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:	EDR1483656009-842	(Example: EDR1234567890-123)		
ITEM 2 – PARTY CERTIFYING TH	E REPORT					
Indicate the party certifying the report (select National Instrument 81-106 Investment Fun	, , ,	•	-	refer to section 1.1 of		
✓ Issuer (Other than an investment fund)	✓ Issuer (Other than an investment fund)					
Underwriter						
ITEM 3 – ISSUER NAME AND OTI	HER IDENTIFIERS					
Provide the following information about the Full legal name	issuer, or if the issuer is an ir	nvestment fund, a	bout the fund.			
WESTERN URANIUM CORPORATION						
Previous full legal name If the issuer's name	e changed in the last 12 mon	ths, provide most	recent previous legal name.			
Website (if applicable) www.western-uranium.com						
If the issuer has a legal entity identifier, pro	vide below. Refer to Part B of	the Instructions f	or the definition of "legal entity	identifier".		
Legal entity identifier						
ITEM 4 – UNDERWRITER INFORI	MATION					
If an underwriter is completing the report, pr	ovide the underwriter's full leg	gal name and firm	National Registration Databas	e (NRD) number.		
Full legal name						
Does the Underwriter's Firm have an NRD N	lumber? Firm NRD n	umbor				
No Yes	iumber? Film NRD III	umbei				
If the underwriter does not have a firm NRD	number, provide the head off					
Street address	Municipality	Province/State	Postal/ZIP	code		
Country						

ITEM 5 - ISSUER INFORMATION				
a) Primary industry				
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry code 212291				
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	_		de only the names of exchanges for which s.	
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	k 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. WUC - Revised Schedule (January 27, 2017).xlsx - 52 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 WNT 0.0000 1.010.950.0000 0.0000 Description of security: The price of warrants was included with the price of shares. The warrants are expiring five years after issuance. CMS 95984w109 1.2000 1.010.950.0000 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 code (YYYY-MM-DD) code Lowest Highest WNT CMS 2.8000 2021-01-28 Describe other terms: (if applicable) 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. Total amount Province or Number of Exemption relied on (Canadian \$) country purchasers 35,400.0000 Alberta NI 45-106 2.3 [Accredited investor] 2

16

3

3

516,240.0000

108,000.0000

306,000.0000

240,000,0000

NI 45-106 2.3 [Accredited investor]

NI 45-106 2.3 [Accredited investor]

Other - describe

Other - describe

Other exemption: | Securities Act of 1933, s.4(2) (USA)

British Columbia

United States

Ontario

Belize

Other everenties. Fersion subse	uib a u			
Other exemption: Foreign subsc	niber			
Guatemala	Other – describe		1	7,500.0000
Other exemption: Foreign subsc	riber			
		Total dollar amount of securiti	es 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 - COMPENSATIO	N INFORMATIO	N				
-	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	ion was paid, or will	be paid, in connection	n with the dis	tribution.		
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 compensated facilitated the distribution through a funding portal or an internet-based portal. Voc Yes						
b) Business contact informati	on					
If a firm NRD number is not prov	vided in Item 8(a) n	rovide the husiness or	ontact inform	ation of the person hei	na compensated	
Street address	Municip		Province/Sta	•	Postal/ZIP code	
Country	Telepho	ne number	Email addre	SS		
c) Relationship to issuer or ir	vestment fund ma	nager				
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	n.
Insider of the issuer (other tha	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 compensatin Canadian dollars. Include cas for services incidental to the distabout, or report on, internal alloc	h commissions, sec tribution, such as cle	urities-based compen erical, printing, legal o	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	ot report payments sk for details
Cash commissions paid	36,960.0000					
Value of all securities	0.0000	Security code1 WN	T Se	curity code2	Security code	e3
distributed as compensation 4		Describe terms of wa	arrants, option	ns or other rights		
·				ker warrants to Leede J warrants have a five ye		
Other compensation ⁵		Describe				
Total compensation Paid	36,960.0000					
Check box if the person will of	or may receive any o	deferred compensation	n (describe th	ne terms below)		

to acquire additional securities of ⁵ Do not include deferred compensations.	the issuer.			,		care. rigino enereicacio
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 en name		dary given names		
If the person compensated is not a	an individual, provi	de the following infor	mation.			
Full legal name of non-individual Pi Financial Corp.				Firm NRD number 5290	(if applicable)	
Indicate whether the person comp ✓ No ☐ Yes	ensated facilitated	I the distribution throu	igh a funding		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 Province/Sta	•	eing 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.	
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 competerical, printing, legal	nsation, gifts, or accounting	discounts or other c services. An issuer	ompensation. Do not is not required to ask	report payments of for details
Cash commissions paid	3,336.0000					
Value of all securities distributed as compensation 4	0.0000	Security code1 WN Describe terms of w		curity code2	Security code	3
compensation					ancial Corp. Each wai year term and will exp	
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	pensated is a regis	strant.	
· ·	•	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		Firm NRD number (if applicable)	
Haywood Securities Inc.		1630	
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	d the distribution through a funding portal or an internet-based portal.	
b) Business contact informati	on		
If a firm NRD number is not prov	rided 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	Talanha		
Country	Telepho	one number Email address	
c) Relationship to issuer or ir	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 tribution, 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		
distributed as	0.000	Describe terms of warrants, options or other rights	
compensation ⁴		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 five 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 o	or may receive any	deferred compensation (describe the terms below)	
		buted as compensation, excluding options, warrants or other rights exercisable to acquire additions	
securities of the issuer. Indicate to acquire additional securities of	•	for all securities distributed as compensation, including options, warrants or other rights exercisa	ıble
⁵ Do not include deferred compe			

PERSON 4

Indicate whether the person com ☐ No ✓ Yes	pensated is a regis	trant.						
If the person compensated is an	individual, provide t	he full legal name of	the individu	ıal.				
Family name	First giv	en name	Sec	ondary given nam	nes			
If the person compensated is not	an individual, provi	de the following infor	mation.					
Full legal name of non-individual		-		Firm NRD nur	mber (if app	licable)		
Altus Securities Inc.				5960				
Indicate whether the person com ✓ No Yes	pensated facilitated	the distribution throu	igh a fundir	ng portal or an inte	ernet-based	portal.		
b) Business contact information	on							
If a firm NRD number is not provi	ided in Item 8(a), pi	rovide the business c	ontact info	mation of the per	rson being d	compensated.		
Street address	Municip	ality	Province/	State	Pos	stal/ZIP code		
Country	Telepho	ne number	Email add	ress				
c) Relationship to issuer or in	vestment fund ma	ınager						
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in Insider of the issuer (other tha	the meaning of "connicestment fund man	ntrol" in section 1.4 o nager d)	f NI 45-106 ☐ Er	,	of completi	ing this section).	
d) Compensation details								
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 cl	curities-based competerical, printing, legal	nsation, gif or accounti	ts, discounts or o ng services. An is	ther compe ssuer is not	nsation. 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 ;	Security code2		Security code	93	
✓ distributed as		Describe terms of w	arrants. op	ions or other righ	nts			
compensation ⁴		The Company issue exercise price of CA from their issuance.	d 4,000 bro	oker warrants to A	Altus Securit			ears
Other compensation ⁵		Describe						
		Describe						
Total compensation Paid	4,800.0000							
Check box if the person will o	or may receive any o	I deferred compensation	n (describe	the terms below)			
⁴ Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities of ⁵ Do not include deferred comper	the security codes in 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/underwrite	er e	Telephone number	Email address
WESTERN URANIUM CO	DRPORATION	4165642870	mskutezky@western-uranium.com
Signature		Date	
Michael Skutezky		2017-01-27	

Secondary given names

Title

Full legal name - Family name

· ·	tact information for the individual tha f this report, if different than the ind	9	,	· · · · · · · · · · · · · · · · · · ·
Same as individual certifying the	report			
Full legal name - Family name	First given name	Secondary given names		Title
llas	Daniel			Counsel
Name of company		Telephone number	Emai	I address
ORMSTON LIST FRAWLEY LLP		4165940791 dilas@olflaw.com		@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.

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Date