DECLAN RESOURCES

Canadian Securities Exchange
Form 2A

LISTING STATEMENT

February 10, 2016

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Introduction

This Listing Statement (the "**Listing Statement**") is furnished in connection with the proposed listing by and on behalf of the management of Declan Resources Inc. ("**Declan**" or the "**Company**").

Forward-Looking Statements

Certain statements in this Listing Statement may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Listing Statement, such statements use such words as "will", "may", "could", "intends", "potential", "plans", "believes", "expects", "projects", "estimates", "anticipates", "continue", "potential", "predicts" or "should" and other similar terminology. These statements reflect current expectations regarding future events and operating performance and speak only as of the date of this Listing Statement. Forward-looking statements include, among others, statements with respect to:

- the Company's expected future losses and accumulated deficit levels;
- the requirement for, and the Company's ability to obtain future funding on favourable terms or at all;
- the Company's ability to satisfy the conditions in accordance with the Option Agreement;
- potential environmental issues and liabilities associated with exploration and development and mining activities;
- the Company's dependence on management;
- the Company's plans in respect of development and operations;
- the Company's risks associated with economic conditions; and
- the Company's conflicts of interest.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under the heading "*Risk Factors*". Although the forward-looking statements contained in this Listing Statement are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements and should not be unduly relied upon by investors. These forward-looking statements are made as of the date of this Listing Statement. A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward-looking statements. Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- the extent of future losses;
- the ability to obtain the capital required to fund development and operations;
- the ability to capitalize on changes to the marketplace;

- the ability to comply with applicable governmental regulations and standards;
- the ability to attract and retain skilled and experienced personnel;
- the impact of changes in the business strategies and development priorities of strategic partners;
- stock market volatility;
- the ability to retain, explore or acquire property interests; and
- other risks detailed from time-to-time in the Company's ongoing quarterly and annual filings with applicable securities regulators, and those which are discussed under the heading "*Risk Factors*".

Readers should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. Each of the forward-looking statements contained in this Listing Statement are expressly qualified by this cautionary statement. The Company expressly disclaims any obligation or responsibility to update the forward-looking statements in this Listing Statement except as otherwise required by applicable law.

Market And Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including the Technical Report. The Company believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

Currency Information

In this Listing Statement, unless otherwise indicated, all references to "$" or "CDN$" are to Canadian dollars.

2. Corporate Structure

2.1 – Corporate Name and Head Office and Registered Office

This Form 2A is filed in respect of Declan Resources Inc. (the "**Company**" or "**Declan**"), in connection with its listing on the Canadian Securities Exchange ("**CSE**"). The head office and registered address and records office of the Company are located at 302 – 1620 West 8th Avenue, Vancouver, British Columbia, Canada, V6J 1V4.

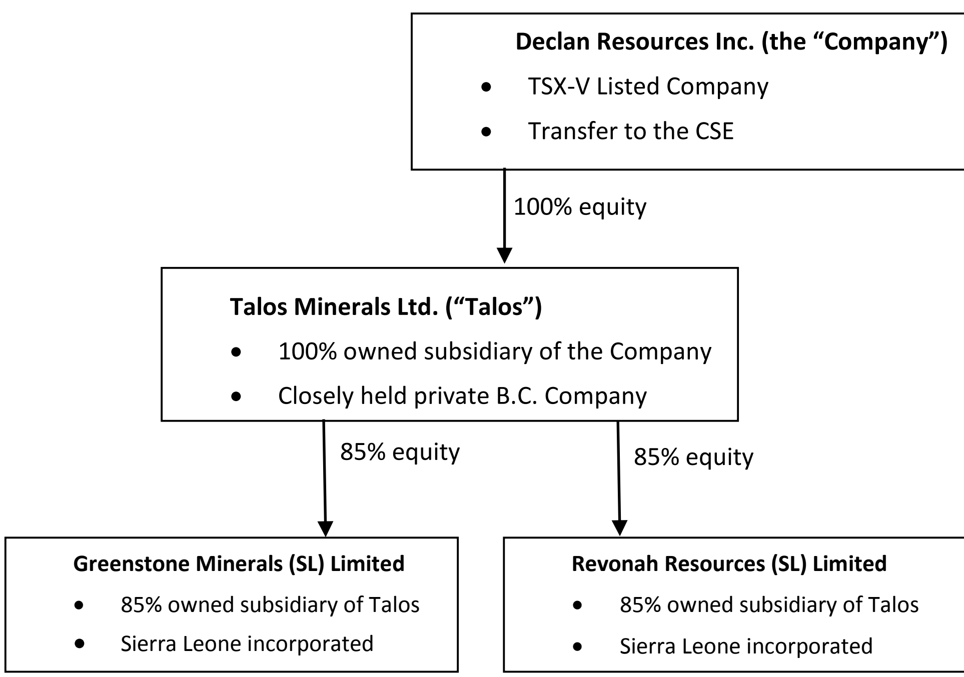
2.2 – Jurisdiction of Incorporation

The Company was incorporated on August 26, 2005, under the Business Corporations Act (*British Columbia*) ("**BCBCA**"). The Company changed its name from Kokanee Minerals Inc. to Declan Resources Inc. on April 5, 2012. The Company was extra-provincially registered in Alberta and Saskatchewan on January 20, 2014. The Company is a reporting issuer in the Provinces of British Columbia and Alberta.

2.3 – Intercorporate Relationships

On July 12, 2012, the Company purchased 100% of the shares of Talos Minerals Ltd. ("**Talos**"), a closely held private B.C. corporation. Talos' principal assets are mineral exploration licenses in the Kono and Bo districts of Sierra Leone. The licenses are held by its two 85% owned Sierra Leone subsidiaries, Greenstone Minerals (SL) Limited and Revonah Resources (SL) Limited. The remaining 15% of Greenstone and Revonah are held equally by Mr. Jamal Shallop and Mr. Craig McLean, both residents of Sierra Leone. During the year ended September 30, 2014, management decided to discontinue exploration on the properties in Sierra Leone and the Company recorded a write-off of $2,483,944.

The diagram below describes the inter-corporate relationship between the Company and its subsidiaries:



2.4 – Fundamental Change

The Company is not requalifying following a fundamental change or proposing an acquisition, amalgamation, merger, reorganization or arrangement.

2.5 – Non-corporate Issuers and Issuers incorporated outside of Canada

This section is not applicable.

3. General Development of the Business

3.1 General Development of the Business

The Company is a natural resource company engaged in the acquisition, exploration and development of resource properties in North America. Its common shares are listed on the TSX Venture Exchange (the "**TSX-V**") and trade under the symbol of "LAN". The Company is an exploration and evaluation stage company currently focused on the exploration of properties in the Athabasca Basin region of Alberta.

History

The Company is currently focusing its financial resources on exploration and evaluating the Firebag Property located in the northeastern Athabasca Basin region of Alberta. The Company is evaluating the potential of the Firebag River property to host economic quantities of silica sand to be used in the fracking process for shale gas exploration. The other recent focus of the Company was the development of its Davidson River uranium property located in the Athabasca Basin, which hosts some of the largest high grade uranium deposits in the world, however recently the Company entered into a property option termination agreement to early terminate its option agreement for the Davidson Group Properties. The Company's focus remains on the Firebag Property and evaluating its position with respect to the option agreement with its joint venture partner in light of recent reductions to the partner's financial obligations left outstanding.

Exploration Property Overview

Firebag River Property, Alberta

In Alberta, exploration and mining are governed by the *Alberta Mines and Minerals Act*, and administered by Alberta Department of Energy's Coal and Mineral Development Unit. A Metallic and Industrial Minerals ("**MAIM**") permit grants the holder exclusive rights to explore and prospect for minerals, but not to mine minerals in the permit area. Individual MAIM permits must be between 16 and 9,216 hectares. In order to maintain the MAIM permits; $5 per hectare needs to be spent for the period of years 1-2 in conducting exploration activities on the Firebag Property. This increases to $10 per hectare for the period of years 3-4 and 5-6, and increases again to $15 per hectare for the period of years 9-10, 11-12, and 13-14.

The MAIM permits for the Firebag Property are registered to 877384 Alberta Ltd. The Firebag Property was initially optioned to the Company in an Option Agreement dated October 24, 2013. The Company has since entered into an Option Amendment Agreement, dated September 23, 2014, forming a two party joint venture, which grants to Opal Energy Corp. ("**Opal**"), the exclusive right to acquire a 70%

interest in the Firebag Property, with Declan, an arm's length party, retaining a 30% interest. Opal may acquire an additional 5% interest in the joint venture at any time by issuing Declan 500,000 common shares of Opal. The agreement grants Opal a right to enter upon and work the Firebag Property and includes the rights to all metals and minerals on the Firebag Property with the exception of limestone, dolomite and building stone. 877384 Alberta Ltd., an arm's length party (the "**Optionor**"), will retain a gross overriding royalty ("**GORR**") of 4% on all diamond and fracking sand production and a net smelter royalty ("**NSR**") of 2% on all material except diamonds, limestone, dolomite, building stone and fracking sand.

This was the first agreement entered into in line with the Company's overall corporate strategy of monetizing, keeping partial ownership in and being able to participate in the upside of the partner's equity.

For further information on the Firebag Property and discussion of the Company's interest therein, see Item 4.1 and the Technical Report (as defined below), attached hereto as Schedule "B".

Patterson Lake NE Property, Saskatchewan, Canada

On September 9, 2013, the Company signed a property option agreement, with 101227264 Saskatchewan Ltd. and Donnybrook Capital Corp., to acquire a 100% interest in two uranium exploration properties in the Patterson Lake area of the Athabasca Basin located in Saskatchewan, Canada. The Patterson Lake NE property is believed to be on a southwest-northeast structural trend as interpreted from airborne magnetics that covers the PLS Discovery. This structural trend also covers the Rook 1 property owned by NexGen Energy Ltd. ("NexGen"). NexGen has commenced a two-drill, 3,000-metre program immediately adjacent to and on trend northeast from Fission/Alpha's recent high-grade uranium discoveries on their PLS project. The Company is compiling available geological data and will commence an exploration program as soon as practical.

To acquire the property, the Company must make cash payments totaling $250,000 ($185,000 paid) by September 17, 2015, issue 4,000,000 common shares (issued), and incur $650,000 in exploration expenditures on the property on or before August 31, 2017. A total of 734,211 common shares were issued as a finder's fee in connection with this acquisition.

In June 2015, the Company sold 100% of its interest in the Patterson Lake NE property to an unrelated third party for cash proceeds of $75,000. A loss on disposal of $473,780 was recorded during the nine month period ended June 30, 2015.

This was the second agreement entered into in line with the Company's overall corporate strategy of ensuring the longevity of the Company.

North Star Property, Saskatchewan, Canada (formerly Gibbon's Creek Property)

On January 17, 2014, the Company entered into a property option agreement, named the North Star property, to acquire additional interests in the Gibbon's Creek region. The Company acquired a 100% interest in two mineral claims comprising approximately 11,100 hectares located along the northern margin of the Athabasca Basin in Saskatchewan and north of the Company's Gibbons Creek joint venture with Lakeland, in Saskatchewan, Canada. To acquire the property, the Company made cash payments of

$15,000 and issued 1,500,000 common shares. 162,500 common shares were issued as a finder's fee. The property is subject to a 2% gross sales royalty.

On December 2, 2013, the Company signed a property option agreement, with Lakeland Resources Inc., to acquire a 70% interest in the Gibbon's Creek property located on the northern rim of the Athabasca Basin in Saskatchewan, Canada. To acquire the property, the Company had to make cash payments of $1,500,000 ($100,000 paid) by January 8, 2017, issue 11,000,000 common shares (2,000,000 issued) by January 8, 2017, and incur an aggregate of $6,500,000 in work commitments by January 8, 2018. The property is subject to a 2% NSR of which the Company may repurchase 1% for $1,000,000. 317,647 common shares were issued as a finder's fee.

During the year ended September 30, 2014, management decided to discontinue exploration on the Gibbon's Creek property and, accordingly, recorded a write-off of $395,534.

Six Pack Properties

On March 31, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Six Pack Properties located in Alberta and Saskatchewan, Canada. The six properties encompass a total of approximately 250,000 acres and are all located within or proximal to the Athabasca Basin.

To acquire the Jackfish Creek, Maurice Creek, Maybelle North, Richardson River, and Thorburn Lake properties, the Company had to make cash payments of $100,000 ($75,000 paid) on or before April 18, 2015, issue 1,500,000 common shares (issued) and complete an exploration work commitment of $200,000. Additionally, to acquire the Archer Lake property, the Company made cash payments of $25,000, issued 1,000,000 common shares and was to complete an exploration work commitment of $25,000 on or before June 1, 2015. 340,909 common shares were issued as a finder's fee.

The property is subject to a 3% GOR of which the Company may repurchase 1% for $1,000,000.

During the six months ended March 31, 2015, management decided to discontinue exploration on the Jackfish Creek property and, accordingly, recorded a write-off of $44,827.

On November 26, 2015, the Company entered into a property option termination agreement to early terminate its option agreement for the Six Pack Properties. In doing so, the Company was released free and clear of any further prior obligations pursuant to the option agreement signed March 31, 2014.

Davidson Group Properties

On July 28, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Davidson Group Properties located in Alberta and Saskatchewan, Canada. The six properties encompass a total of approximately 145,000 acres and are all located within or proximal to the Athabasca Basin.

To acquire the Maybelle North, Rene Lake, Davidson River, Beatty River, Maurice Creek, Big Sandy Lake properties, the Company must make cash payments of $300,000 ($50,000 paid) on or before August 14, 2017, issue 7,500,000 common shares (2,500,000 issued) on or before August 14, 2016 and complete an exploration work commitment of $1,500,000 on or before December 31, 2016. 616,071 common shares were issued as a finder's fee. The property is subject to a 2.5% GOR of which the Company may repurchase 1% for $1,500,000.

During the six months ended March 31, 2015, management decided to discontinue exploration on the Rene Lake property and, accordingly, recorded a write-off of $41,558.

On November 26, 2015, the Company entered into a property option termination agreement to early terminate its option agreement for the Davidson Group Properties. In doing so, the Company was released free and clear of any further prior obligations pursuant to the option agreement signed July 28, 2014.

Other Properties

On April 23, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Copper Mountain property located in Wyoming, U.S.A. and in four properties in the Athabasca Basin located in Saskatchewan, Canada. One of the parties to this agreement is a director of the Company. To acquire the properties, the Company must issue 11,000,000 common shares. The Copper Mountain property is subject to a 2% GOR. During the year ended September 30, 2014, management decided to discontinue exploration on the property and, accordingly, recorded a write-off of $11,912.

Sierra Leone Properties

On July 12, 2012, the Company purchased 100% of the shares of Talos Minerals Ltd. ("Talos"), a closely held private B.C. corporation. The Company issued 24,470,002 common shares in a share for share exchange with Talos. The Company also issued 1,500,000 stock options as part of the acquisition; each option entitles the holder to purchase one common share at a price of $0.15 per share until July 12, 2015. Talos' principal assets are mineral exploration licenses in the Kono and Bo districts of Sierra Leone. The licenses are held by its two 85% owned Sierra Leone subsidiaries, Greenstone Minerals (SL) Limited ("Greenstone") and Revonah Resources (SL) Limited ("Revonah"). The remaining 15% of Greenstone and Revonah is held equally by Mr. Jamal Shallop and Mr. Craig McLean, both residents of Sierra Leone.

During the year ended September 30, 2014, management decided to discontinue exploration on the property and the Company recorded a write-off of $2,483,944.

Recent Financings

During the year ended September 30, 2015, the Company received $401,843 from the issuance of notes payable. The Company also successfully joint ventured its interest in the Firebag River property and received cash reimbursement of prior expenditures totaling $156,527.

During the year ended September 30, 2014, the Company issued 15,000,000 units for total proceeds of $750,000 on October 4, 2013. Each unit consisted of one common share of the Company and one share purchase warrant which entitled the holder to acquire an additional common share at $0.10 until October 4, 2014. Agents' fees paid in connection with this financing totaled $49,525. In addition, the Company issued 2,360,000 common shares from the exercise of share purchase warrants for total proceeds of $236,000.

During the year ended September 30, 2014, the Company also issued 28,571,445 units for total proceeds of $2,000,000 on July 23, 2014. Each unit consisted of one common share of the Company and one share purchase warrant which entitles the holder to acquire an additional common share at $0.11 until July 23, 2016. Agents' fees paid in connection with this financing totaled $39,359.20 in cash and 505,133 in agents' warrants. The agents' warrants are exercisable on the same terms as the warrants which formed part of the units.

3.2 – Significant Acquisitions and Dispositions

Other than as described in sections 3.1 and 4.1 in this Listing Statement, no significant acquisitions or significant dispositions have been completed by the Company during the last three financial years or are contemplated.

3.3 – Trends, Commitments, Events or Uncertainties

There are no trends, commitments, events or uncertainties known to management which could reasonably be expected to have a material effect on the Company's business, the Company's financial condition or results of operations. However, there are significant risks associated with the Company's business, as described in "Part 17 – Risk Factors".

4. Narrative Description of the Business

4.1 General

Business of the Company

The Company is a publicly owned mineral exploration company based out of Vancouver, British Columbia. Its principal activities consist of evaluating, acquiring, exploring and developing mining properties in North America, primarily in Alberta, Canada.

PRINCIPAL PROJECT - Firebag River Property, Alberta

On October 24, 2013, the Company signed a property option agreement with the Optionor, to acquire a 100% interest in the Firebag River property located southwest of the Athabasca Basin in Alberta, Canada. The Company considers the property to be significantly prospective and underexplored. It is situated southwest of the Athabasca Basin and consists of six metallic and industrial minerals permits encompassing approximately 50,000 ha. It is west of Fission Uranium Patterson Lake South ("PLS") uranium occurrence, and about 30 km south of the southernmost mapped margin of the basin. It also lies adjacent to the east of the Athabasca Minerals silica sand project.

To acquire the property, the Company is required to make a cash payment of $85,000 (paid), issue 5,000,000 common shares on or before November 5, 2015 (issued) and incur $300,000 in exploration expenditures on the property on or before November 22, 2016 ($150,000 has been incurred). A total 738,750 common shares were issued as a finder's fee in connection with this acquisition. The Optionor retained a 2% NSR on metals and a 4% GORR with respect to other, non-metallic commodities which are produced from the Firebag River property.

Surface rocks at the Firebag River property consist of a thin-sequence of mature, cretaceous-aged sandstones. At relatively shallow depths, Proterozoic aged rocks of the West Lloyd Domain are generally comprised of granitic gneisses with local pelitic gneiss units. Within this basement domain, the pelitic sequences are associated with uranium mineralization at such notable locations as Cluff Lake and Shea Creek. North of the Firebag River property a significant uranium deposit occurs at Dragon Lake along the Maybelle River Shear Zone. This deposit includes an intersection with 21% U_3O_8 across 5 meters and reported grades of up to 54.5% U_3O_8, according to the Alberta Geologic Survey ("AGS") website.

Historic exploration of the Firebag River property is limited; however, regional government and public geophysical survey data shows a complex pattern of magnetic lows and highs, truncated or offset in the northern part of the property by the Marguerite River Fault, a southwest orientated structure interpreted as a splay of the regionally significant Beatty River Fault Zone. The only documented exploration of the Firebag River property specific for uranium was conducted by E&B Explorations Ltd. in 1977. Exploration confirmed the presence of a southwest orientated fault zone, and a geochemical anomaly with 11 ppm cobalt in lake sediments atop this structure. A short distance northeast of the Firebag River property border, historic drill hole 16-1-100-3W4M intersected an approximately 1 meter interval of anomalous radioactivity within sands atop the basement unconformity from 38.7 to 39.6 meters depth.

The Company completed an initial review of the Firebag River property in November 2013. Silica sand samples were collected within 2 meters of surface from the exposed sandstones feature and were submitted for analysis to Loring Laboratories Ltd. of Calgary, Alta. The results of the program revealed samples that met or exceeded industry wide API standards over roundness, silica content and sphericity specifications.

The Firebag River property benefits from year round access and nearby train facilities at Fort McMurray, Alberta, a critical advantage due to its close proximity to the growing Western Canada Sedimentary Basin; host to large shale gas reserves in Northeastern BC.

On September 23, 2014, the Company entered into a property option amending agreement with Opal (the "**Amended Agreement**") to modify the terms of the original agreement. The amendment allows for Opal to earn up to a 75% interest in the property. The exploration work commitments will be changed from $3,000,000 to $850,000 over a two year period and will be made by Opal. The share issuances will remain the same and will be issued by the Company. In addition, Opal will reimburse the option payments and exploration expenditures incurred to date, make cash payments of $250,000, and issue 4,000,000 common shares over a two year period to the Company. As at June 30, 2015, the Company had received cash payments of $206,527 and 2,000,000 common shares valued at $280,000. $323,121 was recorded as a recovery of exploration and evaluation assets against the capitalized acquisition cost of Firebag property and the remaining amount of $163,406 was recorded in the consolidated statement of loss and comprehensive loss as a recovery of exploration and evaluation assets.

On November 26, 2015 the Company entered into a letter agreement with Opal and the Optionor (the "**Letter Agreement**") to modify the terms of the Amended Agreement. The Letter Agreement reduces the exploration work commitments from $850,000 to $300,000.

In accordance with the Company's objectives (discussed below), if Opal becomes a "defaulting party" (under the Amended Agreement), the Company has the right to satisfy Opal's outstanding obligation to incur $150,000 in exploration expenditures on the property by November 22, 2016 to obtain a 100%

interest in the property. Opal becomes a "defaulting party" if it does not incur $150,000 in exploration expenditures on the property by November 22, 2016. If Opal does not satisfy its obligation by November 22, 2016, the Company has the right (for 60 days thereafter) to satisfy the obligation and thereby acquire 100% interest in the property.

The Company, Opal and the Optionor may make further amendments to the terms of the Amended Agreement and/or the Option Agreement and/or the Letter Agreement with respect to the parties' obligations before November 22, 2016, the date on which the remaining exploration expenditures are due to the Alberta Government for the Firebag Property and the last substantive condition on the option to acquire the property. The Company will continue to consider, and if deemed advisable, engage in further exploration work on the Firebag property with to the Interpretations and Conclusions and the Recommended Exploration Program set out in the Technical Report (as discussed below). If at any time Opal gives notice to forgo its outstanding obligation under the Amended Agreement, the Company will be in a position to decide whether acquiring the whole interest in the property is in its best interests at such time.

Stated Business Objectives

The Company is in the exploration stage and its business objective is to continue to focus on the Company's overall corporate strategy of monetizing, keeping partial ownership in and being able to participate in the upside of the partner's equity, currently in relation to the Firebag Property and potentially acquire, and explore and if warranted acquire further natural resource properties. The Company's objectives will be to:

a. satisfy its obligations under the option agreement to keep the option on the Firebag Property in good standing;
b. consider, and if thought advisable, satisfy any outstanding obligations under the Amended Agreement to keep the option on the Firebag Property in good standing if Opal becomes a defaulting party under the terms of the Amended Agreement;
c. consider, and if thought advisable, engage in further exploration work on the Firebag Property; and
d. consider and/or pursue other projects or business objectives whether in the resource industry or otherwise, as they may arise from time to time.

Technical Report

The Company commissioned the technical report on the Firebag Property dated April 10, 2015, entitled "Technical Report on the Firebag Property – Alberta, Canada; Prepared for Declan Resources Inc. Report for NI 43-101" (the "**Technical Report**"), attached hereto as Schedule "B". The Technical Report was prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") by Dr. Roger D. Morton, P.Geol. at 9039 Saskatchewan Drive NW, Edmonton, Alberta. Dr. Roger D. Morton, P.Geol. is a "Qualified Person" as defined in NI 43-101 and is independent of the Company and the Optionor. The Technical Report is also available on SEDAR at www.sedar.com, filed on December 4, 2015.

The scientific and technical information contained in this Listing Statement relating to the Firebag Property is supported by the Technical Report, which is subject to certain assumptions, qualifications, and procedures described therein. Reference should be made to the full text of the Technical Report attached hereto as Schedule “B” and as found on SEDAR. The Company incorporates by reference in this Listing Application the Technical Report attached hereto as Schedule “B”.

Interpretations and Conclusions

The Firebag Property possesses several features making it prospective for basement-hosted uranium deposits:

1. Proximity to the current margin of the Athabasca Basin (30 km to the north), which has been hypothesized to have once covered a much larger area.
2. Gneissic basement rocks of the Taltson Magmatic Zone, which may have once underlain the Athabasca Basin.
3. The presence of several large faults (potential routes for mineralizing fluids) on the property.

The Firebag Property also possesses several qualities making it prospective for the discovery of silica sand proppants (fracking sands):

1. The presence of Quaternary sands and gravels as well as the McMurray Formational sands.
2. The physical properties of the identified sands. Analysis of the 2013 and 2014 sand samples returned excellent sphericity and grain size. Grain roundness was generally slightly below API RP 56 requirements, but could likely be improved by attrition or by classification.
3. The currently tested sands are open at depth (>5.5 m).
4. SilverWillow Energy’s planned development of their Audet Sagd project, which would see extensive infrastructure improvements throughout the Firebag Property.

Recommended Exploration Program

In order to adequately explore the Firebag Property, the Technical Report provides the following recommendations, including rationale:

Based upon the presence of large-scale structures identified in regional geophysics and its proximity to the margin of the Athabasca Basin, the Firebag Property is of sufficient geological merit to warrant further exploration for monometallic uranium deposits. Similarly, based upon the results of the 2014 summer silica sand sampling program, as well as the Firebag Property’s proximity to Athabasca Minerals Firebag project, the Firebag Property merits additional exploration for silica sand. The following work programs, one targeting uranium and the other targeting silica sand, estimated to cost $236,425, are proposed:

Uranium Exploration Program:

Work should consist of a new sampling program on historic oil sands core on and around the property. Sands just above the basement contact should be analysed by ICP-MS for lead isotopes which are daughter decay products after Uranium decay. Approximately 40 samples should be collected.

Proposed Uranium Exploration Program for the Firebag Property:

Description	**Estimated Cost ($)**
- Geologists Wages (3 days)	$1,575
- Supplies and Rentals	$800
AER Core Laboratory Fees	
- Table Fees	$1,450
- Core Delivery Fees	$450
- Sample Cutting	$700
Sample Analyses (ICP-MS + Lead Isotope)	$1,450
TOTAL	**$6,425**

Silica Sand Exploration Program:

Prior to exploration, the Company should consult with lawyers and government officials in order to better determine silica-sand tenure rights. Specific attention should be paid to the permitting requirements of the McMurray formational sands versus the Quaternary glacial outwash and ice-contact sand deposits.

The initial phase of work would consist of a ground penetrating radar survey over previously explored portions of the property to better constrain the depth extents of the potential fracking sands. A hand/mechanized augering and pitting program should also be initiated to test the full depths, extent, and qualities of the silica sand deposits. (Note: Information from this Phase would also be applicable in the search for uranium deposits in the area, as samples for uranium analysis

Significant Events or Milestones

The Company has satisfied its obligations pursuant to the terms of the Option Agreement dated October 24, 2013 and the Amended Agreement dated September 23, 2014. In order for the Company's joint venture partner, Opal to maintain the option in good standing and acquire a 70% interest in the Firebag Property (and for Declan to thus acquire a 30% interest therein), Opal must incur in aggregate at least $300,000 of expenditures on the Firebag Property as follows (pursuant to a letter agreement between the Optionor and Opal dated November 26, 2015 the requisite amount was reduced from $850,000 to $300,000):

1. $150,000 of expenditures by November 22, 2014 (*completed*);
2. $nil of expenditures by June 22, 2015;
3. $nil of expenditures by November 22, 2015; and
4. $150,000 of expenditures by November 22, 2016.

Principal Products or Services

This is not applicable to the Company.

Production and Sales

This is not applicable to the Company.

Employees

The Company has no employees.

Revenues

The Company currently has no revenue from its properties; however, the Company expects to receive, unless Opal defaults or the Amended Agreement is amended, the following from Opal pursuant to the Firebag property option agreement:

i. 1,000,000 shares and $100,000 in cash or shares on March 2, 2016; and
ii. 1,000,000 shares and $100,000 in cash or shares on March 2, 2017.

Funds Available and Use of Funds

The Company has 1,900,000 marketable securities in Opal on hand (with a value of $380,000 as of December 31, 2015).

The Company has sufficient resources to cover its general and administrative expenses, and to maintain its Firebag River Property in good standing.

As at December 31, 2015, the Company had working capital amounting to approximately $410,360 (as of December 31, 2015 the Company has $9,808 cash on hand). The table does not include any proceeds that may be available to the Company through future financings or incentive stock options.

The following table sets out the principal purposes, using approximate amounts, for which the Company intends to use the estimated funds available to the Company for the 12 months following the date of this Listing Statement.

Use of Available Funds	Amount
Expenditures on Property(1)	$150,000
CSE Monthly Fees	$6,000
General and Administrative Expenses(2)	$80,000

(1) The Company is only liable for this amount in the event that Opal becomes a defaulting party under the Agreement with respect to the Firebag Property and the Company elects to acquire 100% interest in the property by making the expenditure.
(2) Includes consulting fees, insurance, legal and audit fees.

Competitive Conditions

The mineral resource industry is intensely competitive and the Company competes with many companies that have greater financial resources and technical facilities than itself. Significant competition exists for the limited number of mineral acquisition opportunities available in the Company's area of operation. As a result of this competition, the Company's ability to acquire additional attractive mining properties on terms it considers acceptable may be adversely affected.

Lending and Investment Policies and Restrictions

This is not applicable to the Company.

Bankruptcy and Receivership

The Company has not been the subject of any bankruptcy or any receivership or similar proceedings against the Company or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Company or its subsidiary, since its incorporation.

Material Restructuring

The Company has not completed any reorganizations in its last three financial years.

Social or Environmental Policies

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. The Company has not implemented any social or environmental policies that are fundamental to its current operations.

4.2 – Asset Backed Securities

The Company does not have any asset backed securities.

4.3 – Companies with Mineral Properties

See section 4.1 above and Schedule "B" for a description of the Firebag Property.

4.4 – Companies with Oil and Gas Operations

The Company does not have oil and gas operations.

5. Selected Consolidated Financial Information

5.1 – Annual Information

The information below should be read in conjunction with the management's discussion and analysis ("MD&A"), the audited consolidated financial statements and related notes and other financial information, all of which are available at www.sedar.com. The Company has not had any material sales or revenues and has not declared any dividends. This selected financial information has been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

	Financial Year ended September 30, 2015	Financial Year ended September 30, 2014	Financial Year ended September 30, 2013
Net Sales	$Nil	$Nil	$Nil
Net Income (Loss)	$(2,535,826)	$(5,545,958)	$(4,265,929)
- per share	$(0.01)	$(0.04)	$(0.04)
Total Assets	$303,433	$1,812,018	$3,316,836
Total Long Term Liabilities	$Nil	$Nil	$Nil

The Company has not declared any cash dividends as of the date hereof and does not currently have a dividend policy.

To date, the Company has not yet generated revenues from its exploration operations and is considered to be in the exploration stage.

5.2 – Quarterly Information

The following table sets forth summary financial information for the Company for the eight most recently completed interim periods ending at the end of the most recently completed financial year end (September 30, 2015). At the end of 2014, the Company recorded an impairment charge (wrote off exploration and evaluation assets) of $2,891,390. This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto.

	2015				2014			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Net Sales	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Net Income (Loss)	$(764,504)	$(770,872)	$(666,797)	$(333,653)	$(736,600)	$(3,327,007)	$(695,299)	$(787,052)
per share basis, basic and diluted per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.02)	$(0.01)	$(0.01)

5.3 – Dividends

Dividends can be declared by the Company's board of directors when deemed appropriate from time to time. As of the date of this Listing Statement, the Company has not declared any dividends on the common shares and it is unlikely that earnings will be available for the payment of dividends in the foreseeable future.

5.4 – Foreign GAAP

Not applicable.

6. Management's Discussion and Analysis

The MD&A of the Company for the year ended September 30, 2015 is attached to this Listing Statement as Schedule "A". The Company's MD&A for the years ended September 30, 2015 and 2014, and the three-month period ended September 30, 2015, should be read in conjunction with the financial statements of the Company for the years ended September 30, 2015 and 2014, and the three-month period ended December 31, 2015 respectively. The Company's public disclosure documents are available for viewing under the Company's profile at www.sedar.com.

7. Market for Securities

The Company's common shares currently trade on the TSX-V under the symbol "LAN". In connection with the listing of the Company's common shares on the CSE, the Company expects to delist from the TSX-V. The Trading symbol for the Company's common shares on the CSE is expected to be "LAN".

8. Consolidated Capitalization

The following table sets forth the consolidated capitalization of the Company as at September 30, 2015 and as of the date of this Listing Statement:

Authorized	Outstanding as at September 30, 2015	Outstanding as of this Listing Statement
Warrants	29,076,578	29,076,578
Stock Options	7,250,000	7,250,000
Common Shares	177,095,209	177,095,209

9. Option to Purchase Securities

As of the date of this Listing Statement, 7,250,000 Options are outstanding. The maximum aggregate number of Common Shares reserved for issuance and which may be purchased upon exercise of Options granted is equal to 10% of the issued Common Shares at the time the Option is granted. An aggregate of 7,250,000 Common Shares are reserved for issuance pursuant to Options as set forth below.

Optionee	Type of Option	Common Shares Issuance	Exercise Price	Expiry Date
Officers	Incentive Stock Option	200,000	$0.16	September 11, 2017
		150,000	$0.09	October 7, 2018
Directors	Incentive Stock Option	750,000	$0.16	September 11, 2017
		1,000,000	$0.09	October 7, 2018
		1,000,000	$0.09	November 22, 2018
Employees	Nil	Nil	Nil	Nil
Consultants	Incentive Stock Option	3,850,000	$0.09	October 7, 2018
Investor Relations	Incentive Stock Option	300,000	$0.07	September 29, 2016
Other	Nil	Nil	Nil	Nil
TOTAL		**7,250,000**		

The Company's Option Plan is a 10% "rolling" stock option plan. Pursuant to the terms of the Option Plan, the Board of Directors may designate directors, officers, employees and consultants (and any subsidiaries thereof) (the "**Optionees**") of the Company eligible to receive Options. The number of Common Shares subject to each Option, in addition to the exercise price, vesting period and term of each Option is to be determined by the Board of Directors.

The maximum aggregate number of Common Shares reserved for issuance and which may be purchased upon exercise of Options granted is equal to 10% of the issued shares of the Company at the time the Option is granted.

In accordance with its terms, in no case will the grant of Options under the Option Plan result in: (i) the number of Common Shares reserved for issuance pursuant to Options granted to any one individual, within any twelve-month period, exceeding in the aggregate 5% of the issued and outstanding Common Shares; (ii) the number of Common Shares reserved for issuance pursuant to Options granted all persons engaged by the Company to provide investor relations activities, within any twelve month period, exceeding in the aggregate 2% of the issued and outstanding Common Shares; or (iii) the number of Common Shares reserved for issuance pursuant to Options granted to any one consultant, in any twelve month period, exceeding in the aggregate 2% of the issued and outstanding Common Shares.

The price at which Common Shares may be purchased under any Option granted pursuant to the Option Plan (the "**Exercise Price**") shall not be less than the minimum exercise price determined under the applicable rules and regulations of all regulatory authorities and stock exchanges to which the Company is or may be subject, including the CSE. Subject to certain exceptions, any Options granted pursuant to the Option Plan will terminate within 90 days of the Optionee ceasing to be a director, officer, employee or consultant of the Company. Options held by any Optionee who ceases to be a director, officer, employee or consultant of the Company for "cause" as defined in the Option Plan, shall terminate immediately. If the Optionee dies during the term of the Option, the Options will expire one year after the date of the Optionee's death and may be exercised by the Optionee's legal personal representative until that time, or until the expiry date of the Option, whichever is earlier.

There were no awards outstanding under option-based incentive plans of the Company at the end of the most recently completed financial year granted to each officer.

10. Description of the Securities

10.1 – Description of the Company's Securities

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As of the date hereof, there are 177,095,209 Common Shares issued and outstanding.

The holders of Common Shares are entitled to receive notice of and to attend all meetings of the Shareholders and shall have one vote for each Common Share held at all meetings of the Shareholders. The holders of Common Shares are entitled to: (a) receive any dividends as and when declared by the Board of Directors, out of the assets of the Company properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors may from time to time determine; and (b) receive the remaining property of the Company (after payment of all outstanding debts) in the event of any liquidation, dissolution or winding-up of the Company. The holders of the Common Shares have no pre-emptive, redemption or conversion rights.

10.2 – 10.6 – Miscellaneous Securities Provisions

None of the matters set out in sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Company.

10.7 – Prior Sales of Common Shares

The following table summarizes the issuances of Common Shares or securities convertible into Common Shares for the 12 month period prior to the date of the Listing Statement.

Date Issued	Class of Security	Number of Common Shares Issued/Issuable	Price/Deemed Price/Exercise Price of Security
November 5, 2015[(1)]	Common share	2,000,000	$0.10

Notes:

(1) Final 2,000,000 common shares issued in consideration pursuant to the Firebag Property option agreement dated October 24, 2013.

10.8 – Stock Exchange Price

The Common Shares are listed and posted for trading on the TSX Venture Exchange under the trading symbol "LAN". The following table sets forth the daily high and low closing trading prices and the volume of the trading of the Common Shares, on days which there was trading activity, on the TSX Venture Exchange for the periods indicated.

	Price Range Per Common Share		
	High	Low	Volume
February 2016[(1)]	N/A	N/A	Nil
January 2016	$0.01	$0.01	120,000
December 2015	$0.01	$0.01	318,010
November 2015	$0.01	$0.01	242,000
October 2015	$0.01	$0.010	420,000
Q4 2015	$0.02	$0.01	4,686,300
Q3	$0.02	$0.01	2,234,000
Q2	$0.04	$0.02	5,981,100
Q1	$0.05	$0.02	10,538,100
Q4 2014	$0.08	$0.04	10,093,300
Q3	$0.12	$0.07	17,809,800
Q2	$0.14	$0.09	32,168,100

Notes:

(1) Up to and including February 10, 2016. The Company's financial year end date is September 30.

11. Escrowed Securities

As of the date of this Listing Statement there are no securities of the Company held in escrow.

12. Principal Shareholders

To the knowledge of the Company, no security holder of the Company owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

12.1. Voting Trusts

To the knowledge of the Company, no voting trust exists within the Company such that more than 10 percent of any class of voting securities of the Company are held, or are to be held, subject to any voting trust or similar agreement.

12.2. Associates and Affiliates

The Company has no Associates or Affiliates.

13. Directors and Officers

13.1 – 13.3 Directors and Officers

The following table sets forth the names and location of residence of the officers and directors of the Company, their positions and their principal occupations:

Name and Municipality of Residence	Position with the Company(5)	Number of Common Shares	Principal Occupation for the Past 5 Years
Wayne Tisdale *Malta*	Director since February 3, 2012, President & Chief Executive Officer since July 6, 2015	13,720,033 (3) 7.75%(6)	Mr. Tisdale has 40 years of experience in mining, oil and gas and agriculture financing, exploration and development. He runs his own merchant banking company and sits on the board of directors of a number of private and public companies on the TSX Venture Exchange.
Michelle Gahagan(1)(2) *Vancouver, British Columbia* Director	Director since November 3, 2011	Nil	Ms. Gahagan is currently a principal in a privately-held merchant bank based in Vancouver and London. Prior to the commencement of her involvement in merchant banking seven years ago, Ms. Gahagan practiced corporate law for 20 years.
Gordon King(1)(2) *Langley, British Columbia*	Director since October 22, 2012	8,038,238 4.54%(6)	Mr. King is President of Goldreign Capital Inc., a private investment company in Canada.
Tyson King(1)(2) *Vancouver, British Columbia*	Director since December 17, 2015	Nil	Mr. King is currently Vice President, Operations of the Company and has a Bachelor of Economics with a minor in geology from the University of Calgary.

Name and Municipality of Residence	Position with the Company[(5)]	Number of Common Shares	Principal Occupation for the Past 5 Years
Bryce Tisdale[(1)] *Calgary, Alberta*	Director since December 17, 2015	666,666[(4)] 0.38%[(6)]	Mr. Tisdale is President of Growth Gurus, a private marketing, branding and web development company in Canada.
David Hughes *Vancouver, British Columbia*	Chief Financial Officer since July 31, 2015	100,000 0.06%[(6)]	Mr. Hughes has been CFO since August, 2015. Mr. Hughes is a Business Consultant and Principal of Hughes Consulting and International Consulting Alliance.

Notes:

(1) Independent Director.
(2) Member of the Audit Committee.
(3) 600,000 are held directly, 2,210,857 are held indirectly by Caledonia Capital Corp.; 1,333,333 are held indirectly by Arrandale Financial Corp.; 8,637,343 are held indirectly through Galloway Financial Services Inc.; 400,000 are held indirectly by Harmony Global Ltd.; and 538,500 are held indirectly through Excel Investments Ltd.
(4) 333,333 are held directly and 333,333 are held indirectly through Nicole Tisdale.
(5) Each director's term of office will expire at the next annual meeting of the shareholders unless re-elected at such meeting.
(6) Based on 177,095,209 common shares issued and outstanding as of the date of this Listing Statement.

13.4 – Board Committees of the Company

The Company currently has the following committee:

Audit Committee

The overall purpose of the Audit Committee is to assist the board of directors in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor.

13.5 – Principal Occupation of Directors and Officers

See table 13.1 – 13.3 above.

13.6 – Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no director, officer or a shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company other than disclosed herein:

(a) is, as at the date of this Listing Statement, or has been, within ten years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any Company, including the Company, that:

(i) was subject to a cease trade order or similar order or an order that denied the relevant Company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the Company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is as at the date of this Listing Statement or has been within the 10 years before the date of this Listing Statement, a director or executive officer of any Company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

David Hughes was appointed to Charlotte Resources Ltd. ("Charlotte"), a company listed on the CSE (CNSX-CHT). At the time Charlotte was in the process of going through a business combination with a TSX-V listed company Tranzeo Wireless Technologies Inc. ("Tranzeo"). The combination was completed and Tranzeo became a non-listed subsidiary company. Charlotte failed to file year-end financial statements and management's discussion and analysis report for December 31, 2014, due to a lack of audited statements for the subsidiary Tranzeo which was in the process of being wound down. On May 8, 2015 BCSC issued a cease trade order due to non-filing of year end statements. Charlotte's board is still working with the board of Tranzeo to facilitate the auditor process taking place and year end and Q1 financials being filed.

13.7 - 13.8 - Penalties Sanctions and Settlements

No director, officer, or promoter of the Company, or any shareholder anticipated to hold a sufficient amount of securities of the Company to materially affect control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

13.9 – Personal Bankruptcies

No director, officer or promoter of the Company, or a shareholder anticipated to hold a sufficient amount of securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons, has, within the 10 years preceding the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

13.10 – Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under the BCBCA.

Wayne Tisdale is a director and senior officer of the Company and Opal. David Hughes is a senior officer of the Company and Opal. Any material decisions affecting the relationship between the Company and Opal will be made by the independent directors of the Company.

13.11 – Directors and Officers

No Director or Officer has entered into a non-competition, nondisclosure, or confidentiality agreements with the Company. None of the Director's or Officers are employees of the Company.

Wayne Tisdale*, President, Chief Executive Officer and Director (Age 66)*

Mr. Tisdale has 40 years of experience in investing, financing and consulting to private and public companies in the areas of mining, oil and gas and agriculture. He runs his own merchant banking company and sits on the board of directors of a number of private and public companies in the areas of mining, oil and gas and agriculture, including Kerr Mines Inc., Opal Energy Corp. and Suparna Gold Corp. Over his career, Mr. Tisdale has raised over $2bn of both equity and debt financing and has been instrumental in founding a range of highly successful companies.

Mr. Tisdale has not entered into a non-competition, or confidentiality agreement with the Company. It is expected that Mr. Tisdale will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as the President, Chief Executive Officer and Director. Mr. Tisdale is an independent contractor of the Company.

Michelle Gahagan – *Director and Member of the Audit Committee (Age 57)*

Ms. Gahagan is currently a principal of a privately-held merchant bank based in Vancouver and London. Prior to the commencement of her involvement in merchant banking seven years ago, Ms. Gahagan graduated from Queens University Law School and practiced corporate law for 20 years. Ms. Gahagan has extensive experience advising companies with respect to international tax-driven structures, mergers and acquisitions.

Ms. Gahagan has not entered into a non-competition, or confidentiality agreement with the Company. It is expected that Ms. Gahagan will devote approximately 20% of her time to the business of the Company to effectively fulfill her duties as a Director. Ms. Gahagan is an independent contractor of the Company.

***Gordon King** – Director and Member of the Audit Committee (Age 61)*

Mr. King has over 35 years of investment banking and finance experience. He has served on the board of directors for numerous firms in the UK, one of which he was a co-founder and managing director. He has since been involved in the financing of many junior resource companies throughout Europe and North America. Mr. King is currently president of Goldreign Capital Inc., a private investment company in Canada.

Mr. King has not entered into a non-competition, or confidentiality agreement with the Company. It is expected that Mr. King will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as a Director. Mr. King is an independent contractor of the Company.

***Tyson King** – Director and Member of the Audit Committee (Age 30)*

Mr. King is currently Vice President, Operations of Declan, prior to that he was a director of Talos Minerals which was acquired, with its gold exploration properties in Sierra Leone, by the Company in June 2012. Mr. King has over 10 years of experience in the commodities and natural resource sector. Mr. King attended the University of Calgary where he obtained a Bachelor of Economics with a minor in geology.

Mr. King has not entered into a non-competition, or confidentiality agreement with the Company. It is expected that Mr. King will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as a Director. Mr. King is an independent contractor of the Company.

Bryce Tisdale – Director (Age 39)

Mr. Tisdale has over 3 years of finance and capital market experience. He formerly worked as an investment advisor at Jordan Capital Markets and Leede Financial Markets Inc. specializing in financing venture capital companies.

Mr. Tisdale has not entered into a non-competition, or confidentiality agreement with the Company. It is expected that Mr. King will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as a Director. Mr. Tisdale is an independent contractor of the Company.

***David Hughes –** Chief Financial Officer (Age 69)*

Mr. Hughes is President of Hughes Consulting Ltd. and International Consulting Alliance. For the past 25 years he has consulted with a broad range of companies and all levels of government. His extensive international experience includes work in Asia, Europe, the Middle East and throughout North America.

Prior to consulting he held senior management positions in Fortune 500 companies in mining, air transportation and retail. Mr. Hughes is the past chair of The British Columbia Ethics in Action Society, and has been actively involved as a volunteer with many charities and non-profit organizations. Mr. Hughes is currently the Chief Executive Officer of Torch River Agricultural Company which farms 12,000 acres in Saskatchewan; Vice President Operations with Intrepid Financial and has been Chief Financial Officer of Opal Energy Corp. since June, 2009. He has significant experience with financial reporting requirements and providing corporate services.

Mr. Hughes has not entered into a non-competition, or confidentiality agreement with the Company. It is expected that Mr. Hughes will devote approximately 15% of his time to the business of the Company to effectively fulfill his duties as Chief Financial Officer. Mr. Hughes is an independent contractor of the Company.

14. Capitalization

14.1 – Capitalization

Issued Capital: *Common Shares*

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A) At Listing	177,095,209	213,421,787	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	63,830,062	75,935,333	36.04%	35.58%
Total Public Float (A-B)	113,265,147	137,486,454	63.96%	64.42%

Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	0	0	0%	0%
Total Tradeable Float (A-C)	177,095,209	213,421,787	100%	100%

Public Securityholders (Registered)

Class of Security		Common Shares
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	54	177,095,209
Total	**54**	**177,095,209**

Public Securityholders (Beneficial)

Class of Security		Common Shares
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	1	30
100 – 499 securities	4	1042
500 – 999 securities	7	3,900
1,000 – 1,999 securities	7	7,570
2,000 – 2,999 securities	8	17,775
3,000 – 3,999 securities	18	58,725
4,000 – 4,999 securities	3	12,625
5,000 or more securities	372	112,753,867
Unable to confirm	Unknown	64,239,675

Total Board Lots: 500+ shares: 415

Total Shares: 112,854,462 (held by Board Lot holders)

Non-Public Securityholders (Registered)

Class of Security		Common Shares
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	4	22,524,937
Total	**4**	**22,524,937**

14.2 – Convertible/Exchangeable Securities

The following table sets out information regarding and securities convertible or exchangeable into common shares as of the date of this Listing Statement:

Description of Security (include conversion/exercise/terms, including conversion/exercise price)	Number of convertible/exchangeable securities outstanding	Number of listed securities issuable upon conversion/exercise
Options ($0.07)(1)	300,000	300,000
Options ($0.16)(2)	950,000	950,000
Options ($0.09)(3)	5,000,000	5,000,000
Options ($0.09)(4)	1,000,000	1,000,000
Warrants ($0.11)(5)	29,076,578	29,076,578

Notes:

(1) Each Option is exercisable for one Common Share at a price of $0.07 per Common Share expiring September 29, 2016. 300,000 Options are currently exercisable.

(2) Each Option is exercisable for one Common Share at a price of $0.16 per Common Share expiring September 11, 2017. 950,000 Options are currently exercisable.

(3) Each Option is exercisable for one Common Share at a price of $0.09 per Common Share expiring October 7, 2018. 5,000,000 Options are currently exercisable.

(4) Each Option is exercisable for one Common Share at a price of $0.09 per Common Share expiring November 22, 2018. 1,000,000 Options are currently exercisable.

(5) Each Warrant is exercisable for one Common Share at a price of $0.11 per Common Share expiring July 23, 2016. 28,571,445 warrants are current exercisable and 505,133 agent's warrants are currently exercisable.

14.3 – Other Listed Securities

The Company has no other listed securities reserved for issuance.

15. Executive Compensation

15.1 – Compensation of Executive Officers and Directors

The Company's Statement of Executive Compensation for the most recent financial year (2015), is attached hereto as Schedule "C".

16. Indebtedness of Directors and Executive Officers

No director or officer of the Company or person who acted in such capacity in the last financial year, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

17. Risk Factors

17.1 – Description of Risk Factors

An investor should carefully consider the following risk factors in addition to the other information contained in this Listing Statement. The risks and uncertainties below are not the only ones related to the Company. There are additional risks and uncertainties that the Company does not presently know of or that the Company currently considers immaterial which may also impair the Company's business operations. If any of the following risks actually occur, the Company's business may be harmed and its financial condition and results of operations may suffer significantly. An investment in the Company's shares is speculative and will be subject to certain material risks. Investors should not invest in securities of the Company unless they can afford to lose their entire investment.

General

An investment in the shares is speculative and involves a high degree of risk due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements contained herein. Prospective investors should carefully consider the following risk factors along with the other matters set out herein.

An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. A purchase of any of the securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities.

Exploration, Development and Mine Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of care evaluation, experience and knowledge may not eliminate. With respect to seeking out prospective properties, few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will provide to be accurate or economically recoverable. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development, production and processing of minerals. These include unusual and unexpected geological formations, rock falls, seismic activities, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Mineral Resources and Reserves

Unless otherwise indicated, mineralization figures presented in this Listing Statement are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Because the Company has not defined any proven or probable reserves on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurances that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

The resource estimates contained in this Listing Statement and in the documents incorporated herein by reference have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate.

Fluctuating Market Costs

The economics of mineral exploration is affected by many factors beyond the Company's control including the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation. Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted.

Domestic and International Competition

The Company faces competition in the domestic and international markets in which it operates. The Company's ability to compete depends on, among other things, knowledgeable personnel, high product quality, competitive pricing and range of product offerings. Increased competition may require the Company to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations.

The mining industry is intensely competitive. The Company will compete with other mining companies, many of which have greater financial resources for the acquisition of mineral claims, permits and concessions as well as for the recruitment and retention of qualified employees. As a result, the Company may be unable to acquire attractive mining properties on terms it considers acceptable.

Licenses, Permits, Laws and Regulations

The Company's operations and development activities, including mine, mill, road and other facilities, require permits and approvals from various government authorities and are subject to extensive provincial, federal and local laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, such changes can be retroactive, can become more stringent and compliance can therefore become more costly. The Company may be required to obtain additional licenses and permits from various government authorities to continue and expand its exploration and development activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licenses, permits, and approvals that may be required to explore and develop its properties, commence construction or operations of mining facilities.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give assurance that title to its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify.

Environmental Risks

The environmental protection laws and regulations in Canada relate to environmental protection, prevention and control of atmospheric and water pollution. There are prescribed standards relating to the discharge of wastes, effluent and gases. These regulations authorize municipal governments to impose penalties on companies that do not comply with the relevant requirements. All phases of the mining business present environmental risks and hazards and are subject to environmental regulations pursuant to a variety of conventions, local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. Compliance with such laws regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

The Company’s operations are subject to environmental regulations in the jurisdictions in which it operates. 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.

Capital Requirements and Liquidity

Additional funds for the continuation of the Company’s planned operations may be required. The Company has no cash flow from its operations. No assurance can be given that the Company will be able to raise additional funding required for its activities. Revenues, taxes, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financings may be dilutive to shareholders. Debt financing, if undertaken, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Reliance on Management and Dependence on Personnel

The success of the Company will be largely dependent on the performance of the directors and officers and their ability to attract and retain key personnel on an ongoing basis. The loss of the services of these persons may have a material adverse effect on the Company’s business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Regulatory Requirements

The current or future operations of the Company may require permits from various governmental authorities, and such operations will be governed by laws and regulations governing production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Amendments to current laws, regulations and permits governing operations and activities of companies such as the Company, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or costs or require abandonment or delays in the development of new projects.

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Uninsurable Risks

Exploration, development, production and processing involves numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Issuer's results of operations and financial condition and could cause decline in the value of the Company's Common Shares.

Limited Operating History

The Company has no history of mineral production, revenue generation or earnings. The Company is a relatively new company with limited operating history. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenue and the risk that it will not achieve its growth objective. There can be no assurance that the Company's operations will be profitable in the future or will generate sufficient cash flow to satisfy its working capital requirements.

Conflicts of Interest

Certain directors and officers of the Company may be engaged in, and may continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or propose contract or agreement that is material to the Company, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that such conflicts arise, such conflicts will be resolved in accordance with the BCBCA.

Wayne Tisdale is a director and senior officer of the Company and Opal. David Hughes is a senior officer of the Company and Opal. Any material decisions affecting the relationship between the Company and Declan will be made by the independent directors of the Company.

Firebag Property Option Agreement and Amended Option Agreement

If Opal satisfies its remaining expenditure obligations pursuant to the Amended Option Agreement dated September 23, 2014 and the letter agreement with 877384 Alberta Ltd. dated November 26, 2015, the Company will secure its 30% interest in the Firebag Property. If Opal does not satisfy its remaining obligations pursuant to the aforementioned agreements and becomes a defaulting party under the Amended Option Agreement, the Company may or may not step in to satisfy the outstanding obligation, and in such case may or may not acquire a 100% interest in the Firebag property. The Company must make a series of payments in cash and common shares over certain time periods and expend certain minimum amounts on the exploration of the Firebag Property. If the Company fails to make such payments or expenditures relating to the Firebag Property then the Company may lose its right to acquire an interest in the Firebag Property.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

Potential Dilution of Present and Prospective Shareholdings

In order to finance future operations and development efforts, the Company may raise funds through the issue of Common Shares or the issue of securities convertible into or exercisable for Common Shares. The Company cannot predict the size of future issues of Common Shares or the issue of securities convertible into or exercisable for Common Shares or the effect, if any, that future issues and sales of the Common Shares will have on the market price of the Common Shares outstanding prior to such events. Any transactions involving the issue of previously unissued Common Shares or securities convertible into or exercisable for Common Shares would result in dilution, which may be substantial, to existing holders of Common Shares.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds in this Listing Statement, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

General Economic Conditions

The events in global financial markets recently have had a profound impact on the global economy. Many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds in this Listing Statement, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Dividends

The Company has not declared or paid any dividends on its common shares and does not currently have a policy on the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and developments of its business. The payment of any future dividends will depend upon earnings and the Company's financial condition, current and anticipated cash needs and such other factors as the directors of the Company consider appropriate.

Tax Risk

Income tax consequences will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisors prior to purchasing Common Shares of the Company.

Additional Risks

Please refer to the Company's Annual MD&A included in Schedule "A" and incorporated by reference into this Listing Statement for additional risk factors.

17.2 – Additional Securityholder Risk

There is no risk that securityholders of the Company may become liable to make an additional contribution beyond the price of the security.

17.3 – Other Risks

Subject to the risk factors set out under section 17.1 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Company's shares.

18. Promoters

18.1 – 18.3 – Promoter Consideration

As of the date of this Listing Statement, the Company does not have any Promoters as such term is defined in securities legislation.

19. Legal Proceedings

19.1 - Legal Proceedings

There are no legal proceedings material to the Company to which the Company is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Company to be contemplated.

19.2 – Regulatory Actions

The Company is not subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Company entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Company's securities or would be likely to be likely to be considered important to a reasonable investor making an investment decision.

20. Interest of Management and Others in Material Transactions

Except as described herein, no director, officer, proposed management nominee for director or person who, to the knowledge of the directors or officers of the Company, beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the votes attached to all outstanding common shares of the Company, informed person or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company.

21. Auditors, Transfer Agents and Registrars

21.1 – Auditors

The firm of Davidson & Company LLP, Chartered Accountants ("**Davidson**") is the independent registered certified auditor of the Company with a Vancouver office address of suite 1200 – 609 Granville Street, Vancouver, B.C., V7Y 1G6. Davidson was first appointed as auditor of the Company on October 18, 2011.

21.2 – Transfer Agent and Registrar

The registrar and transfer agent of the Company's shares is Computershare Trust Company of Canada, at its Vancouver office located at suite 510 Burrard Street – 2nd Floor, Vancouver B.C., V6C 3B9.

22. Material Contracts

22.1 – Material Contracts

The Company has not entered into any material contracts within the two years before the date of this Listing Statement other than contracts entered into in the ordinary course of business.

22.2 – Special Agreements

The Company is not a party to any co-tenancy, unitholders' or limited partnership agreements.

23. Interest of Experts

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an Associate or Affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company and no such person is a promoter of the Company or an Associate or Affiliate of the Company. Davidson is independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

24. Other Material Facts

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Company and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

25. Financial Statements

Schedule “A” contains the audited financial statements for the Company for the years ended September 30, 2015 and 2014, the interim financial statements for the three-month period ended December 31, 2015, and the MD&A of the Company for the year ended September 30, 2015.

Additionally, the following audited financial statements, including auditor’s reports thereon, and MD&As are available for viewing along with the Company’s other public disclosure documents under the Company’s profile at www.sedar.com: (i) audited financial statements for the year ended September 30, 2013; and (ii) the MD&As for the years ended September 30, 2014 and 2013 and for the three-month period ended December 31, 2015.

SCHEDULE “A”

FINANCIAL STATEMENTS & MD&As OF THE COMPANY

The audited financial statements of the Company for the years ended September 30, 2015 and 2014 and the interim financial statements for the three-month period ended December 31, 2015
&
The MD&A of the Company for the year ended September 30, 2015

[See Attached.]

SCHEDULE “B”

NATIONAL INSTRUMENT 43-101 TECHNICAL REPORT

[See Attached.]

SCHEDULE "C"

STATEMENT OF EXECUTIVE COMPENSATION
(*for the year ended on September 30, 2015*)

Compensation Discussion and Analysis

Executive Compensation is required to be disclosed for (i) each Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year), (ii) each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year), (iii) each of the three most highly compensated executive officers (other than the Chief Executive Officer and the Chief Financial Officer) who were serving as executive officers at the end of the most recently completed fiscal year (or three most highly compensated individuals) and whose total compensation was, individually, more than $150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year (the "Named Executive Officers").

The Named Executive Officers of the Company during the most recently completed financial year are Wayne Tisdale, President and Chief Executive Officer (Mr. Tisdale was appointed President and Chief Executive Officer on June 6, 2012, resigned on March 3, 2014 and was reappointed July 6, 2015), David Miller, President and Chief Executive Officer (Mr. Miller was appointed President and Chief Executive Officer on March 3, 2014 and resigned on July 6, 2015), David Hughes, Chief Financial Officer (Mr. Hughes was appointed Chief Financial Officer on July 31, 2015) and Lesia Burianyk, Chief Financial Officer (Ms. Burianyk was appointed Chief Financial Officer on September 5, 2013 and resigned on July 29, 2015). Named Executive Officers also include John Parker, former Chief Financial Officer (Mr. Parker was appointed Chief Financial Officer on May 1, 2013 and resigned on August 30, 2013), James Newall, former Chief Operating Officer (Mr. Newall was appointed Chief Operating Officer on April 26, 2013 and resigned on September 25, 2014), John Jardine, former Chief Financial Officer (Mr. Jardine was appointed Chief Financial Officer on November 3, 2011 and resigned on May 1, 2013) and Michelle Gahagan, former President and Chief Executive Officer (Ms. Gahagan was appointed President and Chief Executive Officer on November 3, 2011 and resigned on June 6, 2012). There were no other Named Executive Officers during the most recently completed financial year, as no other employees earned in excess of $150,000 in the financial year ended September 30, 2015.

Philosophy and Objectives

As the Company does not have a compensation committee, the functions of a compensation committee are performed by the Board of Directors as a whole and the compensation of the Named Executive Officers is reviewed and approved annually by the Board of Directors.

The objective of the Board of Directors in setting compensation levels is to attract and retain individuals of high calibre to serve as officers of the Company, to motivate their performance in order to achieve the Company's strategic objectives and to align the interests of executive officers with the long-term interests of the Shareholders. These objectives are designed to ensure that the Company continues to grow on an absolute basis as well as to grow cash flow and earnings for Shareholders. The Board of Directors set the compensation received by Named Executive Officers so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size, stage of development, having similar assets, number of employees, market capitalization and profit margin, companies included in the Company's benchmark group are Pantheon Ventures Ltd., Suparna Gold Corp. and Opal Energy Corp. In setting such levels, the Board of Directors relies primarily on their own experience and knowledge.

Compensation

The Company compensates its executive officers based on their skill and experience levels and the existing stage of development of the Company. Executive officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual’s experience and qualifications, the Company’s resources, industry practice, and regulatory guidelines regarding executive compensation levels.

The Board of Directors has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, executive officers are paid a monthly consulting fee or salary determined by the Board of Directors, if appropriate. Second, the Board of Directors awards executive officers long term incentives in the form of stock options. Finally, and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide pension or other benefits to the executive officers.

The base compensation of the executive officers is reviewed and set annually by the Board of Directors. The Chief Executive Officer has substantial input in setting annual compensation levels. The Chief Executive Officer is directly responsible for the financial resources and operations of the Company. In addition, the Chief Executive Officer and Board of Directors from time to time determine the stock option grants to be made pursuant to the incentive plan of the Company (the "Plan"). Previous grants of stock options are taken into account when considering new grants. The Board of Directors awards bonuses at its sole discretion. The Board of Directors does not have pre-existing performance criteria or objectives.

The Board of Directors considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its executive officers and ensures that those policies do not encourage management to take inappropriate or excessive risks. The Board of Directors does not believe that there are any risks arising from the compensation programs that would be reasonably likely to have a material adverse effect on the Company.

The Company's compensation program includes certain mechanisms to ensure risk taking behaviour falls within reasonable risk tolerance levels, including (i) the establishment of a compensation package that is competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size, stage of development, having similar assets, number of employees, market capitalization and profit margin; and (ii) utilizing long term incentive plans (option based awards) for diversification and alignment with risk realization periods.

Neither executive officers nor directors are permitted to take any derivative or speculative positions in the Company's securities. This is to prevent the purchase of financial instruments that are designed to hedge or offset any decrease in the market value of the Company's securities.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependant on the Company’s financial resources and prospects.

Compensation of Ms. Lesia Burianyk, Former Chief Financial Officer

The Company entered into a consulting agreement on September 5, 2013 (the "Burianyk Agreement") with Lesia Burianyk, pursuant to which Ms. Burianyk provided her services to the Company. Pursuant to the Burianyk Agreement, Ms. Burianyk was to receive a monthly consulting fee of $4,500 plus GST for her services. This agreement terminated concurrent with Ms. Burianyk’s resignation on July 29, 2015. For a summary of the compensation paid to Ms. Burianyk in respect of the financial years ended September 30, 2014 and September 30, 2013, please refer to the Summary Compensation Table below.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid during the years ended September 30, 2015, September 30, 2014 and September 30, 2013 to the Named Executive Officers.

		Annual Compensation			Non-Equity Plan Compensation ($)				
Name and Principal Position	Year	Salary ($)	Share-Based Awards ($)	Option-Based Awards ($)	Annual Incentive Plans	Long-Term Incentive Plans	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Lesia Burianyk[1]	2015	49,500	-	2,977	-	-	-	-	52,477
Former Chief Financial Officer	2014	54,500	-	22,938	-	-	-	-	77,438
	2013	4,500	-	-	-	-	-	-	4,500
Jamie Newall[2]	2015	-	-	-	-	-	-	-	-
Former Chief Operating Officer	2014	44,560	-	19,115	-	-	-	-	63,675
	2013	26,197	-	-	-	-	-	-	26,197
David Miller[3]	2015	120,895	-	58,572	-	-	-	-	179,467
Former President and Chief Executive Officer	2014	77,377	-	154,969	-	-	-	-	232,346
	2013	-	-	-	-	-	-	-	-
Wayne Tisdale[4]	2015	-	-	2,481	-	-	-	-	2,481
President and Chief Executive Officer	2014	6,000	-	19,115	-	-	-	-	25,115
	2013	-	18,000	-	-	-	-	-	18,000
John Parker[5]	2015	-	-	-	-	-	-	-	-
Former Chief Financial Officer	2014	-	-	-	-	-	-	-	-
	2013	20,000	-	-	-	-	-	-	20,000
Michelle Gahagan[6]	2015	-	-	2,481	-	-	-	-	2,481
Former President and Chief Executive Officer	2014	-	-	19,115	-	-	-	-	19,115
	2013	54,000	-	-	-	-	-	-	54,000
John Jardine[7]	2015	-	-	-	-	-	-	-	-
Former Chief Financial Officer	2014	-	-	-	-	-	-	-	-
	2013	42,000	-	-	-	-	-	-	42,000

Notes:

(1) Ms. Burianyk was appointed as Chief Financial Officer on September 5, 2013 and resigned on July 29, 2015.

(2) The table above reflects the compensation paid to Starbay Resources Ltd., a company controlled by Mr. Newall. Mr. Newall acted as Chief Operating Officer from April 26, 2013 to September 25, 2014.

(3) The table above reflects the compensation paid to Miller and Associates LLC, a company controlled by Mr. Miller. Mr. Miller was appointed as President and Chief Executive Officer on March 3, 2014 and resigned on July 6, 2015.

(4) The table above reflects the compensation paid to Galloway Financial Services Inc., a company controlled by Mr. Tisdale. Mr. Tisdale acted as President and Chief Executive Officer from June 6, 2012 to March 3, 2014. Mr. Tisdale was reappointed President and Chief Executive Officer on July 6, 2015.

(5) The table above reflects the compensation paid to Buckley Dodds Parker LLP, a company controlled by Mr. Parker. Mr. Parker acted as Chief Financial Officer from May 1, 2013 to August 30, 2013.

(6) The table above reflects the compensation paid to Carsonby Enterprises Inc., a company controlled by Ms. Gahagan. Ms. Gahagan acted as President and Chief Executive Officer from November 3, 2011 to June 6, 2012.

(7) The table above reflects the compensation paid to J.W. Jardine and Company Ltd., a company controlled by Mr. Jardine. Mr. Jardine acted as Chief Financial Officer from November 3, 2011 to May 1, 2013.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The Plan was established to provide an incentive to the directors, officers, employees, consultants and other personnel of the Company to achieve the longer-term objectives of the Company, to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company and to attract to and retain in the employ of the Company, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

The following is a summary of the material terms of the Plan and is qualified in its entirety by the full text of the Plan, which is attached as Schedule "C" to the management information circular of the Company dated November 12, 2015, available on SEDAR:

- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Plan shall not exceed ten percent (10%) of the total number of issued and outstanding shares in the Company.
- Under the Plan, the aggregate number of optioned Common Shares granted to any one optionee in a 12 month period must not exceed 5% of the Company's issued and outstanding shares. The number of optioned Common Shares granted to any one consultant in a 12 month period must not exceed 2% of the Company's issued and outstanding shares. The aggregate number of optioned Common Shares granted to an optionee who is employed to provide investor relations' services must not exceed 2% of the Company's issued and outstanding Common Shares in any 12 month period.
- The exercise price for options granted under the Plan will not be less than the market price of the Company's Common Shares at the time of the grant, less applicable discounts permitted by the policies of the TSX Venture Exchange ("TSXV").
- Options will be exercisable for a term of up to five years, subject to earlier termination in the event of the optionee's death or the cessation of the optionee's services to the Company.
- Options granted under the Plan are non-assignable, except by will or by the laws of descent and distribution.

The following table sets forth all share-based or option-based awards outstanding at the financial year ended September 30, 2015 to the Company's Name Executive Officers. The table also includes awards granted before September 30, 2015 to the Company's Name Executive Officers:

	Option-based Awards				**Share-based Awards**		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
David Miller[(1)] *Former President and Chief Executive Officer*	2,000,000	$0.11	February 28, 2019	Nil	Nil	Nil	Nil
Lesia Burianyk[(2)] *Former Chief Financial Officer*	300,000	$0.09	October 7, 2018	Nil	Nil	Nil	Nil
Jamie Newall[(3)] *Former Chief Operating Officer*	250,000	$0.09	October 7, 2018	Nil	Nil	Nil	Nil
Wayne Tisdale[(4)] *President and Chief Executive Officer*	250,000	$0.09	October 7, 2018	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Miller acted as President and Chief Executive Officer from March 3, 2014 to July 6, 2015.
(2) Ms. Burianyk was appointed as Chief Financial Officer on September 5, 2013 and resigned on July 29, 2015.
(3) Mr. Newall acted as Chief Operating Officer from April 26, 2013 to September 25, 2014.
(4) Mr. Tisdale acted as President and Chief Executive Officer from June 6, 2012 to March 3, 2014 and was reappointed July 6, 2015.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth all share-based or option-based awards that vested in or were earned by the Company's Named Executive Officers during the financial year ended September 30, 2015.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
David Miller(1) *Former President and Chief Executive Officer*	58,572	Nil	Nil
Lesia Burianyk(2) *Former Chief Financial Officer*	2,977	Nil	Nil
Jamie Newall(3) *Former Chief Operating Officer*	Nil	Nil	Nil
Wayne Tisdale(4) *President and Chief Executive Officer*	2,481	Nil	Nil

Notes:

(1) Mr. Miller acted as President and Chief Executive Officer from March 3, 2014 to July 6, 2015.
(2) Ms. Burianyk was appointed as Chief Financial Officer on September 5, 2013 and resigned on July 29, 2015.
(3) Mr. Newall acted as Chief Operating Officer from April 26, 2013 to September 25, 2014.
(4) Mr. Tisdale acted as President and Chief Executive Officer from June 6, 2012 to March 3, 2014 and was reappointed July 6, 2015.

Pension Plan Benefits

The Company does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement.

Termination and Change of Control Benefits

Pursuant to the terms of the Plan, if an optionee holds his or her option as director, employee or consultant of the Company and such optionee ceases to be a director, employee or consultant of the Company, other than by reason of death, then the optionee may exercise such part of the option as is exercisable immediately prior to the time of ceasing to be a director, employee or consultant of the Company within a period which is the earlier of the normal expiry date of the option and 90 days following ceasing to be a director, employee or consultant of the Company and all unexercised options of the optionee will immediately terminate forthwith without further notice.

If an optionee engaged in investor relations activities ceases to be employed to perform investor relations activities, other than by reason of death, then the optionee may exercise such part of the option as is exercisable immediately prior to the time of ceasing to be employed to perform investor relations activities within a period which is the earlier of the normal expiry date of the option and 30 days following ceasing to be employed to perform investor relations activities and all unexercised options of the optionee will immediately terminate forthwith without further notice.

In the event of the death of an optionee, any options which the optionee could have exercised immediately prior to death are exercisable by the executors or personal representatives of the optionee within the earlier of the normal expiry date of the option and 12 months after the optionee's death and all unexercised options of the optionee will immediately terminate forthwith without further notice.

In the event of a consolidation or merger in which the Company is not the surviving company, or in the event the Common Shares are converted into securities of another entity or exchanged for other consideration, or in the event of an offer for fifty percent or more of shares being made by a third party that constitutes a take-over bid as that term is defined in the *Securities Act* (British Columbia) or would constitute a take-over bid as that term is defined in the *Securities Act* (British Columbia) but for the fact that the offeree is not in British Columbia, the Board may make such arrangements as the Board deems appropriate for the exercise of outstanding options or continuance of outstanding options.

Other than the aforementioned agreements, there are no compensatory plans, contracts or arrangements with any Named Executive Officer (including payments to be received from the Company or any subsidiary), which result or will result from the resignation, retirement or any other termination of employment of such Named Executive Officer or from a change of control of the Company or any subsidiary thereof or any change in such Named Executive Officer's responsibilities, where the Named Executive Officer is entitled to payment or other benefits.

Director Compensation

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the policies of the TSX Venture Exchange. The following table sets forth compensation that was paid to any director of the Company for the director’s services as a director during the financial year ended September 30, 2015.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)(1)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Wayne Tisdale	Nil	Nil	2,481	Nil	Nil	Nil	Nil
Michelle Gahagan	Nil	Nil	2,481	Nil	Nil	Nil	Nil
Hikmet Akin	Nil	Nil	9,618	Nil	Nil	Nil	Nil
Gordon King	Nil	Nil	2,481	Nil	Nil	Nil	Nil
Garry Clark(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Curtis(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Craig Mclean(3)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Miller(4)	Nil	Nil	58,572	Nil	Nil	Nil	Nil
Jamie Newall(5)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Clark resigned as a director of the Company on March 31, 2014.
(2) Mr. Curtis resigned as a director of the Company on March 31, 2014.
(3) Mr. Mclean resigned as a director of the Company on September 25, 2014.
(4) Mr. Miller resigned as a director of the Company on July 6, 2015.
(5) Mr. Newall resigned as a director of the Company on September 25, 2014.

Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

Incentive plan awards – Outstanding share-based awards and option-based awards

The following table sets forth all share-based or option-based awards outstanding at the financial year ended September 30, 2015 to the Company's directors. The table also includes awards granted before September 30, 2015 to the Company's directors:

	Option-based Awards				Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Wayne Tisdale	250,000	$0.09	October 7, 2018	Nil	Nil	Nil	Nil
Michelle Gahagan	750,000 250,000	$0.16 $0.09	September 11, 2017 October 7, 2018	Nil	Nil	Nil	Nil
Hikmet Akin	1,000,000	$0.09	November 22, 2013	Nil	Nil	Nil	Nil
Gordon King	250,000	$0.09	October 7, 2018	Nil	Nil	Nil	Nil
Garry Clark(1)	600,000 250,000	$0.16 $0.09	September 11, 2017 October 7, 2018	Nil	Nil	Nil	Nil

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Michael Curtis[(2)]	500,000 250,000	$0.16 $0.09	September 11, 2017 October 7, 2018	Nil	Nil	Nil	Nil
Craig Mclean[(3)]	500,000 250,000	$0.15 $0.16	July 12, 2015 September 11, 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil
David Miller[(4)]	2,000,000	$0.11	February 28, 2019	Nil	Nil	Nil	Nil
Jamie Newall[(5)]	250,000	$0.09	October 7, 2018	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Clark resigned as a director of the Company on March 31, 2014.
(2) Mr. Curtis resigned as a director of the Company on March 31, 2014.
(3) Mr. Mclean resigned as a director of the Company on September 25, 2014.
(4) Mr. Miller resigned as a director of the Company on July 6, 2015.
(5) Mr. Newall resigned as a director of the Company on September 25, 2014.

Incentive plan awards – value vested or earned during the year

The following table sets forth all share-based or option-based awards that vested in or were earned by the Company's directors during the financial year ended September 30, 2015.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Wayne Tisdale	2,481	Nil	Nil
Michelle Gahagan	2,481	Nil	Nil
Hikmet Akin	9,618	Nil	Nil
Gordon King	2,481	Nil	Nil
Garry Clark[(1)]	Nil	Nil	Nil
Michael Curtis[(2)]	Nil	Nil	Nil
Craig Mclean[(3)]	Nil	Nil	Nil
David Miller[(4)]	58,572	Nil	Nil
Jamie Newall[(5)]	Nil	Nil	Nil

Notes:

(1) Mr. Clark resigned as a director of the Company on March 31, 2014.
(2) Mr. Curtis resigned as a director of the Company on March 31, 2014.
(3) Mr. Mclean resigned as a director of the Company on September 25, 2014.
(4) Mr. Miller resigned as a director of the Company on July 6, 2015.
(5) Mr. Newall resigned as a director of the Company on September 25, 2014.

CERTIFICATE OF THE COMPANY

Pursuant to a resolution duly passed by its Board of Directors, Declan Resources Inc. hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to Declan Resources Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia

This 10th day of February, 2016

Signed "Wayne Tisdale"

Wayne Tisdale, Chief Executive Officer

Signed "David Hughes"

David Hughes, Chief Financial Officer

Signed "Michelle Gahagan"

Michelle Gahagan, Director

Signed "Gordon King"

Gordon King, Director

Signed "Tyson King"

Tyson King, Director

Signed "Bryce Tisdale"

Bryce Tisdale, Director

(Not Applicable)

Promoter (if applicable)

DECLAN RESOURCES INC.

CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

YEARS ENDED

SEPTEMBER 30, 2015 AND 2014

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Declan Resources Inc.

We have audited the accompanying consolidated financial statements of Declan Resources Inc., which comprise the consolidated statements of financial position as at September 30, 2015 and 2014 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Declan Resources Inc. as at September 30, 2015 and 2014 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Davidson-co.com

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Declan Resources Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

December 7, 2015

Declan Resources Inc.

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	September 30, 2015 ($)	September 30, 2014 ($)
ASSETS		
Current assets		
Cash	512	4,087
Receivables (Note 5)	3,660	15,781
Short-term investments (Note 6)	200,000	-
Prepaid expenses	46,574	111,374
Deposits (Note 7)	32,413	25,620
	283,159	156,862
Restricted deposits (Note 8)	11,500	23,000
Exploration and evaluation assets (Note 9)	8,774	1,632,156
	303,433	1,812,018
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (Note 10)	1,103,221	633,587
Notes payable (Note 11)	401,843	-
	1,505,064	633,587
Shareholders' equity (deficiency)		
Share capital (Note 12)	18,097,921	18,065,671
Share-based payments reserve (Note 12)	1,554,336	1,430,822
Deficit	(20,853,888)	(18,318,062)
	(1,201,631)	1,178,431
	303,433	1,812,018

Nature of operations and going concern (Note 1)
Commitments and contingencies (Note 18)
Subsequent events (Note 20)

These consolidated financial statements were authorized for issue by the Board of Directors on December 7, 2015
They are signed on behalf of the Board of Directors by:

"Michelle Gahagan"
Director

"Wayne Tisdale"
Director

The accompanying notes are an integral part of these consolidated financial statements.

Declan Resources Inc.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year Ended September 30, 2015	Year Ended September 30, 2014
	($)	($)
EXPENSES		
Consulting fees	38,202	47,482
Exploration and evaluation expenditures (Note 9 and 13)	648,814	890,145
Finance fees (Note 13)	27,639	117,500
Foreign exchange loss (gain)	15,444	(13,476)
Insurance	6,287	8,849
Investor relations	65,078	381,882
Management fees (Note 13)	180,895	138,377
Office and miscellaneous	105,280	134,255
Professional fees (Note 13)	86,233	106,246
Property investigation costs	-	9,406
Share-based compensation (Note 12 and 13)	123,514	621,552
Transfer agent and filing fees	15,001	22,971
Travel	49,767	189,684
Loss from operations	(1,362,154)	(2,654,873)
Interest income	433	305
Change in fair value of short-term investments (Note 6)	(80,000)	-
Gain on third party interest in exploration and evaluation assets (Note 9)	163,406	-
Loss on disposal of exploration and evaluation assets (Note 9)	(473,780)	-
Write-off of exploration and evaluation assets (Note 9)	(783,731)	(2,891,390)
Loss and comprehensive loss	(2,535,826)	(5,545,958)
Basic and diluted loss per common share	(0.01)	(0.04)
Weighted average common shares outstanding:		
Basic	174,936,168	143,429,115
Diluted	174,936,168	143,429,115

The accompanying notes are an integral part of these consolidated financial statements.

Declan Resources Inc.

Consolidated Statements of Changes in Shareholders` Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of Shares	Amount	Share-based Payments Reserve	Deficit	Total Shareholders' Equity (Deficiency)
		($)	($)	($)	($)
Balance at September 30, 2013	**115,487,887**	**14,164,249**	**792,537**	**(12,772,104)**	**2,184,682**
Shares issued in private placements	43,571,445	2,750,000	-	-	2,750,000
Share issuance costs - cash	-	(150,602)	16,733	-	(133,869)
Share subscriptions received in advance	-	-	-	-	-
Shares issued for exploration and evaluation assets	10,000,000	877,500	-	-	877,500
Shares issued for warrants exercised	2,360,000	236,000	-	-	236,000
Shares issued for finder's fee	2,063,377	188,524	-	-	188,524
Share-based compensation	-	-	621,552	-	621,552
Loss for the year	-	-	-	(5,545,958)	(5,545,958)
Balance at September 30, 2014	**173,482,709**	**18,065,671**	**1,430,822**	**(18,318,062)**	**1,178,431**
Shares issued for exploration and evaluation assets	1,500,000	30,000	-	-	30,000
Shares issued for finder's fee	112,500	2,250	-	-	2,250
Share-based compensation	-	-	123,514	-	123,514
Loss for the year	-	-	-	(2,535,826)	(2,535,826)
Balance at September 30, 2015	**175,095,209**	**18,097,921**	**1,554,336**	**(20,853,888)**	**(1,201,631)**

The accompanying notes are an integral part of these consolidated financial statements.

Declan Resources Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended September 30, 2015	Year Ended September 30, 2014
	($)	**($)**
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss and comprehensive loss for the year	(2,535,826)	(5,545,958)
Items not affecting cash:		
Share-based compensation	123,514	621,552
Accretion interest	-	61,675
Accrued interest	27,639	-
Gain on third party interest in exploration and evaluation assets	(163,406)	-
Change in fair value of short-term investments	80,000	-
Unrealized foreign exchange gain	-	(10,078)
Loss on disposal of exploration and evaluation assets	473,780	-
Write-off of exploration and evaluation assets	783,731	2,891,390
Changes in non-cash working capital items:		
Decrease in receivables	12,121	68,875
Decrease in exploration advances	-	216,060
Increase in deposits	(6,793)	(25,620)
Decrease (increase) in prepaid expenses	64,800	(103,531)
Increase in accounts payable and accrued liabilities	469,634	166,892
CASH USED IN OPERATING ACTIVITIES	(670,806)	(1,658,743)
FINANCING ACTIVITIES		
Issuance of common shares	-	2,986,000
Share issuance costs	-	(132,970)
Interest paid on notes payable	-	(72,000)
Repayment of notes payable	-	(600,000)
Proceeds from notes payable	374,204	-
CASH PROVIDED BY FINANCING ACTIVITIES	374,204	2,181,030
INVESTING ACTIVITIES		
Option proceeds from exploration and evaluation asset	206,527	-
Proceeds from release of restricted deposit	11,500	-
Proceeds from disposal of exploration and evaluation asset	75,000	-
Exploration and evaluation expenditures	-	(544,024)
CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	293,027	(544,024)
CHANGE IN CASH DURING THE YEAR	(3,575)	(21,737)
CASH - BEGINNING OF YEAR	4,087	25,824
CASH - END OF YEAR	512	4,087

Supplemental Cash Flow Information (Note 19)

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Declan Resources Inc. ("the Company") was incorporated on August 25, 2005 under the laws of British Columbia. The Company's head office and registered and records office is Suite 302 – 1620 West 8th Ave, Vancouver, BC, V6J 1V4, Canada. The Company is traded on the TSX Venture Exchange ("TSX-V") under the symbol "LAN".

The Company is a mineral exploration company focused on acquiring, exploring and developing exploration and evaluation assets in Canada.

At the date of the consolidated financial statements, the Company has not identified a known body of commercial grade mineral on any of its exploration and evaluation assets. The ability of the Company to realize the costs it has incurred to date on exploration and evaluation assets is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the exploration and evaluation assets. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

The consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors the commodity prices and other developments in the natural resources market, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur.

The Company estimates that it will need additional capital to operate for the upcoming year. The Company believes such financing will be available as required, however, there can be no assurance that the Company will be successful in its future financing attempts. These material uncertainties may cast doubt on the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

These consolidated financial statements, including comparatives, are prepared using International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements were authorized for issue by the Board of Directors on December 7, 2015.

Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis, except for financial instruments classified as held for trading that have been measured at fair value. Cost is the fair value of consideration given in exchange for net assets.

2. BASIS OF PRESENTATION (continued)

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the parent and its subsidiaries.

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Principal Activity
Declan Resources (Wyoming) LLC	U.S.A.	100%	Exploration in U.S.A.
Talos Minerals Ltd.	Canada	100%	Holding Company
Revonah Resources (SL) Ltd.	Sierra Leone	85%	Exploration in Sierra Leone
Greenstone Minerals (SL) Ltd.	Sierra Leone	85%	Exploration in Sierra Leone

Significant Accounting Judgments, Estimates and Assumptions

In the application of the Company's accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, revenue and expenses and are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and management's assessment of current events and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in these consolidated financial statements include:

<u>Deferred Tax Assets</u>

Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

2. BASIS OF PRESENTATION (continued)

Significant Accounting Judgments, Estimates and Assumptions (continued)

Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

The carrying value and the recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

Determination of functional currency

The functional currency of the Company and its subsidiary is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of each entity to be the Canadian dollar. Determination of the functional currency may involve certain judgments to determine the primary economic environment. The functional currency may change if there is a change in events and conditions which determines the primary economic environment.

3. SIGNIFICANT ACCOUNTING POLICIES

Exploration and Evaluation Assets

Costs related to the acquisition of exploration and evaluation assets are capitalized by property until the commencement of commercial production. Costs incurred before the Company has obtained the legal rights to explore an area are recognized through profit or loss.

Costs related to exploration costs of exploration and evaluation assets, incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development, are charged to operations as incurred. Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method based upon estimated proven and probable reserves.

If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are reclassified as mining assets and amortized using the unit-of-production method. If, after management review, it is determined that capitalized acquisition costs are not recoverable over the estimated economic life of the exploration and evaluation assets, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets are written down to their net realizable value.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and Evaluation Assets (continued)

Any option payments received by the Company from third parties are credited to the capitalized cost of the exploration and evaluation assets. If payments received exceed the capitalized cost of the exploration and evaluation assets, the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Foreign Currency Translation

The Company's functional and reporting currency is the Canadian dollar.

Foreign currency transactions are translated into Canadian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in profit or loss.

Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction and are not retranslated.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities classified at fair value through profit or loss) are added to, or deducted from, the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities classified at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and financial liabilities are measured subsequently as described below. The Company does not have any derivative financial instruments.

Financial Assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- Financial assets at fair value through profit or loss;
- Loans and receivables;
- Held-to-maturity investments; and
- Available-for-sale financial assets.

The category determines subsequent measurement and whether any resulting income and expense is recognized in profit or loss or in other comprehensive income.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

- ***Financial assets at fair value through profit or loss*** – Financial assets at fair value through profit or loss include financial assets that are either classified as held for trading or that meet certain conditions and are designated at fair value through profit or loss upon initial recognition. All derivative financial instruments fall into this category. Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The Company's cash falls into this category of financial instruments.

- ***Loans and receivables*** – Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method less any provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company currently does not hold financial assets in this category.

- ***Held-to-maturity investments*** – Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity, other than loans and receivables. Investments are classified as held-to-maturity if the Company has the intention and ability to hold them until maturity. The Company currently does not hold financial assets in this category.

- ***Available-for-sale financial assets*** – Available-for-sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. The Company currently does not hold financial assets in this category.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or when the financial asset and all substantial risks and rewards are transferred.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Liabilities

For the purpose of subsequent measurement, financial liabilities are classified as either financial liabilities at fair value through profit or loss, or other financial liabilities upon initial recognition.

- ***Financial liabilities at fair value through profit or loss*** – Financial liabilities at fair value through profit or loss include financial liabilities that are either classified as held for trading or that meet certain conditions and are designated at fair value through profit or loss upon initial recognition. Liabilities in this category are measured at fair value with gains or losses recognized in profit or loss. The Company currently does not hold financial liabilities in this category.

- ***Other financial liabilities*** – Other financial liabilities are measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate method amortization process. The Company's accounts payable, accrued liabilities and notes payable fall into this category of financial instruments.

A financial liability is derecognized when it is extinguished, discharged, cancelled, or expired.

Impairment

At the end of each reporting period, the carrying value of the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Provision for Environmental Rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as related assets.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Provision for Environmental Rehabilitation (continued)

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss.

Share-based Payment Transactions

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants pursuant to a stock option plan. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model. It is recognized over the vesting period, using the graded vesting method, as an expense, with a corresponding increase to reserves in shareholders' equity. Expected volatility is based on historical volatility (based on the expected life of the options), adjusted for any expected changes due to publicly available information. No expense is recognized for awards that ultimately do not vest. If and when stock options are ultimately exercised, the amount of cash received as well as the applicable amount of the associated reserve is transferred to share capital.

Share-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of equity instruments issued, whichever is more reliably measurable. The fair value of stock-based payments to nonemployees is periodically are-measured until counterparty performance is complete and any change therein is recognized over the period and in the same manner as if the Company had paid cash instead of paying with or using equity instruments. The cost of share-based payments to non-employees that are fully vested and non-forfeitable at the grant date is measured and recognized at that date.

Share Capital

The Company records proceeds from share issuances, net of commissions and issuance costs, as share capital.

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. The equity financings may involve the issuance of common shares or units. Warrants that are a part of units are assigned a value based on the residual value, if any, and included in reserves.

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Loss Per Share

Basic loss per share is calculated using the weighted average number of shares issued and outstanding during the period. Diluted loss per share is the same as basic loss per share as the issuance of shares on the exercise of share purchase options and warrants is anti-dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes

Tax expense recognized in profit or loss comprises the sum of current tax and deferred tax not recognized in other comprehensive income or directly in equity.

Current Income Tax

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred Income Tax

Deferred income taxes are calculated based on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Newly Adopted Accounting Standards And Interpretations

During the year ended September 30, 2015, the Company adopted the following new and amended IFRS pronouncements:

IAS 32, Financial Instruments: Presentation

IAS 32 is amended to clarify requirements for offsetting of financial assets and financial liabilities.

IAS 36, Impairment of Assets

Amended to address the disclosures required regarding the recoverable amount of impaired assets or cash generating units (CGUs) for periods in which an impairment loss has been recognized or reversed.

The adoption of these new and revised standards did not have a material effect on these financial statements.

4. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The pronouncements are being assessed to determine their impact on the Company's results and financial position.

New standards, amendments and interpretations to existing standards not yet effective

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2015 but are not yet effective:

IFRS 7, Financial Instruments – Disclosure

Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2016 but are not yet effective:

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements and IFRS 1, First-time adoption of IFRS

IAS 27 was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

IFRS 1 was amended to permit the use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

IFRS 9, Financial instruments

This standard was issued in November 2009 and covers the classification and measurement of financial assets as part of its project to replace IAS 39 Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to own credit risk out of earnings and recognize the change in other comprehensive income.

(Expressed in Canadian dollars)

4. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

5. RECEIVABLES

As at September 30, 2015, receivables consist of the following:

	2015	2014
	($)	($)
GST receivable	2,681	10,006
Other receivables	719	5,705
Interest receivable	260	70
	3,660	15,781

6. SHORT-TERM INVESTMENTS

Short-term investments are recorded at fair value and consist of 2,000,000 common shares held in Opal Energy Corp., a Canadian publicly traded corporation that shares management in common with the Company, with an acquisition cost of $280,000. The Company has classified it short-term investments as fair value through profit or loss. During the year ended September 30, 2015, the Company recorded an unrealized loss of $80,000 (2014 - $Nil).

7. DEPOSITS

As at September 30, 2015, deposits consisted of $32,413 (2014 – $25,620) held by the Government of Saskatchewan with respect to outstanding exploration work commitments on the Davidson River property. During the year ended September 30, 2015, the Company forfeited $25,620 that was held with respect to the abandoned Thorburn Lake property, and accordingly has expensed this amount as exploration and evaluation expenditures in the year.

8. RESTRICTED DEPOSITS

As at September 30, 2015, restricted deposits consisted of $11,500 (2014 – $23,000) held in a guaranteed investment certificate as collateral for a corporate credit card.

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS

Acquisition costs

Schedule of exploration and evaluation asset acquisition costs for the year ended September 30, 2015 is as follows:

Property	As at September 30, 2014	Cash	Other	Shares	Option Payments	Write-offs and Disposals	As at September 30, 2015
	($)	($)	($)	($)	($)	($)	($)
Firebag River	290,871	-	2,250	30,000	(323,121)	-	-
Patterson Lake NE	548,780	-	-	-	-	(548,780)	-
North Star	202,923	-	-	-	-	(202,923)	-
Thorburn Lake	44,827	-	-	-	-	(44,827)	-
Jackfish Creek	44,827	-	-	-	-	(44,827)	-
Maurice Creek	86,385	-	-	-	-	(86,385)	-
Maybelle North	131,210	-	-	-	-	(131,210)	-
Archer Lake	148,885	-	-	-	-	(148,885)	-
Davidson River	41,558	-	-	-	-	(41,558)	-
Big Sandy Lake	41,558	-	-	-	-	(41,558)	-
Beatty River	41,558	-	-	-	-	(41,558)	-
Other	8,774	-	-	-	-	-	8,774
Total	1,632,156	-	2,250	30,000	(323,121)	(1,332,511)	8,774

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS (continued)

Acquisition costs (continued)

A schedule of exploration and evaluation asset acquisition costs for the year ended September 30, 2014 is as follows:

Property	As at September 30, 2013	Cash	Other	Shares	Option Payments	Write-offs and Disposals	As at September 30, 2014
	($)	($)	($)	($)	($)	($)	($)
Firebag River	1,807	85,000	69,064	135,000	-	-	290,871
Patterson Lake NE	483,780	65,000	-	-	-	-	548,780
North Star	-	115,000	78,457	405,000	-	(395,534)	202,923
Thorburn Lake	-	15,000	7,327	22,500	-	-	44,827
Jackfish Creek	-	15,000	7,327	22,500	-	-	44,827
Maurice Creek	-	23,334	15,551	47,500	-	-	86,385
Maybelle North	-	38,333	22,877	70,000	-	-	131,210
Archer Lake	-	33,334	15,551	100,000	-	-	148,885
Davidson River	-	8,333	8,225	25,000	-	-	41,558
Big Sandy Lake	-	8,333	8,225	25,000	-	-	41,558
Beatty River	-	8,333	8,225	25,000	-	-	41,558
Other	-	-	20,686	-	-	(11,912)	8,774
Sierra Leone	2,483,944	-	-	-	-	(2,483,944)	-
Total	2,969,531	415,000	261,515	877,500	-	(2,891,390)	1,632,156

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures

A schedule of exploration and evaluation expenditures for the year ended September 30, 2015 is as follows:

Expenditures	Patterson Lake	Maybelle North	Thorburn Creek	Maurice Creek	Davidson River	Big Sandy	Other	Total
	($)	($)	($)	($)	($)	($)	($)	($)
Field work	-	-	-	-	461,232	-	-	461,232
Geological	5,909	2,544	29,279	14,846	34,377	3,659	19,185	109,799
Geophysics	-	-	-	69,901	-	-	-	69,901
Licenses and permits	-	625	-	1,250	1,250	-	-	3,125
Travel	-	-	-	-	4,757	-	-	4,757
	5,909	3,169	29,279	85,997	501,616	3,659	19,185	648,814

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures (continued)

A schedule of exploration and evaluation expenditures for the year ended September 30, 2014 is as follows:

Expenditures	Firebag River	Patterson Lake	North Star	Thorburn Lake	Maurice Creek	Maybelle North
	($)	($)	($)	($)	($)	($)
Assays	3,217	-	1,251	-	-	-
Consulting fees	-	-	-	-	-	-
Drilling	1,577	-	6,750	-	-	-
Field crew	-	-	-	-	-	-
Field work	21,923	-	-	-	-	-
Geological	32,561	5,232	38,185	864	707	10,799
Geophysics	-	-	-	-	-	177,891
Legal	-	-	11,966	-	-	-
Licenses and permits	9,794	-	1,362	-	-	-
Supplies and miscellaneous	-	-	-	-	-	-
Travel	5,455	-	878	-	-	-
	74,527	5,232	60,392	864	707	188,690

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures (continued)

A schedule of exploration and evaluation expenditures for the year ended September 30, 2014 is as follows:

Expenditures	Davidson River	Sierra Leone	Other	Total
	($)	($)	($)	($)
Assays	-	-	-	4,468
Consulting fees	-	317,899	-	317,899
Drilling	-	-	-	8,327
Field crew	-	53,817	-	53,817
Field work	-	-	-	21,923
Geological	2,567	-	7,385	98,300
Geophysics	-	-	-	177,891
Legal	-	-	-	11,966
Licenses and permits	-	-	1,843	12,999
Supplies and miscellaneous	-	34,683	-	34,683
Travel	-	141,539	-	147,872
	2,567	547,938	9,228	890,145

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS (continued)

a) Firebag River Property

On October 24, 2013, as amended on September 23, 2014 and November 26, 2015, the Company entered into a property option agreement to acquire a 100% interest in the Firebag River Property located in Alberta, Canada. To acquire the property, the Company must make cash payments of $85,000, issue 5,000,000 common shares and complete an exploration work commitment of $300,000 as follows:

	Acquisition in Cash	Acquisition in Shares	Exploration Work Commitments
	($)		**($)**
On signing of agreement (completed)	45,000	-	-
On approval of agreement by the TSX-V (completed)	40,000	1,500,000	-
November 22, 2014 (completed)	-	1,500,000	150,000
November 5, 2015 (completed)	-	2,000,000	-
November 22, 2016	-	-	150,000
Total	85,000	5,000,000	300,000

On November 5, 2013, 1,500,000 common shares, valued at $135,000, were issued pursuant to the property option agreement. On November 5, 2014, 1,500,000 common shares, valued at $30,000, were issued pursuant to the property option agreement. On November 5, 2015, 2,000,000 common shares, valued at $10,000, were issued pursuant to the property option agreement.

The Optionor retained a 2% net smelter royalty ("NSR") and a 4% gross overriding royalty ("GORR") with respect to the production from the property.

A total of 112,500 (2014 – 626,250) common shares, valued at $2,250 (2014 - $56,363), were issued as a finder's fee in connection with the acquisition.

On September 23, 2014, as amended on November 26, 2015, the Company entered into a property option amending agreement to modify the terms of the original agreement. The amendment allows for Opal Energy Corp. ("Opal"), a corporations that shares management in common with the Company, to earn up to a 70% interest in the property. The exploration work commitments will be changed from $3,000,000 to $300,000 over a two year period and will be made by Opal. The share issuances will remain the same and will be issued by the Company. In addition, Opal will reimburse exploration expenditures of $71,527, cash acquisition costs of $85,000, make cash payments of $250,000, and issue 4,000,000 common shares as follows:

(Expressed in Canadian dollars)

9. EXPLORATION AND EVALUATION ASSETS (continued)

a) Firebag River Property (continued)

	Reimbursement of Costs Incurred	Acquisition in Cash	Acquisition in Shares
	($)	($)	
On approval of agreement by the TSX-V (received)	156,527	-	2,000,000
Within 90 days of TSX-V approval (received)	-	50,000	-
March 2, 2016	-	100,000	1,000,000
March 2, 2017	-	100,000	1,000,000
Total	156,527	250,000	4,000,000

At any time after completion of the option agreement, Opal can earn an additional 5% of the property from the Company by way of issuing 500,000 common shares of Opal to the Company.

As at September 30, 2015, the Company had received cash payments of $206,527 and 2,000,000 common shares valued at $280,000 (Note 6). A total $323,121 was recorded as a recovery of exploration and evaluation assets against the capitalized acquisition cost of Firebag River and the remaining amount of $163,406 was recorded in the consolidated statement of loss and comprehensive loss as a gain on third party interest in exploration and evaluation assets.

b) Patterson Lake Property

On September 9, 2013, the Company entered into a property option agreement, subsequently amended on September 9, 2014, to acquire a 100% interest in the Patterson Lake Property located in Saskatchewan, Canada. To acquire the property, the Company must make cash payments of $250,000, issue 4,000,000 common shares and complete an exploration work commitment of $650,000.

The Company issued 4,000,000 common shares, valued at $300,000, and paid $185,000 in acquisition costs pursuant to the property option agreement. A total of 734,211 common shares, valued at $55,066, were issued as a finder's fee in connection with the acquisition. The Company also incurred $8,714 in miscellaneous acquisition costs capitalized to the property.

In June 2015, the Company sold 100% of its rights to the Patterson Lake Property to an unrelated third party for cash proceeds of $75,000. A loss on disposal of $473,780 was recorded during the year ended September 30, 2015.

c) North Star Property

On January 17, 2014, the Company entered into a property option agreement to acquire additional interests in the Gibbon's Creek region. The Company acquired a 100% interest in the North Star Property by making cash payments of $15,000 and issuing 1,500,000 common shares, valued at $165,000. A total of 162,500 common shares, valued at $17,875, were issued as a finder's fee in connection with the acquisition. The Company also incurred $5,048 in miscellaneous acquisition costs capitalized to the property.

9. EXPLORATION AND EVALUATION ASSETS (continued)

c) North Star Property (continued)

On December 2, 2013, the Company entered into a property option agreement to acquire a 70% interest in the Gibbon's Creek Property located in Saskatchewan, Canada. To acquire the property, the Company must make cash payments of $1,500,000, issue 11,000,000 common shares and complete an exploration work commitment of $6,500,000.

The Company issued 2,000,000 common shares, valued at $240,000, and paid $100,000 in acquisition costs pursuant to the property option agreement. A total of 317,647 common shares, valued at $38,117, were issued as a finder's fee in connection with this acquisition. The Company also incurred $17,417 in miscellaneous acquisition costs capitalized to the property.

During the year ended September 30, 2014, the Company decided to discontinue exploration on the Gibbon's Creek property and, accordingly, recorded a write-off of $395,534.

During the year ended September 30, 2015, the Company decided to discontinue exploration on the remainder of the North Star property, relinquished its rights to the property and, accordingly, recorded a write-off of $202,923.

d) Six Pack Properties

On March 31, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Six Pack Properties located in Alberta and Saskatchewan, Canada.

To acquire the Jackfish Creek, Maurice Creek, Maybelle North, Richardson River (grouped with Maybelle North), and Thorburn Lake properties, the Company must make cash payments of $100,000, issue 1,500,000 common shares and complete an exploration work commitment of $200,000.

The Company issued 1,500,000 common shares, valued at $112,500, and paid $75,000 in acquisition costs pursuant to the property option agreement. The Company also incurred $3,963 in miscellaneous acquisition costs capitalized to the property.

To acquire the Archer Lake property, the Company must make cash payments of $25,000, issue 1,000,000 common shares and complete an exploration work commitment of $25,000.

The Company issued 1,000,000 common shares, valued at $75,000, and paid $25,000 in acquisition costs pursuant to the property option agreement. A total of 340,909 common shares, valued at $39,205, were issued as a finder's fee in connection with this acquisition. The Company also incurred $792 in miscellaneous acquisition costs capitalized to the property.

During the year ended September 30, 2015, management decided to discontinue exploration on the Six Pack properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $331,460.

9. EXPLORATION AND EVALUATION ASSETS (continued)

e) Davidson Group Properties

On July 28, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Davidson Group Properties located in Alberta and Saskatchewan, Canada. To acquire the Maybelle North, Rene Lake (grouped with Archer Lake), Davidson River, Beatty River, Maurice Creek, and Big Sandy Lake properties, the Company must make cash payments of $300,000, issue 7,500,000 common shares and complete an exploration work commitment of $1,500,000.

The Company issued 2,500,000 common shares, valued at $150,000, and paid $50,000 in acquisition costs pursuant to the property option agreement. A total of 616,071 common shares, valued at $36,964, were issued as a finder's fee in connection with the acquisition. The Company also incurred $12,384 in miscellaneous acquisition costs capitalized to the property.

During the year ended September 30, 2015, management decided to discontinue exploration on the Davidson Group properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $249,348.

f) Other

On April 23, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Copper Mountain Property located in Wyoming, U.S.A. and in the Athabasca Property located in Saskatchewan, Canada. One of the parties to this agreement is a director. To acquire the properties, the Company must issue 11,000,000 common shares. During the year ended September 30, 2014, management decided to discontinue exploration on the property, relinquished its rights to the property and, accordingly, recorded a write-off of $11,912.

During the year ended September 30, 2014, the Company acquired properties in Saskatchewan by staking six claims at a cost of $8,774.

g) Sierra Leone Properties

The Company acquired 85% of the issued and outstanding shares of Revonah Resources (SL) Ltd. ("Revonah") and Greenstone Minerals (SL) Ltd. ("Greenstone") through the acquisition of Talos Minerals Ltd. Revonah and Greenstone hold interests in certain exploration licenses located in Sierra Leone.

During the year ended September 30, 2014, management decided to discontinue exploration on the properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $2,483,944.

(Expressed in Canadian dollars)

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities is comprised of the following:

	2015	2014
	($)	($)
Accounts payable	407,276	99,587
Related party payable (Note 13)	675,945	510,000
Accrued liabilities	20,000	24,000
	1,103,221	633,587

11. NOTES PAYABLE

During the year ended September 30, 2015, the Company issued notes payable for total proceeds of $374,204 (Note 13). The notes bear interest at 10% per annum, payable in cash. Any interest unpaid at each quarter end will also bear interest at 10% per annum, payable in cash. The notes mature one year from the date of issuance and are secured by promissory notes. During the year ended September 30, 2015, the Company accrued $27,639 (2014 - $Nil) in interest costs, recorded in finance fees.

On July 5, 2013, the Company issued notes payable for proceeds of $600,000, of which $300,000 was from directors, bearing interest at 12% per annum, payable in cash. A loan bonus of 2,400,000 common shares was issued at a value of $72,000 to the lenders, which offset the notes payable, resulting in an effective rate of interest of approximately 24%. The notes matured one year from date of issuance and are secured by promissory notes. Total fees of $7,546 were paid in association with the notes. The loans bonus and fees will be accreted to finance fees, over the term of the notes. The loans and interest were repaid in full during the year ended September 30, 2014. During the year ended September 30, 2015, the Company booked $Nil (2014 - $55,825) and $Nil (2014 - $61,675) in interest and accretion costs, respectively, recorded in finance fees.

12. SHARE CAPITAL AND RESERVES

a) Authorized share capital

An unlimited number of common shares without par value.

b) Issued share capital

During the year ended September 30, 2015, the Company:

i) issued 1,500,000 common shares with a value of $30,000 as an option payment (Note 9(a)).

ii) issued 112,250 common shares with a value of $2,250 as a finder's fee pursuant to the Firebag River option agreement (Note 9(a)).

12. SHARE CAPITAL AND RESERVES (continued)

b) Issued share capital (continued)

During the year ended September 30, 2014, the Company:

i) issued 15,000,000 units pursuant to a private placement for total proceeds of $750,000. Each unit consisted of one common share and one share purchase warrant; each warrant entitles the holder to purchase one common share at a price of $0.10 per share for a one year period. Agents were paid fees of $49,525.

ii) issued 28,571,445 units pursuant to a private placement for total proceeds of $2,000,000. Each unit consisted of one common share and one share purchase warrant; each warrant entitles the holder to purchase one common share at a price of $0.11 per share for a two year period. Agents were paid fees of $39,359 and issued 505,133 warrants with a value of $16,733. Each warrant entitles the holder to purchase one common share at a price of $0.11 per share for a two year period.

iii) issued 1,500,000 common shares with a value of $135,000 as an option payment and issued 626,250 common shares with a value of $56,363 as a finder's fee pursuant to the Firebag River option agreement (Note 9(a)).

iv) issued 2,360,000 common shares for total proceeds of $236,000 pursuant to the exercise of warrants.

v) issued 2,000,000 common shares with a value of $240,000 as an option payment and issued 317,647 common shares with a value of $38,117 as a finder's fee pursuant to the Gibbon's Creek option agreement (Note 9(c)).

vi) issued 1,500,000 common shares with a value of $165,000 as an option payment and issued 162,500 common shares with a value of $17,875 as a finder's fee pursuant to the North Star option agreement (Note 9(c)).

vii) issued 2,500,000 common shares with a value of $187,500 as an option payment and issued 340,909 common shares with a value of $39,205 as a finder's fee pursuant to the Six Pack option agreement (Note 9(d))

viii) issued 2,500,000 common shares with a value of $150,000 as an option payment and issued 616,071 common shares with a value of $36,964 as a finder's fee pursuant to the Davidson Group option agreement (Note 9(e))

c) Stock options

Pursuant to the policies of the TSX-V, the Company may grant incentive stock options to its officers, directors, employees and consultants. The Company has implemented a fixed Stock Option Plan (the "Plan") whereby the Company has reserved 10% of the issued shares for issuance under the Plan. Options have a maximum term of ten years and terminate after a certain number of days following the termination of the optionee's term/employment, except in the case of death, in which case they terminate one year after the event. Vesting is determined by the Board of Directors.

At September 30, 2015, the Company had incentive stock options enabling the holders to acquire further common shares as follows:

(Expressed in Canadian dollars)

12. SHARE CAPITAL AND RESERVES (continued)

c) Stock options (continued)

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life
			($)	(years)
September 29, 2016	300,000	200,000	0.07	1.00
September 11, 2017	950,000	950,000	0.16	1.95
October 7, 2018	5,300,000	5,300,000	0.09	3.02
November 22, 2018	1,000,000	1,000,000	0.09	3.15
February 28, 2019	2,000,000	2,000,000	0.11	3.42
	9,550,000	9,450,000	0.10	2.95

A continuity schedule of outstanding stock options is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – September 30, 2013	6,250,000	0.16
Granted	9,500,000	0.09
Forfeited	(4,450,000)	0.14
Balance – September 30, 2014	11,300,000	0.11
Expired	(1,000,000)	0.15
Forfeited	(750,000)	0.15
Balance – September 30, 2015	9,550,000	0.10

d) Share purchase warrants

At September 30, 2015, the Company had 29,076,578 outstanding share purchase warrants that are exercisable at $0.11 per share until July 23, 2016.

A continuity schedule of outstanding share purchase warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – September 30, 2013	7,292,308	0.24
Issued	44,076,578	0.11
Exercised	(2,360,000)	0.10
Balance – September 30, 2014	49,008,886	0.13
Expired	(19,932,308)	0.15
Balance – September 30, 2015	29,076,578	0.11

(Expressed in Canadian dollars)

12. SHARE CAPITAL AND RESERVES (continued)

e) Share-based payments

During the year ended September 30, 2015, the Company granted Nil (2014 - 9,200,000) stock options with a fair value of $Nil (2014 - $821,395) or $Nil (2014 - $0.09) per option. The options granted in the 2014 fiscal year vested over a period of 18 months. During the year ended September 30, 2015, the Company expensed $123,514 (2014 - $621,552) as share-based compensation.

The options were valued using the Black-Scholes option pricing model under the following weighted average assumptions:

	2015	2014
Risk free interest rate	-	1.7%
Expected dividend yield	-	-
Stock price volatility	-	127%
Expected life of options	-	4.8 years
Forfeiture rate	-	-

13. RELATED PARTY TRANSACTIONS

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions during the years ended September 30, 2015 and 2014:

Key Management Compensation

	2015 ($)	2014 ($)
Management fees	120,895	83,377
Interest expense	5,518	27,912
Geological consulting fees	38,625	335,009
Share-based compensation	83,570	332,052
Professional fees	50,500	54,500
Total	299,108	832,850

a) As at September 30, 2015, a total of $128,634 (2014 - $5,578) was included in accounts payable and accrued liabilities owing to a corporation controlled by the former Chief Executive Officer ("CEO") of the Company for management fees.

b) As at September 30, 2015, a total of $1,050 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to a corporation controlled by the Chief Financial Officer ("CFO") of the Company for professional fees.

13. RELATED PARTY TRANSACTIONS (continued)

c) As at September 30, 2015, a total of $5,643 (2014 - $5,643) was included in accounts payable and accrued liabilities owing to a corporation controlled by a former director of the Company for geological consulting fees.

d) As at September 30, 2015, a total of $21,525 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to a director of a subsidiary of the Company for geological consulting fees.

e) As at September 30, 2015, a total of $516,936 (2014 - $516,936) was included in accounts payable and accrued liabilities owing to a corporation controlled by the CEO of the Company for management fees and interest free loan advances.

f) As at September 30, 2015, a total of $2,157 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to a director of the Company for reimbursable expenses.

g) As at September 30, 2015, a total of $107,018 (2014 - $Nil) in notes payable was owing to two corporations controlled by the CEO of the Company (Note 11).

h) The Company repaid notes payable to related parties of $Nil (2014 - $300,000) and the associated interest, included in finance fees, of $Nil (2014 - $36,000) (Note 11).

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, short-term investments, receivables, restricted deposits, accounts payable and accrued liabilities and notes payable.

The Company classified its cash and short-term investments as fair value through profit or loss; receivables as loans and receivables; and accounts payable and accrued liabilities and notes payable as other financial liabilities. The fair values of cash and short-term investments are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, restricted deposits, accounts payable and accrued liabilities and notes payable approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

14. FINANCIAL AND RISK MANAGEMENT (continued)

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at September 30, 2015. The Company does not believe it has a material exposure to credit risk.

Foreign exchange risk

The Company is not exposed to any significant foreign currency risk.

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has significant financial liabilities outstanding including accounts payable and accrued liabilities and loans payable. The Company is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions.

Interest rate risk

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest bearing assets or any interest bearing liabilities that are tied into market rates.

Commodity 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 of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Political uncertainty

In conducting operations in other countries, the Company was subject to considerations and risks not typically associated with companies operating in North America. These included risks such as the political, economic and legal environments. Among other things, the Company's results may have been adversely affected by changes in the political and social conditions, and by changes in governmental policies with respect to mining laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation. The Company currently operates primarily in Canada and thus is not exposed to any material political risk.

(Expressed in Canadian dollars)

15. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There have been no changes to the Company's approach to capital management during the year ended September 30, 2015

16. INCOME TAXES

a) Provision for Income Taxes

A reconciliation of the combined Canadian federal and provincial income taxes at statutory rates and the Company's effective income tax expense is as follows:

	2015	**2014**
	($)	**($)**
Loss for the year	(2,535,826)	(5,545,958)
Expected income tax recovery	(659,000)	(1,442,000)
Permanent differences	43,000	532,000
Change in statutory, foreign tax, foreign exchange rates and other	(1,000)	1,995,000
Change in unrecognized tax benefits of non-capital losses	617,000	(1,085,000)
Income tax expense	-	-

(Expressed in Canadian dollars)

16. INCOME TAXES (continued)

b) Deferred Income Taxes

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consists of the following amounts:

	2015	2014
	($)	($)
Non-capital losses carry-forward	1,526,000	1,414,000
Exploration and evaluation assets	1,869,000	1,327,000
Share issuance costs	53,000	100,000
Marketable securities	10,000	-
Canadian eligible capital	3,000	3,000
	3,461,000	2,844,000

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

Temporary Differences	2015	Expiry Date Range
	($)	
Canadian eligible capital	13,000	No expiry date
Share issuance costs	204,000	2035 to 2038
Exploration and evaluation assets	7,190,000	No expiry date
Marketable	80,000	No expiry date
Non-capital losses available for future periods	5,872,000	2016 to 2035

Tax attributes are subject to review, and potential adjustment, by tax authorities.

17. SEGMENTED INFORMATION

The Company operates in one industry segment being the acquisition and exploration of mineral exploration and evaluation assets. The total assets attributable to the geographical locations relate primarily to exploration and evaluation assets and are all located in Canada.

(Expressed in Canadian dollars)

18. COMMITMENTS AND CONTINGENCIES

On August 1, 2015, the Company entered into a cost sharing arrangement agreement for the provision of office space and various administrative services. Under the terms of the agreement, the Company will pay $2,500 plus GST per month commencing on September 1, 2015 and continuing until the expiration of the underlying head lease on July 31, 2018.

Fiscal Year	Amount
	($)
2016	30,000
2017	30,000
2018	25,000

19. SUPPLEMENTAL CASH FLOW INFORMATION

	2015	2014
	($)	($)
Supplemental Disclosure of Cash Flow Information:		
Amounts accrued for exploration and evaluation assets included in accounts payable and accrued liabilities	-	1,741
Amounts accrued for share issue costs included in accounts payable and accrued liabilities	-	899
Shares received from option agreement on exploration and evaluation asset	280,000	-
Shares issued for exploration and evaluation assets	30,000	877,500
Shares issued for finders' fees for acquisition of exploration and evaluation assets	2,250	188,524
Warrants issued as finders` fees	-	16,733

20. SUBSEQUENT EVENTS

The following events occurred subsequent to the year ended September 30, 2015:

a) A total of 2,300,000 stock options held by former officers of the Company were forfeited without being exercised.

b) The Company issued 2,000,000 common shares, valued at $10,000, as an option payment pursuant to the Firebag River Property option agreement.

c) The Company entered into agreements with certain lenders to extend the maturity date from one year to three years from the original issue date on notes payable totaling $374,204.

DECLAN RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

YEAR ENDED

SEPTEMBER 30, 2015

REPORT DATE – DECEMBER 7, 2015

Introduction

Declan Resources Inc. ("Declan" or the "Company") is a public company incorporated on August 25, 2005, under the laws of British Columbia, Canada. The Company is a reporting issuer in British Columbia and Alberta, and its common shares are listed and posted for trading on the TSX Venture Exchange under the trading symbol "LAN". The Company's offices are located at 302 – 1620 West 8th Avenue, Vancouver, BC, V6J 1V4.

The Company is a natural resource company engaged in the acquisition, exploration and development of resource properties in North America. The Company's current focus is on the development of its Davidson River uranium property located in the Athabasca Basin, which hosts some of the largest high grade uranium deposits in the world. In addition, the Company and its joint venture partner, Opal Energy Corp., are evaluating the potential of the Firebag River property to host economic quantities of silica sand to be used in the fracking process for shale gas exploration.

In accordance with Form 51-102F1, the following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and financial condition of Declan for the year ended September 30, 2015. The following discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements for the years ended September 30, 2015 and 2014 which were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Overall Performance and Results of Operations

Three Month Period Ended September 30, 2015

During the three month period ended September 30, 2015 (the "Current Period"), the Company incurred a loss and comprehensive loss of $764,504 compared to $736,600 for the three month period ended September 30, 2014 (the "Comparative Period"). Operating expenses for the current period were $112,024, compared to $329,215 for the Comparative Period which represented an overall decrease of $217,191 or 66%. The major contributors to this change are:

a) Exploration and evaluation expenditures were $Nil for the Current Period compared to $35,257 for the Comparative Period. The decrease is due to a lack of available funding in the Current Period.

b) Share-based compensation was $7,963 for the Current Period versus $75,875 for the Comparative Period. The decrease is due to no new stock options being issued in the Current Period.

c) Investor relations and travel was $290 for the Current Period compared to $57,998 for the Comparative Period. The Comparative Period consisted of investor relations consulting fees and travel to Europe while management was trying to increase investor awareness of the Company.

Overall Performance and Results of Operations (continued)

Year Ended September 30, 2015

During the year ended September 30, 2015 ("Current Year"), the Company incurred a loss and comprehensive loss of $2,535,826 compared to $5,545,958 for the year ended September 30, 2014 ("Comparative Year"). Operating expenses for the Current Year were $1,362,154 as compared to $2,654,873 for the Comparative Year; an overall decrease of $1,292,719 or 49%. The major contributors to this change are:

a) Exploration and evaluation expenditures were $648,814 for the Current Year compared to $890,145 for the Comparative Year. The decrease in exploration activity in the Current Year is due to a lack of funding available for exploration stage companies.

b) Finance fees were $27,639 for the Current Year compared to $117,500 for the Comparative Year. The decrease is a result of less interest bearing debt being outstanding in the Current Year, and the Company also issued shares as finders' fees in connection with the debt financing obtained in the Prior Year.

c) Investor relations were $65,078 for the Current Year compared to $381,882 for the Comparative Year. The increased expenses in the prior year were a result of the Company's effort to promote its new exploration projects in Canada.

d) Share-based compensation was $123,514 for the Current Year compared to $621,552 for the Comparative Year. The decrease is due to no new stock options being issued in the Current Year and less options vesting versus the Comparative Year

e) Travel was $49,767 for the Current Year compared to $189,684 for the Comparative Year. The prior year had a significant amount of management travel to Sierra Leone, but that ceased after the Company abandoned its exploration and evaluation assets in Sierra Leone.

Summary of Quarterly Results

The following table sets out selected unaudited financial information for the eight most recent quarters. The financial data has been prepared in accordance with IFRS.

Three Months Ended	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014
	($)	($)	($)	($)
Total Revenue	Nil	Nil	Nil	Nil
Loss from Operations	(112,024)	(202,543)	(713,872)	(333,715)
Loss and Comprehensive Loss	(764,504)	(770,872)	(666,797)	(333,653)
Basic and Diluted Loss per Share [1]	(0.00)	(0.00)	(0.00)	(0.00)

Summary of Quarterly Results (continued)

Three Months Ended	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013
	($)	($)	($)	($)
Total Revenue	Nil	Nil	Nil	Nil
Loss from Operations	(329,215)	(843,126)	(695,416)	(787,116)
Loss and Comprehensive Loss	(736,600)	(3,327,007)	(695,299)	(787,052)
Basic and Diluted Loss per Share [1]	(0.00)	(0.02)	(0.01)	(0.01)

Note: There were no material variations in the results of the Company over the prior eight reporting periods with the exception of the quarter ended June 30, 2014, wherein the Company recorded an impairment on its exploration and evaluation assets located in Sierra Leone. The property impairment of $2,483,944 resulted in a 379% increase in loss and comprehensive loss over the preceding quarter.

Liquidity and Capital Resources

The Company had a cash position of $512 and a working capital deficit of $1,221,905 as at September 30, 2015, compared to $4,087 and 476,725, respectively, as at September 30, 2014. The increase in the Company's working capital deficit was a direct result of operating activities, including exploration and evaluation expenditures, and being primarily funded through short-term debt.

The Company has greatly reduced its near term cash requirements after completion of the Firebag option agreement with Opal Energy Corp. and with its decision not to proceed with further exploration on the Davidson or Six Pack properties.

Financing activities

During the year ended September 30, 2015, the Company received $374,204 from the issuance of notes payable. The Company also successfully joint ventured its interest in the Firebag River property and received cash reimbursement of prior expenditures totaling $156,527.

During the year ended September 30, 2014, the Company issued 15,000,000 units for total proceeds of $750,000. Each unit consisted of one common share of the Company and one share purchase warrant which entitles the holder to acquire an additional common share at $0.10 for a period of one year. Agents' fees paid in connection with this financing totaled $49,525. In addition, the Company issued 2,360,000 common shares from the exercise of share purchase warrants for total proceeds of $236,000

In addition, the Company issued 28,571,445 units pursuant to a private placement for total proceeds of $2,000,000. Each unit consisted of one common share and one share purchase warrant; each warrant entitles the holder to purchase one common share at a price of $0.11 per share for a two year period. Agents were paid fees of $39,359 and issued 505,133 warrants with a value of $16,733. Each warrant entitles the holder to purchase one common share at a price of $0.11 per share for a two year period.

Selected Annual Information

The following table sets out selected financial information for the Company for each of the fiscal years ended September 30, 2015, 2014 and 2013. The selected financial information should only be read in conjunction with the Company's audited annual financial statements for the fiscal year ended September 30, 2015, including the notes thereto.

Statement of Operations, Comprehensive Loss and Deficit Data:

	Year Ended September 30, 2015	Year Ended September 30, 2014	Year Ended September 30, 2013
	($)	**($)**	**($)**
Revenue	Nil	Nil	Nil
Loss from operations	(1,362,154)	(2,654,873)	(4,283,377)
Loss and comprehensive loss for the year	(2,535,826)	(5,545,958)	(4,265,929)
Loss per share, basic and diluted	(0.01)	(0.04)	(0.04)

Balance Sheet Data:

	As at September 30, 2015	As at September 30, 2014	As at September 30, 2013
	($)	**($)**	**($)**
Current Assets	283,159	156,862	324,305
Total Assets	303,433	1,812,018	3,316,836
Current Liabilities	1,505,164	633,587	1,132,154
Long Term Debt	-	-	-
Shareholders' Deficiency	(1,201,631)	1,178,431	2,184,682

Exploration Property Overview

Firebag River Property, Alberta, Canada

On October 24, 2013, as amended on September 23, 2014 and November 26, 2015, the Company signed a property option agreement, with 877384 Alberta Ltd., to acquire a 100% interest in the Firebag River property located southwest of the Athabasca Basin in Alberta, Canada. The Company considers the property to be significantly prospective and underexplored. It is situated southwest of the Athabasca Basin and consists of six metallic and industrial minerals permits. It is west of Fission Uranium Patterson Lake South ("PLS") uranium occurrence, and about 30 km south of the southernmost mapped margin of the basin. It also lies adjacent to the east of the Athabasca Minerals silica sand project.

To acquire the property, the Company is required to make a cash payment of $85,000 (paid), issue 5,000,000 common shares (issued) on or before November 5, 2015 and incur $300,000 in exploration expenditures on the property on or before November 22, 2016. A total 738,750 common shares were issued as a finder's fee in connection with this acquisition. The Optionor retained a 2% net smelter royalty ("NSR") on metals and a 4% gross overriding royalty ("GORR") with respect to other, non-metallic commodities which are produced from the Firebag River property.

Surface rocks at the Firebag River property consist of a thin-sequence of mature, cretaceous-aged sandstones. At relatively shallow depths, Proterozoic aged rocks of the West Lloyd Domain are generally comprised of granitic gneisses with local pelitic gneiss units. Within this basement domain, the pelitic sequences are associated with uranium mineralization at such notable locations as Cluff Lake and Shea Creek. North of the Firebag River property a significant uranium deposit occurs at Dragon Lake along the Maybelle River Shear Zone. This deposit includes an intersection with 21% U3O8 across 5 meters and reported grades of up to 54.5% U3O8, according to the Alberta Geologic Survey ("AGS") website.

Historic exploration of the Firebag River property is limited; however, regional government and public geophysical survey data shows a complex pattern of magnetic lows and highs, truncated or offset in the northern part of the property by the Marguerite River Fault, a southwest orientated structure interpreted as a splay of the regionally significant Beatty River Fault Zone. The only documented exploration of the Firebag River property specific for uranium was conducted by E&B Explorations Ltd. in 1977. Exploration confirmed the presence of a southwest orientated fault zone, and a geochemical anomaly with 11 ppm cobalt in lake sediments atop this structure. A short distance northeast of the Firebag River property border, historic drill hole 16-1-100-3W4M intersected an approximately 1 meter interval of anomalous radioactivity within sands atop the basement unconformity from 38.7 to 39.6 meters depth.

The Company completed an initial review of the Firebag River property in November 2013. Silica sand samples were collected within 2 meters of surface from the exposed sandstones feature and were submitted for analysis to Loring Laboratories Ltd. of Calgary, Alta. The results of the program revealed samples that met or exceeded industry wide API standards over roundness, silica content and sphericity specifications.

The Firebag River property benefits from year round access and nearby train facilities at Fort McMurray, Alberta, a critical advantage due to its close proximity to the growing Western Canada Sedimentary Basin; host to large shale gas reserves in Northeastern BC.

Exploration Property Overview (continued)

Firebag River Property, Alberta, Canada (continued)

On September 23, 2014, as amended on November 26, 2015, the Company entered into a property option amending agreement to modify the terms of the original agreement. The amendment allows for Opal Energy Corp. ("Opal") to earn up to a 70% interest in the property. The exploration work commitments will be changed from $3,000,000 to $300,000 over a two year period and will be made by Opal. The share issuances will remain the same and will be issued by the Company. In addition, Opal will reimburse the option payments and exploration expenditures incurred to date, make cash payments of $250,000, and issue 4,000,000 common shares over a two year period to the Company. As at September 30, 2015, the Company had received cash payments of $206,527 and 2,000,000 common shares valued at $280,000. A total of $323,121 was recorded as a recovery of exploration and evaluation assets against the capitalized acquisition cost of Firebag River and the remaining amount of $163,406 was recorded in the consolidated statement of loss and comprehensive loss as a recovery of exploration and evaluation assets.

This is the first agreement entered into in line with the Company's overall corporate strategy of monetizing, keeping partial ownership in and being able to participate in the upside of the partner's equity.

Patterson Lake NE Property, Saskatchewan, Canada

On September 9, 2013, the Company signed a property option agreement, with 101227264 Saskatchewan Ltd. and Donnybrook Capital Corp., to acquire a 100% interest in two uranium exploration properties in the Patterson Lake area of the Athabasca Basin located in Saskatchewan, Canada. The Patterson Lake NE property is believed to be on a southwest-northeast structural trend as interpreted from airborne magnetics that covers the PLS Discovery. This structural trend also covers the Rook 1 property owned by NexGen Energy Ltd. ("NexGen"). NexGen has commenced a two-drill, 3,000-metre program immediately adjacent to and on trend northeast from Fission/Alpha's recent high-grade uranium discoveries on their PLS project. The Company is compiling available geological data and will commence an exploration program as soon as practical.

To acquire the property, the Company must make cash payments totaling $250,000 ($185,000 paid) by September 17, 2015, issue 4,000,000 common shares (issued), and incur $650,000 in exploration expenditures on the property on or before August 31, 2017. A total of 734,211 common shares were issued as a finder's fee in connection with this acquisition. The Company also incurred $8,714 in miscellaneous acquisition costs capitalized to the property.

In June 2015, the Company sold 100% of its interest in the Patterson Lake NE property to an unrelated third for cash proceeds of $75,000. A loss on disposal of $473,780 was recorded during the year ended September 30, 2015.

North Star Property, Saskatchewan, Canada

On December 2, 2013, the Company signed a property option agreement, with Lakeland Resources Inc., to acquire a 70% interest in the Gibbon's Creek property located on the northern rim of the Athabasca Basin in Saskatchewan, Canada. Gibbon's Creek is comprised of five contiguous claims totaling 12,771 hectares located less than 3 kilometers from the settlement of Stony Rapids and adjacent to the Black Lake Project held jointly by Uracan Resources Ltd. and UEX Corporation.

Exploration Property Overview (continued)

North Star Property, Saskatchewan, Canada (continued)

To acquire the property, the Company must make cash payments of $1,500,000 ($100,000 paid) by January 8, 2017, issue 11,000,000 common shares (2,000,000 issued) by January 8, 2017, and incur an aggregate of $6,500,000 in work commitments by January 8, 2018. The property is subject to a 2% NSR of which the Company may repurchase 1% for $1,000,000. A total of 317,647 common shares were issued as a finder's fee.

On January 17, 2014, the Company entered into a property option agreement, named the North Star property, to acquire additional interests in the Gibbon's Creek region. The Company acquired a 100% interest in two mineral claims comprising approximately 11,100 hectares located along the northern margin of the Athabasca Basin in Saskatchewan and north of the Company's Gibbons Creek joint venture with Lakeland, in Saskatchewan, Canada. The North Star property is underlain by a complex magnetic background and is believed to contain the northerly extensions of a number of important regional structures associated with uranium projects in the area.

To acquire this additional property, the Company made cash payments of $15,000 and issued 1,500,000 common shares. A total of 162,500 common shares were issued as a finder's fee in connection with this acquisition. The property is subject to a 2% gross sales royalty.

During the year ended September 30, 2014, the Company decided to discontinue exploration on the original Gibbon's Creek property and, accordingly, recorded a write-off of $395,534.

During the year ended September 30, 2015, the Company decided to discontinue exploration on the remainder of the North Star property, relinquished its rights to the property and, accordingly, recorded a write-off of $202,923.

Six Pack Properties

On March 31, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Six Pack Properties located in Alberta and Saskatchewan, Canada. The six properties encompass a total of approximately 250,000 acres and are all located within or proximal to the Athabasca Basin, which is host to some of the world's largest and richest, high-grade uranium deposits. The Company considers the properties to be significantly prospective and underexplored.

To acquire the Jackfish Creek, Maurice Creek, Maybelle North, Richardson River, and Thorburn Lake properties, the Company must make cash payments of $100,000 ($75,000 paid) on or before April 18, 2015, issue 1,500,000 common shares (issued) and complete an exploration work commitment of $200,000. Additionally, to acquire the Archer Lake property, the Company made cash payments of $25,000, issued 1,000,000 common shares and must complete an exploration work commitment of $25,000 on or before June 1, 2015. A total of 340,909 common shares were issued as a finder's fee. The Richardson River property acquisition costs and exploration and evaluation expenditures are recorded with Maybelle North property as the properties are contiguous.

Exploration Property Overview (continued)

Six Pack Properties (continued)

The property is subject to a 3% GOR of which the Company may repurchase 1% for $1,000,000.

During the year ended September 30, 2015, management decided to discontinue exploration on the Six Pack properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $331,460.

Davidson Group Properties

On July 28, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Davidson Group Properties located in Alberta and Saskatchewan, Canada. The six properties encompass a total of approximately 145,000 acres and are all located within or proximal to the Athabasca Basin. The Company considers the properties to be significantly prospective and underexplored.

In order to acquire the Maybelle North, Rene Lake, Davidson River, Beatty River, Maurice Creek, Big Sandy Lake properties (the "Davidson Group Properties"), the Company must make cash payments of $300,000 ($50,000 paid) on or before August 14, 2017, issue 7,500,000 common shares (2,500,000 issued) on or before August 14, 2016 and complete an exploration work commitment of $1,500,000 on or before December 31, 2016. A total of 616,071 common shares were issued as a finder's fee in connection with this acquisition. The Maybelle North property acquisition costs and exploration and evaluation expenditures are recorded with the Maybelle North property as the properties are contiguous. The Maurice Creek property acquisition costs and exploration and evaluation expenditures are recorded with Maurice Creek property as the properties are contiguous. The Rene Lake property acquisition costs and exploration and evaluation expenditures are recorded with Archer Lake property as the properties are contiguous.

The property is subject to a 2.5% GORR of which the Company may repurchase 1% for $1,500,000.

During the year ended September 30, 2015, management decided to discontinue exploration on the Davidson Group properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $249,348.

Maybelle River Property

The property, which is located within relatively shallow parts of the western Athabasca basin, covers potential northerly extensions to the structure which is host to a significant uranium deposit at Dragon Lake along the Maybelle River shear zone. This deposit includes an intersection with 21% U3O8 across five meters and reported grades of up to 54.5% U3O8, according to the AGS website.

Exploration Property Overview (continued)

Davidson Group Properties (continued)

The Company completed a final VTEM interpretation report of an airborne survey. A total of 1,004 line-km were flown by Aeroquest Airborne of Aurora, Ontario. The interpreted airborne data identified a series of four parallel NW-SE conductors, including extensions to the Maybelle River Trend immediately to the east and south, which is known to host the Dragon Lake Uranium Deposit. Anticipated depths to the basement unconformity vary from 50-100 m deep on the west side of the project to 350-400 m deep on the east side. The nearby Dragon Lake uranium deposit was discovered in 1988 when Uranerz Exploration and Mining Ltd. (original Uranerz) completed two closely spaced holes which intersected 4.7% U across 1.7 m and 17.7% U across 5.0 m (200 m deep); since then grades of up to 54.5% U3O8 have been reported.

Davidson River Property

The property is located immediately south of the Athabasca Basin, along the Saskatchewan-Alberta border. The property is situated about 25 km southwest of the Shea Creek Uranium deposits, southeast of the Dragon Zone Uranium Deposit at Maybelle River, Alberta, and between 18 to 38 km due west of the Patterson Lake South Uranium occurrence. Exploration highlights from the region include Fission Uranium Corp. at Patterson Lake South has more than 200 drill holes containing significant, basement hosted, uranium mineralization within a 2.24 km strike length of an ENE trending corridor; Also, NexGen Energy Ltd.'s Rook Discovery, which consists of basement hosted uranium mineralization along a 515 meter strike length. To date wide intervals of strongly radioactive basement rocks, have returned values including 10.72% U3O8 over 6.85 meters.

The northern part of the Davidson River property lies in close proximity to the southernmost edge of the exposed Athabasca Basin unconformity; and as such, is considered highly prospective for shallow, near-surface, uranium occurrences. At the property, surface exposures of pelitic and grantic gneisses of the West Lloyd Domain are in contact with the Clearwater Domain to the east, while much of the southern and central part of the property include both Devonian, Cretaceous and recent cover.

1978 regional lake sediment sampling program covering in excess of 1 million acres across the southwest margins of the Athabasca Basin, included the collection of several samples from the property. Of the more than 300 samples collected from the region, the Davidson River property contained the greatest uranium in lake sediment anomaly (21 ppm Uranium), with additional uranium and nickel geochemical anomalies. The property remained unexplored until 2006 when Titan Uranium conducted a regional MEGATEM survey on a portion of the property. This survey revealed several parallel magnetic trends with associated conductive features. These conductive trends are the target for the currently planned ground gravity exploration program.

In the first quarter of, 2015, Declan conducted a ground gravity survey on the Property. The program covered targets whereby a total of 13.90 line–km (including 292 gravity stations) were surveyed over the duration of the program. The purpose of the survey was to further investigate areas with previously discovered linear magnetic trends or exploration corridors, and try to identify low gravity anomalies, which can be associated with uranium mineralization.

Exploration Property Overview (continued)

Davidson Group Properties (continued)

The gravity survey was conducted in two separate grids, roughly 5 km apart, one located on the northern end of the Property, and the second one covering a portion of the centre/southern end of the Property. The gravity survey identified linear trends on each of the grids that cross – cut previously identified exploration corridors. The characteristic Bougeur response on both grids is a roughly NNE – SSW striking gradient that bisects both grids, with higher gravity on the WNW side and lower gravity on the ESE side of the grids.

On the northern grid, the cross – cutting structure is at right angle to the conductor axis and is located up-ice of the highly anomalous lake sediment sample (21ppm uranium) recovered from previous exploration. Likewise, on the southern grid, a linear structure identified by the gravity survey, cross – cuts the conductor axis and is also located near an anomalous lake sediment sample of 5 ppm uranium.

Maurice Creek Property

The Maurice Creek property encompasses 68,000 acres immediately northwest of Cameco Corp.'s Northwest Athabasca project (joint ventured with Forum Uranium Corp. and Nexgen Energy Ltd.) which is host to the Maurice Bay uranium deposit (historical non-National Instrument 43-101-compliant resource of 1.5 million pounds uranium grading 0.6%. U3O8). Recent work done there has resulted in high-grade intervals such as hole NWA-35, grading 2.48% U3O8 over 1.5 meters at a vertical depth of 26 meters, including a 0.5-metre interval grading 5.77% U3O8. Uranium mineralization at Maurice Bay is structurally controlled and hosted by a number of structures which parallel the Maurice Bay fault. This regional feature continues to the northwest through the Company's Maurice Creek property.

During October, 2014 a total of 1,326.5 line-km were flown by Terraquest Ltd. of Markham, Ontario. The Maurice Creek property is contiguous to the west of the Northwest Athabasca Joint Venture of Forum Uranium Corp., NexGen Energy Ltd., Cameco and AREVA. Preliminary field magnetics show several prospective structures in WNW-ESE trends, similar to those seen at the Maurice Bay property immediately to the east.

Other Properties

On April 23, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Copper Mountain property located in Wyoming, U.S.A. and in four properties in the Athabasca Basin located in Saskatchewan, Canada. One of the parties to this agreement is a director of the Company. To acquire the properties, the Company must issue 11,000,000 common shares. The Copper Mountain property is subject to a 2% Gross Over-riding Royalty ("GORR"). During the year ended September 30, 2014, management decided to discontinue exploration on the property and, accordingly, recorded a write-off of $11,912.

During the year ended September 30, 2014, the Company acquired properties in Saskatchewan by staking six claims at a cost of $8,774. Minimal work was performed on these claims during the year ended September 30, 2015.

Exploration Property Overview (continued)

Sierra Leone Properties

On July 12, 2012, the Company purchased 100% of the shares of Talos Minerals Ltd. ("Talos"), a closely held private B.C. corporation. The Company issued 24,470,002 common shares in a share for share exchange with Talos. The Company also issued 1,500,000 stock options as part of the acquisition; each option entitles the holder to purchase one common share at a price of $0.15 per share until July 12, 2015. Talos' principal assets are mineral exploration licenses in the Kono and Bo districts of Sierra Leone. The licenses are held by its two 85% owned Sierra Leone subsidiaries, Greenstone Minerals (SL) Limited ("Greenstone") and Revonah Resources (SL) Limited ("Revonah"). The remaining 15% of Greenstone and Revonah is held equally by Mr. Jamal Shallop and Mr. Craig McLean, both residents of Sierra Leone.

During the year ended September 30, 2014, management decided to discontinue exploration on the property and the Company recorded a write-off of $2,483,944.

Transactions with Related Parties

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions during the years ended September 30, 2015 and 2014:

Key Management Compensation

	2015 ($)	2014 ($)
Management fees paid or accrued to a corporation controlled by David Miller, former Chief Executive Officer ("CEO") of the Company	120,895	83,377
Interest expense paid or accrued to two corporations controlled by Wayne Tisdale, CEO of the Company	5,518	27,912
Geological consulting fees paid or accrued to Tyson King, a director of a subsidiary of the Company	38,625	335,009
Professional fees paid or accrued to a corporation controlled by David Hughes, Chief Executive Officer ("CFO") of the Company	1,000	-
Professional fees paid or accrued to Lesia Burianyk, former CFO of the Company	49,500	54,500
Share-based compensation vested for the following: • Wayne Tisdale, CEO of the Company • Lesia Burianyk, former CFO of the Company • Gordon King, a director of the Company • Michelle Gahagan, a director of the Company • James Newall, a former director of the Company • Hikmet Akin, a director of the Company • Tyson King, a director of a subsidiary of the Company	83,570	332,052
Total	299,108	832,850

Transactions with Related Parties (continued)

a) As at September 30, 2015, a total of $128,634 (2014 - $5,578) was included in accounts payable and accrued liabilities owing to a corporation controlled by David Miller, former CEO of the Company, for management fees.

b) As at September 30, 2015, a total of $1,050 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to a corporation controlled by David Hughes, Chief Financial Officer ("CFO") of the Company, for professional fees.

c) As at September 30, 2015, a total of $5,643 (2014 - $5,643) was included in accounts payable and accrued liabilities owing to a corporation controlled by James Newall, a former director of the Company, for geological consulting fees.

d) As at September 30, 2015, a total of $21,525 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to Tyson King, a director of a subsidiary of the Company, for geological consulting fees.

e) As at September 30, 2015, a total of $516,936 (2014 - $516,936) was included in accounts payable and accrued liabilities owing to a corporation controlled by Wayne Tisdale, CEO of the Company, for management fees and interest free loan advances.

f) As at September 30, 2015, a total of $2,157 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to Hikmet Akin, a director of the Company, for reimbursable expenses.

g) As at September 30, 2015, a total of $107,018 (2014 - $Nil) in notes payable and accrued interest was owing to two corporations controlled by Wayne Tisdale, CEO of the Company.

h) The Company repaid notes payable to related parties of $Nil (2014 - $300,000) and the associated interest, included in finance fees, of $Nil (2014 - $36,000).

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding

As at the Report Date, there were 177,095,209 common shares issued and outstanding.

Warrants

As at the Report Date, there were 29,076,578 share purchase warrants outstanding. The warrants are exercisable at $0.11 until July 23, 2016.

Disclosure of Outstanding Share Data (continued)

Stock Options

As at the Report Date, there were 7,250,000 stock options outstanding as follows:

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price
			($)
September 29, 2016	300,000	200,000	0.07
September 11, 2017	950,000	950,000	0.16
October 7, 2018	5,000,000	5,000,000	0.09
November 22, 2018	1,000,000	1,000,000	0.09
	7,250,000	7,150,000	0.10

Subsequent Events

The following events occurred subsequent to the year ended September 30, 2015:

a) A total of 2,300,000 stock options held by former officers of the Company were forfeited without being exercised.

b) Company issued 2,000,000 common shares, valued at $10,000, as an option payment pursuant to the Firebag River Property option agreement.

c) The Company entered into agreements with certain lenders to extend the maturity date from one year to three years from the original issue date on notes payable totaling $374,204.

Accounting Standards Issued But Not Yet Effective

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The pronouncements are being assessed to determine their impact on the Company's results and financial position.

New standards, amendments and interpretations to existing standards not yet effective
The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2015 but are not yet effective:

IFRS 7, Financial Instruments – Disclosure

Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

Accounting Standards Issued But Not Yet Effective (continued)

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2016 but are not yet effective:

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements and IFRS 1, First-time adoption of IFRS

IAS 27 was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

IFRS 1 was amended to permit the use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

IFRS 9, Financial instruments

This standard was issued in November 2009 and covers the classification and measurement of financial assets as part of its project to replace IAS 39 Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to own credit risk out of earnings and recognize the change in other comprehensive income.

The Company has not yet assessed the potential impact of the application of this standard, nor determined whether it will adopt the standard early.

Financial Instruments and Risk Management

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, short-term investments, receivables, restricted deposits, accounts payable and accrued liabilities and notes payable.

The Company classified its cash and short-term investments as fair value through profit or loss; receivables as loans and receivables; and accounts payable and accrued liabilities and notes payable as other financial liabilities. The fair values of cash and short-term investments are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, restricted deposits, accounts payable and accrued liabilities and notes payable approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at June 30, 2015. The Company does not believe it has a material exposure to credit risk.

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has significant financial liabilities outstanding including accounts payable and accrued liabilities and loans payable. The Company is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions.

Financial Instruments and Risk Management (continued)

Interest rate risk

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest bearing assets or any interest bearing liabilities that are tied into market rates.

Commodity 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 of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Political uncertainty

In conducting operations in other countries, the Company was subject to considerations and risks not typically associated with companies operating in North America. These included risks such as the political, economic and legal environments. Among other things, the Company's results may have been adversely affected by changes in the political and social conditions, and by changes in governmental policies with respect to mining laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation. The Company currently operates primarily in Canada and thus is not exposed to any material political risk.

Foreign exchange risk

The Company is not exposed to any significant foreign currency risk

Management of Capital

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management of Capital (continued)

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets and debt securities to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There have been no changes to the Company's approach to capital management during the year ended September 30, 2015.

Additional Information

On July 10, 2015, David Miller resigned from the Board of Directors and from the position of President and Chief Executive Officer ("CEO") of the Company. Wayne Tisdale concurrently assumed the position of President and CEO. In addition, David Hughes was appointed the Chief Financial Officer ("CFO") of the Company following the resignation of Lesia Burianyk on July 31, 2015.

Additional information relating to the Company is available on the Company's website at www.declanresources.com and under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Forward-Looking Statements (continued)

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Risks and Uncertainties

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Risks and Uncertainties (continued)

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

Corporate Information

Directors:	Gordon King Michelle Gahagan Wayne Tisdale Dr. Hikmet Akin
Officers:	Wayne Tisdale, President and CEO David Hughes, CFO Leah Martin, Corporate Secretary
Auditor:	Davidson and Company LLP Chartered Professional Accountants Suite 1200 – 609 Granville Street Vancouver, BC, V7Y 1G6
Legal Counsel:	Macdonald Tuskey Suite 400 570 Granville Street Vancouver, BC, V6C 3P1
Transfer Agent:	Computershare Trust Company of Canada 2nd Floor – 510 Burrard Street Vancouver, BC, V6C 3B9

Contact Information

Wayne Tisdale, President and CEO
Declan Resources Inc.
Suite 302 – 1620 West 8th Avenue
Vancouver, British Columbia V6J 1V4
Tel: 604-639-4457

DECLAN RESOURCES INC.

Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

Three Month Period Ended
December 31, 2015

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements. The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

Declan Resources Inc.

Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	December 31, 2015 ($)	September 30, 2015 ($)
ASSETS		
Current assets		
Cash	9,808	512
Receivables (Note 4)	3,756	3,660
Short-term investments (Note 5)	380,000	200,000
Prepaid expenses	49,074	46,574
Deposits (Note 6)	32,413	32,413
	475,051	283,159
Restricted deposits (Note 7)	11,500	11,500
Exploration and evaluation assets (Note 8)	18,774	8,774
	505,325	303,433
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (Note 9)	579,197	1,103,221
Current portion of notes payable (Note 10)	38,013	401,843
	617,210	1,505,064
Notes payable (Note 10)	938,404	-
	1,555,614	1,505,064
Shareholders' equity (deficiency)		
Share capital (Note 11)	18,107,921	18,097,921
Share-based payments reserve (Note 11)	1,554,336	1,554,336
Deficit	(20,712,546)	(20,853,888)
	(1,050,289)	(1,201,631)
	505,325	303,433

Nature of operations and going concern (Note 1)
Commitments and contingencies (Note 16)

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on January 20, 2016. They are signed on behalf of the Board of Directors by:

"Michelle Gahagan"
Director

"Wayne Tisdale"
Director

Declan Resources Inc.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in Canadian Dollars)
(Unaudited)

	Three Month Period Ended December 31, 2015	**Three Month Period Ended December 31, 2014**
	($)	**($)**
EXPENSES		
Consulting fees	4,657	9,661
Exploration and evaluation expenditures (Note 8)	-	114,398
Finance fees (Note 10 and 12)	10,374	1,937
Foreign exchange loss	-	1,621
Insurance	-	1,569
Investor relations	329	39,509
Management fees (Note 12)	15,000	48,807
Office and miscellaneous	8,207	24,661
Professional fees (Note 12)	12,179	13,500
Share-based compensation (Note 11 and 12)	-	56,188
Transfer agent and filing fees	8,369	10,182
Travel	2,808	11,682
Loss from operations	(61,923)	(333,715)
Interest income	25	62
Change in fair value of short-term investments (Note 5)	194,000	-
Gain on disposal of short-term investments (Note 5)	9,240	-
Income (loss) and comprehensive income (loss)	141,342	(333,653)
Basic and diluted earnings (loss) per common share	0.00	(0.00)
Weighted average common shares outstanding:		
Basic	176,334,339	174,446,704
Diluted	176,334,339	174,446,704

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Declan Resources Inc.

Condensed Interim Consolidated Statement of Changes in Shareholders` Equity (Deficiency)
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Amount ($)	Share-based Payments Reserve ($)	Deficit ($)	Total Shareholders' Equity (Deficiency) ($)
Balance at September 30, 2014	**173,482,709**	**18,065,671**	**1,430,822**	**(18,318,062)**	**1,178,431**
Shares issued for exploration and evaluation assets	1,500,000	30,000	-	-	30,000
Shares issued for finder's fee	112,500	2,250	-	-	2,250
Share-based compensation	-	-	56,188	-	56,188
Loss and comprehensive loss	-	-	-	(333,653)	(333,653)
Balance at December 31, 2014	**175,095,209**	**18,097,921**	**1,487,010**	**(18,651,715)**	**933,216**
Share-based compensation	-	-	67,326	-	67,326
Loss and comprehensive loss	-	-	-	(2,202,173)	(2,202,173)
Balance at September 30, 2015	**175,095,209**	**18,097,921**	**1,554,336**	**(20,853,888)**	**(1,201,631)**
Shares issued for exploration and evaluation assets	2,000,000	10,000	-	-	10,000
Income and comprehensive income	-	-	-	141,342	141,342
Balance at December 31, 2015	**177,095,209**	**18,107,921**	**1,554,336**	**(20,712,546)**	**(1,050,289)**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Declan Resources Inc.

Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Three Month Period Ended December 31, 2015	2014
	($)	($)
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Income (loss) and comprehensive income (loss)	141,342	(333,653)
Items not affecting cash:		
Share-based compensation	-	56,188
Accrued interest	10,374	-
Change in fair value of short-term investments	(194,000)	-
Gain on disposal of short-term investments	(9,240)	-
Changes in non-cash working capital items:		
Decrease (increase) in receivables	(96)	1,940
Increase in prepaid expenses	(2,500)	(21,547)
Increase (decrease) in accounts payable and accrued liabilities	(14,024)	33,478
CASH USED IN OPERATING ACTIVITIES	(68,144)	(263,594)
FINANCING ACTIVITIES		
Proceeds from notes payable	54,200	199,000
CASH PROVIDED BY FINANCING ACTIVITIES	54,200	199,000
INVESTING ACTIVITIES		
Option proceeds received in advance	-	70,000
Proceeds from the disposal of short-term investments	23,240	-
CASH PROVIDED BY INVESTING ACTIVITIES	23,240	70,000
CHANGE IN CASH DURING THE PERIOD	9,296	5,406
CASH - BEGINNING OF PERIOD	512	4,087
CASH - END OF PERIOD	9,808	9,493

Supplemental Cash Flow Information (Note 17)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Declan Resources Inc. ("the Company") was incorporated on August 25, 2005 under the laws of British Columbia. The Company's head office and registered and records office is Suite 302 – 1620 West 8th Ave, Vancouver, BC, V6J 1V4, Canada. The Company is traded on the TSX Venture Exchange ("TSX-V").

The Company is a mineral exploration company focused on acquiring, exploring and developing exploration and evaluation assets in Canada.

At the date of the condensed interim consolidated financial statements, the Company has not identified a known body of commercial grade mineral on any of its exploration and evaluation assets. The ability of the Company to realize the costs it has incurred to date on exploration and evaluation assets is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the exploration and evaluation assets. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

The condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors the price of uranium, developments in the uranium market, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur.

The Company estimates that it will need additional capital to operate for the upcoming year. The Company believes such financing will be available as required, however, there can be no assurance that the Company will be successful in its future financing attempts. These material uncertainties may cast doubt on the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations committee. They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2014, prepared in accordance with IFRS as issued by the IASB.

Basis of presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information and for certain financial assets measured at fair value.

2. BASIS OF PRESENTATION (continued)

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the parent and its subsidiaries.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the condensed interim consolidated financial statements.

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Principal Activity
Declan Resources (Wyoming) LLC	U.S.A.	100%	Exploration in U.S.A.
Talos Minerals Ltd.	Canada	100%	Holding Company
Revonah Resources (SL) Ltd.	Sierra Leone	85%	Exploration in Sierra Leone
Greenstone Minerals (SL) Ltd.	Sierra Leone	85%	Exploration in Sierra Leone

Use of estimates and judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements. Estimates and assumptions are continually evaluated and are based on management's experience and other facts and circumstances. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting year, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) Deferred income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. The Company has adequately provided for all income tax obligations, however; changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the Company's provision for deferred income taxes.

2. BASIS OF PRESENTATION (continued)

Use of estimates and judgments (continued)

ii) Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

Significant judgments that management has made at the end of the reporting period are as follows:

i) Determination of functional currency

The functional currency of the Company and its subsidiary is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of each entity to be the Canadian dollar. Determination of the functional currency may involve certain judgments to determine the primary economic environment. The functional currency may change if there is a change in events and conditions which determines the primary economic environment.

ii) The carrying value and the recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

3. NEW ACCOUNTING STANDARDS

During the three month period ended December 31, 2015, the Company adopted the following new and amended IFRS pronouncements.

New standards, amendments and interpretations to existing standards

The following standard was adopted during the period:

IFRS 7, Financial Instruments – Disclosure

Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

The adoption of this revised standard did not have a material effect on these condensed interim financial statements.

3. NEW ACCOUNTING STANDARDS (CONTINUED)

New standards, amendments and interpretations to existing standards not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's condensed interim financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The pronouncements are being assessed to determine their impact on the Company's results and financial position.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2016 but are not yet effective:

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements and IFRS 1, First-time adoption of IFRS

IAS 27 was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

IFRS 1 was amended to permit the use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

IFRS 9, Financial Instruments – Classification and Measurement

IFRS 9 is a new standard on financial instruments that will replace IAS 39*, Financial Instruments: Recognition and Measurement.*

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

(Expressed in Canadian dollars)

3. NEW ACCOUNTING STANDARDS (CONTINUED)

IFRS 15, Revenue from Contracts with Customers

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

4. RECEIVABLES

	December 31, 2015	**September 30, 2015**
	($)	**($)**
GST receivable	2,752	2,681
Other receivables	719	719
Interest receivable	285	260
	3,756	3,660

5. SHORT-TERM INVESTMENTS

Short-term investments consists of common shares of Opal Energy Corp. ("Opal'"), a Canadian publicly traded company, with an original acquisition cost of $280,000. The Company has classified it short-term investments as fair value through profit or loss.

During the three month period ended December 31, 2015, the Company recorded an unrealized gain of $194,000 (2014 - $Nil). In addition, the Company recorded a gain of $9,240 from the disposal of 100,000 common shares of Opal for cash proceeds of $23,240.

As at December 31, 2015, the Company held 1,900,000 common shares of Opal.

6. DEPOSITS

As at December 31, 2015, deposits consisted of $32,413 (September 30, 2015 - $32,413) held by the Government of Saskatchewan with respect to outstanding exploration work commitments on the Davidson River property.

7. RESTRICTED DEPOSITS

As at December 31, 2015, restricted deposits consisted of $11,500 (September 30, 2015 - $11,500) held in a guaranteed investment certificate as collateral for a corporate credit card.

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS

The Company issued 2,000,000 common shares with a fair value of $10,000 as acquisition costs in connection with the Firebag River property during the three month period ended December 31, 2015.

A schedule of exploration and evaluation asset acquisition costs during the year ended September 30, 2015 is as follows:

Property	As at September 30, 2014	Cash	Other	Shares	Option Payments	Write-offs and Disposals	As at September 30, 2015
	($)	($)	($)	($)	($)	($)	($)
Firebag River	290,871	-	2,250	30,000	(323,121)	-	-
Patterson Lake NE	548,780	-	-	-	-	(548,780)	-
North Star	202,923	-	-	-	-	(202,923)	-
Thorburn Lake	44,827	-	-	-	-	(44,827)	-
Jackfish Creek	44,827	-	-	-	-	(44,827)	-
Maurice Creek	86,385	-	-	-	-	(86,385)	-
Maybelle North	131,210	-	-	-	-	(131,210)	-
Archer Lake	148,885	-	-	-	-	(148,885)	-
Davidson River	41,558	-	-	-	-	(41,558)	-
Big Sandy Lake	41,558	-	-	-	-	(41,558)	-
Beatty River	41,558	-	-	-	-	(41,558)	-
Other	8,774	-	-	-	-	-	8,774
Total	1,632,156	-	2,250	30,000	(323,121)	(1,332,511)	8,774

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

The Company did not incur any exploration and evaluation expenditures during the three month period ended December 31, 2015.

A schedule of exploration and evaluation expenditures during the year ended September 30, 2015 is as follows:

Expenditures	**Patterson Lake**	**Maybelle North**	**Thorburn Creek**	**Maurice Creek**	**Davidson River**	**Big Sandy**	**Other**	**Total**
	($)	**($)**	**($)**	**($)**	**($)**	**($)**	**($)**	**($)**
Field work	-	-	-	-	461,232	-	-	461,232
Geological	5,909	2,544	29,279	14,846	34,377	3,659	19,185	109,799
Geophysics	-	-	-	69,901	-	-	-	69,901
Licenses and permits	-	625	-	1,250	1,250	-	-	3,125
Travel	-	-	-	-	4,757	-	-	4,757
	5,909	3,169	29,279	85,997	501,616	3,659	19,185	648,814

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

a) Firebag River Property

On October 24, 2013, as amended on September 23, 2014 and November 26, 2015, the Company entered into a property option agreement to acquire a 100% interest in the Firebag River Property located in Alberta, Canada. To acquire the property, the Company must make cash payments of $85,000, issue 5,000,000 common shares and complete an exploration work commitment of $300,000 as follows:

	Acquisition in Cash	**Acquisition in Shares**	**Exploration Work Commitments**
	($)		**($)**
On signing of agreement (completed)	45,000	-	-
On approval of agreement by the TSX-V (completed)	40,000	1,500,000	-
November 22, 2014 (completed)	-	1,500,000	150,000
November 5, 2015 (completed)	-	2,000,000	-
November 22, 2016	-	-	150,000
Total	85,000	5,000,000	300,000

On November 5, 2013, 1,500,000 common shares, valued at $135,000, were issued pursuant to the property option agreement. On November 5, 2014, 1,500,000 common shares, valued at $30,000, were issued pursuant to the property option agreement. On November 5, 2015, 2,000,000 common shares, valued at $10,000, were issued pursuant to the property option agreement.

The Optionor retained a 2% net smelter royalty ("NSR") and a 4% gross overriding royalty ("GORR") with respect to the production from the property.

A total of 112,500 (2014 – 626,250) common shares, valued at $2,250 (2014 - $56,363), were issued as a finder's fee in connection with the acquisition.

On September 23, 2014, as amended on November 26, 2015, the Company entered into a property option amending agreement to modify the terms of the original agreement. The amendment allows for Opal Energy Corp. ("Opal"), a corporations that shares management in common with the Company, to earn up to a 70% interest in the property. The exploration work commitments will be changed from $3,000,000 to $300,000 over a two year period and will be made by Opal. The share issuances will remain the same and will be issued by the Company. In addition, Opal will reimburse exploration expenditures of $71,527, cash acquisition costs of $85,000, make cash payments of $250,000, and issue 4,000,000 common shares as follows:

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

a) Firebag River Property (continued)

	Reimbursement of Costs Incurred	Acquisition in Cash	Acquisition in Shares
	($)	($)	
On approval of agreement by the TSX-V (received)	156,527	-	2,000,000
Within 90 days of TSX-V approval (received)	-	50,000	-
March 2, 2016	-	100,000	1,000,000
March 2, 2017	-	100,000	1,000,000
Total	156,527	250,000	4,000,000

At any time after completion of the option agreement, Opal can earn an additional 5% of the property from the Company by way of issuing 500,000 common shares of Opal to the Company.

At December 31, 2015, the Company had received cash payments of $206,527 and 2,000,000 common shares valued at $280,000 (Note 5). A total $323,121 was recorded as a recovery of exploration and evaluation assets against the capitalized acquisition cost of Firebag River and the remaining amount of $163,406 was recorded in the consolidated statement of loss and comprehensive loss as a gain on third party interest in exploration and evaluation assets.

b) Patterson Lake Property

On September 9, 2013, the Company entered into a property option agreement, subsequently amended on September 9, 2014, to acquire a 100% interest in the Patterson Lake Property located in Saskatchewan, Canada. To acquire the property, the Company must make cash payments of $250,000, issue 4,000,000 common shares and complete an exploration work commitment of $650,000.

The Company issued 4,000,000 common shares, valued at $300,000, and paid $185,000 in acquisition costs pursuant to the property option agreement. A total of 734,211 common shares, valued at $55,066, were issued as a finder's fee in connection with the acquisition. The Company also incurred $8,714 in miscellaneous acquisition costs capitalized to the property.

In June 2015, the Company sold 100% of its rights to the Patterson Lake Property to an unrelated third party for cash proceeds of $75,000. A loss on disposal of $473,780 was recorded during the year ended September 30, 2015.

8. EXPLORATION AND EVALUATION ASSETS (continued)

c) North Star Property

The Company acquired a 100% interest in the North Star Property by making cash payments of $15,000 and issuing 1,500,000 common shares, valued at $165,000. A total of 162,500 common shares, valued at $17,875, were issued as a finder's fee in connection with the acquisition. The Company also incurred $5,048 in miscellaneous acquisition costs capitalized to the property.

During the year ended September 30, 2015, the Company decided to discontinue exploration on the remainder of the North Star property, relinquished its rights to the property and, accordingly, recorded a write-off of $202,923.

d) Six Pack Properties

On March 31, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Six Pack Properties located in Alberta and Saskatchewan, Canada.

To acquire the Jackfish Creek, Maurice Creek, Maybelle North, Richardson River (grouped with Maybelle North), and Thorburn Lake properties, the Company must make cash payments of $100,000, issue 1,500,000 common shares and complete an exploration work commitment of $200,000.

The Company issued 1,500,000 common shares, valued at $112,500, and paid $75,000 in acquisition costs pursuant to the property option agreement. The Company also incurred $3,963 in miscellaneous acquisition costs capitalized to the property.

To acquire the Archer Lake property, the Company must make cash payments of $25,000, issue 1,000,000 common shares and complete an exploration work commitment of $25,000.

The Company issued 1,000,000 common shares, valued at $75,000, and paid $25,000 in acquisition costs pursuant to the property option agreement. A total of 340,909 common shares, valued at $39,205, were issued as a finder's fee in connection with this acquisition. The Company also incurred $792 in miscellaneous acquisition costs capitalized to the property.

During the year ended September 30, 2015, management decided to discontinue exploration on the Six Pack properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $331,460.

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

e) Davidson Group Properties

On July 28, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Davidson Group Properties located in Alberta and Saskatchewan, Canada. To acquire the Maybelle North, Rene Lake (grouped with Archer Lake), Davidson River, Beatty River, Maurice Creek, and Big Sandy Lake properties, the Company must make cash payments of $300,000, issue 7,500,000 common shares and complete an exploration work commitment of $1,500,000.

The Company issued 2,500,000 common shares, valued at $150,000, and paid $50,000 in acquisition costs pursuant to the property option agreement. A total of 616,071 common shares, valued at $36,964, were issued as a finder's fee in connection with the acquisition. The Company also incurred $12,384 in miscellaneous acquisition costs capitalized to the property.

During the year ended September 30, 2015, management decided to discontinue exploration on the Davidson Group properties, relinquished its rights to the properties and, accordingly, recorded a write-off of $249,348.

f) Other

During the year ended September 30, 2014, the Company acquired properties in Saskatchewan by staking six claims at a cost of $8,774. No additional work was performed on these claims during the three month period ended December 31, 2015 or the year ended September 30, 2015.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities is comprised of the following:

	December 31, 2015	September 30, 2015
	($)	($)
Accounts payable	399,114	407,276
Related party payable (Note 12)	174,003	675,945
Accrued liabilities	6,080	20,000
	579,197	1,103,221

10. NOTES PAYABLE

During the year ended September 30, 2015, the Company issued notes payable for total proceeds of $374,204 (Note 12). The notes bear interest at 10% per annum, payable quarterly, and mature one year from the date of issuance. On October 15, 2015, the Company extended the maturity date of each of the notes to three years from the original issuance date.

During the three month period ended December 31, 2015, the Company issued two notes payable that bear interest at 10% per annum, payable quarterly, and mature three years from the date of issuance for aggregate cash proceeds of $54,200. Furthermore, the Company issued a three year note payable for $510,000 under the same terms to settle existing non-interesting bearing, unsecured demand loans previously classified as accounts payable.

The Company has accrued $10,374 (2014 - $1,937) in interest costs, recorded in finance fees.

At December 31, 2015, a total of $38,013 (September 30, 2015 - $27,639) in accrued interest remains outstanding to be paid.

11. SHARE CAPITAL AND RESERVES

a) Authorized share capital

An unlimited number of common shares without par value.

b) Issued share capital

During the three month period ended December 31, 2015, the Company issued 2,000,000 common shares with a value of $10,000 as an option payment pursuant to the Firebag River option agreement (Note 8(a)).

During the year ended September 30, 2015, the Company:

i) issued 1,500,000 common shares with a value of $30,000 as an option payment pursuant to the Firebag River option agreement (Note 8(a)).

ii) issued 112,250 common shares with a value of $2,250 as a finder's fee pursuant to the Firebag River option agreement (Note 8(a)).

c) Stock options

Pursuant to the policies of the TSX-V, the Company may grant incentive stock options to its officers, directors, employees and consultants. The Company has implemented a fixed Stock Option Plan (the "Plan") whereby the Company has reserved 10% of the issued shares for issuance under the Plan. Options have a maximum term of ten years and terminate after a certain number of days following the termination of the optionee's term/employment, except in the case of death, in which case they terminate one year after the event. Vesting is determined by the Board of Directors.

(Expressed in Canadian dollars)

11. SHARE CAPITAL AND RESERVES (continued)

c) Stock options (continued)

At December 31, 2015, the Company had incentive stock options enabling the holders to acquire further common shares as follows:

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life
			($)	(years)
September 29, 2016	300,000	200,000	0.07	0.75
September 11, 2017	950,000	950,000	0.16	1.70
October 7, 2018	5,000,000	5,000,000	0.09	2.77
November 22, 2018	1,000,000	1,000,000	0.09	2.90
	7,250,000	7,150,000	0.10	2.56

A continuity schedule of outstanding stock options is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – September 30, 2014	11,300,000	0.11
Expired	(1,000,000)	0.15
Forfeited	(750,000)	0.15
Balance – September 30, 2015	9,550,000	0.10
Forfeited	(2,300,000)	0.11
Balance – December 31, 2015	7,250,000	0.10

d) Share purchase warrants

At December 31, 2015, the Company had 29,076,578 outstanding share purchase warrants that are exercisable at $0.11 per share until July 23, 2016.

A continuity schedule of outstanding share purchase warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – September 30, 2014	49,008,886	0.13
Exercised	(19,932,308)	0.15
Balance – September 30, 2015 and December 31, 2015	29,076,578	0.11

(Expressed in Canadian dollars)

12. RELATED PARTY TRANSACTIONS

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions during the three month periods ended December 31, 2015 and 2014:

Key Management Compensation

	2015 ($)	2014 ($)
Management fees paid or accrued to a corporation controlled by the former Chief Executive Officer ("CEO") of the Company.	-	33,807
Interest expense paid or accrued to corporations controlled by the CEO of the Company.	3,501	-
Geological consulting fees paid or accrued to a director of the Company.	4,000	11,000
Share-based compensation vested for incentive stock options issued to certain officers and directors of the Company.	-	37,314
Professional fees paid or accrued to a corporation controlled by the Chief Financial Officer ("CFO") of the Company.	1,000	-
Professional fees paid or accrued to the former CFO of the Company.	-	13,500
Total	8,501	95,621

a) As at December 31, 2015, a total of $128,634 (September 30, 2015 - $128,634) was included in accounts payable and accrued liabilities owing to a corporation controlled by the former Chief Executive Officer ("CEO") of the Company for management fees.

b) As at December 31, 2015, a total of $2,100 (September 30, 2015 - $1,050) was included in accounts payable and accrued liabilities owing to a corporation controlled by the Chief Financial Officer ("CFO") of the Company for professional fees.

c) As at December 31, 2015, a total of $5,643 (September 30, 2015 - $5,643) was included in accounts payable and accrued liabilities owing to a corporation controlled by a former director of the Company for geological consulting fees.

d) As at December 31, 2015, a total of $25,725 (September 30, 2015 - $21,525) was included in accounts payable and accrued liabilities owing to a director of a subsidiary of the Company for geological consulting fees.

e) As at December 31, 2015, a total of $516,936 (September 30, 2015 - $516,936) was included in accounts payable and accrued liabilities owing to two corporations controlled by the CEO of the Company for management fees and interest free loan advances.

f) As at December 31, 2015, a total of $2,157 (September 30, 2015 - $2,157) was included in accounts payable and accrued liabilities owing to a former director of the Company for reimbursable expenses.

12. RELATED PARTY TRANSACTIONS (continued)

g) As at December 31, 2015, a total of $674,719 (September 30, 2015 - $107,018) in notes payable was owing to two corporations controlled by the CEO of the Company (Note 10).

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, short-term investments, receivables, restricted deposits, accounts payable and notes payable.

The Company classified its cash and short-term investments as fair value through profit or loss; receivables and restricted deposits as loans and receivables; and accounts payable and notes payable as other financial liabilities. The fair values of cash and short-term investments are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, restricted deposits and accounts payable approximate their book values because of the short-term nature of these instruments.

The carrying amounts of the notes payable approximate fair value as the interest rates were negotiated between the Company and arm's length third parties.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at December 31, 2015. The Company does not believe it has a material exposure to credit risk.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has significant financial liabilities outstanding including accounts payable and accrued liabilities and notes payable. The Company is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will seek to secure additional funds through long term debt and equity transactions.

Interest rate risk

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest bearing assets or any variable interest bearing liabilities that are tied into market rates.

Foreign exchange risk

The Company is not exposed to any significant foreign currency risk.

Commodity 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 of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Political uncertainty

In conducting operations in other countries, the Company was subject to considerations and risks not typically associated with companies operating in North America. These included risks such as the political, economic and legal environments. Among other things, the Company's results may have been adversely affected by changes in the political and social conditions, and by changes in governmental policies with respect to mining laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation.

(Expressed in Canadian dollars)

14. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There have been no changes to the Company's approach to capital management during the three month period ended December 31, 2015.

15. SEGMENTED INFORMATION

The Company operates in one industry segment being the acquisition and exploration of mineral exploration and evaluation assets. The total assets attributable to the geographical locations relate primarily to exploration and evaluation assets and are all located in Canada.

16. COMMITMENTS AND CONTINGENCIES

On August 1, 2015, the Company entered into a cost sharing arrangement agreement for the provision of office space and various administrative services. Under the terms of the agreement, the Company will pay $2,500 plus GST per month commencing on September 1, 2015 and continuing until the expiration of the underlying head lease on July 31, 2018.

Fiscal Year	**Amount**
	($)
2016	22,500
2017	30,000
2018	25,000

17. SUPPLEMENTAL CASH FLOW INFORMATION

	2015	**2014**
	($)	**($)**
Supplemental Disclosure of Cash Flow Information:		
Shares issued for exploration and evaluation assets	10,000	30,000
Shares issued for finders' fees for acquisition of exploration and evaluation assets	-	2,250
The Company issued a three year note payable to settle accounts payable	510,000	-

TECHNICAL REPORT ON THE
Firebag Property
ALBERTA, CANADA

Prepared for Declan Resources Inc.
Report for NI 43-101

Author:

ROGER D. MORTON, P.GEOL.

Effective Date: April 10, 2015

DR. R.D. MORTON, P.GEOL.
9039 SASKATCHEWAN DRIVE NW, EDMONTON, ALBERTA T6G 2B2, CANADA
TEL: +1 780 964 1935 | EMAIL: ROGERMORTON1@ME.COM

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Abbreviation	Definition	Abbreviation	Definition
API RP	American Petroleum Institute Recommended Practice	**km**	kilometre
Areva Resources	Areva Resources Canada Ltd.	**km²**	square kilometre
Athabasca Minerals	Athabasca Minerals Inc.	**Loring**	Loring Laboratories Ltd.
ATV	all-terrain vehicle	**m**	metre
°C	degrees Celsius	**mm**	millimetres
cm	centimetre	**MAIM**	Metallic and Industrial Minerals
Dahrouge Geological	Dahrouge Geological Consulting Ltd.	**MSL**	Mineral Surface Lease
Declan	Declan Resources Inc.	**NTS**	National Topographic System
EM	electromagnetic	**Opal**	Opal Energy Corp.
ERCB	Energy Resources Conservation Board	**ppm**	parts per million
ESRD	Environment and Sustainable Resource Development	**QP**	qualified person
fracking	hydraulic fracturing	**SAGD**	steam assisted gravity drainage
fracking sand	hydraulic fracturing proppant	**SME**	surface material exploration
FTU	Formazin Turbidity Unit	**SML**	Surface Material Lease
Ga	billion years	**Tintina**	Tintina Mines Ltd.
Graymont	Graymont Western Canada Inc.	**TMZ**	Taltson Magmatic Zone
ha	hectare	**VLF**	very low frequency
Hammerstone	Hammerstone Corp.	**Vulcan Minerals**	Vulcan Minerals Inc.
HMC	heavy mineral concentrate	**WCSB**	Western Canadian Sedimentary Basin
ICP	inductively coupled plasma	**wt %**	weight percent
kg	kilogram		

1 SUMMARY

Declan Resources Inc. ("Declan") is a publicly owned mineral exploration company based out of Vancouver, BC. The Firebag Property, herein termed "the Property", of Declan is located in the northeastern Athabasca region of Alberta, centered upon a point some 100 km northeast of the city of Fort McMurray. This Technical Report summarizes recent and historic geological exploration on and adjacent to the Property and discusses the logic behind a plan for systematic uranium- and silica sand- ("fracking sand") exploration on this early-stage exploration property. The information, conclusions, opinions, and estimates contained herein are based upon:

- Information available to the author at the time of preparation of this report,
- Assumptions, conditions, and qualifications as set forth in this report, and
- Data, reports, and other information supplied by Declan Resources Inc.

The author has no reason to believe that the information used in the preparation of this report is false or purposefully misleading and has relied upon the accuracy and integrity of the data referenced in Sections 12 and 27 of this report.

Some relevant information on the Property presented in this report is based upon data derived from reports written by geologists and/or engineers whose professional status may or may not be known in relation to the NI 43-101 definition of a Qualified Person. The author has made every attempt to accurately convey the contents of those files, but cannot guarantee the accuracy or validity of the work contained within those files. However, the author believes that these reports were written with the objective of presenting the results without any intent to mislead. In this sense, the information presented should be considered reliable, unless otherwise stated, and may be used without any prejudice by Declan.

The results and opinions expressed in this report are based upon the author's review of the information listed in Section 27 of this report. Although the author has carefully reviewed all of the information provided and believes it to be reliable, the author has not conducted an in-depth independent investigation to verify its accuracy and completeness.

1.1 PROPERTY DESCRIPTION

The center of the Firebag Property is located at 57°30'N, 110°30'W, approximately 100 km northeast of the city of Fort McMurray (Figure 2.1). It can be accessed year-round by helicopter based out of Fort McMurray, Alberta, or in the winter by 4x4 truck or ATV on numerous cutlines and oil well access roads. The Property is comprised of 6 Metallic and Industrial Minerals (MAIM) permits covering approximately 49,536 ha (Figure 4.1).

1.2 LAND TENURE

The Firebag Property is comprised of 6 Metallic and Industrial Minerals (MAIM) permits totalling approximately 49,536 ha. The claims were staked by 877384 Alberta Ltd. in August and September of 2013. Declan Resources Inc. has a 30% interest and Opal Energy Corp. a 70% interest in the Firebag Property, based upon the terms outlined in the option amendment agreement dated September 23, 2014.

1.3 GEOLOGY AND MINERALIZATION

The Property is primarily underlain by rocks of the Western Canadian Sedimentary Basin ("WCSB"), which overlies basement rocks of the Precambrian Taltson Magmatic Zone. The Taltson Zone consists primarily of granitoids, metasedimentary gneisses, granitic gneisses, and amphibolites. Outcropping bedrock on the Firebag Property is dominantly comprised of sands of the Cretaceous McMurray Formation, which have been covered by a veneer of Quaternary sediments. On surface the property is covered by Quaternary fluvioglacial sediments in the form of outwash sands and gravels (often modified by glaciation), stream alluvium, and ice-contact deposits. Several faults crosscut the property, principally the Beatty River Fault Zone, the Firebag Fault, and the Johnson Lake Fault. The current southern margin of the eroded Athabasca Basin is located approximately 30 km north of the Firebag Property. The rock sequence of the Athabasca Basin is thought to have once covered a much larger area, before being eroded to its current extent.

To date no uranium mineralization has been identified on the Firebag Property. The nearest confirmed uranium occurrence is located on the Maybelle River Project of Areva Resources Canada, which is host to the Dragon Lake Zone, located approximately 65 kilometres north of the Firebag Property. This occurrence is not necessarily proof of any potential for the occurrence of any analogous uranium mineralization on the Firebag Property, but its location in relation to the current margin of the Athabasca Basin lends some credence to the hypothesis that uranium mineralization could exist on the Firebag Property.

Exploration conducted on the property during 2013 and 2014 discovered silica sands with potentials for use as proppants in hydraulic fracturing. Further work is necessary to ensure that the silica sand meets all criteria for use as a proppant according to API RP 56; initial test results were promising. Athabasca Minerals' Firebag Property, located 50 km west, has shown promising results for two of five sand units which can be used as fracking sands. This nearby occurrence is not necessarily proof of the potential for the occurrence of any analogous fracking sand on Declan's Firebag Property.

1.4 Exploration

In 2013, the initial optioner of the Property, Declan, completed a silica sand test-pit program on the Firebag Property in order to test the sand's potential for use as hydraulic fracturing proppant. This was followed up in 2014 by a more detailed hand-auger program designed to test the depth potentials of the silica sand deposits.

Declan has also conducted a review of historical geophysical data, with its focus on potential structural control for Athabasca Basin-type uranium deposits. A preliminary study of historical geochemical data, focusing upon cobalt anomalies, with the intent of identifying associated uranium mineralization, has also been completed.

The total cost of Declan's exploration- and investigatory-work during the period of November 2013 to September 2014 was $118,886.

1.5 Development and Operations

The Firebag Property is crosscut by numerous cutlines, oil well pads, and access roads. Currently, the closest major transport infrastructure is the Athabasca Winter Road, located approximately 25 km to the northwest. SilverWillow Energy is planning extensive development at their Audet SAGD project, located on the Firebag Property. Their currently planned development would see access roads driven to the centre of the Firebag Property, and extensively throughout it, in 2015 and 2016 (SilverWillow Energy, 2013). There has been no known mineral production from the Property.

1.6 Conclusions and Recommendations

The Firebag Property is underlain by basement rocks of the Taltson Magmatic Zone, sands of the McMurray Formation and at surface is dominated by Quaternary sands and gravels. Several large geological structures run through the property, namely the Beatty River Fault Zone, the Firebag Fault, and the Johnson Lake Fault.

Historic exploration identified a minor cobalt anomaly in the north of the Property, near the fault systems. More recent geochemical exploration has not identified any anomalous uranium pathfinder mineralization.

Exploration in 2013 and 2014 identified several areas prospective for silica sand proppants on the Firebag Property. Pit and hand auger samples of the basal sand unit returned excellent sphericity, good roundness, and results primarily fell within those size fractions used for fracking sands. On their Firebag Property, located 50 km to the west, Athabasca Minerals has tested the Quaternary sands for use as a proppant. Two of the five sand units identified had the required properties for fracking sands. The author has been unable to personally verify the results from the adjacent properties, and it is stressed that they are not necessarily indicative of any mineralization, if present, on the Property.

Risks do exist with regards to the silica sand potentials of the Firebag Property. Currently, tenure rights for silica sand in Alberta are not well defined by the regulations. The loose sands within the Athabasca region have previously been classified as a surface material under the Public Lands and Law of Property acts. Metallic and Industrial Minerals permits do not grant mineral rights to silica sand, unless they are considered consolidated and “formational”. Based upon this, an SML is likely required, in addition to the current MAIM permits, to ensure ownership of silica sand mineral rights.

Separate exploration programs targeting uranium mineralization and fracking sands are recommended totalling $236,500 for Phase 1. For uranium, an ICP-MS lead isotope sampling program on sands from historic oil sands drill-cores is recommended, totalling approximately $6,500. For silica sand exploration, Phase 1 would consist of a ground penetrating radar survey over previously explored portions of the property, estimated to cost $80,000, as well as a hand/mechanized augering and pitting program to test the depths, extent, and qualities of the deposits, estimated to cost $150,000.

2 INTRODUCTION

Dr. R.D. Morton, P.Geol. has been retained by Declan Resources Inc. ("Declan") to prepare an independent Technical Report concerning the Firebag Property, located in Alberta, Canada (Figure 2.1). The report was commissioned by Declan to comply with regulatory disclosure and reporting requirements outlined in Canadian National Instrument 43-101 ("NI 43-101"), companion policy NI 43-101CP, and Form 43-101F ("Technical Reports").

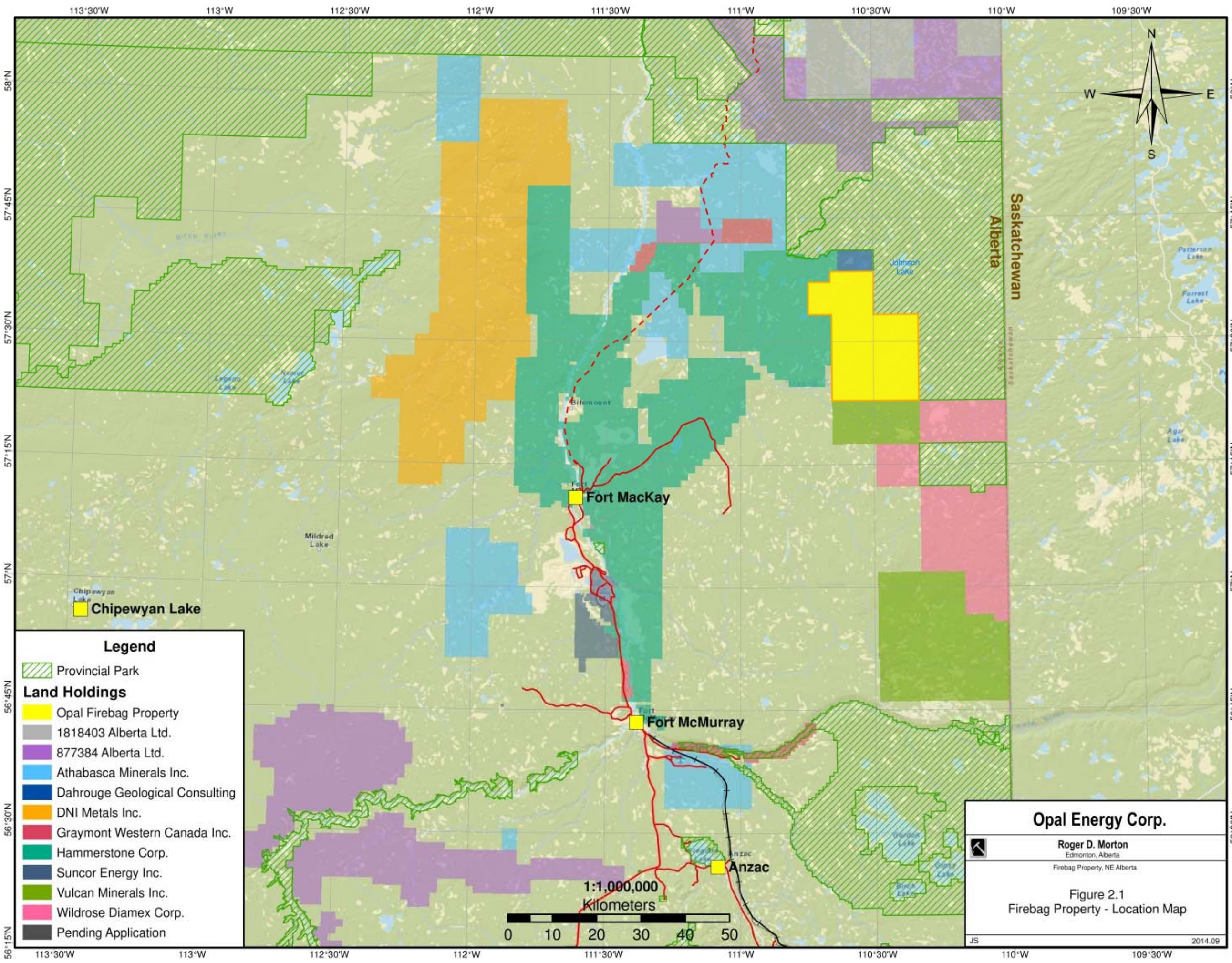

Figure 2.1 Location of the Firebag Property

The purpose of this report is to summarize and review the recent and historic geological exploration on, or adjacent to, the Property and to provide an assessment of any future economic mineral potentials.

Information, conclusions, and recommendations contained in this report are based upon published and unpublished data, see section 27 "References". The geophysical data described in Section 9 "Exploration" were obtained from historic assessment reports, internal reports, and regional geophysical databases; see section 27 "References". Details of data validation are provided in Section 12 "Data Validation".

The Qualified Person responsible for this report, Dr. Roger D. Morton, conducted a one-day site visit on the Property on August 18, 2014.

3 RELIANCE ON OTHER EXPERTS

For the purpose of this report, specifically Sections 1.2 "Land Tenure" and 4.2 "Mineral Tenure", the author has relied upon ownership information publically available from Government of Alberta, Alberta Energy website. This information was last accessed on October 2, 2014. The author has neither researched property title nor the mineral rights for the Firebag Property and expresses no opinions as to the legal ownership status of the property.

4 Property Description and Location

4.1 Location

The Property is located in northern Alberta and is centered upon approximately 57°30'N, 110°30'W. The centre point of the Property is located approximately 100 km northeast of the city of Fort McMurray, and 75 km northeast of the community of Fort MacKay (Figure 2.1). The Property is comprised of 6 Metallic and Industrial Minerals (MAIM) permits covering approximately 49,536 ha (Figure 4.1). It is situated within NTS map sheets 74E/07 to 74E/10.

The Firebag Property may be accessed year-round by helicopter based out of Fort McMurray, Alberta. A network of cutlines, trails, oil well pads, and access roads also crosscut the Property, providing access in the winter. The Athabasca winter road runs approximately 25 km to the northwest of the northwestern-most boundary of the Property. SilverWillow Energy is planning extensive development at their Audet SAGD project, located on the Firebag Property. Their currently planned development would see access roads driven to the centre of the Firebag Property, and extensively throughout it, during 2015 and 2016.

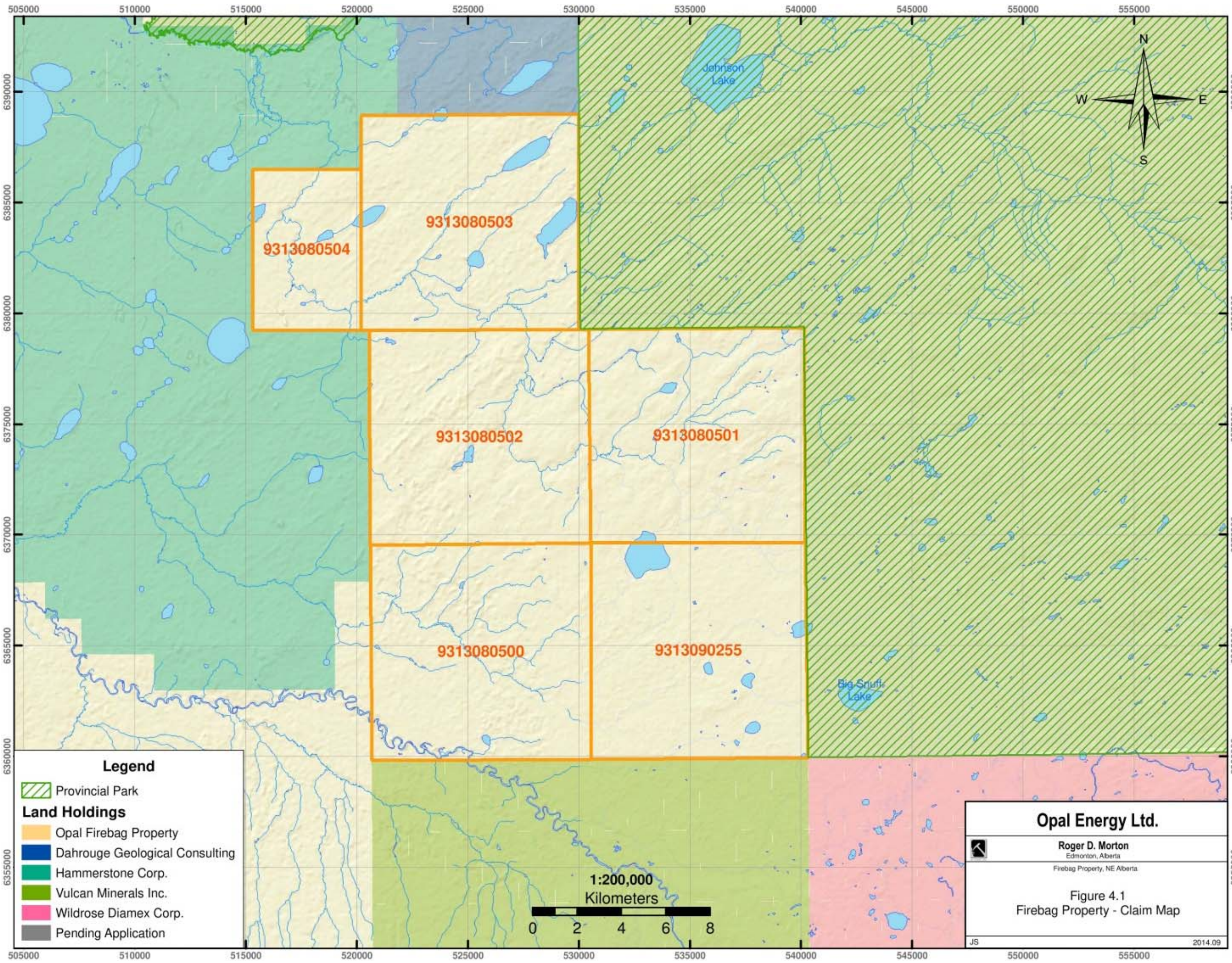

Figure 4.1 Firebag Property – Mineral Dispositions

4.2 MINERAL TENURE

The Firebag Property is composed of 6 MAIM permits, (Table 4.1; Figure 4.1). All of the aforesaid dispositions are in good standing. The tenures were map staked in August and September of 2013 by 877384 Alberta Ltd. Declan has a 30% interest and Opal a 70% interest in the Firebag Property; subject to the terms outlined in the option amendment agreement dated September 23, 2014. These mineral claims grant Opal and Declan the right to explore for minerals within the claim lands.

Table 4.1 Mineral Dispositions, Firebag Property

Disposition	Area (ha)	Record Date	Anniversary Date	Required Work
9313080500	9216.0	August 27, 2013	August 27, 2015	$46,080.00
9313080501	9216.0	August 27, 2013	August 27, 2015	$46,080.00
9313080502	9216.0	August 27, 2013	August 27, 2015	$46,080.00
9313080503	9216.0	August 27, 2013	August 27, 2015	$46,080.00
9313080504	3456.0	August 27, 2013	August 27, 2015	$17,280.00
9313090255	9216.0	September 27, 2013	September 27, 2015	$46,080.00

In Alberta, exploration and mining are governed by the Alberta Mines and Minerals Act, and administered by Alberta Department of Energy's Coal and Mineral Development Unit. A Metallic and Industrial Minerals (MAIM) permit grants the holder exclusive rights to explore and prospect for minerals, but not to mine minerals in the permit area. Permits may be renewed for up to fourteen (14) years. Individual MAIM permits must be between 16 and 9,216 ha. In order to maintain the MAIM permits; a total of $247,680 ($5 per hectare) needs to be spent for the period of years 1-2 in conducting exploration activities on the Property. This increases to $10 per hectare for the period of years 3-4 and 5-6, and increases again to $15 per hectare for the period of years 9-10, 11-12, and 13-14.

A MAIM permit may be converted to a MAIM lease, which gives the holder exclusive rights to explore for, dig, work, mine, recover, procure and carry away the minerals within the lease area. Additionally, a mineral surface lease (MSL) would be required for any mining activities. In order to convert a MAIM permit to a MAIM lease, it must be in good standing and an application fee of $625 must be paid. Application must be made through Alberta Department of Energy's Coal and Mineral Development Unit and be accompanied by the payment of the first year of rent. Leases are valid for 15 years and are renewable.

The MAIM permits for the Firebag Property are registered to 877384 Alberta Ltd. The property was initially optioned to Declan in an Option Agreement dated October 24, 2013. Declan and Opal have since entered into an Option Amendment Agreement, dated September 23, 2014, forming a two party joint venture, which grants Opal the right to acquire a 70% interest in the Property, with Declan retaining a 30% interest. Opal may acquire an additional 5% interest in the joint venture at any time by issuing Declan 500,000 common shares of Opal. The agreement allows Opal the right to enter upon and work the Property and includes the rights to all metals and minerals on the Property with the exception of limestone, dolomite and building stone. The optioner, 877384 Alberta Ltd., will retain a Gross Overriding Royalty ("GOR") of 4% on all diamond and fracking sand production and a Net Smelter Royalty ("NSR") of 2% on all material except diamonds, limestone, dolomite, building stone and fracking sand.

In consideration of Declan retaining a 30% interest and transferring the right for Opal to acquire a 70% interest in the Property and Declan having made cash payments, issued common shares, and incurred expenditures, Opal must make the following payments to Declan:

1. 2,000,000 Opal common shares to Declan upon TSX Venture Exchange ("TSXV") approval of the option amending agreement dated September 23, 2014, which was received March 2, 2015.

2. 1,000,000 shares and an additional $100,000 in cash or shares of Opal on the first anniversary of TSXV approval of the option amending agreement dated September 23, 2014, being March 2, 2016.
3. 1,000,000 shares and an additional $100,000 in cash or shares of Opal on the second anniversary of TSXV approval of the option amending agreement dated September 23, 2014, being March 2, 2017.

In order to maintain the option in good standing and acquire 70% interest in the Firebag Property, Opal must, during the option period, incur in aggregate at least $850,000 of expenditures on the Firebag Property as follows :

1. $150,000 of expenditures by November 22, 2014.
2. $100,000 of expenditures by June 22, 2015 and a further $100,000 of expenditures by November 22, 2015.
3. $500,000 of expenditures by November 22, 2016.

4.3 Environmental Liabilities

The author is not aware of any current environmental liabilities associated with the Property.

4.4 Required Permits

In Alberta, exploration activities using hand tools and without surface disturbance do not require permitting. If mechanized exploration equipment is to be used, or the land surface disturbed, the company must obtain approvals and permits as stipulated by the MAIM exploration regulation, generally consisting of an Exploration Licence, Exploration Permit, and Exploration Approval. An Exploration Licence must be obtained before a company can apply for, or carry out, an exploration program. If exploration equipment is to be used, the company must obtain an Exploration Permit. For a project involving drilling, trenching, or bulk sampling, a site-specific Exploration Approval must also be obtained. For the Firebag Property, permit applications would be made to the Land Administration Division, Department of Environment and Sustainable Resources Development.

Due to the lack of clarity on the topic of silica sands classification as a surface material or as an industrial mineral in Alberta, it may also be necessary to apply for a Surface Material Exploration (“SME”) permit if exploration activities targeting silica sand are to be conducted.

The author is not aware of any other permits or licences required for the initial phase of exploration.

4.5 Other Significant Factors and Risks

Currently, tenure rights for silica sand in Alberta are not well defined. The loose sands within the Athabasca region have previously been classified as a surface material under the Public Lands and Law of Property acts. Metallic and Industrial Minerals permits do not grant mineral rights to silica sand, unless they are considered consolidated and “formational”. The Public Lands Act and Alberta Mines and Minerals Act appear to conflict on the matter, but in general indurated cliff-forming formational sands such as the Peace River or Pelican sands are thought to fall under the Alberta Mines and Minerals Act; looser (less-indurated) surface sands such as the Fort McMurray or Quaternary sands are more likely to be classified as a surface material.

Athabasca Minerals Inc. recently received approval from the Alberta Environment and Sustainable Resource Development for the right to work and remove sand from one of its Surface Materials Leases (“SML”) on their Firebag project, located approximately 50 km west of Declan’s Firebag Property. Based upon this, an SML is likely required in addition to the current MAIM permits to ensure ownership of silica sand mineral rights and to allow for any potential future production. Opal Energy Corp. has applied for an SME in the area of newly discovered silica sand deposits (SME 140173), as shown in Figure 4.2, which could later be converted to an SML. The SME application was submitted in early November, 2014. Typically SME's in the Wood Buffalo region are granted within six months to one year after submittal. Barring unforeseen conflicts or environmental concerns the SME will likely be granted. Non-mechanized work programs can still be conducted prior to the approval of the SME. Part of the initial phase of the recommended work herein consists of consultation with lawyers and government officials to better determine silica sand tenure rights.

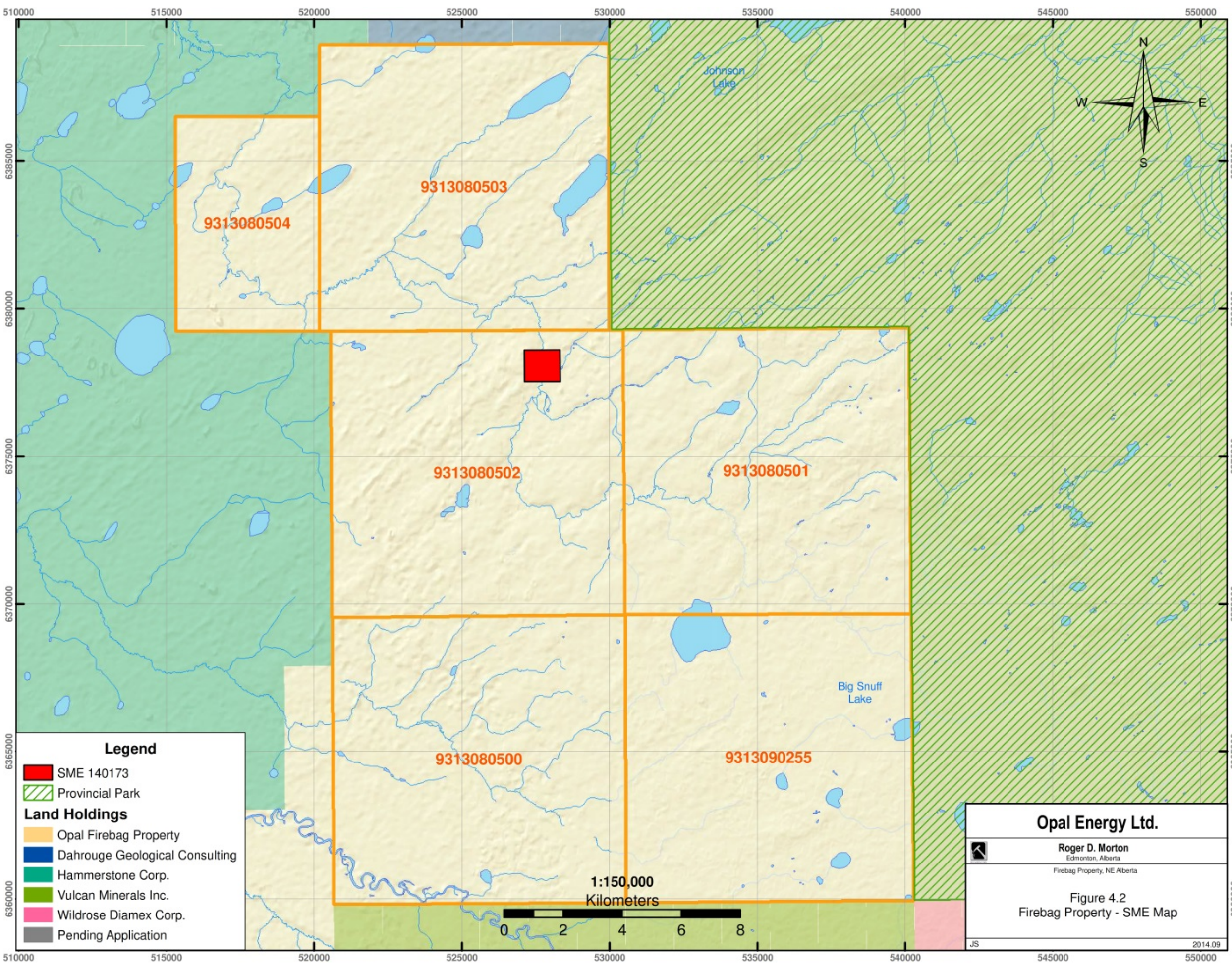

Figure 4.2 Firebag Property – SME 140173

5 Accessibility, Climate, Local Resources, Infrastructure, and Physiography

5.1 Topography, Elevation, and Vegetation

The Property is situated in the Boreal Plains Ecozone and the Mid-Boreal Uplands Ecoregion. Topography consists of gently sloping uplands with elevations ranging from 330 to 570 m. Bedrock is dominated by shales, whilst the uplands are generally covered by glacial till, lacustrine- or fluvioglacial-deposits. A large number of small lakes, ponds, and sloughs are found in depressions associated with glaciation. Vegetation on the Property is dominated by close stands of trembling aspen, balsam poplar, white and black spruce, and balsam fir. Poorly drained areas are generally covered by tamarack and black spruce.

5.2 Accessibility

The nearest inhabited site is the community of Fort MacKay, which is located approximately 75 km by air southwest of the centre of the Property. Fort MacKay is accessible by road from Fort McMurray by driving 60 km north on Highway 63. Fort McMurray is located approximately 100 km by air southwest of the centre of the Property; it is serviced by frequent flights from most major Canadian cities.

The Property is crosscut by numerous cutlines, trails, oil well pads, and access roads. A winter road runs approximately 25 km to the northwest of the Firebag Property. Access to the Property would be by helicopter year round, or in the winter by 4x4 truck, or ATV. SilverWillow Energy is planning extensive development at their Audet SAGD project, located on the Firebag Property. Their currently planned development would see access roads driven to the centre of the Firebag Property, and extensively throughout it, in 2015 and 2016.

Aircraft are primarily available from Fort McMurray, Alberta, located approximately 100 km southwest of the centre of the Property. Fort McMurray services much of the exploration and oil sands industry in the area. It can be accessed from Edmonton by taking Highway 28 to Highway 63 and continuing north for 290 km.

5.3 Infrastructure and Local Resources

The nearby community of Fort MacKay and the city of Fort McMurray have populations of approximately 560 and 61,000 respectively. Available resources in Fort MacKay are targeted at the oil sands industry, consisting of welding, mechanical, grocery, medical, heavy equipment, and surveying services.

Fort McMurray, located approximately 100 km to the southwest of the Property, services the oil sands and exploration industry in much of northeastern Alberta. Accommodations, food, fuel, repair, camp services, transport, bulk fuel, as well as helicopter services, are all available from Fort McMurray.

The local economy is primarily based upon exploration, mining, and development of oil sands. Infrastructure on the Firebag Property consists of numerous oil well pads, access roads, and cutlines. The closest major infrastructure is that of the Athabasca winter road located approximately 25 km northwest of the Property.

5.4 Climate

The Property lies within the sub-arctic climate region. Summers are short and cool, averaging 13°C to 15.5°C while winters are extremely cold and long, averaging –13.5°C to -16°C. Approximately 400 to 550 mm of precipitation falls annually. The operating season is year-round for drilling (helicopter or winter-road supported), and May to October for ground exploration.

6 History

6.1 Regional History – Uranium and Silica Sand Exploration

Uranium was first discovered in the Athabasca basin in the late 1930s and the deposits currently account for 15% of the world's annual uranium production. During the 1970s and early 1980s, exploration in northeastern Alberta focused upon uranium in the Athabasca Basin region, resulting in the discovery of the Maybelle River shear zone. In 2006, Areva Resources Canada released results from this zone with intersections recorded up to 54.4% U_3O_8 and reported numerous base metals included in an alteration halo, namely: Ni, As, Pb, Mo and Co.

The potential for silica sand deposits in the Fort McMurray region was recognized as far back as 1914 when Ells studied the potential for bituminous waste sand to be used in glass manufacturing (Ells, 1914). Investigations into using the tailings from the oil sands as a source of glass-grade sand continued throughout the 1970's (McLaws, 1980). It was not until the 1980's, when hydraulic fracturing in oil- and gas-fields was expected to grow, that the potentials for fracking sand in the region were hypothesized. Initial evaluation of the McMurray sequence and the eolian, alluvial, and glacial outwash sands were disappointing, due to low grain-sphericity and grain-roundness values. After the initial discouraging studies, little exploration was conducted in the Athabasca region for silica sand proppants until recently.

6.2 Firebag Property History

The area around the Firebag Property has seen little historic exploration targeting silica sands or uranium. In 1977, E & B Explorations Ltd. conducted a lake sediment and lake water geochemical sampling program on the Johnson Lake Property, which covers portions of Declan's Firebag Property. The program targeted potential uranium deposits at two major unconformities on the property. A total of 20 lakes were sampled during the program, 13 of which were located on the present day Firebag Property. Lake sediment samples were collected using a Hornbrook sampler and surface water samples were collected at depths ranging from 6 to 12 inches at the same locations. Sediment samples were sent to Loring Laboratories in Calgary, Alberta and analysed using fluorometric techniques for uranium and atomic absorption for other elements. Water samples were sent to Bondar-Clegg & Company in Ottawa, Ontario and were analysed for $Radon^{222}$ by the fission track method. Duplicate samples were compared to establish that the analyses provided statistically acceptable and repeatable results. Anomalous values for cobalt (11 ppm) were encountered in one sample near the Beatty River Fault Zone.

As part of the 1977 exploration program, a grid was established over the fault zone trending northeast-southwest from the corner of Johnson Lake. Reconnaissance VLF electromagnetic- and soil gas radon-surveys were completed over portions of the grid. Exploration was impeded by inclement weather and the surveys were not completed. No anomalies were detected in the surveys.

Between 1993 and 1996, Tintina Mines Ltd. conducted regional geochemical lake and stream sampling across a variety of properties, covering an area of 13,000 km^2 across northeastern Alberta. In 1994, Tintina completed regional sampling programs included LANDSAT remote sensing imagery analysis, lake sediment and water geochemical sampling, stream sediment geochemical sampling, as well as Heavy Mineral Concentrate (HMC) sampling.

Tintina also completed focused work on most of their properties. Their Firebag property, which consisted of three permits, overlapped portions of Declan's present day Firebag Property. In addition to the general reconnaissance mapping and sampling, 58 sites were sampled within Tintina's Firebag property, 3 of which fall on Declan's present day Firebag Property. In 1994, work on Tintina's Firebag property consisted of a detailed survey of the Firebag River drainage, prospecting, multi-media stream sampling, HMC samples, till sampling and logging and re-assay of selected footage from Shell Canada Ltd.'s coal exploration drilling program. Apex Geoscience Ltd. was contracted to conduct the site-specific exploration program on the Firebag property.

On Tintina's Firebag property, the most significant anomaly was identified as a series of "geochemically anomalous lakes" near the intersection of the Johnson Lake and Firebag Faults. The results from this area were characterized by polymetallic anomalies exhibiting elevated concentrations of Zn, Cu, Ni, Cd, Sb, and Hg. Till samples with similarly anomalous results were collected down-ice from the location of the faults. HMC stream samples from the Firebag River recovered alluvial gold from both north and south of the property.

Analysis of the 1994 logging and resampling conducted on the archived Shell Canada Ltd. coal drill core was dichotomous; re-assay of pulps, which had previously reported gold, verified the previous findings, but resampling of half cores did not validate those results. Discrepancies in values for Au, Ag and Cd were attributed to a difficulty with crushing the sulphide-bearing coal-rich samples, the resulting non-homogeneous samples and a nugget effect. Results for other trace elements did not suffer from the above-mentioned difficulties and returned elevated concentrations of Cr, Ag and V and to a lesser degree Cu, Pb, Zn, As, Sr, Sb, Bi and B.

6.3 PRIOR OWNERSHIP

In 1976, Taiga Consultants Ltd. submitted an application Quartz Mineral Exploration Permit for the Johnson Lake Property on behalf of E & B Explorations Ltd. The Permit was granted later that year and covered an area of 19,813 ha. Exploration was conducted on the Johnson Lake Property in 1977.

Permits were assembled by Tintina Mines Ltd. in 1993 on behalf of its joint venture with NSR Resources Inc., with each holding 2/3 and 1/3 respectively. Based upon regional and targeted exploration, the bulk group of permits was divided into 9 properties, including the Firebag Property. These claims were worked between 1993 and 1996.

6.4 PREVIOUS EXPLORATION AND DEVELOPMENT

Mineral exploration in the area of the Property began in the 1970's, but only minor sporadic exploration has been conducted until the present day. Historic exploration programs are summarized in Table 6.1.

Table 6.1 Historic Exploration Summary for the Firebag Property

Operator	Campaign	Drill Core Relogging	Stream Sediment Sampling	Lake Sediment Sampling	Water Sampling	HMC Sampling	Till Sampling	Ground Geophysics	Airborne Geophysics
E & B Explorations Ltd.	1977	-	-	13 on Property	13 on Property	-	-	Soil Gas Radon	VLF Electromagnetic
Tintina Mines Ltd.	1993 - 1996	Yes – off Property	2 on Property	1 on Property	Yes – off Property	Yes – off Property	Yes – Off Property	-	LANDSAT Imagery Analysis

6.5 HISTORICAL MINERAL RESOURCES

There have been no historic mineral resource or reserve estimates for the Property.

6.6 PRODUCTION

There has been no historic mineral production on the Property.

7 GEOLOGICAL SETTING AND MINERALIZATION

7.1 REGIONAL GEOLOGY

The Firebag Property lies within the Interior Platform Geological Province and is primarily underlain by rocks of the Canadian Shield and the Western Canadian Sedimentary Basin ("WCSB"). The Interior Platform Geological Province extends from past the Alberta border in the south to the Arctic Platform in the north, and is bounded by the Cordilleran Orogen to the west and the Churchill Province in the east (Figure 7.1).

Within the Interior Platform lies the Western Canadian Sedimentary Basin. The WCSB comprises the Canadian Cordillera to the west and two sedimentary basins to the east, namely: the Alberta Basin (primarily located in Alberta) and the Williston Basin (centred in North Dakota and extending into Southern Saskatchewan and Manitoba) (Alberta Geological Survey, 2014). Where the WCSB underlies the Firebag Property it is made up of flat-lying to gently dipping Phanerozoic strata that unconformably overlie Precambrian crystalline basement rocks of the Canadian Shield (Olson *et al*., 1994).

Roughly 30 km northeast of the northern boundary of the Firebag Property lies the edge of the Athabasca Basin. The basement of this sedimentary basin is made up of Precambrian gneisses and metasedimentary rocks. This crystalline basement is unconformably overlain by relatively undisturbed and unmetamorphosed flat-lying sandstones and conglomerates of the Athabasca Group. The Athabasca Basin hosts some of the world's largest known unconformity-related high-grade uranium deposits. It has been hypothesized by many explorers that the Athabasca Basin once covered a much larger area and has been eroded and reduced in area over time. Areas outside the current boundary of the Athabasca Basin may still represent previous sub-Athabasca basement rocks.

Due to the lack of exposed basement rock within the Property area, the basement geology is not well understood. Most of the basement terrain interpretation is based upon aeromagnetic surveys and chronological studies of core (Ross *et al*. 1991). Historically, basement rocks in the area have been assigned to the Clearwater domain of the Archean Rae Province. More recent aeromagnetic data (Eccles *et al*., 2014) have suggested that the basement rock in the region of the Property is of the 1.9 – 2.0 Ga Taltson Magmatic Zone (Chacko *et al*., 2000). The Taltson Magmatic zone ("TMZ") is made up of granitic plutonic rocks which intruded into quartzitic to pelitic supracrustal rocks (Ross *et al*., 1991) and is bounded by the Buffalo Head Terrane to the west (2.0 – 2.4 Ga) and the Archean Rae Province to the east. The Rae Province is bounded to the TMZ by a complex zone of brittle to ductile faulting and is comprised of north-south trending, foliated granitic rocks and amphibolite, metagabbro, and mafic gneiss. There are also minor remnants of high-grade pelitic paragneiss, similar to that intruded in the TMZ (Bostock and Van Breeman, 1994). This complex fault zone, which defines the boundary between the TMZ and the Rae Province, is located near the Property. As a result, the Rae Province, and more specifically the Clearwater domain, may also make up part of the basement underlying the Property, as recorded beneath the western Athabasca Basin (Ross *et al*., 1991).

In the WCSB, basement rocks are overlain unconformably by Paleozoic to Cenozoic bedrocks, made up of marine to non-marine sedimentary rocks. The sediment accumulation within the WSCB is associated with episodes of orogenic deformation in the Cordillera (Alberta Geological Survey, 2014). The WCSB strata thicken from an erosional edge in the northeast, where it is bounded by the Canadian Shield, to more than 6 km thick at the western boundary (Olson *et al*., 1994). In northeastern Alberta, near the Property, Middle and Upper Devonian marine shales, carbonate and evaporitic lithologies are unconformably overlain by Lower Cretaceous marine to deltaic sedimentary rocks.

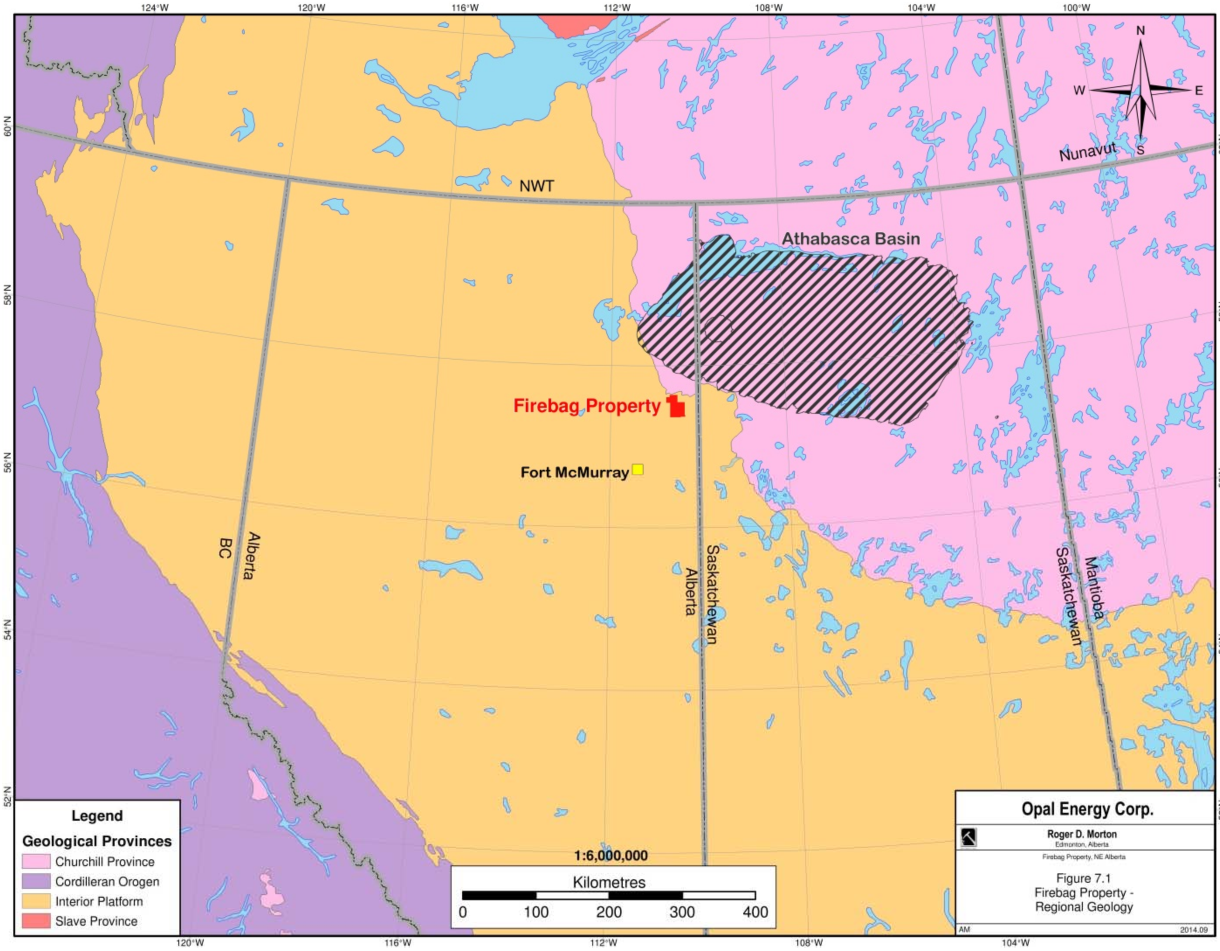

Figure 7.1 Regional Geology

7.2 PROPERTY GEOLOGY

The precise basement geology of the Firebag Property is still largely unknown, due to the limited number of drill holes that penetrated to the basement. The basement rock in the region has historically been mapped as the Clearwater domain of the Archean Rae Province; however, more recent geophysical studies suggest that the Property is likely underlain by bedrock from the Taltson Magmatic Zone (Eccles *et al*., 2014). The Taltson Magmatic Zone primarily comprises granitoids, metasedimentary gneisses, granitic basement gneisses, and amphibolite (Chako, 2000).

The Firebag Property is primarily underlain by sands of the Cretaceous McMurray Formation (Figure 7.2). The McMurray Formation is generally fine-grained, moderately-sorted quartz sand, often saturated with bitumen (Carrigy, 1959). The McMurray Formation can be divided into three different members. The lower member, which has not been identified on the Firebag Property, has been described as poorly sorted conglomerate, argillaceous sand, silt, and clay. The middle member consists of massive- to thin-bedded, fine-grained oil sand. The upper member consists of very-fine-grained oil sand. In the area of the Firebag Property the McMurray Formation is expected to have a thickness of approximately 30 m and it may be devoid of oil (Glass, 1997).

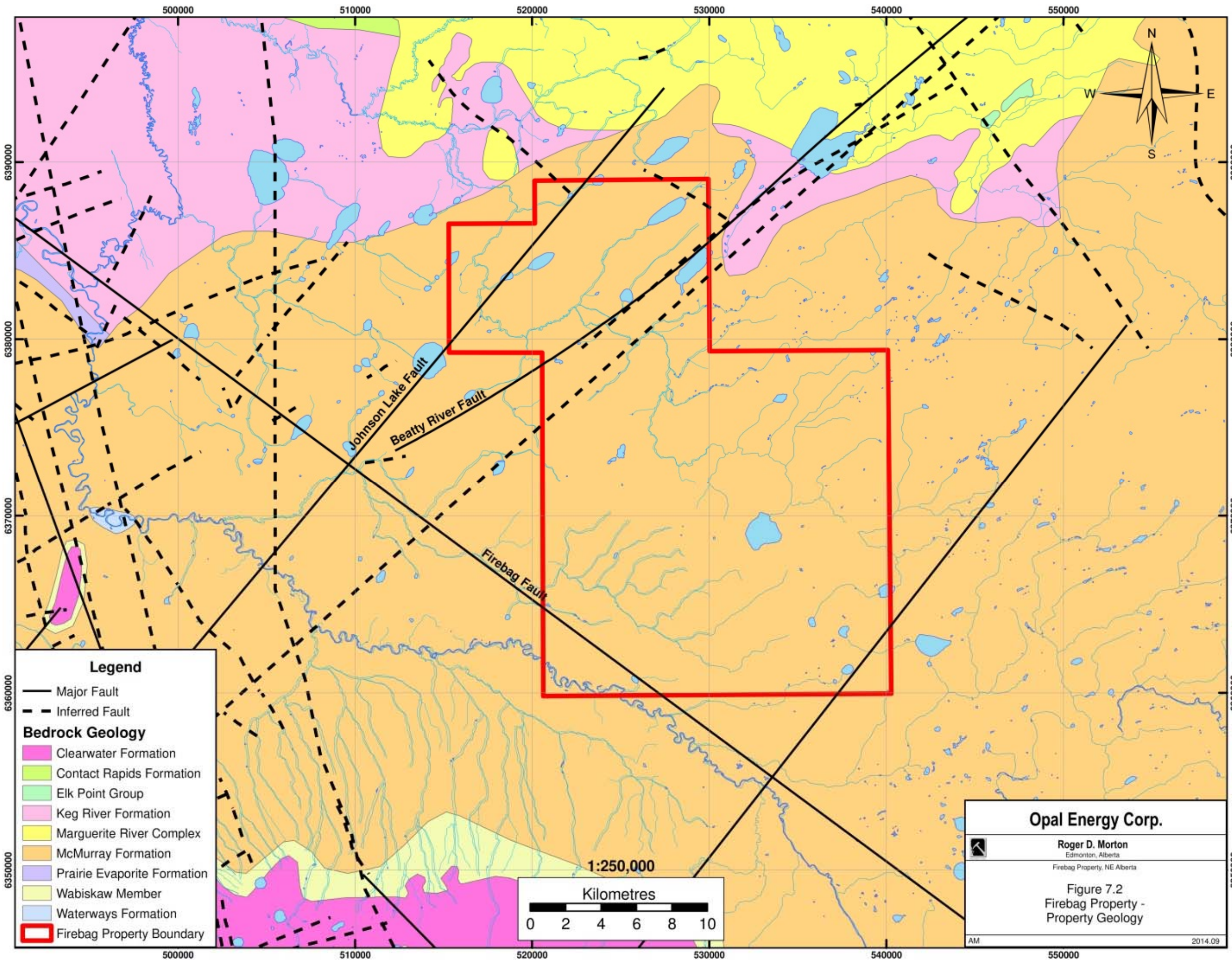

Figure 7.2 Bedrock Geology and Structure

At surface the Firebag Property is dominated by a thick veneer of fluvioglacial Quaternary sediments. The surficial geology of Alberta was mapped by the Alberta Geological Survey during their Surficial Mapping Project. The Firebag Property was described as containing extensive outwash sand and gravel (often overridden by glaciation), stream alluvium, and ice-contact deposits. The 2013 and 2014 exploration programs primarily targeted the ice-contact sands as shown in Figure 7.3. Locally, these deposits have been described as multi-layered, with a thin upper quartz-rich sand layer (10 to 40 cm thick), a middle cobble and boulder layer (20 to 90 cm thick), and a thick lower quartz-rich sand layer open at depth (greater than 5 m thick). See section 9 "Exploration" and 10 "Drilling" for a more detailed description of the strata.

The Firebag Property is crosscut by several faults identified in historic work and regional geophysical studies. These include the Beatty River Fault Zone, the Firebag Fault, the Johnson Lake Fault, and several other inferred faults. The detailed geological structure on the Firebag Property is still largely unknown.

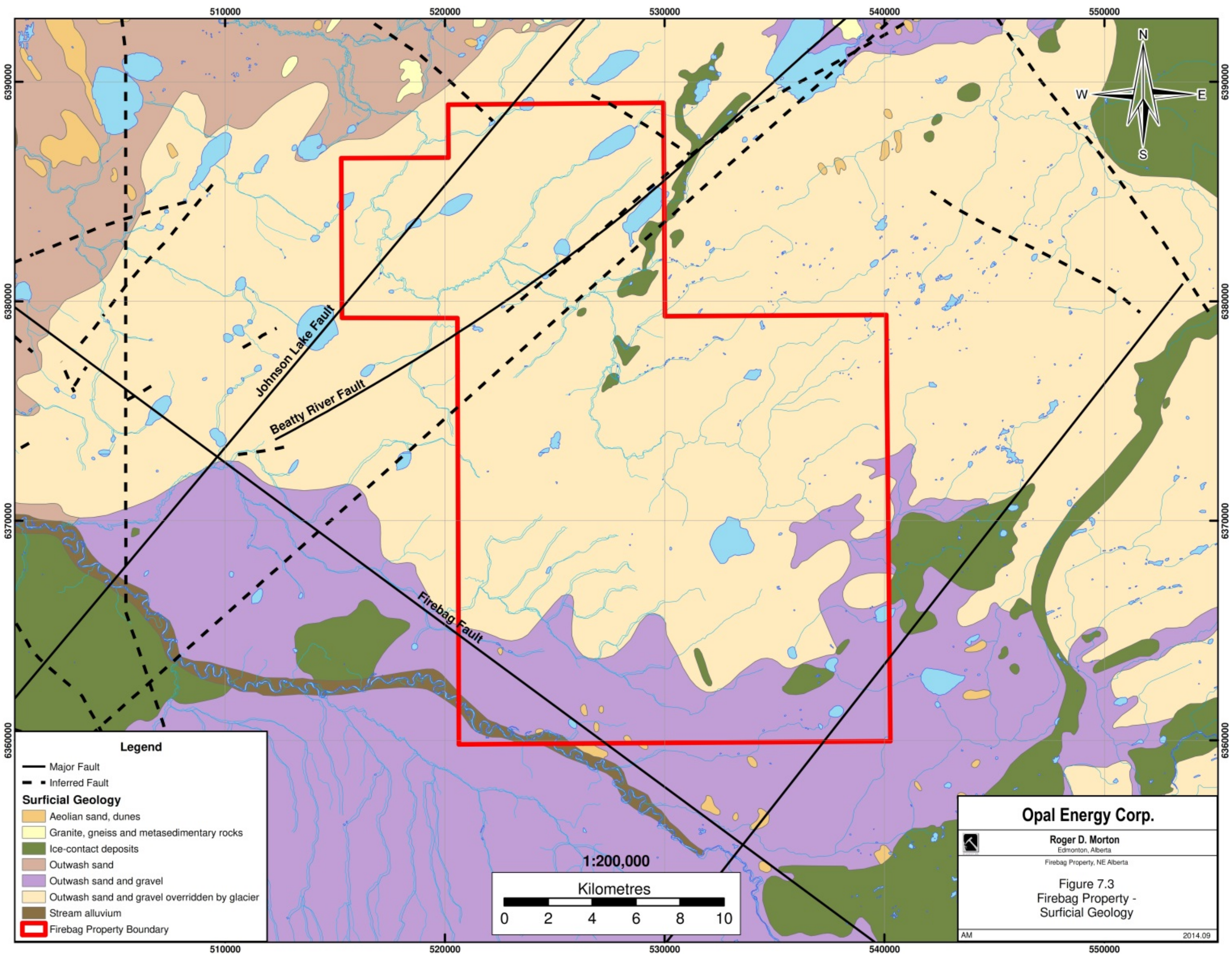

Figure 7.3 Surficial Geology

7.3 MINERALIZED ZONES

Declan's 2013 and 2014 exploration focused upon identifying sands with the potential for use as a proppant in hydraulic fracturing. Exploration targeted sands of the McMurray Formation, as well as Quaternary sands, namely the ice-contact sand deposits in the north. To date, analytical results have been promising with high levels of grain sphericity and roundness, suitable grain size, and high silica composition. The surficial and depth extents of the sand deposits on the Firebag Property are still poorly understood. Athabasca Minerals' Firebag Project, located 50 km west, has identified Quaternary sands with fracking potential in 2 of 5 units.

To date no uranium mineralization has been identified on the Firebag Property. The nearest confirmed uranium occurrence is located on the Maybelle River Project of Areva Resources Canada, which is host to the Dragon Lake Zone, located approximately 65 kilometres north of the Firebag Property. Mineralization is reported as being approximately 110 m in strike length, varies from 1 to 40 m in vertical extent, and is narrow at 1 to 5 m wide. Grades vary from several hundred ppm up to 54.5% uranium. Associated elements are Ni, As, Co, Cu, Pb, Mo and B (Wheatley and Cutts, 2006).

The author has been unable to personally verify the uranium mineralization at the Maybelle River Project, or fracking sand mineralization at Athabasca Minerals Firebag Project. These occurrences are not necessarily indicative of the potential for any analogous fracking sand or uranium mineralization on the Firebag

Property. However, given the proximity of these properties, and their similar geological settings, it would be expected that mineral deposits, if present on the Property, might be similar to those of the Maybelle River Project (uranium) or Athabasca Minerals Firebag Project (fracking sand).

8 DEPOSIT TYPES

The region south of the Athabasca Basin, where the Firebag Property is located, is considered prospective for unconformity-related uranium deposits. It has been hypothesized that the Athabasca Basin once covered a much larger area and has been eroded over time. Therefore areas outside the current boundary of the Athabasca Basin may represent previous sub-Athabasca Basin basement rocks and the deeper, basement-hosted roots of unconformity-related deposit may have not yet been eroded. The formation of Devonian and Cretaceous sediments of the Western Canadian Sedimentary Basin ("WCSB") atop the Paleoproterozoic and Archean basement rocks has obfuscated the geological boundary of the Athabasca Basin. Outliers of the Athabasca Basin below the WCSB may exist and their detection will be especially difficult.

The region is also prospective for deposits of silica sand with potential for use in as proppants in hydraulic fracturing. Economically viable silica sand deposits can vary in age and deposition, ranging from supermature consolidated sandstones to strongly reworked, unconsolidated eolian, fluvial, or glacial deposits. Historically most silica sands have been sourced from supermature quartzose sands; however, recent exploration in the Athabasca region has led to the discovery of Quaternary deposits meeting the specifications for hydraulic fracturing proppants.

Thus the targeted mineral deposits within the Firebag Property will likely be:

1. Basement-hosted, unconformity type deposits, similar to those discovered at Cameco's Eagle Point Mine;
2. Formational and Quaternary silica sand deposits, similar to those at Athabasca Minerals' Firebag project; See Section 23 "Adjacent Properties".

8.1 URANIUM DEPOSITS

The target uranium deposit type on the Firebag Property is a basement-hosted, unconformity-related, structurally-controlled deposit similar to those found at Cameco Corporation's Eagle Point Mine, Millennium Deposit and "02" Zone of McArthur River.

The Athabasca Basin hosts some of the world's largest and highest-grade uranium deposits, including McArthur River and Cigar Lake. These deposits are typically located at or close to the sub-Athabasca unconformity, and are hosted in both the Athabasca Group sandstones above the unconformity; and in the Paleoproterozoic metamorphic supracrustal rocks and intrusives of the Archean Hearne Craton basement (Figure 8.1).

The uraniferous zones are structurally controlled with relation to the sub-Athabasca unconformity, the basement fault and fracture-zones. Uranium deposits in the Athabasca Basin that occur in proximity to the Athabasca unconformity are characterized as polymetallic (U-Ni-Co-Cu, Pb, Zn and Mo) or as monometallic (Jefferson *et al*., 2007). Examples of polymetallic deposits include the Key Lake, Cigar Lake, Collins Bay A, Collins Bay B, McClean, Midwest, Sue and Cluff Lake deposits.

Monometallic deposits are completely or partially basement-hosted deposits localized in, or adjacent to, faults in graphitic gneiss and calc-silicate units. Monometallic deposits contain traces of other metals and include exclusively basement-hosted deposits that have developed for up to 500 m below the unconformity, or deposits that may extend from the unconformity downward along faults in, or adjacent to, graphitic gneiss and/or calc-silicate units, such as the McArthur River and Eagle Point deposits (Jefferson *et al*., 2007).

A basement-hosted monometallic uranium deposit is the most likely type of unconformity-related uranium deposit which could be found on the Firebag Property, as it is located between 30 and 60 kilometres from the outcropping edge of the Athabasca Basin. The region south of the Athabasca Basin is considered prospective for unconformity-related uranium deposits as it has been hypothesized by many explorers that the Athabasca Basin once covered a much larger area and has been eroded over time. Therefore areas outside of the current boundary of the Athabasca Basin may represent sub-Athabasca basement rocks and the deeper, basement-hosted roots of an unconformity-related deposit may have not yet been eroded.

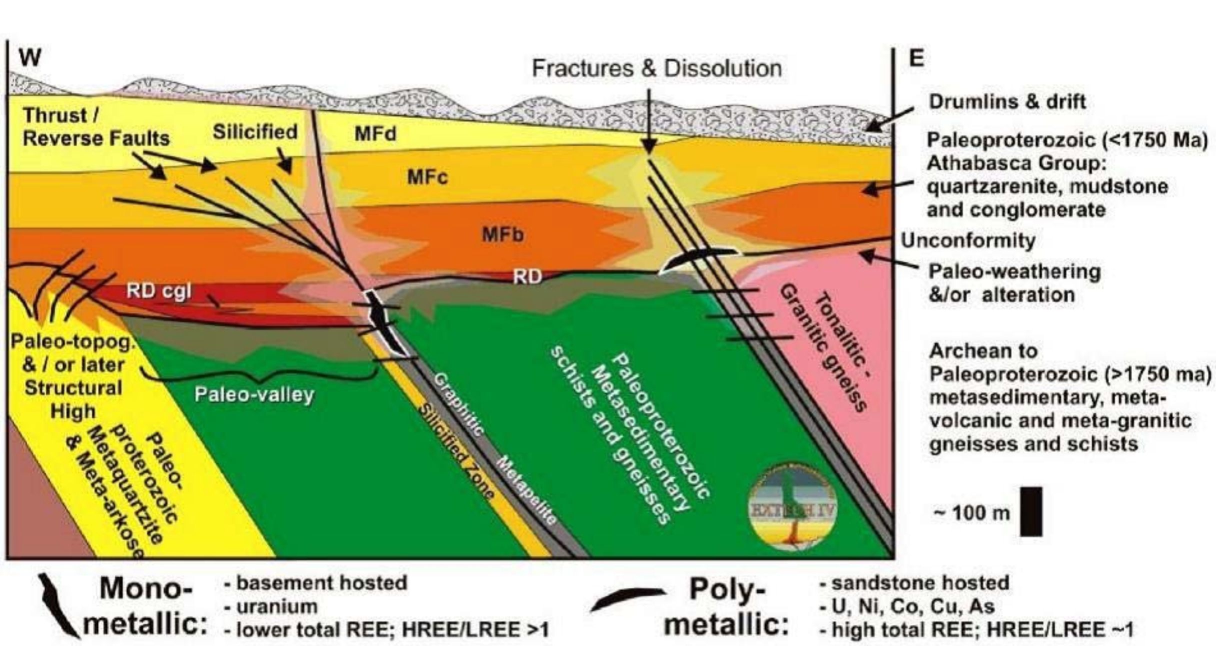

Figure 8.1 Generalized Geological Cross-Sections of Mono- and Polymetallic Unconformity-Associated Uranium Deposits (Jefferson *et al.*, 2007)

8.2 SILICA SAND DEPOSITS

Silica sand consists of sands and sandstones that can be easily disaggregated and consist almost entirely of quartz grains. Geologically, sands used as proppants for hydraulic fracturing ("fracking sand") are supermature quartzose sands, often Cambrian or Ordovician in age. These sands have seen extensive reworking, either by fluvial or eolian processes, generally resulting in high-roundness, -sphericity, and -sorting. In supermature sandstones, impurities are often destroyed during weathering and reworking, resulting in relatively quartz-rich sand. Figure 8.2 shows supermature silica sand (left) versus a regular immature and impure sand (right).

Figure 8.2 Fracking Sand (left) versus Regular Sand (right)

Sands on the Firebag Property are primarily within the McMurray Formation, which is Lower Cretaceous in age, or occur within the more recent Quaternary (Pleistocene) outwash and ice-contact deposits. Historically, unconsolidated Quaternary sands have been less prospective for use as hydraulic fracturing proppants, however, work by Athabasca Minerals at their Firebag property has suggested that Quaternary sands in the Athabasca region may meet API RP 56 standards; see section 23 "Adjacent Properties".

8.3 SILICA SAND PHYSICAL PROPERTIES

The physical properties of silica sand that determine its usefulness as a proppant for hydraulic fracturing are mineral composition, grain size, degree of sorting, grain roundness, grain sphericity, bulk crush resistance, acid solubility, and turbidity. Standards for fracking sands are dictated by the American Petroleum Institute API RP 56.

Fracking sand is generally very pure silica sand composed of greater than 99% quartz (silica). For use as a proppant, the sand is generally well-sorted, thus reducing the need for additional mechanical processing.

Approximately 90% of the silica sand used as a proppant in hydraulic fracturing falls within three (3) sieve mesh size fractions, namely: 20/40, 30/50, and 40/70. Sands falling within sieve size fractions 8/12, 10/20, and 70/140 are less commonly used.

Roundness and sphericity are important for governing porosity and permeability, which collectively affect the gas conductivity of the well. In 1955, Krumbein and Sloss created a chart allowing for the visual estimation of sphericity and roundness. API RP 56 standards recommend a sphericity and roundness in excess of 0.6, as shown by the red quadrant in Figure 8.3. Loring Laboratories Ltd. of Calgary, Alberta recommend sphericity and roundness exceed 0.7 for high-strength proppants.

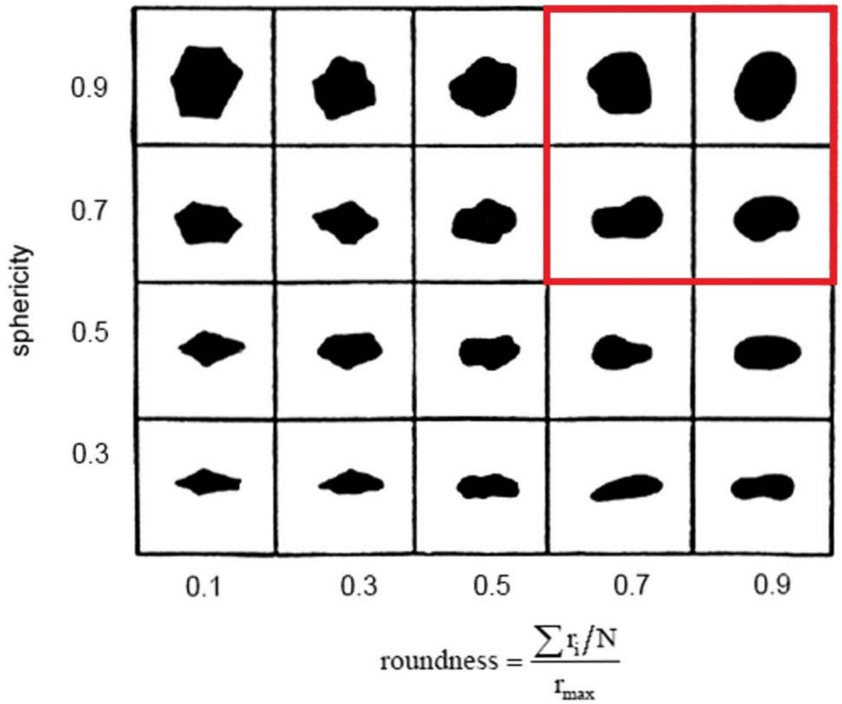

Figure 8.3 Fracking Sand Roundness and Sphericity - After Krumbein and Sloss (1955)

For use as a proppant, API standard requires fracking sand to be highly resistant to crushing. The sand must be able withstand a uniaxial compressive stress of 4,000 to 6,000 psi for two (2) minutes. After this crushing, a maximum amount of fines, as a weight percentage, can be produced dependent upon the initial sieve mesh as shown in Table 8.1.

In order to determine the amount of non-quartz minerals present in the sand, it is subjected to an acid solubility test. Low acid solubility suggests a high concentration of acid resistant quartz. This involves heating the sand in a mixture of hydrochloric and hydrofluoric acid for 30 minutes. A maximum weight loss is dictated depending upon the sieve size, as shown in Table 8.1. Processing, such as washing, will often remove carbonates and feldspars, reducing the acid solubility.

Table 8.1 Crush Resistance and Acid Solubility

Sieve Mesh	Max Fines by Weight (%) after Crushing	Max Acid Solubility by Weight (%)
6/12	20	2
16/30	14	2
20/40	14	2
30/50	10	2
40/70	6	3

In order to determine the amount of clay minerals present, the "turbidity" of the sand is tested. In general it must not exceed 250 FTU as shown by the red quadrant in Figure 8.4. Washing will often remove significant amounts of clay minerals, making this standard much easier to meet. Attrition processes can also be used to remove unwanted clays and fines.

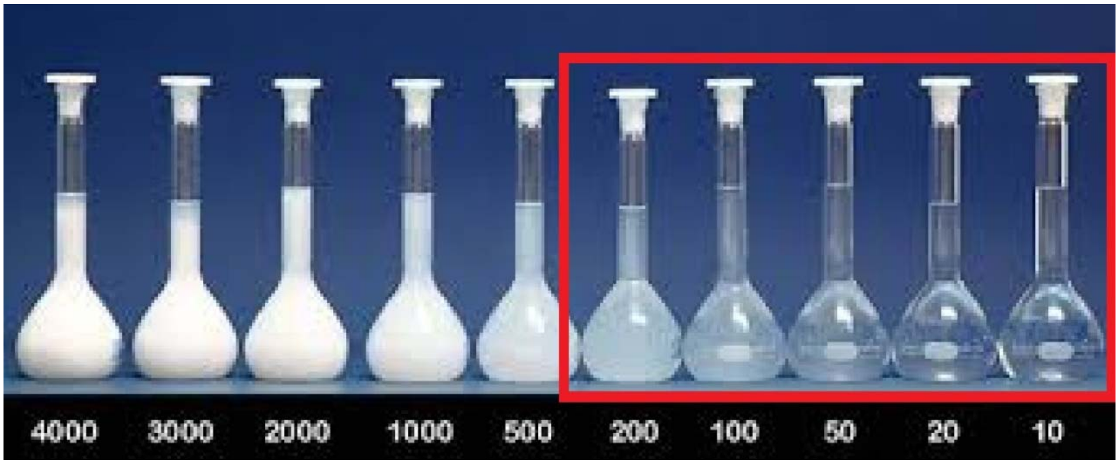

Figure 8.4 Fracking Sand Acceptable Turbidity Ranges (FTU)

9 EXPLORATION

This technical report is a compilation and evaluation of historic exploration as well as a summary of work conducted by Declan Resources Inc. within the Firebag Property. Exploration completed on adjacent properties is summarized in Section 23 "Adjacent Properties"; historic exploration is summarized in Section 6 "History".

During the past year (Nov 2013 to Sept 2014), exploration by Declan focused upon surficial silica sands with potential for use as a proppant in hydraulic fracturing. Declan also conducted a review of historical sampling geophysics, and oil sands core in the area, with a focus on identifying large-scale geological structures with potential for uranium mineralization. In early 2014, a three-day visit was made to the Energy Resources Conservation Board ("ERCB") core laboratory in order to evaluate the sands for potential as proppants, as well as to identify geological structures or radioactivity associated with uranium mineralization. Eighteen holes were logged, tested for radioactivity using a scintillometer, and examined under the microscope.

In 2013, 10 test pits were hand dug on the property to evaluate potential silica sand deposits and their suitability for use as proppants in hydraulic fracturing. This program was followed up in 2014 by a test pit and hand auger program, consisting of 2 test pits and 13 auger holes, targeted at evaluating the silica sands at depth. The 2014 hand auger program is discussed in Section 10 "Drilling". The total exploration expenditures by Declan between November 2013 and September 2014, which included two sand sampling programs, consultancy costs and core analysis in the ERCB laboratory, amounted to a total of $118,886.

9.1 2013/2014 SILICA SAND TEST PITS

In 2013, a total of 10 test pits, totalling approximately 10 m in depth were excavated across the Firebag Property. A total of 12 samples were collected from 8 pits. Test pits were dug using hand shovels and pick axes. The uppermost 0.1 to 0.5 m was frozen due to the cold weather, making excavation in some areas difficult. Test pits were excavated to depths between 0.3 and 1.75 m and varied in diameter between 0.2 and 1.0 m. They were generally terminated due to the depth limits of the hand shovel. A summary of the location, total depth, and sampled depths for the 2013 test pits are displayed in Table 9.1.

In 2014, a further 2 test pits, each approximately 1 m deep, were excavated. A sample was collected from below the base of each pit. A summary of the location, total depth, and sampled depths for the 2013 test pits are displayed in Table 9.1. Figure 9.1 shows the location of the 2013 and 2014 test pits.

Table 9.1 Test Pit Summary - 2013

Pit	Easting	Northing	Total Depth (m)	Sample Depths (m)
TP13-01	528585	6380602	0.3	0.3
TP13-02	528614	6380707	1.75	1.75
TP13-03	528584	6380700	1.22	1.22
TP13-04	528567	6380741	1	1
TP13-05	528634	6380829	-	-
TP13-06	528814	6381187	1.1	0.6, 1.1
TP13-07	528818	6381320	-	-
TP13-08	526982	6378562	1	1
TP13-09	529392	6383168	1	0.4, 1.0

TP13-10	529467	6383229	1	1

Table 9.2 Test Pit Summary - 2014

Pit	Easting	Northing	Total Depth (m)	Sample Depths (m)
TP14-01	530582	6362513	1	1
TP14-02	528865	6368681	1	1

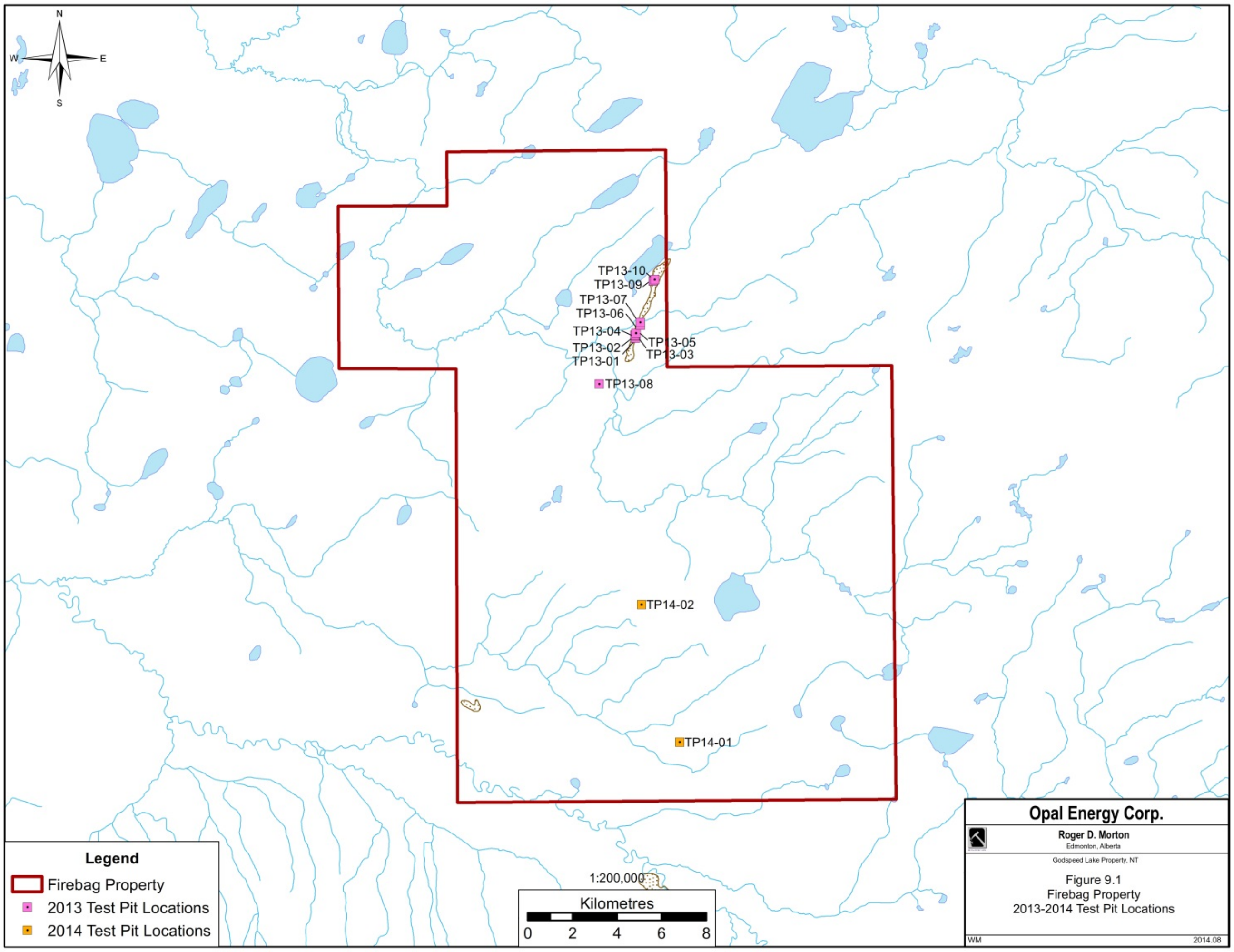

Figure 9.1 2013 and 2014 Test Pit Locations

In general, the ridge targeted by the 2013 test pits commonly had three distinct layers. The upper layer consisted of fine-grained, whitish grey quartz-rich sand, with minimal impurities and was typically less than 0.2 m thick. Two samples were collected from this layer. The middle layer averaged between 0.1 and 0.5 m thick, consisting of rusty orange, silty sand with varying amounts of cobbles and pebbles. The lower layer consisted of an unconsolidated, whitish brown to beige, fine-grained to coarse-grained, sub-rounded to rounded, quartz-rich sand. The lower sand layer was homogenous and nearly every test pit ended in this layer, leaving the true thickness untested. Sampling primarily targeted the sands of the lower layer; the remaining ten samples were collected from this horizon.

9.2 Historical Geochemical Sampling

In 1977, E&B Explorations Ltd. conducted lake sediment and water geochemical sampling across the northern portion of the Firebag Property. These samples are summarized below in Table 9.3. Between 1993 and 1996, Tintina Mines Ltd. conducted an extensive geochemical sampling program across portions of the property as summarized in Section 6 “History”. Table 9.3 below summarizes the historic samples on Declan Resources Inc.’s present day Firebag Property (Figure 9.2). A review of the geochemical sampling returned an anomalous cobalt value, E&B sample 28, with 11 ppm Co, located near the Beatty River Fault.

Table 9.3 Historic Geochemical Sampling - Firebag Property

Operator	Sample ID	Easting	Northing	As	Co	Mo	Ni	Pb	U	Zn	Br	Cr	Cu
				ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm
E&B	12	527536	6387287	-	4	2	8	7	0.2	76	-	-	3
E&B	15	522180	6388183	-	-	-	-	-	-	-	-	-	-
E&B	20	528461	6380997	-	6	4	8	4	0.6	103	-	-	6
E&B	21	529315	6384755	-	6	-	8	5	0.6	70	-	-	5
E&B	22	529315	6384755	-	-	-	-	-	-	-	-	-	-
E&B	23	525207	6382756	-	6	4	7	5	0.4	138	-	-	6
E&B	24	524473	6381349	-	4	3	8	4	0.4	162	-	-	5
E&B	26	523521	6382764	-	4	3	8	4	0.2	147	-	-	4
E&B	27	520624	6384729	-	4	1	5	4	0.4	94	-	-	5
E&B	28	522479	6379941	-	11	4	11	14	0.2	78	-	-	3
E&B	29	525008	6374128	-	4	2	2	7	0.4	79	-	-	4
E&B	30	533753	6376774	-	4	3	5	4	0.8	180	-	-	6
E&B	31	528442	6383721	-	4	2	5	5	0.8	100	-	-	5
Tintina	2009	533000	6378200	0.8	0.5	0.5	10.0	2.0	0.3	25.0	7.7	8.0	-
Tintina	6006	534600	6371000	0.3	0.5	1.0	10.0	1.0	0.3	25.0	5.0	5.0	-
Tintina	943067	525035	6373399	0.8	2.5	1.0	5.0	4.0	0.6	110.0	50.5	24.0	-

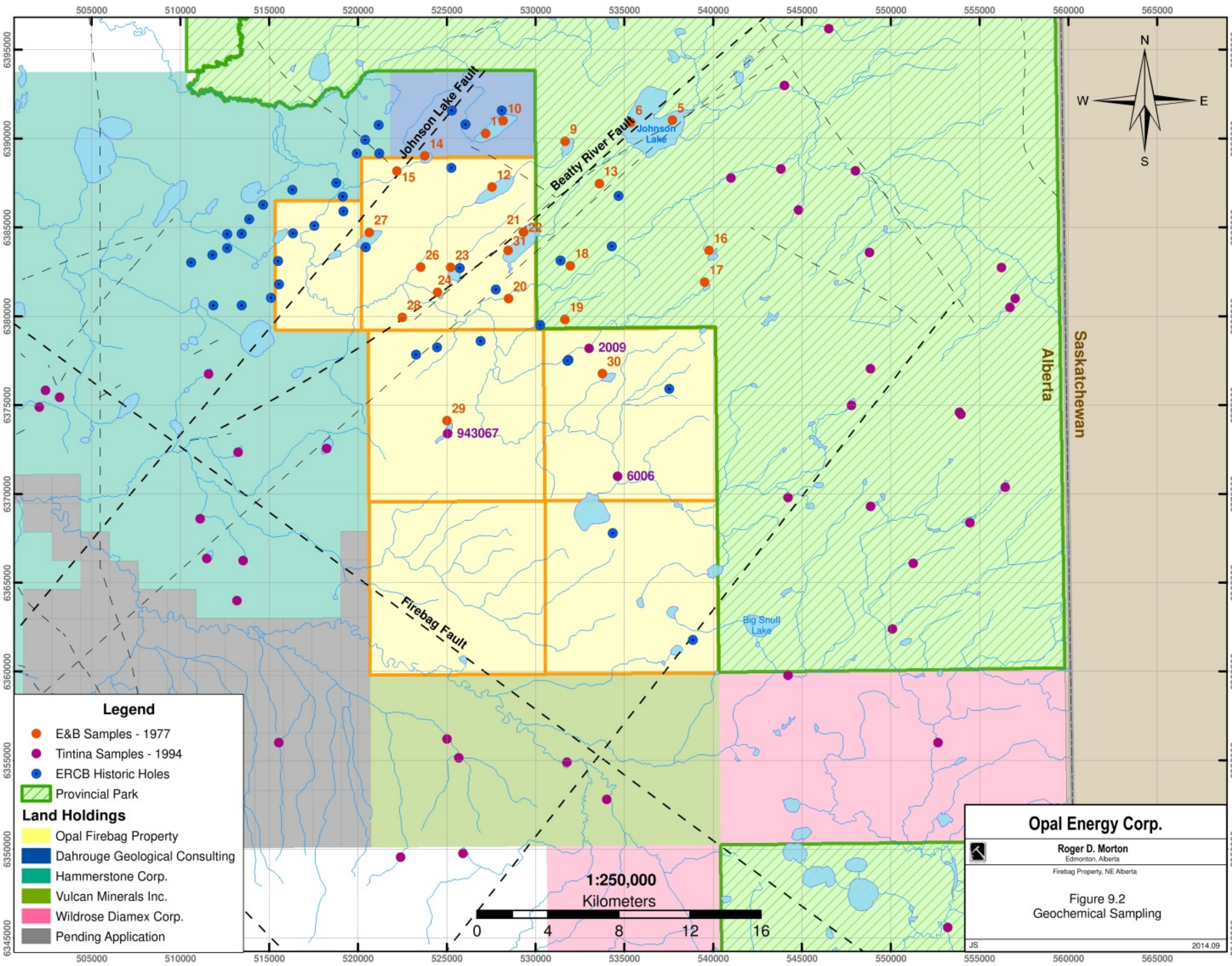

Figure 9.2 1994 Tintina Geochemical Sampling

9.3 HISTORICAL GEOPHYSICAL SURVEYS

A brief review of regional and historic geophysical surveys has been completed with the intention of identifying potential structural targets for future uranium exploration. Figure 9.3 to 9.5 shows geophysical surveys and the identified structures. A large fault system was noted running through the northwest portion of the Firebag Property (Eccles *et al.*, 2014). This feature likely has the greatest potential for monometallic, basement-hosted uranium mineralization.

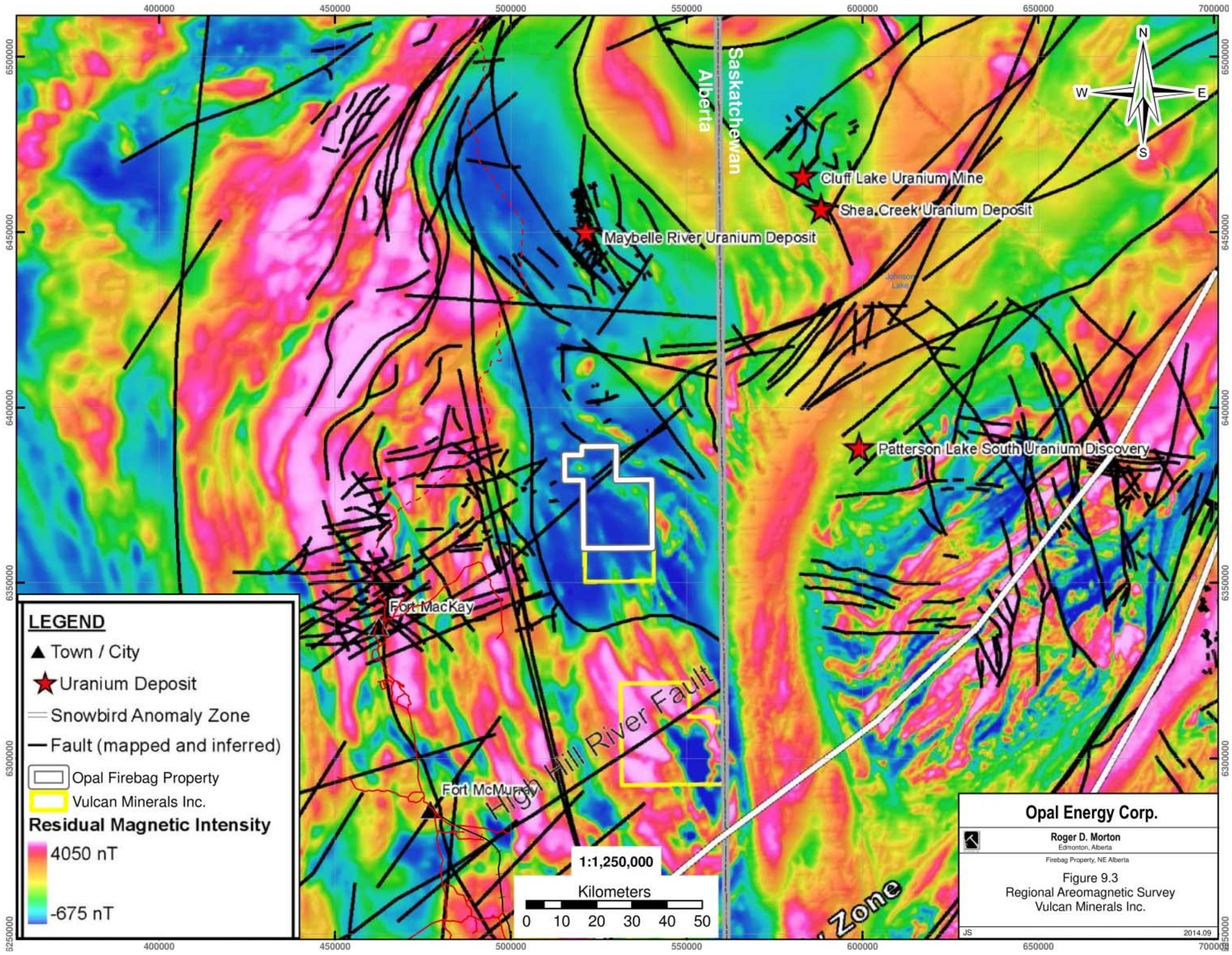

Figure 9.3 Regional Geophysics - Residual Magnetic Intensity from Eccles *et al.*, 2014

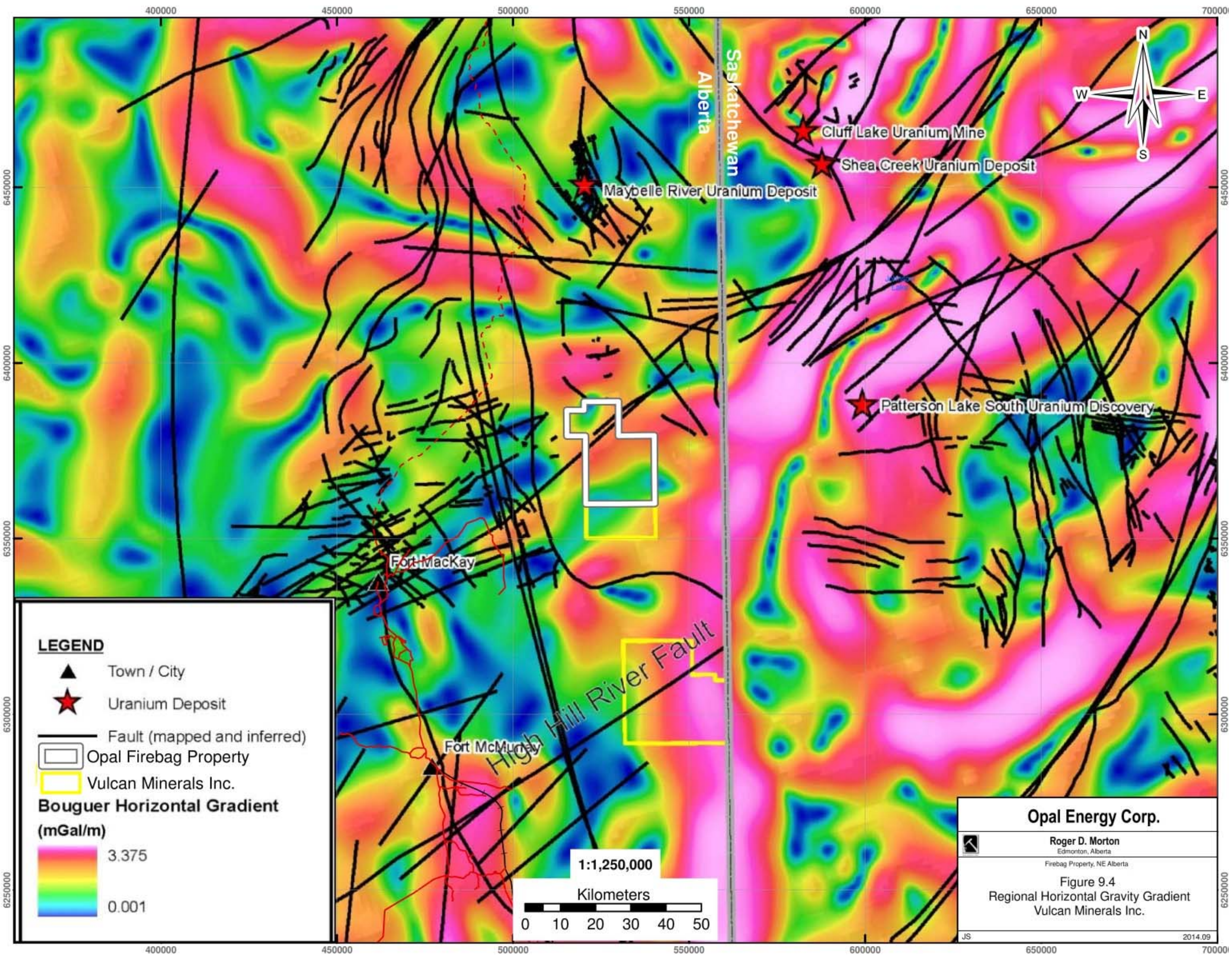

Figure 9.4 Regional Geophysics - Bouguer Horizontal Gradient from Eccles *et al*., 2014

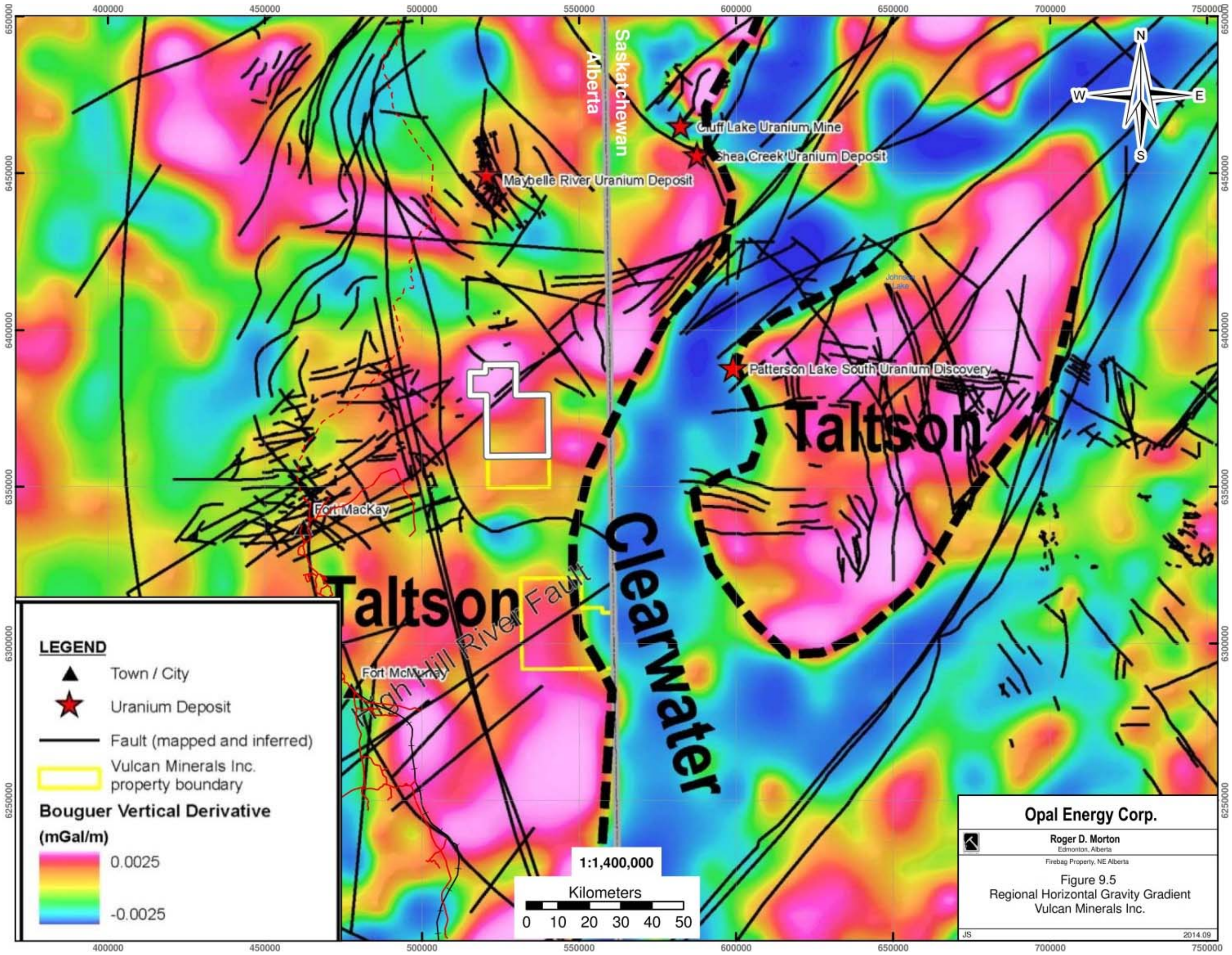

Figure 9.5 Regional Geophysics - Bouguer Vertical Derivative from Eccles *et al*., 2014

10 DRILLING

In 2014, Declan Resources Inc. conducted a hand auger program on the Firebag Property with the intent of evaluating the potential proppant silica sands at depth.

10.1 2014 AUGER PROGRAM

The 2014 hand auger program consisted of 13 holes, totalling approximately 43.82 m. A total of 13 silica sand samples were collected. Auger holes were terminated due to limited time on the ground, the depth limits of the hand auger or intersecting a boulder at depth. A summary of the location, total depth, and sampled depths for the 2014 hand auger holes are displayed in Table 10.1. Figure 10.1 shows the location of the holes.

Table 10.1 Hand Auger Hole Summary - 2014

Pit	Easting	Northing	Azimuth (°)	Dip (°)	Total Depth (m)	Sample Depths (m)
FB14-01	528586	6380590	360	-90	5.3	1.5
FB14-02	528619	6380627	360	-90	3.95	2.55
FB14-03	529489	6383011	360	-90	3.25	3.25
FB14-04	526982	6378562	360	-90	1.07	n/a
FB14-05	527174	6378212	360	-90	5.1	2
FB14-06	531512	6368649	360	-90	3.75	0.3, 2.50
FB14-07	530631	6368369	360	-90	1.8	1.3
FB14-08	528801	6380410	360	-90	0.8	0.8
FB14-09	528495	6380392	360	-90	2.8	2
FB14-10	528419	6380127	360	-90	5.5	3
FB14-11	528552	6369010	360	-90	2.1	0.1
FB14-12	528661	6368695	360	-90	4.9	2.3
FB14-13	522978	6367093	360	-90	3.5	2.8

Results were consistent across the Property. The hand auger holes encountered three distinct layers, similar to what was discovered during the 2013 surface sampling program. The uppermost layer consisted of fine-grained, grey, quartz rich sand between 0.1 to 0.4 m thick. The second layer varied in thickness between 0.2 and 0.9 m and consisted of rusty orange sand with abundant cobbles and boulders. The lowermost layer consisted of medium-grained, beige coloured, quartz-rich sand with rounded to sub-angular grains. It appeared very clean and consistent throughout its depth intervals. The average thickness of this unit is still largely unknown due to limited full thickness intersections. Sampling primarily targeted the lowermost silica sand layer.

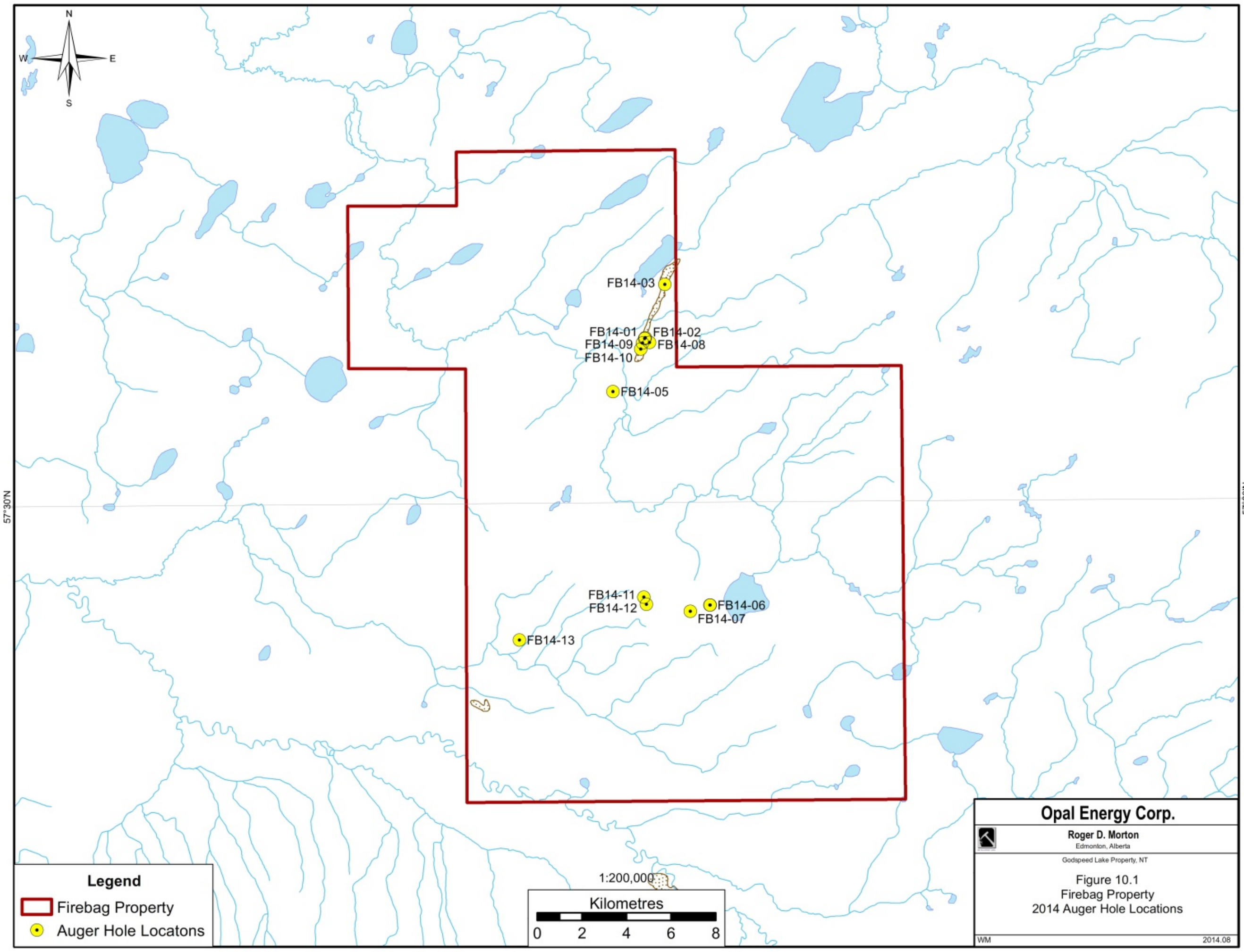

Figure 10.1 2014 Hand Auger Hole Locations

11 Sample Preparation, Analyses, and Security

Although samples have been collected in the past, little information is available on their preparation or analysis. Sampling methodology, preparation, analyses, and security for samples taken by Declan Resources Inc. are described herein.

11.1 2013 and 2014 Test Pit Sampling

Samples were predominantly collected from the base of the test pits using a shovel to place sand into a pre-labelled plastic sample bag. The colour, grain size, sorting, silica content, grain sphericity and roundness, and amount of organics were noted by the field crew where applicable. At least 5 kg of sand were collected for each sample to allow for the full proppant analysis suite to be conducted.

Samples were driven via truck from Fort McMurray to Dahrouge Geological Consulting Ltd.'s office in Edmonton. Dahrouge Geological Consulting also holds property adjacent to the Firebag Property, as described in Section 23 "Adjacent Properties". Samples were then evaluated under a microscope for sphericity and roundness. Photographs were also taken using the microscope, allowing the individual grains to be viewed while under magnification. The four samples that appeared to have the highest silica content and the most rounded and spherical grains were selected and sent to Loring Laboratories Ltd. in Calgary, Alberta, an independent laboratory, for analysis.

11.2 2014 Hand Auger Sampling

The 2014 hand auger holes were completed using both a shovel as well as a hand auger. A small pit was first excavated to a depth below the middle layer, as described in Section 9.1, containing abundant cobbles and boulders. Final pits were approximately 0.2 to 0.7 m in diameter and between 0.2 to 0.9 m in depth. Once the pit was excavated to a depth below the cobble/boulder unit and into the lowermost clean sand unit, a hand auger was used. The hand auger was advanced through the sand until the bit became filled with material. It was then removed from the auger hole and struck with a shovel until cleared. This process was repeated until enough material was removed or the hole was completed.

Samples were collected at varying depths within the auger holes across the Property. When sample collection was initiated, the depth of the auger hole was measured. The material from each advancement of the auger was placed into a rice bag until approximately 5 kg of material were recovered. The resulting sample intervals were between 0.5 m and 1.0 m. The colour, grain size, sorting, silica content, grain sphericity and roundness, and amount of organics were noted by the field crew where applicable. The sample was then placed into a pre-labelled plastic sample bag and sealed with a zip tie.

Samples were shipped from Fort McMurray to Dahrouge Geological Consulting Ltd.'s office in Edmonton. There, the samples were examined and photographed under a microscope. Ten samples displaying the highest silica content and the most rounded and spherical grains were selected and sent to Loring Laboratories for analysis.

11.3 Sample Analysis - Loring Laboratories Ltd.

All analyses from the 2013 and 2014 programs were performed by Loring Laboratories Ltd. in Calgary, Alberta. Loring is an independent laboratory with ISO 9001:2008 certification. Four samples from the 2013 test pit program and ten samples from the 2014 hand auger program were submitted for testing according to API RP 56 parameters for fracking sand. The testing process used by Loring is summarized in Figure 11.1.

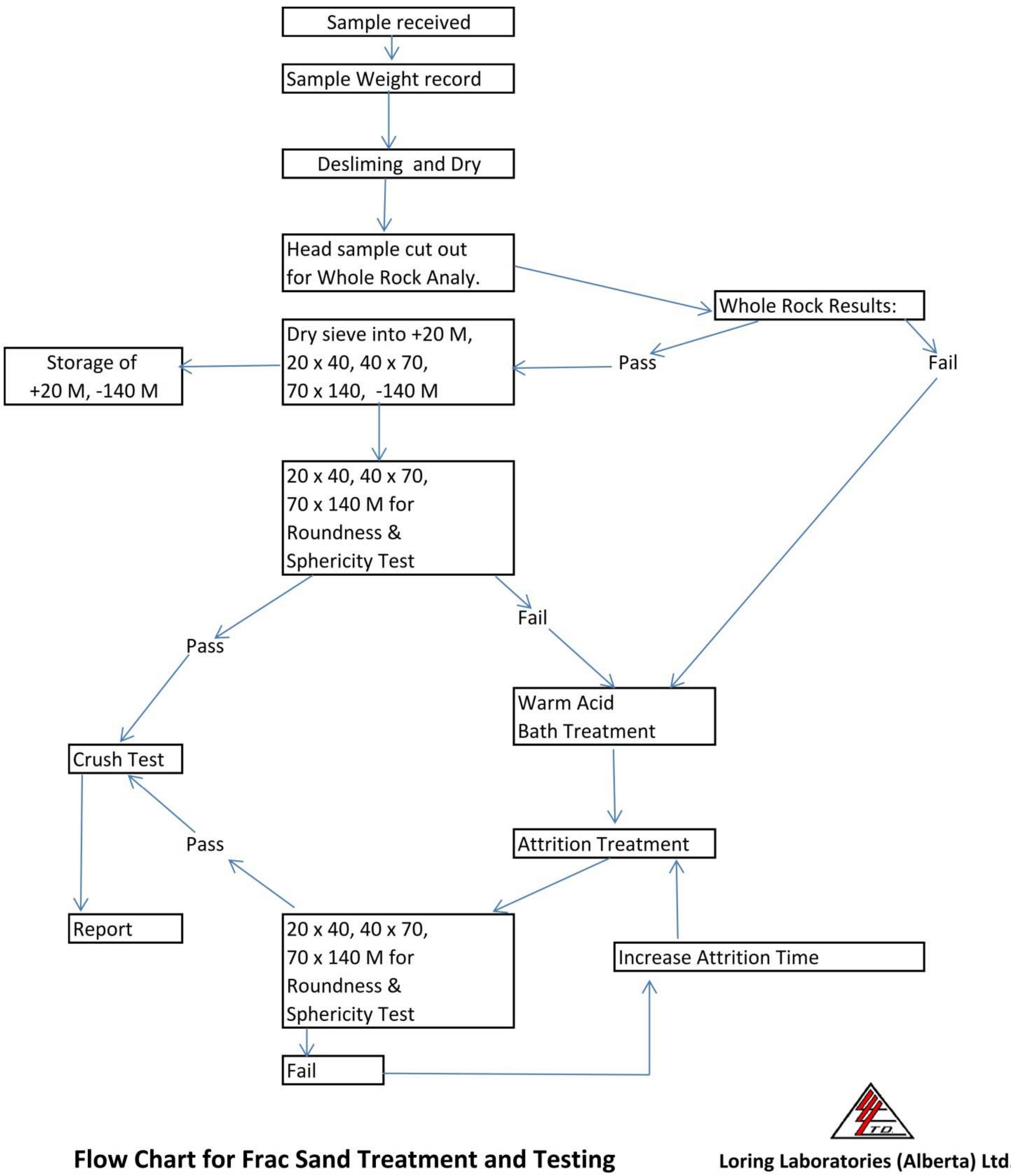

Figure 11.1 Loring Laboratories Ltd. - Fracking Sand Analysis Flow Chart

Initial results for the four 2013 test pit samples were promising, with all samples returning high-silica content, -grain sphericity and -roundness, as well as the majority of the grains falling within the desired mesh sizes. Loring Laboratories was instructed to report the results following the initial phase of the analysis

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before proceeding with further testing. Loring recommends that high strength proppants exceed API RP 56 requirements of 0.6 sphericity and roundness (> 0.7) and requested a follow-up acid bath/attrition test to improve sphericity and roundness and correct for impurities before proceeding with further analysis (crush test, acid dissolution, and turbidity). This was rejected at the time due to the costs associated with the requested testing. Results from the initial phase of analysis are summarized in Table 11.1 to 11.3.

Table 11.1 Sieve Analysis - 2013 Test Pit Samples

Product (wt %)	Sample ID			
	82227	82232	82234	82236
+20	1.7	1.8	7.5	0.5
20/40	29.3	3.3	10.2	9.7
40/70	61.8	39.7	31.9	69.3
70/140	7.1	53.2	36.7	19.4
-140	0.2	2.0	13.6	1.1
Total Usable (wt %)	**98.2**	**96.2**	**78.8**	**98.4**

Table 11.2 Sphericity and Roundness Test - 2013 Test Pit Samples

Sample ID	Sieve Size	Sphericity	Roundness
82227	20/40	0.8	0.6
	40/70	0.8	0.6
	70/140	0.7	0.6
82232	20/40	0.9	0.6
	40/70	0.8	0.5
	70/140	0.8	0.5
82234	20/40	0.8	0.6
	40/70	0.8	0.6
	70/140	0.8	0.6
82236	20/40	0.8	0.5
	40/70	0.8	0.5
	70/140	0.9	0.5

Table 11.3 Whole Rock ICP Analysis (Major Constituents) - 2013 Test Pit Samples

Sample ID	Sieve Size	SiO_2 %	Al_2O_3 %	CaO %	Fe_2O_3 %	K_2O %	Na_2O %	MgO %	TiO_2 %
82227	+20	88.68	5.61	0.37	1.03	0.96	0.66	0.31	0.06
	20/40	96.96	1.30	0.12	0.35	0.18	0.15	0.07	0.02
	40/70	97.46	0.61	0.07	0.40	0.06	0.06	0.03	0.01
	70/140	97.12	0.80	0.11	0.51	0.06	0.08	0.06	0.03
	-140	90.96	3.47	0.57	1.46	0.33	0.36	0.44	0.19
82232	+20	88.92	5.48	0.40	0.97	0.84	0.59	0.32	0.06
	20/40	95.84	1.62	0.15	0.51	0.20	0.17	0.08	0.02
	40/70	96.76	0.84	0.08	0.32	0.10	0.08	0.04	0.01
	70/140	97.58	0.75	0.08	0.27	0.07	0.08	0.04	0.01
	-140	95.60	1.79	0.28	0.76	0.16	0.18	0.18	0.10
82234	+20	87.36	6.17	0.48	1.26	0.99	0.79	0.24	0.07
	20/40	96.02	1.46	0.12	0.40	0.19	0.17	0.04	0.02
	40/70	97.14	0.85	0.07	0.40	0.09	0.08	0.02	0.02
	70/140	96.06	1.22	0.13	0.38	0.15	0.14	0.04	0.04
	-140	94.72	2.02	0.23	0.44	0.24	0.22	0.10	0.12
82236	+20	66.00	11.24	3.49	11.77	0.35	1.99	2.54	0.82
	20/40	97.52	0.63	0.07	0.26	0.05	0.06	0.04	0.01
	40/70	98.36	0.47	0.06	0.35	0.03	0.04	0.02	0.01
	70/140	97.58	0.78	0.09	0.56	0.04	0.06	0.06	0.04
	-140	94.02	1.92	0.30	1.36	0.11	0.16	0.20	0.21

Phase 1 analysis results from the 2014 hand auger program were generally positive. For all samples, greater than 90% by weight fell within the 20/40, 40/70, and 70/140 mesh sizes, which are the commonly used grain sizes for fracking. Overall the samples showed excellent sphericity, ranging from 0.7 to 0.9. Roundness was less consistently high, ranging from 0.5 to 0.7. Opal will need to continue with attrition testing to see if grain roundness can be improved to consistently exceed the API RP 56 requirements of 0.6. Opal is currently awaiting the results of crush testing, acid dissolution, and turbidity tests.

Table 11.4 Sieve Analysis - 2014 Hand Auger Samples

Product (wt %)	Sample ID									
	99901	**99904**	**99905**	**99906**	**99907**	**99908**	**99914**	**99915**	**99916**	**99918**
+20	2.1	2.0	0.3	0.3	0.1	0.1	0.7	0.1	0.0	1.1
20/40	34.4	46.0	11.7	6.8	9.1	4.2	9.5	1.7	0.6	23.9
40/70	55.7	45.5	45.7	65.5	77.8	60.6	64.4	30.9	47.0	66.7
70/140	7.6	6.1	39.0	24.2	12.4	33.7	23.8	57.9	47.1	8.0
-140	2.0	0.5	3.3	3.1	0.7	1.4	1.5	9.4	5.3	0.4
Total Usable (wt %)	**97.7**	**97.6**	**96.4**	**96.5**	**99.3**	**98.5**	**97.7**	**90.5**	**94.7**	**98.6**

Table 11.5 Sphericity and Roundness Test – 2014 Hand Auger Samples

Sample ID	Sieve Size	Sphericity	Roundness
99901	20/40	0.8	0.6
	40/70	0.8	0.6
	70/140	0.7	0.6
99904	20/40	0.8	0.7
	40/70	0.8	0.5
	70/140	0.8	0.5
99905	20/40	0.8	0.7
	40/70	0.8	0.8
	70/140	0.7	0.7
99906	20/40	0.9	0.7
	40/70	0.9	0.6
	70/140	0.8	0.5
99907	20/40	0.9	0.6
	40/70	0.8	0.7
	70/140	0.8	0.5
99908	20/40	0.8	0.6
	40/70	0.8	0.6
	70/140	0.7	0.5
99914	20/40	0.9	0.6
	40/70	0.8	0.6
	70/140	0.8	0.6
99915	20/40	0.8	0.7
	40/70	0.8	0.7
	70/140	0.9	0.5
99916	20/40	0.8	0.6
	40/70	0.8	0.5
	70/140	0.8	0.6
99918	20/40	0.8	0.6
	40/70	0.7	0.7
	70/140	0.8	0.6

Table 11.6 Whole Rock ICP Analysis (Major Constituents) – 2014 Hand Auger Samples

Sample ID	SiO_2 %	Al_2O_3 %	CaO %	Fe_2O_3 %	K_2O %	Na_2O %	MgO %	TiO_2 %
99901	96.53	0.83	0.10	0.40	0.11	0.10	0.06	0.02
99904	97.04	0.65	0.08	0.34	0.07	0.08	0.05	0.02
99905	96.14	0.98	0.11	0.37	0.13	0.13	0.05	0.02
99906	93.24	0.33	0.05	0.22	0.04	0.03	0.02	0.02
99907	95.22	0.68	0.07	0.34	0.07	0.08	0.04	0.02
99908	92.58	0.88	0.09	0.34	0.09	0.10	0.04	0.02
99914	93.22	0.89	0.11	0.36	0.11	0.11	0.05	0.02
99915	96.96	0.46	0.05	0.29	0.06	0.05	0.02	0.02
99916	96.77	0.87	0.10	0.32	0.09	0.11	0.04	0.03
99918	96.60	1.07	0.11	0.36	0.15	0.14	0.05	0.02

No quality assurance/quality control measures were undertaken by Declan during the sampling of test pits or hand auger holes in 2013 and 2014. It is the author's opinion that the sample preparation, security, and analytical procedures were adequate for the stage of the work performed. It is advised that the second phase of analytical testing (crush test, acid dissolution, and turbidity) be completed for the previously recovered samples as well as any future samples. Field duplicates should also be incorporated into future sampling programs.

12 DATA VERIFICATION

This report is a compilation and evaluation of recent and historic exploration work on the Firebag Property. The author has relied upon the professional quality of the historic work, but has not directly confirmed any of the geophysical, drill, or sample data used in the report. It is the author's opinion that that the data are adequate for the stage of the exploration and the purposes of the report.

A one-day site visit was conducted by the QP (Qualified Person) on August 18, 2014.

13 Mineral Processing and Metallurgical Testing

Given the stage of exploration on the Property, no mineral processing or metallurgical testing have been completed by Declan Resources Inc., Opal Energy Corp. or their affiliates.

14 MINERAL RESOURCE ESTIMATES

Given the stage of exploration on the Property, no mineral resource estimates have been completed by Declan Resources Inc., Opal Energy Corp. or their affiliates.

15 TO 22 - NOT APPLICABLE (EARLY STAGE PROPERTY)

The Firebag Property is an early-stage exploration property. Section 15 through 22, as defined by NI 43-101, are not relevant to this report and have been omitted.

23 ADJACENT PROPERTIES

In addition to Declan and Opal, several other companies hold MAIM permits in the vicinity of the Property. The following exploration and production companies hold interests in the area: Athabasca Minerals Inc., Dahrouge Geological Consulting Ltd., Graymont Western Canada Inc., Hammerstone Corp., Vulcan Minerals Inc., Wildrose Diamex Corp., 877384 Alberta Ltd, Areva Resources Canada Ltd., and Fission Uranium Corp.

Exploration work on the bulk of these projects has targeted industrial minerals and uranium deposits. Hammerstone has an active limestone quarry located approximately 5 km east of Fort MacKay. Athabasca Minerals Inc. has recently received approval from the Alberta Environment and Sustainable Resource Development ("ESRD") for the right to work and remove silica sand from their Firebag project on SML 130021 (Athabasca Minerals Inc., 2014). The QP has been unable to verify the information in the following section and the information is not necessarily indicative of mineralization on the Firebag Property.

23.1 ATHABASCA MINERALS

Athabasca Minerals is a public industrial minerals company with operations focusing on sand, gravel, silica sand, salt, and limestone. Their Firebag silica sand property is located approximately 50 km west of Declan's Firebag Property. It targets Quaternary sand deposits for use as a hydraulic fracturing proppants. Historic oil sands exploration has suggested that the Quaternary succession ranges from less than 20 m to over 40 m thick. Athabasca Minerals conducted an auger program in 2011 which showed promising results for two of the five sand units for use as fracking sand.

23.2 DAHROUGE GEOLOGICAL CONSULTING LTD.

Dahrouge Geological owns one MAIM permit, staked in July 2014, directly adjacent to the Firebag Property. To date there is no available assessment work reported for this permit.

23.3 GRAYMONT WESTERN CANADA INC.

Graymont is a private industrial lime producer with quarries across North America. They own three MAIM permits, termed the Firebag-Marguerite property, located approximately 15 km northwest of Declan's Firebag Property. Exploration has focused upon limestone and dolomite and has consisted of mapping, sampling, and drilling.

23.4 HAMMERSTONE CORP.

Hammerstone is a privately owned industrial minerals company, focusing on limestone aggregate. They currently own and operate the Muskeg Valley Quarry, located approximately 5 km east of Fort MacKay. Currently production is focused on limestone aggregate for concrete and asphalt construction, as well as for road and drill-pad construction and regional infrastructure development. Hammerstone currently plans to expand the quarry for aggregate, lime processing, and lime/gypsum return.

23.5 VULCAN MINERALS INC.

Vulcan Minerals Athabasca Border property covers a large block of land located to the south of the Firebag Property. The Athabasca Border property consists of two discontinuous claim groups; the northernmost termed the Athabasca Border North property lies directly adjacent to the southernmost boundary of the Firebag Property. Vulcan Minerals is currently targeting Athabasca Basin-style uranium deposits. In 2014 they conducted an extensive historical data compilation and geophysical review, planned work is still undisclosed.

23.6 WILDROSE DIAMEX CORP.

The MAIM Permits owned by Wildrose Diamex Corp. were staked in August 2013. To date there is no available assessment work for these permits.

23.7 877384 ALBERTA LTD.

877384 Alberta Ltd. owns a group of 32 MAIM permits covering approximately 240,000 ha, located 45 km north of the Firebag Property. They are prospective for unconformity-related uranium deposits as they are located near the margin of the Athabasca Basin. No work has been completed by the company. Prior to 877384 Alberta Ltd, the permits were explored in 2006 with regional-scale airborne electromagnetic (EM) surveys by Strathmore Minerals Corp. In the 1970's and early 1980's the area was the focus of detailed ground prospecting, mapping and geophysics, as well as drilling for unconformity-related uranium mineralization.

23.8 AREVA RESOURCES CANADA LTD.

The Maybelle River Project of Areva Resources Canada is host to the Dragon Lake Zone located approximately 65 kilometres north of the Firebag Property where unconformity-related uranium mineralization has been defined. Although no resource has been published, the mineralization is reported as being approximately 110 m in strike length, varies from 1 to 40 m in height, and is narrow at 1 to 5 m wide. Grades vary from several hundred ppm up to 54.5% uranium. Associated elements are Ni, As, Co, Cu, Pb, Mo and B. The mineralized zone is small but remains open along strike (Wheatley and Cutts, 2006).

23.9 FISSION URANIUM CORP.

The Patterson Lake South uranium zone, located approximately 60 kilometres to the northwest of the Firebag Property, is host to a significant new discovery within the western Athabasca Basin. The mineralization is located approximately 5 kilometres south of the southern margin of the Athabasca Basin. As such, all of the mineralization is hosted within Precambrian basement rocks. At the date of this report, the extent of the mineralization has yet to be defined, but uranium mineralization has been traced in several zones over a 2.24 kilometre strike length. Grades of up to 22% U_3O_8 over widths of 10 metres have been reported. The discovery of high-grade mineralization 5 kilometres outside of the apparent boundary of the Athabasca Basin and below Phanerozoic Manville Group Sediments has sparked a massive staking rush in Saskatchewan and to a lesser extent in Alberta, where mineral claims have been acquired up to 70 kilometres south of the Athabasca Basin, with exploration programs aimed at a search for basement-hosted unconformity-related mineralization.

24 OTHER RELEVANT DATA AND INFORMATION

The author is unaware of any other relevant data.

25 Interpretation and Conclusions

The Property is underlain by basement rocks of the Taltson Magmatic Zone, sands of the McMurray Formation, and at surface is dominated by Quaternary sands and gravels. Several large structures run through the property, namely the Beatty River Fault Zone, the Firebag Fault, and the Johnson Lake Fault.

Historic exploration identified a minor cobalt anomaly in the north of the Property, near the fault systems. More recent geochemical exploration has not identified any anomalous mineralization.

The Firebag Property also possesses several features making it prospective for basement-hosted uranium deposits:

1. Proximity to the current margin of the Athabasca Basin (30 km to the north), which has been hypothesized to have once covered a much larger area.
2. Gneissic basement rocks of the Taltson Magmatic Zone, which may have once underlain the Athabasca Basin.
3. The presence of several large faults (potential routes for mineralizing fluids) on the Property.

Exploration between November 2013 and September 2014, at a total cost of $118,886, identified several areas prospective for silica sand proppants on the Firebag Property. Hand augering and pitting programs tested the deposits to depths of up to 5.5 m. Samples from the basal sand unit returned excellent sphericity, good roundness, and primarily fell within those size fractions used for fracking sands.

On their Firebag Property, located 50 km to the west, Athabasca Minerals has tested the Quaternary sands for use as a proppant. Two of the five sand units identified had the required properties for fracking sands. Athabasca Minerals recently received approval from the Alberta Environment and Sustainable Resource Development (“ESRD”) for the right to work and remove silica sand from their Firebag project SML. The author has been unable to personally verify the results from the adjacent properties and they are not necessarily indicative of any analogous mineralization, if present, on the Property.

The Firebag Property also possesses several qualities making it prospective for the discovery of silica sand proppants (fracking sands):

1. The presence of Quaternary sands and gravels as well as the McMurray Formational sands.
2. The physical properties of the identified sands. Analysis of the 2013 and 2014 sand samples returned excellent sphericity and grain size. Grain roundness was generally slightly below API RP 56 requirements, but could likely be improved by attrition or by classification.
3. The currently-tested sands are open at depth (> 5.5 m).
4. SilverWillow Energy’s planned development of their Audet SAGD project, which would see extensive infrastructure improvements throughout the Firebag Property.

Several risks do exist in regards to the silica sand potentials of the Firebag Property. Currently, tenure rights for silica sand in Alberta are not well defined in the regulations. The loose sands within the Athabasca region have previously been classified as surface materials under the Public Lands and Law of Property acts. Metallic and Industrial Minerals permits do not grant mineral rights to silica sand, unless they are considered consolidated and “formational”. Based upon this, an SML is likely required in addition to the current MAIM permits to ensure ownership of silica sand mineral rights and to allow for any potential future production. Opal Energy Corp. has applied for an SME in the area of newly discovered silica sand deposits (SME 140173), which could later be converted to an SML. The SME application was submitted in early November, 2014.

Typically SME's in the Wood Buffalo region are granted within six months to one year after submittal. Barring unforeseen conflicts or environmental concerns the SME will likely be granted. Non-mechanized work programs can still be conducted prior to the approval of the SME.

No other work has been conducted on the Property by Declan or Opal to date. Further work is necessary to better define the extents prospective silica sand deposits, as well as evaluate the uranium deposit potentials of the Property.

26 RECOMMENDATIONS

Based upon the presence of large-scale structures identified in regional geophysics and its proximity to the margin of the Athabasca Basin, the Property is of sufficient geological merit to warrant further exploration for monometallic uranium deposits. Similarly, based upon the results of the 2014 summer silica sand sampling program, as well as the Properties proximity to Athabasca Minerals Firebag project, the Property merits additional exploration for silica sand. The following work programs, one targeting uranium (Table 26.1) and the other targeting silica sand, estimated to cost $236,425, are proposed:

Uranium Exploration Program:

Work should consist of a new sampling program on historic oil sands core on and around the property. Sands just above the basement contact should be analysed by ICP-MS for lead isotopes which are daughter decay products after Uranium decay. Approximately 40 samples should be collected.

Table 26.1 Proposed Uranium Exploration Program for the Firebag Property

Description	Estimated Cost ($)
- Geologists Wages (3 days)	$1,575
- Supplies and Rentals	$800
AER Core Laboratory Fees	
- Table Fees	$1,450
- Core Delivery Fees	$450
- Sample Cutting	$700
Sample Analyses (ICP-MS + Lead Isotope)	$1,450
TOTAL	**$6,425**

Silica Sand Exploration Program:

Prior to exploration, Declan should consult with lawyers and government officials in order to better determine silica-sand tenure rights. Specific attention should be paid to the permitting requirements of the McMurray formational sands versus the Quaternary glacial outwash and ice-contact sand deposits.

The initial phase of work would consist of a ground penetrating radar survey over previously explored portions of the property to better constrain the depth extents of the potential fracking sands. A hand/mechanized augering and pitting program should also be initiated to test the full depths, extent, and qualities of the silica sand deposits. (Note: Information from this Phase would also be applicable in the search for uranium deposits in the area, as samples for uranium analysis or Rn^{222} studies could be acquired). The cost of this phase is estimated to be $230,000. The total cost for the initial uranium and silica sand exploration is estimated to be $236,425.

27 References

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DATE AND SIGNATURE PAGE

This report entitled "**Technical Report on the Firebag Property**" and with an effective date of April 10, 2015, was prepared on behalf of Declan Resources Inc. and is signed by the author, Roger D. Morton.

Roger D. Morton
P. Geol.
9039 Saskatchewan Drive, Edmonton, Alberta

April 10, 2015

28 Certificate of Qualified Person

I, Roger D. Morton, of 9039 Saskatchewan Drive, Edmonton, Alberta T6G2B2, do hereby certify that:

1. I, Roger D. Morton, P. Geol., am an independent consulting geologist. I am the author of the technical report entitled "**Technical Report on the Firebag Property**", prepared on behalf of Declan Resources Inc. and with an effective date of April 10, 2015.
2. I am a graduate of the University of Nottingham U.K., with the degrees of B.Sc. Geology (Hons. 1st Class) 1956 and Ph.D. Geology 1959.
3. I am a Registered Professional Geoscientist (P. Geol.) in the Province of Alberta. (Licence No: M16617). I held the position of Professor of Economic Geology at the University of Alberta in Edmonton, Alberta for 28 years (1967–1995). Since 1995 I have held the position of Professor Emeritus in Geology in the Department of Earth and Atmospheric Sciences at the University of Alberta, in Edmonton, Alberta. I am a Canadian citizen and have been resident in Canada since 1966. I have provided consultant services internationally for the exploration, evaluation, and mining of diamonds, precious metals (gold, silver, and platinum group metals), base metals (copper, nickel, uranium, thorium, lead, and zinc) and industrial mineral deposits of gravel and diatomite.
4. I am a Qualified Person as defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101).
5. I inspected the Firebag Property during a one-day site visit on August 18, 2014.
6. I am responsible for the preparation and take responsibility for all sections of the report entitled "**Technical Report on the Firebag Property**", prepared on behalf of Declan Resources Inc. and with an effective date of April 10, 2015.
7. I am independent of the issuer of this report, Declan Resources Inc., Opal Energy Corp., 87738 Alberta Ltd., and the Property, as defined by Section 1.5 of NI 43-101.
8. I have not had prior involvement with the property that is the subject of this report.
9. I have read National Instrument 43-101 and the report entitled "**Technical Report on the Firebag Property**" has been prepared in compliance with this Instrument.
10. On the effective date of the report, April 10, 2015, to the best of my knowledge, information, and belief, this technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Roger D. Morton
P. Geol.
April 10, 2015

CONSENT OF QUALIFIED PERSON

TO: British Columbia Securities Commission (as principal regulator)
Alberta Securities Commission
TSX Venture Exchange

I, Roger D. Morton, of 9039 Saskatchewan Drive, Edmonton, Alberta, consent to the public filing of the technical report entitled "**Technical Report on the Firebag Property**", prepared on behalf of Declan Resources Inc. and dated April 10, 2015 with an effective date of April 10, 2015 (the "Technical Report") by Declan Resources Inc.

I also consent to the filing of the report with the Canadian Securities regulatory authorities listed above and with SEDAR (System for Electronic Document Analysis and Retrieval), and to extracts from, or a summary of, the Report in written disclosure, news releases, website publication, or other documents filed by Declan Resources Inc. concerning the Firebag Property.

Roger D. Morton
P. Geol.
April 10, 2015