Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE							
✓ New report							
Amended report If amended, provide	Submission ID of report that is	being amended:	(Example: EDR1234567890-123)				
ITEM 2 - PARTY CERTIFYING TO	HE REPORT						
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.						
✓ Issuer (Other than an investment fund)							
Underwriter							
ITEM 3 – ISSUER NAME AND OT	THER IDENTIFIERS						
Provide the following information about the	e issuer, or if the issuer is an in	ovestment fund, about the fund					
Full legal name							
WESTERN URANIUM CORPORATION							
Previous full legal name If the issuer's nar	me changed in the last 12 mont	ths, provide most recent previo	us legal name.				
Website (if applicable)							
www.western-uranium.com							
If the issuer has a legal entity identifier, pr	ovide below. Refer to Part B of	the Instructions for the definiti	on of "legal entity identifier".				
Legal entity identifier	7						
ITEM 4 LINDEDWEITER INFO	MATION						
ITEM 4 – UNDERWRITER INFOR	RMATION						
If an underwriter is completing the report, p	If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.						
T dir regai manie							
Does the Underwriter's Firm have an NRD Number? Firm NRD number							
□ No □ Yes □ □ □							
If the underwriter does not have a firm NR	D number, provide the head off	fice contact information of the u	nderwriter.				
Street address	Municipality	Province/State	Postal/ZIP code				
][
Country	Telephone number	Website (if applicable)					

ITEM 5 - ISSUER INFORMATION					
a) Primary industry					
Provide the issuer's North American Indus activity. For more information on finding the NAICS industry code			orresponds to the issuer's primary business stry search tool .		
If the issuer is in the mining industry , ince the mining industry. Select the category th Exploration Development Produc	at best describes the issuer		hat provide services to issuers operating in		
Is the issuer's primary business to invest a ☐ Mortgages ☐ Real estate ☐ Commer	-				
b) Number of employees					
✓0 - 49	or more				
c) SEDAR profile number					
Does the issuer have a <u>SEDAR</u> profile ? ☐ No ☑ Yes	If yes, provide SEDAR pro	file number:			
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).		
Street address	Municipality	Province/State	Postal/ZIP code		
Country	Telephone number				
e) Date of formation and financial yea	r-end				
Date of formation	Financial year-end				
	I manda year ena				
f) Reporting issuer status					
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?				
If yes, select the jurisdictions of Canada in ☐ AII ☐ AB ☐ BC ☐ MB ☐ NS ☐ NU ☐ ON ☐ PE		NT			
A B I B B B C C C C C					
g) Public listing status					
Does the issuer have a CUSIP number? ☐ No ☐ Yes	CUSIP number (provide f	first 6 digits only)			
the issuer has applied for and received a li	If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.				
Exchange names: Not Applicable Toro	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange		
☐ Aequitas Neo Exchange ☐ Aus	tralian Securities Exchange	Deutsche Boerse	Euronext		
☐ London Stock Exchange ☐ Nas	daq	New York Stock Exchange	Shanghai Stock Exchange		
Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER					
If other, describe:					
h) Size of issuer's assets					
Select the size of the issuer's assets for its the size of the issuer's assets at the distril	-	end (Canadian \$). If the issuer ha	s not existed for a full financial year, provide		
	I to under \$25M	\$25M to under \$100M			
\$100M to under \$500M \$500	0M to under \$1B	\$1B or over			

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe): b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start Date **End Date** 2016-12-28 2016-12-30 c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. C.07 WUC - csa_20160407_45-106_schedule-1 (Jan 6, 2017).xlsx - 48 KB d) Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$ Security **CUSIP** Number of Single or lowest Highest price Total amount code number securities price **CMS** 95984W109 1,010,950.0000 1.2000 1,213,140.0000 Description of security: e) Details of rights and convertible/exchangeable securities If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security. Not Applicable Exercise price Underlying Security Expiry date (Canadian \$) security Conversion ratio (YYYY-MM-DD) code code Lowest Highest 2.8000 WNT CMS 2021-12-28 1:1 Describe other terms: Each warrant has an exercise price of CAD\$2.80. The warrants have a 5 year term and will expire after five years from their (if applicable) issuance. f) Summary of the distribution by jurisdiction and exemption State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on		Total amount (Canadian \$)			
Alberta	NI 45-106 2.3 [Accredited investor]	2	35,400.0000			
British Columbia	NI 45-106 2.3 [Accredited investor]	16	516,240.0000			
Ontario	NI 45-106 2.3 [Accredited investor]	3	108,000.0000			
United States Other – describe		3	306,000.0000			
Other exemption: Securities Ad	t of 1933, s. 4(2) (USA)					
Belize	Other – describe	1	240,000.0000			
Other exemption: Foreign subscriber						
Guatemala	Guatemala Other – describe					

Cutoff doorles	1,000.0000
Other exemption: Foreign subscriber	
Total dollar amount of securities distributed	1,213,140.0000
Total number of unique purchasers 26	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			\square Y \square N		

ITEM 8 – COMPENSATION INFORMATION						
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.						
Indicate whether any compensat ☐ No ☑ Yes	Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ☐ No ☑ Yes					
PERSON 1						
a) Name of person compensa	ted and registration	n status				
Indicate whether the person com ☐ No ☑ Yes	pensated is a regist	rant.				
If the person compensated is an Family name	-	he full legal name of the name		dary given names		
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inforn	nation.	Firm NRD number (if	annlicable)	
Leede Jones Gable Inc.				5770	аррії савіс)	
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	the distribution throug	gh a funding	portal or an internet-ba	ased portal.	
b) Business contact informati	on					
,		rouido the business of	antaat inform	ation of the nerson hai	ng componented	
If a firm NRD number is not prov Street address	naea in item 8(a), pr Municip		entact Informa Province/Sta	•	ng compensated. Postal/ZIP code	
Country	Telepho	ne number	Email addre	ss		
,						
c) Relationship to issuer or ir	vestment fund ma	ınager				
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or	o with the issuer or in the meaning of "con	nvestment fund mana ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	n.
Insider of the issuer (other that	ın an investment fun	d)	✓ None	e of the above		
Director or officer of the invest	ment fund or investr	nent fund manager				
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.						ot report payments sk for details
✓ Cash commissions paid	36,960.0000					
Value of all securities	0.0000	Security code1 WN7	T Se	curity code2	Security code	e3
distributed as compensation ⁴		Describe terms of wa	arrants, option	ns or other rights	<u> </u>	
		' <i>'</i>	,	ker warrants to Leede J warrants have a 5 year		
Other compensation ⁵		Describe				
Total compensation Paid	36,960.0000					
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	ne terms below)		

to acquire additional securities of the issuer. 5 Do not include deferred compensation.								
PERSON 2								
a) Name of person compensate	ed and registration	on status						
Indicate whether the person comp ☐ No ☑ Yes	ensated is a regis	trant.						
If the person compensated is an in Family name	• •	the full legal name of the name		dary given names				
If the person compensated is not an individual, provide the following information.								
PI Financial Corp.	Full legal name of non-individual Firm NRD number (if applicable) PI Financial Corp. 5290							
Indicate whether the person comp ✓ No ☐ Yes	ensated facilitated	I the distribution throu	ıgh a funding _l		based portal.			
b) Business contact informatio	n							
If a firm NRD number is not provid Street address	ded in Item 8(a), pi Municip		ontact informa	•	peing compensated. Postal/ZIP code			
Country	Telepho	ne number	Email addre	ss				
c) Relationship to issuer or inv	estment fund ma	nager						
Part B(2) of the Instructions and to Connected with the issuer or in Insider of the issuer (other than Director or officer of the investment	vestment fund man	nager nd)	Emp		mpleting this section. r investment fund mai			
d) Compensation details								
Provide details of all compensatio in Canadian dollars. Include cash for services incidental to the distri about, or report on, internal alloca	commissions, sec ibution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other c services. An issuer	ompensation. Do not is not required to ask	report payments for details		
Cash commissions paid	3,336.0000							
Value of all securities distributed as	0.0000	Security code1 WN Describe terms of w		curity code2	Security code	3		
compensation ⁴					ncial Corp. Each warr ar term and will expire			
Other compensation ⁵		Describe						
Total compensation Paid	3,336.0000							
Check box if the person will or	may receive any o	deferred compensatio	n (describe th	ne terms below)				
⁴ Provide the aggregate value of a securities of the issuer. Indicate the to acquire additional securities of	he security codes i							

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

⁵ Do not include deferred compe	nsation.						
PERSON 3							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com ☐ No ✓ Yes	Indicate whether the person compensated is a registrant. ☐ No ☑ Yes						
· ·	•	the full legal name of the individual.					
Family name	First giv	ven name Secondary given names					
If the person compensated is not	an individual, provi	vide the following information.					
Full legal name of non-individual Haywood Securities Inc.		Firm NRD number <i>(if applicable)</i>					
	pensated facilitated	d the distribution through a funding portal or an internet-based portal.					
✓ No ☐ Yes	porroutou ruomiutou	a the along allow an eager a raintening portail of an intenior sacra portail					
b) Business contact informati	on						
If a firm NRD number is not prov	ided in Item 8(a), p	provide the business contact information of the person being compensated.					
Street address	Municip	pality Province/State Postal/ZIP code					
Country	Talanka						
Country	relepho	one number Email address					
c) Relationship to issuer or in	vestment fund ma	anager					
		-					
	the meaning of "co	investment fund manager (select all that apply). Refer to the meaning of "connected" in ontrol" in section 1.4 of NI 45-106 for the purposes of completing this section. Employee of the issuer or investment fund manager					
Insider of the issuer (other that							
Director or officer of the invest							
d) Compensation details							
in Canadian dollars. Include cas for services incidental to the dist	h commissions, sec ribution, such as cl	aid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts curities-based compensation, gifts, discounts or other compensation. Do not report payments elerical, printing, legal or accounting services. An issuer is not required to ask for details is with the directors, officers or employees of a non-individual compensated by the issuer.					
Cash commissions paid	3,235.0000						
Value of all securities	0.0000	Security code1 WNT Security code2 Security code3					
distributed as compensation 4		Describe terms of warrants, options or other rights					
·		The Company issued 2,696 broker warrants to Haywood Securities Inc. Each warrant has an exercise price of CAD\$2.80. The warrants have a 5 year term and will expire after five years from their issuance.					
Other compensation ⁵		Describe					
Total compensation Paid	3,235.0000						
Check box if the person will or may receive any deferred compensation (describe the terms below)							
4 Drawida Haranana	all anatomista in the con-	hutad as assessment and adding out the support of the state of the sta	-1				
	the security codes	buted as compensation, excluding options, warrants or other rights exercisable to acquire additional for all securities distributed as compensation, including options, warrants or other rights exercisate for all securities distributed as compensation, including options, warrants or other rights exercisate for all securities distributed as compensation, including options, warrants or other rights exercisate for all securities distributed as compensation.					
⁵ Do not include deferred compe							

PERSON 4

Indicate whether the person com ☐ No ✓ Yes	pensated is a regisi	trant.						
If the person compensated is an	individual, provide t	he full legal name of	the individua					
Family name	First giv	en name	Secon	dary given name	es	_		
If the person compensated is not	an individual, provi	de the following inform	mation.					
Full legal name of non-individual				Firm NRD num	nber <i>(if appl</i>	icable)		
Altus Securities Inc.				5960				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
b) Business contact information	on							
If a firm NRD number is not provi	ided in Item 8(a), pi	rovide the business c	ontact inform	ation of the pers	son being c	ompensated.		
Street address	Municip	ality	Province/St	ate	Pos	tal/ZIP code		
Country	Telepho	ne number	Email addre	ss				
c) Relationship to issuer or in	vestment fund ma	ınager				<u>'</u>		
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager Insider of the issuer (other than an investment fund) Very None of the above Director or officer of the investment fund or investment fund manager								
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distraction or report on, internal allocations.	n commissions, sec ribution, such as cle	urities-based comper erical, printing, legal (nsation, gifts, or accounting	discounts or ot services. An is	her comper suer is not	sation. Do no required to as	t report paymer k for details	
✓ Cash commissions paid	4,800.0000							
Value of all securities	0.0000	Security code1 WN	T Se	curity code2		Security code	93	
distributed as compensation⁴		Describe terms of w	arrants, optic	ns or other right	ts			
Compensation		The Company issue exercise price of CA from their issuance.						rs
Other compensation ⁵		Describe						
Total compensation Paid	4,800.0000							
Check box if the person will o	or may receive any o	I deferred compensatio	n (describe t	ne terms below)				
⁴ Provide the aggregate value of a securities of the issuer. Indicate a to acquire additional securities of ⁵ Do not include deferred comper	the security codes t f the issuer.							

IIEW 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER	
Indicate whet	her the issuer is any of the following (select all t	that apply).		
	issuer in any jurisdiction of Canada	,		
	ublic issuer			
☐ Wholly ow	ned subsidiary of a reporting issuer in any juris	diction of Canada ⁶		
-	ame of reporting issuer	diotion of Canada		
Wholly ow	ned subsidiary of a foreign public issuer ⁶			
	ame of foreign public issuer			
Issuer dis	tributing eligible foreign securities only to permi	itted clients ⁷		
	uer is at least one of the above, do not com		o Item 10.	
	r is a wholly owned subsidiary of a reporting is:			
	that are required by law to be owned by its dire			
	nis box if it applies to the current distribution everer to the definitions of "eligible foreign securit			to non-permittea
If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).	<u> </u>	
a) Directors	, executive officers and promoters of the is:	suer		
Dunidate the fe		-66	n Fantasatiana within Oanada atata t	
	ollowing information for each director, executive rwise state the country. For "Relationship to iss			ne province or
				Relationship to
Individual?	Organization or company name	Family name First given name	Business location of non-individual or residential	issuer
	3	Secondary given name	jurisdiction of individual	(select all that apply)
\square Y \square N				
			-	
			=	
			_	
b) Promoter	information			
If the promote	er listed above is not an individual, provide the f	following information for each dire	ector and executive officer of the prom	noter For locations
	a, state the province or territory, otherwise state			
		Family name		Relationship to
	Organization or company name	First given name	Residential jurisdiction of individual	promoter (select one or both
		Secondary given name	oi individual	if applicable)
				□ D □ O
L		<u> </u>	<u> </u>	
c) Residenti	al address of each individual			
Complete Sc	hedule 2 of this form providing the full resid	lential address for each individ	ual listed in Item 9(a) and (b) and	
attach to the	completed report. Schedule 2 also requires	information to be provided abo	out control persons.	

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

First given name

- I have read and understand this report; and
- all of the information provided in this report is true.

· ·			
SKUTEZKY	MICHAEL		CHAIRMAN OF THE BOARD
Name of issuer/underwriter		Telephone number	Email address
WESTERN URANIUM CORPORATION		4165642870	mskutezky@western-uranium.com
Signature		Date	
Michael Skutezky		2017-01-06	

Secondary given names

Title

Full legal name - Family name

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.							
Same as individual certifying the report							
Full legal name - Family name	First given name	First given name Secondary given names Title					
ILAS	DANIEL		L	EGAL COUNSEL			
Name of company Telephone number Email address							
ORMSTON LIST FRAWLEY LLP	4165940791	dilas@olflaw.com					

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1483656009-842
Submission ID
2017-01-06 14:08:51.295
Date