

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. Reporting Issuer**

NWT Uranium Corp.  
85 Richmond Street West  
Suite 702  
Toronto, Ontario M5H 2C9

**ITEM 2. Date of Material Change**

April 8, 2013.

**ITEM 3. Press Releases**

Press release in the form of Schedule A attached hereto was disseminated on April 8, 2013 via Marketwired news service.

**ITEM 4. Summary of Material Change**

NWT Uranium Corp. (the "Corporation") (TSX VENTURE:NWT) (FRANKFURT:NMV) has announced that, pursuant to the Policy 5.2 - *Changes of Business and Reverse Takeovers* of the TSX Venture Exchange, the Corporation has changed its business from a Mining Issuer to a Investment Issuer. In connection with its change of business, the Corporation will be seeking shareholder approval at a special meeting of shareholders to be held at a future date.

As the change of business has already occurred, the Corporation will not be acquiring any assets in connection with the COB. As of April 8, 2013, the Corporation has acquired, directly or through its wholly owned subsidiary, Nikeco Co. Ltd., an aggregate of 88,289,171 common shares of various public issuers, of which 52,783,339 common shares are those of URU Metals Limited (formerly Niger Uranium Ltd.)

For the nine months ending December 31, 2012, the Corporation had current assets of \$9,885,425 and current liabilities of \$3,157,068 for working capital of \$6,728,357. As such, the Corporation has necessary working capital to fund its current business and finance future investments in public issuers.

As an Investment Issuer, the Corporation will focus its resources on investments in other companies. The investment objective of the Corporation will be to provide its shareholders with long-term capital growth by investing in a diversified portfolio of public companies and commodities.

**ITEM 5. Full Description of Material Change**

See Schedule A attached.

**ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**ITEM 7. Omitted Information**

Not applicable.

**ITEM 8. Executive Officer**

The following officer of the Company may be contacted for further information:

NWT Uranium Corp.  
John Zorbas, Interim President  
(416) 504.3978

**ITEM 9. Date of Report**

This report is dated this 24<sup>th</sup> day of April, 2014.

## Schedule A



April 08, 2013 16:16 ET  
TSX VENTURE : [NWT](#)  
FRANKFURT : NMV

### **NWT Uranium Corp. Announces Change of Business**

**TORONTO, ONTARIO--(Marketwired - April 8, 2013)** - NWT Uranium Corp. (the "Corporation") (TSX VENTURE:NWT)(FRANKFURT:NMV) would like to announce that, pursuant to the Policy 5.2 - Changes of Business and Reverse Takeovers of the TSX Venture Exchange, the Corporation has changed its business from a Mining Issuer to a Investment Issuer. In connection with its change of business, the Corporation will be seeking shareholder approval at a special meeting of shareholders to be held at a future date.

As the change of business ("COB") has already occurred, the Corporation will not be acquiring any assets in connection with the COB. As of today's date, the Corporation has acquired, directly or through its wholly owned subsidiary, Nikeco Co. Ltd., an aggregate of 88,289,171 common shares of various public issuers, of which 52,783,339 common shares are those of URU Metals Limited (formerly Niger Uranium Ltd.)

For the nine months ending December 31, 2012, the Corporation had current assets of \$9,885,425 and current liabilities of \$3,157,068 for working capital of \$6,728,357. As such, the Corporation has necessary working capital to fund its current business and finance future investments in public issuers.

### **Description of New Business**

As an Investment Issuer, the Corporation will focus its resources on investments in other companies. The investment objective of the Corporation will be to provide its shareholders with long-term capital growth by investing in a diversified portfolio of public companies and commodities.

#### *Investment Strategy*

The Corporation's investment strategies will include investments in (i) public companies, (ii) near public companies and private capital, (iii) global venture capital initiatives and (iv) strategic physical commodities.

The Corporation will invest in concentrated, long-term positions in public companies. The Corporation may invest in securities of issuers in special situations, including event-driven situations such as corporate restructurings, mergers, hostile takeovers, bankruptcies or leveraged buyouts. The Corporation may also invest in (i) public companies where there is an opportunity to invest to gain control over the strategic direction of such public company, thereby fully exploiting the corporate structure to execute opportunistic transactions which would otherwise be unavailable, such as take-over bids using publicly-traded securities as currency, (ii) accretive

acquisitions of similar structures, and (iii) public and private companies that would otherwise be problematic to accommodate in a fund structure with short term redemption features.

The Corporation's investment strategy will also include structuring and initiating deals focused on particular resources, themes, or regions as well as launching the development of businesses in select industries by providing assistance with the hiring of management teams, providing seed capital and facilitating the transition of such private companies to the public market.

The Corporation may take positions in strategic commodities which it believes have strong long term fundamentals and which otherwise are difficult to gain exposure to. Investments may be structured as direct physical purchases or off-take contracts.

### *Borrowing*

The Corporation may borrow funds, which may be used for various purposes, including making investments, effecting market purchases of common shares and paying fees and expenses of the Corporation (the "**Borrowings**"). Such Borrowings shall never exceed 200% of the net assets of the Corporation. The Corporation expects that the terms, conditions, interest rates, fees and expenses of and under such Borrowings will be typical of borrowings of this nature.

### *Investment Committee*

The Corporation will establish an investment committee (the "**Investment Committee**") which will initially consist of David Subotic (Chair), John Zorbas and Raphael Danon to monitor and review the Corporation's investments. Members of the Investment Committee will be appointed annually by the board of directors. The Chairman of the Investment Committee will be appointed by the members of the Investment Committee. The members of the Investment Committee will be required to have a significant degree of investment expertise. The Investment Committee will be responsible for overseeing the management of the Corporation's investments.

The Investment Committee will meet as required and report as required to the board of directors with respect to its decisions and activities.

### *Investment Selection*

To identify potential investments, the Corporation will rely on the members of its management and from time to time other reliable business affiliations. These persons have a broad range of international business experience and their own networks of business partners, financiers and venture capitalists through whom potential investments may be identified. Once an investment has been pre-screened by the investment committee, the board of directors will then review and approve such investment.

### **Directors and Officers**

The directors of the Corporation will be Anton Esterhuizen, David Subotic and John Zorbas. The officers of the Corporation will be David Subotic, President and Raphael Danon, Chief Financial Officer.

The following sets out the names and backgrounds of all persons who are expected to be considered insiders of the Corporation.

*David Subotic, President, Chief Executive Officer and Director* - Mr. Subotic is a former Vice

President of Haywood Securities, an international investment firm specializing in the resource sector, where he helped raise more than \$2 billion in financing for commodities and oil and gas companies. Previously, Mr. Subotic was Vice President of Canada's Yorkton Securities, a national full-service firm that provides services to institutional investors, issuing companies and retail clients. Most recently, Mr. Subotic was the founder and CEO of Asian Coast Development Ltd., an international resort developer planning the \$4.2 billion Ho Tram Strip integrated resort destination in Southern Viet Nam. Mr. Subotic is currently the CEO and CIO of DAS Capital, a Toronto-based investment management firm.

*Anton Esterhuizen, Director* - Mr. Esterhuizen, M.Sc., B.Sc. (Hons), is an experienced geologist renowned for his extensive experience in Africa. Among his career highlights, he is credited with the discovery and evaluation of the Xstrata Group's world-class, high-grade Rhovan vanadium deposit in South Africa, the re-evaluation of the sizeable Burnstone gold deposit, also in South Africa, and a number of Tanzanian gold deposits, which attracted major players to that country. At present, Mr. Esterhuizen is Managing Director of Pangea Exploration (Pty) Limited in Johannesburg and a director of Tanzanian Royalty Exploration Corporation. His background also includes work with African mining giant Gold Fields Ltd. Mr. Esterhuizen is a fellow of the Geological Society of South Africa and the first recipient of the Des Pretorius Memorial Award for outstanding work in economic geology in Africa. He also received the Dreyer Award from the Society for Mining Metallurgy and Exploration Inc. (USA) for outstanding achievements in applied economic geology, one the world's most prestigious awards for exploration.

*John Zorbas, Director* - Mr. Zorbas is the President of MGM Productions Group Inc., as well as a director of both ZorCorp Capital Holdings and Starline Capital Holdings Infrastructure Fund. Mr. Zorbas, who holds an Honors Bachelors in Economics from the University of Toronto, is also a founding shareholder of Asian Coast Development Ltd, one of South East Asia's leading developers of integrated resort and hotel properties. Throughout the past 10 years, Mr. Zorbas has held senior advisory positions in various facets of business including operations, marketing, sales, strategic planning and structured finance. Mr. Zorbas has also been involved in various notable transactions such as arranging and structuring the financing for the Bac Ha Hydro Plant in Vietnam, with the assistance of the Import Export Bank of the United States and successfully bidding at the Federal Network Agency of Germany's Spectrum auction, where he was awarded the license for the 4G spectrum.

*Raphael Danon, Chief Financial Officer and Corporate Secretary* - Mr. Danon began his professional career as a financial statement auditor where he was responsible for complex accounting issues before opening up his own practice in business advisory. Mr. Danon was responsible for both bringing in the client base, as well as dealing involved in all aspects of business advisory for clients, including business plans, financing, evaluation of internal controls and other business improvements and efficiencies. Mr. Danon is a founding shareholder of Asian Coast Development Ltd., an international property developer which is building an MGM Casino Resort in Vietnam, where he served as Interim Chief Financial Officer and VP of Finance. He helped raise over \$80 Million for the project, in addition to setting up the company from its inception, manning many roles in its infancy as the company developed. Mr. Danon has sat on the board of directors for both Asian Coast Development and Niger Uranium Ltd. Mr. Danon graduated from York University in Toronto with an Honors B.A. in Accounting and has been a Member of the Institute of Chartered Accountants of Canada since 2003.

## **Sponsorship**

Sponsorship of a COB transaction may be required by the TSXV. The Corporation is currently reviewing the requirements for sponsorship and may apply for an exemption from the sponsorship requirements pursuant to the policies of the TSXV, however, there is no assurance that the

Corporation will ultimately obtain this exemption. The Corporation intends to include any additional information regarding sponsorship in a subsequent press release.

*Completion of the transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable, pursuant to the requirements of the TSXV, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed COB transaction; use of funds; and the business and operations of the Corporation after the proposed transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

## **CONTACT INFORMATION**

For further information regarding the COB transaction, please contact:

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