> <p>LATE MESOPROTEROZOIC (M₁ 1200 – 900 Ma)</p> <p>LATE POST-GRENVILLIAN INTRUSIONS (M₂ ca. 975 – 955 Ma)</p> <p>EARLY POST-GRENVILLIAN INTRUSIONS (M₃ ca. 985 – 975 Ma)</p>	<p>LATE PALEOPROTEROZOIC AND EARLY MESOPROTEROZOIC (PM 1800 – 1350 Ma)</p> <p>RECRYSTALLIZED IGNEOUS ROCKS</p> <p>PMgr Medium-grained, equigranular, recrystallized weakly to strongly foliated diorite, quartz diorite and to leucogabbro</p> <p>PMgd Weakly to strongly foliated granite to granodiorite</p> <p>PMgp Megacrystic/porphyritic recrystallized granite to quartz monzonite</p> <p>PMgr Medium- to coarse-grained, recrystallized weakly to strongly foliated granite and alkali-feldspar granite</p> <p>PMn Medium- to coarse-grained, recrystallized leucogabbro, leucogabbro</p> <p>PMnd Medium- to coarse-grained, recrystallized, weakly to strongly foliated monzodiorite to monzonite</p> <p>PMnq Medium- to coarse-grained, recrystallized, weakly to strongly foliated quartz monzonite</p> <p>PMng Medium- to coarse-grained, gabbro, roche and tonalite</p> <p>PMn Medium- to coarse-grained, recrystallized, weakly to strongly foliated tonalite to granodiorite</p> <p>PMny Medium- to coarse-grained, recrystallized, weakly to strongly foliated syenite, alkali-feldspar syenite and quartz syenite</p> <p>PMam Amphibolite; generally thought to be derived from mafic dykes</p> <p>SUPRACRUSTAL ROCKS PROVISIONALLY ASSIGNED AS PITTS HARBOUR GROUP</p> <p>Sedimentary protolith</p> <p>PMsc Calc. silicate rocks, compositionally basine, medium grained</p> <p>PMsp Pelitic schist and gneiss</p> <p>PMqz Quartzite, meta-arkose, thin to thick bedded</p> <p>PMst Quartz-feldspar psammitic siltist and gneiss, medium grained</p> <p>PMtx Coarse-grained to pegmatitic granitic material (dialexit), characteristically associated with psammitic gneiss and quartzite</p> <p>Volcanic protolith</p> <p>PMvf Fine- to medium-grained, banded quartzofelspathic rocks; locally having lensoid shapes, possibly indicating felsic volcanoclastic protolith</p> <p>PMvm Fine- to medium-grained, banded amphibolite containing quartz-feldspar layers and calc-alkalic pods; interpreted as mafic volcanic rocks</p> <p>LATE PALEOPROTEROZOIC (P₁ 1800 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1c} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1e} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1f} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1g} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1h} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1i} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1j} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1k} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1l} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1m} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1n} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1o} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1p} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1q} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1r} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1s} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1t} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1u} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1v} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1w} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1x} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1y} 1660 – 1600 Ma)</p> <p>LATE LABRADORIAN GRANITOID INTRUSIONS (P_{1z} 1660 – 1600 Ma)</p>	<p>EARLY LABRADORIAN GRANITOID AND ASSOCIATED ROCKS (ca. 1670 and 1671 Ma)</p> <p>PRE-LABRADORIAN GRANITOID ROCKS (P₂ 1800 – 1710 Ma)</p> <p>PRE-LABRADORIAN GRANITOID ROCKS (P₃ 1800 – 1710 Ma)</p> <p>PRE-LABRADORIAN SUPRACRUSTAL ROCKS (P₄ 1800 – 1710 Ma)</p> <p>Sedimentary protolith</p> <p>P_{2a} Calc-silicate rocks, compositionally layered, medium grained</p> <p>P_{2b} Fine- to medium-grained pelitic siltist and gneiss</p> <p>P_{2c} Quartz, meta-arkose, thin to thick bedded</p> <p>P_{2d} Quartz-feldspar psammitic schist and gneiss, medium grained and commonly finely-textured</p> <p>P_{2e} Mafic granule skatelite, lenses and layers</p> <p>P_{2f} Foliated to gneissic diorite to quartz diorite, and compositionally equivalent well-banded gneiss in part derived from leucogabbro</p> <p>P_{2g} Foliated to gneissic granodiorite and compositionally equivalent well-banded gneiss</p> <p>P_{2h} Foliated to gneissic megacrystic/porphyritic granoblastic rocks, augen gneiss</p> <p>P_{2i} Foliated to gneissic granite and alkali-feldspar granite, and compositionally equivalent well-banded gneiss</p> <p>P_{2j} Foliated to gneissic quartz monzonite, grading into diorite or syenite, and compositionally equivalent well-banded gneiss</p> <p>P_{2k} Foliated to gneissic monzonite and monzodiorite, and compositionally equivalent well-banded gneiss</p> <p>P_{2l} Foliated to gneissic syenite, alkali-feldspar syenite and alkali-feldspar granite, and compositionally equivalent well-banded gneiss</p> <p>P_{2m} Amphibolite skatelite, lenses and layers (mainly remnants of former dykes)</p> <p>P_{3a} Mafic granule skatelite, lenses and layers</p> <p>P_{3b} Foliated to gneissic diorite to quartz diorite, and compositionally equivalent well-banded gneiss</p> <p>P_{3c} Foliated to gneissic granodiorite and compositionally equivalent well-banded gneiss</p> <p>P_{3d} Foliated to gneissic megacrystic/porphyritic granoblastic rocks, augen gneiss</p> <p>P_{3e} Foliated to gneissic granite and alkali-feldspar granite, and compositionally equivalent well-banded gneiss</p> <p>P_{3f} Foliated to gneissic leucogabbro, and compositionally equivalent well-banded gneiss</p> <p>P_{3g} Amphibolite skatelite, lenses and layers (mainly remnants of former dykes)</p> <p>P_{4a} Calc-silicate rocks, compositionally layered, medium grained</p> <p>P_{4b} Fine- to medium-grained pelitic siltist and gneiss</p> <p>P_{4c} Quartz, meta-arkose, thin to thick bedded</p> <p>P_{4d} Quartz-feldspar psammitic schist and gneiss, medium grained and commonly finely-textured</p>
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M_{2mn} Weakly to moderately foliated monzogabro to monzonite
 M_{2nq} Weakly to moderately foliated monzonite to quartz monzonite
 M_{2rg} Weakly to moderately foliated gabbro, norite and troctolite
 M_{2ry} Weakly to moderately foliated syenite, quartz syenite and alkali-feldspar syenite
 M_{2d} Unnamed mafic dykes (Makovik Province, York Point, Gilbert Bay mafic dykes)
SYNGENETIC INTRUSIONS (M₂ ca. 1085 – 985 Ma)
 M_{2gr} Moderately to strongly foliated granodiorite to quartz diorite
 M_{2gp} Moderately to strongly foliated megacrystic/porphyritic granodiorite to quartz diorite
 M_{2gr} Moderately to strongly foliated granite to alkali-feldspar granite
 M_{2gn} Moderately to strongly foliated aegirine- or nepheline-bearing syenite
 M_{2d} Unnamed mafic dykes (Makovik Province and adjacent Grenville Province)
PRE-GRENVILLIAN INTRUSIONS (M₂ ca. 1200 – 1085 Ma)
 M_{2gr} Weakly to strongly foliated granite
 M_{2gm} Weakly to strongly foliated monzonite to monzonite
MIDDLE MESOPROTEROZOIC (M₂ 1350 – 1200 Ma)
 e.g., Upper North River intrusion
 M_{2gr} Weakly to strongly foliated granite and alkali-feldspar granite
 M_{2rg} Weakly to strongly foliated gabbro/norite (in database only - Lourdes-de-Biano-Gabon intrusion, Gabon)
 M_{2ry} Weakly to strongly foliated syenite, quartz syenite and alkali-feldspar syenite
 M_{2d}
EARLY MESOPROTEROZOIC (M₂ 1600 – 1350 Ma)
 e.g., Upper Paradise River, Kytanan Lake and 13B/12 intrusions, and Michael Gabbro
 M_{2an} Massive or weakly foliated anorthosite to leucogabbro/norite, indistinctly layered in places
 M_{2am} Weakly to markedly foliated amphibolite, plus leucocratic and melanocratic variants; granulate facies equivalents
 M_{2dr} Massive, weakly or strongly foliated diorite to amphibolite, may be metamorphic derivative of monzonite or leucogabbro/norite
 M_{2gp} Moderately to strongly foliated megacrystic/porphyritic granitoid rocks
 M_{2gr} Massive, weakly or strongly foliated granite to quartz monzonite
 M_{2n} Massive, weakly or strongly foliated leucogabbro/norite and anorthositic gabbro, locally grading into gabbro/norite, locally coronitic
 M_{2nn} Moderately to strongly foliated monzonite
 M_{2nq} Moderately to strongly foliated monzonite to quartz monzonite
 M_{2nz} Moderately to strongly foliated monzonite to monzonite
 M_{2rg} Massive to strongly foliated gabbro, norite and troctolite, commonly layered, subophitic and locally coronitic; includes recrystallized derivative retaining igneous textures
 M_{2um} Massive, weakly or strongly foliated ultramafic rocks, commonly layered and locally showing cumulate textures
 M_{2yn} Moderately to strongly foliated syenite and quartz syenite
 M_{2d} Mafic dykes, includes Michael Gabbro

P_{2gd} Granite to granodiorite forming discrete unimagined plutons
 P_{2gp} Megacrystic/porphyritic granite to granodiorite
 P_{2gr} Granite and minor alkali-feldspar granite
 P_{2gm} Monzonite and monzogabro
 P_{2gn} Quartz monzonite, including rare quartz syenite
 P_{2nz} Monzonite, including minor syenite
 P_{2ry} Syenite to quartz syenite forming discrete plutons
 P_{2d} Unnamed mafic dykes

LATE LABRADORIAN ANORTHOSITIC AND MAFIC INTRUSIONS (P₂ 1660 – 1600 Ma)
 e.g., White Bear Arm complex and Sand Hill Bay Pond intrusion

P_{2ag} Weakly to markedly foliated mafic granulite, plus leucocratic and melanocratic variants
 P_{2am} Weakly to markedly foliated amphibolite, plus leucocratic and melanocratic variants
 P_{2an} Massive to strongly foliated anorthosite and leucogabbro/norite
 P_{2gn} Massive to strongly foliated gabbro and norite, commonly layered; subophitic and locally coronitic
 P_{2jn} Primary textured to recrystallized leucogabbro/norite and leucogabbro; coronitic locally
 P_{2jt} Primary textured to recrystallized troctolite
 P_{2um} Massive, weakly or strongly foliated ultramafic rocks, commonly layered and locally showing cumulate textures

EARLY LABRADORIAN MAFIC AND ASSOCIATED ROCKS (P₂ 1710 – 1660 Ma)
 e.g., Alexis River anorthosite (assigned here although age is uncertain)

P_{2ag} Weakly foliated to gneissic amphibolite and mafic granulite, plus leucocratic and melanocratic variants
 P_{2an} Weakly foliated to gneissic anorthosite and leucogabbro/norite
 P_{2am} Weakly foliated to gneissic leucogabbro/norite and leucogabbro; coronitic locally
 P_{2gn} Weakly foliated to gneissic monzonite and monzogabro
 P_{2gr} Weakly foliated to gneissic gabbro and norite
 P_{2um} Massive, weakly or strongly foliated ultramafic rocks, commonly layered and locally showing cumulate textures

P_{2sk} Metasedimentary diorite; coarse grained to pegmatitic and characteristically white-weathering
Volcanic protolith

P_{2vf} Fine- to medium-grained, banded quartzofeldspathic rocks, locally have lensoid shapes, possibly indicating felsic volcanoclastic protolith
 P_{2vm} Fine- to medium-grained, banded amphibolite containing quartz-feldspar layers and calc silicate pods; interpreted as mafic volcanic rocks

MID PALEOPROTEROZOIC (P₂ 2100 – 1800 Ma)
LATE MID PALEOPROTEROZOIC (P₂ 1900 – 1800 Ma)
Granitoid and related intrusive rocks

P_{2dr} Foliated to gneissic diorite to quartz diorite, and compositionally equivalent well-banded gneiss
 P_{2gr} Alkali-feldspar granitoid, granite and quartz syenite
 P_{2gd} Foliated to gneissic granodiorite and compositionally equivalent well-banded gneiss
 P_{2gp} Foliated to gneissic megacrystic/porphyritic granitoid rocks, augen gneiss
 P_{2gr} Foliated to gneissic granite and alkali-feldspar granite, and compositionally equivalent well-banded gneiss
 P_{2gm} Foliated to gneissic quartz monzonite, grading into diorite or syenite, and compositionally equivalent well-banded gneiss
 P_{2nz} Foliated to gneissic monzonite to monzonite, and compositionally equivalent well-banded gneiss
 P_{2yn} Foliated to gneissic syenite to alkali-feldspar syenite, and compositionally equivalent well-banded gneiss
 P_{2ry} Syenite to quartz syenite
 P_{2d} Unnamed mafic dykes

Sedimentary protolith

P_{2sk} Calc-silicate rocks, compositionally layered, medium grained
 P_{2so} Conglomerate and agglomerate, partially of volcanic origin
 P_{2sp} Fine- to medium-grained pelitic silt and gneiss
 P_{2sq} Quartzite, meta-siltstone, thin to thick bedded
 P_{2sa} Quartz-feldspar psammite silt and gneiss; medium grained and commonly rusty-weathering

Volcanic protolith

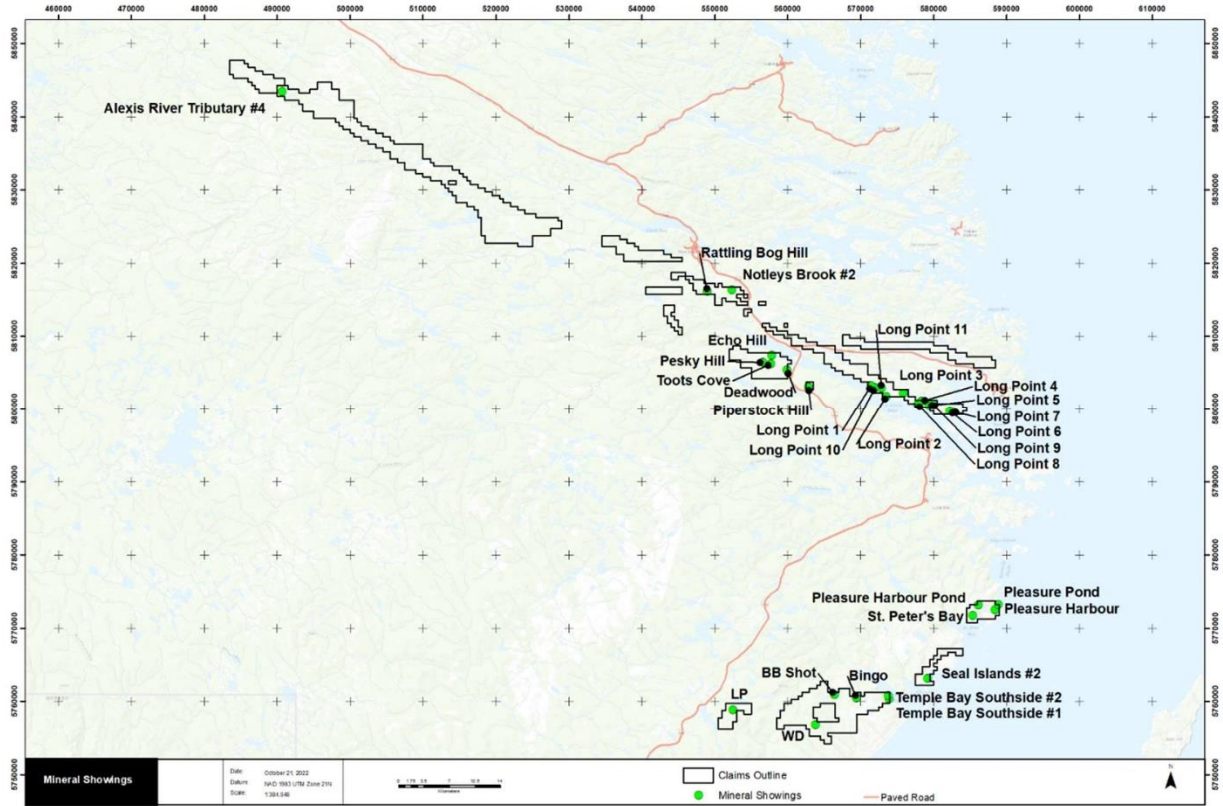
P_{2vb} Volcanic breccia, angular clasts, grading into agglomerate
 P_{2vf} Fine- to medium-grained, banded quartzofeldspathic rocks, locally have lensoid shapes, possibly indicating felsic volcanoclastic protolith
 P_{2vm} Intermediate volcanic rocks
 P_{2vm} Fine- to medium-grained, banded amphibolite containing quartz-feldspar layers and calc silicate pods; interpreted as mafic volcanic rocks
 P_{2vp} Felsic volcanic porphyry interpreted to be hypabyssal

Mineralization

There are 29 (twenty-nine) minerals occurrences on the LAB Project (Figure 8 and Table 11). The information was originally obtained from the Government of Newfoundland and Labrador, Natural Resources Divisions Mineral Occurrence Data System (MODS). The MODS provides a custodial inventory of mineral deposits/occurrences in Newfoundland and Labrador).

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Figure 8: Mineral Showings



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Table 11: Mineral Showings

Name	EAST	NORTH	Commodity	Description
Long Point 7	582622	5799409	Rare Earth Elements	LPC-14-07 is described as very mineralized. In middle of woods - 20000+CPS. 40% yellow/beige minerals. Weathered & hematized. LPC-14-08 is described as 300-400 cps peralkaline felsic volcanics containing euhedral magnetite. (Butler, S. 2015) Channel samples LPC-14-07/08 (pegmatite/fine grained mafic) returned values of 7.9% Zr and 5000 ppm Dy over 0.48 m
Long Point 6	582232	5799499	Rare Earth Elements	Channel Sample Number LPC-14-06 (fine grained mafic containing Ilmenite, Hematite and high counts per second), returned values of 1960 ppm Zr and 75.1 ppm Dy over 0.67m.
Long Point 5	579354	5800200	Rare Earth Elements	Channel sample LPC-14-01 (pegmatite) returned values of 2.6% Zr and 2854 ppm Dy over 0.64m.
Long Point 8	577797	5800380	Rare Earth Elements	Channel sample (LPC-15-04), measuring 1.5 m in length. This channel resulted in a weighted average of 37.1 ppm Zr, and 37.7 ppm Dy.
Long Point 9	579830	5800485	Rare Earth Elements	Channel sample LPC-14-09 (pegmatite/sediment) containing 1% ilmenite returned values of 1890 ppm Zr and 308 ppm Dy.
Long Point 4	578362	5800847	Rare Earth Elements	Reported by Mason K. et. Al. 2016 in a 43-101 Technical Report on Search Mineral's Foxtrot Project. No other information could be located.
Long Point 2	573520	5801518	Rare Earth Elements	Channel samples LPC-15-03A-B and LPC-15-02 were taken from this occurrence. Y ppm/142, Zr ppm/223, Nb ppm/227, Ce ppm/8.3, Y ppm/37, Zr ppm/211, Nb ppm/29, Ce ppm/84.9, Y ppm/31, Zr ppm/207, Nb ppm/15, Ce ppm/65.6, Y ppm/41, Zr ppm/193, Nb ppm/29, Ce ppm/101
Long Point 3	575893	5801947	Rare Earth Elements	Reported by Mason K. et. Al. 2016 in a 43-101 Technical Report on Search Mineral's Foxtrot Project, (Figure 9-1). No other information could be located.
Long Point 11	572848	5802654	Rare Earth Elements	Channel sample LPC-14-22A/B (Pegmatite containing quartz/magnetite mineralization and hematized fractures and mafic rich bands) returned values of 1.2% Zr and 295 ppm Dy over 0.65 m and 5785 ppm Zr and 943 ppm Dy over 0.43 m.
Long Point 10	571981	5802756	Rare Earth Elements	Channel sample LPC-14-23 (Pegmatite/felsic containing quartz and euhedral magnetite mineralization returned values of 1.7% Zr and 991 ppm Dy over 0.36 m.
Piperstock Hill	562850	5802800	Rare Earth Elements	The Piperstock Hill occurrence is located in a 13 km trend within the High REE Hills in the Port Hope Simpson REE district of SE Labrador, The mineralization occurs in magnetite-quartz-amphibole veins and associated magnetite-amphibole pegmatites similar to those found on High REE Island
Long Point 1	571444	5803000	Rare Earth Elements	LPC-15-01A resulted in a 0.93 m section (0.38-1.31 m) containing a weighted average of 2,916 ppm Zr, and 529 ppm Dy.
Deadwood	559897	5805122	Rare Earth Elements	Sample with Zr (ppm) and type rock, 1300ppm/Pegmatite, 649 ppm/Pegmatite, 50 ppm/Mafic Dyke, 1059 ppm/Pegmatite, 1246 ppm Pegmatite/Quartz Vein, 3103 ppm/Pegmatite
Toots Cove	557700	5806000	Rare Earth Elements	Y ppm (7,188/8,443), Zr ppm (10,500/19,260), La ppm (975/231), Ce ppm (2,690/765), Pr ppm (371/157), Nd ppm (2,060/1,180), Sm ppm (903/731), Eu ppm (70.7/ 61.1), Gd ppm (1,210/1,030), Tb ppm (251/217.0), Dy ppm (1,770/1,570), Ho ppm (386/366.0), Er ppm (1,120/1,070.0), Tm ppm (136/132.0), Yb ppm (595/595.0), Lu ppm (65.7/ 65.1) TREE ppm (12,603.4/8,170.2), TREE ppm + Y (19,791.4/16,613.2), HREE ppm (5,604.4/5,106.2), HREE ppm + Y (12,792.4/13,549.2), %HREE (44.47%/ 62.50%), %HREE + Y (64.64% 81.56%)

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Table 12: Mineral Showings Continued

Name	EAST	NORTH	Commodity	Description																				
Pesky Hill	556800	5806200	Rare Earth Elements	Mineralized pegmatite veins vary in size up to 15 m in width and form a discontinuous zone, in outcrop, over 200 m. Mineralized veins appear to have a string-like geometry, with intersection thicknesses of the high-grade HREE zones ranging up to 2.56 m. The high-grade veins are associated with lower grade granitic pegmatites and anomalous REE-bearing granite. Small pegmatite vein stockworks are observed. Additional untested HREE showings, with similar geological settings, also occur in the Pesky Hill area. Dy, in sample channels, ranges from 621 to 2751 ppm, Tb from 91 to 365 ppm and Y from 2963 to 12522 ppm. Nb ranges from 3667 to 21893 and Zr ranges from 5512 to 16557. Nd, a target light rare earth element, ranges from 1502 to 3474 ppm. The best channel sample returned 621 ppm Dy, 1534 ppm Nd, 91 ppm Tb and 2963 ppm Y over 14.6m. This mineralization is characterized as HREE mineralization with HREE/Total REE ranging up to 53.5% and HREE+Y/Total REE+Y ranging up to 74%.																				
Echo Hill	557837	5807144	Rare Earth Elements	Channel sample ECH-11-10 returned values as high as 58800 ppm Zr and 146 ppm Dy over 0.16 metres (Moran, 2012). Channel Sample ECH-11-10																				
Rattling Bog Hill	549000	5815900	Rare Earth Elements	HREE in granitic pegmatite swarms. HREE/Total REE ranges from 30.58% to 91.67%, and HREE+Y/Total REE+Y ranges from 51.04% to 96.63%. Nb values range from 2373 to 7823 ppm and Y values range from 1420 to 4792 ppm; and Three HREE showings and a highly prospective Zr-Nb-Y LREE peralkaline volcanic zone now reported in the Port Hope Simpson REE district.																				
Alexis River Tributary #4	460700	5843200	Uranium	A lake sediment sample from a GSC survey returned a value of 926 ppm U (DNC analysis) and 1030 ppm (INAA analysis) - the highest lake-sediment sample in Labrador (Gower, 2010).																				
WD	563949	5756584	Uranium	A total of 10 rock samples were collected from float and boulders at the WD indication and returned assays ranging from 92 to 1,391 ppm U308, with four sample returning > 400 ppm U308																				
LP	552520	5758600	Uranium	coarse grained pegmatitic dyke which can be traced for 200 meters A total of 10 rock samples returned values ranging 38 ppm U up to 2650 ppm U (0.26 % U308).																				
Temple Bay Southside #1	573900	5760080	Pyrite	Rusty weathering pyritic quartzite interbedded with banded amphibolite and associated with thinly laminated compositionally heterogeneous quartzofeldspathic (greywacke or fine grained volcanoclastic) rocks																				
Bingo	569450	5780250	Uranium	The area of the Bingo showing was mapped/protected with 17 anomalous values >10ppm U308 identified. Values up to 5,887ppm U308 with uranophane staining were noted (Alexander et al, 2009). Exploration has mainly been for uranium, however anomalous copper, molybdenum, and gold values are noted in the lake sediment geochemistry. Uranium was identified in both pegmatitic and non-pegmatitic units.																				
Temple Bay Southside #2	573790	5780560	Titanium	A non-magnetic opaque mineral together with magnetite, garnet, possibly pyroxene and minor feldspar in a rounded enclave within pegmatite. The host rock to the pegmatite is migmatitic quartz diorite to hornblende granodiorite with some amphibolite layers.																				
BB Shot	566450	5780700	Uranium	This area was targeted on bedrock/float samples with values up to 67,439 ppm U308. Five of the 10 rock samples taken gave >1000 ppm U308. The samples were collected in pegmatite hosted by granite/gneiss with extensive uranophane. A total of 2065 regional soil samples were collected by Silver Spruce (Alexander et al, 2009/LAB1505) on their Straits Property of which the Bingo showing is apart. Uranium in soil values range from <10 to 117ppm, with a mean of 5.38ppm. staining.																				
Seal Islands #2	579181	5782964	Amazonite	GSB Map No. 2010-25																				
St. Peter's Bay	585396	5771518	Rare Earth Elements	REE-Y-Nb-Zr Assays for four Selected Grab and Channel Samples St. Peter's Bay <table border="1"> <thead> <tr> <th></th> <th>No1</th> <th>No 2</th> <th>No3</th> <th>No 4</th> </tr> </thead> <tbody> <tr> <td>Y ppm</td> <td>1199</td> <td>1820</td> <td>7056</td> <td>6378</td> </tr> <tr> <td>Zr ppm</td> <td>1733</td> <td>3779</td> <td>18090</td> <td>18660</td> </tr> <tr> <td>Nb ppm</td> <td>1339</td> <td>2384</td> <td>14862</td> <td>13324</td> </tr> </tbody> </table>		No1	No 2	No3	No 4	Y ppm	1199	1820	7056	6378	Zr ppm	1733	3779	18090	18660	Nb ppm	1339	2384	14862	13324
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Y ppm	1199	1820	7056	6378																				
Zr ppm	1733	3779	18090	18660																				
Nb ppm	1339	2384	14862	13324																				
Pleasure Pond	588416	5772295	Rare Earth Elements	Local malachite staining was noted in Bateau Formation volcanic sediment/tuff associated with arkosic sediment and conglomerate. Meyer and Dean (1988) noted disseminated chalcopyrite in several chip samples of the overlying Lighthouse Cove Formation.																				
Pleasure Harbour Pond	586159	5772891	Copper	Local malachite staining was noted in Bateau Formation volcanic sediment/tuff associated with arkosic sediment and conglomerate. Meyer and Dean (1988) noted disseminated chalcopyrite in several chip samples of the overlying Lighthouse Cove Formation (Personal communication with Charles Gower, Newfoundland Geological Survey, Dec. 2, 1999).																				
Pleasure Harbour	588903	5772992	Pyrite	Pyrite muscovite schists associated with quartzite, some psammitic rocks and an ultramafic layer																				

Deposit Types

Primary Magmatic REE Deposits

Primary magmatic deposits can be subdivided into peralkaline oversaturated, peralkaline undersaturated, and carbonatite deposits. Peralkaline deposits, both oversaturated (quartz-bearing or quartz normative) and undersaturated (nepheline-bearing or nepheline normative) are mainly HREE-enriched, while carbonatite deposits are commonly LREE-enriched; some carbonatite highlevel vein systems are also HREE-enriched. Peralkaline rocks and carbonatites are known to occur in similar geological settings and can be spatially related.

Primary magmatic REE deposits are formed by concentration of REE and other incompatible elements (e.g., Zr, Nb, fluorine (F), U, Th, hafnium (Hf)) in the upper portions of magma chambers. These incompatible element-enriched magmas are either crystallized in place, are transported to locations proximal to the magma chamber, or are transported to surface and deposited as volcanic products.

Peralkaline oversaturated volcanic-hosted deposits are rare but known to occur (e.g., Foxtrot, Deep Fox; Brockman, Australia). No undersaturated volcanic-hosted deposits have been recognized to date.

Peralkaline Oversaturated Deposits

Peralkaline oversaturated deposits are commonly characterized by HREE-enrichment and complex REE-bearing minerals such as fergusonite, allanite, zircon, monazite, and xenotime, and unusual silicates such as gadolinite, kainosite, and gerinite. REE-bearing carbonates (e.g., bastnaesite) are less common in peralkaline-oversaturated deposits.

Peralkaline granites and syenites are the most common host rocks to REE-enriched peralkaline oversaturated deposits. Mineralization is concentrated in the top of magma chambers and is either crystallized in place in cupolas, or as enriched pegmatitic vein systems and related autometasomatically-enriched rocks (e.g., part of Strange Lake Main Zone, Quebec/Labrador) or as proximal pegmatites/deposits (e.g., Strange Lake B-Zone and part of Main Zone, Quebec/Labrador).

Peralkaline Undersaturated Deposits

Peralkaline undersaturated deposits are commonly characterized by HREE-enrichment, eudialyte and other complex zirconium-silicates (e.g., Norra Karr, Sweden; Ilimaussaq Complex, Greenland; Red Wine Complex, Labrador), alteration products of eudialyte (e.g., allanite, fergusonite and zircon at Nechalacho, Northwest Territories, Canada) and other unknown complex Ca-Y silicates (e.g., Red Wine Complex, Labrador).

Nepheline- and eudialyte-bearing syenites are common host rocks for this kind of REE mineral deposit; volcanic equivalents have not been identified. Mineralization occurs as pegmatite vein systems and related rocks (e.g., Red Wine Complex; Kipawa, Quebec) and medium-grained zones within the upper portions of large layered nepheline syenite intrusions (e.g., Norra Karr, Sweden; Ilimaussaq, Greenland; Red Wine Complex).

Carbonatite Deposits

Carbonatite hosted deposits contain a combination of REE-bearing carbonates (e.g., bastnaesite at Mountain Pass, California, and Bear Lodge, Wyoming), monazite, xenotime, apatite, and other REE-bearing minerals. The high-level vein systems sometimes associated with carbonatites contain higher concentrations of HREE and mostly contain predominantly phosphates like xenotime and monazite. Vein system mineralization occurs at Lofdal (Namibia), Bear Lodge, Steenkampskraal (South Africa), and Brown's Range (Australia).

The majority of LREE, particularly lanthanum (La), cerium (Ce), praseodymium (Pr), and Nd, are mined from carbonatites in China (Bayan Obo Deposit) and Australia (Mt. Weld Deposit). This mineralization occurs mostly disseminated in low volume magmatic phases of commonly large carbonatite plutons (e.g., Bear Lodge, Ashram).

Carbonatite high-level vein mineralization is commonly associated with large carbonatite plutons (e.g., Lofdal, Bear Lodge). High-grade mineralization, with similar characteristics but with no known associated plutons, is found at Brown's Range and Steenkampskraal. All represent small volume magmas probably originating from carbonatite magma chambers.

Beach Sand Deposits

REE-enriched heavy minerals, commonly zircon and monazite, are often concentrated in heavy mineral beach deposits. These minerals are separated from the sands and sold as a by-product from beach sand deposits in India and elsewhere. Consolidated beach sands and other clastic sedimentary units such as conglomerates can also contain significant quantities of REE-bearing heavy minerals (e.g., conglomerate in the Pele Mountain deposit, Ontario).

Exploration

Nuclear Fuels conducted an exploration program on the Project from Sept 17th to October 9th, 2022. The exploration work was undertaken on mineral licences 31376 and 26798.

A total of 8,750 meters of GPS surveyed grid was located on three separate grids named the PH Grid, Deadwood North Grid, and the Deadwood Grid. The PH Grid consists of 4,000 meters of east-west grid lines centered on the Pesky Hill Showing area, the Deadwood North Grid consists of 3,000 meters of east-west grid lines centered on an area of previously unsampled pegmatite outcrops, and the Deadwood Grid consists of 1,750 meters of north-south grid lines centered on the Deadwood Showing area. All grids were accessed using a six-by-six Argo off road vehicle. The three grids were established to identify possible buried mineralization in areas of possible anomalous rare earth and other minerals. Grid lines on the PH Grid are 500 meters in length and are spaced 50 meters apart with samples taken on 25-meter centers. On the Deadwood North Grid, lines are 500 meters in length, are spaced 50 meters apart, and samples were taken on 25-meter centers. On the Deadwood Grid, lines are 350 meters in length, are spaced 50 meters apart, and samples were taken on 25-meter centers.

The grid lines were located by compass and GPS. All stations are marked in the field in blue flagging with their respective UTM locations marked on the blue flag with permanent marker (06800N 56250E). A total of 369 soil samples were taken on the property during the 2022 programme. Soil samples were taken along the grid lines every 25 meters on all three grids. Soil samples were taken from the "B" Horizon from a consistent depth of 30 to 35 cm using a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – 06800N 56250E. Sample characteristics such as location, altitude, depth, and colour were recorded and are listed on an excel spreadsheet which is included in this report. The samples were dried and placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and couriered to Activation Laboratories located in Fredericton, New Brunswick.

A total of 24 rock samples were collected from various sites within the property boundaries which contained visual indications of alteration and/or mineralization. Several samples were taken from areas that were hand-trenched. Four samples were taken from a pegmatite outcrop located in the area of the Piperstock Showing.

The rock samples consisted of grab and chip samples up to 100 cm in length. Data such as UTM location and the characteristics of the sample site and material collected such as alteration, lithology, mineralization, strike and dip, and width of sample were noted. All stations are marked in the field with blue and orange flagging and a metal tag with their respective sample identifier (L- 22 907190) marked on the blue flag with permanent marker. Metal tags with the same identifier were also hung at each sample site. Photographs were taken of each sample and a witness sample for each individual sample has been retained and is available for viewing.

The sample material was placed in marked poly bags, zap strapped, placed in large rice bags, zap strapped, and couriered to Activation Laboratories an ISO/IEC 17025 Accredited by the Standards Council of Canada located in Ancastor, Ontario. Activation Laboratories is independent of the Company.

Numerous rock samples returned elevated LREE, HREE, and REE. Sample 907192 returned Nb₂O₅ 1.862%. Samples 907191 to 907193 all returned elevated (over 1000 ppm) LREE, HREE, and REE.

Drilling

Nuclear Fuels has not performed any drilling on the property.

Sampling Preparation, Analysis, and Security

Nuclear Fuels conducted an exploration program on the LAB Project from September 17th to October 9th, 2022.

A total of 369 soil samples were taken on the property during the 2022 program. Soil samples were taken along the grid lines every 25 meters on all three grids. Soil samples were taken from the "B" Horizon from a consistent depth of 30 to 35 cm using a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – 06800N 56250E. Sample characteristics such as location, altitude, depth, and colour were recorded and are listed on an excel spreadsheet which is included in this report.

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The sample material was placed in marked poly bags, zap strapped, placed in large rice bags, zap strapped, and couriered to Activation Laboratories an ISO/IEC 17025 Accredited by the Standards Council of Canada. located in Fredericton, New Brunswick. Activation Laboratories is independent of the Company and the QP. The samples underwent 8-REE Assay Package QOP WRA/ QOP WRA 4B2 (Major/Trace Elements Fusion ICPOES/ICPMS).

All samples underwent Code 8 REE Assays analyzes for Niobium-Zirconium-Yttrium- Tantalum-Uranium-Thorium-Beryllium-Phosphate-Tin Assay ICP-OES and ICP-MS Package.

Rare earths and rare elements are among the most difficult to analyze properly. The samples are ground to 95%-200 mesh to ensure complete fusion of resistate minerals. The analysis uses a lithium metaborate/tetraborate fusion with subsequent analysis by ICP-OES and ICP-MS. Mass balance is required as an additional quality control technique and elemental totals of the oxides should be between 98 to 101%. The presence of small amounts of phosphate will have very severe consequences to Nb₂O₅ assays by this method with results being very low for Nb₂O₅. Reanalysis is required for Nb₂O₅ by fusion XRF.

For the present study, the sample preparation, security, and analytical procedures used by the laboratories are considered adequate. No officers, directors, employees or associates of Nuclear Fuels were involved in sample preparation.

Data Verification

On October 2, 2022, the QP visited the property and examined several locations. The QP collected eight (8) verification rock samples from current the historical channels samples. Present with the QP on the site visit was President of Nuclear Fuels, Mike Collins.

The QP observed evidence of the recent 2022 sample program which included rock samples and soil sample locations. In addition, the QP observed evidence of historical channel, backpack drilling, and core drilling on the property.

While on site, the QP took note of property access and general site conditions, a review of geological setting, and evaluation select outcrops, as well as the relocation of select 2012 backpack and core drill locations.

The QP took samples from eight (8) different locations and the QP delivered these to Activation Laboratories Ltd. in Kamloops, British Columbia; ISO/IEC 17025 Accredited by the Standards Council of Canada. All samples underwent assay package samples underwent 8-REE Assay Package QOP WRA/ QOP WRA 4B2 (Major/Trace Elements Fusion ICPOES/ICPMS). Activation Laboratories Ltd. is independent of Nuclear Fuels.

The QP collected approximately 2 kg of material for each sample. Samples bags were ticketed and closed in the field. All samples were sent directly to Activation Laboratories Ltd via Canada Post.

Given the results of the check-sampling and a review of all geochemical data presented, the QP believes that industry best-practice standards were used by the Company in conducting the surface geochemical sampling program on the property and is of the opinion that the data verification program completed on the data collected from the property appropriately supports the database quality and the geologic interpretations derived therefrom. The QP is of the opinion that the historical data descriptions of sampling methods and details of location, number, type, nature, and spacing or density of samples collected, and the size of the area covered are all adequate for the current stage of exploration for the property.

Mineral Processing and Metallurgical Testing

This is an early-stage exploration project and to date no metallurgical testing has been undertaken.

Mineral Resource Estimate

This is an early-stage exploration project; there are currently no mineral resources estimated for the property.

Interpretation and Conclusions

There has been a significant amount of exploration undertaken over the years on the Project area. There are twenty-nine identified mineral occurrences. Many of these are of pegmatites, REE anomalies, and uranium anomalies. In addition, thirteen airborne geophysical surveys have been performed over the project area. It appears there has not been an integrated approach to fully investigate the rare earth elements on the current property configuration.

The QP is unaware of any other significant factors or risks that may affect access, title, the right or ability to perform work on the properties, or foreseeable impacts of these risks and uncertainties to the project's potential economic viability or continued viability.

Recommendations

Based on the historical work and the 2022 exploration work performed on the Project, the QP recommend the following work:

- Compile all data, including airborne geophysics, mineral showings, and assessment report data.
- Undertake regional interpretation of the airborne geophysical structures focusing pegmatites.
- Undertake an exploration program which would include geological mapping, prospecting, investigating areas of interest identified by historical geophysical surveys, ground geophysics, and a soil sampling program over areas of interest.

Table 13: Proposed Budget

Item	Unit	Rate	Number of Units	Total (\$)
Data Compilation	flat	\$50,000	1	\$ 50,000
Geophysical interpretation	days	\$1,500	15	\$ 22,500
Geologist Mapping	days	\$1,120	60	\$ 67,200
Helicopter	hours	\$2,500	35	\$ 87,500
Skidoo/ATV/Boat Rentals	days	\$250	60	\$ 15,000
Sampling Crew of 5	days	\$3,000	60	\$180,000
Assays	sample	\$98	500	\$ 49,000
Vehicle 2 trucks	days	\$325	120	\$ 39,000
Food and Accomodation	days	\$225	360	\$ 81,000
Supplies and Rentals	Lump Sum	\$11,500	1	\$ 11,500
Reports	Lump Sum	\$10,000	1	\$ 10,000
Contingency 10%				61,270.0
TOTAL (CANADIAN DOLLARS)				\$673,970

KC Property

NFI holds an option to acquire the KC Property, a mineral exploration project located near Johnson County, Wyoming.

The following summary of the KC Property, prepared for NFI, is extracted from the technical report (the “**KC Technical Report**”) entitled “NI 43-101 Technical Report on the KC Property Wyoming United States” dated March 1, 2023, prepared by Derrick Strickland, P. Geo (the “**QP**”), prepared in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects (NI 43-101), and in accordance with Canadian Institute of Mining (CIM) Best Practice Guidelines for the Estimation of Mineral Resources and Mineral Reserves (CIM Standards) and modified to conform to this Management Proxy Circular.

Property Description and Location

The KC Property is located in the western Powder River Basin, some 70 miles north of Casper and two to 15 miles north and east of KC in Johnson County, Wyoming, within Townships 43 through 46 North and Ranges 79 through 81 West (See Figure 9 -Wyoming Location Map). The KC Property consist of 673 lode minerals claims (13,626 acers), and 17 state mineral leases (10,400 acres) for at total area of 24,026 acres. The KC Property Area is located in Townships 43, 44, 45, and 46 North, and Ranges 79, 80, and 81 West, approximately 70 miles north of Casper, Wyoming in the northwest corner of Wyoming. The nearest town is KC, Wyoming, six miles to the west of the project. The Shirley Basin project is located in the Shirley Basin Mining District of Wyoming approximately 60 miles by road south of Casper, Wyoming in Townships 27 and 29 North, and Ranges 78, 79 and 80 West. The Project is centred at 43.755° North Latitude, -106.515° West Longitude.

The mining claims are on public lands and the surface and mineral rights are administered by the Bureau of Land Management (BLM).

The Mining Law of 1872 provides for surface rights associated with mining claims provided the use and occupancy of the public lands in association with the development of locatable mineral deposits is reasonably incident and approved by the appropriate BLM Field Office; see 43 CFR Subpart 3715. The state lease has similar provision for surface use.

Bonding must be posted for reclamation at all approved permit locations and no other compensation other than surface usage compensation to surface landowners is necessary at this time to retain and explore on the properties. There are currently no permits submitted or issued for the recommend work program.

The claims do not have an expiration date However, affidavits must be filed annually with the federal U.S. BLM and respective county recorder’s offices in order to maintain the claims’ validity. In addition, most of

the above-mentioned unpatented lode mining claims are located on Stock Raising Homestead land where the U.S. government has issued a patent for the surface to an individual and reserved the minerals to the U.S. government subject to the location rights by claimants as set forth in the 1872 Mining Law.

No detailed land surveys are required by the BLM at the stage of holding prospecting permits. It is legally sufficient at this stage to have BLM permits identified by a BLM title specialist with only the legal subdivisions of the respective land Sections. However, before issuing a drilling permit on the prospecting permit, the BLM requires that a land survey of the location be done to ensure ownership.

Annual holding costs on unpatented claims consist of rental fees to the BLM at \$165/year/claim, due on or before September 1st each year. An affidavit of the payment to the BLM must also be filed with the appropriate county each year for a nominal fee (approximately \$10 per claim).

In order to conduct exploratory drilling of the property, the operator will be required to obtain permits (License to Explore) from the State of Wyoming Department of Environmental Quality, Land Quality Division (WDEQ/LQD), and mine development would require a number of permits depending on the type and extent of development; the major permit being the actual mining permit issued by the WDEQ/LQD. Mineral processing for uranium would require a source materials license from the State of Wyoming as an Agreement state with the US Nuclear Regulatory Commission (NRC).

The area generally lies between 4500 and 5000 feet in elevation and is rather arid. Summers are warm and winters moderate, thus exploration and mining activities can be conducted most of the year with the possible exception of the wet period during the spring thaw.

State and Local Taxes and Royalties

State of Wyoming Leases carry a royalty rate of 5% of the gross value. The current Wyoming severance tax is four percent but after the allowable wellhead deduction the effective severance tax rate is approximately 3% of gross sales. In addition, the ad valorem (gross products) tax varies by county assessment but is approximately 6.5%. Federal income tax is assessed based on company profits rather than individual mine sites and is thus difficult to assess on an individual project basis. However, due to the favorable regular tax depletion deduction, most mining companies' effective tax rate is the Alternative Minimum Tax (AMT) rate of 20%.

As of the date of this report, the QP is not aware of any material fact or material change with respect to the subject matter of the KC Technical Report that is not presented herein, or which the omission to disclose could make this report misleading.

Figure 9: Regional Location Map



Accessibility, Climate, Physiography, Local Resources, and Infrastructure

The KC Property is located in Johnson County, WY in the north-northeast portion of the state. The Project lies 34 miles south of Buffalo, WY and 55 miles north of Casper, WY. The closest population center is KC, WY which is 6 miles west of the project area. Highway 25 is directly West of the property.

The county roads within the project area that receive less traffic, generally speaking, are maintained and are in good condition depending on the season and how recently maintenance occurred. In addition to the designated routes, there are a number of routes that traverse the proposed project area for grazing access and other uses such as oil and gas facility access. There has been extensive oil and gas exploration and production in the region. The two-track roads in some portions of the proposed project area may require upgrading or maintenance for winter usage.

The KC Property area is within the Northwestern Great Plains ecoregion. It is a semiarid rolling plain of shale and sandstone punctuated by occasional buttes. Elevation within the proposed project area ranges from approximately 4,500 to 5,500 feet above mean sea level. Topography within the proposed project area is primarily level to gently rolling, and contains numerous prominent ephemeral drainages. Vegetation within

the project area is generally described as mixed grass prairie dominated by rhizomatous wheatgrasses, various bunchgrasses, and shrubs. The proposed project area is comprised primarily of sagebrush and upland grassland. Interspersed among these major vegetation communities within and along the ephemeral drainages, are less abundant vegetation types of grassland and meadow grassland. Trees within the proposed project area are limited in number and extent. These included plains cottonwood and Russian Olive which occur in a small stand near the reservoir.

The KC Property is located in a semiarid or steppe climate. The region is characterized by seasonally cold harsh winters, hot dry summers, relatively warm moist springs, and cool autumns. Though summer nights are normally cool, the daytime temperatures can be quite high. Conversely, there can be rapid changes during the spring. Autumn, and winter when frequent variations of cold to- mild or mild-to-cold can occur. Exploration activities can occur year-round.

The region has annual average maximum temperatures of 58.5° F and average minimum temperatures of 33.6° F. July has the highest maximum temperatures with averages near 90° F while the lowest minimum temperatures are observed in January with averages near 10° F. The Project region has an annual average precipitation ranging from 11 to 15 inches.

The region is prone to severe thunderstorms and much of the precipitation is attributed to these events. Severe weather does arise throughout the region. but is limited to four to five severe events per year. These severe events are generally split between hail and damaging wind events. Tornadoes can occur on rare occasions, with less than one tornado per county per year. Snow frequents the region throughout winter months (40-50 in/year). but provides much less moisture than rain events.

History

As early as 1957, local residents staked some claims and conducted limited mining on mineralized outcrops in the area. A number of pits were dug to depths of about eight feet. The deepest penetration was an incline of about 50 feet located in Section 8, Township 43 North, Range 80 West. These operations were generally unsuccessful, presumably because of the inexperience of the miners and the relatively low price of uranium. In 1967, the Union Pacific Railroad conducted a limited drilling program in the area and subsequently relinquished all but a few leases.

In 1969, R. V. Bailey recognized iron-staining in Tertiary sandstone outcrops as representing alteration related to uranium mineralization. On his recommendation, Western Standard Uranium, Inc. commenced staking claims and acquiring mineral leases in the area, which eventually totaled over 75,000 acres of exploration lands. Through the years, some leases have been allowed to expire and a substantial amount of leased and claimed land has been dropped because of poor uranium potential, as defined by exploration drilling and geologic evaluation.

The KC Property area has been sporadically explored through the years with the drilling of some 2,300 holes by Western Standard Uranium, and Chevron, prior to Washtenaw Energy Corporation's entry. Drilling varied from very wide-spacing to close-spacing in some mineralized areas. Washtenaw Energy Corporation subsequently contributed to assessment work obligations in 1976 in order to keep the properties intact under State and Federal statutes. As the result of a deteriorating uranium market, activities beginning in 1980 were reduced to a holding operation sufficient to cover the annual assessment obligation. In late 1981, Washtenaw Energy Corporation assumed the operatorship of the Project area and continued with a minimal program in 1982.

U.S. Energy acquired a position in the project area in September 1975, and St. Clair Energy, a wholly-owned subsidiary of the Detroit Edison Company, subsequently entered the picture. A Transition Agreement was entered into on December, 1976, among St. Clair Energy, Western Standard Uranium, and KC Limited Partnership, U.S. Energy and the Ruby Mining Company (Ruby). Western Standard Uranium, was the general partner and Bessemer Securities was the limited partner of the Partnership. The Partnership owned certain unpatented mining claims and mining leases (Property) constituting the KC Property in Johnson County, Wyoming.

St. Clair Energy purchased from the Partnership an undivided fifty-one percent (51%) of the right, title, and interest in the property. The Partnership transferred to U. S. Energy Corporation an undivided twenty-one percent (21%) of the right, title, and interest to the property, and pursuant to terms of that certain agreement between U. S. Energy Corporation and Ruby, dated November, 1976, Ruby accepted, from U. S. Energy Corporation, a beneficial interest in one-half of such St. Clair Energy and U. S. Energy Corporation entered into an agreement (Mining Agreement) to which U. S. Energy Corporation would produce and deliver to St. Clair Energy two hundred fifty thousand (250,000) pounds of milled uranium concentrates (U₃O₈), after deduction of applicable royalties. U.S. Energy Corporation subsequently entered into an ore tolling agreement with Bear Creek Uranium Company to process 150,000 tons of uranium ore at its mill north of Douglas, Wyoming. After limited milling of project ore, the U. S. Energy Corporation -Bear Creek Uranium Company milling contract was dissolved.

In December, 1981, Washtenaw Energy Corporation acquired all of the U. S. Energy Corporation and Ruby rights, title, and interest to the project.

Since the discovery of the uranium in 1969, the property has been explored by Western Standard, Chevron U.S.A. Inc., U. S. Energy, Washtenaw (Detroit Edison), and by R. V. Bailey. About 4,500 holes have been drilled to explore for and develop the mineralization. Approximately 70% of the holes were used for development and 30% for exploration. Below is summary of the reported drilling in the current property configuration.

- Pre-1976 Activity: approximately 2,300 holes were drilled by Western Standard Uranium, Chevron, prior to 1976.
- 1977: A drilling program proposed some 163,000 feet of drilling to be conducted in four areas on a priority basis. These four areas, in order of importance, were the Sonny-Pig, Bill '85', West Diane, and Deep Diane
- 1978: Drilling of total of 525 holes, for 299,704 feet,
- 1979: Drilling 556 holes (312,939 feet) were completed
- 1980: Drilling commenced; 14 holes were completed for a total drilled footage of 7,840 feet. One additional hole was drilled to 770 feet.
- 1982: drilling; a total of 54,515 feet in 132 drill holes

The exploration holes cover the property fairly well on wide spaced centers, 500 to 3,000 feet apart. The data for the projection of the historical roll fronts on the property was derived from this drilling.

Close spaced drilling, in some areas 10' to 25' spacing, was used to delineate the mineralized uranium areas. Some of the mineral areas have over 500 holes drilled in them. In one area, 8 roll front terminations and 9 mineral zones are identified. North-south drilling along the eastern edge of section 36, in the middle of the mapped area which shows 8 mineralized outcrops, has adequately tested the down-dip potential.

1983 R.V. Bailey

In 1983, Bailey initiated a mapping program which located 51 areas with surface uranium mineralization scattered over a mapped area of 3 square miles. Nine locations which include 14 of these mineralized areas have been selected as having a favorable mineral potential and merit additional work; possibly including bulldozer and/or backhoe trenching.

The primary purpose of work during the 1983 program was to map uranium mineralization suitable for shallow operations, The upper Fort Union Formation was subdivided on the basis of the facies characteristics of study units within the two informal members. If these facies were correctly identified, the geometry of uranium mineralization should reflect the predictable configuration of the respective host facies. The upper member has been identified as consisting of deposits of meandering and transitional streams. The high sinuosity of meandering streams produces discontinuous pods and lenses of upward fining sandstone with complex porosity barriers of overbank siltstone and shale. These characteristics are expected to restrict movement of oxidizing ground water and result in shallow and discontinuous ore trends of high sinuosity.

Historical Resources

The qualified person has not done sufficient work to classify ALL-historical estimate as current mineral resources described below. The Company is not treating any historical estimate as current mineral resources.

In an effort to understand the history and potential mineralization in the project area the QP is going to illustrate the known reported historical resources for: Sonny-Pig-Jen, Sonny, Sonny-Pig Area – Chabot Mine, Bill '85,' West Diane, Deep Diane, Joan 'D-Alice-Diane, Alice Area, Shallow Diane Area, and Eric Sippie Area (Figure 3 and Table 2). The historical resource is from Fruchey (1982) for Washtenaw Energy Corporation and Midwest Energy Resources. The exact number of historical drill holes and locations on the project are unknown. There are historical reports which indicate over 4,800 drill holes. There is no data on all the drill hole locations for the QP to verify. The QP is of the opinion that there is no reason to doubt the historically reported drill hole numbers.

Sonny-Pig Area

Historical drilling of the Sonny-Pig area encountered uranium mineralized intercepts at shallow to moderate depths.

The sand trend is very fine - to medium-grained and arkosic; thus, probably of Wasatch age. It appears to be located stratigraphically higher than the major lignite zones which locally characterize the top of the Fort Union formation. Alteration in the Sonny-Pig area is characterized by pinkish-red hematite and occasional yellow limonite staining whereas fresh ground is medium to dark gray and very carbonaceous with rare to trace pyrite. On the basis of old Western Standard Uranium drilling, the mineral front in the Sonny-Pig area was projected over some 8,000 feet of lateral trend and appeared to vary from 25 to 200 feet in width.

An historical drilling program was developed to block-out this trend in order to determine an indicated resource. Drilling was generally along north-south profiles on 50-ft. centers, with spacing between the profiles varying between 50 and 200 feet. During 1977, Washtenaw Energy Corporation - U.S. Energy Corporation drilled some 366 holes for 91,818 feet on the Sonny-Pig mineral trend. In addition, at least 237 holes had been previously drilled in this immediate area by Western Standard Uranium. The Washtenaw Energy Corporation - U.S. Energy Corporation drilling was oriented to define the trend on rather close spaced centers.

Only limited exploration drilling was conducted on the Sonny-Pig trend subsequent to the 1977 efforts. In 1978, 14 holes for 2,810 feet, were drilled on the centerlines of the mineralized claims in an attempt to intersect mineralization on trend. This effected revalidation of the claims in order to be fully protected under State and Federal Statutes relative to true discovery.

Most of the Washtenaw Energy Corporation - U.S. Energy Corporation drilling on the Sonny-Pig area was completed in 1977 with limited revalidation conducted in 1978. In early 1982, Washtenaw Energy Corporation conducted assessment drilling totaling 19 holes for 4,830 feet, in the Sonny-Pig area. This drilling combines 411 holes for 109,903 feet drilled. These figures do not include 99 holes (20,429 feet) drilled and funded by U. S. Energy Corporation in 1979 for close-spaced control in the immediate vicinity of the Chabot Mine. In addition, at least 237 holes had been previously drilled in this immediate area by Western Standard Uranium, and by Washtenaw Energy Corporation - U. S. Energy Corporation (1976 assessment work). The Washtenaw Energy Corporation - U.S. Energy Corporation drilling was oriented to define the mineral trend and to establish an indicated uranium resource. Drilling generally infilled the mineral trend with profiles spaced on 100 - to 200ft. centers with spacing along the profiles on 50ft. centers. Where the front narrowed, some drilling was down to 25-ft. centers. Some areas had to be drilled on a 50-ft. pattern spacing due to the local convolute nature of the front(s).

The average grade of the material is 0.135% U₃O₈; the average mineral thickness per hole is 4.81 feet; and the average thickness intercept is 4.12 feet. The average thickness per hole was then multiplied times the

area of influence (566,100 feet) resulting in a volume of 2,722,941 feet. This mineral volume was divided by a tonnage factor of 16 feet³, resulting in 170,184 tons of undiluted material. Tons were multiplied by a grade factor of 2.7 pounds of U₃O₈ per ton of material, resulting in a total indicated resource of 459,497 pounds U₃O₈, for the balance of the Sonny-Pig drill area. (Figure 3 and Table 2).

Sonny Area

In 1979, drilling was conducted on the east group of the Sonny Area. Old wide spaced Western Standard Uranium drilling in Sections 19 & 20, Township 43 North, Range 79 West, just south of the Sonny Pig mineral trend had apparently spanned three Fort Union inter faces (F-65? F- 70 & F-80) at depths above 500 feet. Twelve holes (7,445 feet) were drilled along two profiles across these apparent interfaces with rather disappointing results.

Wide spaced drilling on the west Sonny Area, located in Sections 23 & 24, Township 43 North, Range 80 West, has encountered extensive alteration in Lance, Fort Union, and Wasatch sands, but only minor mineralization was encountered. Correlation of drill hole data indicates that potential Lance targets, in the west Sonny Area would be below depths of 1,500 feet and that all good Fort Union and Wasatch sands are altered throughout the area; hence, potential in these units would be off the property, to the north.

Sonny-Pig Area – Chabot Mine

During September and October, 1979, some 99 holes (20,429 feet) were drilled immediately adjacent to the Chabot Mine – both to the west and to the east. Historical drilling was mostly on 25-ft. centers with some down to 10-ft. spacing. This development drilling was conducted and paid for by U. S. Energy Corporation hence, it is not included in the drilling totals in this report.

The total production of the Chabot Mine was approximately 5,000 tons with 9,300 pounds U₃O₈ recovered (does not include milling loss). When deducted from the above resource, it leaves a balance of some 183,403 Tons of Ore Grade Material, containing some 510,684 pounds U₃O₈.

Several holes were drilled just behind the anomalous outcrop and other holes were scattered down-dip to a maximum distance of about 1250 feet The best mineralization encountered was 4.5 feet of .035% U₃O₈ at 38.5 feet and 2.0 feet of .030% U₃O₈ at a depth of 64.5 feet, in the first hole, D 236-1.

Bill '85' Area

In the Bill '85' area historical drilling encountered uranium mineralized intercepts in the area at shallow to moderate depths. Some of the better intercepts were 17 feet of 0.098% U₃O₈ and four feet of .153% U₃O₈ at depths of +250 feet. The Western Standard Uranium drilling suggested a front of some 50 feet in width which extended some 1200 feet and was open-ended.

Previous drilling by Western Standard Uranium had encountered mineralization in two Eocene sands.

The historical drilling on the Bill '85' was conducted in 1977 when Washtenaw Energy Corporation - U. S. Energy Corporation drilled some 120 holes, for 43,565 feet on the mineral trend. In addition, at least 190 holes had been previously drilled by Western Standard Uranium in the immediate area. The position of the trend was interpreted from existing old holes and the drilling generally infilled the trend area with 50-ft. pattern spacing.

Drilling was successful in defining the trend and geologists calculated an historical indicated resource of some 67,000 pounds of U₃O₈ over a limited portion of the trend.

Two Wasatch sands are mineralized in the Bill '85' area. These sands are called W-40 and W- 35, respectively. Excluding core holes, 72 holes along these mineral trends contained uranium mineralization intercepts and numerous other holes were mineralized with lesser grade material Only one hole had good uranium mineralization intercepts in both the W-40 and the W-35 zones.

Thirty-six ore grade holes on the W-40 trend had an average of 1.1 intercepts per hole with the average depth to the top of the deepest mineral zone being 345 feet. The average grade of the material is .074% U₃O₈; the average mineral thickness per hole is 4.69 feet; and the average thickness per intercept is 4.33 feet. The area of influence for the W-40 trend is 72,875 feet² and the total mineral volume is 341,783 feet³. This results in 21,361 tons at 0.074% U₃O₈ for 31,615 pounds U₃O₈.

Twenty-nine holes on the W-35 trend had an average of 1.1 intercepts per hole with the average depth to the top of the deepest zone being 243 feet. The average grade of the mineral is 0.106% U₃O₈; the average mineral thickness per hole is 4.91 feet; and the average thickness per intercept is 4.32 feet. The area of influence for the W-35 trend is 54,450 feet² and the total mineral volume is 267,350 feet³. This is a total of 16,709 tons at 0.106% for 35,424 pounds U₃O₈. The combined totals for the W-40 and the W-35 trends on the Bill '85' area are 38,070 tons at an average grade of 0.088% U₃O₈ for 67,039 pounds U₃O₈.

West Diane Area

In the West Diane Area, Western Standard Uranium previously had drilled some 240 holes during 1977 (134,000 feet). Washtenaw Energy Corporation - U.S. Energy Corporation completed another 77 holes (67,445 feet) on the West Diane mineral trend. Spacing was mostly on 100-ft. centers, along profiles which were normal to the mineral trend. The distance between profiles ranged from 100 to over 300 feet. Due to unforeseen convolutes in the expected fronts, the drilling was completed along approximately 6,500 feet of mineral trend.

Western Standard Uranium drilling penetrated a number of mineralized holes with the maximum intercept being a very respectable 9.5 feet of 0.162% U₃O₈ at a depth of 956 feet in hole V- 35.0-3. Mineralization in the F-55 sand generally ranges from 500 to 1,000 feet in depth.

This amounted to an inferred resource of some 294,000 pounds U₃O₈, over a trend length of some 6,500 feet. Due to relatively wide spaced drilling, the mineralization is calculated for both the F-55 and F-80 trends can only be considered an inferred resource.

Deep Diane Area

Sixteen holes for 24,040 feet were drilled in the Deep Diane Area during 1979. Spacing was generally on 100-ft. centers along profiles separated by 100 to 200 feet. These holes were all mineralized and the F-70 and F-80 trends have been delineated over a modest lateral distance.

Drilling by Western Standard Uranium and by Washtenaw Energy Corporation – U.S. Energy Corporation had encountered mineralization in a number of wide spaced holes. In 1979, the Project drilled 20 holes in this general area in an attempt to define the roll fronts. Drilling was mostly on 50 to 100-ft centers located on profiles that were +200 feet apart. All of these holes were mineralized and many had good uranium mineralization intercepts. The drilling penetrated and bracketed two sub-parallel mineral trends the F-70 and F-80.

The F-80 trend had two good uranium mineralization holes and is bracketed over a lateral distance of some 300 feet. The system appears to be about 150 feet wide, locally. The in-place, inferred resource for the F-80 trend is calculated at 12,422 tons of 0.102% U₃O₈ for 25,340 pounds U₃O₈. It is at an average depth of 1,373 feet and has an average thickness of 6.0 feet. The F-70 trend has seven holes meeting cut off requirements. It averages about 100 feet wide and has been delineated over a lateral distance of some 1,000 feet. In-place, inferred resources are calculated at 54,988 tons of 0.125% material for 137,690 pounds U₃O₈. The mineral is at an average depth of 1,136 feet and has an average thickness of 6.79 feet with an average of 1.3 intercepts per hole.

The F-70 and F-80 sands in this area are well-developed and often over 100 feet thick. Mineralized zones occur throughout most of the sand intervals thus, it is probable that there are a number of sub parallel fronts within each system.

Joan 'D1-Alice-Diane Area

Historical drilling in the Joan 'D1-Alice-Diane Area penetrated uranium mineralization at moderate depths (350-600 feet) over a lateral distance, northwest-southeast, of more than 6,500 feet. All drilling bottomed in the Eocene Wasatch formation with no penetration of the Fort Union. Western Standard Uranium previously drilled approximately 175 holes for nearly 80,000 feet along this trend. Thirty-two of these holes carried significant mineralization and 17 of these holes had at least one intercept of four feet of 0.040% U₃O₈ or better. These 17 holes averaged 5.3 feet of 0.087% U₃O₈ at an average depth of 487.4 feet. A few of the better intercepts along this trend included 11.0 feet of 0.082% U₃O₈ at a depth of 468 feet; 10.0 feet of .056% U₃O₈ at 527 feet; and 11.0 feet of .184% U₃O₈ at 530 feet.

During 1978, a total of 200 holes (113,754 feet) were drilled on the Joan 'D' -Alice-Diane, including four core holes. This drilling was generally on 50- to 200-ft. spacing oriented to defining a portion of the mineral trend. The mineralized zone called the W-35 sand.

In 1979, A total of 135 holes (75,453 feet) was drilled. In 1982, a modest amount of drilling was conducted on the Joan 1 D1- Alice-Diane area in order to satisfy assessment obligations.

Alice Area

In the Alice Area 35 holes for approximately 17,500 feet had been drilled by Western Standard Uranium. The interpretation of this drilling established mineralization in the Wasatch (W-40) sandstone at depths ranging from 260 to 430 feet over some 3,000 feet of lateral trend. Of these holes, KA 521-1 contained 7.5 feet of .074% U₃O₈ at 410 feet and 4.0 feet of 0.13% U₃O₈ at 430 feet. All drilling by Western Standard Uranium was in the Wasatch with no deep testing of the Fort Union. Also, the drilling was spaced and not oriented to defining the W-40 sand unit. The regional dip appears to be less than 7° to the northeast.

Washtenaw Energy Corporation – U. S. Energy Corporation drilled a total of 51 holes for 23,280 feet in 1978 on the Alice area. This program was successful in bracketing the W-40? Sand zone over a lateral length of about ½ mile. It was considered possible that this overall system would connect to the Joan 1 D1- Alice-Diane area over a mile to the north and it was also probable that this trend could be chased to shallower depths, toward outcrop, to the southeast.

In 1979, an additional 89 holes (41,006 feet) were drilled on the Alice area and 40 more holes were budgeted for 1982. Drilling was mostly infill between the previously established mineral blocks, with some work oriented to developing the southeast and northwest extensions of the system. The Alice mineral trend was generally bracketed throughout its identified length, but it diminishes in mineralization and became quite narrow to the southeast as it turns south toward outcrop. Additional reconnaissance work needs to be completed to the northwest of the known trend in an attempt to find other favorable lobes along the mineral system.

Drilling was mostly on 50-ft. centers along profiles, which crossed the system and were located 200 feet apart. Some gaps exist between the blocks, but in some areas the trend narrows to the point where additional drilling is probably not warranted. Elsewhere, it would take substantial bulldozer work to build drill sites and this is not recommended at this time

Shallow Diane Area

Sixty-two holes (17,400 feet) were drilled in 1978 by Washtenaw Energy Corporation – U.S. Energy Corporation on the Shallow Diane mineral trend. Drilling was confined to ridge tops, along existing trails, and in other areas of easier access. This drilling was successful in bracketing the trend over a lateral distance of some ¾ mile and some good intercepts were logged, including 4.0 feet of 0.178% U₃O₈ at a depth of 95.0 feet; 5.5 feet of 0.132% U₃O₈ at 166.5 feet; and 7.0 feet of .100% U₃O₈ at 140.5 feet.

Early Western Standard Uranium drilling suggested that a favorable mineralized area occurs at shallow depths in the Shallow Diane area. Mineralization is in the sand unit designated F-55 sand. During 1978, Washtenaw Energy Corporation - U.S. Energy Corporation drilled 62 holes in this area. Drilling was generally on 50- to 100-ft. centers

Eric Area

Approximately 183 holes (+84,500 feet) had been drilled by Western Standard Uranium over the Eric area. This past drilling suggested that multiple roll fronts occur at depths ranging from less than 200 feet to greater than 700 feet in both Wasatch and Fort Union sandstones. Through the detailed correlation of the wide spaced probe logs, five different fronts have been loosely identified and programs were developed for these targets. The Western Standard Uranium drilling suggests a mineral belt across the Eric area that appears to exceed 2.5 miles in length.

In 1978, Washtenaw Energy Corporation – U. S. Energy Corporation drilled a total of 42 holes (14,480 feet) in the Eric area and in 1979, the program was continued with the drilling of 164 holes, for 70,815 feet. Forty-two additional holes were subsequently budgeted for the Eric area under the 1982 minimum holding. This drilling has generally been successful in establishing uranium mineralization on several of the trends.

Western Standard Uranium had close-spaced drilling on one sand trend, which was sufficient for to calculate a small historical indicated resource of nearly 19,000 pounds of U_3O_8 . It appears to be 100 to 200 feet below the top of the Fort Union formation; this it is tentatively identified as the F-55 mineral trend. Limited verification drilling by Washtenaw Energy Corporation - U.S. Energy Corporation, has caused a downward adjustment of this resource, to a little over 16,000 pounds U_3O_8 .

The bulk of the Eric drilling was along the mineral trend located in Sections 17 & 20 and the trend appears to be located about 250 to 300 feet below the top of the Fort Union formation, hence it is tentatively identified as the F-60 mineral trend. Drilling was generally on 50-ft. centers, along profiles, located from 100 to 200 feet apart. The depth of the mineralization varies from about 250 feet on the south and northwest ends to about 650 feet in the deeper northcentral part of the system. The F-60 trend has a lower front that is persistent throughout the length of the identified trend.

Sippie Area

Section 36 (Sippie) Mine Area: In January, 1979, a calculation was completed for the Section 36 (Sippie) Mine area, located in Section 36, Township 44 North, Range 81 West, Johnson County, Wyoming. The calculation resulted in 16,657 tons of 0.117% U_3O_8 for a total, in-place, indicated resource of nearly 36,000 pounds U_3O_8 . The QP did not obtain any more specific information that what is above.

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Figure 10: Historically Identified Mineralization

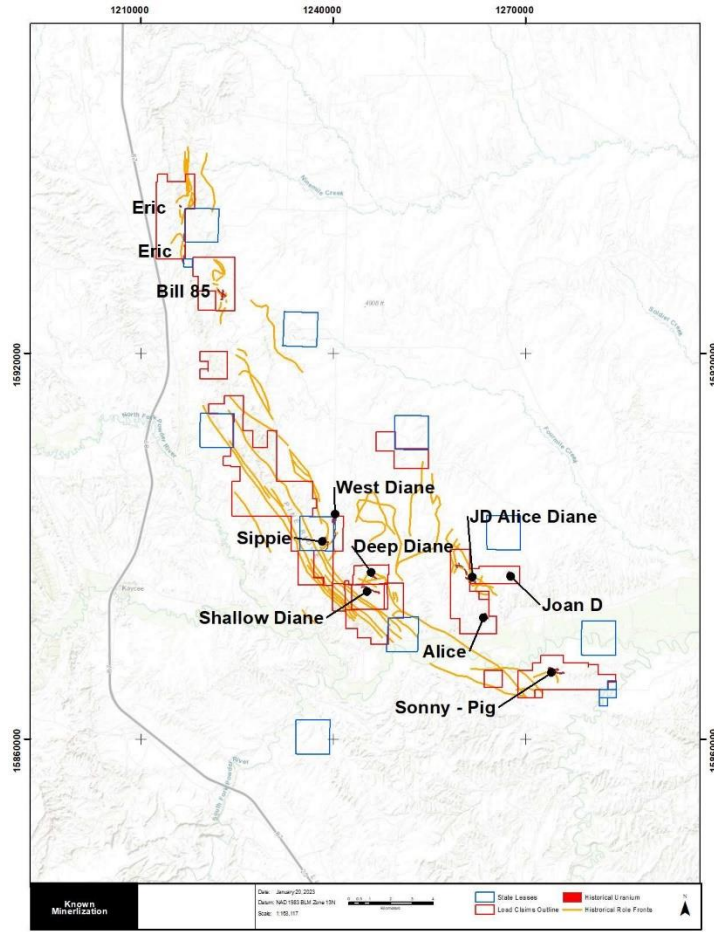


Table 14: Summary table from above

Drill Area Trend Number	Av. Depth (feet)	Av. Per Hole Thickness (ft)	Intercepts per Hole (ft)	No. of Mineralized Holes	Tons	Grade (%U ₃ O ₈)	#s U3O8	Resources
Sonny-Pig (W-45)	206.00	4.83	1.19	144	188,403	0.138	519,984	Indicated
Bill '85' (W-40)	345.00	4.69	1.10	29	21,361	0.074	31,615	Indicated
Bill '85' (W-35)	243.00	4.91	1.10	36	16,709	0.106	35,424	Indicated
West Diane (F-55)	827.00	4.12	1.05	21	118,450	0.098	232,162	Inferred
West Diane (F-80)	740.00	5.70	1.40	5	30,637	0.101	61,887	Inferred
Deep Diane (F-70)	1136.00	6.79	1.30	2	54,988	0.125	137,690	Inferred
Deep Diane (F-80)	1373.00	6.00	1.00	7	12,422	0.102	25,340	Inferred
Joan 'D'-Alice-Diane (W-35)	475.00	5.23	1.10	86	117,838	0.099	234,262	Indicated
Joan 'D'-Alice-Diane (W-30?)	335.50	3.67	1.00	3	6,646	0.054	7,177	Inferred
Alice (W-40)	392.50	4.82	1.10	51	91,562	0.091	166,643	Indicated
Joan 'D'-Alice (W-30)	258.50	4.75	1.13	8	15,987	0.080	25,579	Inferred
Shallow Diane (F-55)	155.00	4.28	1.00	16	26,803	0.100	53,445	Inferred
Eric (F-55?)	166.50	3.85	1.10	10	6,798	0.119	16,178	Indicated
Eric (W-45?)	123.50	5.39	1.00	9	18,764	0.059	22,141	Indicated
Eric (F-60?)	348.00	6.64	1.25	36	93,769	0.065	120,962	Indicated
Section 36 (Sipple Mine)	80.00	4.85	1.20	34	16,657	0.117	38,977	Indicated

It should be noted that the historical resources included in this section are geologic, in-place resources that have not been subjected to mining dilution, potential mill recovery rates, and disequilibrium. In addition, the arbitrary cut-off requirements remain the same for all areas, regardless of depth. These requirements are basically a minimum grade of four feet at 0.040% U_3O_8 and a minimum grade-thickness.

The historical calculations stated above were classified using the definitions below:

Resource - This term refers to mineral material that may or may not be recoverable at a profit, under present conditions, including those deposits which have not yet been discovered; those deposits that are known, but are not viable under current economic conditions; and those deposits that are known, but have not yet been subjected to in-depth engineering viability tests and feasibility studies. Cut off material is an uranium intercept having a grade of at least four feet thick with 0.040% U_3O_8 and a grade times thickness or better.

Indicated - Mineral for which tonnage and grade are computed, mostly from specific measurements and partly from projection for a reasonable distance on geologic evidence. This will include mineralized areas that are blocked-out on not greater than 200-ft. drill centers.

Inferred - Mineral for which quantitative estimates are based largely on broad knowledge of the geologic character or the deposit and for which there are limited specific measurements. This would include the interpretation of a drilled area where much of the spacing is generally greater than 200-ft. centers.

Other Drilling

Drilling: Section 8, Township 43 North, Range 80 West

The Pine Knob area is located on the Diane claims in the central and eastern portions of Section 8, Township 43 North, Range 80 West, about one-quarter mile south of the Shallow Diane area and about three-quarters mile south of the Deep Diane area. Subsequent to the 1982 Eric program, the contingency footage (2,470 feet) was used to drill eight shallow holes for the initial testing of this anomalous area. The Pine Knob area is underlain by a number of thick, altered sand stones within the upper Fort Union section. Geologic mapping in 1980 had identified an anomalous outcrop with up to 10,000 CPS. An old mine (decline) adjacent to this outcrop is also quite anomalous in radioactivity. This old mine followed the +15° dipping outcrop to a depth of plus 50 feet and it is believed to have been dug in the 1950's.

Drilling: NW of Section 27, Township 44 North, Range 81

In 1980, five holes (2,300 feet) were drilled on this surface prospect located in the NW of Section 27, Township 44 North, Range 81 West. This altered and anomalous Lance sandstone was penetrated by all five holes over a lateral east west distance of approximately one-quarter mile at depths varying from 100 feet to over 500 feet. The sand thickness remained similar at +20 feet and alteration continued intense, with an anomalous gamma kick at the base of the sand. Drilling was terminated, along this profile.

The 1980 geologic mapping program located an altered Cretaceous Lance sandstone outcrop in a small gully about 1/2 miles to the south of the Meike North area. Radiometrics ranged from 150 to 500 CPS on the outcrop suggesting that there might be uranium mineralization in close proximity, down-dip from this outcrop.

In 1980, five holes for 2,300 feet were drilled in the Area. The altered and anomalous Cretaceous Lance sandstone, which was observed in outcrop, was penetrated by all five drill holes over an east-west lateral distance of approximately one-quarter mile. The altered sand was penetrated at depths ranging from +100 feet to over 500 feet. The sand thickness remained similar at +20 feet and alteration continued intense, with an anomalous gamma kick at the base of the sand.

Roll Fronts

As shown on Figure 10, historically identified roll front(s) are narrow and are projected through several areas were identified. It is possible that good mineralized material exists through these areas. Roll fronts commonly contain a very narrow, high-grade zone, immediately adjacent to the geochemical interface, at the roll, and this high-grade area is responsible for a disproportionate percentage of the cross-sectional pounds within the front. Due to its very limited width, this high-grade zone is usually only penetrated by a small percentage of drill holes. On the Sonny- Pig trend, a few holes have penetrated high-grade intercepts (+0.30% U₃O₈); hence, it is probable that this high-grade zone exists along much of the frontal system. If this is the case, mining may recover additional and higher-grade material from this zone. This contention is supported somewhat by the higher average grade encountered in the more closely-spaced Chabot area.

Geological Setting and Mineralization

The Powder River Basin of northeastern Wyoming lies between the Black Hills on the east and the Bighorn Mountains on the west and extends from the Laramie Range northward into southern Montana. The basin occupies 12,000 to 15,000 square miles of rolling grassland, badlands, and sand dunes and includes most of Campbell, Converse, Johnson, and Sheridan Counties.

The Powder River Basin is underlain almost completely by freshwater sedimentary rocks of the Wasatch Formation of Eocene age. Immediately underlying the Wasatch Formation, the Fort Union Formation of Paleocene age crops out as a band around the periphery of the Wasatch. Older rock units of Cretaceous and Paleozoic age crop out discontinuously around the borders of the basin. Consolidated rocks younger than the Wasatch beds, belonging to the White River Formation of Oligocene age, cap the Pumpkin Buttes in the central part of the basin and truncate Fort Union beds at the south edge of the basin.

The southern part of the basin is generally less incised than other parts, and badlands make up only a small part of the area. Most of it is characterized by rolling grasslands separated by broad valleys.

The major of mineralize host sands in the Project area occupy a broad northeast plunging syncline, located between the uplifted Big Horn Mountains to the west and the Sussex-Salt Creek anticlinal complex to the southeast. The wide Casper Arch is the major structural feature immediately to the southwest of the Project area. During late Cretaceous time, this arch was uplifted and eroded, exposing a broad belt of Cretaceous sediments at surface. During early Tertiary time, major paleo streams, originating in the Central Wyoming Highlands, flowed northeastward into the Powder River Basin. The paleo streams deposited fluvial sediments unconformably across the breached Casper Arch and into the synclinal complex, under and marginal to the present Project area. At the end of Paleocene time, moderate uplift and tilting occurred in the basin margins, causing partial erosion of the Paleocene Fort Union sections.

During early Eocene time, a major paleo drainage again deposited fluvial sediments across the Casper Arch and into the syncline in the present Project area. These sediments were mostly sourced in the Granite Mountains of Central Wyoming and were deposited unconformably onto the Paleocene Fort Union strata. During Eocene time, the area was again uplifted and subjected to modest erosion.

In Oligocene time, the area was probably blanketed by tuffaceous sediments. Subsequently, the area was again subjected to erosion which stripped away most of the tuffaceous deposits as well as part of the Eocene and Paleocene rocks, leaving the present outcrop pattern.

With the withdrawal of the Cretaceous Sea, the south and west sides of the Powder River Basin were repeatedly uplifted and continuously eroded. Contemporaneous subsidence in the basin was apparently rapid enough to maintain a warm, wet climate and a combination of piedmont and swampy lowland topography that probably controlled the character of terrestrial sediments of Paleocene and early Eocene age. Freshwater sandstone, shale, claystone, and coal beds of Fort Union age contain fossil remains of arboreal land mammals, turtles, garfish, and flora typical of an environment having an altitude of not more than 1,000 feet above sea level (Van Houten, 1945). Fluvial deposition continued apparently unbroken; conglomerate, sandstone, siltstone, claystone, and organic material of the Wasatch formation were laid

down over the beds of the Fort Union. The predominance of gray and generally drab (tan to yellowish-gray) fine-grained sedimentary rocks and the many coal beds in the Wasatch in a wide peripheral zone suggest that deposition of these flood-plain deposits occurred in a generally reducing environment.

The sandstones in the Kacycee Property area appear to have been deposited in drainages flowing from south to north. Subsurface drill data indicates that the individual sandstones "shaled out" both to the east and west. These "shaled out" areas would represent the flood plains found on either side of a drainage. The examination of the sandstones on outcrop, in both the Fort Union and Wasatch Formations, indicates that they were deposited under aggrading conditions, with the lithology of the individual component members of the sandstones varying widely in lithology.

Individual units range from coarse pebble conglomerates to fine mudstones. As a generalization, most sandstones in the two formations have a moderate to abundant carbon content found as flakes and small fragments. No large accumulations of carbonaceous trash were observed on the outcrop, but recent drilling indicates that such is found in the sub - surface. It would appear that the sandstones of the Fort Union Formation contain a greater amount of carbonaceous material than the sandstones in the Wasatch Formation. The sedimentary features in the sandstones indicate rapid burial of much of the material, and with the carbonaceous material present, this would imply that reducing conditions could have prevailed in the sandstones. This concept conforms to the fact that, at depth, away from the present surface oxidizing conditions, the sandstones are light gray in color. This color, along with the lithology and sedimentary features mentioned above, have been interpreted as being indicative of reducing conditions in other sandstones deposited under continental conditions. Light gray carbonaceous "reduced" sandstones outcrop in both the Fort Union and Wasatch Formations.

The oxidized portions of the sandstones are typically stained hematite red. Megascopic examination indicates that there is very little carbonaceous material present in the sandstone, and much of the pyrite has been oxidized to hematite, found as stain on the individual grains within the sandstone.

All oxidized portions of the sandstones occur at the outcrop or as down-dip extensions from the outcrop. No oxidized sandstone is known to exist in the subsurface that does not have an extension to an oxidized outcrop. The limited amount of work which has been done by Union Carbide on the mineralization indicates that the uranium is found most frequently as variegate, and possibly uraninite. The lack of clay minerals within the mineralized sandstones may restrict the mode of vanadium occurrence. For instance, it is more common to find vanadium within the clay lattice in the Salt Wash member of the Morrison Formation, but its exclusion in the Powder River Basin in this form may be due to the lack of clay in the sandstones. In the partially oxidized and reduced environments, most of the mineralization is found directly associated with the carbonaceous material. No uranium-vanadium mineralization has been found as intragranular films in the sandstones, the more common occurrence in the Jurassic sandstones of the Colorado Plateau.

Stratigraphy

Sandstones within the Cretaceous Lance, the Paleocene Fort Union, and the Eocene Wasatch formations, are the host rocks for uranium mineralization in the Project area.

Lance Formation – The Lance Formation is Late Cretaceous was deposited by muddy streams which flowed eastward across the Project area. Although most of the Lance section is composed of gray, carbonaceous siltstones and mudstones, the upper section is composed of silty and argillaceous, fine-grained sandstones which reach good thicknesses locally. These sands are gray where unaffected since emplacement and tan, buff, or pink where they have been invaded and altered by secondary oxidizing-mineralizing solutions. The altered sands, within the Lance generally are much less colored than the overlying Fort Union sands; thus, this color intensity can often times be used to quickly determine the Fort Union/Lance contact in outcrop. Lance sands are also slightly finer-grained than those of the Fort Union and are also commonly salt-and pepper in appearance.

Fort Union Formation – Unconformably overlying the Lance is the Paleocene Fort Union formation. The Fort Union reaches a maximum thickness of well over 1,800 feet in the Project area. It is composed of gray

to purple, bentonitic mudstones and shales; carbonaceous siltstones; thin lignite's; and a considerable amount of fine- to medium-grained sandstones. Some Fort Union sands are thin, tight, and lenticular, but most are porous and permeable and some reach thicknesses exceeding 50 feet. The major sands are extensive in occurrence and display cross-bedding, clay galls, conglomerate lenses, and other features characteristic of stream channel deposits. The larger sands are mostly poorly-indurated with clay cement. Where fresh, they are typically gray and somewhat carbonaceous and where altered, they range in color from bright red to pink to yellow to bleached. The Fort Union probably accounts for the majority of uranium host sands in the Project area.

The Fort Union Formation (Paleocene) is about 2,500 feet thick and contains numerous very thick, massive, porous sands in the lower 1,000 feet and more isolated, lenticular, and generally thinner sands in the upper 1,500 feet. Utilizing both drill-hole information and surface mapping, Western Standard geologists have correlated individual sands within the Fort Union Formation for distances ranging up to 10 miles within the project area.

These sands exhibit many characteristics which prove that they were deposited by large streams under the influence of a humid and subtropical climate. The sands contain crossbedded lenses of chert pebble conglomerate, clay galls, carbonized woody material, and other features which are generally indicative of fluvial deposition. Most of the sands are porous and friable. Unaltered and untethered sands are typically dark gray, very carbonaceous, and pyritic. Unaltered but weathered sand outcrops are usually pale gray or yellowish gray with scattered dark brown, limonitic staining. Altered sands in the outcrop or below the water table are usually reddish in color, due to intense hematite staining. Pyrite and humates are totally absent in the altered sands.

The shales and mudstones of the Fort Union Formation are typically medium to dark gray, commonly carbonaceous and soft. Lignite shales are common in the Fort Union Formation and coal beds occur in the central part of the area in the upper part of the formation. Some coal beds as thick as 40 feet have been encountered by drilling.

The Wasatch Formation (Early Eocene) overlies the Fort Union with apparent conformity. Detailed correlations indicate that there may be local angular unconformities within the Fort Union and Wasatch Formations. West and northwest of the project area, conglomeratic beds equivalent to the Wasatch Formation unconformably overlap Fort Union and older beds. These overlapping early Eocene strata have been named the Kingsbury Conglomerate. The Wasatch Formation is generally more easily weathered and eroded in the KC area than is the underlying Fort Union Formation.

The Wasatch contains numerous thick, porous, friable sands in parts of the project area. Most of the Wasatch sands have been found to be altered and mineralized with uranium and vanadium. These sands were deposited by streams of intermediate to large size which flowed eastward and northeastward through the area. Distribution of the sands within the Wasatch Formation is only partially known; much more drilling will be required before their distribution is completely apparent.

Unaltered and untethered sands in the Wasatch Formation are generally medium to dark gray, carbonaceous, and pyritic. Distribution of carbon in these sands appears to be somewhat more erratic than it is in the underlying Fort Union sands. Altered Wasatch sands are difficult to distinguish from the altered sands in the underlying Fort Union shales and mudstones of the Wasatch Formation are, for the most part gray and carbonaceous. Some zones, however, exhibit brightly colored red and green mudstones in the outcrops. The base of the Wasatch was somewhat arbitrarily established at the base of a fairly prominent vari-colored mudstone.

The Eocene Wasatch formation is the youngest unit encountered and only 146.5 feet of this formation, even though it is the unit that is exposed at the surface over the majority of the prospect area. Outcrops within the Wasatch are scarce due to a combination of shallow dips (less than 10°), unconsolidated sediments, and thick soil development. Unconformably underlying the Fort Union, is the Cretaceous Lance formation. The upper Lance is of major concern because it contains mostly substantial sandstones that are known to

host uranium mineralization locally. Sand in the Lance are often ridge-formers and the dip of these strata generally exceeds 20° and sometimes 30°.

Structure

The KC Property is located structurally in a northwest plunging major synclinal area formed by the Big Horn Mountains to the west and the Sussex-Salt Creek anticlinal complex to the southeast. The area also forms part of the northwest side of the Powder River Basin. Stratigraphically, the mineralization is located in the Paleocene Fort Union Formation (Tfu) and the Eocene Wasatch Formation (Tw). The thickness of the Fort Union Formation is reported to be 2500 feet. The lithology consists of a lower 1000 feet of thick massive sandstones grading upward to more isolated and thinner sandstones with interbedded coals, shales and mudstones in the upper 1500 feet. No thickness is reported for the Wasatch Formation, but 0- 500 feet is indicated on the resistance logs. The lithology of the Wasatch Formation is not well known, particularly the extent and distribution of the sandstones with difficulty reported in distinguishing the Wasatch-Fort Union contact. Dips of the Wasatch and Fort Union Formations are reported to be from 10° to 25° east.

The Complex is located in the Powder River Basin, which is a large structural and topographic depression sub-parallel to the trend of the Rocky Mountains. The Basin is bounded on the south by the Hartville Uplift and the Laramie Range, on the east by the Black Hills, and on the west by the Big Horn Mountains and the Casper Arch. The Miles City Arch in southeastern Montana forms the northern boundary of the Basin.

The Powder River Basin is an asymmetrical syncline with its axis closely paralleling the western basin margin. During sedimentary deposition, the structural axis (the line of greatest material accumulation) shifted westward resulting in the Basin's asymmetrical shape (Figure 6). On the eastern flank of the Powder River Basin, sedimentary rock strata dip gently to the west at approximately 0.5° to 3.0°. On the western flank, the strata dip more steeply, 0.5° to 15° to the east with the dip increasing as distance increases westward from the axis. The general surficial geology of this portion of the Powder River Basin is shown.

Alteration and Mineralization

Five major uranium districts occur within the Wyoming Tertiary Basin. These include the Gas Hills, Crooks Gap-Red Desert, Shirley Basin, Monument Hill-South Powder River Basin, and the Pumpkin Buttes Districts. The KC Property should potentially be included as part of the Pumpkin Buttes District. The host rocks and uranium emplacement within these five districts are all genetically related. The details known about the mineralization in the Project area are illustrated in the history section of this report.

Fluviatile sands of the Lance, Fort Union, and Wasatch are hosts for uranium-vanadium mineralization in the Project area. Historically, geologists identified the relationship between iron-stained outcrops and uranium-vanadium mineralization in the Project area. They noted extensive sandstone exposures which ranged in color from red to yellow to pink. The colors were caused by hematite and limonite coatings on sand grains. These colored outcrops spanned a lateral distance of some 15 miles and exhibited solution banding (color) which crossed bedding planes in the sandstones. Clay stones and some preserved carbonaceous zones, adjacent to these altered outcrops, carried uranium and vanadium mineralization. Historical drilling revealed that this relationship continued down-dip into the subsurface as well, until the limits of secondary alteration were reached. Beyond the alteration limits, the sands were fresh and gray in color.

The Wasatch, and probably much of the Fort Union, sediments in all of these districts were sourced from the Granite Mountains of Central Wyoming and transported by streams into the respective basins of deposition. These paleo drainages also became the conduits which carried the uranium-rich ground waters, from the granite provenance, and perhaps other sources, via the permeable sandstones to the point of precipitation in the various uranium districts.

Uranium mineralization in the Project area is the result of down-dip migration of a geochemical cell with concentrations of uranium occurring in solution fronts at the margin of the cell. The source of the uranium is believed to be the Granite Mountains where the uranium was derived from the leaching of the anomalous

granitic rocks. Other possible contributing sources would be the leaching of the overlying Oligocene tuffaceous strata or possibly the leaching of the host rocks within the altered portion of the cell. In the Project area, mineralizing solutions were introduced through and eventually precipitated as uranium deposits in sandstones of the Wasatch formation. In addition, where the Wasatch channels were in contact with previously deposited and partially eroded Lance and Fort Union sandstones, mineralizing solutions also progressed down-dip and formed mineral deposits in these hosts.

The general location of mineralized trends can be predicted with fair confidence utilizing a minimum of widely spaced drill holes. However, the geometry and character of the uranium accumulations, along the front is complex due to variations in the controlling physical and chemical parameters; thus, considerable close-spaced drilling is usually necessary to determine the volume and grade of the uranium deposits.

Deposit Types

Uranium deposits accumulated along roll-fronts at the down-gradient terminations of oxidation tongues within the host sandstones. The deposits occur within sandstones, which are intermittently interbedded with lenses of siltstone and claystone, commonly referred to as mudstones at the project due to the mixture of particle sizes. The thickness of the mineralization is controlled by the thickness of the sandstone host containing the solution-front.

Wyoming uranium deposits are typically sandstone roll-front uranium deposits as defined in the "World Distribution of Uranium Deposits (UDEPO) with Uranium Deposit Classification", (IAEA, 2009). The key components in the formation of roll-front type mineralization include: □ A permeable host formation: Sandstone units of the Wasatch formation.

- A source of soluble uranium: Volcanic ash flows coincidental with Wasatch deposition containing elevated concentration of uranium is the probable source of uranium deposits for the Pumpkin Buttes Uranium Province area.
- Oxidizing ground waters to leach and transport the uranium: Ground waters regionally tend to be oxidizing and slightly alkaline.
- Adequate reductant within the host formation: Conditions resulting from periodic H₂S gas migrating along faults and subsequent iron sulfide (pyrite) precipitation created local reducing conditions.
- Time sufficient to concentrate the uranium at the oxidation/reduction interface. Uranium precipitates from solution at the oxidation/reduction boundary (REDOX) as uraninite which is dominant (UO₂, Uranium oxide) or coffinite (U₄SiO₄, uranium silicate).

The geohydrologic regime of the region has been stable over millions of years with ground water movement controlled primarily by high-permeability channels within the predominantly sandstone formations of the Tertiary.

The uranium mineralization is composed of amorphous uranium oxide, sooty pitchblende, and coffinite and is deposited in void spaces between detrital sand grains and within minor authigenic clays. The host sandstone is composed of quartz, feldspar, accessory biotite and muscovite mica, and locally occurring carbon fragments. Grain size ranges from very fine - to very coarse sand but is medium-grained overall. The sandstones are weakly to moderately cemented and friable.

Pyrite and calcite are associated with the sands in the reduced facies. Hematite or limonite stain from pyrite are common oxidation products in the oxidized facies. Montmorillonite and kaolinite clays from oxidized feldspars are also present in the oxidized facies.

Sandstone uranium deposits are typically of diagenetic and/or epigenetic origin formed by low temperature oxygenated groundwater leaching uranium from the source rocks and transporting the uranium in low concentrations down gradient within the host formation where it is deposited along a Redox interface. Parameters controlling the deposition and consequent thickness and grade of mineralization include the host rock lithology and permeability, available reducing agents, ground water geochemistry, and time in that the ground water/geochemical system responsible for leaching; transportation and re-deposition of

uranium must be stable long enough to concentrate the uranium to potentially economic grades and thicknesses. Roll Front mineralization is common to Wyoming uranium districts including the Powder River Basin, Gas Hills, Shirley Basin, Great Divide Basin, and others, as well as districts in South Texas and portions of the Grants, New Mexico District.

Exploration

Nuclear Fuels has not undertaken any exploration on the KC Property.

Drilling

Nuclear Fuels has not performed drilling on the KC Property.

Sampling Preparation, Analysis and Security

Nuclear Fuels has not performed any work on the KC Property.

Data Verification

On November 15, 2022 the QP visited the Kayce Property and examined several locations. No rock samples were taken during the site visit due the fact that the previously identified uranium mineralization is 80 feet to 1,373 feet below surface.

Nuclear Fuels has not performed any work on the KC Property, therefore the QP unable to verify the Company's work.

The QP reviewed a total of 45 historical Gamma Ray/Self Potential/Resistivity Resistance downhole geophysical logs for Bill '85, Deep Diane Eric, Shallow Diane, and West Diane. These downhole geophysical logs clearly indicate that there is a potential for uranium mineralization in these areas.

The exact locations of historical drilling are unknown due to the fact that they were all drilled before the use of GPS technology in mineral exploration. However, using the imagery from Google Earth, numerous historical drill pads and drill access road can be identified throughout the KC Property.

During the site visit, the QP observed evidence of historical drilling and what appears to be the historical workings.

The QP located several of the claim posts and witness posts for the recent mineral title acquisition. The QP is of the opinion that the historical data, details, number, type, nature, and spacing or density of samples collected, and the size of the area covered are all adequate for the current stage of exploration for the KC Property.

Mineral Processing and Metallurgical Testing

Fruchey, (1982), reports that in 1979 an In-Situ Test Program was conducted in three mineralized areas – the Joan 'D' -Alice-Diane, Eric, and Alice areas, respectively. A summary of these core holes follows:

Summary of Disequilibrium Results of the Project Area: A total of fourteen holes were collared on the Sonny-Pig, Bill '85' and the Joan 1 D' -Alice-Diane Areas, but five holes penetrated only low-grade material and the ore zone was not recovered in two other holes.

The average chemical grade of these samples was 0.179% U_3O_8 , and the equivalent grade was 0.163% U_3O_8 . The same samples averaged 0.229% V_2O_5 or some 1.25 times the chemical uranium. Thus, on a comparative basis, all samples of 0.030% U_3O_8 or better had disequilibrium of 1.1 (in favor of the chemical uranium). It would seem that this would be a reasonable disequilibrium to expect in the unoxidized deposits

in the Project area; however, considerable additional coring and assaying will be necessary to prove this in all areas.

64 low-grade samples (0.010 to 0.029% U_3O_8) from the Joan ' D' Alice-Diane Area had a favorable disequilibrium of 1.28 in material that had an average chemical grade of 0.013% U_3O_8 . Both chemical and radiometric assays will be run on low-grade intervals from all future coring so as to develop a more reliable disequilibrium factor in this low-grade range.

Interpretation and Conclusions

The Powder River Basin of northeastern Wyoming lies between the Black Hills on the east and the Bighorn Mountains on the west and extends from the Laramie Range northward into southern Montana. The basin occupies 12,000 to 15,000 square miles of rolling grassland, badlands, and sand dunes and includes most of Campbell, Converse, Johnson, and Sheridan Counties.

The Powder River Basin is underlain almost completely by freshwater sedimentary rocks of the Wasatch Formation of Eocene age. Immediately underlying the Wasatch Formation, the Fort Union Formation of Paleocene age crops out as a band around the periphery of the Wasatch. Older rock units of Cretaceous and Paleozoic age crop out discontinuously around the borders of the basin. Consolidated rocks younger than the Wasatch beds, belonging to the White River Formation of Oligocene age, cap the Pumpkin Buttes in the central part of the basin and truncate Fort Union beds at the south edge of the basin.

Historical uranium mineralization on the KC Property consists of typical Wyoming roll front occurrences in sandstones and conglomerates. 11 uranium mineralized areas, some with multiple mineral sites, are presently known to exist within the property boundaries. The uranium mineralization in the KC Property Area occurs in sands of the Fort Union and Wasatch Formation as geochemical fronts or "rolls" calculated from the closer spaced drilling in depths that range from less than 50 feet to 1,300 feet.

The majority of mineralize host sands in the Project area occupy a broad northeast plunging syncline located between the uplifted Big Horn Mountains to the west and the Sussex-Salt Creek anticlinal complex to the southeast. The wide Casper Arch is the major structural feature immediately to the southwest of the Project area. During late Cretaceous time, this arch was uplifted and eroded, exposing a broad belt of Cretaceous sediments at surface. During early Tertiary time, major paleo streams originating in the Central Wyoming Highlands, flowed northeastward into the Powder River Basin. The paleo streams deposited fluvial sediments unconformably across the breached Casper Arch and into the synclinal complex, under and marginal to the present Project area. At the end of Paleocene time, moderate uplift and tilting occurred in the basin margins, causing partial erosion of the Paleocene Fort Union sections.

Currently, little is known about the reduced portion of the sandstones within the Fort Union and Wasatch Formations to evaluate their uranium potential. A number of geologic features common to the Salt Wash member of the Morrison Formation within the Urvan Mineral Belt are found within the Tertiary sandstones of the Powder River Basin and may well signify a similar geologic environment for both districts. Additional geologic data must be generated in the reduced portion of the sandstone before a final opinion can be developed as to whether the Powder River Basin uranium mineralization is similar to the Salt Wash mineralization of Colorado. A "Urvan style" exploration program on the reduced sandstone areas would answer all questions

Recommendations

In the qualified person's opinion, the character of the KC Property is sufficient to merit the following work program:

The program will consist of data compilation of available data, undertake a lidar survey and rotary drilling using downhole gamma measurement. The rotary drilling is to be on selected historical mineralized areas to confirm the presence of uranium mineralization.

Table 15: Proposed Budget

Item	Unit	Rate	Number of Units	Total (USD\$)
Data Compilation				50,000
Property Wide Lidar Survey				65,000
All in Costs for Rotary drilling, gamma, accommodation, geologist, drill crew etc..	Per yard	\$70	4400	\$ 308,000

DIVIDENDS OR DISTRIBUTIONS

NFI has not declared or paid any dividends on the NFI Shares since incorporation. Any decision to pay dividends on the NFI Shares will be made by the NFI board of directors (the “**NFI Board**”) on the basis of NFI’s earnings, financial requirements and other conditions existing at such future time.

FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following financial statements and management’s discussion and analysis of NFI are attached as Exhibit 1, 2, 3 and 4:

1. the audited financial statements of NFI for the period from incorporation on May 25, 2022 to September 30, 2022 together with the notes thereto and the auditors’ report thereon;
2. the management’s discussion and analysis of financial condition and results of operations of NFI for the period from incorporation on May 25, 2022 to September 30, 2022;
3. the interim financial statements of NFI for the three months ended December 31, 2022; and
4. the interim management’s discussion and analysis of financial condition and results of operations of NFI for the three months ended December 31, 2022.

Selected Consolidated Financial Information and Management’s Discussion and Analysis

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of NFI for the period from incorporation on May 25, 2022 to September 30, 2022 and the interim financial statements of NFI for the three month period ended December 31, 2022 and should be read in conjunction with the Management’s Discussion and Analyses for the period from incorporation on May 25, 2022 to September 30, 2022 and for the three month period ended December 31, 2022.

	Period from Incorporation on May 25, 2022 to September 30, 2022 (Audited)	Three Month Period Ended December 31, 2022 (Unaudited)
Total Revenue	Nil	Nil
Net Loss	\$394,197	\$492,149
Current Assets	\$1,522,026	\$4,639,939
Total Assets	\$1,540,852	\$5,363,869
Current Liabilities	\$1,935,048	\$189,681
Total Long-Term Liabilities	\$1,540,852	\$5,363,869
Cash Dividends Declared	Nil	Nil

Management’s Discussion and Analysis

The Management’s Discussion and Analysis of Nuclear Fuels from incorporation on May 25, 2022 to September 30, 2022 and for the three months ended December 31, 2022 are respectively attached Exhibit 2 and Exhibit 4 hereto.

DESCRIPTION OF SECURITIES

The authorized capital of NFI consists of an unlimited number of NFI Shares. As at the date of the Management Proxy Circular, there are 41,750,225 NFI Shares outstanding.

The holders of NFI Shares are entitled to receive notice of and to attend all meetings of the shareholders of NFI (the “**NFI Shareholders**”) and to one vote per share at meetings of the NFI Shareholders. The NFI Shareholders are also entitled to receive dividends on the NFI Shares as and when declared by the NFI Board. The NFI Shareholders are also entitled, in the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, or any other distribution of assets among NFI’s shareholders for the purpose of winding up its affairs, and to share rateably in such assets of NFI as are available for distribution.

CONSOLIDATED CAPITALIZATION

As at September 30, 2022, NFI had 100 shares issued and outstanding. NFI subsequently issued NFI Shares at prices ranging from \$0.038 to \$0.50 in connection with various financings and acquisitions. See Prior Sales table below for additional information.

OPTIONS TO PURCHASE SECURITIES

Outstanding Awards

As at the date of this Management Proxy Circular, NFI has 1,800,000 stock options outstanding. Each stock option may be exercised at a price of \$0.25 to acquire one NFI Share until October 28, 2025.

Stock Option Plan

The following summary of NFI's stock option plan (the "**Plan**") does not purport to be complete and is qualified in its entirety by reference to Plan.

PRIOR SALES

The following table summarizes securities of NFI that NFI has issued within the 12 months prior to the date of this Management Proxy Circular.

Date of Issue	Type of Security	Number of Security	Issue Price of Security
March 31, 2023	Common Shares	8,566,975	\$0.50
February 28, 2023	Common Shares	4,250,800	\$0.50
January 26, 2023	Common Shares	300,000	\$0.50
December 22, 2022	Common Shares	7,449,200	\$0.50
October 27, 2022	Stock Options	1,800,000 ⁽¹⁾	n/a
October 3, 2022	Common Shares	8,030,650	\$0.20
October 3, 2022	Common Shares	980,000	US\$0.155
October 3, 2022	Common Shares	8,172,500	\$0.063
October 3, 2022	Common Shares	1,400,00	US\$0.05
October 3, 2022	Common Shares	500,000	\$0.038
October 1, 2022	Common Shares	1,500,000	\$0.20
May 25, 2022	Common Shares	100	\$0.01

Note:

- (1) These stock options may be exercised at a price of \$0.25 to acquire one NFI Share until October 28, 2025.

Trading Price and Volume

No stock prices are available as NFI does not currently trade on and has never had any of its securities listed on a stock exchange, quotation system or other securities market.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and executive officers of NFI, no NFI Shareholders, as of the date hereof, have a right of ownership or control or management, directly or indirectly, on more than ten percent (10%) of the NFI Shares, other than enCore Energy Corp. which holds 8,566,975 NFI Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Board of Directors and Officers

The following table sets forth the name, municipality of residence and principal occupation during the last five years for those persons who are currently directors and officers of NFI:

Name, province or state and country of residence and position, if any, held in NFI	Principal occupation during the past five years	Served as director or officer of NFI since	Number of NFI Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Michael Collins British Columbia, Canada <i>Director and CEO</i>	Mr. Collins has worked as an Officer and Director of public companies and as a geological consultant during the past five years.	May 31, 2022	1,450,000
William Sheriff British Columbia, Canada <i>Director and Chairman</i>	Chairman of enCore Energy Corp. since 2009 and Executive Chairman of enCore Energy Corp. since January 2019. Executive Chairman of Golden Predator Mining Corp from April 2014 to September 2021. Director of Exploits Discovery Corp. since October 2020. Chairman of Sabre Gold Mines Corp. since September 2021.	December 16, 2022	600,000
Eugene Spiering Powell, WY, USA <i>Director</i>	Mr. Spiering serves as a director for Southern Silver Exploration Corp., Arizona Silver Exploration, and s consulting geologist for clients conducting uranium and precious and base metal exploration in the Western U.S., He is a a technical advisor to enCore Energy Corp Group 11 Technologies, and Visionary Gold Corp.	May 25, 2022	100,100
David Miller Riverton, WY, USA <i>Director</i>	Mr. Miller retired as a legislator in the Wyoming Legislature in January 2021. Mr. Miller has been a director of ALX Resources Corp. since May 2017, of Rush Rare Metals Corp. since December 2022, and of Visionary Gold Corp. since March 2023. Mr. Miller also provides corporate consulting services.	October 2, 2022	600,000
Monty Sutton British Columbia, Canada <i>CFO</i>	From October 2020 through November 2022 Mr. Sutton was employed as CFO for Exploits Discovery Corp. Mr. Sutton worked most of his career as an investment advisor, trader, and insurance specialist with PI Financial Corp. in Vancouver.	May 31, 2022	250,000
Jacqueline Collins	Ms. Collins is a Securities/Corporate Finance Paralegal with over 25 years of	May 31, 2022	Nil

British Columbia, Canada <i>Corporate Secretary</i>	experience as a legal administrator, corporate secretary and paralegal at both independent and national law firms, and with public resource companies. She specializes in the preparation and filing of all securities documents with Canadian and US securities regulators, including all continuous disclosure documents.		
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Notes

- (1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled has been provided by the nominees themselves.

Directorships

The following directors of NFI are directors of reporting issuers as stated:

Name	Name of reporting issuer
Eugene Spiering	Southern Silver Exploration Corp. (TSX-V) Arizona Silver Exploration Inc. (TSX-V)
Michael Collins	ArcPacific Resources Corp. (TSX-V)
David Miller	Rush Rare Metals Corp. (CSE) ALX Resources Corp. (TSX-V)
William Sheriff	C2C Gold Corp. (CSE) enCore Energy Corp. (TSX-V)

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or proposed director of NFI is and, or within the ten years prior to the date of this Management Proxy Circular has been, a director, chief executive officer or chief financial officer of any company, including NFI:

- (a) that while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to, after the proposed director ceased to be a director, chief executive officer or chief financial officer of the company and which resulted from an event that occurred while that person was acting in that capacity, of a cease trade order 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; or
- (c) that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No director or proposed director of NFI has, within the ten years prior to the date of this Management Proxy Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court

or regulatory body that would be likely to be considered important to a reasonable securityholder making a decision about whether to vote for the proposed director.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of NFI will be subject in connection with the operations of NFI. In particular, certain of the directors and officers of NFI are involved in managerial or director positions with other mining companies whose operations may, from time to time, be in direct competition with those of NFI or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of NFI. Conflicts, if any, will be subject to the procedures and remedies available under the BCBA. The BCBA provides that, in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBA. As at the date of this Management Proxy Circular NFI is not aware of any existing or potential material conflicts of interest between NFI and any director or officer of NFI.

Management

The following biographical information relates to each of the officers and directors of NFI as of the date of this Management Proxy Circular and includes a description of each individual's principal occupation within the past five years.

Eugene Spiering, Director, Age: 70

Mr. Spiering is an Exploration Geologist with over 30 years of international experience in mineral exploration and senior level project management in the Western United States, South America, and Europe. As VP Exploration, he participated in the discovery and development of the El Valle and Carles gold mines, and the Aguablanca nickel mine in Spain, along with discovery of 2 new uranium mineralized breccia pipes in Arizona. He was also responsible for the exploration and definition of 2 porphyry copper deposits near Yerington, Nevada. Mr. Spiering, is a consulting geologist and a Qualified Person (QP) as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects*. He is a registered member of the Society of Mining, Metallurgy, & Exploration (SME #4164070RM), a fellow member of Australasian Institute of Mining and Metallurgy (FAusIMM #222207) and served as SME 2015-2016 Henry Krumb Guest Lecturer. Mr. Spiering is on the Board of Southern Silver Exploration Corp, and acts as Chairman of the audit committee of ("SSV" on the TSX-V), a silver development project in Mexico.

Michael Collins, CEO and Director, Age: 55

Over the last 19 years, Mr. Collins has developed specialization in mineral exploration, deposit modeling and project development. His companies and projects of note include gold production and exploration at the Red Lake Mine with Goldcorp, nickel copper PGE's with Canadian Royalties and Uranium in Mongolia and the US southwest. Mr. Collins' work has also taken him to such diverse environments such as East Africa, South and Central America, and Southeast Asia. Michael has developed End-to-end mining industry expertise. Development of business concept, engaging corporate shell vehicles, raising capital (\$40 million), executing property agreements and a uranium tolling/off take agreement. Implementation of plan through team and project build out. Working in highly politicized environments to successfully develop and monetize mineral resources. Spear head market growth in the mining engineering business in North America by identifying and capitalizing on corporate assets and relationships. Modify marketing approach by defining key strengths to differentiate the company in services, targeting clientele as well as recruiting. Resulting in a diversified contract base, increasing sales, wider market recognition and organic staff recruitment. Graduating in 1996 with a B.Sc. Honors from Dalhousie University, Michael was granted professional status from the Association of Professional Geologists of Ontario in March of 2003, and the Association of Professional Engineers and Geologists of British Columbia in March of 2013.

David Miller, Director, Age: 70

David Miller is a businessman, professional economic geologist and was a part-time politician serving in the Wyoming Legislature. Mr. Miller was the Chief Executive Officer of Strathmore Minerals Corp. prior to its merger with Energy Fuels. David's primary professional focus has been on mineral exploration, development, and mining, and his career has spanned over 40 years with a chain of companies that started with Utah International and evolved into AREVA (ORANO), the French Nuclear Power Conglomerate. In addition he has consulted for the IAEA (International Atomic Energy Commission) in Austria and China. David is a recognized expert in the nuclear and energy field and has been seen, heard, and read in the New York Times, BBC, CNBC, CNN, Business News Network, Wall Street Journal, Globe and Mail, and Barron's. He is also author of "Investing in the Great Uranium Bull Market." David served 10 terms in the Wyoming House of Representatives, serving District 55 --Riverton, he served as Majority Floor Leader, Chaired Management Audit, Judiciary, and Travel Recreation and Wildlife Committees. He also served on Minerals, Revenue, Education, Corporations, Health & Labor Committees. He was an original appointee to the Wyoming Energy Commission. David graduated from the University of Missouri with a degree in Geology. He is a Registered Professional Geologist in Wyoming, a Registered Member of the Society for Mining, Metallurgy & Exploration and is a Fellow in the Society of Economic Geologists.

William Sheriff, Director, Age: 64

Mr Sheriff is an entrepreneur with over 40 years' experience in the minerals industry and the securities industry, and has been responsible for significant capital raises along with corporate development. He is the founder and Executive Chairman of enCore Uranium (TSXV:EU), where Mr. Sheriff has advanced the company from inception to a near term producer with a multi-jurisdictional United States asset base. Mr. Sheriff was co-founder and Chairman of Energy Metals Corp., and was responsible for compiling the largest domestic uranium resource base in US history before the company was acquired by Uranium One Corp for \$1.8 Billion in 2006. Mr. Sheriff serves as the Chairman of Sabre Gold Mines Corp., Executive Chairman of C2C Gold Corp. and is a Director and co-founder of Group 11 Technologies Inc, a private company committed to the development and application of environmentally and socially responsible precious metals mineral extraction as an alternate to conventional mining methods. Mr. Sheriff holds a B.Sc. degree (Geology) from Fort Lewis College, Colorado and an MSc in Mining Geology from the University of Texas-El Paso.

Jacqueline Collins, Corporate Secretary, Age: 57

Ms. Collins is a Securities/Corporate Finance Paralegal with over 25 years of experience as a legal administrator, corporate secretary and paralegal at both independent and national law firms, and with public resource companies. She specializes in the preparation and filing of all securities documents with Canadian and US securities regulators, including all continuous disclosure documents.

Monty Sutton, CFO, Age: 59

From October 2020 through November 2022 Mr. Sutton was employed as CFO for Exploits Discovery Corp. During his tenure at Exploits the company raised over \$26 million for exploration on their Newfoundland gold projects. Monty's earlier accounting career included positions as a Senior Management Accountant with MacMillan Bloedel. Mr. Sutton worked most of his career as an investment advisor, trader, and insurance specialist with PI Financial Corp. in Vancouver. During this time he participated in raising over \$100 million for junior mining companies and managed over 1,500 client accounts. On the public market side of the exploration business, Mr. Sutton was the Corporate Development Manager with eCobalt Solutions as they completed a base shelf prospectus for \$100 Million, raising over \$30 million for the development of their Idaho Cobalt Project.

David Miller ⁽¹⁾	nil	nil	nil	nil	nil	nil	nil
William Sheriff ⁽²⁾	nil	nil	nil	nil	nil	nil	nil

(1) David Miller was appointed a director of NFI on October 2, 2022

(2) William Sheriff was appointed a director of NFI on December 16, 2022

(3) The amount of option based awards is based on the estimated value of stock options issued derived using a Black-Scholes pricing model.

Stock Options and Other Compensation Securities

NFI did not grant stock options or other compensation securities to its directors during the period from incorporation on May 25, 2022 to September 30, 2022. The following table contains information on options outstanding as at the end of the three month period ended December 31, 2022 granted by NFI to the directors.

Option-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options⁽¹⁾
Eugene Spiering	250,000	\$0.25	October 22, 2025	N/A
David Miller	250,000	\$0.25	October 22, 2025	N/A
William Sheriff	250,000	\$0.25	October 22, 2025	N/A
Michael Collins	250,000	\$0.25	October 22, 2025	N/A

Management Contracts

NFI is not a party to any management contracts.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, officers, or employees of Nuclear Fuels or any of their associates or affiliates are or have been at any time indebted to Nuclear Fuels since the end of the last completed financial year, nor are any such persons expected to be indebted to Nuclear Fuels.

RISK FACTORS

Limited Operating History

NFI has no history of earnings. There are no known commercial quantities of mineral reserves on any properties in which NFI has an interest. There is no guarantee that economic quantities of minerals will be discovered on any properties in which NFI has an interest in the near future or at all. If NFI does not generate revenue or is unable to raise further funds, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by NFI may be affected by numerous factors which are beyond the control of NFI and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing

equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in NFI not receiving an adequate return of investment capital. There is no assurance that NFI's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of NFI's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Uranium Exploration

Exploration for uranium involves many risks and uncertainties and success in exploration is dependent on a number of factors including the quality of management, quality and availability of geological expertise and the availability of exploration capital. Major expenses may be required to establish reserves by drilling, constructing mining or processing facilities at a site, developing metallurgical processes and extracting uranium from ore. NFI cannot give any assurance that its future exploration efforts will result in any economically viable mining operations or yield reserves.

Financing Risks

NFI has no history of earnings and, due to the nature of its business, there can be no assurance that NFI will be profitable. NFI has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to NFI is through the sale of its securities. Even if the results of exploration are encouraging, NFI may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by NFI. NFI's unallocated working capital may not be sufficient to fund exploration programs on its properties and there is no assurance that NFI can successfully obtain additional financing to fund additional programs. While NFI may generate additional working capital through further equity offerings or through the sale of its properties, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to shareholders. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Commercial Ore Deposits

NFI's material properties are in the exploration stage only and are without known bodies of commercial ore. Development of NFI's material properties would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and NFI may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of NFI.

Permits and Government Regulations

The future operations of NFI may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental

protections, mine safety and other matters. There can be no guarantee that NFI will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on NFI's material properties.

The current and future mining operations and exploration and development activities of NFI, particularly uranium mining, are subject to laws and regulations governing worker health and safety, employment standards, mine development, mine safety, exports, imports, taxes and royalties, waste disposal, toxic substances, land claims of indigenous peoples, protection and remediation of the environment, mine decommissioning and reclamation, transportation safety and emergency response and other matters. Each jurisdiction in which NFI has properties regulates mining activities. It is possible that future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits, licences and approvals applicable to NFI or its projects, which could have a material and adverse impact on NFI's current mining operations or planned development projects.

Worldwide demand for uranium is directly tied to the demand for electricity produced by the nuclear power industry, which is also subject to extensive government regulation and policies, and any change in these regulations or policies may have a negative impact on NFI's business or financial condition.

Mineral exploration and the development of mines and related facilities is contingent upon governmental approvals, licences and permits which are complex and time consuming to obtain and which, depending on the location of the project, involve multiple governmental agencies. The receipt, duration, amendment or renewal of such approvals, licences and permits are subject to many variables outside NFI's control, including potential legal challenges from various stakeholders such as environmental groups, non governmental organizations, aboriginal groups or other claimants. The costs and delays associated with obtaining necessary approvals, licences and permits and complying with these approvals, licences and permits and applicable laws and regulations could stop or materially delay or restrict NFI from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or approvals, licences or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations, or material fines, penalties or other liabilities.

The requirements for obtaining radioactive materials licenses ("RML") for NFI's mineral properties in the United States allows for public participation. Third parties may object to the issuance of RMLs and/or permits required by NFI, which may significantly delay NFI's ability to obtain an RML and/or permit. Generally, public objections can be overcome through the procedures set forth in the applicable permitting legislation; however, significant financial resources and managerial resources are required through this process. In addition, the various regulatory agencies must allow and fully consider the public objections/comments according to such procedures set out in the applicable legislation and there can be no assurance that NFI will be successful in obtaining an RML and/or permit, which could have a material adverse effect on the viability of a project.

Where required, obtaining necessary permits to conduct exploration or mining operations can be a complex and time consuming process and NFI cannot assure whether any necessary permits will be obtainable on acceptable terms, in a timely manner or at all.

Native American involvement in the permitting process

NFI's current or future properties owned or optioned by NFI in the United States may now or in the future be the subject of Native American claims. Under U.S. Federal legislation, "historic cultural properties of religious significance that can be identified are to be avoided or activities are to be mitigated such that the essential nature of the properties is not lost to a culture. Throughout the western United States, Indian tribes have had historical relationship with properties that are now owned by private parties, the Federal Government or State Government. In any Federal permitting action on these properties, the agency involved is required to make an effort to communicate with Native American Tribes to determine any areas

of "Traditional Cultural Significance". This process involves "Government to Government" discussions with the potentially affected Native American Tribes; therefore, delays in permitting may occur through this process. In the event that "Traditional Cultural Properties" are identified within a project area, the Company and the agency must determine the best method of development to ensure that disturbances are minimized or mitigated.

Aboriginal Title

NFI's current or future properties owned or optioned by NFI in Canada may now or in the future be the subject of First Nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on NFI's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the areas in which its properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on NFI's activities. Even in the absence of such recognition, NFI may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on its properties, and there is no assurance that NFI will be able to establish a practical working relationship with the First Nations in the areas which would allow it to ultimately develop its properties.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of NFI. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on NFI for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, NFI generally relies on recognized designers and development contractors from which NFI will, in the first instance, seek indemnities. NFI intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making NFI's operations more expensive.

Management

The success of NFI is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on NFI's business and prospects. There is no assurance NFI can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Key Person Insurance

NFI does not maintain key person insurance on any of its directors or officers, and as result NFI would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by NFI from such loss of any director or officer.

Mineral Titles

NFI may face challenges to the title of its material properties or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of NFI's business plan.

Fluctuating Mineral Prices

NFI's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of NFI's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of NFI may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years, including as a result of the significant market reaction to COVID-19. Consequently, the economic viability of any of NFI's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. NFI competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than NFI. The competition in the mineral exploration and development business could have an adverse effect on NFI's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Negative Cash Flows From Operations

For the period from incorporation on May 25, 2022 to September 30, 2022, NFI sustained net losses from operations and had negative cash flow from operating activities. NFI continues to have negative operating cash flow. It is possible NFI may have negative cash flow in any future period and as a result, NFI may need to use available cash, including proceeds from prior and any future financings to fund any such negative cash flow.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of NFI or its relationships with the communities in which it operates, which could have a material adverse effect on NFI's business, financial condition, results of operations, cash flows or prospects.

PROMOTERS

Other than the directors and officers of NFI, there is no individual or company that is, or has been within the two years immediately preceding the date of this Management Proxy Circular, a promoter of NFI.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions involving NFI or its properties as of the date of this Management Proxy Circular, and NFI does not know of any such proceedings or actions currently contemplated.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The directors of NFI and associates and affiliates of any such persons did not have an interest, direct or indirect, in any matter to be acted on at the Meeting

MATERIAL CONTRACTS

There are no material contracts other than the LOI, the Lewis Agreement, the Hydro Agreement, the Business Combination Agreement, and the Amalgamation Agreement and contracts entered into in the ordinary course of business.

INTERESTS OF EXPERTS

Derrick Strickland, P. Geo is the qualified person involved in preparing the KC Technical Report and the LAB Technical Report or who certified a statement, report or valuation from which certain scientific and technical information relating to the NFI's material mineral projects contained in this Management Proxy Circular has been derived, and in some instances extracted from.

The named expert held, directly or indirectly, less than one percent of NFI's issued and outstanding common shares at the time of the preparation of the Technical Report. The author has reviewed and approved the technical and scientific information include in this Management Proxy Circular, which has been summarized from the LAB Technical Report and the KC Technical Report.

NFI's auditors are Davidson & Company LLP, who have prepared an independent auditor's report dated April 5, 2023 in respect of NFI's consolidated financial statements as at and for the period from incorporation on May 25, 2022 to September 30, 2022. As of the date of this Management Proxy Circular, Davidson & Company has informed NFI it is independent of NFI in accordance with the Code of Professional Conduct of the Chartered Professionals Accountants of British Columbia.

As of the date of this Management Proxy Circular, any director, officer, employee, principal or partner thereof, as a group, own less than one percent of the securities of NFI. In addition, except as disclosed herein, no other director, officer, partner or employee of any of the aforementioned companies and partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of NFI or of any Associates or affiliates of NFI.

MATERIAL CONTRACTS

To Nuclear Fuels' knowledge, there are no material facts about Nuclear Fuels not disclosed in this Management Proxy Circular that are necessary in order to provide full, true and plain disclosure of all material facts relating to Nuclear Fuels.

ADDITIONAL INFORMATION

Additional financial information is provided in the NFI Financial Statements and the NFI MD&A attached hereto. Documents affecting the rights of securityholders, along with other information relating to NFI, may be requested from NFI. NFI will promptly provide a copy of any such document free of charge to a Shareholder.

EXHIBIT 1 OF APPENDIX B

Audited financial statements of NFI for the period from incorporation on May 25, 2022 to September 30, 2022 together with the notes thereto and the auditors' report thereon;

(see attached)

Nuclear Fuels Inc.

Financial Statements
(Expressed in Canadian Dollars)

As at and for the period from incorporation on May 25, 2022 to September 30, 2022

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Nuclear Fuels Inc.

Opinion

We have audited the accompanying financial statements of Nuclear Fuels Inc. (the "Company"), which comprise the statement of financial position as at September 30, 2022, and the statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the period from incorporation on May 25, 2022 to September 30, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2022, and its financial performance and its cash flows for the period from incorporation on May 25, 2022 to September 30, 2022, 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 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 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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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



In preparing the 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.

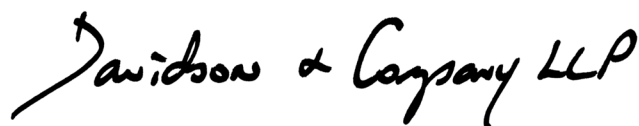
Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

April 5, 2023

NUCLEAR FUELS INC.

Statement of Financial Position

(Expressed in Canadian dollars)

As at

September 30, 2022

Assets

Current:

Cash	\$	1,447,068
Exploration advances (Note 4)		70,000
Receivables		4,958
		1,522,026

Non-current assets:

Equipment		18,826
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Total assets	\$	1,540,852
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Liabilities and shareholder's deficiency

Current:

Accounts payable and accrued liabilities (Note 6)	\$	36,850
Subscriptions received in advance (Note 10)		1,898,198
		1,935,048

Shareholder's deficiency

Share capital (Note 5)		1
Deficit		(394,197)
		(394,196)

Total liabilities and shareholder's deficiency	\$	1,540,852
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Nature and continuance of operations (Note 1)

Subsequent events (Note 10)

Approved on Behalf of the Board on April 4, 2023:

"Michael Collins"

Michael Collins, Director

"William Sheriff"

William Sheriff, Director

The accompanying notes are an integral part of these Financial Statements.

NUCLEAR FUELS INC.

Statement of Loss and Comprehensive Loss

For the period from incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

Operating expense		
Foreign exchange	\$	(7,570)
Management fees (Note 6)		50,000
Office and miscellaneous		1,102
Property investigation (Note 4)		318,294
Professional fees (Note 6)		32,371
Loss and comprehensive loss for the period	\$	\$ (394,197)
Basic and diluted loss per common share	\$	(3,942)
Weighted average number of common share outstanding		
– basic and diluted		100

The accompanying notes are an integral part of these Financial Statements.

NUCLEAR FUELS INC.

Statement of Changes in Shareholder's Deficiency

(Expressed in Canadian dollars)

	Number of Common Shares	Share capital	Deficit	Total
Balance, May 25, 2022	-	\$ -	\$ -	\$ -
Shares issued for cash	100	1	-	1
Loss and comprehensive loss for the period	-	-	(394,197)	(394,197)
Balance, September 30, 2022	100	\$ 1	\$ (394,197)	\$ (394,196)

The accompanying notes are an integral part of these Financial Statements.

NUCLEAR FUELS INC.

Statement of Cash Flows

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

Cash flows from operating activities	
Net loss for the period	\$ (394,197)
Changes in non-cash working capital items:	
Accounts payable and accrued liabilities	36,850
Exploration advances	(70,000)
Receivables	(4,957)
Net cash used by operating activities	(432,304)
Cash flows from financing activities	
Subscriptions received in advance	1,898,198
Net cash received from financing activities	1,898,198
Cash flows from investing activities	
Equipment	(18,826)
Net cash received from investing activities	(18,826)
Net change in cash	1,447,068
Cash, beginning of the period	-
Cash, end of the period	\$ 1,447,068

No non-cash investing and financing activities and no cash was paid for interest or taxes for the period ended September 30, 2022.

The accompanying notes are an integral part of these Financial Statements.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

1 NATURE AND CONTINUANCE OF OPERATIONS

Nuclear Fuel Inc. (the “Company”) is a privately held exploration company incorporated under the Business Corporations Act (British Columbia) (“BCBCA”) on May 25, 2022. The Company is principally engaged in the acquisition and exploration of resource properties. The address of its head office is located at Suite 1200-750 West Pender Street, Vancouver, British Columbia, Canada V6C 2T8. The Company’s registered and records office is Suite 1200-750 West Pender Street, Vancouver, British Columbia, Canada V6C 2T8. The Company does not have any subsidiaries. The Company is in the process of investing in potential new acquisitions and exploring and evaluating its resource properties and has not yet determined whether the properties contain ore reserves that are economically recoverable.

The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations. As at September 30, 2022, the Company had working deficit of \$413,022 had not yet achieved profitable operations and has an accumulated deficit of \$394,197 since its inception of May 25, 2022. The Company expects to incur further losses in the development of its business. The Company’s continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company estimates it has sufficient working capital to continue operations for the upcoming year based on the private placement completed subsequent to year-end (Note 10).

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.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

2 BASIS OF PRESENTATION

The financial statements 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 Interpretation Committee (“IFRIC”).

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow disclosure.

These financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

3 SIGNIFICANT ACCOUNTING POLICIES

a) Cash

Cash is comprised of cash on hand and cash on deposit with the Company’s financial institution on which it earns variable amounts of interest.

b) Financial instruments

The following is the Company’s accounting policy for financial assets and liabilities:

Financial assets:

The Company classifies its financial assets in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (FVTOCI), or at amortized cost.

The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of loss and comprehensive loss in the period. The Company has classified its cash as fair value through profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

b) Financial instruments (cont'd...)

Financial assets: (cont'd...)

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment. The Company has classified its receivables at amortized costs.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Amortized cost: This category includes accounts payable and accrued liabilities and subscriptions received in advance which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of loss and comprehensive loss immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

c) Exploration and evaluation assets

Exploration and evaluation property acquisition costs directly related to specific properties are deferred, commencing on the date that the Company acquires legal rights to explore a property, until technical and economic feasibility of extracting a mineral resource is demonstrable, or until the properties are sold or abandoned. Exploration and evaluation expenditures are expensed as incurred. Exploration costs may include costs such as materials used, surveying costs, drilling costs, payments made to contractors, analysing historical exploration data, geophysical studies, and depreciation on equipment used during the exploration stage. If the properties are put into commercial production, the acquisition and exploration expenditures will be depleted using the units of production basis based upon the proven reserves available. If the properties are sold or abandoned, the acquisition costs will be written off.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

c) Exploration and evaluation assets (cont'd...)

Mineral properties are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed the recoverable amount. Where there is evidence of impairment, the net carrying amount of the asset will be written down to its recoverable amount. Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many resource properties.

d) Equipment

On initial recognition equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Equipment is subsequently stated at cost less accumulated depreciation, less any accumulated impairment losses, apart from land, which is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of operations and comprehensive loss during the financial period in which they are incurred.

The Company allocates the amount initially recognized in respect of an item of equipment to its significant parts and depreciates separately each part. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Gains and losses on disposal of an item of equipment is determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized within operating expenses in the statement of operations and comprehensive loss. During the period, no depreciation was recognized as the equipment was purchased at the end of the period ended, September 30, 2022.

Equipment is depreciated using the following methods:

Heavy machinery and equipment	5 years straight-line
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NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

e) Impairment of tangible and intangible assets

Tangible and intangible assets with finite useful lives are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the assets' cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to the statement of loss and comprehensive loss except to the extent it reverses gains previously recognized in other comprehensive loss/income. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized in the statement of loss and comprehensive loss.

f) Share-based compensation

The Company uses the fair value-based method for measuring compensation costs. The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital .

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

g) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable relating to previous years.

Deferred tax is recognized in respect to the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

h) Decommissioning Liabilities

The Company is required to recognize a liability when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As of September 30, 2022, the Company has not incurred any such obligations.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

i) Significant judgments, estimates and assumptions

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The preparation of these financial statements requires the Company to make judgements regarding the going concern of the Company and discussed in Note 1.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include:

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of loss and comprehensive loss in the period when the new information becomes available.

Share-based compensation

The fair value of stock options and non-cash compensation are subject to limitations in Black-Scholes option pricing and fair value estimates that incorporate market data involving uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model has subjective assumptions, including the volatility of share prices, which can materially affect the fair value estimate.

Income taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in Canada and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and the interpretation of the treatment for tax purposes for exploration and development activities. The Company is subject to assessment by Canadian tax authorities, which may interpret legislation differently which may affect the final amount or timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

4 EXPLORATION AND EVALUATION ASSETS

L.A.B. Critical Metals District Project (“LAB Project”), Newfoundland

The Company incurred \$318,294 in property investigation costs in fiscal 2022 associated with the option agreement dated October 1, 2022 with Gary Lewis. The option agreement is to acquire 100% interest in the LAB Project located in Newfoundland.

To exercise the option and acquire the right to a 100% interest in the LAB Project, the Company may:

- Issue 1,500,000 (issued subsequent to period end) common shares on or before June 18, 2022;
- Issue 750,000 common shares on or before June 18, 2023;
- Issue 750,000 common shares on or before June 18, 2024;
- Pay \$50,000 and issue 1,000,000 common shares on or before June 18, 2025; and
- Pay \$150,000 and issue 1,000,000 common shares on or before June 18, 2026.

The LAB Project is subject to a net smelter return (“NSR”) royalty of 3% and a buyback of 1.5% for \$3,000,000.

As well, Gary Lewis will have the right to participate in the first three financings and purchase up to 7% of total shares of each financing.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

5 SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

During the period ended September 30, 2022, the Company issued 100 common shares for gross proceeds of \$1.

6 RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended September 30, 2022, the Company entered into the following transactions with related parties:

Paid or accrued management fees of \$50,000 to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued professional fees of \$4,500 to the Chief Financial Officer of the Company.

As at September 30, 2022, \$3,655 included in accounts payable is due to related parties and the amounts are non-interest bearing, unsecured and due on demand.

7 CAPITAL MANAGEMENT

Capital is comprised of items within the Company's shareholder's equity. As at September 30, 2022, the Company's shareholder's deficiency was \$394,196. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects. The Company is not subject to any externally imposed capital requirements.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

8 FINANCIAL INSTRUMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is based on Level 1 inputs of the fair value hierarchy.

The fair value of the Company's receivables, accounts payable and accrued liabilities and subscriptions received in advance approximates their carrying values due to their short-term nature.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2022, the Company had a cash balance of \$1,447,068 to settle current liabilities of \$1,935,048.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The interest rate risk on cash is not considered significant.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

8 FINANCIAL INSTRUMENTS AND RISK (cont'd...)

b) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and the stock market to determine the appropriate course of action to be taken by the Company.

9 INCOME TAXES

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes is as follows:

	September 30, 2022
Loss for the period	\$ (394,197)
Expected income tax recovery	(106,000)
Change in unrecognized deductible temporary differences	106,000
Income tax recovery	\$ -

The significant components of the Company's deferred tax assets that were not recognized are as follows:

	September 30, 2022
Deferred income tax assets:	
Non-capital losses carried forwards	\$ 106,000
Net deferred income tax assets not recognized	\$ 106,000

No deferred tax asset has been recognized in respect of the above because the amount of future taxable profit that will be available to realize such assets is not probable.

The Company has approximately \$394,000 in non-capital losses for Canadian income tax purposes. These losses, if not utilized, will expire in 2042.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

10 SUBSEQUENT EVENTS

Subsequent to the period end:

a) The Company closed non-brokered private placements for gross proceeds of \$8,424,198 through the sale of 31,083,150 common shares at prices ranging from \$0.038 to \$0.50 per common share. The Company paid \$144,480 in share issuance costs. As at September 30, 2022, the Company received and recorded \$1,898,198 in subscriptions received in advance.

b) On October 27, 2022, the Company granted 1,850,00 stock options exercisable into common shares of the Company to its Directors, employees, and consultants of the Company. The options are exercisable at a price of \$0.25 per common share until October 27, 2025.

c) On October 31, 2022, the Company entered into an option agreement with Miller and Associated LLC to acquire 100% interest in the Miller project located in Wyoming, USA.

To exercise the option and acquire the right to a 100% interest in the Miller Project, the Company will:

- Pay US\$140,000 on October 31, 2022 (paid subsequently);
- Pay US\$100,000 on October 31, 2023; and
- Issue 600,000 (issued subsequent to period end) common shares within 20 days of October 31, 2022.

The Miller Project is subject to a NSR royalty of 2% and a surrounding area of interest will be subject to a 1% NSR royalty.

The transaction is considered to be a related party transaction as David Miller subsequently became a director of the Company.

d) On November 1, 2022, the Company entered into an exploration and mining lease agreement with Highest Resources LLC for a 20-year lease on the Bootheel project located in Wyoming, USA.

The Company will pay the following pursuant to the agreement:

- Pay US\$20,654 on November 1, 2022 (paid subsequently);
- Pay US\$25,000 on November 1, 2023;
- Pay US\$40,000 on November 1, 2024; and
- Pay US\$50,000 on November 1, 2023 and thereafter on each succeeding anniversary.

The Bootheel project is subject to a 2% NSR royalty for minerals produced from the property and 2% net proceeds for uranium minerals produced from the property.

NUCLEAR FUELS INC.

Notes to the Financial Statements

For the Period from Incorporation on May 25, 2022 to September 30, 2022

(Expressed in Canadian dollars)

10 SUBSEQUENT EVENTS (cont'd...)

e) On November 3, 2022, the Company entered into agreements to purchase certain uranium exploration assets from encore Energy Corp. ("encore Energy"), for shares in Nuclear Fuels, royalty interests and production back-in rights in the properties. The Company has agreed to purchase Belt Line Resources, Inc. ("Belt Line") and Hydro Restoration Corporation ("Hydro") subsidiaries. Belt Line holds the Moonshine Springs Uranium property in Mohave County, Arizona and Hydro holds the Kaycee Uranium property in Johnson County, Wyoming as well as the Bootheel Uranium project in Albany County, Wyoming.

Pursuant to the terms of the share purchase agreement for the sale of Belt Line, encore Energy has agreed to sell Belt Line in consideration for (i) the right to receive shares of the Company representing 5% of the issued shares of the resulting issuer on completion of a going public transaction by the Company (the "Resulting Issuer") determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Moonshine Springs Uranium Project located in Mohave County, Arizona; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Moonshine Springs Uranium Project.

Pursuant to the terms of the share purchase agreement for the sale of Hydro, encore Energy has agreed to sell Hydro in consideration for (i) the right to receive shares of the Company representing 14.9% of the issued shares of the Resulting Issuer determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Kaycee and Bootheel Uranium projects, located in Wyoming; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Kaycee and Bootheel Uranium projects. As well, encore Energy will also receive the right to repurchase 51% of the Kaycee Project for a cash payment equal to 2.5 times the exploration expenditures incurred by the Company on the project.

Following the closing, encore Energy will have the right to participate in equity financings of the Resulting Issuer in order to maintain its percentage interest in the Resulting Issuer, and the right to nominate two individuals to the board of directors of the Company, in each case for so long as encore Energy holds at least 10% of the outstanding shares capital of the Resulting Issuer.

EXHIBIT 2 OF APPENDIX B

Management's discussion and analysis of financial condition and results of operations of NFI for the period from incorporation on May 25, 2022 to September 30, 2022

(see attached)

NUCLEAR FUELS INC.
(the “Company” or “Nuclear Fuels”)

Form 51-102F1
MANAGEMENT’S DISCUSSION and ANALYSIS
FOR THE PERIOD FROM INCORPORATION TO SEPTEMBER 30, 2022

The following Management’s Discussion and Analysis (“MD&A”) supplements, but does not form part of, the audited financial statements of the Company and the notes thereto for the period from incorporation to September 30, 2022 (the “Financial Statements”). Consequently, the following discussion and analysis of the results of operations and financial condition of Nuclear Fuels should be read in conjunction with the Financial Statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance. This MD&A has been prepared based on information known to management as of April 4, 2023.

Forward-Looking Statements

This MD&A contains “forward-looking statements” within the meaning of applicable Canadian securities legislation, which include all statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company’s anticipated results and developments in the Company’s operations in future periods;
- planned exploration and development of its mineral properties;
- planned expenditures and budgets;
- evaluation of the potential impact of future accounting changes;
- estimates concerning share-based compensation and carrying value of properties; and
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company’s dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company’s lack of operating revenues;
- the Company’s ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company’s mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company’s operations;
- risks related to the Company’s dependence on key personnel; and
- estimates used in the Company’s financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company’s forward-looking statements. Should one or more

of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

Description of Business

Nuclear Fuels Inc. was incorporated under the *Business Corporations Act* (British Columbia) on May 25, 2022. The Company's head office is at 750 West Pender St., Suite 1200, Vancouver, BC, V6C 2T8. The Company is focused on evaluating, acquiring, and exploring mineral properties with significant potential for advancement from discovery through to production, in Canada and abroad.

The Company's principal property interests are its uranium exploration properties located in Labrador, Canada.

Property Acquisitions from incorporation May 25, 2022 to September 30, 2022

L.A.B. Critical Metals District Project ("LAB Project"), Newfoundland

The Company incurred \$318,294 in property investigation costs in fiscal 2022 associated with the option agreement dated October 1, 2022 with Gary Lewis. The option agreement is to acquire 100% interest in the LAB Project located in Newfoundland.

To exercise the option and acquire the right to a 100% interest in the LAB Project, the Company may:

- Issue 1,500,000 (issued subsequent to period end) common shares on or before June 18, 2022;
- Issue 750,000 common shares on or before June 18, 2023;
- Issue 750,000 common shares on or before June 18, 2024;
- Pay \$50,000 and issue 1,000,000 common shares on or before June 18, 2025; and
- Pay \$150,000 and issue 1,000,000 common shares on or before June 18, 2026.

The LAB Project is subject to a net smelter return ("NSR") royalty of 3% and a buyback of 1.5% for \$3,000,000.

As well, Gary Lewis will have the right to participate in the first three financings and purchase up to 7% of total shares of each financing.

During the period ended December 31, 2022, the Company acquired additional claims contiguous with the LAB Project by incurring staking costs of \$66,838.

Overall Performance

As a junior mining issuer, the Company is highly subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies. The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict, and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Company.

Selected Information

The following table summarizes audited financial data for operations reported by the Company for the period from incorporation to September 30, 2022:

Fiscal period ended	September 30, 2022
Total Revenue (\$)	Nil
Total assets (\$)	1,540,852
Current liabilities (\$)	1,935,048
Non-current liabilities (\$)	-
Net loss (\$)	(394,197)
Basic and diluted loss per common share (\$)	(3,942)
Weighted average number of common shares outstanding	100

Results of Operations from Incorporation May 25, 2022 to September 30, 2022

The Company incurred a net loss of \$394,197 for the period ended September 30, 2022 ("Current Year") primarily related to the Company's LAB project in Labrador.

Specifics include:

- Mineral and Property Exploration Advances of \$70,000 were incurred.
- Equipment purchased was \$18,826;

Financial instruments and risk management

Financial instruments risk

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counter party limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is defined as the risk of loss associated with counterparty's inability to fulfill its payment obligations. The maximum exposure to credit risk is the carrying amount of the Company's financial assets.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle its obligations as they come due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds available to meet its short-term business requirements by taking into account the anticipated cash expenditures for its exploration and other operating activities, and its holding of cash and cash equivalents. The Company will pursue further equity or debt financing as required to meet its commitments. There is no assurance that such financing will be available or that it will be available on favourable terms.

As at September 30, 2022, the Company's financial liabilities consist of its accounts payable and accrued liabilities, which are all current obligations.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign exchange risk is minimal.

Capital management

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve inventor's confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

Related party transactions

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended September 30, 2022, the Company entered into the following transactions with related parties:

Paid or accrued management fees of \$50,000 to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued professional fees of \$4,500 to the Chief Financial Officer of the Company.

As at September 30, 2022, \$3,655 included in accounts payable is due to related parties and the amounts are non-interest bearing, unsecured and due on demand.

Liquidity, Capital Resources and Going Concern

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain adequate financing in the future. As at September 30, 2022, the Company had a cash balance of \$1,447,068 to settle current liabilities of \$1,935,048.

The Company's cash resources may be sufficient to meet its working capital and mineral property requirements for the pursuing year, however, the Company has no source of revenue and therefore management will continue to seek new sources of capital to maintain its operations and to further the development and acquisition of its mineral properties.

Subsequent Events

Subsequent to the period end:

a) The Company closed non-brokered private placements for gross proceeds of \$8,424,198 through the sale of 31,083,150 common shares at prices ranging from \$0.038 to \$0.50 per common share. The Company paid \$144,480 in share issuance costs. As at September 30, 2022, the Company received and recorded \$1,898,198 in subscriptions received in advance.

b) On October 27, 2022, the Company granted 1,850,00 stock options exercisable into common shares of the Company to its Directors, employees, and consultants of the Company. The options are exercisable at a price of \$0.25 per common share until October 27, 2025.

c) On October 31, 2022, the Company entered into an option agreement with Miller and Associated LLC to acquire 100% interest in the Miller project located in Wyoming, USA.

To exercise the option and acquire the right to a 100% interest in the Miller Project, the Company will:

- Pay US\$140,000 on October 31, 2022 (paid subsequently);
- Pay US\$100,000 on October 31, 2023; and
- Issue 600,000 (issued subsequent to period end) common shares within 20 days of October 31, 2022.

The Miller Project is subject to a NSR royalty of 2% and a surrounding area of interest will be subject to a 1% royalty.

The transaction is considered to be a related party transaction as David Miller subsequently became a director of the Company.

d) On November 1, 2022, the Company entered into an exploration and mining lease agreement with Highest Resources LLC for a 20-year lease on the Bootheel project located in Wyoming, USA.

The Company will pay the following pursuant to the agreement:

- Pay US\$20,654 on November 1, 2022 (paid subsequently);
- Pay US\$25,000 on November 1, 2023;
- Pay US\$40,000 on November 1, 2024; and
- Pay US\$50,000 on November 1, 2023 and thereafter on each succeeding anniversary.

The Bootheel project is subject to a 2% NSR royalty for minerals produced from the property and 2% net proceeds for uranium minerals produced from the property.

e) On November 3, 2022, the Company entered into agreements to purchase certain uranium exploration assets from encore Energy Corp. ("encore Energy"), for shares in Nuclear Fuels, royalty interests and production back-in rights in the properties. The Company has agreed to purchase Belt Line Resources, Inc. ("Belt Line") and Hydro Restoration Corporation ("Hydro") subsidiaries. Belt Line holds the Moonshine Springs Uranium property in Mohave County, Arizona and Hydro holds the Kaycee Uranium property in Johnson County, Wyoming as well as the Bootheel Uranium project in Albany County, Wyoming.

Pursuant to the terms of the share purchase agreement for the sale of Belt Line, encore Energy has agreed to sell Belt Line in consideration for (i) the right to receive shares of the Company representing 5% of the issued shares of the resulting issuer on completion of a going public transaction by the Company (the "Resulting Issuer") determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Moonshine Springs Uranium Project located in Mohave County, Arizona; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Moonshine Springs Uranium Project.

Pursuant to the terms of the share purchase agreement for the sale of Hydro, encore Energy has agreed to sell Hydro in consideration for (i) the right to receive shares of the Company representing 14.9% of the issued shares of the Resulting Issuer determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Kaycee and Bootheel Uranium projects, located in Wyoming; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Kaycee and Bootheel Uranium projects. As well, encore Energy will also receive the right to repurchase 51% of the Kaycee Project for a cash payment equal to 2.5 times the exploration expenditures incurred by the Company on the project.

Following the closing, encore Energy will have the right to participate in equity financings of the Resulting Issuer in order to maintain its percentage interest in the Resulting Issuer, and the right to nominate two individuals to the board of directors of the Company, in each case for so long as encore Energy holds at least 10% of the outstanding shares capital of the Resulting Issuer.

Outstanding Share Data

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

During the period ended September 30, 2022, the Company issued 100 common shares for gross proceeds of \$1.

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number	Exercise Price	Expiry Date
Common Shares	33,183,250	n/a	n/a
Stock Options	1,850,000	\$0.25	October 27, 2025

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.

Regulatory risks include possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company and include increased fees for filings as well as the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive exploration and evaluation properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present Property, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any key man life insurance on any of its executives.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Comparative Properties

This MD&A contains information with respect to adjacent or similar mineral properties in respect of which the Company has no interest or rights to explore or mine. Readers are cautioned that the Company has no interest in or right to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties are not indicative of mineral deposits on the Company's properties.

Off-Balance Sheet Transactions

The Company has not entered into any significant off-balance sheet arrangements or commitments.

Critical Accounting Estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The preparation of these financial statements requires the Company to make judgements regarding the going concern of the Company and discussed in Note 1 of the audited financial statements.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include:

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

Share-based compensation

The fair value of stock options and non-cash compensation are subject to limitations in Black-Scholes option pricing and fair value estimates that incorporate market data involving uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model has subjective assumptions, including the volatility of share prices, which can materially affect the fair value estimate. affect the fair value estimate

Income taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in Canada and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and the interpretation of the treatment for tax purposes for exploration and development activities. The Company is subject to assessment by Canadian tax authorities, which may interpret legislation differently which may affect the final amount or timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

Proposed Transactions

None.

Outlook

The Company is presently in the planning stages of exploring its Newfoundland properties in the Nuclear Fuels Subzone, specifically planning exploration programs utilizing soil sampling, rock sampling, trenching and channel sampling, airborne and ground geophysics, and regional anomaly identification.

Qualified Person

The disclosures contained in this MD&A regarding the Company's projects, and exploration and evaluation activities have been prepared by, or under the supervision of Mark Travis, CPG., contractor to the company, and a Qualified Person for the purposes of National Instrument 43-101.

Approval

The Board of Directors of the Company approved the disclosures contained in this MD&A.

EXHIBIT 3 OF APPENDIX B

Interim financial statements of NFI for the three months ended December 31, 2022

(see attached)

Nuclear Fuels Inc.

Condensed Interim Financial Statements
(Expressed in Canadian Dollars)
(Unaudited)

For the three months ended December 31, 2022

NUCLEAR FUELS INC.

Condensed Interim Statements of Financial Position

(Unaudited)

(Expressed in Canadian dollars)

As at

	December 31, 2022	September 30, 2022
Assets		
Current:		
Cash	\$ 4,624,876	1,447,068
Exploration advances (Note 4)	-	70,000
Receivables	15,063	4,958
	4,639,939	1,522,026
Non-current assets:		
Equipment	18,826	18,826
Exploration and evaluation assets (Note 4)	705,104	-
	5,363,869	1,540,852
Total assets	\$ 5,363,869	1,540,852
Liabilities and shareholder's equity (deficiency)		
Current:		
Accounts payable and accrued liabilities (Note 6)	\$ 189,681	36,850
Subscriptions received in advance (Note 5)	-	1,898,198
	189,681	1,935,048
Shareholder's equity (deficiency)		
Share capital (Note 5)	6,441,419	1
Subscription receivable (Note 5)	(600,000)	-
Reserves (Note 5)	219,115	-
Deficit	(886,346)	(394,197)
	5,174,188	(394,196)
Total liabilities and shareholder's equity (deficiency)	\$ 5,363,869	1,540,852

Nature and continuance of operations (Note 1)

Subsequent event (Note 9)

Approved on Behalf of the Board on April 4, 2023:

"Michael Collins"

"William Sheriff"

Michael Collins, Director

William Sheriff, Director

The accompanying notes are an integral part of these condensed interim financial statements.

NUCLEAR FUELS INC.

Condensed Interim Statement of Loss and Comprehensive Loss

(Unaudited)

(Expressed in Canadian dollars)

	For the three months ended December 31, 2022	
Operating expense		
Advertising	\$	5,164
Exploration and evaluation expenditures (Note 4)		187,928
Foreign exchange		(3,473)
Management fees (Note 6)		30,000
Office and miscellaneous		4,179
Professional fees (Note 6)		49,236
Share-based payments (Note 5 and 6)		219,115
Loss and comprehensive loss for the period	\$	\$ (492,149)
Basic and diluted loss per common share	\$	(0.02)
Weighted average number of common shares outstanding		
– basic and diluted		21,071,221

The accompanying notes are an integral part of these condensed interim financial statements.

NUCLEAR FUELS INC.

Condensed Interim Statements of Changes in Shareholder's Equity (Deficiency)

(Expressed in Canadian dollars)

(Unaudited)

	Number of Common Shares	Share capital	Subscriptions receivable	Reserves	Deficit	Total
Balance, May 25, 2022	-	\$ -	\$ -	\$ -	\$ -	\$ -
Shares issued for cash	100	1	-	-	-	1
Loss and comprehensive loss for the period	-	-	-	-	(394,197)	(394,197)
Balance, September 30, 2022	100	\$ 1	\$ -	\$ -	\$ (394,197)	\$ (394,196)
Shares issued for cash, net of share issuance costs	26,532,350	6,021,418	(600,000)	-	-	5,421,418
Shares issued for exploration and evaluation assets	2,100,000	420,000	-	-	-	420,000
Share-based payment	-	-	-	219,115	-	219,115
Loss and comprehensive loss for the period	-	-	-	-	(492,149)	(492,149)
Balance, December 31, 2022	28,632,450	\$6,441,419	\$(600,000)	\$ 219,115	\$ (886,346)	\$ 5,174,188

The accompanying notes are an integral part of these condensed interim financial statements.

NUCLEAR FUELS INC.

Condensed Interim Statement of Cash Flows
For the three months period ended December 31, 2022
(Expressed in Canadian dollars)
(Unaudited)

Cash flows from operating activities

Net loss for the period	\$ (492,149)
Non-cash items:	
Share-based payment	219,115
Changes in non-cash working capital items:	
Accounts payable and accrued liabilities	152,831
Exploration advances	70,000
Receivables	(10,105)
Net cash used in operating activities	(60,308)

Cash flows from financing activities

Issuance of shares, net share issuance costs	3,523,220
Net cash received from financing activities	3,523,220

Cash flows from investing activities

Exploration and evaluation assets	(285,104)
Net cash used in investing activities	(285,104)

Net change in cash **3,177,808**

Cash, beginning of the period **1,447,068**

Cash, end of the period **\$ 4,624,876**

Supplemental cash flow information:

Shares issued for exploration and evaluation assets	\$ 420,000
Shares for subscriptions in advance	\$ 1,898,198
Subscriptions receivable	\$ 600,000

The accompanying notes are an integral part of these condensed interim financial statements.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

1 NATURE AND CONTINUANCE OF OPERATIONS

Nuclear Fuel Inc. (the “Company”) is a privately held exploration company incorporated under the Business Corporations Act (British Columbia) (“BCBCA”) on May 25, 2022. The Company is principally engaged in the acquisition and exploration of resource properties. The address of its head office is located at Suite 1200-750 West Pender Street, Vancouver, British Columbia, Canada V6C 2T8. The Company’s registered and records office is Suite 1200-750 West Pender Street, Vancouver, British Columbia, Canada V6C 2T8. The Company does not have any subsidiaries. The Company is in the process of investing in potential new acquisitions and exploring and evaluating its resource properties and has not yet determined whether the properties contain ore reserves that are economically recoverable.

The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations. As at December 31, 2022, the Company had working capital of \$4,450,258 (September 30, 2022 - \$(413,022)) had not yet achieved profitable operations and has an accumulated deficit of \$886,346 (September 30, 2022 - \$394,197) since its inception of May 25, 2022. The Company expects to incur further losses in the development of its business. The Company’s continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company estimates it has sufficient working capital to continue operations for the upcoming year based on the private placement completed during the period ended and subsequently (Note 9).

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.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

2 BASIS OF PRESENTATION

The interim financial statements have been prepared in accordance to IAS 34 Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The interim financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow disclosure.

These interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

3 SIGNIFICANT ACCOUNTING POLICIES

a) Cash

Cash is comprised of cash on hand and cash on deposit with the Company’s financial institution on which it earns variable amounts of interest.

b) Financial instruments

The following is the Company’s accounting policy for financial assets and liabilities:

Financial assets:

The Company classifies its financial assets in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (FVTOCI), or at amortized cost.

The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of loss and comprehensive loss in the period. The Company has classified its cash as fair value through profit or loss. Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

b) Financial instruments (cont'd...)

Financial assets: (cont'd...)

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment. The Company has classified its receivables at amortized costs.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Amortized cost: This category includes accounts payable and accrued liabilities and subscriptions received in advance which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of loss and comprehensive loss immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

c) Exploration and evaluation assets

Exploration and evaluation property acquisition costs directly related to specific properties are deferred, commencing on the date that the Company acquires legal rights to explore a property, until technical and economic feasibility of extracting a mineral resource is demonstrable, or until the properties are sold or abandoned. Exploration and evaluation expenditures are expensed as incurred. Exploration costs may include costs such as materials used, surveying costs, drilling costs, payments made to contractors, analysing historical exploration data, geophysical studies, and depreciation on equipment used during the exploration stage. If the properties are put into commercial production, the acquisition and exploration expenditures will be depleted using the units of production basis based upon the proven reserves available. If the properties are sold or abandoned, the acquisition costs will be written off.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

c) Exploration and evaluation assets (cont'd...)

Mineral properties are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed the recoverable amount. Where there is evidence of impairment, the net carrying amount of the asset will be written down to its recoverable amount. Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many resource properties.

d) Equipment

On initial recognition equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Equipment is subsequently stated at cost less accumulated depreciation, less any accumulated impairment losses, apart from land, which is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of operations and comprehensive loss during the financial period in which they are incurred.

The Company allocates the amount initially recognized in respect of an item of equipment to its significant parts and depreciates separately each part. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Gains and losses on disposal of an item of equipment is determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized within operating expenses in the statement of operations and comprehensive loss. During the period, no depreciation was recognized as the equipment was purchased at the end of the period ended, September 30, 2022.

Equipment is depreciated using the following methods:

Heavy machinery and equipment	5 years straight-line
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NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

e) Impairment of tangible and intangible assets

Tangible and intangible assets with finite useful lives are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the assets' cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to the statement of loss and comprehensive loss except to the extent it reverses gains previously recognized in other comprehensive loss/income. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized in the statement of loss and comprehensive loss.

f) Share-based compensation

The Company uses the fair value-based method for measuring compensation costs. The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital .

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

g) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable relating to previous years.

Deferred tax is recognized in respect to the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

h) Decommissioning Liabilities

The Company is required to recognize a liability when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As of December 31, 2022, the Company has not incurred any such obligations.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

i) Significant judgments, estimates and assumptions

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The preparation of these financial statements requires the Company to make judgements regarding the going concern of the Company and discussed in Note 1.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include:

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of loss and comprehensive loss in the period when the new information becomes available.

Share-based compensation

The fair value of stock options and non-cash compensation are subject to limitations in Black-Scholes option pricing and fair value estimates that incorporate market data involving uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model has subjective assumptions, including the volatility of share prices, which can materially affect the fair value estimate.

Income taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in Canada and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and the interpretation of the treatment for tax purposes for exploration and development activities. The Company is subject to assessment by Canadian tax authorities, which may interpret legislation differently which may affect the final amount or timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

4 EXPLORATION AND EVALUATION ASSETS

L.A.B. Critical Metals District Project (“LAB Project”), Newfoundland

The Company incurred \$318,294 in property investigation costs in fiscal 2022 associated with the option agreement dated October 1, 2022 with Gary Lewis. The option agreement is to acquire 100% interest in the LAB Project located in Newfoundland.

To exercise the option and acquire the right to a 100% interest in the LAB Project, the Company may:

- Issue 1,500,000 (issued with a fair value of \$300,000) common shares on or before June 18, 2022;
- Issue 750,000 common shares on or before June 18, 2023;
- Issue 750,000 common shares on or before June 18, 2024;
- Pay \$50,000 and issue 1,000,000 common shares on or before June 18, 2025; and
- Pay \$150,000 and issue 1,000,000 common shares on or before June 18, 2026.

The LAB Project is subject to a net smelter return (“NSR”) royalty of 3% and a buyback of 1.5% for \$3,000,000.

As well, Gary Lewis will have the right to participate in the first three financings and purchase up to 7% of total shares of each financing.

During the period ended December 31, 2022, the Company acquired additional claims contiguous with the LAB Project by incurring staking costs of \$66,838.

Miller Project, Wyoming, USA

On October 31, 2022, the Company entered into an option agreement with Miller and Associated LLC to acquire 100% interest in the Miller project located in Wyoming, USA.

To exercise the option and acquire the right to a 100% interest in the Miller Project, the Company will:

- Pay US\$140,000 on October 31, 2022 (\$190,174 paid);
- Pay US\$100,000 on October 31, 2023; and
- Issue 600,000 (issued with a fair value of \$120,000) common shares within 20 days of October 31, 2022.

The Miller Project is subject to a NSR royalty of 2% and a surrounding area of interest will be subject to a 1% NSR royalty.

The transaction is considered to be a related party transaction as David Miller subsequently became a director of the Company.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

4 EXPLORATION AND EVALUATION ASSETS (cont'd...)

Bootheel Project, Wyoming, USA

On November 1, 2022, the Company entered into an exploration and mining lease agreement with Highest Resources LLC for a 20-year lease on the Bootheel project located in Wyoming, USA.

The Company will pay the following pursuant to the agreement:

- Pay US\$20,654 on November 1, 2022 (paid \$28,092);
- Pay US\$25,000 on November 1, 2023;
- Pay US\$40,000 on November 1, 2024; and
- Pay US\$50,000 on November 1, 2023 and thereafter on each succeeding anniversary.

The Bootheel project is subject to a 2% NSR royalty for minerals produced from the property and 2% net proceeds for uranium minerals produced from the property.

Belt Line and Hydro Projects, Wyoming, USA

On November 3, 2022, the Company entered into agreements to purchase certain uranium exploration assets from encore Energy Corp. ("encore Energy"), for shares in Nuclear Fuels, royalty interests and production back-in rights in the properties. The Company has agreed to purchase Belt Line Resources, Inc. ("Belt Line") and Hydro Restoration Corporation ("Hydro") subsidiaries. Belt Line holds the Moonshine Springs Uranium property in Mohave County, Arizona and Hydro holds the Kaycee Uranium property in Johnson County, Wyoming as well as the Bootheel Uranium project in Albany County, Wyoming.

Pursuant to the terms of the share purchase agreement for the sale of Belt Line, encore Energy has agreed to sell Belt Line in consideration for (i) the right to receive shares of the Company representing 5% of the issued shares of the resulting issuer on completion of a going public transaction by the Company (the "Resulting Issuer") determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Moonshine Springs Uranium Project located in Mohave County, Arizona; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Moonshine Springs Uranium Project.

Pursuant to the terms of the share purchase agreement for the sale of Hydro, encore Energy has agreed to sell Hydro in consideration for (i) the right to receive shares of the Company representing 14.9% of the issued shares of the Resulting Issuer determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Kaycee and Bootheel Uranium projects, located in Wyoming; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Kaycee and Bootheel Uranium projects. As well, encore Energy will also receive the right to repurchase 51% of the Kaycee Project for a cash payment equal to 2.5 times the exploration expenditures incurred by the Company on the project.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

4 EXPLORATION AND EVALUATION ASSETS (cont'd...)

Following the closing, encore Energy will have the right to participate in equity financings of the Resulting Issuer in order to maintain its percentage interest in the Resulting Issuer, and the right to nominate two individuals to the board of directors of the Company, in each case for so long as encore Energy holds at least 10% of the outstanding shares capital of the Resulting Issuer.

The Belt Line and Hydro Project acquisition is contingent upon the Company becoming a reporting issuer. As at December 31, 2022, the Company was not a reporting issuer.

Exploration and evaluation of property acquisition costs

Property	Miller Project	LAB Project	Bootheel Project	Total
Balance, September 30, 2022	\$ -	\$ -	\$ -	\$ -
Acquisition cost – cash	190,174	-	28,092	218,266
Acquisition costs – share payments	120,000	300,000	-	420,000
Staking	-	66,838	-	66,838
Balance, December 31, 2022	\$310,174	\$366,838	\$28,092	\$705,104

Exploration and evaluation expenditures incurred as follows:

	Three months ended December 31, 2022
LAB Project	\$
Field supplies and rentals	63,181
Geological consulting	95,665
Geophysics	8,290
Travel	20,792
Total costs incurred during period	187,928

As at December 31, 2022, the Company incurred \$Nil (2022 - \$70,000) in exploration advances.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

5 SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

During the period ended September 30, 2022, the Company issued 100 common shares for gross proceeds of \$1.

During the period ended December 31, 2022, the Company closed non-brokered private placements for gross proceeds of \$6,148,798 through the sale of 26,532,350 common shares at prices ranging from \$0.038 to \$0.50 per common share. The Company paid \$127,380 in share issuance costs. A subscription receivable of \$600,000 was outstanding as at December 31, 2022, which was received subsequent to December 31, 2022. As at September 30, 2022, the Company received and recorded \$1,898,198 in subscriptions received in advance relating to the financings.

During the period ended December 31, 2022, the Company issued 2,100,000 common shares valued at \$420,000 relating to exploration and evaluation assets (Note 4).

c) Share-based payments

Stock Option Plan

The Company has a stock option plan under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a term of ten years and vest as determined by the board of directors.

As at December 31, 2022, the following stock options were outstanding:

	Number of Stock Options	Weighted Average Exercise Price
Balance, May 25, 2022, and September 30, 2022	-	\$ -
Granted	1,825,000	0.25
Balance, December 31, 2022	1,825,000	\$ 0.25

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

5 SHARE CAPITAL (cont'd...)

c) Share-based payments (cont'd...)

During the period ended December 31, 2022, the Company issued:

- 1,850,000 stock options with an exercise price of \$0.25 per share and a fair value of \$219,155. The weighted average fair value per option was \$0.12. The fair value of the options is estimated using the Black-Scholes option pricing model assuming a life expectancy of 3 years, risk-free rate of 3.77% and volatility of 100%.

The Company did not issue any stock options during the period ended September 30, 2022.

A summary of the Company's stock options outstanding and exercisable as at December 31, 2022 is as follows:

Expiry Date	Number of Stock Options	Exercise Price	Number of Stock Options Exercisable	Remaining Life (Years)
October 27, 2025	1,850,000	\$0.25	1,850,000	2.82
	1,850,000		1,850,000	

6 RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended December 31, 2022, the Company entered into the following transactions with related parties not disclosed elsewhere in the financial statements:

Paid or accrued management fees of \$30,000 to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued professional fees of \$12,500 to the Chief Financial Officer of the Company.

During the period ended December 31, 2022, the Company issued 1,275,000 stock options to the officers and directors of the Company with a fair value of \$151,012 included in share-based compensation expense. The Company issued additional 75,000 stock options to other related party with a fair value of \$8,883.

As at December 31, 2022, \$Nil (September 30, 2022, \$3,655) included in accounts payable is due to related parties and the amounts are non-interest bearing, unsecured and due on demand.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

7 CAPITAL MANAGEMENT

Capital is comprised of items within the Company's shareholder's equity. As at December 31, 2022, the Company's shareholder's equity was \$5,174,188. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects. The Company is not subject to any externally imposed capital requirements.

8 FINANCIAL INSTRUMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is based on Level 1 inputs of the fair value hierarchy.

The fair value of the Company's receivables, accounts payable and accrued liabilities and subscriptions received in advance approximates their carrying values due to their short-term nature.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

NUCLEAR FUELS INC.

Notes to the Condensed Interim Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

8 FINANCIAL INSTRUMENTS AND RISK (cont'd...)

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$4,624,876 to settle current liabilities of \$189,681.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The interest rate risk on cash is not considered significant.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign exchange risk is minimal.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and the stock market to determine the appropriate course of action to be taken by the Company.

9 SUBSEQUENT EVENT

Subsequent to the period end:

- a) the Company closed non-brokered private placements for gross proceeds of \$2,275,400 through the sale of 4,550,800 common shares at \$0.50 per common share. The Company paid \$17,100 in share issuance costs.

EXHIBIT 4 OF APPENDIX B

**Interim management's discussion and analysis of financial condition and results of operations of
NFI for the three months ended December 31, 2022**

(see attached)

NUCLEAR FUELS INC.
(the “Company” or “Nuclear Fuels”)

Form 51-102F1
MANAGEMENT’S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2022

The following Management’s Discussion and Analysis (“MD&A”) supplements, but does not form part of, the unaudited financial statements of the Company and the notes thereto for the three months ended December 31, 2022 (the “Financial Statements”). Consequently, the following discussion and analysis of the results of operations and financial condition of Nuclear Fuels should be read in conjunction with the Financial Statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance. This MD&A has been prepared based on information known to management as of April 4, 2023.

Forward-Looking Statements

This MD&A contains “forward-looking statements” within the meaning of applicable Canadian securities legislation, which include all statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company’s anticipated results and developments in the Company’s operations in future periods;
- planned exploration and development of its mineral properties;
- planned expenditures and budgets;
- evaluation of the potential impact of future accounting changes;
- estimates concerning share-based compensation and carrying value of properties; and
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward- looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company’s dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company’s lack of operating revenues;
- the Company’s ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company’s mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company’s operations;
- risks related to the Company’s dependence on key personnel; and
- estimates used in the Company’s financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company’s forward-looking statements. Should one or more

of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

Description of Business

Nuclear Fuels Inc. was incorporated under the *Business Corporations Act* (British Columbia) on May 25, 2022. The Company's head office is at 750 West Pender St., Suite 1200, Vancouver, BC, V6C 2T8. The Company is focused on evaluating, acquiring, and exploring mineral properties with significant potential for advancement from discovery through to production, in Canada and abroad.

The Company's principal property interests are its uranium exploration properties located in Labrador, Canada.

Property Acquisitions from incorporation May 25, 2022 to December 31, 2022

L.A.B. Critical Metals District Project ("LAB Project"), Newfoundland

The Company incurred \$318,294 in property investigation costs in fiscal 2022 associated with the option agreement dated October 1, 2022 with Gary Lewis. The option agreement is to acquire 100% interest in the LAB Project located in Newfoundland.

To exercise the option and acquire the right to a 100% interest in the LAB Project, the Company may:

- Issue 1,500,000 (issued with a fair value of \$300,000) common shares on or before June 18, 2022;
- Issue 750,000 common shares on or before June 18, 2023;
- Issue 750,000 common shares on or before June 18, 2024;
- Pay \$50,000 and issue 1,000,000 common shares on or before June 18, 2025; and
- Pay \$150,000 and issue 1,000,000 common shares on or before June 18, 2026.

The LAB Project is subject to a net smelter return ("NSR") royalty of 3% and a buyback of 1.5% for \$3,000,000.

As well, Gary Lewis will have the right to participate in the first three financings and purchase up to 7% of total shares of each financing.

During the period ended December 31, 2022, the Company acquired additional claims contiguous with the LAB Project by incurring staking costs of \$66,838.

Miller Project, Wyoming, USA

On October 31, 2022, the Company entered into an option agreement with Miller and Associated LLC to acquire 100% interest in the Miller project located in Wyoming, USA.

To exercise the option and acquire the right to a 100% interest in the Miller Project, the Company will:

- Pay US\$140,000 on October 31, 2022 (\$190,174 paid);
- Pay US\$100,000 on October 31, 2023; and
- Issue 600,000 (issued with a fair value of \$120,000) common shares within 20 days of October 31, 2022.

The Miller Project is subject to a NSR royalty of 2% and a surrounding area of interest will be subject to a 1% NSR royalty.

The transaction is considered to be a related party transaction as David Miller subsequently became a director of the Company.

Bootheel Project, Wyoming, USA

On November 1, 2022, the Company entered into an exploration and mining lease agreement with Highest Resources LLC for a 20-year lease on the Bootheel project located in Wyoming, USA.

The Company will pay the following pursuant to the agreement:

- Pay US\$20,654 on November 1, 2022 (paid \$28,092);
- Pay US\$25,000 on November 1, 2023;
- Pay US\$40,000 on November 1, 2024; and
- Pay US\$50,000 on November 1, 2023 and thereafter on each succeeding anniversary.

The Bootheel project is subject to a 2% NSR royalty for minerals produced from the property and 2% net proceeds for uranium minerals produced from the property.

Belt Line and Hydro Projects, Wyoming, USA

On November 3, 2022, the Company entered into agreements to purchase certain uranium exploration assets from encore Energy Corp. ("encore Energy"), for shares in Nuclear Fuels, royalty interests and production back-in rights in the properties. The Company has agreed to purchase Belt Line Resources, Inc. ("Belt Line") and Hydro Restoration Corporation ("Hydro") subsidiaries. Belt Line holds the Moonshine Springs Uranium property in Mohave County, Arizona and Hydro holds the Kaycee Uranium property in Johnson County, Wyoming as well as the Bootheel Uranium project in Albany County, Wyoming.

Pursuant to the terms of the share purchase agreement for the sale of Belt Line, encore Energy has agreed to sell Belt Line in consideration for (i) the right to receive shares of the Company representing 5% of the issued shares of the resulting issuer on completion of a going public transaction by the Company (the "Resulting Issuer") determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Moonshine Springs Uranium Project located in Mohave County, Arizona; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Moonshine Springs Uranium Project.

Pursuant to the terms of the share purchase agreement for the sale of Hydro, encore Energy has agreed to sell Hydro in consideration for (i) the right to receive shares of the Company representing 14.9% of the issued shares of the Resulting Issuer determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Kaycee and Bootheel Uranium projects, located in Wyoming; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Kaycee and Bootheel Uranium projects. As well, encore Energy will also receive the right to repurchase 51% of the Kaycee Project for a cash payment equal to 2.5 times the exploration expenditures incurred by the Company on the project.

Following the closing, encore Energy will have the right to participate in equity financings of the Resulting Issuer in order to maintain its percentage interest in the Resulting Issuer, and the right to nominate two individuals to the board of directors of the Company, in each case for so long as encore Energy holds at least 10% of the outstanding shares capital of the Resulting Issuer.

The Belt Line and Hydro Project acquisition is contingent upon the Company becoming a reporting issuer. As at December 31, 2022, the Company was not a reporting issuer.

Exploration and evaluation of property acquisition costs

Property	Miller Project	LAB Project	Bootheel Project	Total
Balance, September 30, 2022	\$ -	\$ -	\$ -	\$ -
Acquisition cost – cash	190,174	-	28,092	218,266
Acquisition costs – share payments	120,000	300,000	-	420,000
Staking	-	66,838	-	66,838
Balance, December 31, 2022	\$310,174	\$366,838	\$28,092	\$705,104

Exploration and evaluation expenditures incurred as follows:

	Three months ended December 31, 2022
LAB Project	\$
Field supplies and rentals	63,181
Geological consulting	95,665
Geophysics	8,290
Travel	20,792
Total costs incurred during period	187,928

As at December 31, 2022, the Company incurred \$Nil (2022 - \$70,000) in exploration advances.

Overall Performance

As a junior mining issuer, the Company is highly subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies. The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict, and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Company.

Selected Annual Information

The following table summarizes audited financial data for operations reported by the Company for the period from incorporation to September 30, 2022:

Fiscal period ended	September 30, 2022
Total Revenue (\$)	Nil
Total assets (\$)	1,540,852
Current liabilities (\$)	1,935,048
Non-current liabilities (\$)	-
Net loss (\$)	(394,197)
Basic and diluted loss per common share (\$)	(3,942)
Weighted average number of common shares outstanding	100

Results of Operations from Incorporation May 25, 2022 to September 30, 2022

The Company incurred a net loss of \$394,197 for the period ended September 30, 2022 ("Current Year") primarily related to the Company's LAB project in Labrador.

Specifics include:

- Mineral and Property Exploration Advances of \$70,000 were incurred.
- Equipment purchased was \$18,826;

Summary of Quarterly Results

The following table summarizes financial data for the most recently completed quarters:

Quarter ended	December 31, 2022
Total Revenue	\$Nil
Net loss (\$)	\$(492,149)
Basic and diluted net loss per common share	\$(0.02)

Results of Operations

The three months ended December 31, 2022

The Company incurred a net loss of \$492,149 for the three months ended December 31, 2022 primarily related to the Company obtaining exploration and evaluation assets. Specific variances include:

- Share-based payments, a non-cash expense was \$219,115;
- Mineral and Property Evaluation expenses increased by \$187,928. The increase is due to the Company's increased exploration activities in the L.A.B Project;
- Management fees of \$30,000 relating to the CEO of the Company.
- Professional fees of \$49,236 relating to legal and accounting services associated with the Company.

Financial instruments and risk management

Financial instruments risk

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counter party limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is defined as the risk of loss associated with counterparty's inability to fulfill its payment obligations. The maximum exposure to credit risk is the carrying amount of the Company's financial assets.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle its obligations as they come due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds available to meet its short-term business requirements by taking into account the anticipated cash expenditures for its exploration and other operating activities, and its holding of cash and cash equivalents. The Company will pursue further equity or debt financing as required to meet its commitments. There is no assurance that such financing will be available or that it will be available on favourable terms.

As at December 31, 2022, the Company's financial liabilities consist of its accounts payable and accrued liabilities, which are all current obligations.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign exchange risk is minimal.

Capital management

Capital is comprised of items within the Company's shareholder's equity. As at December 31, 2022, the Company's shareholder's equity was \$5,174,188. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects. The Company is not subject to any externally imposed capital requirements.

Related party transactions

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended December 31, 2022, the Company entered into the following transactions with related parties not disclosed elsewhere in the financial statements:

Paid or accrued management fees of \$30,000 to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued professional fees of \$12,500 to the Chief Financial Officer of the Company.

During the period ended December 31, 2022, the Company issued 1,275,000 stock options to the officers and directors of the Company with a fair value of \$151,012 included in share-based compensation expense. The Company issued additional 75,000 stock options to other related party with a fair value of \$8,883.

As at December 31, 2022, \$Nil (September 30, 2022, \$3,655) included in accounts payable is due to related parties and the amounts are non-interest bearing, unsecured and due on demand.

Liquidity, Capital Resources and Going Concern

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain adequate financing in the future. As at December 31, 2022, the Company had a cash balance of \$4,624,876 to settle current liabilities of \$189,681.

The Company's cash resources may be sufficient to meet its working capital and mineral property requirements for the pursuing year, however, the Company has no source of revenue and therefore management will continue to seek new sources of capital to maintain its operations and to further the development and acquisition of its mineral properties.

Subsequent Event

Subsequent to the period end:

a) the Company closed non-brokered private placements for gross proceeds of \$2,275,000 through the sale of 4,550,800 common shares at \$0.50 per common share. The Company paid \$17,100 in share issuance costs.

Outstanding Share Data

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

During the period ended September 30, 2022, the Company issued 100 common shares for gross proceeds of \$1.

During the period ended December 31, 2022, the Company closed non-brokered private placements for gross proceeds of \$6,148,798 through the sale of 26,532,350 common shares at prices ranging from \$0.038 to \$0.50 per common share. The Company paid \$127,380 in share issuance costs. A subscription receivable of \$600,000 was outstanding as at December 31, 2022, which was received subsequent to December 31, 2022. As at September 30, 2022, the Company received and recorded \$1,898,198 in subscriptions received in advance relating to the financings.

During the period ended December 31, 2022, the Company issued 2,100,000 common shares valued at \$420,000 relating to exploration and evaluation assets.

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number	Exercise Price	Expiry Date
Common Shares	33,183,250	n/a	n/a
Stock Options	1,850,000	\$0.25	October 27, 2025

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.

Regulatory risks include possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company and include increased fees for filings as well as the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive exploration and evaluation properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present Property, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any key man life insurance on any of its executives.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Comparative Properties

This MD&A contains information with respect to adjacent or similar mineral properties in respect of which the Company has no interest or rights to explore or mine. Readers are cautioned that the Company has no interest in or right to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties are not indicative of mineral deposits on the Company's properties.

Off-Balance Sheet Transactions

The Company has not entered into any significant off-balance sheet arrangements or commitments.

Critical Accounting Estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The preparation of these financial statements requires the Company to make judgements regarding the going concern of the Company and discussed in Note 1 of the audited financial statements.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include:

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

Share-based compensation

The fair value of stock options and non-cash compensation are subject to limitations in Black-Scholes option pricing and fair value estimates that incorporate market data involving uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model has subjective assumptions, including the volatility of share prices, which can materially affect the fair value estimate. affect the fair value estimate.

Income taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in Canada and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and the interpretation of the treatment for tax purposes for exploration and development activities. The Company is subject to assessment by Canadian tax authorities, which may interpret legislation differently which may affect the final amount or timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

Proposed Transactions

None.

Outlook

The Company is presently in the planning stages of exploring its Newfoundland properties in the Nuclear Fuels Subzone, specifically planning exploration programs utilizing soil sampling, rock sampling, trenching and channel sampling, airborne and ground geophysics, and regional anomaly identification.

Qualified Person

The disclosures contained in this MD&A regarding the Company's projects, and exploration and evaluation activities have been prepared by, or under the supervision of Mark Travis, CPG., contractor to the company, and a Qualified Person for the purposes of National Instrument 43-101.

Approval

The Board of Directors of the Company approved the disclosures contained in this MD&A.

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APPENDIX C

INFORMATION CONCERNING THE RESULTING ISSUER

(see attached)

INFORMATION CONCERNING THE RESULTING ISSUER

Unless the context otherwise requires, certain terms used in this Appendix C that are not otherwise defined herein are defined under “Glossary of Terms” in the Management Proxy Circular to which this Appendix C is attached.

Any statement contained in the Management Proxy Circular or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of the Management Proxy Circular, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Management Proxy Circular, except as so modified or superseded.

The following information is presented assuming prior completion of the Transaction and is reflective of the projected consolidated business, financial and share capital position of the Resulting Issuer assuming the completion thereof. It contains significant amounts of forward-looking information. Readers are cautioned that actual results may vary. This section only includes information respecting Uravan and Nuclear Fuels after the Transaction that is materially different from information provided earlier in this Management Proxy Circular. See the disclosure in Appendix “B – *Information Concerning Nuclear Fuels*” to this Management Proxy Circular. See also the pro forma consolidated financial statements of the Resulting Issuer attached to this Appendix as Exhibit “1”.

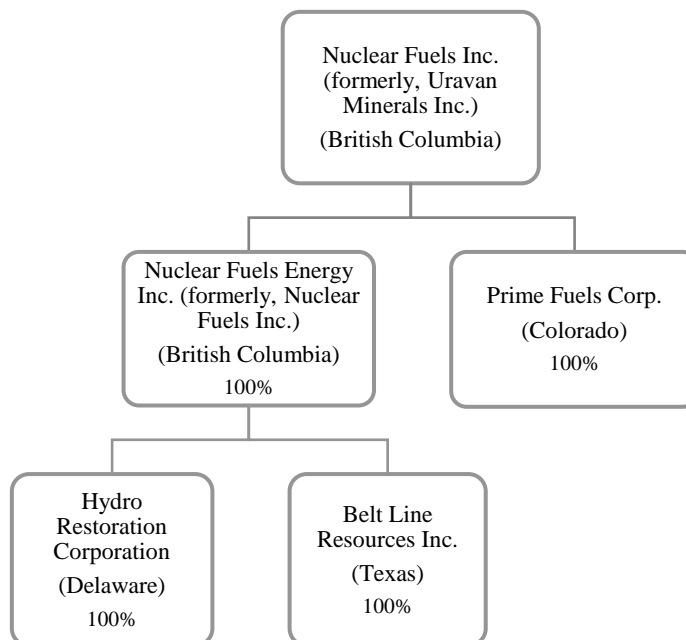
CORPORATE STRUCTURE

Name and Incorporation

Upon completion of the Transaction, Amalco will become a direct wholly-owned subsidiary of Uravan. As a result, all of the assets of Nuclear Fuels will become indirectly held by the Resulting Issuer. Following the Transaction, Uravan and Amalco will continue to exist under the BCBCA. The Resulting Issuer will continue under the name “Nuclear Fuels Inc.” or such other name as agreed to by Uravan and NFI, and will continue to be a reporting issuer in the provinces of British Columbia, Alberta, and Saskatchewan. The shares of the Resulting Issuer are anticipated to be listed on the CSE under the trading symbol “NF”. The registered and head office of the Resulting Issuer is expected to be located at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

Name and Incorporation

Upon completion of the Transaction, the corporate organization chart for the Resulting Issuer will be as follows:



General

Following Closing, the business of the Resulting Issuer will be primarily focused on the advancement of the KC Property and the LAB Project. The Resulting Issuer intends to review potential exploration on its other properties.

UNAUDITED PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

The unaudited pro forma consolidated financial information for the Resulting Issuer (consolidated to give effect to, among other things, the Transaction, consist of the following: income statements for the year ended December 31, 2022; and a balance sheet as at December 31, 2022. These pro forma financial statements are attached as Exhibit "1" to this Appendix.

The unaudited pro forma consolidated financial statements have been compiled from the information derived from and should be read in conjunction with:

- NFI's audited financial statements for the period from incorporation on May 22, 2022 to September 30, 2022;
- NFI's unaudited financial statements for the three months ended December 31, 2022; and
- Uravan's audited financial statements for the years ended December 31, 2022 and 2021.

The year-end of the Resulting Issuer going forward, is December 31, 2022 and for the purposes of these pro forma financial statements, figures presented for NFI have been reconstructed to form the year ended December 31, 2022 from the above financials.

ESTIMATED FUNDS AVAILABLE AND PRINCIPAL PURPOSES

As at December 31, 2022, Uravan had estimated working capital of \$349,212 and NFI had estimated working capital of \$5,174,188. The Resulting Issuer will have approximately \$5,523,400 available upon completion of the Transaction.

Uravan and NFI have historically had negative cash flow from operating activities and have historically incurred net losses but, based on current operations, the Resulting Issuer expects to meet its cash needs for the twelve-month period following the date hereof. To the extent that the Resulting Issuer has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows or raise additional funds through the issuance of additional equity securities, through loan financing, or other means. There is no assurance that additional capital or other types of financing will be available if needed or that these financings will be on terms at least as favourable to the Resulting Issuer as those previously obtained, or at all. See “*Risk Factors – Negative operating cashflow*” in this Appendix “C”.

PRINCIPAL HOLDERS OF THE RESULTING ISSUER SHARES

To the knowledge of the Resulting Issuer and its proposed directors and executive officers, no person other than enCore Energy Corp. will beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the outstanding shares of the Resulting Issuer upon the completion of the Transaction.

Insiders of the Resulting Issuer	Issued and Outstanding Common Shares of the Resulting Issuer Held by Insider	Percentage of Total Issued and Outstanding Common Shares of the Resulting Issuer held by Insider
enCore Energy Corp. ⁽¹⁾	9,189,132 ⁽²⁾	19.9% ⁽³⁾

Notes:

- (1) Held beneficially.
- (2) enCore Energy Corp. currently holds 8,566,975 NFI Shares and will receive 8,566,975 post-consolidation Uravan common shares pursuant to the transaction. enCore holds the right to receive a top up share issuance to maintain a 19.9% equity interest in the resulting issuer.
- (3) Based on the Resulting Issuer having 46,176,545 common shares outstanding upon completion of the Transaction.

PRO FORMA CONSOLIDATED CAPITALIZATION

The following table sets out the unaudited pro forma consolidated capitalization of Uravan as at the date hereof, before giving effect to the completion of the Transaction, and of the Resulting Issuer immediately after giving effect to the completion of the Transaction.

	Amount Outstanding prior to the Completion of the Transaction	Amount Outstanding after the Completion of the Transaction
Uravan Shares	5,532,900 ⁽¹⁾	4,426,320
Uravan Shares issuable upon the completion of the Transaction to NFI Shareholders	-	41,750,225
Total (non-diluted)	5,532,900	46,176,545
Uravan Shares reserved for issuance upon exercise of options	365,000	2,092,000 ⁽²⁾

Total (fully diluted)	9,397,900	51,768,545
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Notes:

- (1) Pursuant to the Transaction, these shares will be consolidated on the basis of 1 pre-consolidation share for every 0.8 post-consolidation share.
- (2) 292,000 Resulting Issuer Shares will be reserved for issuance upon exercise of Post-Consolidation stock options of Uravan. 1,800,000 NFI Options will be exchanged for Resulting Issuer options pursuant to the Transaction.

EXECUTIVE COMPENSATION

Following completion of the Transaction, there are not anticipated to be any changes to the current executive compensation arrangements of Uravan.

DIRECTORS AND EXECUTIVE OFFICERS OF THE RESULTING ISSUER**Board Composition**

Following completion of the Transaction, the Resulting Issuer Board will be comprised of the five Reconstituted Nominee directors, to hold office until the next annual meeting, or until their successors are elected or appointed, unless their office is vacated earlier in accordance with the articles of the Resulting Issuer or within the provisions of the BCBCA.

The following chart sets forth the name, municipality of residence, proposed position and principal occupation of each individual who is proposed to be a director or executive officer of the Resulting Issuer following the Transaction, and the number of Resulting Issuer Shares and other securities anticipated to be owned by each of such individuals immediately following the Transaction.

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly⁽³⁾	Director Since⁽⁵⁾	Principal Occupation for Past Five Years
Larry Lahusen <i>Alberta, Canada</i>	601,712 ⁽⁴⁾	January 19, 1998	Mr. Lahusen is an independent economic geologist and has been a self-employed private business executive since 1974 with a B.Sc. Degree in Geology. He has extensive experience over the last 49 years working as an exploration geologist with various private and public companies and other venture capital groups looking for uranium, base metals and precious metal deposits in North America.
Michael Collins <i>British Columbia, Canada</i>	Nil	Proposed Director and Chief Executive Officer	Mr. Collins has worked as an Officer and Director of public companies and as a geological consultant during the past five years.

Name and Place of Residence	Number of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽³⁾	Director Since ⁽⁵⁾	Principal Occupation for Past Five Years
William M. Sheriff <i>British Columbia, Canada</i>	1,147,500	Proposed Director and Chairman	Chairman of enCore Energy Corp. since 2009 and Executive Chairman of enCore Energy Corp. since January 2019. Executive Chairman of Golden Predator Mining Corp from April 2014 to September 2021. Director of Exploits Discovery Corp. since October 2020. Chairman of Sabre Gold Mines Corp. since September 2021.
David Miller <i>Wyoming, USA</i>	Nil	Proposed Director	Mr. Miller retired as a legislator in the Wyoming Legislature in January 2021. Mr. Miller has been a director of ALX Resources Corp. since May 2017, of Rush Rare Metals Corp. since December 2022, and of Visionary Gold Corp. since March 2023. Mr. Miller also provides corporate consulting services.
Eugene Spiering <i>Wyoming, USA</i>	Nil	Proposed Director	Mr. Spiering serves as a director for Southern Silver Exploration Corp., Arizona Silver Exploration, and s consulting geologist for clients conducting uranium and precious and base metal exploration in the Western U.S., He is a a technical advisor to enCore Energy Corp Group 11 Technologies, and Visionary Gold Corp.
Monty Sutton <i>British Columbia, Canada</i>	Nil	Proposed Chief Financial Officer	From October 2020 through November 2022 Mr. Sutton was employed as CFO for Exploits Discovery Corp. Mr. Sutton worked most of his career as an investment advisor, trader, and insurance specialist with PI Financial Corp. in Vancouver.
Jacqueline Collins <i>British Columbia, Canada</i>	Nil	Proposed Corporate Secretary	Ms. Collins is a Securities/Corporate Finance Paralegal with over 25 years of experience as a legal administrator, corporate secretary and paralegal at both independent and national law firms, and with public resource companies. She specializes in the preparation and filing of all securities documents with Canadian and US securities regulators, including all continuous disclosure documents.

Notes:

(1) Member of the Audit Committee.

- (2) Member of the Compensation Committee.
- (3) Does not include any share options or warrants beneficially owned or controlled by the directors. As of the date hereof, in aggregate, the proposed directors of the Resulting Issuer, as a group, hold options to purchase 65,000 NFI Shares exercisable at \$0.50 per share until October 28, 2025. As at the date hereof, the proposed directors and officers of the Resulting Issuer as a group, are anticipated to beneficially own, directly or indirectly, an aggregate of 1,749,212 Common Shares or approximately 3.78% of the issued and outstanding Resulting Issuer Shares.
- (4) 526,912 Resulting Issuer Shares will be held directly by Mr. Lahusen and 74,800 Resulting Issuer Shares will be held by Larjer Investments Inc.
- (5) The Resulting Issuer's directors will hold office until the next Annual General and Special Meeting of the Resulting Issuer's shareholders or until each director's successor is appointed or elected pursuant to the BCBCA.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director or officer of the Resulting Issuer is and, or within the ten years prior to the date of this Management Proxy Circular has been, a director, chief executive officer or chief financial officer of any company:

- (a) that while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to, after the proposed director ceased to be a director, chief executive officer or chief financial officer of the company and which resulted from an event that occurred while that person was acting in that capacity, of a cease trade order 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; or
- (c) that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director or officer of the Resulting Issuer has, within the ten years prior to the date of this Management Proxy Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder making a decision about whether to vote for the proposed director.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as described elsewhere in this Management Proxy Circular, none of the proposed directors, executive officers, or employees of the Resulting Issuer following the completion of the Transaction, and none of the associates of such persons is or has been indebted to either Uravan or NFI at any time during the most recently completed financial year of each of Uravan or NFI, respectively, or will be indebted to the Resulting Issuer upon completion of the Transaction. Furthermore, none of such persons were indebted to a third party during such period where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Uravan or NFI.

TRANSFER AGENT, REGISTRAR AND AUDITOR

The transfer agent and registrar for the Resulting Issuer Shares will be Computershare Investor Services Inc. at its offices in Vancouver, British Columbia and the auditor of the Resulting Issuer will be MNP LLP at its offices in Vancouver, British Columbia.

RISK FACTORS

The business and operations of the Resulting Issuer following completion of the Transaction will continue to be subject to the risks currently faced by Uravan and NFI, as well as certain risks unique to the Resulting Issuer following completion of the Transaction. Readers should carefully consider the risk factors set out below as well as the risk factors set out under “*Risk Factors*” in the Management Proxy Circular and incorporated by reference therein, and “*Information Concerning Nuclear Fuels – Risk Factors*” in Appendix “B”, with respect to the risk factors of Uravan and NFI, respectively.

Negative operating cash flow

Each of Uravan and NFI have historically had negative cash flow from operating activities. It is anticipated that the Resulting Issuer will continue to have negative cash flows in the foreseeable future. Continued losses may have the following consequences:

- increasing the Resulting Issuer's vulnerability to general adverse economic and industry conditions;
- limiting the Resulting Issuer's ability to obtain additional financing to fund future working capital, capital expenditures, operating costs and other general corporate requirements; and
- limiting the Resulting Issuer's flexibility in planning for, or reacting to, changes in its business and the industry.

The issuance of a significant number of Uravan Shares and a resulting “market overhang” could adversely affect the market price of the Resulting Issuer Shares after completion of the Transaction

On completion of the Transaction, a significant number of additional Resulting Issuer Shares will be issued and available for trading in the public market. The increase in the number of Resulting Issuer Shares may lead to sales of such shares or the perception that such sales may occur (commonly referred to as “market overhang”), either of which may adversely affect the market for, and the market price of, the Resulting Issuer Shares.

The Pro Forma Financial Statements are Presented for Illustrative Purposes Only and may not be an Indication of the Resulting Issuer’s Financial Condition or Results of Operations Following the Arrangement

The pro forma financial statements contained in this Management Proxy Circular are presented for illustrative purposes only and may not be an indication of the Resulting Issuer’s financial condition or results of operations following the Transaction for a number of reasons. For example, the pro forma financial statements have been derived from the historical financial statements of Uravan and NFI and certain adjustments and assumptions have been made regarding the Resulting Issuer after giving effect to the Transaction. The information upon which these adjustments and assumptions have been made is preliminary, and these types of adjustments and assumptions are difficult to make with complete accuracy. Moreover, the pro forma financial statements do not reflect all costs that are expected to be incurred by the Resulting Issuer in connection with the Transaction. For example, the impact of any incremental costs incurred in integrating Uravan and NFI is not reflected in the pro forma financial statements. As a result, the actual financial condition and results of operations of the Resulting Issuer following the Transaction may not be consistent with, or evident from, these pro forma financial statements. In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the Resulting Issuer’s financial condition or results of operations following the Transaction. Any potential decline in the Resulting Issuer’s financial condition or results of operations may cause a significant decrease in the stock price of the Resulting Issuer.

EXHIBIT 1 OF APPENDIX C

Unaudited pro forma consolidated financial statements of the Resulting Issuer

Nuclear Fuels Inc.

Unaudited Pro Forma Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the period ended December 31, 2022

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

	Nuclear Fuels Inc as at December 31, 2022	Uravan Minerals Inc. as at December 31, 2022	Note 3	Pro-forma Adjustment s	Pro-forma Consolidated
ASSETS					
Current assets					
Cash	\$ 4,624,876	\$ 168,687	\$ a	\$ 2,858,300	\$ 7,501,863
Other current assets	15,063	22,500	e	(150,000)	37,563
	4,639,939	191,187		2,708,300	7,539,426
Equipment	18,826	-		-	18,826
Exploration & evaluation assets	705,104	192,175	b	4,283,488	5,180,767
TOTAL ASSETS	\$ 5,363,869	\$ 383,362	\$	\$ 6,991,788	\$ 12,739,019
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Accounts payables	189,681	34,150		-	223,831
	189,681	34,150		-	223,831
Equity (Deficit)					
Share capital	6,441,419	19,094,547	a	2,258,300	15,196,367
			b	4,283,488	
			e	(16,881,387)	
Subscriptions receivable	(600,000)	-	a	600,000	-
Reserves	219,115	5,017,856	e	(4,910,856)	326,115
Deficit	(886,346)	(23,763,191)	e	21,642,243	(3,007,294)
	5,174,188	349,212		6,991,788	12,515,188
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 5,363,869	\$ 383,362	\$	\$ 6,991,788	\$ 12,739,019

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statements.

NUCLEAR FUELS INC.

Unaudited Pro Forma Consolidated Statement of Loss and Comprehensive Loss

For the period ended December 31, 2022

(Expressed in Canadian dollars)

	Nuclear Fuels Inc (constructed) for the period from incorporation on May 22, 2022 to December 31, 2022	Uravan Minerals Inc. for the year ended December 31, 2022	Note 3	Adjustments	Total
	\$	\$		\$	\$
General & administrative costs	(161,009)	(79,864)		-	(240,873)
Other items					
Exploration & evaluation expenditures	(506,222)	-		-	(506,222)
Gain on disposal of mineral property	-	287,000		-	287,000
Investment income (loss)	-	(73,897)		-	(73,897)
Listing expense	-	-	e	(2,120,948)	(2,20,948)
Share-based compensation	(219,115)	(84,000)		-	(303,115)
Net income (loss) and comprehensive income (loss)	(886,346)	49,239		(2,120,948)	(2,958,055)

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statements

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

1 NATURE OF OPERATIONS

The accompanying unaudited pro forma consolidated financial statements of Nuclear Fuels Inc. (“NFI”) have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”) under the assumption that NFI will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

These unaudited pro forma consolidated financial statements are derived from the financial statements of Uravan Minerals Inc. (“Uravan”) and NFI using the same accounting policies as described in NFI’s financial statements. The unaudited pro forma consolidated financial statements have been compiled from the information derived from and should be read in conjunction with:

- i) NFI’s audited financial statements for the period from incorporation on May 22, 2022 to September 30, 2022
- ii) NFI’s unaudited financial statements for the three months ended December 31, 2022
- iii) Uravan’s audited financial statements for the years ended December 31, 2022 and 2021

The year-end of Uravan and the resulting issuer going forward, is December 31, 2022 and for the purposes of these pro forma financial statements, figures presented for NFI have been reconstructed to form the year ended December 31, 2022 from the above financials.

The unaudited pro forma consolidated financial statements have been prepared for inclusion in the Management Information Circular of Uravan dated April 20, 2023, whereby Uravan will acquire 100% of the issued and outstanding shares of NFI, with NFI effectively acquiring control of the resulting issuer. The transaction is considered, from an accounting perspective, to be an asset acquisition with NFI acquiring the net assets of Uravan.

The unaudited pro forma consolidated financial statements have been prepared for illustrative purposes only and may not be indicative of the combined entities’ financial position and results of operations that would have occurred if the acquisition had been in effect at the dates indicated or of results which may be obtained in the future.

The unaudited pro forma consolidated financial statements include all adjustments necessary for fair presentation, in all material respects, of the transactions described in Note 3 in accordance with IFRS applied on a basis consistent with NFI’s accounting policies.

These unaudited pro forma consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the resulting issuer, NFI and Uravan.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

2 PROPOSED TRANSACTION

NFI and Uravan have entered into a definitive business combination agreement (the “**Business Combination Agreement**”) dated April 19, 2023, upon closing of which NFI will complete a reverse takeover of Uravan (“Acquisition”) and the resulting issuer will be renamed “Nuclear Fuels Inc”. After completion of the Acquisition and related transactions, the former shareholders of NFI will hold approximately 90% of the resulting issuer. Accordingly, NFI is considered to have acquired Uravan with the Acquisition being accounted for as a reverse takeover of Uravan by NFI shareholders (the “RTO”).

3 PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

These unaudited pro forma consolidated financial statements give effect to the completion of the proposed transaction contemplated by the Agreement and subsequent amalgamation as if they had occurred on December 31, 2022 in respect of the unaudited pro forma consolidated statement of financial position and on January 1, 2022 in respect of the unaudited pro forma consolidated statement of loss for the year ended December 31, 2022.

a) *Completion of NFI Financing*

In February 2023, NFI completed a private placement through the issuance of 4,550,800 common shares at a price of \$0.50 per common share, for gross proceeds of \$2,275,400. In addition, subsequent to December 31, 2022, NFI collected \$600,000 of subscriptions receivable.

NFI incurred \$17,100 of cash transaction costs in connection with this financing.

b) *Completion of NFI exploration and evaluation asset acquisitions*

Pursuant to share purchase agreements with Encore Energy US Corp (“Encore”) dated November 3, 2022, as amended March 31, 2023 the Company purchased the outstanding shares of Belt Line Resources Inc. (“Belt Line”) and Hydro Restoration Corporation (“Hydro”) subsidiaries. Belt Line holds the Moonshine Springs Uranium property in Mohave Arizona while Hydro holds both the Kaycee Uranium property in Johnson County, Wyoming as well as the Bootheel uranium project in Albany County, Wyoming.

Pursuant to the amended Belt Line agreement, Encore has agreed to sell Belt Line in consideration for i) the right to receive shares of NFI representing 5% of the issued shares of the resulting issuer on completion of a going public transaction immediately prior to the closing of the going public transaction ii) a 2% NSR royalty on the unpatented mining claims forming part of the Moonshine Property; and iii) a 1% NSR royalty on certain leasehold estates comprising the Moonshine property.

Pursuant to the amended Hydro agreement, Encore, through its wholly owned subsidiary, received the following consideration i) the right to receive NFI shares representing 14.9% of the issued shares of the resulting issuer determined immediately prior to the closing of the going public transaction, ii) a 2% NSR royalty on the unpatented mining claims forming party of the KC and Bootheel projects; and iii) a 1% NSR

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (cont'd...)

royalty on certain leasehold estates comprising the KC and Bootheel projects. In addition, Encore received the option to repurchase 51% of the KC project for a cash payment equal tot 2.5 times the exploration expenditures incurred by NFI on the project at such date with certain restrictions regarding the timing of when this option can be exercised.

Following closing of the above acquisitions, Encore, through its wholly owned subsidiary, has the right to participate in equity financings of the resulting issuer in order to maintain its percentage interest in the resulting issuer and the right to nominate two individuals to the board of directors of NFI, in each case for so long as Encore holds at least 10% of the outstanding shares of the Resulting Issuer.

As a result of the above, in March 2023, NFI issued 6,414,469 common shares at a value of \$3,207,235 to acquire Hydro and an additional 2,152,506 common shares at a value of \$1,076,253 to acquire Belt Line, which has been recorded to share capital and exploration and evaluation assets.

c) *Consolidation of Uravan share capital*

Pursuant to Business Combination Agreement, immediately prior to the proposed transaction between NFI and Uravan, Uravan will consolidate its outstanding shares and options on an exchange ratio of 0.8 post consolidation shares and options for each 1 pre consolidation shares and options.

As a result, Uravan's common shares outstanding post consolidation will be 4,426,321 and its options outstanding post consolidation will be 292,000. There is no accounting impact as a result of this consolidation.

d) *Adjustment for difference in accounting policy*

The financial statements of Uravan and its related accounting policies were reviewed for consistency with NFI's accounting policy. It was noted that Uravan has a policy to capitalize exploration costs, while NFI expenses exploration costs. The exploration and evaluation assets of Uravan were reviewed at December 31, 2022 and it was noted that the entire balance of \$192,175 related to acquisition costs of the Lisbon Valley project and thus no adjustment is required as at and for the year ended December 31, 2022 to ensure consistency in the accounting policies.

e) *Share exchange between NFI and Uravan*

Under the terms of the Business Combination Agreement, NFI shareholders will hold approximately 90% of the resulting issuer on completion of the transaction. In addition, NFI will nominate four board members and be retained as management, therefore NFI is considered to be the acquirer for accounting purposes.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (cont'd...)

The legal acquisition of NFI by Uravan constitutes a reverse asset acquisition as Uravan's exploration and evaluation assets do not meet the definition of a business. As consideration for 100% of the shares of Uravan, NFI will be deemed to have issued 4,426,320 common shares to current Uravan shareholders on a 1:1 exchange ratio, after the share consolidation (see Note 3c) of 0.8:1. The value of the shares has been estimated at \$0.50 per share, the value of the most recent financing in NFI.

Uravan's outstanding options will be converted on the same basis, resulting in 292,000 options of the resulting issuer being deemed issued to Uravan option holders. The value of the options exchanged has been estimated at \$107,000 based on the following Black Scholes assumptions: i) volatility of 100%, ii) expected life of 1.28 to 4.90 years, iii) interest of 3.00%; and iv) dividend yield of nil.

The cash transaction costs assumed in connection with the transaction for legal, advisory, accounting, regulatory and other fees is estimated to be \$150,000.

Consideration	Amount \$:
4,426,320 shares for Uravan Shareholders	\$2,213,160
292,000 options for Uravan option holders	107,000
Transaction costs	150,000
Total consideration	\$2,470,160

Total consideration of NFI to acquire Uravan, including shares, options and transaction costs, is valued at \$2,470,160. The consideration is allocated to the fair value of the net assets acquired, as per below, with the remainder being allocated to listing expense. As the transaction is considered an asset acquisition, there is no goodwill and no deferred income tax considerations.

Net Assets of Uravan:	
Cash	\$ 168,687
Current assets	22,500
Exploration & evaluation assets	192,175
Accounts payable	(34,150)
Listing expense	2,120,948
Total	\$ 2,470,160

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

4 PRO FORMA SHARE CAPITAL

	Shares outstanding	Share Capital \$	Reserves \$
Shares outstanding, NFI, December 31, 2022	28,632,450	\$ 6,441,419	\$ 219,115
Completion of NFI financing, net of share issue costs	4,550,800	2,258,300	-
Completion of acquisition with Encore for exploration and evaluation assets	8,566,975	4,283,488	-
Shares and options deemed issued to Uravan pursuant to reverse take over	4,426,320	2,213,160	107,000
TOTAL	46,176,545	\$ 15,196,367	\$ 326,115

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

b) Financial instruments (cont'd...)

Financial assets: (cont'd...)

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment. The Company has classified its receivables at amortized costs.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Amortized cost: This category includes accounts payable and accrued liabilities and subscriptions received in advance which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of loss and comprehensive loss immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

c) Exploration and evaluation assets

Exploration and evaluation property acquisition costs directly related to specific properties are deferred, commencing on the date that the Company acquires legal rights to explore a property, until technical and economic feasibility of extracting a mineral resource is demonstrable, or until the properties are sold or abandoned. Exploration and evaluation expenditures are expensed as incurred. Exploration costs may include costs such as materials used, surveying costs, drilling costs, payments made to contractors, analysing historical exploration data, geophysical studies, and depreciation on equipment used during the exploration stage. If the properties are put into commercial production, the acquisition and exploration expenditures will be depleted using the units of production basis based upon the proven reserves available. If the properties are sold or abandoned, the acquisition costs will be written off.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

c) Exploration and evaluation assets (cont'd...)

Mineral properties are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed the recoverable amount. Where there is evidence of impairment, the net carrying amount of the asset will be written down to its recoverable amount. Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many resource properties.

d) Equipment

On initial recognition equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Equipment is subsequently stated at cost less accumulated depreciation, less any accumulated impairment losses, apart from land, which is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of operations and comprehensive loss during the financial period in which they are incurred.

The Company allocates the amount initially recognized in respect of an item of equipment to its significant parts and depreciates separately each part. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Gains and losses on disposal of an item of equipment is determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized within operating expenses in the statement of operations and comprehensive loss. During the period, no depreciation was recognized as the equipment was purchased at the end of the period ended, September 30, 2022.

Equipment is depreciated using the following methods:

Heavy machinery and equipment	5 years straight-line
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NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

e) Impairment of tangible and intangible assets

Tangible and intangible assets with finite useful lives are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the assets' cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to the statement of loss and comprehensive loss except to the extent it reverses gains previously recognized in other comprehensive loss/income. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized in the statement of loss and comprehensive loss.

f) Share-based compensation

The Company uses the fair value-based method for measuring compensation costs. The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital .

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

g) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable relating to previous years.

Deferred tax is recognized in respect to the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

h) Decommissioning Liabilities

The Company is required to recognize a liability when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As of December 31, 2022, the Company has not incurred any such obligations.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

i) Significant judgments, estimates and assumptions

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The preparation of these financial statements requires the Company to make judgements regarding the going concern of the Company and discussed in Note 1.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include:

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of loss and comprehensive loss in the period when the new information becomes available.

Share-based compensation

The fair value of stock options and non-cash compensation are subject to limitations in Black-Scholes option pricing and fair value estimates that incorporate market data involving uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model has subjective assumptions, including the volatility of share prices, which can materially affect the fair value estimate.

Income taxes

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in Canada and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, the deferral and deductibility of certain items and the interpretation of the treatment for tax purposes for exploration and development activities. The Company is subject to assessment by Canadian tax authorities, which may interpret legislation differently which may affect the final amount or timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements
For the period ended December 31, 2022
(Expressed in Canadian dollars)

4 EXPLORATION AND EVALUATION ASSETS

L.A.B. Critical Metals District Project (“LAB Project”), Newfoundland

The Company incurred \$318,294 in property investigation costs in fiscal 2022 associated with the option agreement dated October 1, 2022 with Gary Lewis. The option agreement is to acquire 100% interest in the LAB Project located in Newfoundland.

To exercise the option and acquire the right to a 100% interest in the LAB Project, the Company may:

- Issue 1,500,000 (issued with a fair value of \$300,000) common shares on or before June 18, 2022;
- Issue 750,000 common shares on or before June 18, 2023;
- Issue 750,000 common shares on or before June 18, 2024;
- Pay \$50,000 and issue 1,000,000 common shares on or before June 18, 2025; and
- Pay \$150,000 and issue 1,000,000 common shares on or before June 18, 2026.

The LAB Project is subject to a net smelter return (“NSR”) royalty of 3% and a buyback of 1.5% for \$3,000,000.

As well, Gary Lewis will have the right to participate in the first three financings and purchase up to 7% of total shares of each financing.

During the period ended December 31, 2022, the Company acquired additional claims contiguous with the LAB Project by incurring staking costs of \$66,838.

Miller Project, Wyoming, USA

On October 31, 2022, the Company entered into an option agreement with Miller and Associated LLC to acquire 100% interest in the Miller project located in Wyoming, USA.

To exercise the option and acquire the right to a 100% interest in the Miller Project, the Company will:

- Pay US\$140,000 on October 31, 2022 (\$190,174 paid);
- Pay US\$100,000 on October 31, 2023; and
- Issue 600,000 (issued with a fair value of \$120,000) common shares within 20 days of October 31, 2022.

The Miller Project is subject to a NSR royalty of 2% and a surrounding area of interest will be subject to a 1% NSR royalty.

The transaction is considered to be a related party transaction as David Miller subsequently became a director of the Company.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

4 EXPLORATION AND EVALUATION ASSETS (cont'd...)

Bootheel Project, Wyoming, USA

On November 1, 2022, the Company entered into an exploration and mining lease agreement with Highest Resources LLC for a 20-year lease on the Bootheel project located in Wyoming, USA.

The Company will pay the following pursuant to the agreement:

- Pay US\$20,654 on November 1, 2022 (paid \$28,092);
- Pay US\$25,000 on November 1, 2023;
- Pay US\$40,000 on November 1, 2024; and
- Pay US\$50,000 on November 1, 2023 and thereafter on each succeeding anniversary.

The Bootheel project is subject to a 2% NSR royalty for minerals produced from the property and 2% net proceeds for uranium minerals produced from the property.

Belt Line and Hydro Projects, Wyoming, USA

On November 3, 2022, the Company entered into agreements to purchase certain uranium exploration assets from encore Energy Corp. ("encore Energy"), for shares in Nuclear Fuels, royalty interests and production back-in rights in the properties. The Company has agreed to purchase Belt Line Resources, Inc. ("Belt Line") and Hydro Restoration Corporation ("Hydro") subsidiaries. Belt Line holds the Moonshine Springs Uranium property in Mohave County, Arizona and Hydro holds the Kaycee Uranium property in Johnson County, Wyoming as well as the Bootheel Uranium project in Albany County, Wyoming.

Pursuant to the terms of the share purchase agreement for the sale of Belt Line, Encore has agreed to sell Belt Line in consideration for (i) the right to receive shares of the Company representing 5% of the issued shares of the resulting issuer on completion of a going public transaction by the Company (the "Resulting Issuer") determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Moonshine Springs Uranium Project located in Mohave County, Arizona; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Moonshine Springs Uranium Project.

Pursuant to the terms of the share purchase agreement for the sale of Hydro, Encore has agreed to sell Hydro in consideration for (i) the right to receive shares of the Company representing 14.9% of the issued shares of the Resulting Issuer determined immediately prior to the closing of the going public transaction; (ii) a 2% net smelter returns royalty on the unpatented mining claims forming part of the Kaycee and Bootheel Uranium projects, located in Wyoming; and (iii) a 1% net smelter returns royalty on certain leasehold estates comprising the Kaycee and Bootheel Uranium projects. As well, encore Energy will also receive the right to repurchase 51% of the Kaycee Project for a cash payment equal to 2.5 times the exploration expenditures incurred by the Company on the project.

4 EXPLORATION AND EVALUATION ASSETS (cont'd...)

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

Following the closing, Encore will have the right to participate in equity financings of the Resulting Issuer in order to maintain its percentage interest in the Resulting Issuer, and the right to nominate two individuals to the board of directors of the Company, in each case for so long as encore Energy holds at least 10% of the outstanding shares capital of the Resulting Issuer.

The Belt Line and Hydro Project acquisition is contingent upon the Company becoming a reporting issuer. As at December 31, 2022, the Company was not a reporting issuer.

Exploration and evaluation of property acquisition costs

Property	Miller Project	LAB Project	Bootheel Project	Total
Balance, September 30, 2022	\$ -	\$ -	\$ -	\$ -
Acquisition cost – cash	190,174	-	28,092	218,266
Acquisition costs – share payments	120,000	300,000	-	420,000
Staking	-	66,838	-	66,838
Balance, December 31, 2022	\$310,174	\$366,838	\$28,092	\$705,104

Exploration and evaluation expenditures incurred as follows:

	Three months ended December 31, 2022
LAB Project	\$
Field supplies and rentals	63,181
Geological consulting	95,665
Geophysics	8,290
Travel	20,792
Total costs incurred during period	187,928

As at December 31, 2022, the Company incurred \$Nil (2022 - \$70,000) in exploration advances.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

5 SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

During the period ended September 30, 2022, the Company issued 100 common shares for gross proceeds of \$1.

During the period ended December 31, 2022, the Company closed non-brokered private placements for gross proceeds of \$6,148,798 through the sale of 26,532,350 common shares at prices ranging from \$0.038 to \$0.50 per common share. The Company paid \$127,380 in share issuance costs. A subscription receivable of \$600,000 was outstanding as at December 31, 2022, which was received subsequent to December 31, 2022. As at September 30, 2022, the Company received and recorded \$1,898,198 in subscriptions received in advance relating to the financings.

During the period ended December 31, 2022, the Company issued 2,100,000 common shares valued at \$420,000 relating to exploration and evaluation assets (Note 4).

c) Share-based payments

Stock Option Plan

The Company has a stock option plan under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a term of ten years and vest as determined by the board of directors.

As at December 31, 2022, the following stock options were outstanding:

	Number of Stock Options	Weighted Average Exercise Price
Balance, May 25, 2022, and September 30, 2022	-	\$ -
Granted	1,800,000	0.25
Balance, December 31, 2022	1,800,000	\$ 0.25

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

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5 SHARE CAPITAL (cont'd...)

c) Share-based payments (cont'd...)

During the period ended December 31, 2022, the Company issued:

- 1,800,000 stock options with an exercise price of \$0.25 per share and a fair value of \$219,155. The weighted average fair value per option was \$0.12. The fair value of the options is estimated using the Black-Scholes option pricing model assuming a life expectancy of 3 years, risk-free rate of 3.77% and volatility of 100%.

The Company did not issue any stock options during the period ended September 30, 2022.

A summary of the Company's stock options outstanding and exercisable as at December 31, 2022 is as follows:

Expiry Date	Number of Stock Options	Exercise Price	Number of Stock Options Exercisable	Remaining Life (Years)
October 27, 2025	1,800,000	\$0.25	1,800,000	2.82
	1,800,000		1,800,000	

6 RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended December 31, 2022, the Company entered into the following transactions with related parties not disclosed elsewhere in the financial statements:

Paid or accrued management fees of \$30,000 to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued professional fees of \$12,500 to the Chief Financial Officer of the Company.

During the period ended December 31, 2022, the Company issued 1,275,000 stock options to the officers and directors of the Company with a fair value of \$151,012 included in share-based compensation expense. The Company issued additional 75,000 stock options to other related party with a fair value of \$8,883.

As at December 31, 2022, \$Nil (September 30, 2022, \$3,655) included in accounts payable is due to related parties and the amounts are non-interest bearing, unsecured and due on demand.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

(Expressed in Canadian dollars)

7 CAPITAL MANAGEMENT

Capital is comprised of items within the Company's shareholder's equity. As at December 31, 2022, the Company's shareholder's equity was \$5,174,188. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects. The Company is not subject to any externally imposed capital requirements.

8 FINANCIAL INSTRUMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is based on Level 1 inputs of the fair value hierarchy.

The fair value of the Company's receivables, accounts payable and accrued liabilities and subscriptions received in advance approximates their carrying values due to their short-term nature.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

NUCLEAR FUELS INC.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

For the period ended December 31, 2022

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8 FINANCIAL INSTRUMENTS AND RISK (cont'd...)

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$4,624,876 to settle current liabilities of \$189,681.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The interest rate risk on cash is not considered significant.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign exchange risk is minimal.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and the stock market to determine the appropriate course of action to be taken by the Company.

9 SUBSEQUENT EVENT

Subsequent to the period end:

- a) the Company closed non-brokered private placements for gross proceeds of \$2,275,400 through the sale of 4,550,800 common shares at \$0.50 per common share. The Company paid \$17,100 in share issuance costs.

APPENDIX D

DISSENT RIGHTS

Section 191 of the *Business Corporations Act (Alberta)*

Shareholders have the right to dissent in respect of the Continuance in accordance with Section 191 of the ABCA. Such right to dissent is described in the Management Information Circular. The full text of Section 191 of the ABCA is set forth below.

Shareholder's right to dissent

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,
- (b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,
- (b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),
- (c) amalgamate with another corporation, otherwise than under section 184 or 187,
- (d) be continued under the laws of another jurisdiction under section 189, or
- (e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

- (a) at or before any meeting of shareholders at which the resolution is to be voted on, or

- (b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court after the adoption of a resolution referred to in subsection (1) or (2),

- (a) by the corporation, or
- (b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5),

to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

- (a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or
- (b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

- (a) be made on the same terms, and
- (b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

- (a) is not required to give security for costs in respect of an application under subsection (6), and
- (b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

- (a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,
 - (b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the Alberta Rules of Court,
 - (c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,
 - (d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,
 - (e) the appointment and payment of independent appraisers, and the procedures to be followed by them,
 - (f) the service of documents, and
 - (g) the burden of proof on the parties.
- (13) On an application under subsection (6), the Court shall make an order
- (a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,
 - (b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,
 - (c) fixing the time within which the corporation must pay that amount to a shareholder, and
 - (d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.
- (14) On
- (a) the action approved by the resolution from which the shareholder dissents becoming effective,
 - (b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or
 - (c) the pronouncement of an order under subsection (13),
- whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.
- (15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

- (16) Until one of the events mentioned in subsection (14) occurs,
- (a) the shareholder may withdraw the shareholder's dissent, or
 - (b) the corporation may rescind the resolution,

and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

- (18) If subsection (20) applies, the corporation shall, within 10 days after
- (a) the pronouncement of an order under subsection (13), or
 - (b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,

notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

- (20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that
- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or
 - (b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.

APPENDIX E**AUDIT COMMITTEE MANDATE****Introduction**

Uravan Minerals Inc. (“**Uravan**” or the “**Company**”) is an Alberta-based mineral exploration company. The Board of Directors of the Company (the “**Board**”) has the responsibility for the overall stewardship of the conduct of the business of the Company and its subsidiaries and the activities of management of the Company, which is responsible for the day-to-day conduct of the business.

Purpose

The overall purpose of the Audit Committee (the “**Committee**”) is to ensure that the Company’s management has designed and implemented an effective system of internal financial controls and disclosure controls and procedures, to review and report on the integrity of the financial statements of the Company, to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.

Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board, and the composition of the Committee shall be such that it satisfies the “independence” requirements of Multilateral Instrument 52-110, Audit Committees.
2. All of the members of the Committee shall be “financially literate” (i.e. able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of those of the Company and that can be reasonably expected to be raised by the Company’s financial statements).
3. The Board shall appoint the members of the Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their members.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet in person or by teleconference at such times and in such locations as may be required in order for the Committee to fulfill its obligations under this

mandate. As an alternative to formal meetings, the Committee may, by written resolution, approve the financial statements, management's discussion and analysis and press releases of the Company. The external auditors or any member of the Committee may request a meeting of the Committee;

- (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee where financial statements are being considered and for which the external auditors provided an audit report or review; and
- (c) the following management representatives shall be invited to attend all meetings, except executive sessions and private sessions with the external auditors:

President and Chief Executive Officer
Chief Financial Officer

- (d) other management representatives shall be invited to attend as necessary.
8. The external auditors shall report directly to the Committee and the external auditors and internal auditors (if any) shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee of the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
9. The Committee may retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties and may set and pay the compensation for any advisor engaged. The Committee will notify the Chairman of the Board whenever independent consultants are engaged.

Roles and Responsibilities

1. The overall duties and responsibilities of the Committee shall be as follows:
- (e) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and management's discussion and analysis;
 - (f) to establish and maintain a direct line of communication with the Company's internal (if any) and external auditors and assess their performance;
 - (g) to assist the Board in the discharge of its responsibilities relating to oversight of the Company's internal, financial and disclosure controls and procedures;
 - (h) to periodically review the audit and non-audit services pre-approval policy and recommend to the Board any changes which the Committee deems appropriate;
 - (i) to periodically consider whether there is a need to outsource internal audit functions or create an internal audit department;

- (j) to receive and review complaints received pursuant to the Company's Whistleblower Policy and oversee and provide direction on the investigation and resolution of such concerns and to periodically review the said policy and recommend to the Board changes which the Committee may deem appropriate;
 - (k) to report regularly to the Board on the fulfilment of its duties and responsibilities;
 - (l) to identify and monitor the management of the principal risks that could impact the financial reporting of the Company; and
 - (m) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (n) to be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting;
 - (o) to recommend to the Board a firm of external auditors to be nominated for appointment by the shareholders of the Company, and to monitor and verify the independence of such external auditors;
 - (p) to review and approve the fee, scope and timing of the audit and other audit related and non-audit services rendered by the external auditors;
 - (q) review the audit plan of the external auditors prior to the commencement of the audit;
 - (r) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors, as pre-approved pursuant to the audit and non-audit services pre-approval policy;

- (s) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - (t) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (u) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (v) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (w) review compliance under the Company's Code of Business Conduct Policy with those matters addressed in the policy which affect the financial integrity of the Company and to periodically review this policy and recommend to the Board changes which the Committee may deem appropriate; and
 - (x) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal accounting staff or by the external auditors have been implemented.
4. The Committee is also charged with the responsibility to:
- (y) review and recommend to the Board for its approval, the Company's annual financial statements, management's discussion and analysis, annual information form and annual earnings press releases before the Company publicly discloses this information;
 - (z) review and approve the Company's interim financial statements, interim management's discussion and analysis including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto and interim earnings press releases before the Company publicly discloses this information;
 - (aa) review and approve the financial sections of:
 - (i) the annual report to shareholders, if any;
 - (ii) the annual information form, if any;
 - (iii) prospectuses;
 - (iv) other public reports requiring approval by the Board; and
 - (v) press releases related thereto,

and report to the Board with respect thereto:

- (bb) review regulatory filings and decisions as they relate to the Company's financial statements;
- (cc) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (dd) review and report on the integrity of the Company's financial statements;
- (ee) review the minutes of any audit committee meeting of any subsidiary of the Company;
- (ff) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the financial statements;
- (gg) the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts; and
- (hh) develop a calendar of activities to be undertaken by the Committee for each ensuing year related to the Committee's duties and responsibilities as set forth in this Charter and to submit the calendar in the appropriate format to the Board within a reasonable period of time following each Annual General and Special Meeting of shareholders.

Annual Review and Assessment

The Committee shall conduct an annual review and assessment of its performance, including compliance with this Charter and its role, duties and responsibilities.

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APPENDIX F
PROPOSED ARTICLES
(see attached)

ADOPTED on _____, 2023.

Director

Incorporation Number:

[◆]

ARTICLES

OF

**NUCLEAR FUELS INC.
(FORMERLY, URAVAN MINERALS INC.)**

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PROVINCE OF BRITISH COLUMBIA

Business Corporations Act

Articles of NUCLEAR FUELS INC.

(the "Company")

1. INTERPRETATION

1.1 Definitions

In these Articles, unless the context otherwise requires:

- (a) "board of directors", "directors" and "board" mean the directors or sole director of the Company for the time being;
- (b) "*Business Corporations Act*" means the *Business Corporations Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (c) "*Interpretation Act*" means the *Interpretation Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (d) "legal personal representative" means the personal or other legal representative of the shareholder;
- (e) "registered address" of a shareholder means the shareholder's address as recorded in the central securities register;
- (f) "seal" means the seal of the Company, if any;
- (g) "solicitor of the Company" means any partner, associate or articled student of the law firm retained by the Company in respect of the matter in connection with which the term is used.

1.2 Business Corporations Act and Interpretation Act Definitions Applicable

The definitions in the *Business Corporations Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to and form a part of these Articles. If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these Articles. If there is a conflict or inconsistency between these Articles and the *Business Corporations Act*, the *Business Corporations Act* will prevail.

2. SHARES AND SHARE CERTIFICATES

2.1 Authorized Share Structure

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

2.2 Form of Share Certificate

Each share certificate issued by the Company shall be in such form as the directors may determine and approve and must comply with, and be signed as required by, the *Business Corporations Act*.

2.3 Shareholder Entitled to Certificate or Acknowledgment

Shares may be issued without a share certificate or written acknowledgment. Upon request, however, each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate or acknowledgment and delivery of a share certificate or acknowledgment to one of several joint shareholders or to a duly authorized agent of one of the joint shareholders will be sufficient delivery to all.

2.4 Delivery by Mail

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgment is lost in the mail or stolen.

2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they think fit:

- (a) order the share certificate or acknowledgment, as the case may be, to be cancelled; and
- (b) issue a replacement share certificate or acknowledgment, as the case may be.

2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the directors receive:

- (a) proof satisfactory to them that the share certificate or acknowledgment is lost, stolen or destroyed; and
- (b) any indemnity the directors consider adequate.

2.7 Splitting Share Certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

2.8 Certificate Fee

There must be paid to the Company, in relation to the issue of any share certificate under Articles 2.5, 2.6 or 2.7, the amount, if any and which must not exceed the amount prescribed under the *Business Corporations Act*, determined by the directors.

2.9 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as required by law or statute or these Articles or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

3. ISSUE OF SHARES

3.1 Directors Authorized

Subject to the *Business Corporations Act* and the rights, if any, of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

3.2 Commissions and Discounts

The Company may at any time pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

3.4 Conditions of Issue

Except as provided for by the *Business Corporations Act*, no share may be issued until it is fully paid. A share is fully paid when:

- (a) consideration is provided to the Company for the issue of the share by one or more of the following:
 - (1) past services performed for the Company;
 - (2) property; or
 - (3) money; and
- (b) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.

3.5 Share Purchase Warrants and Rights

Subject to the *Business Corporations Act*, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

4. SHARE REGISTERS

4.1 Central Securities Register

The Company must maintain a central securities register in accordance with the provisions of the *Business Corporations Act*. The directors may, subject to the *Business Corporations Act*, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

4.2 Closing Register

The Company must not at any time close its central securities register.

5. SHARE TRANSFERS

5.1 Private Issuer Restrictions

The provisions of Article 27 shall apply to any proposed transfer of a share of the Company.

5.2 Registering Transfers where Certificate or Acknowledgement

A transfer of a share of the Company for which a share certificate has been issued or for which the shareholder has received a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate must not be registered unless the Company or the transfer agent or registrar for the class or series of share to be transferred has received:

- (a) an instrument of transfer, duly executed by the transferor or a duly authorized attorney of the transferor, in respect of the share;
- (b) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate;
- (c) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment; and
- (d) such other evidence, if any, as the directors or the transfer agent may require to prove the title of the transferor or his duly authorized attorney or the right to transfer the shares, and the right of the transferee to have the transfer registered.

5.3 Registering Transfers where no Certificate or Acknowledgement

A transfer of a share of the Company for which a share certificate has not been issued or for which the shareholder has not received a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate (for example, where shares are issued in book-only form), must not be registered unless the requirements for transfer as approved by the directors have been met.

5.4 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

5.5 Transferor Remains Shareholder

Except to the extent that the *Business Corporations Act* otherwise provides, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

5.6 Signing of Instrument of Transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer:

- (a) in the name of the person named as transferee in that instrument of transfer; or
- (b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

5.7 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

5.8 Transfer Agent

The Company may appoint one or more trust companies or agents as its transfer agent for the purpose of issuing, countersigning, registering, transferring and certifying the shares and share certificates of the Company.

5.9 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

6. TRANSMISSION OF SHARES

6.1 Legal Personal Representative Recognized on Death

In case of the death of a shareholder, the legal personal representative of the shareholder, in the case of shares registered in the shareholders' name and the name of another person in joint tenancy, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative of a shareholder, the directors may require proof of appointment by a court of competent jurisdiction, a grant of letters probate, letters of administration or such other evidence or documents as the directors consider appropriate.

6.2 Rights of Legal Personal Representative

Subject to Article 6.1, on death or bankruptcy, the legal personal representative of a shareholder has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in

accordance with these Articles, provided the documents required by the *Business Corporations Act* and the directors have been deposited with the Company.

6.3 Registration of Legal Personal Representative

Any person becoming entitled to a share in consequence of the death or bankruptcy of a shareholder shall, upon such documents and evidence being produced to the Company as the *Business Corporations Act* requires, or who becomes entitled to a share as a result of an order of a court of competent jurisdiction or a statute, has the right either to be registered as a shareholder in his representative capacity in respect of such share, or, if he is a personal representative, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, as regards a transfer by a personal representative or trustee in bankruptcy, have the same right, if any, to decline or suspend registration of a transferee as they would have in the case of a transfer of a share by the deceased or bankrupt person before the death or bankruptcy.

7. PURCHASE AND REDEMPTION OF SHARES

7.1 Company Authorized to Purchase or Redeem Shares

Subject to Article 7.2, the special rights and restrictions attached to the shares of any class or series and the *Business Corporations Act*, the Company may, if authorized by the directors, purchase, redeem or otherwise acquire any of its shares at the price and upon the terms the directors determine. The Company may, by a resolution of directors, cancel any of its shares purchased by the Company, and upon the cancellation of such shares the number of issued shares shall be reduced accordingly.

7.2 Purchase When Insolvent

The Company must not make a payment or provide any other consideration to purchase, redeem or otherwise acquire any of its shares if there are reasonable grounds for believing that:

- (a) the Company is insolvent; or
- (b) making the payment or providing the consideration would render the Company insolvent.

7.3 Sale and Voting of Purchased Shares

If the Company retains a share purchased, redeemed or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- (a) is not entitled to vote the share at a meeting of its shareholders;
- (b) must not pay a dividend in respect of the share; and
- (c) must not make any other distribution in respect of the share.

8. BORROWING POWERS

The Company, if authorized by the directors, may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;

- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as they consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

Any bonds, debentures or other debt obligations of the Company may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of or conversion into or exchange for shares or other securities, attending and voting at general meetings of the Company, appointment of directors or otherwise and may by their terms be assignable free from any equities between the Company and the person to whom they were issued or any subsequent holder thereof, all as the directors may determine.

9. ALTERATIONS

9.1 Alteration of Authorized Share Structure

Subject to Article 9.2 and the *Business Corporations Act*, the Company may:

- (a) either by directors' resolution or by ordinary resolution, at the election of the directors in their sole discretion:
 - (1) create one or more classes or series of shares or, if none of the shares of a class are allotted or issued, eliminate that class of shares;
 - (2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
 - (3) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
 - (4) if the Company is authorized to issue shares of a class of shares with par value:
 - i decrease the par value of those shares; or
 - ii if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
 - (5) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
 - (6) alter the identifying name of any of its shares;
 - (7) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*; or
- (b) by ordinary resolution otherwise alter its shares or authorized share structure;

and alter its Articles and Notice of Articles accordingly.

9.2 Special Rights and Restrictions

Subject to the *Business Corporations Act*, the Company may by ordinary resolution:

- (a) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (b) by ordinary resolution vary or delete any special rights or restrictions attached to the shares of any class or series, whether or not any or all of those shares have been issued

and alter its Articles and Notice of Articles accordingly.

9.3 Change of Name

The Company may by directors' resolution or by ordinary resolution, in each case as determined by the directors, authorize an alteration of its Notice of Articles in order to change its name.

9.4 Other Alterations

The Company, save as otherwise provided by these Articles and subject to the *Business Corporations Act*, may:

- (a) by directors' resolution or by ordinary resolution, in each case as determined by the directors, authorize alterations to the Articles that are procedural or administrative in nature or are matters that pursuant to these Articles are solely within the directors' powers, control or authority; and
- (b) if the *Business Corporations Act* does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by ordinary resolution alter these Articles.

10. MEETINGS OF SHAREHOLDERS

10.1 Annual General Meetings

Unless an annual general meeting is deferred or waived in accordance with the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and thereafter must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

10.2 Consent Resolution Instead of Meeting of Shareholders

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

10.3 Calling of Meetings of Shareholders

The directors may, whenever they think fit, call a meeting of shareholders.

10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders (including, without limitation, any notice specifying the intention to propose a resolution as an exceptional resolution, a special resolution or a special separate resolution and any notice of a general meeting, class meeting or series meeting or to consider approving the adoption of an amalgamation agreement, the approval of any amalgamation into a foreign jurisdiction or the approval of any arrangement), in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by directors' resolution (whether

previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

10.5 A Notice of Resolution to Which Shareholders May Dissent

The Company must send to each of its shareholders, whether or not their shares carry the right to vote, a notice of any meeting of shareholders at which a resolution entitling shareholders to dissent is to be considered specifying the date of the meeting and containing a statement advising of the right to send a notice of dissent and a copy of the proposed resolution at least the following number of days before the meeting:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

10.6 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.7 Record Date for Voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.8 Failure to Give Notice and Waiver of Notice

The accidental omission to send notice of any meeting of shareholders to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive or reduce the period of notice of such meeting. Attendance of a person at a meeting of shareholders is a waiver of entitlement to notice of the meeting unless that person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.9 Notice of Special Business at Meetings of Shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 11.1, the notice of meeting must:

- (a) state the general nature of the special business; and

- (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - (1) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - (2) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

10.10 Location of Meetings of Shareholders

The Company will hold meetings of shareholders in British Columbia, subject to the directors, by resolution, approving a location for such meetings outside of British Columbia.

11. PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

11.1 Special Business

At a meeting of shareholders, the following business is special business:

- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (b) at an annual general meeting, all business is special business except for the following:
 - (1) business relating to the conduct of or voting at the meeting;
 - (2) consideration of any financial statements of the Company presented to the meeting;
 - (3) consideration of any reports of the directors or auditor;
 - (4) the setting or changing of the number of directors;
 - (5) the election or appointment of directors;
 - (6) the appointment of an auditor;
 - (7) the setting of the remuneration of an auditor;
 - (8) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;
 - (9) any other business which, under these Articles or the *Business Corporations Act*, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

11.2 Majority Required for a Special Resolution

The majority of votes required for the Company to pass a special resolution at a general meeting of shareholders is two-thirds of the votes cast on the resolution.

11.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is one person who is a shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of shareholders pursuant to these articles, present in person or by proxy.

11.4 Other Persons May Attend

The directors, the president (if any), the secretary (if any), the assistant secretary (if any), any solicitor for the Company, the auditor of the Company and any other persons invited by the directors are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

11.5 Requirement of Quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

11.6 Lack of Quorum

If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

- (a) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and
- (b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

11.7 Lack of Quorum at Succeeding Meeting

If, at the meeting to which the meeting referred to in Article 11.6(b) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting constitute a quorum.

11.8 Chair

The following individuals are entitled to preside as chair at a meeting of shareholders:

- (a) the chair of the board, if any; or
- (b) if no chair of the board exists or is present and willing to act as chair of the meeting, the president of the Company; or
- (c) if the chair of the board, and the president of the Company are absent or unwilling to act as chair of the meeting, the solicitor of the Company.

11.9 Selection of Alternate Chair

If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present

at the meeting, and the solicitor of the Company is absent or unwilling to act as chair of the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

11.10 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.11 Notice of Adjourned Meeting

It is not necessary to give any notice of an adjourned meeting of shareholders or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

11.12 Decisions by Show of Hands, Verbal Statements, or Poll

Subject to the *Business Corporations Act*, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by at least one shareholder entitled to vote who is present in person or by proxy. In determining the result of a vote by show of hands, shareholders present by telephone or other communications medium in which all shareholders and proxy holders entitled to attend and participate in voting at the meeting are able to communicate with each other, may indicate their vote verbally or, otherwise in such manner as clearly evidences their vote and is accepted by the chair of the meeting.

11.13 Declaration of Result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Article 11.12, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.14 Motion Need Not be Seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

11.15 Casting Vote

In case of an equality of votes either on a show of hands or on a poll, the chair of a meeting of shareholders will not have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

11.16 Manner of Taking Poll

Subject to Article 11.18, if a poll is duly demanded at a meeting of shareholders:

- (a) the poll must be taken:

- (1) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
- (2) in the manner, at the time and at the place that the chair of the meeting directs;
- (b) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and
- (c) the demand for the poll may be withdrawn by the person who demanded it.

11.17 Demand for Poll on Adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

11.18 Chair Must Resolve Dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

11.19 Casting of Votes

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

11.20 No Demand for Poll on Election of Chair

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

11.21 Demand for Poll Not to Prevent Continuance of Meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

11.22 Retention of Ballots and Proxies

The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three month period, the Company may destroy such ballots and proxies.

12. VOTES OF SHAREHOLDERS

12.1 Number of Votes by Shareholder or by Shares

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under Article 12.3:

- (a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and
- (b) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

12.2 Votes of Persons in Representative Capacity

A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

12.3 Votes by Joint Holders

If there are joint shareholders registered in respect of any share:

- (a) any one of the joint shareholders may vote at any meeting of shareholders, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or
- (b) if more than one of the joint shareholders is present at any meeting of shareholders, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

12.4 Legal Personal Representatives as Joint Shareholders

Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of Article 12.3, deemed to be joint shareholders registered in respect of that share.

12.5 Representative of a Corporate Shareholder

If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

- (a) for that purpose, the instrument appointing a representative must:
 - (1) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
 - (2) be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting;
- (b) if a representative is appointed under this Article 12.5:
 - (1) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder; and
 - (2) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.6 Proxy Provisions Do Not Apply to All Companies

Articles 12.7 to 12.15 do not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

12.7 Appointment of Proxy Holders

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders may, by proxy, appoint one or more (but not more than five) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

12.8 Alternate Proxy Holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

12.9 When Proxy Holder Need Not Be Shareholder

A person must not be appointed as a proxy holder unless:

- (a) the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if:
 - (1) the person appointing the proxy holder is a company or a representative of a company appointed under Article 12.5;
 - (2) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting; or
 - (3) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting; or
- (b) the person is a director, officer or the solicitor of the Company.

12.10 Deposit of Proxy

A proxy for a meeting of shareholders must:

- (a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (b) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.11 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) by the chair of the meeting, before the vote is taken.

12.12 Form of Proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

[name of company]
(the "Company")

The undersigned, being a shareholder of the Company, hereby appoints *[name]* or, failing that person, *[name]*, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on *[month, day, year]* and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all shares registered in the name of the shareholder): _____

Signed *[month, day, year]*

[Signature of shareholder]

[Name of shareholder—printed]

12.13 Revocation of Proxy

Subject to Article 12.14, every proxy may be revoked by an instrument in writing that is:

- (a) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) provided, at the meeting, to the chair of the meeting.

12.14 Revocation of Proxy Must Be Signed

An instrument referred to in Article 12.13 must be signed as follows:

- (a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her legal personal representative or trustee in bankruptcy;

- (b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 12.5.

12.15 Production of Evidence of Authority to Vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

13. DIRECTORS

13.1 First Directors; Number of Directors

If the Company is not a pre-existing company under the *Business Corporations Act*, the first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the *Business Corporations Act*. The number of directors, excluding additional directors appointed under Article 14.8, is set at:

- (a) subject to paragraphs (b) and (c), the number of directors that is equal to the number of the Company's first directors if applicable;
- (b) if the Company is a public company, the greater of three and the most recently set of:
 - (1) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (2) the number of directors set under Article 14.4;
- (c) if the Company is not a public company, the most recently set of:
 - (1) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (2) the number of directors set under Article 14.4.

13.2 Change in Number of Directors

If the number of directors is set under Articles 13.1(b)(1) or 13.1(c)(1):

- (a) the shareholders may contemporaneously elect or appoint the directors up to that number; and
- (b) subject to Article 14.8, if the shareholders do not contemporaneously elect or appoint the number of directors set resulting in vacancies, then the directors may appoint, or failing which the shareholders may elect or appoint, directors to fill those vacancies.

13.3 Directors' Acts Valid Despite Vacancy

An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

13.4 Qualifications of Directors

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the *Business Corporations Act* to become, act or continue to act as a director.

13.5 Remuneration of Directors

The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

13.6 Reimbursement of Expenses of Directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

13.7 Special Remuneration for Directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

13.8 Gratuity, Pension or Allowance on Retirement of Director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

14. ELECTION AND REMOVAL OF DIRECTORS

14.1 Election at Annual General Meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2:

- (a) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors set under these Articles from time to time; and
- (b) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (a), but are eligible for re-election or re-appointment.

14.2 Consent to be a Director

No election, appointment or designation of an individual as a director is valid unless:

- (a) that individual consents to be a director in the manner provided for in the *Business Corporations Act*;
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or
- (c) with respect to first directors, the designation is otherwise valid under the *Business Corporations Act*.

14.3 Failure to Elect or Appoint Directors

If:

- (a) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 10.2, on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act*; or
- (b) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

- (a) when his or her successor is elected or appointed; and
- (b) when he or she otherwise ceases to hold office under the *Business Corporations Act* or these Articles.

14.4 Places of Retiring Directors Not Filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

14.5 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

14.6 Remaining Directors' Power to Act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or of calling a meeting of shareholders for the purpose of filling any vacancies on the board of directors or, subject to the *Business Corporations Act*, for any other purpose.

14.7 Shareholders May Fill Vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, then failing the filling of any vacancies as set forth in Article 14.6, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.8 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(1), but is eligible for re-election or re-appointment.

14.9 Ceasing to be a Director

A director ceases to be a director when:

- (a) the term of office of the director expires;
- (b) the director dies;
- (c) the director resigns as a director by notice in writing provided to the Company or a solicitor for the Company;
or
- (d) the director is removed from office pursuant to Articles 14.10 or 14.11.

14.10 Removal of Director by Shareholders

The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

14.11 Removal of Director by Directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

14.12 Nominations Of Directors

- (a) This Article 14.12 only applies to the Company if and for so long as it is a public company.
- (b) Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
 - (1) by or at the direction of the board, including pursuant to a notice of meeting;
 - (2) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act*, or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act*; or
 - (3) by any person who:
 - (i) at the close of business on the date of the giving of the notice provided for in this Article 14.12 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns one or more shares that are entitled to be voted at such meeting; and
 - (ii) complies with the notice procedures set forth below in this Article 14.12,

(a “Nominating Shareholder”).

(c) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the secretary of the Company, if any, or such other officer of the Company acting in that capacity, at the principal executive offices of the Company.

(d) To be timely, a Nominating Shareholder’s notice under Article 14.12(c) must be made:

- (1) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders, provided that (i) if the Company chooses to use notice and access to deliver meeting materials, the time frame will be not less than 40 and no more than 65 days; and (ii) if the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the meeting was made (the “Notice Date”), notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
- (2) in the case of a special meeting of shareholders which is not also an annual meeting, and is called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the Notice Date.

In no event shall any adjournment or postponement of a meeting of shareholders, or the announcement of an adjournment or postponement, commence a new time period for the giving of a Nominating Shareholder’s notice as described above.

(e) To be in proper written form, a Nominating Shareholder’s notice under Article 14.12(c) must set forth:

- (1) for each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation or employment of the person;
 - (iii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the date of the notice and as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred); and
 - (iv) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below); and

- (2) for the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below).
- (f) The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.
- (g) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Article 14.12, provided, however, that nothing in this Article 14.12 shall be deemed to preclude discussion by a shareholder at a meeting of shareholders of any matter, other than the nomination of directors, in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act*. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this Article 14.12 and, if any proposed nomination is not in compliance with this Article 14.12, to declare that such defective nomination shall be disregarded.
- (h) For purposes of this Article 14.12:
- (1) "public announcement" shall mean disclosure in:
- (i) a press release reported by a national news service in Canada; or
- (ii) a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval (SEDAR), or such other electronic disclosure service as the Company is required to utilize for the filing of continuous disclosure documents pursuant to Applicable Securities Laws; and
- (2) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such legislation, and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (i) Notice given under Article 14.12(c) may only be given by personal delivery, facsimile transmission or email, and shall be deemed to have been given and made at the time it is sent to the secretary of the Company, if any, or such other officer of the Company acting in that capacity, by:
- (1) personal delivery to the address of the principal executive offices of the Company;

- (2) facsimile transmission, at such facsimile number as stipulated from time to time for the purposes of this notice by the secretary of the Company, if any, or such other officer of the Company acting in that capacity, and provided that receipt of confirmation of such transmission has been received; or
- (3) email, at such email address as stipulated from time to time for the purposes of this notice by the secretary of the Company, if any, or such other officer of the Company acting in that capacity, and provided that receipt of confirmation of such transmission has been received.

If such delivery or electronic communication is made on a day which is a not a business day in Vancouver, British Columbia, or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

- (j) Notwithstanding any other provision of this Article 14.12, the board may, in its sole discretion, waive any requirement of this Article 14.12.

15. ALTERNATE DIRECTORS

15.1 Appointment of Alternate Director

Any director (an “appointor”) may by notice in writing received by the Company appoint any person (an “appointee”) who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present unless (in the case of an appointee who is not a director) the directors have reasonably disapproved the appointment of such person as an alternate director and have given notice to that effect to his or her appointor within a reasonable time after the notice of appointment is received by the Company.

15.2 Notice of Meetings

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

15.3 Alternate for More Than One Director Attending Meetings

A person may be appointed as an alternate director by more than one director, and an alternate director:

- (a) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;
- (b) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;
- (c) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity;
- (d) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

15.4 Consent Resolutions

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

15.5 Alternate Director Not an Agent

Every alternate director is deemed not to be the agent of his or her appointor.

15.6 Revocation of Appointment of Alternate Director

An appointor may at any time, by notice in writing received by the Company, revoke the appointment of an alternate director appointed by him or her.

15.7 Ceasing to be an Alternate Director

The appointment of an alternate director ceases when:

- (a) his or her appointor ceases to be a director and is not promptly re-elected or re-appointed;
- (b) the alternate director dies;
- (c) the alternate director resigns as an alternate director by notice in writing provided to the Company or a solicitor for the Company;
- (d) the alternate director ceases to be qualified to act as a director; or
- (e) his or her appointor revokes the appointment of the alternate director.

15.8 Remuneration and Expenses of Alternate Director

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director, and the alternate director is entitled to receive from the Company such proportion, if any, of the remuneration otherwise payable to the appointor as the appointor may from time to time direct.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Powers of Management

The directors must, subject to the *Business Corporations Act* and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the *Business Corporations Act* or by these Articles, required to be exercised by the shareholders of the Company.

16.2 Appointment of Attorney of Company

The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

16.3 Setting the Remuneration of Auditors

The directors may from time to time set the remuneration of the auditors of the Company.

17. DISCLOSURE OF INTERESTS OF DIRECTORS AND OFFICERS

17.1 Obligation to Account for Profits

A director or senior officer who holds a disclosable interest (as that term is used in the *Business Corporations Act*) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the *Business Corporations Act*.

17.2 Restrictions on Voting by Reason of Interest

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

17.3 Interested Director Counted in Quorum

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

17.4 Disclosure of Conflict of Interest or Property

A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the *Business Corporations Act*.

17.5 Director Holding Other Office in the Company

A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

17.6 No Disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

17.7 Professional Services by Director or Officer

Subject to the *Business Corporations Act*, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

17.8 Director or Officer in Other Corporations

A director or officer may be or become a director, officer or employee of, or otherwise interested in, any person in which the Company may be interested as a shareholder or otherwise, and, subject to the *Business Corporations Act*, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

18. PROCEEDINGS OF DIRECTORS

18.1 Meetings of Directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

18.2 Voting at Meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

18.3 Chair of Meetings

The following individual is entitled to preside as chair at a meeting of directors:

- (a) the chair of the board, if any;
- (b) in the absence of the chair of the board, the president, if any, if the president is a director; or
- (c) any other director chosen by the directors if:
 - (1) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (2) neither the chair of the board nor the president, if a director, is willing to chair the meeting; or
 - (3) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

18.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the directors or of any committee of the directors:

- (a) in person;
- (b) by telephone; or
- (c) with the consent of all directors, by other communications medium;

if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this Article 18.4 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present at the meeting and to have agreed to participate in that manner.

18.5 Calling of Meetings

A director may, and the president, secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

18.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the directors pursuant to Article 18.1, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors and the alternate directors by any method set out in Article 24.1 or orally or by telephone.

18.7 When Notice Not Required

It is not necessary to give notice of a meeting of the directors to a director or an alternate director if:

- (a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or
- (b) the director or alternate director, as the case may be, has waived notice of the meeting.

18.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director or alternate director, does not invalidate any proceedings at that meeting.

18.9 Waiver of Notice of Meetings

Any director or alternate director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director and, unless the director otherwise requires by notice in writing to the Company, to his or her alternate director, and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director. Attendance of a director or alternate director is a waiver of notice of the meeting unless that director or alternate director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

18.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is no less than half of the directors then in office or, if the number of directors is set at one, is deemed to be set at one director, and that director may constitute a meeting.

18.11 Validity of Acts Where Appointment Defective

Subject to the *Business Corporations Act*, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

18.12 Consent Resolutions in Writing

A resolution of the directors or of any committee of the directors consented to in writing by all of the directors entitled to vote on it, whether by signed document, fax, e-mail or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or on the latest date stated on any counterpart. A resolution of the directors or of any committee of the directors passed in accordance with this Article 18.12 is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the *Business Corporations Act* and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

19. EXECUTIVE AND OTHER COMMITTEES

19.1 Appointment and Powers of Executive Committee

The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and this committee has, during the intervals between meetings of the board of directors, all of the directors' powers, except:

- (a) the power to fill vacancies in the board of directors;
- (b) the power to remove a director;
- (c) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (d) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

19.2 Appointment and Powers of Other Committees

The directors may, by resolution:

- (a) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;
- (b) delegate to a committee appointed under paragraph (a) any of the directors' powers, except:
 - (1) the power to fill vacancies in the board of directors;
 - (2) the power to remove a director;
 - (3) the power to change the membership of, or fill vacancies in, any committee of the directors; and
 - (4) the power to appoint or remove officers appointed by the directors; and
- (c) make any delegation referred to in paragraph (b) subject to the conditions set out in the resolution or any subsequent directors' resolution.

19.3 Obligations of Committees

Any committee appointed under Articles 19.1 or 19.2, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the directors; and
- (b) report every act or thing done in exercise of those powers at such times as the directors may require.

19.4 Powers of Board

The directors may, at any time, with respect to a committee appointed under Articles 19.1 or 19.2:

- (a) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;
- (b) terminate the appointment of, or change the membership of, the committee; and
- (c) fill vacancies in the committee.

19.5 Committee Meetings

Subject to Article 19.3(a) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Articles 19.1 or 19.2:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of the committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

20. OFFICERS

20.1 Directors May Appoint Officers

The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

20.2 Functions, Duties and Powers of Officers

The directors may, for each officer:

- (a) determine the functions and duties of the officer;
- (b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and
- (c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

20.3 Qualifications

No officer may be appointed unless that officer is qualified in accordance with the *Business Corporations Act*. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or as a managing director must be a director. Any other officer need not be a director.

20.4 Remuneration and Terms of Appointment

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors think fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

21. INDEMNIFICATION

21.1 Definitions

In this Article 21:

- (a) “eligible penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

- (b) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which a director, former director or alternate director of the Company (an “eligible party”) or any of the heirs and legal personal representatives of the eligible party, by reason of the eligible party being or having been a director or alternate director of the Company:
- (1) is or may be joined as a party; or
 - (2) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;
- (c) “expenses” has the meaning set out in the *Business Corporations Act*.

21.2 Mandatory Indemnification of Eligible Parties

Subject to the *Business Corporations Act*, the Company must indemnify a director, former director or alternate director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 21.2.

21.3 Indemnification of Other Persons

Subject to any restrictions in the *Business Corporations Act*, the Company may indemnify any person.

21.4 Non-Compliance with Business Corporations Act

The failure of a director, alternate director or officer of the Company to comply with the *Business Corporations Act* or, these Articles or, if applicable, any former *Companies Act* or former Articles does not invalidate any indemnity to which he or she is entitled under this Part.

21.5 Company May Purchase Insurance

The Company may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

- (a) is or was a director, alternate director, officer, employee or agent of the Company;
- (b) is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Company;
- (c) at the request of the Company, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;
- (d) at the request of the Company, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

22. DIVIDENDS

22.1 Payment of Dividends Subject to Special Rights

The provisions of this Article 22 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

22.2 Declaration of Dividends

Subject to the *Business Corporations Act*, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

22.3 No Notice Required

The directors need not give notice to any shareholder of any declaration under Article 22.2.

22.4 Record Date

The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend.

22.5 Manner of Paying Dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly in money or by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company or any other corporation, or in any one or more of those ways.

22.6 Settlement of Difficulties

If any difficulty arises in regard to a distribution under Article 22.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

- (a) set the value for distribution of specific assets;
- (b) determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled may be made to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
- (c) vest any such specific assets in trustees for the persons entitled to the dividend.

22.7 When Dividend Payable

Any dividend may be made payable on such date as is fixed by the directors.

22.8 Dividends to be Paid in Accordance with Number of Shares

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

22.9 Receipt by Joint Shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

22.10 Dividend Bears No Interest

No dividend bears interest against the Company.

22.11 Fractional Dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

22.12 Payment of Dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed to the registered address of the shareholder, or in the case of joint shareholders, to the registered address of the joint shareholder who is first named on the central securities register, or to the person and to the registered address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.

22.13 Capitalization of Retained Earnings or Surplus

Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any retained earnings or surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the retained earnings or surplus so capitalized or any part thereof.

23. DOCUMENTS, RECORDS AND REPORTS

23.1 Recording of Financial Affairs

The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the *Business Corporations Act*.

23.2 Inspection of Accounting Records

Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

24. NOTICES

24.1 Method of Giving Notice

Unless the *Business Corporations Act* or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the *Business Corporations Act* or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (a) mail addressed to the person at the applicable address for that person as follows:
 - (1) for a record mailed to a shareholder, the shareholder's registered address;
 - (2) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - (3) in any other case, the mailing address of the intended recipient;
- (b) delivery at the applicable address for that person as follows, addressed to the person:
 - (1) for a record delivered to a shareholder, the shareholder's registered address;
 - (2) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
 - (3) in any other case, the delivery address of the intended recipient;
- (c) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- (d) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (e) physical delivery to the intended recipient; and
- (f) delivery in such other manner as may be approved by the directors and reasonably evidenced.

24.2 Deemed Receipt of Mailing

A notice, statement, report or other record that is:

- (a) mailed to a person by ordinary mail to the applicable address for that person referred to in Article 24.1 is deemed to be received by the person to whom it was mailed on the day, (Saturdays, Sundays and holidays excepted), following the date of mailing;
- (b) faxed to a person to the fax number provided by that person referred to in Article 24.1 is deemed to be received by the person to whom it was faxed on the day it was faxed; and
- (c) e-mailed to a person to the e-mail address provided by that person referred to in Article 24.1 is deemed to be received by the person to whom it was e-mailed on the day it was e-mailed.

24.3 Certificate of Sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that capacity on behalf of the Company stating that a notice, statement, report or other record was sent in accordance with Article 24.1 is conclusive evidence of that fact.

24.4 Notice to Joint Shareholders

A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing the notice to the joint shareholder first named in the central securities register in respect of the share.

24.5 Notice to Legal Personal Representatives and Trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (a) mailing the record, addressed to them:
 - (1) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - (2) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- (b) if an address referred to in paragraph (a)(2) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

24.6 Undelivered Notices

If any record sent to a shareholder pursuant to Article 24.1 is returned on two consecutive occasions because the shareholder cannot be located, the Company shall not be required to send any further records to the shareholder until the shareholder informs the Company in writing of his or her new address.

25. SEAL

25.1 Who May Attest Seal

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

- (a) any two directors;
- (b) any officer, together with any director;
- (c) if the Company only has one director, that director; or
- (d) any one or more directors or officers or persons as may be determined by the directors.

25.2 Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer or the signature of any other person as may be determined by the directors.

25.3 Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the *Business Corporations Act* or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and the chair of the board or any senior officer together with the secretary, treasurer, secretary-treasurer, an assistant secretary, an assistant treasurer or an assistant secretary-

treasurer may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

26. MECHANICAL REPRODUCTIONS OF SIGNATURES

26.1 Instruments may be Mechanically Signed

The signature of any officer, director, registrar, branch registrar, transfer agent or branch transfer agent of the Company, unless otherwise required by the *Business Corporations Act* or by these Articles, may, if authorized by the directors, be printed, lithographed, engraved or otherwise mechanically reproduced upon all instruments executed or issued by the Company or any officer thereof; and any instrument on which the signature of any such person is so reproduced shall be deemed to have been manually signed by such person whose signature is so reproduced and shall be as valid to all intents and purposes as if such instrument had been signed manually, and notwithstanding that the person whose signature is so reproduced may have ceased to hold the office that he is stated on such instrument to hold at the date or issue of such instrument.

26.2 Definitions of Instruments

The term "instrument" as used in Article 26.1 shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, agreements, releases, receipts and discharges for the payment of money or other obligations, shares and share warrants of the Company, bonds, debentures and other debt obligations of the Company, and all paper writings.

27. PROHIBITIONS

27.1 Definitions

In this Article 27:

- (a) "designated security" means:
 - (1) a voting security of the Company;
 - (2) a security of the Company that is not a debt security and that carries a residual right to participate in the earnings of the Company or, on the liquidation or winding up of the Company, in its assets; or
 - (3) a security of the Company convertible, directly or indirectly, into a security described in paragraph (a) or (b);
- (b) "security" has the meaning assigned in the *Securities Act* (British Columbia);
- (c) "voting security" means a security of the Company that:
 - (1) is not a debt security, and
 - (2) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

27.2 Application

Article 27.3 does not apply to the Company if and for so long as it is a:

- (a) public company; or
- (b) a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

27.3 Consent Required for Transfer of Shares or Designated Securities

No share or designated security may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

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APPENDIX G

RESULTING ISSUER STOCK OPTION PLAN

(see attached)

NUCLEAR FUELS INC.
(formerly, Uravan Minerals Inc.)
2023 STOCK OPTION PLAN

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NUCLEAR FUELS INC.
(formerly, Uravan Minerals Inc.)
(the “Corporation”)

2023 STOCK OPTION PLAN

1. PURPOSE

The purpose of this Plan is to provide an incentive to Eligible Persons, as that term is defined below, to acquire a proprietary interest in the Corporation, to continue their participation in the affairs of the Corporation and to increase their efforts on behalf of the Corporation.

2. DEFINITIONS AND INTERPRETATION

In this Plan, the following words have the following meanings:

- (a) “**Affiliate**” means a Company that is a parent or subsidiary of the Corporation, or that is controlled by the same person as the Corporation.
- (b) “**BCSC**” means the British Columbia Securities Commission;
- (c) “**Blackout Period**” means a period of time during which the Corporation prohibits Optionees from exercising the Options;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**Business Day**” means any day, other than a Saturday, a Sunday or a statutory holiday in Vancouver, British Columbia;
- (f) “**Company**” means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;
- (g) “**Consultant**” means, in relation to the Corporation, an individual (other than an Employee or a Director of the Corporation) or Company that:
 - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Corporation or to an Affiliate of the Corporation, other than services provided in relation to a distribution;
 - (ii) provides the services under a written contract between the Corporation or the Affiliate and the individual or the Consultant Company, as the case may be;
 - (iii) in the reasonable opinion of the Corporation, spends or will spend a significant amount of time and attention on the affairs and business of the Corporation or an Affiliate of the Corporation; and
 - (iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation;
- (h) “**Consultant Company**” means a Consultant that is a Company;
- (i) “**Corporation**” means Nuclear Fuels Inc. (formerly, Uravan Minerals Inc.);

- (j) “**CPP**” means the Canada Pension Plan;
- (k) “**CRA**” means the Canada Revenue Agency;
- (l) “**Director**” means a director, senior officer or Management Company Employee of the Corporation, or a director, senior officer or Management Company Employee of the Corporation’s subsidiaries to whom stock options can be granted in reliance on an exemption from the prospectus requirements of the applicable securities laws;
- (m) “**Early Expiry Date**” means 4:00 p.m. local time in Vancouver, BC on:
 - (i) the date fixed by the Board for early expiry of each Option, which date will be no more than one year from the date on which the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause; or
 - (ii) the date that is 90 days from the date on which the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause, if no date is fixed by the Board under (i) above;
- (n) “**Eligible Person**” means a person who is a Director, Employee or Consultant of the Corporation or its subsidiary on the Grant Date;
- (o) “**Employee**” means:
 - (i) an individual who is considered an employee of the Corporation or its subsidiary under the *Income Tax Act* (Canada) (and for whom income tax, employment insurance and Canada Pension Plan (“**CPP**”) deductions must be made at source);
 - (ii) an individual who works full-time for the Corporation or its subsidiary providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source; or
 - (iii) an individual who works for the Corporation or its subsidiary on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source;
- (p) “**Exchange**” means the Canadian Securities Exchange or any other stock exchange on which the Shares are listed for trading;
- (q) “**Expiry Date**” means the date so fixed by the Board at the time the Option is awarded;
- (r) “**Grant Date**” means the date of grant of an Option to an Optionee;
- (s) “**Investor Relations Activities**” means any activities, by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
 - (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation;

- (A) to promote the sale of products or services of the Corporation, or
 - (B) to raise public awareness of the Corporation,
- that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
- (ii) activities or communications necessary to comply with the requirements of:
 - (A) applicable Securities Laws, or
 - (B) Exchange requirements or the by-laws, rules or other regulatory instruments of any other self-regulatory body or stock exchange having jurisdiction over the Corporation;
 - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (A) the communication is only through the newspaper, magazine or publication, and
 - (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
 - (iv) activities or communications that may be otherwise specified by the Exchange;
- (t) “**IRS**” means the U.S. Internal Revenue Service;
 - (u) “**Management Company Employee**” means an individual, employed by a Person, providing management services to the Corporation, which are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a person engaged in Investor Relations Activities;
 - (v) “**Material Change**” has the definition prescribed by applicable Securities Laws;
 - (w) “**Material Fact**” has the definition prescribed by applicable Securities Laws;
 - (x) “**Material Information**” means Material Fact and/or Material Change as defined by applicable Securities Laws and Exchange policy;
 - (y) “**Maximum Number**” has the meaning ascribed to it in Section 0;
 - (z) “**Option**” means the option granted to an Optionee under this Plan;
 - (aa) “**Option Certificate**” means the option certificate in the form attached as Schedule “A” to this Plan and issued to an Optionee;
 - (bb) “**Option Period**” means the period of time between the Grant Date and the Expiry Date, during which the Option may be exercised subject to any vesting conditions;
 - (cc) “**Option Price**” is the price at which the Optionee is entitled, pursuant to the Plan and as described in the Option Certificate, to acquire Option Shares;
 - (dd) “**Option Shares**” means the Shares which the Optionee is entitled to acquire pursuant to this Plan and as described in the Option Certificate;

- (ee) “**Optionee**” means an Eligible Person to whom an Option has been granted by the Corporation;
- (ff) “**Person**” means an individual or a Company;
- (gg) “**Plan**” means this 2023 stock option plan, as may be amended from time to time in accordance with the provisions hereof;
- (hh) “**Securities Laws**” means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to the Corporation;
- (ii) “**Shares**” means common shares in the authorized share capital of the Corporation; and
- (jj) “**VWAP**” means the volume weighted average trading price of the Common Shares on the Exchange calculated by dividing the total value by the total volume of such securities traded for the five trading days immediately preceding the exercise of the subject Option. Where appropriate, the Exchange may exclude internal crosses and certain other special terms trades from the calculation.

The Plan will be interpreted and construed in accordance with the laws of the Province of British Columbia.

3. ADMINISTRATION

The Plan will be administered by the Board in accordance with the provisions of the Plan and subject to the rules of the Exchange from time to time (as applicable), and the Board will have full authority to:

- (a) determine which Eligible Persons will receive a grant of Options;
- (b) set the Option Price;
- (c) grant Options to Eligible Persons in such amounts and on such terms as the Board may determine;
- (d) set the Expiry Date and the Early Expiry Date for each Option provided that the Expiry Date will be a date that is no later than 10 years from the Grant Date;
- (e) impose vesting conditions on Options; and
- (f) interpret the Plan and make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management of the Corporation.

The interpretation by the Board of any of the provisions of the Plan will be final and conclusive. No member of the Board will be liable for any action or determination in connection with the Plan made or taken in good faith, and each member of the Board will be entitled to indemnification with respect to any such action or determination.

4. OPTIONEES

Optionees must be Eligible Persons (or companies wholly owned by Eligible Persons) who, in the opinion of the Board, are in a position to contribute to the success of the Corporation.

5. THE OPTION SHARES

- (a) The aggregate number of Option Shares reserved for issuance under the Plan may not exceed 10% of the Corporation's issued and outstanding Shares on the Grant Date (the "**Maximum Number**").
- (b) Options issued prior to the adoption of the Plan will be included in the Maximum Number and will be subject to the terms of the Plan. To the extent of any conflict between the terms of the Plan and any previous terms governing options issued prior to the adoption of the Plan, the terms under the Plan will govern.

6. GRANT OF OPTIONS

Options may be granted by the Board in accordance with the Plan at any time prior to the termination of the Plan. Options granted pursuant to the Plan will be further described in an Option Certificate and will be subject to the following terms and conditions:

(a) Option Price

The Option Price will be determined by the Board in its sole discretion, subject to the following:

- (i) if the Shares are listed on the Exchange, the Option Price will not be lower than the greater of the last closing price for the Shares as quoted on the Exchange (A) the trading day prior to the Grant Date; and (B) the Grant Date; and
- (ii) if the Shares are not listed on a stock exchange, the price will be determined by the Board.

(b) Exercise of Options

The Options must be exercised in accordance with the Plan and the Option Certificate and on the terms set out in the resolutions of the Board pursuant to which the grant of the Options are authorized. The Corporation will not be required to issue Option Shares in an amount less than a "**board lot**" (as defined in the policies of the Exchange), unless such number of Option Shares represents the balance of the Option Shares. The exercise price of the Option must be paid in cash.

(c) Re-issuance of Options

Options which are exercised, cancelled, or expire prior to exercise continue to be issuable under the Plan.

(d) Blackout Period

The Expiry Date of the Options will be automatically extended by the amount of time set out in this subsection in the event that the Expiry Date falls within a Blackout Period and all of the following conditions exist:

- (i) the Blackout Period is formally imposed by the Corporation pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information. For greater certainty, in the absence of the Corporation formally imposing the Blackout Period, the Expiry Date of the Options will not be automatically extended in any circumstances;
- (ii) the Blackout Period expires upon the general disclosure of the undisclosed Material Information; and

- (iii) the Optionee or the Corporation is not subject to a cease trade order (or similar order under Securities Laws) in respect of the Corporation's securities.

If the Expiry Date falls within a Blackout Period and all of the above conditions exist, then the Expiry Date of the Options affected by the Blackout Period will be extended by the length of the Blackout Period plus ten (10) Business Days.

(e) Transferability of Option

All Options are non-transferable and non-assignable.

(f) Other Terms and Conditions

The Option Certificate may contain such other provisions as the Board deems appropriate, provided such provisions are not inconsistent with the Plan and the requirements of the Exchange (as applicable).

For as long as the Shares of the Corporation are listed on the Exchange, the terms of the Options may not be amended once issued. If an Option is cancelled prior to its expiry date, the Corporation shall not grant new Options to the same person until 30 days have elapsed from the date of cancellation.

7. TERMINATION OF OPTIONS

All rights to exercise Options will terminate upon the earliest of:

- (a) the Expiry Date; and
- (b) the date set out in Section 7(b)(i) to 7(b)(iii) below, as applicable.

(i) Ceasing to Hold Office

If the Optionee holds his or her Option as a Director and such Optionee ceases to be a Director prior to the end of the Option Period, then the Option will terminate on the Early Expiry Date, unless the Optionee:

- (A) ceases to be a Director as a result of the death or disability of the Optionee, in which case the Option will terminate one year from the date of death or disability of the Optionee;
- (B) ceases to be a Director:
 - (I) as a result of being convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud; or
 - (II) by order of the British Columbia Securities Commission (the "BCSC"), the Exchange or any other regulatory body having jurisdiction to so order;
 - (III) where the Director is required to resign as a consequence of ceasing to meet the director qualifications specified in the *Business Corporations Act* (British Columbia);

in which case, the Option will terminate on the date on which the Optionee ceases to be a Director; or

- (C) remains an Eligible Person, in which case the Board may, in its discretion, allow the Optionee to retain the Option.

(ii) Ceasing to be Employed

If the Optionee holds his or her option as an Employee, Consultant or Management Company Employee and such Optionee ceases to be an Employee, Consultant or Management Company Employee prior to the end of the Option Period, then the Option will terminate on the Early Expiry Date, unless the Optionee:

- (A) ceases to be an Employee, Consultant or Management Company Employee as a result of the death or disability of the Optionee, in which case the Option will terminate one year from the date of death or disability of the Optionee;
- (B) ceases to be an Employee, Consultant or Management Company Employee:
 - (I) as a result of the Corporation terminating the Optionee for cause; or
 - (II) by order of the BCSC, the Exchange or any other regulatory body having jurisdiction to so order,

in which case, the Option will terminate on the date on which the Optionee ceases to be an Employee, Consultant or Management Company Employee; or

- (C) remains an Eligible Person, in which case the Board may, in its discretion, allow the Optionee to retain the Option.

Unless otherwise provided by the Board, any options that are unvested on the date that the Corporation provides the Optionee with written notice of termination or the Optionee provides the Corporation with written notice of resignation, will automatically terminate on the date of such notice.

(iii) Exercise after Death or Disability of Optionee

In the event of the death of an Optionee, the Optionee's Option must be exercised only by the person or persons to whom the Optionee's rights under the Option will pass by the Optionee's will or the laws of descent and distribution. In the event of the death or disability of an Optionee, the Optionee's Option may be exercised to the extent that the Optionee was entitled to exercise the Option at the date of the Optionee's death or disability. The period in which the Optionee's Option may be exercised must not exceed one year from the date of the Optionee's death.

8. ADJUSTMENT OF AND CHANGES IN THE OPTION SHARES

(a) If the Corporation:

- (i) changes its capital structure through stock splits, reverse split, consolidations, recapitalizations, reclassifications, changes in or elimination of par value shares;
- (ii) declares any dividends or makes other distributions to holders of shares;

- (iii) grants any rights to purchase shares at prices substantially below the Option Price as determined in accordance with Section 6(a) to holders of shares of the Corporation; or
- (iv) converts or exchanges its shares for any other securities as a result of a merger, arrangement or business combination,

then in any such case the Corporation may make such adjustments in the right to purchase granted hereby which are appropriate and reflective of such event, and as may be required to prevent substantial dilution or enlargement of the rights granted to or available for the Optionee hereunder.

- (b) Options for fractional Option Shares resulting from any adjustment in Options pursuant to this Section 8 will be terminated. Any adjustment will be effective and binding on each Optionee for all purposes of the Plan.

9. CHANGE OF CONTROL

In the event of:

- (a) a merger, arrangement, amalgamation, or business combination in which the Corporation is not the surviving Company;
- (b) the Shares being converted into securities of another entity or exchanged for other consideration; or
- (c) an offer for 50% or more of the Shares being made by a third party that constitutes a take-over bid as that term is defined in Multilateral Instrument 62-104 of the Canadian Securities Administrators (“**MI 62-104**”) or would constitute a take-over bid as that term is defined in the MI 62-104 but for the fact that the offeree is not in British Columbia,

all outstanding Options will immediately vest, provided that the acceleration of vesting provisions required by the Exchange is subject to the prior written consent of the Exchange (as applicable), and provided that if such transaction does not close, all such Options which remain unexercised will be deemed not to have vested. In addition, the Board may make such arrangements as the Board deems appropriate for the exercise of outstanding Options or continuance of outstanding Options in the surviving Company.

10. PAYMENT

- (a) Subject as hereinafter provided, the full purchase price for each of the Option Shares will be paid by money wire, certified cheque or bank draft in favour of the Corporation upon exercise thereof. An Optionee will have none of the rights of a shareholder in respect of the Option Shares until the shares are issued to such Optionee.
- (b) Upon exercise of an Option, the Optionee will, upon notification of the amount due and prior to the delivery of the certificates or Direct Registration System (DRS) statements representing the Option Shares, pay to the Corporation by money wire, certified cheque or bank draft, such amount as the Corporation will determine is required to be withheld and remitted to Canada Revenue Agency (the “**CRA**”) or the U.S. Internal Revenue Service (the “**IRS**”) to satisfy applicable federal and provincial tax and, if applicable, CPP withholding and remittance requirements, or will make alternative arrangements satisfactory to the Corporation (acting in its sole discretion) in respect of such requirements. Such alternative arrangements for satisfying the withholding and remittance requirements may include, but will not be limited to, the following:

- (i) the Corporation may retain and withhold from any payment of cash due or to become due from the Corporation to the Optionee, whether under this Plan or otherwise, the amount of taxes and, if applicable, CPP contributions, required to be withheld or otherwise deducted and remitted by the Corporation to the CRA or the IRS in respect of such payment, and will remit the amount so withheld to the CRA or the IRS, as source deductions withheld by it in respect of the issue of the Option Shares; and
- (ii) the Corporation may deduct from the Option Shares to be issued to the Optionee, a number of Option Shares (the “**Cashed-Out Shares**”) having a market value of not less than the amount of taxes and, if applicable, CPP contributions, required to be withheld or otherwise deducted and remitted by the Corporation to the CRA or the IRS in respect of such payment and will remit to the CRA or the IRS the amount (the “**Cash-Out Amount**”) that is equal to the market value of the Cashed-Out Shares, as source deductions withheld by it in respect of the issue of the Option Shares. The Cashed-Out Shares may be retained or sold by the Corporation. In such cases, the Corporation may, at its sole discretion, elect under s. 110(1.1) of the *Income Tax Act* (Canada) not to deduct the Cash-Out Amount in computing its income for any taxation year.

11. SECURITIES LAW AND EXCHANGE REQUIREMENTS

- (a) No Option will be exercisable in whole or in part, nor will the Corporation be obligated to issue any Option Shares pursuant to the exercise of any such Option, if such exercise and issuance would, in the opinion of counsel for the Corporation, constitute a breach of any applicable laws from time to time, or the rules from time to time of the Exchange, as applicable. Each Option will be subject to the further requirement that if at any time the Board determines that the listing or qualification of the Option Shares under any securities legislation or other applicable law, or the consent or approval of any governmental or other regulatory body (including the Exchange, applicable), is necessary as a condition of, or in connection with, the issue of the Option Shares hereunder, such Option may not be exercised in whole or in part unless such listing, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.
- (b) By accepting and not returning an Option Certificate within five (5) days of receiving it in connection with a grant of Options, an Optionee is deemed to have expressly consented to the disclosure by the Corporation of personal and other information regarding the Optionee to any governmental or other regulatory body (including the Exchange or such other self-regulatory body or stock exchange having jurisdiction over the Corporation, as applicable). In addition, the Optionee is deemed to have consented to the collection, use and disclosure of personal or other information by such governmental or other regulatory body (including the Exchange or such other self-regulatory body or stock exchange having jurisdiction over the Corporation, as applicable) for such purposes as may be identified by such governmental or other regulatory body, from time to time.

12. EFFECTIVENESS AND TERMINATION OF PLAN

- (a) The Plan will be effective upon the Corporation completing a reverse takeover with Nuclear Fuels Energy Inc. (formerly, Nuclear Fuels Inc.) pursuant to a business combination agreement dated April 21, 2023 and listing on the Exchange, subject to any necessary acceptances by the Exchange or any other regulatory authority having jurisdiction over the Corporation’s securities.
- (b) The Board may terminate the Plan at any time provided that the Corporation adopts a new stock option plan. Upon termination of the Plan, previously granted Options will be governed by the provisions of the Corporation’s stock option plan adopted by the Corporation from time to time.

13. AMENDMENT OF THE PLAN

- (a) The Board may from time to time amend the Plan and the terms and conditions of any Option granted thereunder, provided that any amendment, modification or change to the provisions of the Plan will:
- (i) not adversely alter or impair any Option previously granted, except as permitted by Section 8 or 9;
 - (ii) be subject to any regulatory approvals, where required, including, where necessary, the approval of the Exchange;
 - (iii) be subject to shareholder approval where required by the rules of the Exchange;
 - (iv) not be subject to shareholder approval in circumstances where the amendment, modification or change of the Plan would:
 - (A) be of a “housekeeping nature”, including any amendment to the Plan or an Option that is necessary to comply with applicable laws, tax or accounting provisions or the requirements of any regulatory authority or the Exchange (as applicable), and any amendment to the Plan or an Option to correct or rectify any ambiguity, defective provision, error or omission therein, including amendment to any definitions;
 - (B) clarify existing provisions of the Plan that do not have the effect of altering the scope, nature and intent of such provisions;
 - (C) be necessary for the Option to qualify for favourable treatment under applicable tax laws;
 - (D) alter, extend or accelerate any vesting terms or conditions in the Plan or any Option;
 - (E) change any termination provision in the Plan or any Option (for example, relating to termination of employment, resignation, retirement or death) provided that such change does not entail an extension beyond the end of the Option Period; or
 - (F) amend Section 8 or 9 of the Plan;
- (b) Subject to shareholder approval, the Board may from time to time retroactively amend the Plan and, with the consent of the affected Optionee, retroactively amend the terms and conditions of any Options which have previously been granted.

14. UNITED STATES REQUIREMENTS

- (a) No Option will be granted and issued unless the grant and issuance of such Option shall comply with all relevant provisions of applicable United States federal and state securities laws, including the availability of an exemption from registration for the issuance and sale of such Shares. The Corporation has no obligation to undertake registration under any United States federal or state laws of Options or the Shares issuable upon the exercise of Options.

- (b) As a condition to the exercise of an Option, the Board may require the Optionee to make representations and warranties in writing at the time of such exercise in order to establish, to the satisfaction of the Corporation and its legal counsel, that the Shares to be issued on such exercise may legally be issued in compliance with all applicable United States federal and state securities laws. If required by applicable United States federal and state securities laws, a stop-transfer order against such Shares shall be placed on the share ledger books and records of the Corporation, and a legend indicating that the Shares may not be pledged, sold or otherwise transferred unless an opinion of counsel is provided stating that such transfer is not in violation of any applicable law or regulation, shall be stamped on the certificates or DRS statements representing such shares. The Board also may require such other documentation as they, in their sole discretion, may from time to time determine to be necessary to comply with United States federal and state securities laws.
- (c) The Option Certificate in respect of the grant of any Options to persons who are U.S. Persons, as that term is defined in Rule 902 of Regulation S, will include the following statement:
- This Option has not been registered under any U.S. federal or state law and may not be exercised except pursuant to an effective registration statement under the United States Securities Act of 1933, as amended, and all applicable U.S. state securities laws, or pursuant to available exemptions from such registration requirements. In addition, shares issued on exercise of this Option by a U.S. resident will bear a U.S. form of restrictive legend and may not be resold except in compliance with such legend.*
- (d) No Option granted under the Plan will constitute an Incentive Stock Option as described in Section 422 of the Internal Revenue Code of 1986, as amended, unless the Option is granted in compliance with the U.S. Appendix attached to the Plan.

15. MISCELLANEOUS

If there is a discrepancy between the resolution of the Board authorizing the grant of an Option and the Option Certificate, then the board resolution will supersede the Option Certificate and the Option will be as described in the resolution of the Board.

SCHEDULE "A"

**NUCLEAR FUELS INC.
(the "Corporation")**

**STOCK OPTION CERTIFICATE
PURSUANT TO THE 2023 STOCK OPTION PLAN**

UNLESS PERMITTED UNDER SECURITIES LEGISLATION AND POLICIES OF THE CANADIAN SECURITIES EXCHANGE, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE [◆].

[If U.S. Optionee], THE SECURITIES REPRESENTED HEREBY AND THE SECURITIES ISSUABLE UPON EXERCISE THEREOF HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR UNDER ANY STATE SECURITIES LAWS. THE HOLDER HEREOF, BY ACQUIRING SUCH SECURITIES, AGREES FOR THE BENEFIT OF NUCLEAR FUELS INC. (THE "CORPORATION") THAT SUCH SECURITIES MAY BE OFFERED, SOLD OR OTHERWISE TRANSFERRED ONLY (A) TO THE CORPORATION, (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE LOCAL LAWS, (C) IN COMPLIANCE WITH THE EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, OR (D) IN COMPLIANCE WITH ANY OTHER AVAILABLE EXEMPTION OR EXCLUSION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT, PROVIDED THAT, IN THE CASE OF TRANSFERS PURSUANT TO (C) OR (D) ABOVE, THE HOLDER HAS, PRIOR TO SUCH TRANSFER, FURNISHED TO THE CORPORATION AN OPINION OF COUNSEL OR OTHER EVIDENCE OF EXEMPTION, IN EITHER CASE REASONABLY SATISFACTORY TO THE CORPORATION. DELIVERY OF THIS CERTIFICATE MAY NOT CONSTITUTE "GOOD DELIVERY" IN SETTLEMENT OF TRANSACTIONS ON STOCK EXCHANGES IN CANADA OR ELSEWHERE.]

This stock option certificate (this "**Option Certificate**") is issued pursuant to the provisions of the Corporation's 2023 Stock Option Plan as amended or replaced from time to time (the "**Plan**") and evidences that _____ (the "**Optionee**") is the holder of an option to purchase up to _____ common shares (the "**Shares**") in the Corporation at a purchase price of \$_____ per Share.

[If Option grant includes ISOs include]: the tax track of the Option is: [◆] Incentive Stock Options, subject to the provisions of section 1 below.]

The Grant Date of this Option is _____.

The Expiry Date is _____, 20_____.

This Option vests on the following terms:

_____ (insert N/A if no vesting terms)

Other Restrictions:

1. **[If Option grant includes ISO's include as section 1]**: To the extent designated as an Incentive Stock Option ("**ISO**"), this Option is intended to qualify as an Incentive Stock Option under Section 422 of the Code. However, notwithstanding such designation, if the Optionee becomes eligible in any given year to exercise ISOs for Common Shares having a Fair Market Value in excess of US\$100,000, those Options representing the excess shall be treated as Non-qualified Stock Options ("**NSO's**"). In the previous sentence, "ISOs" include ISOs granted pursuant to Section 422 of the Code, and under any plan of the Corporation or any Parent or any Subsidiary. For the purpose of deciding which Options apply to Common Shares that "exceed" the US\$100,000 limit, ISOs shall be taken into account in the same order as granted. The Fair Market Value of the Common Shares shall be determined as of the time the Option with respect to such Common Shares is granted. Optionee hereby acknowledges that there is no assurance that the Option will, in fact, be treated as an Incentive Stock Option under Section 422 of the Code. For avoidance of doubt, it is clarified that the tax treatment of any Option granted under this Option Agreement is not

guaranteed and although the Options are intended to qualify as an Incentive Stock Option pursuant to Section 422 of the Code, to the extent applicable, they may become subject to a different tax route in the future.]

2. This Option Certificate and the Option evidenced hereby will expire and terminate on the date which is the earlier of the Expiry Date and the date set out in section 7(b) of the Plan.
3. Subject to early expiry as described in paragraph 1 above and any vesting conditions, this Option may be exercised from the Grant Date until 4:00 p.m. local time in Vancouver, British Columbia on the Expiry Date, by delivering to the Corporation an Exercise Notice in the form attached as Schedule "B" to the Plan, together with this Option Certificate and a money wire, certified cheque or bank draft payable to the Corporation in an amount equal to the total Option Price of the Shares in respect of which this Option is being exercised; provided that the Optionee will have satisfied the conditions precedent, if any, to the exercise of the Option set out in the Plan.
4. This Option Certificate and the Option evidenced hereby is not assignable, transferable or negotiable except in accordance with the provisions of the Plan. This Option Certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and records of the Corporation will prevail. The Corporation and the Optionee hereby attorn to the jurisdiction of the Courts of British Columbia.
5. The exercise of this Option is subject to the terms and restrictions set out in the Plan. Terms have the meaning as set out in the Plan.
6. By accepting and not returning this Option Certificate within five (5) days of receiving it, the Optionee expressly consents to the disclosure by the Corporation of personal and other information regarding the Optionee to any governmental or other regulatory body (including the Canadian Securities Exchange (the "**Exchange**", or such other self-regulatory body or stock exchange having jurisdiction over the Corporation). In addition, the Optionee consents to the collection, use and disclosure of personal or other information by such governmental or other regulatory body (including the Exchange or such other self-regulatory body or stock exchange having jurisdiction over the Corporation) for such purposes as may be identified by such governmental or other regulatory body, from time to time.
7. [INSERT FOR U.S. OPTIONEES: This Option has not been registered under any U.S. federal or state law and may not be exercised except pursuant to an effective registration statement under the United States Securities Act of 1933, as amended, and all applicable U.S. state securities laws, or pursuant to available exemptions from such registration requirements. In addition, shares issued on exercise of this Option by a U.S. resident will bear a U.S. form of restrictive legend and may not be resold except in compliance with such legend.]

Dated this _____ day of _____.

NUCLEAR FUELS INC.

Per:

Authorized Signatory

SCHEDULE "B"

EXERCISE NOTICE

To: The Board of Directors - Stock Option Plan
NUCLEAR FUELS INC. (the "Corporation")

Capitalized terms used but not otherwise defined herein will have the meanings ascribed to such terms in the Corporation's 2023 Stock Option Plan (the "Plan").

The undersigned hereby irrevocably gives notice, pursuant to the Corporation's Plan and stock option agreement dated _____ between the Corporation and the undersigned, of the exercise of the Option to acquire and hereby subscribes for (cross out inapplicable item):

- (a) all of the Shares; or
- (b) _____ of the Shares;

which are the subject of the option agreement between the Corporation and the undersigned evidencing the undersigned's Option to purchase said Shares.

Calculation of total Option Price:

- (i) number of Shares to be acquired _____ Shares
 - (ii) multiplied by the Exercise Price per Share: \$ _____
- TOTAL OPTION PRICE**, enclosed herewith: \$ _____

Indicate number of exercised Options that are ISOs, as defined in the Option Certificate (if applicable): _____

1. The undersigned hereby:

- (a) tenders herewith a certified cheque, bank draft or wire transfer (circle one) in the amount of \$ _____ payable to the Corporation in an amount equal to the total Option Price of the aforesaid Shares, as calculated above, and directs the Corporation to issue the share certificate or Direct Registration System (DRS) statement (circle one) evidencing said Shares in the name of the undersigned to be mailed to the undersigned at the following address; or
- (b) directs the Corporation to deliver the share certificate or DRS statement evidencing said Shares to the undersigned at the address listed below against receipt of a check payable to the Corporation in an amount equal to the total Option Price of the aforesaid Shares, as calculated above.

Name in Full: _____

Address: _____

2. **U.S. Purchaser Certification.** The undersigned hereby represents, warrants and certifies to the Corporation that at the time of exercise (PLEASE CHECK [✓] ONE OF THE FOLLOWING AND INITIAL BESIDE):

- A. The undersigned holder: (i) at the time of exercise of these Options **is not** in the United States; (ii) **is not** a “U.S. person” as defined in Regulation S under the United States *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”) and **is not** exercising these Options on behalf of a “U.S. person”; and (iii) **did not** execute or deliver this Exercise Form in the United States.

OR

- B. The undersigned holder: (i) at the time of exercise of these Options is in the United States; (ii) is a “U.S. person” as defined in Regulation S under the U.S. Securities Act or is exercising these Options on behalf of a “U.S. person” or person in the United States; or (iii) executed or delivered this Exercise Form in the United States.

The undersigned understands that if the box in item (B) above is ‘checked’ and initialled, then the undersigned hereby confirms and acknowledges that:

- (a) the undersigned, at the time of exercise of the Options, has an exemption available from registration under the U.S. Securities Act, and under applicable state securities in order to permit the Corporation to issue Shares underlying the Options to the undersigned;
- (b) upon exercise of the Options, the Corporation has no obligation to issue the underlying Shares to the undersigned unless an exemption from registration under the U.S. Securities Act, and under applicable state securities laws is available as determined by the Corporation (in its sole discretion);
- (c) the Corporation may require the undersigned to make further representations and warranties (in writing) or provide such other documentation or legal opinions to establish, to the satisfaction of the Corporation (in its sole discretion), that the Shares to be issued on such exercise may legally be issued in compliance with all applicable United States federal and state securities laws.
- (d) the DRS statement(s) or certificate(s) representing the Shares issued upon exercise of the Options will bear a legend restricting transfer without registration under the U.S. Securities Act, and applicable state securities laws unless an exemption from registration is available, in such form:

“THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR UNDER ANY STATE SECURITIES LAWS. THE HOLDER HEREOF, BY ACQUIRING SUCH SECURITIES, AGREES FOR THE BENEFIT OF NUCLEAR FUELS INC. (THE “CORPORATION”) THAT SUCH SECURITIES MAY BE OFFERED, SOLD OR OTHERWISE TRANSFERRED ONLY (A) TO THE CORPORATION, (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE LOCAL LAWS, (C) IN COMPLIANCE WITH THE EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, OR (D) IN COMPLIANCE WITH ANY OTHER AVAILABLE EXEMPTION OR EXCLUSION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT, PROVIDED THAT, IN THE CASE OF TRANSFERS PURSUANT TO (C) OR (D) ABOVE, THE HOLDER HAS, PRIOR TO SUCH TRANSFER, FURNISHED TO THE CORPORATION AN OPINION OF COUNSEL OR OTHER EVIDENCE OF EXEMPTION, IN EITHER CASE REASONABLY SATISFACTORY TO THE CORPORATION. DELIVERY OF THIS CERTIFICATE MAY NOT CONSTITUTE “GOOD DELIVERY” IN SETTLEMENT OF TRANSACTIONS ON STOCK EXCHANGES IN CANADA OR ELSEWHERE.

A NEW CERTIFICATE BEARING NO LEGEND, DELIVERY OF WHICH WILL CONSTITUTE “GOOD DELIVERY”, MAY BE OBTAINED FROM THE COMPANY’S

TRANSFER AGENT UPON DELIVERY OF THIS CERTIFICATE AND A DULY EXECUTED DECLARATION, IN A FORM SATISFACTORY TO THE TRANSFER AGENT AND THE COMPANY, TO THE EFFECT THAT THE SALE OF THE SECURITIES REPRESENTED HEREBY IS BEING MADE IN COMPLIANCE WITH RULE 904 OF SEC REGULATION S UNDER THE U.S. SECURITIES ACT AND APPLICABLE FOREIGN LAW.”

- (e) it has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of purchasing the Shares;
- (f) it is receiving the Shares for its own account for investment purposes only and not with a view to resale or distribution and, in particular, it has no intention to distribute either directly or indirectly any of the Shares in the United States; provided, however, that the undersigned may sell or otherwise dispose of any of the Shares pursuant to registration thereof pursuant to the U.S. Securities Act and any applicable state securities laws or under an exemption from such registration requirements;
- (g) it has had access to such financial and other information as it deems necessary in connection with its decision to exercise the Options and purchase the Shares;
- (h) it is not purchasing the Shares as a result of any general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising; and
- (i) the Corporation will rely upon its confirmations, acknowledgements and agreements set forth herein, and the undersigned agrees to notify the Corporation promptly in writing if any of its representations or warranties herein ceases to be accurate or complete.

DATED the ____ day of _____, 20__.

Signature of Witness

Signature of Optionee

Name of Witness (please print)

Name of Optionee (please print)