

**APPIA ENERGY CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the three and six months ended March 31, 2018**

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## **Management's Discussion and Analysis – March 31, 2018 As of May 2, 2018**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Appia Energy Corp. ("Appia" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the six months ended March 31, 2018. The MD&A was prepared as of May 2, 2018 and should be read in conjunction with the unaudited condensed interim financial statements ("Financial Statements") for the three and six months ended March 31, 2018 and the audited financial statements for the year ended September 30, 2017, including the notes thereto. Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. These Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as described in Note 2 to the Financial Statements.

### **Executive Summary**

#### ***Corporate Summary***

Appia is a Canadian mineral exploration company listed on the Canadian Securities Exchange under the trading symbol "API", and in the USA, the listing was upgraded, with the shares trading on the OTCQB platform as OTCQB: APAAF starting on January 9, 2018. In Germany the shares trade under the symbols A0I.F, A0I.MU and A0I.BE. Appia is focusing on finding high-grade, close to surface Uranium and Rare Earth Element deposits ("REE").

During the fiscal year ended September 30, 2017, the Company raised \$1,957,405 through the non-brokered private placement of 1,301,000 flow-through shares and 7,239,929 working capital units comprising shares and warrants, with the proceeds designated for exploration and working capital purposes.

In recognition of an increasing shareholder base in the United States, the Company's common shares now trade on the OTCQB marketplace in New York, an up-grade from its prior OTC listing. As an international company already listed on a "Qualified Foreign Exchange" and in good standing on the Canadian Stock Exchange, the Company is exempt from registration in the United States. Investors in the USA can find current financial disclosure and Real-Time Level 2 quotes in US currency for Appia on [www.otcmarkets.com](http://www.otcmarkets.com). The new listing makes the shares DTC eligible to facilitate trading, settlement and clearance in the US.

James Sykes, who became Vice-President, Exploration and Development of the Company in March 2017 has had prior involvement with the discovery of over 450 million pounds of U<sub>3</sub>O<sub>8</sub> in five deposits in the Athabasca Basin. The Company currently holds an interest in 73,033 hectares (180,467 acres) in the Athabasca Basin area of Saskatchewan.

Exploration in 2017 included the winter drilling of the Loranger property, as well as a summer prospecting program, the late summer ground prospecting and radiometric surveying program at Alces Lake, and the airborne geophysical survey flown over the Eastside property, completed in September.

The exceptional geochemical assay results from the 2017 ground prospecting and radiometric program on the Alces Lake property included Rare Earth Oxides ("REO") as high as 49.64 weight % total REO reported from 5 zones on the Property. An overburden stripping and trenching program is planned to start in May 2018 and will be followed by diamond drilling on priority targets.

In December 2017 the Company acquired an additional 11,306 hectares (27,938 acres) of mineral claims located outside the Athabasca Basin, 30 km northeast of Cameco's suspended Rabbit Lake uranium mill and Eagle Point mine operations, naming the property the "North Wollaston" Property.

At Loranger, the first seven holes of the diamond drilling program last year resulted in six of the seven holes returning assays equal or greater than 0.01 weight %  $U_3O_8$  over 70+ metres. Further ground prospecting is planned for Loranger and Eastside for the summer, 2018. An airborne VTEM/radiometric survey over North Wollaston is also planned.

In Ontario, Appia controls 13,008 hectares (32,143 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario, including National Instrument 43-101 (“NI 43-101”) reported resources at Teasdale Lake and Banana Lake. The Elliot Lake area has produced over 300 M lbs. of  $U_3O_8$  between 1955 and 1996, and is the only mining camp in Canada with significant historical commercial REE production.

## **Saskatchewan Summary**

### **Alces Lake**

Exploration efforts between 2011 and 2016 have resulted in the confirmation of high-grade REE mineralization in multiple outcrops and boulders, with a maximum of up to 35.7% total REE by weight from the Ivan Zone. A helicopter-borne geophysical and radiometric survey outlined extensive radioactive anomalous areas similar to those with known areas of uranium and REE mineralization, providing input for geological interpretation of the property.

On October 31, 2017 the Company announced “exceptional geochemical assay results from the ground prospecting and radiometric program on the high-grade rare earth element (“REE”) plus uranium Alces Lake property.” Rare Earth Oxides (“REO”) as high as 49.64 weight % Total REO were reported from 5 zones on the property.

Mineralization in the zones were reported to have uniformly high concentrations of critical REEs which are in scarce supply and high demand. Neodymium and Praseodymium account for 20% and 5% of the Total REEs respectively. Prices for these REEs increased by 81% and 89% in 2017(to September 8).

Based on the average grades of all the samples, which are rich in the critical REEs, (Dy, Nd, Pr), Alces Lake has the potential to be a high-value prospect.

An overburden stripping and trenching program is planned to start in May 2018, depending on weather conditions, and will be followed by diamond drilling on priority targets. Equipment is being acquired and an excavator was moved over the frozen ground in March, 2018, to a staging area in Uranium City, SK, 30 km southwest of the Property.

### **Athabasca Basin**

The Loranger and Otherside groups of mineral claims in the Athabasca Basin were acquired by staking in March 2016 and have similar geological and signatures to known high-grade, high-tonnage uranium deposits in the Basin such as Fission Uranium Corp.’s Triple R deposit, NexGen Energy’s Arrow deposits, and others.

In April 2017 the Company reported the completion of the first seven holes of the diamond drilling program on the Loranger property with the geochemical assay results reported in a news release May 24, 2017. Six of the seven holes returned assays equal or greater than 0.01 weight%  $U_3O_8$  over 70+metres. Further drilling will take place on additional high-priority targets when winter ground conditions and uranium market conditions are favourable.

In June 2017 a 117 km ground prospecting and radiometric surveying program was completed, identifying far more radioactive occurrences than reported in historical records. Further ground work is planned for the summer, 2018.

In June 2017 the Eastside property was acquired by staking. Historic prospecting identified three outcrop samples along a 1.7 km geological strike which returned 2,538 ppm, 6,650 ppm and 7,575 ppm uranium. Five boulders of similar lithological provenance to the outcrops, and located down-ice from the outcrops, returned greater than 1,000 ppm uranium. A detailed airborne radiometric, magnetic and VLF-EM survey of 1178 line-kilometres was flown over the property in September and identified new radiometric anomalies that were not reported in historic prospecting.

In December 2017, the North Wollaston property was acquired by staking. Historic ground exploration discovered four uranium bearing zones at surface in outcrops and boulders returning up to 0.495 wt % U<sub>3</sub>O<sub>8</sub>, and three of seven regional exploration drill holes intersecting elevated uranium values (> 100 ppm uranium) and/or radioactivity (> 200 cps).

Follow-up ground prospecting on the Eastside and North Wollaston properties will prioritize exploration on trend with high-uranium content outcrops and continue to explore the up-ice directions of uraniferous boulders in the search for other surface uranium showings. An airborne radiometric, EM and magnetic survey is planned for the North Wollaston property for the summer, 2018.

## ***Ontario Summary***

The National Instrument 43-101 (“NI 43-101”) report on the Elliot Lake properties completed in 2013 incorporated a new concept of simultaneously mining a nine metre high underground zone, including the Upper Reef, the Rare Earth Elements in the Intermediate Quartzite Zone and the Lower Reef. With the REE content by weight being over six times the uranium content, the economic value of the mineralized zone has been greatly enhanced. A significant portion of the previously categorized Inferred Resources was upgraded to Indicated Resources, and additional resources were defined.

More work to expand the Resources at Teasdale and the preparation of a Preliminary Economic Analysis of the project will be contingent on an improved price for uranium and a clearer picture of supply and demand for REEs.

## **Exploration and Evaluation Assets**

### ***Saskatchewan Properties:***

The Company currently holds a total of 73,033 hectares (180,467 acres) in Saskatchewan.

#### ***Alces Lake Property***

In 2010, the Saskatchewan Geological Survey (“SGS”) visited the Alces Lake area where a trenching program from the 1950s discovered high concentrations of REEs. The SGS program reported 13 rock sample assays showing a significant presence of REEs, reaching as high as 29.8% total REEs and anomalous levels of uranium and thorium.

In 2011, the Company visited the 1,518 hectares (3,751 acres) site and recorded radioactivity levels over 15 boulder and outcrop samples in a range of 5,500 cps to 53,500 cps, with thorium levels off scale for the spectrometer. Assays on five samples reflected favourably on the 2010 REE findings.

In September 2013, the Company discovered a new area of REE mineralization, plus uranium and thorium south of Alces Lake. The zone is designated as the “Ivan Zone” and is located 125 metres northeast of the historical trenches. Outcrop and boulder samples recorded radioactivity levels in excess of 56,000 cps. Geochemical analytical results of 12 samples from the outcrops and boulders returned ranges from 1.1% to 35.7% Total REE by weight. Details of the laboratory analyses for individual elements were reported in the Company’s news release on the Ivan Zone on May 22, 2014.

Geotech Ltd.’s 154 line-kilometre helicopter-borne geophysical and radiometric survey flown in June 2016 over the Alces Lake Property outlined extensive radioactive anomalous areas similar to those with known areas of uranium and REE mineralization, providing input for geological interpretations of the Property. The radiometric survey delineated a large radiometric high area which includes the discovery trenches re-worked in 2010 and 2011, and the Ivan Zone outcrops sampled in 2013. The large radiometric high and other local smaller radiometric anomalies suggest that the REE mineralization host-rock is widespread beneath the overburden cover.

On October 31, 2017 the Company announced “exceptional geochemical assay results from the 2017 ground prospecting and radiometric program on the high-grade REE plus uranium Alces Lake property.” Rare Earth Oxides of as high as 49.64 weight % Total REO were reported from 5 zones on the Property.

Mineralization in the zones were reported to have uniformly high concentrations of critical REEs. Based on the average grades of the samples rich in critical REEs, Dysprosium, Neodymium and Praseodymium, (“Dy, Nd, Pr”), Alces Lake is potentially a high-value prospect. Critical REEs are defined as those with scarce supply, in high demand, and criticality in much high-tech applications such as electric vehicle, wind turbines, cell phones, magnets and computers. Nd and Pr account for 20% and 5% of the Total REEs respectively. Prices for these REEs increased by 81% and 89% in 2017, to September.

Uranium and thorium oxides of up to 0.20 weight % and 5.51 weight %, respectively, were also reported.

The Saskatchewan Research Council’s (“SRC”) Geoanalytical Laboratory has developed individual REE separation technology over the past three years at its in-house pilot plant, and projects that there may be an opportunity for one central facility that would handle REE separation for mining companies in Saskatchewan, avoiding the necessity to build a plant at each site. This concept of shared separation facilities has been successfully implemented in Europe.

The findings of a mineralogy study (the “Study”) on the REE mineralized samples from the summer 2017 prospecting program were announced on March 5, 2018. The Study revealed simple mineralogy where monazite is the sole host for REEs, including the critical REEs, Nd and Pr. The homogeneity of REE content is remarkable with a lack of significant compositional changes detected. The composition of 30 monazite grains from various samples produced an average of 8.91% Nd and 2.54% Pr total content of monazite, which is comparable with an Nd:Pr ratio of 4:1 reported from whole rock geochemistry of the 2017 program.

The mineralogical composition of the samples is variable, with an amount of monazite ranging from 1% to 80% of the samples. Individual grains of monazite range from few microns to a majority of coarse-grain size over 1.0 mm diameter. Monazite has simple metallurgical properties, and the processing and extraction techniques of REEs from monazite are well-documented and successfully proven. This is an important factor for moving the Alces Lake project forward.

The Company is actively planning follow-up exploration programs at Alces Lake, scheduled to start in May of this year with initial surface exploration, including overburden stripping and trenching in the Wilson and Ivan zones, followed-up with diamond drilling. The Company anticipates producing an NI 43-101 compliant inferred mineral resource estimate by the 2018 year end. Permits for the proposed exploration programs are in-hand. The actual start date will depend on lake ice break-up, to allow float plane accessibility.

## **Athabasca Basin**

Beginning in fiscal 2011, the Company participated in staking properties in Saskatchewan, with significant additions of the Loranger and Otherside properties in 2016, the Eastside property in June 2017 and the North Wollaston property in December 2017.

The “Loranger” and the “Otherside” properties have similar geology and signatures to known high-grade, high-tonnage uranium deposits in the Basin such as Fission Uranium Corp.’s Triple R deposit, NexGen Energy’s Arrow deposits, and others.

### ***Loranger Property***

The Loranger property is located 28 km southeast of Cameco’s Rabbit Lake mill and comprises 30,725 hectares (75,923 acres), centred on 4 individual conductors with an aggregate length of 96 km, of which 94 km remains untested. The property is hosted within the basement rocks of the Wollaston Domain, near the deposit rich eastern margin of the Basin. The Loranger property includes an additional 5,969 hectares (14,750 acres) immediately contiguous to the area originally staked, covering a 20 km aeromagnetic and electromagnetic trend extending to the southwest and hosting 12 km of sub-parallel conductors identified in an earlier airborne survey.

In October 2016 Geotech Ltd. flew a 715 line-kilometre VTEM™ Max Time-Domain electromagnetic (“EM”) and magnetic survey over the property to better define the conductive zones that were identified in a 1978 Barringer/Questor airborne Mark VI Input EM survey.

The survey identified 94 km of primary northeast-southwest oriented structural corridors, occurring over a 33 km strike length of the Property, sharing similar geophysical characteristics with a number of Athabasca Basin high-grade uranium deposits.

Conductive zones account for 68 km of the primary structural corridors (>0.1 milliseconds), and 28 km of those conductive zones are considered very conductive (i.e. > 1.0 milliseconds).

The airborne survey also outlined a series of north-south oriented structures, known as the Tabbernor fault system. A major Tabbernor fault offsets the property geology along both sides of the fault by 6 to 8 km. Many other uranium deposits have associations with the Tabbernor fault system, most notably UEX’s Raven-Horseshoe and Cameco’s Collins Bay deposits.

In February 2017 the Company reported the completion of ground gravity surveys covering 45.2 km of priority exploration areas on the Loranger property identified by gravity lows coincident with previously defined conductive structural corridors and cross-cutting North-South oriented Tabbernor faults. The combination of gravity lows, conductor jogs and/or breaks, and cross-cutting faults are features associated with Athabasca uranium deposits.

In April 2017 the Company reported the completion of the first seven drill holes, totalling 1,461 metres, before work stopped as the ice-road accessing the property was declared unsafe.

Geochemical assay results from drill hole LOR-17-004 returned a total composite down-hole thickness of 72.9 m grading 0.012 wt% U<sub>3</sub>O<sub>8</sub>. Drill hole LOR-17-005 was drilled 150 m down-dip of LOR-17-004 and returned 26.4 m composite down-hole thickness grading 0.014 wt% U<sub>3</sub>O<sub>8</sub>. Drill holes LOR-17-006 and LOR-17-007 were drilled 600 m and 1025 m SW along strike of LOR-17-004, respectively. LOR-17-006 intersected 56.85 m composite down-hole thickness grading 0.012 wt% U<sub>3</sub>O<sub>8</sub> and LOR-17-007 intersected 10.3 m composite down-hole thickness grading 0.016 wt% U<sub>3</sub>O<sub>8</sub>.

Drill holes LOR-17-004 to LOR-17-007 were drilled in the historical Royal Canadian Ventures Grid No. 2 drilling area (“RCV area”). The RCV area has multiple lenses of uranium-bearing pegmatites extending from surface down to current vertical depth limit of 260 m and extending over 2,200 m along strike. The RCV area pegmatites remain open in all directions. See the news release dated May 24, 2017 on the Company’s website [www.appiaenergy.ca](http://www.appiaenergy.ca) for drill hole locations and cross-section interpretation of drill holes LOR-17-004 and LOR-17-005.

The first three drill holes of the Program (LOR-17-001 to LOR-17-003) were drilled in a gravity low target area represented by intense brittle faulting and associated hydrothermal alteration. Drill hole LOR-17-001 intersected 0.011 wt% U<sub>3</sub>O<sub>8</sub> over 0.25 m at 211.0 m drill hole depth in unaltered pegmatite and LOR-17-003 intersected 0.010 wt % U<sub>3</sub>O<sub>8</sub> over 1.3 m at 98.6 m drill hole depth in clay altered semipelitic gneiss. In addition to U<sub>3</sub>O<sub>8</sub>, all gravity low target drill holes contain elevated boron (up to 404 ppm in LOR-17-002) throughout the faulted and altered zones. Elevated levels of boron (>100 ppm) are associated with some high-grade uranium Athabasca deposits and can be considered a critical element for Athabasca uranium exploration.

In June 2017 a 117 km ground prospecting and radiometric surveying program was completed on the property. Four priority drill target areas and the down-ice trends of those areas were investigated for radioactivity, alteration and structure within boulders and outcrops. Background radioactivity ranged from 50 counts-per-second (“cps”) to 300 cps. Elevated radioactivity occurrences (2x to 10x background, i.e. >500 cps) in 154 individual boulders and outcrops with a range from 500 cps to 4,000 cps (producing an average of 1,000 cps), and one isolated occurrence up to 8,500 cps were identified. Historic exploration results had only reported 2 radiometric occurrences outside of the drill area; each a boulder measuring 400 cps so that far more radioactive occurrences were identified than expected based on historic prospecting programs. The alterations and structure styles observed in some boulders and the discoveries of radioactive outcrops, are in conjunction with current drill target areas, and others present new exploration models.

Alteration was only noted in boulders, not in outcrop, and accounted for less than 0.1% of all boulders observed in the field. The most common alteration styles were i) limonite and hematite stains (seven boulders produced radioactivity between 500 cps and 3,400 cps), ii) dark green pervasive alteration (not radioactive), and iii) quartz network breccia veining (a common alteration and structure observed as the most peripheral system to high-grade uranium deposits, not radioactive).

Also identified were radioactive outcrops (500 – 4,000 cps) near 2 of the current drill target areas, and a 650 m long by 150 m wide radioactive boulder train (500 – 2,400 cps) northeast of a third drill target area. The boulders in the train are geologically similar to a radioactive outcrop identified 350 m northeast of the boulder train.

The June 2017 program covered only a small fraction of the property but helped refine and improve the geologic understanding of the property, as well as outlining the potential for more radioactive discoveries with additional prospecting on the Loranger property.

The Company is planning a ground prospecting program this summer.

### ***Eastside Property***

The property, comprising 4,933 hectares (12,191 acres) was acquired by staking in June 2017, and is located 50 km east of the Loranger property, 85 km east of Cameco's Rabbit Lake mill.

Historic airborne and ground exploration was conducted on the property and surrounding area between 1968 and 1980. A 1975 airborne survey identified a 4-km wide radiometric anomaly on the property. Follow-up ground prospecting programs located outcrops and boulders containing elevated concentrations of uranium within and peripheral to the radiometric anomaly. A total of 161 outcrop and boulder samples returned a range of 2 to 7,575 ppm uranium, producing an average grade of 360 ppm uranium. Twelve samples contained greater than 1,000 ppm uranium. Three outcrop samples along a 1.7 km geological strike returned 2,538 ppm, 6,650 ppm and 7,575 ppm uranium. Five boulders of similar lithological provenance to the outcrops, and located down-ice from the outcrops, returned greater than 1,000 ppm uranium.

The property complies with the Company's objective of exploring for near-surface high-grade uranium deposits in the Athabasca Basin area. Uranium orebodies have been discovered by tracing radioactive boulders back up to their source. The potential for a major discovery on the property exists when one considers the length of a similar system that exists on the Loranger property (i.e. the RCV uranium mineralized trend extending for 2.2 km along strike and open in both directions).

A detailed airborne radiometric, magnetic and VLF-EM survey comprising 1178 line-kilometres was flown over the Eastside property in September 2017 and confirmed the presence of the historic radiometric anomaly associated with reported boulders and outcrops. The survey also identified four new radiometric anomalies, three of which occur up-glacial-ice trend, with the highest radioactive signal occurring within the broadest anomaly which is northwest from the currently known mineralization.

The magnetics portion of the airborne survey shows the mineralized area(s) occur along a regional "bend", and individual uraniferous outcrops occur along magnetic gradients. A number of magnetic features are apparently offset which have been interpreted as fault zones. The regional "bend", correlation with magnetic gradients and interpreted fault zones are similar geophysical characteristic to a number of Athabasca Basin high-grade uranium deposits. Follow-up ground prospecting in the summer of 2018 will prioritize exploration on trend with high-uranium content outcrops and continue to explore the up-ice directions of uraniferous boulders in the search for additional surface uranium showings.

### ***Otherside Property***

The Otherside property comprises 21,868 hectares (54,307 acres), straddles a 40 km-long corridor hosting multiple discrete conductors with associated magnetic gradients and gravity lows, within the north central Athabasca Basin.

Appia plans to carry out ground geophysical surveys and resistivity surveys over the primary target areas on the Property, but this work is not currently scheduled.

### ***North Wollaston Property***

In December 2017 the Company acquired by staking, 11,306 hectares (27,938 acres) of mineral claims located 30 km northeast of Cameco's Rabbit Lake suspended uranium mill, Eagle point mine operations, the eastern edge of the Athabasca Basin and 40 km north of the Loranger property. The Rabbit Lake mill has processed more than 200 M lbs of uranium concentrates since beginning production in 1975.

Historic airborne and ground exploration on the property was conducted between 1968 and 1984, with four uranium bearing zones with outcrops and boulders discovered on surface returning up to 0.495 wt %  $U_3O_8$ , and three of seven regional exploration drill holes intersecting elevated uranium values (> 100 ppm uranium) and/or radioactivity (> 200 cps).

An airborne radiometric, EM and magnetic survey is planned for the summer, 2018.

### ***Ontario Properties:***

Appia holds over 13,008 hectares (32,143 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario. The zones are called Teasdale, Banana Lake, Canuc, Bouck Lake and Buckles Lake. The Elliot Lake area produced some 360 M lbs. of  $U_3O_8$  from 13 underground mines between 1955 and 1996 and is the only mining camp in Canada that had significant historical commercial REE production.

No work was carried out during 2017 as the current market for uranium oxide and REEs does not warrant additional work at this time.

### ***Teasdale Lake Zone***

The following two tables set out the resources reported in the NI 43-101 report entitled "Update Report on the Appia Energy Corp. Uranium-Rare Earth Property, Elliot Lake District, North-Central Ontario, Canada," by Watts Griffis and McQuat ("WGM") dated July 30, 2013 which has been filed on SEDAR ([www.sedar.com](http://www.sedar.com)). It should be noted that the contents for the rare earth components are for rare earth metals, whereas it has become more common to report the contents as equivalent rare earth oxides, which results in an average increase of approximately 46% for the oxides versus the metallic form.

Table 1  
Summary of Teasdale Zone Uranium and Rare Earth Mineral Resource Estimate

Zone	Tonnes ('000)	Tons ('000)	TREE (lbs/ton)	U <sub>3</sub> O <sub>8</sub> (lbs/ton)	Average Thickness (m)	Contained TREE ('000 lbs)	Contained U <sub>3</sub> O <sub>8</sub> ('000 lbs)
INDICATED RESOURCES							
UR	6,733	7,422	4.20	0.484	4.61	31,199	3,593
IQ	3,006	3,314	1.98	0.259	2.27	6,578	0.857
LR	3,355	3,699	2.68	0.958	2.60	9,912	3,544
Total	13,095	14,435	3.30	0.554	9.48	47,689	7,995
INFERRED RESOURCES							
UR	18,326	20,201	3.87	0.421	4.33	78,080	8,498
IQ	10,209	11,254	1.64	0.184	2.78	18,464	2,070
LR	9,972	10,992	3.33	0.869	2.71	36,631	9,564
Total	38,507	42,447	3.14	0.474	9.82	133,175	20,115

- Note:
1. Mineral Resources effective 30 July, 2013
  2. Mineral Resources are estimated at a cut-off value of \$100 per tonne, using a uranium price of US\$70/lb U<sub>3</sub>O<sub>8</sub>, a TREE price of \$78/kg, and a C\$:US\$ exchange rate of 1:0.9. TREE includes all the REE elements from lanthanum to lutetium plus yttrium.
  3. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. There are no known specific problems at this date.
  4. The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
  5. The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council December 11, 2005.
  6. Specific Gravity of 2.85 tonnes/m<sup>3</sup> (or 3.14 tons/m<sup>3</sup>) was used.
  7. Indicated amounts may not precisely sum due to rounding.

Table 2  
Individual REE Resource Grade Composition Summary

Zone	Light REE (grams/tonne)						Heavy REE (grams/tonne)									
	La	Ce	Pr	Nd	Sm	Eu	Gd	Tb	Dy	Ho	Er	Tm	Yb	Lu	Hf	Y
INDICATED RESOURCES																
UR	540	951	93.9	313	51.7	1.9	32.8	3.9	17.2	2.7	7.0	0.9	5.5	0.8	6.8	72.9
IQ	256	452	44.9	148	24.4	1.0	14.7	1.8	7.7	1.2	3.1	0.4	2.5	0.4	3.6	30.6
LR	332	596	59.4	201	35.1	1.7	23.2	3.0	14.2	2.3	5.9	0.8	4.5	0.6	3.3	58.1
<b>Average</b>	<b>422</b>	<b>745</b>	<b>73.8</b>	<b>247</b>	<b>41.1</b>	<b>1.7</b>	<b>26.2</b>	<b>3.2</b>	<b>14.3</b>	<b>2.3</b>	<b>5.8</b>	<b>0.8</b>	<b>4.6</b>	<b>0.7</b>	<b>5.2</b>	<b>59.4</b>
INFERRED RESOURCES																
UR	498	876	85.9	285	47.2	1.8	29.3	3.5	15.9	2.5	6.5	0.9	5.3	0.8	6.8	67.9
IQ	213	374	37.0	122	20.0	0.8	12.3	1.4	6.4	1.0	2.6	0.4	2.2	0.3	3.3	26.5
LR	417	747	73.9	249	43.4	1.9	28.5	3.6	16.4	2.6	6.6	0.9	5.2	0.7	4.5	66.4
<b>Average</b>	<b>401</b>	<b>709</b>	<b>69.9</b>	<b>232</b>	<b>39.0</b>	<b>1.6</b>	<b>24.6</b>	<b>3.0</b>	<b>13.5</b>	<b>2.1</b>	<b>5.5</b>	<b>0.7</b>	<b>4.4</b>	<b>0.6</b>	<b>5.3</b>	<b>56.5</b>

## Historical Estimates

Table 3

### 1979 Historical U<sub>3</sub>O<sub>8</sub> Estimates on Appia's Elliot Lake Properties

<u>Zone</u>	<u>Quantity</u> (tons)	<u>Grade</u> (lbs U <sub>3</sub> O <sub>8</sub> /ton)	<u>Contained U<sub>3</sub>O<sub>8</sub></u> (lbs)
Teasdale Lake Zone	17,458,200	1.206	20,787,200
Buckles Zone (Gemico Block #3)	42,800,000	0.38	16,264,000
Bouck Zone (Gemico Block #10)	20,700,000	0.75	15,525,000
Banana Lake Zone	175,800,000	0.76	133,608,000
Canuc Zone	<u>7,000,000</u>	<u>1.86</u>	<u>13,020,000</u>
<b>Total</b>	<b>263,758,200</b>	<b>0.76</b>	<b>199,204,200</b>

The foregoing historical resources were not estimated in accordance with definitions and practices established for the estimation of Mineral Resources and Mineral Reserves by the Canadian Institute of Mining and Metallurgy. As such, the historical resources are not compliant with Canada's security rule NI 43-101 and are unreliable for investment decisions. Neither Appia nor its Qualified Persons have done sufficient work to classify the historical resources as mineral resources under current mineral resource terminology and are not treating the historical resources as current mineral resources. Nevertheless, most of the historical resources were estimated by mining companies active in the Elliot Lake camp using assumptions, methods and practices that were accepted at the time, and based on corroborative mining experience.

### Banana Lake Zone

Based on drilling by Appia during 2007, a subsequent Mineral Resource estimate for the Banana Lake Zone was prepared in 2011 by WGM in accordance with the provisions of NI 43-101. Some of Appia's drilling included holes that were wedged from historical drill holes that Appia re-entered. This resource, first reported in Workman and Breede (2011), is summarized in Table 4. A single hole drilled in 2012 to 1,647 metres did not encounter the typical geological formation with assays returning no significant values of U<sub>3</sub>O<sub>8</sub>, thorium or REEs. WGM, however, is of the belief that this hole did not materially impact the potential for additional resources in the Banana Lake Zone.

Table 4  
Summary of Banana Lake Zone Mineral Resource Estimate

Category	Tons ( <sup>'000</sup> )	Specific Gravity (tons/m <sup>3</sup> )	lbs. U <sub>3</sub> O <sub>8</sub> /ton	Total lbs U <sub>3</sub> O <sub>8</sub> ( <sup>'000</sup> )
Inferred Resources	30,315	3.14	0.912	27,638

- 
- Notes:
1. Effective, 1 April, 2011
  2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
  3. The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
  4. The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council December 11, 2005.
  5. A cut-off grade of 0.6 lb. U<sub>3</sub>O<sub>8</sub> was used
  6. Specific Gravity of 2.85 tonnes/m<sup>3</sup> (or 3.14 tons/m<sup>3</sup>) was used.
  7. Indicated amounts may not precisely sum due to rounding.

### *Summary:*

The Company is considering the next stage of the Teasdale exploration and evaluation. The longer-term outlook for uranium prices is positive and the successful recovery of the REEs, particularly the critical elements of the total rare earths encountered, is very encouraging. Factors favourable for the project include the following:

- new mine infrastructure development would be in brownfield areas already disturbed by industrial and mining activity;
- water, electrical, transportation and communications infrastructure is in place or close at hand;
- the recovery of uranium from Elliot Lake ore is well known. Based on Teasdale Lake test results, the recovery of REEs appears to face no significant technical uncertainties;
- Appia is not responsible in any manner for potential future environmental impacts arising out of historical mining operations or waste disposal; and,
- The Cameco uranium refinery is located approximately 60 km away, near Blind River.

### **Outlook**

With the excellent results from the 2017 ground prospecting on the Alces Lake property, an overburden stripping and trenching program is planned to start in May 2018, depending on lake ice break-up to allow float plane access to the property. An excavator was moved to a staging area in Uranium City, SK, 30 km southwest of the Property while frozen ground and ice road conditions prevailed. All exploration permits are in hand for the planned work this summer. Alces Lake will be the main focus for exploration in 2018.

Ground prospecting is planned for Loranger and Eastside, and an airborne VTEM/radiometric survey is planned for North Wollaston this summer.

The 2012 drilling at the Teasdale Zone of Elliot Lake and the change in the proposed mine plan resulted in very significant quantities of REEs being reported, with a large increase in the Indicated category and an overall increase in the Indicated and Inferred Resources. The preliminary metallurgical test recovery of 90% for uranium and 80% to 90% for most REEs is very encouraging. There have been significant developments in the separation of individual REEs from the composite ore which suggests that these test results can be improved upon.

More work to expand the Resources at Teasdale and the preparation of a Preliminary Economic Analysis of the project will be contingent on an improved price for uranium and a clearer picture of supply and demand for REEs. Critical REEs, such as Nd, Pr, and Dy are currently experiencing strong price increases.

The tsunami in Japan resulted in the shut-down of all of its 48 nuclear reactors, resulting in a severe drop in uranium prices. Thirty-six reactors in all are expected to be restarted, but progress is slow. Five reactors are currently operating, with an additional seven being prepared for restart.

China has 20 new nuclear units under construction as part of the plan to reduce the use of coal for generating electricity.

There are currently 64 reactors reported to be under construction around the world. A reactor start-up requires twice as much uranium in its first year of operation, and normal industry practice is to build up a stockpile to ensure a seven year supply, but with the spot price of uranium currently around US\$25 per pound, operators have adopted a wait-and-see attitude on pricing, are not rebuilding their stockpiles to “normal” levels, and are not actively seeking to sign long-term delivery contracts.

Kazatomprom, Kazakhstan’s largest uranium producer, cut production by 20% for three years starting in 2018. Along with production cuts by Cameco, some 30 million pounds of annual supply has been taken off the market over the past year.

The Trump government announced that it will stop selling recovered uranium oxide from its stockpiles, removing 1.6 million pounds from the market between April and the end of September 2018.

Sanctions against Russia will benefit non-Russian producers, but it is too soon to tell the effect on market prices.

The uranium demand forecast may show an increase from China and by 2021 known supply sources are projected to be unable to match demand. Industry opinion is that a contract price of US\$60 is needed before any new mining project advances.

The US Government Accountability Office, (“GAO”) released a report in 2016 indicating that the Department of Defense has not addressed defining which of the REEs are critical regarding supply, although at various times 15 of the REEs have been identified as critical for weapon-related applications by the military. The Department of Defense has agreed with the GAO to identify which rare earths are critical, and work toward a department-wide strategy for securing its REE supply chain.

China has controlled most of the world supply of REEs but is expected to be unable to supply its own requirements in the foreseeable future. Current mine production is less than consumption. Demand is expected to increase by 58% by 2020, with known supply sources not able to meet this demand.

The political stability of countries supplying the uranium and REE market has caused concern in the United States, as very little uranium for reactors is sourced domestically, with a similar situation for the supply of REEs required by the defence industry, for electronics and high strength magnets.

Appia’s successful recent financings are funding the proposed Saskatchewan exploration work this year. The Company will monitor market conditions for additional financing to continue an active exploration program to advance the projects to the next stage of development.

## **Results of Operations**

Exploration expenses incurred for the three months ended March 31, 2018 were \$37,498, nearly all in the Athabasca Basin Area of Saskatchewan, compared to \$501,087 for the same period in 2017 including Ontario and \$90,427 for the six-month period (2017 - \$656,582). The refund of \$17,029 from Saskatchewan received in 2017 was for 2016 exploration costs. In addition to exploration costs, \$6,784 (2017 - \$1,609) was spent staking the additional groups of claims in Saskatchewan in 2018.

Total general and administrative expenses for the three months ended March 31, 2018 were \$132,682 compared to \$467,425 in the same period in 2017. The decreases in non-cash share-based compensation for consultants to \$19,980 (2017 - \$275,612) and shareholder communication and investor relations to \$56,098 (2017 - \$125,884) account for most of the difference.

Total general and administrative expenses for the six months ended March 31, 2018 were \$294,927 compared to \$563,678 in the same period in 2017. The decreases in non-cash share-based compensation for consultants to \$79,276 (2017 - \$277,999) and shareholder communication and investor relations to \$97,634 (2017 - \$160,049) account for most of the difference. The Company continues to cut administrative costs where possible.

The Company's net loss and comprehensive loss for the three and six months ended March 31, 2018 was \$167,679 and \$381,039, compared to \$950,473 and \$1,207,148 in 2017.

### Selected Quarterly Information

<b>2017 - 2018</b>	<b>Mar 31, 2018</b>	<b>Dec 31, 2017</b>	<b>Sep 30, 2017</b>	<b>Jun 30, 2017</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Net loss and comprehensive loss	(167,679)	(213,360)	(242,544)	(342,766)
Net loss per share – basic and diluted	(0.00)	(0.00)	(0.01)	(0.01)
Total assets	1,866,897	2,009,164	2,167,541	2,330,792
<b>2016 - 2017</b>	<b>Mar 31, 2017</b>	<b>Dec 31, 2016</b>	<b>Sep 30, 2016</b>	<b>Jun 30, 2016</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Net loss and comprehensive loss	(950,473)	(256,676)	(120,217)	(99,722)
Net loss per share – basic and diluted	(0.02)	(0.01)	(0.00)	(0.00)
Total assets	2,812,152	1,701,108	1,672,908	1,574,725

### Capital Resources and Liquidity

At March 31, 2018, the Company had working capital of \$334,478 (after providing \$661,299 owing to related parties) compared to working capital of \$691,850 as at September 30, 2017 and approximately \$310,000 at May 2, 2018 (after providing \$649,252 owing to related parties). The Company has no operating revenue and has historically been funded with equity based private placements. The Company's future exploration plans are contingent on raising capital resources. The Company has sufficient financial resources to continue operations through the next twelve months. Cash operating costs, excluding exploration costs or amounts due to related parties, are currently approximately \$20,000 per month.

The Company's ability to meet its obligations and continue as a going concern continues to be dependent on the ability to identify and complete future financings. While the Company has been successful in raising financings to date, there can be no assurance that it will be able to do so in the future.

### Common Share Data

The Company is authorized to issue an unlimited number of no par value common shares. The following table provides the details of changes in the number of issued common shares:

	<b>Number</b>	<b>Amount</b>
	<b>#</b>	<b>\$</b>
Balance, September 30, 2016	43,791,078	8,150,029
Flow-through shares private placement December 30, 2016	1,301,000	234,180
Working capital units private placement January 23, 2017	5,000,000	1,000,000
Working capital units private placement January 27, 2017	405,000	81,000
Working capital units private placement March 23, 2017	1,442,071	504,725
Working capital units private placement April 5, 2017	392,858	137,500
Less: Value associated with broker warrants issued	-	(10,158)
Less: Value associated with warrants issued	-	(360,702)
Share issue costs	-	(113,019)
<b>Balance, September 30, 2017 and March 31, 2018</b>	<b>52,332,007</b>	<b>9,623,555</b>

## Common share purchase stock options

The Company has a stock option plan for the benefit of directors, officers and consultants. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares.

As at March 31, 2018, 3,850,000 common shares were reserved for the exercise of stock options granted under the Company's stock option plan (the "Plan").

The following table provides the details of changes in the number of issued common share purchase options during the period:

	Options #	Weighted-average exercise price \$
Outstanding and exercisable at September 30, 2016	2,100,000	0.80
Surrendered	(1,200,000)	1.25
Granted	2,950,000	0.30
Outstanding at September 30, 2017 and March 31, 2018	3,850,000	0.27
Exercisable at September 30, 2017 and March 31, 2018	3,850,000	0.27

On December 16, 2016 directors surrendered 1,200,000 options.

On February 1, 2017 the Company granted 2,950,000 options to purchase common shares exercisable at \$0.30 per share for five years to six directors and three consultants.

A summary of the outstanding stock options is as follows:

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
500,000	500,000	36.5 months	\$0.10	April 14, 2021
300,000	300,000	3.0 months	\$0.30	June 30, 2018
100,000	100,000	40.7 months	\$0.30	August 22, 2021
2,950,000	2,950,000	46 months	\$0.30	February 1, 2022
3,850,000	3,850,000			

## Warrants

On certain issuances of common shares, the units include warrants entitling the holder to acquire additional common shares of the Company, and the Company also grants warrants as consideration for services associated with the private placement of such issues.

The following table provides the details of changes in the number of outstanding common share purchase warrants:

	Number #	\$
Balance September 30, 2016	1,800,000	107,688
Broker warrants issued	100,080	10,158
Private placement warrants issued	7,239,929	360,702
Balance September 30, 2017	9,140,009	478,548
Expired, unexercised broker warrants	(35,000)	(3,393)
Expired, unexercised	(375,000)	(11,187)
Balance March 31, 2018	8,730,009	463,968

A summary of the outstanding warrants is as follows:

	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
Warrants	100,080	9 months	\$0.18	December 30, 2018
Warrants	1,442,071	11.8 months	\$0.50	March 24, 2019
Warrants	392,858	12.2 months	\$0.50	April 5, 2019
Warrants	1,315,000	14.9 months	\$0.30	June 27, 2019
Warrants	75,000	17.3 months	\$0.30	September 8, 2019
Warrants	5,000,000	45.7 months	\$0.30	January 20, 2022
Warrants	405,000	46 months	\$0.30	January 30, 2022
Balance, March 31, 2018	8,730,009			

The number of common shares outstanding on March 31, 2018 and May 2, 2018 was 52,332,007. Taking into account outstanding share purchase options and warrants, the fully diluted number of common shares that could have been outstanding on March 31, 2018 and May 2, 2018 was 64,912,016.

### Related Party Transactions

During the three and six months ended March 31, 2018, the Company incurred related party expenses of \$52,753 (2017 – \$37,013) and \$100,879 (2017 - \$77,718). These expenses related to management fees paid or payable to key management personnel; Tom Drivas, Chief Executive Officer, Frank van de Water, Secretary and Chief Financial Officer, James Sykes, Vice-President, Exploration and Development, from March 2, 2017, and office administration services paid to Romios Gold Resources Inc., a company with a number of common directors and officers. The amount charged for office administration services is included under office and general expenses. As at March 31, 2018 \$4,793 (2017 - \$19,757) was due and payable to these related parties, other than Tom Drivas.

At March 31, 2018, \$581,730 (2017 - \$568,306) of accumulated related party expenditures was payable to Tom Drivas. Canada Enerco Corp., a company controlled by Tom Drivas was owed \$29,658, which was paid in April 2017.

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the six months ended March 31, 2018 and 2017.

During the three months ended March 31, 2018, the Company incurred expenses of \$4,000 (2017 – \$4,000) and \$9,500 for the six months ended March 31, 2018 (2017 - \$10,000) related to directors' fees to independent directors. At March 31, 2018, \$72,500 (2017 - \$55,000) was outstanding.

During the three and six months ended March 31, 2018, the Company incurred expenses of \$5,989 and \$8,442 (2017 - \$32,460 and \$41,064) for legal fees to a law firm related to a director of the Company, William R. Johnstone. At March 31, 2018 \$2,275 (2017 – \$11,755) was payable to this related party.

As disclosed in Note 5 to the financial statements, the Company's Elliot Lake exploration property was acquired from a related party.

### Carrying value of exploration and evaluation assets

The Company regularly reviews the carrying value of its exploration and evaluation assets for impairment to determine whether the acquisition cost of these properties will be recoverable from future cash flows or from their disposition. Assumptions underlying the cash flow estimates include the forecasted prices for uranium and rare earth elements, production levels, and operating, capital, exploration and reclamation costs, which are subject to risks

and uncertainties. Management has determined that as at March 31, 2018 and May 2, 2018, there was no impairment of the carrying value of its Ontario and Saskatchewan properties.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

### **Financial Instruments and Other Instruments**

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet dates, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The Company's financial instruments recognized in the balance sheet consist of cash, and cash equivalents, HST/GST receivable and current liabilities. The fair value of these financial instruments approximate their carrying value due to the short maturity or current market rate associated with these instruments.

### **Risk Factors**

There are a number of risks that could affect Appia's business prospects. They include the speculative nature and the ability to finance the exploration and development of the Company's mineral properties, operating hazards, environmental and other government regulations, competition in the marketplace, markets for the Company's securities and the demand for uranium and rare earth elements. The Company's viability will depend on defining recoverable and economic resources and establishing positive comprehensive feasibility studies leading to production decisions. After completion of positive feasibility studies, the Company's success is dependent on maintaining the title and beneficial interest in the properties, obtaining the necessary governmental approvals and the successful financing, construction and operation of a facility to profitably extract the contained metals.

#### *Financial Capability and Additional Financing*

The Company had a cash balance of approximately \$842,000 and working capital of approximately \$310,000 at May 2, 2018, (after providing \$649,000 owing to related parties), has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to continue as a going concern

#### *Land access*

As of April 1, 2013, under the modified Mining Act (Ontario), the Company is required to obtain permits to conduct exploration and evaluation activities on its Ontario properties. The Ontario Government is required to consult with the First Nations in order to reach agreement to permit activity in areas considered to have been historically inhabited. The impact of any possible delays on the Company's intended activity is unknown.

### **Special Note Regarding Forward-Looking Statements**

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the statements made. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", and "will", are intended to identify forward-looking statements, and reflect the current expectations of the management of the Company with respect to future events, and are subject to risks and uncertainties, such as reduced funding and general economic and market factors. New risk factors may arise from time to time and it is

not possible for management of the Company to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. The Company does not undertake or assume any obligation to update these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

### **Additional Information**

- (1) Additional information may be found on the Company's website at [www.appiaenergy.ca](http://www.appiaenergy.ca) and on SEDAR.
- (2) The technical information included in this MD&A regarding Saskatchewan was reviewed and approved by Thomas Skimming, P.Eng, a Director of Appia, a Qualified Person as defined by National Instrument 43-101, and the technical information regarding the Elliot Lake properties has been reviewed and approved by Al Workman, P.Geo. Senior Geologist, Watts, Griffis and McQuat Ltd., a Qualified Person in accordance with the Canadian regulatory requirements as set out in NI 43-101.