

# **NWT URANIUM CORP.**

## **Management's Discussion and Analysis For the three and six months ended September 30, 2013**

### **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") provides an analysis of the financial results of NWT Uranium Corp. ("NWT") and its subsidiaries' (collectively, the "Company") operations and financial results for the three and six months ended September 30, 2013, and should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the year ended March 31, 2013 and unaudited consolidated financial statements for the three and six months ended September 30, 2013.

The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The unaudited consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS. Information contained herein is presented as of November 29, 2013, unless otherwise indicated. All dollar amounts are presented in Canadian dollars unless otherwise noted.

Further information about the Company and its business activities, including its audited annual financial statements, the annual MD&A for the year ended March 31, 2013 and the unaudited consolidated financial statements for the three and six months ended September 30, 2013 are available at [www.sedar.com](http://www.sedar.com).

For the purposes of preparing this MD&A, the Company considers the materiality of information. Information is considered material if (a) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of our shares; (b) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (c) it would significantly alter the total mix of information available to investors. The Company evaluates materiality with reference to all relevant circumstances including potential market sensitivity.

This MD&A has been approved by NWT's Board of Directors on November 29, 2013.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A may contain certain statements regarding future events, results or outlooks that are considered "forward looking information" within the meaning of securities regulation. These forward-looking statements reflect the Company management's best judgment based on current facts and assumptions that management considers reasonable in the circumstances and include the words "believe", "could", "intend", "may", "plan", "potential", "estimate", "consider", "expect", "anticipate", "objective" and similar expressions or variations of such words. Forward-looking statements contain significant risks and uncertainties. A number of circumstances could cause results to differ materially from the results discussed in the forward-looking statements including, but not limited to, changes in general economic and market conditions, metal prices, political issues, permitting, environmental and other risk factors. The forward-looking statements contained in this MD&A are based on what management

believes to be reasonable assumptions; however, we cannot assure that the results will be compatible to the forward-looking statements as management assumes no obligation to revise them to reflect new circumstances, except as required by law. Readers should not place undue reliance on forward-looking statements, which speak only of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties elsewhere in this MD&A, actual events may differ materially from current expectations.

## **DESCRIPTION OF THE BUSINESS**

NWT was incorporated under the laws of the Province of Ontario, Canada by articles of incorporation on September 26, 2003 and NWT's outstanding common shares became publicly listed on March 19, 2004 on the TSX Venture Exchange (the "Exchange") under the symbol "NWT". Subsequently, the outstanding common shares NWT were listed on the OTCBB under the symbol "NWURF" and on the Frankfurt Exchange.

NWT is an exploration stage company. The Company has, among other investments, interests in several other publicly traded junior mining companies through which it has exposure to several prospective properties. The properties range from exploration stage to producing. The Company may be dependent on additional equity or debt capital or divestitures to finance its activities.

The Company's near term goal is to acquire a portfolio of mining property assets by continuing to locate and acquire prospective properties for exploration and development. In the longer term, the Company is seeking out properties which could contain significant value for shareholders. These prospective properties are located across the globe including, but not limited to, North America, South America, Asia, Europe, and Africa. Acquiring properties involves either direct acquisition of exploration rights from governments, earn-in option agreements, and/or interests in other companies.

For direct acquisition of exploration rights from governments, upon completion of due diligence and technical review by advisors and management, the Company will submit a proposal to the government and legislated bodies in charge of issuing permits to obtain licenses with respect to required work commitments. The time periods involved with this activity vary with each jurisdiction.

For acquisition of properties through earn-in option agreements or interests in other companies, the Company will enter into agreements only upon completion of due diligence and technical review by the board of directors, advisors and management.

The Company may also enter into joint venture agreements for properties in order to distribute risk amongst multiple companies, or to gain the expertise of companies.

Upon completion of a successful exploration program, the property may go towards the next step to prepare for production. The process generally involves new mining permits, and may require the outlay of significant resources.

On January 14, 2013, NWT was advised by the Exchange that it had determined that NWT has been deemed to have undertaken a change of business from a mining issuer to an investment issuer and NWT's outstanding common shares were halted from trading on the Exchange. As a result of the Exchange's determination, NWT will seek to obtain shareholder approval for the change of business to either an investment issuer or any other business that the directors of NWT may present to the shareholders and expects to mail an information circular to shareholders in connection therewith in the near term. Although NWT continues to work with the Exchange in an effort to ensure that all documentation and filings are acceptable to the Exchange in order for NWT to obtain Exchange approval for all outstanding matters and requirements, the Exchange has suspended trading of NWT's outstanding common shares effective August 27, 2013. NWT's outstanding common shares will remain suspended

until such time that NWT satisfies the requirements of the Exchange in order to permit the resumption of trading of such shares.

NWT currently has two wholly-owned subsidiaries, Northwest Mineral Mexico, S.A. de C.V. and Niketo Co. Ltd. ("Niketo").

## **GENERAL UPDATE**

### *Vietnamese Opportunities*

The Company intends to acquire a global portfolio of exploration property assets in Asia by leveraging current relationships. Management has assessed several prospective properties in Europe, North America, South America and Africa as well.

On February 5, 2010, the Company was granted approval to conduct preliminary survey and exploration of the minerals in Quang Tri province in Vietnam, covering an area of approximately 1,500 square kilometers. The agreements pertaining to the Vietnam property in Quang Tri province in Vietnam are in good standing. Due to various changes in government officials in Vietnam and recent amendments to the mining legislation in Vietnam, the Company has not been able to undertake a comprehensive work program which would provide the Company with meaningful information with respect to this opportunity.

NWT is currently looking into several other properties and companies in Vietnam for the purposes of exploration or collaboration on exploration properties, including joint ventures with existing companies that own "grandfathered" properties.

NWT continues to negotiate with high level government officials as well as government mining ministry officials on NWT's involvement in Vietnam to build value in the country that goes beyond exploration and the future extraction of just a few properties.

### *Other Exploration and Investment Opportunities*

The Company continues to investigate appropriate investment properties and investee companies. The process of locating these properties continues to be a complex task, and management has taken a cautious approach to identifying properties to maximize the probability that any potential property acquired will be successful and add to shareholder value.

### *Unique Broadband Systems Inc. Transactions and Related Events*

On January 7, 2013, Niketo acquired 11,305,332 common shares of Unique Broadband Systems Inc. ("UBS") in an off-exchange trade by way of private agreement from 2064818 Ontario Inc. Niketo paid \$0.03 per UBS common share, for an aggregate cash consideration of \$339,159.96.

Niketo also entered into a share purchase agreement with 6138241 Ontario Inc. to acquire a further 8,500,000 common shares of UBS at a price of \$0.03 per share. This transaction was not completed.

On January 14, 2013, UBS entered an agreement to sell 12.43 million multiple voting shares and 14.63 million subordinate voting shares of Look Communications Inc. that UBS held indirectly through its wholly-owned subsidiary, UBS Wireless Services Inc., to 2092390 Ontario Inc. (the "Sales Transaction").

The Sales Transaction was opposed by Niketo. Niketo brought two separate motions seeking Court approval of two different plans of compromise or arrangement in lieu of the Court's approval of the Sales Transaction. Niketo's motions were opposed by UBS and its monitor. The Court denied both motions. Niketo then sought an order from the Court of Appeal for Ontario staying the effect of the Sales Transaction approval order. On February 19, 2013, the Court of Appeal denied the request for a stay.

### *Investment in URU Metals Limited*

On March 26, 2012, the Company purchased additional shares of URU Metals Limited ("URU"), increasing the Company's holding to 52,333,339 shares, then representing 46.2% of the outstanding shares of URU.

As a result of this additional interest, management of NWT re-evaluated the nature of the relationship between the Company and URU as at March 31, 2012 and then determined that the Company obtained significant influence over URU at March 26, 2012. As a result of this determination, the investment in URU was accounted for at fair value as at March 26, 2012 (i.e., the date that significant influence was obtained). Going forward, on a quarterly basis, management must record its share of URU's income or loss and continue to assess the investment in URU for objective evidence of impairment. Generally, this consists of determining whether any decline is other than temporary. URU is an AIM-listed company, and therefore is only required to report yearly and half yearly financial statements. URU's year end is March 31, accordingly the half year financial statements period end is September 30.

On May 23, 2013, URU announced that it had acquired an interest in six mineral exploration licenses in central Sweden, known as the Närke Project, by purchasing the entire issued share capital of Svenksa Skifferoljeaktiebolaget from the vendor, Global Hydrocarbons Limited. As part of the consideration for the interest in the licences, URU issued 19,500,000 ordinary shares of URU. Subsequent to the completion of this transaction, the Company's interest in URU was reduced to 39.75% of the outstanding shares of URU.

On September 5, 2013, URU announced the results of a Competent Person's Report (CPR) prepared by independent consultant MSA Group (Pty) Limited for the URU Närke Project.

Some of the highlights from the report included:

- The Project has the potential to host as much as 303,000 tonnes of  $U_3O_8$ , in 1,471 million tonnes of rock using an average uranium concentration of 175 ppm U (equal to 206 ppm  $U_3O_8$ ).
- Confirms historical extraction of petroleum projects from approximately 50 million tonnes of the Alum Shale host rocks on the Närke property from 1941 to 1966.
- Based on the historic information available from 37 drill holes, it appears that the Alum Shales on the Project range from 10.2 - 11.6 m thick, are flat-lying, and generally range from 1-35 m from surface.

David Subotic, the Chief Executive Officer and a director of NWT serves as the chairman for URU.

### *Other Developments*

#### *Eurogroup Bailout of Cyprus*

In March 2013, the Cyprus government reached an agreement with the Eurogroup to receive a 10 billion Euro loan to refinance its public debt and achieve its macroeconomic targets. As a condition of receiving the Eurogroup loan, Cyprus's two major banks, Laiki Bank and Bank of Cyprus, were restructured to restore their capital requirements. The recapitalization involved a conversion of a portion of deposits in excess of 100,000 Euro held as at March 26, 2013 to equity in the Bank of Cyprus. The provisions of the recapitalization allow for 37.5% of the excess amount to be converted to Class A shares, 22.5% of the excess amount to remain temporarily blocked and subject to total or partial conversion to Class A shares, and a further 30% of the excess amount to remain temporarily blocked.

At March 26, 2013, the Company held \$2,047,069 of cash in a Bank of Cyprus account which was subject to the provisions above. The Company has recorded a provision of \$1,739,076 on these cash balances based on the then current economic outlook.

In addition, the Company held common shares in the Bank of Cyprus as part of its portfolio of other investments. The Company has recorded an impairment loss of \$3,058,586 on this investment of shares which includes a reallocation of \$1,708,739 of amounts previously recorded in other comprehensive loss.

Effective July 30, 2013, it was announced that the recapitalization of the Bank of Cyprus was completed.

The impact of this announcement on the Company was the following:

- On August 12, 2013, Bank of Cyprus removed the restriction on GBP 376,008 (\$625,640), which represented a restricted balance. This balance formed part of the provision on cash balances noted above, and was reversed.
- On August 26, 2013, GBP 156,670 (\$260,683), which was part of the 22.5% equity provision, was returned to Niketo. This balance formed part of the provision on cash balances noted above, and was reversed.
- The Bank of Cyprus subsequently placed GBP 469,381 (\$781,003) split evenly into three separate fixed term deposits of six, nine and twelve months. Bank of Cyprus will have the option to renew each of the fixed term deposits once for the same time duration of the original deposit. These deposits will accrue a rate of interest which will be higher than the corresponding market rates offered by Bank of Cyprus.

## **OVERALL PERFORMANCE**

The Company is in the process of developing an exploration program for its property in Vietnam for exploration of mineral resources, subject to the passage of the pending, revised mineral laws. The Company is continuing discussions with current property holders, as well as government authorities in order to locate other appropriate properties in Vietnam.

## **RESULTS OF OPERATIONS**

For the three months ended September 30, 2013, the Company reported income of \$790,905 or \$0.01 per share. For the three months ended September 30, 2012, the Company incurred a loss of \$1,072,813 or \$0.01 per share. During the current period, there was a recovery of bank deposits in the Bank of Cyprus of \$847,436, a foreign exchange gain of \$265,552 and a gain on the sale of investments of \$84,837.

## SUMMARY OF QUARTERLY RESULTS

(Expressed in thousands of Canadian dollars except per share amounts)

	2014		2013				2012	
	Q2	Q1	Q4	Q3	Q2	Q1	Q5	Q4
Net Income/(loss) for the period	791 <sup>(1)</sup>	(261) <sup>(2)</sup>	(8,220) <sup>(3)</sup>	(4,413) <sup>(4)</sup>	(1,073) <sup>(5)</sup>	(2,211) <sup>(6)</sup>	(20,065) <sup>(7)</sup>	(1,261) <sup>(8)</sup>
Total assets	10,508	9,771	10,224	16,037	20,044	21,603	26,594	29,473 <sup>(9)</sup>
Shareholders' equity	6,964	6,194	6,632	12,880	16,992	18,569	23,403	26,463
Net Income/(loss) per share -basic	0.01	(0.00)	(0.06)	(0.03)	(0.01)	(0.02)	(0.15)	(0.01)
Net Income/(loss) per share -diluted	0.01	(0.00)	(0.06)	(0.03)	(0.01)	(0.02)	(0.15)	(0.01)

### Notes:

- (1) During the second quarter of fiscal 2014, there was a recovery of bank deposits in the bank of Cyprus of \$847,436, a foreign exchange gain of \$265,552 and a gain on the sale of investments of \$84,837.
- (2) Included in the loss of the first quarter for fiscal 2014 were i) realization of gain on sale of investments of \$168,500; ii) an equity loss in URU of \$167,889; and iii) a foreign exchange gain of \$212,536.
- (3) Included in the loss for the fourth quarter of fiscal 2013 were i) an increase in professional fees due to the various UBS transactions, being a quarter-over-quarter increase of \$594,906; ii) foreign exchanges losses of \$291,869; iii) an impairment of Cyprus cash deposits of \$1,739,076; and iv) a permanent impairment of other investments held of \$4,363,212.
- (4) The loss in the third quarter was primarily attributable to the pickup (non-cash) equity loss and adjustment from URU of \$3,439,861, and the impairment of an amount receivable from Union Securities Ltd. of \$500,000.
- (5) Included in the loss for second quarter for fiscal 2013 was the pickup (non-cash) equity loss from URU and professional fees associated to certain potential transactions.
- (6) The loss in the first quarter of fiscal year end 2013 was in part due to severance paid to the former CEO, pickup (non-cash) equity loss from URU, and professional fees associated to certain potential transactions.
- (7) The realization of permanent impairment write-down of investments of \$18,479,608.
- (8) The net loss in the fourth quarter of 2011 was primarily attributable to the realization of losses on sale of investments.
- (9) The decrease in total assets was a result of adjustments made to fair values of investments, and corresponding reversals upon realization of the gains or losses.

## LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2013, the Company had a cash and cash equivalents balance of \$5,314,005 (September 30, 2012 - \$8,023,549). Management of the Company believes that it has sufficient funds to pay its ongoing work commitments, administrative expenses and its liabilities for the ensuing period as they fall due.

The Company entered into an office lease which expires on November 30, 2015. The future minimum lease payments are as follows:

March 31, 2014	\$25,928
March 31, 2015	\$51,855
March 31, 2016	\$34,570

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

#### **TRANSACTIONS WITH RELATED PARTIES**

For the three months ended September 30, 2013, the Company incurred \$188,995 (three months ended September 30, 2012 - \$150,578) for consulting, salary, and directors' fees paid to directors and officers of the Company. The entire amount has been expensed in the statements of operations. Included in accounts payable and accrued liabilities at September 30, 2013 is \$38,493 (September 30, 2012 - \$24,156) owing to these related parties. Included in amounts receivable and prepaid expense at September 30, 2013 is \$55,140 (September 30, 2012 - \$nil) owing from these related parties.

A loan receivable was issued during fiscal 2009 to a consultant of the Company in the amount of US\$201,000. This consultant provides consulting services related to the acquisition of properties in Asia, among other things. The loan was provided for temporary housing and office space. As at September 30, 2013, \$171,043 was outstanding (September 30, 2012 - \$174,132).

These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

#### **OUTSTANDING SHARE DATA**

NWT has an unlimited number of common shares authorized for issuance, with 132,141,342 common shares issued and outstanding. NWT currently has 5,965,000 options outstanding, all of which have vested and are exercisable.

#### **PROPOSED TRANSACTIONS**

As is typical of the mineral exploration and development industry, the Company is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value.

#### **CAPITAL MANAGEMENT**

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the board of directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, reserves and retained earnings which at September 30, 2013 totaled \$6,963,878 (September 30, 2012 - \$16,991,092). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is regularly updated based on activities related to its mineral properties. Selected information is frequently provided to the board of directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the three months ended September 30, 2013.

## **FINANCIAL RISK FACTORS**

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the board of directors. The board of directors also provides regular guidance for overall risk management.

### Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, amounts receivable, loan receivable and long-term deposits. Cash and cash equivalents are held with various financial institutions. Amounts receivable are in good standing as of September 30, 2013. Loan receivable consists of a loan to a consultant of the Company. Long-term deposits are held in the Bank of Cyprus. Management believes that the credit risk concentration with respect to financial instruments included in cash and cash equivalents, amounts receivable, loan receivable and, long-term deposit is minimal. The risk for the long-term deposits is minimal due to the completion of the recapitalization of the Bank of Cyprus.

### Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due, or can only do so at excessive cost. 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, 2013, the Company had a cash and cash equivalents balance of \$5,314,005 (September 30, 2012 - \$8,023,549) to settle current liabilities of \$3,544,539 (September 30, 2012 - \$3,042,715).

### Market Risk

#### (i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances and no interest-bearing debt.

#### (ii) Foreign Currency Risk

Foreign currency risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using cash



flow forecasting. The Company maintains UK Pound Sterling, European Euro and US Dollar bank accounts. The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management does not hedge its foreign exchange risk.

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. 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, individual equity movements and the stock market in general to determine the appropriate course of action to be taken by the Company.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Other than changes related to the Company's IFRS transition plan, there have been no changes in the Company's internal control over financial reporting during the year ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

## **SUBSEQUENT EVENTS**

On October 2, 2013, URU announced the first analytical results from the Närke Project.

Highlights from this announcement included:

- Exceptionally high total organic content in the samples in the form of kerogen, ranging from 16.6 - 21.1 wt% TOC.
- Confirmed that the form of kerogen is Type II, favourable for oil extraction.
- Between 66.2 and 106.9 mg of hydrocarbons per gram of rock was extracted from cracking of kerogen, at a relatively low Tmax average temperature of around 420°C.
- The samples from the K1 pit area returned the best S2 results, averaging 93.52 mg of hydrocarbons extracted per gram of rock.

On November 25, 2013, URU announced that it had entered into an agreement with its joint venture partner, Southern African Nickel Limited ("SAN"), to acquire a 100% interest in SAN. As a result of this purchase, URU now owns 100% interest in the Southern African Nickel Joint Venture (the "SAN JV"). The SAN JV holds a 74% interest in the Zebediela Nickel Project and a 50% interest in the Burgersfort Nickel Project. URU will pay the shareholders of SAN US\$1 and will pay the JVs current outstanding obligations of approximately US\$185,000 to its operating consultant, Pangea Exploration, a non-arms length company to SAN. As a result, URU has increased its interest in the Zebediela Nickel Project from 37% to 74% and in the Burgersfort Project from 25% to 50%.

## **UNCERTAINTIES AND RISK FACTORS**

The mining business is inherently risky in nature. Exploration activities rely on professional judgments and statistically based tests and calculations and often yield few rewarding results. Mineral properties are often non-productive for reasons that cannot be anticipated in advance and operations may be subject to

risks including labour disputes, environmental hazards, safety issues, geological issues, weather conditions, and changing regulatory requirements as examples. The Company is subject to competitive risk as its ability to finance its activities and generate profitable operations or proceeds from disposal of assets are subject to the world price for the precious metals and the economic forces that influence capital markets. As a result the securities of the Company must be considered speculative. A prospective investor in the Company should carefully consider the following factors:

*Liquidity Concerns and Future Financings*

The Company may require significant capital and operating expenditures in connection with the development of any potential properties. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain equity financing or debt financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

*No Revenues from Mining Operations*

To date, the Company has recorded no revenues from mining operations and the Company has not commenced commercial production or development on any property. The revenues to date relate to the disposition of acquired mining exploration properties for development and dividends received for shareholdings. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. If the Company acquires the rights for the exploration of a property, the Company's operating expenses and capital expenditures will increase in relation to the engagement of consultants, personnel and equipment associated with advancing exploration, development and commercial production of such Company's properties. The Company expects to continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

*Regulations and Mining Law*

Mining operations and exploration activities are subject to extensive local and overseas' laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of the environment, reclamation, mine safety, toxic substances and other matters. Compliance with such laws and regulations increases the costs of planning, designing, developing, constructing, operating and closing mines and other facilities. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the Company would not proceed with or would postpone the development and operation of a mine or mines.

*Share Price Fluctuations*

The market price of securities of many companies, particularly exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

*Environmental Factors*

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which they operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance

that future changes in environmental regulation, if any, will not adversely affect the Company's operations or result in substantial costs and liabilities in the future.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. Obtaining the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Governmental Regulation

Exploration, development and mining of the properties will be affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law; (iii) restrictions on production; price controls; and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are required in connection with the exploration activities proposed for the properties. To the extent such approvals are required and not obtained, the Company's planned exploration, development and production activities may be delayed, curtailed, or cancelled entirely.

Failure to comply with applicable laws, regulations and requirements may result in enforcement action against the Company, including orders calling for the curtailment or termination of operations on the properties, or calling for corrective or remedial measures requiring considerable capital investment. Parties engaged in mineral exploration and mining activities may be subject to civil and criminal liability as a result of failure to comply with applicable laws and regulations.

Amendments to current laws, regulations and permitting requirements affecting mineral exploration and mining activities could have a material adverse impact on the Company's operations and prospects.

Exploration and Development

Exploration for minerals is highly speculative in nature, involves many risks and frequently is unsuccessful. There can be no assurance that exploration efforts will result in the discovery of mineralization or that any mineralization discovered will result in the definition reserves. If reserves are developed, it may take a number of years and substantial expenditures from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. No assurance can be given that exploration programs will result in the definition of reserves or that reserves may be economically mined.

The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors, which are beyond the control of the Company.

Operating Hazards and Risks

Mineral exploration and development involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The work that the Company proposes to undertake will be subject to all the hazards and risks normally incidental to such activities, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Although the Company has secured liability insurance and property insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs or uninsured losses that could have a material adverse effect upon its financial condition.

No Dividends

The Company has not paid any dividends on its outstanding common shares. Any decision to pay dividends on its shares in the future will be dependent upon the financial requirements of the Company to finance future growth, the financial condition of the Company and other factors which the board of directors of the Company may consider appropriate in the circumstances.

Dependence on Key Employees

The Company's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. The Company is highly dependent on the principal members of its senior management group and the loss of their services might impede the Company's business strategy and growth.

Conflicts Of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or may have significant shareholdings in other reporting companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will disclose the conflict of interest.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

November 29, 2013  
On behalf of the Board of Directors  
Toronto, Ontario