

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: **WESTERN URANIUM & VANADIUM CORP. (formerly WESTERN URANIUM CORPORATION)** (the “Issuer”).

Trading Symbol: **WUC**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

**The Issuer’s financial statements for the six-month period ended June 30, 2020 (the “Q2-2020 FS”) are attached hereto as Schedule A.**

## **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

### **1. Related party transactions**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

**All related party transactions, if any, have been disclosed in the Issuer's Q2-2020 FS attached hereto as Schedule A.**

### **2. Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

| Date of Issue | Type of Security (common shares, convertible debentures, etc.) | Type of Issue (private placement, public offering, exercise of warrants, etc.) | Number | Price | Total Proceeds | Type of Consideration (cash, property, etc.) | Describe relationship of Person with Issuer (indicate if Related Person) | Commission Paid |
|---------------|--|--|--------|-------|----------------|--|--|-----------------|
| N/A           |  |  |        |       |                |  |  |                 |

(b) summary of options granted during the period,

| Date | Number | Name of Optionee if Related Person and relationship | Generic description of other Optionees | Exercise Price | Expiry Date | Market Price on date of Grant |
|------|--------|---|--|----------------|-------------|-------------------------------|
| N/A  |        |   |  |                |             |                               |

**3. Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

**A summary of securities has been provided in the Issuer's Q2-2020 FS attached hereto as Schedule A.**

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

**George Glasier – Director, President and Chief Executive Officer**

**Bryan Murphy – Director and Chairman of the Board of Directors**

**Andrew Wilder – Director**

**Robert Klein – Chief Financial Officer**

**Denis Frawley – Secretary (non-Related Person)**

#### **SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

**The Issuer's Management Discussion and Analysis for the six-month period ended June 30, 2020 is attached hereto as Schedule C.**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated August 14, 2020.

Robert Klein  
Name of Director or Senior Officer

/s/ Robert Klein  
Signature

Chief Financial Officer  
Official Capacity

|   |   |  |
|---|---|--|
| <b>Issuer Details</b><br>Name of Issuer             | For Quarter Ended<br>June 30, 2020          | Date of Report<br>YY/MM/DD<br>20/08/14 |
| Western Uranium & Vanadium Corp.                    |   |  |
| Issuer Address<br>330 Bay Street, Suite 1400        |   |  |
| City/Province/Postal Code<br>Toronto ON M5H 2S8     | Issuer Fax No.<br>N/A                       | Issuer Telephone No.<br>908-872-7686   |
| Contact Name<br>Robert Klein                        | Contact Position<br>CFO                     | Contact Telephone No.<br>908-872-7686  |
| Contact Email Address<br>rklein@western-uranium.com | Web Site Address<br>www.western-uranium.com |  |

**Schedule A**

**Issuer's Financial Statements for the six-month period ended June 30, 2020.**

*See attached.*

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019**  
**(Stated in USD)**  
**(Unaudited)**



**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Stated in USD)

(Unaudited)

|  | June 30, 2020        | December 31, 2019    |
|--|----------------------|----------------------|
| <b>Assets</b>  |                      |                      |
| Current assets:  |                      |                      |
| Cash   | \$ 1,370,162         | \$ 2,084,782         |
| Restricted cash, current portion   | 75,057               | 75,057               |
| Prepaid expenses   | 86,654               | 189,818              |
| Marketable securities  | 1,877                | 2,759                |
| Other current assets   | 44,303               | 25,345               |
| <b>Total current assets</b>  | <b>1,578,053</b>     | <b>2,377,761</b>     |
| Restricted cash, net of current portion  | 831,780              | 822,605              |
| Mineral properties and equipment   | 11,740,836           | 11,746,150           |
| Kinetic separation intellectual property   | 9,488,051            | 9,488,051            |
| <b>Total assets</b>  | <b>\$ 23,638,720</b> | <b>\$ 24,434,567</b> |
| <b>Liabilities and Shareholders' Equity</b>  |                      |                      |
| <b>Liabilities</b>   |                      |                      |
| Current liabilities:   |                      |                      |
| Accounts payable and accrued liabilities   | \$ 650,616           | \$ 599,337           |
| Reclamation liability, current portion   | 75,057               | 75,057               |
| Loan payable   | 73,116               | -                    |
| Deferred revenue, current portion  | 64,620               | 24,620               |
| <b>Total current liabilities</b>   | <b>863,409</b>       | <b>699,014</b>       |
| Reclamation liability, net of current portion  | 226,257              | 219,171              |
| Deferred tax liability   | 2,708,887            | 2,708,887            |
| Deferred contingent consideration  | 344,715              | 351,099              |
| Deferred revenue, net of current portion   | 140,790              | 23,100               |
| <b>Total liabilities</b>   | <b>4,284,058</b>     | <b>4,001,271</b>     |
| <b>Commitments</b>   |                      |                      |
| <b>Shareholders' Equity</b>  |                      |                      |
| Common shares, no par value, unlimited authorized shares, 30,084,053 and 30,084,053<br>shares issued as of June 30, 2020 and December 31, 2019, respectively and 30,083,747 and<br>30,083,747 shares outstanding as of June 30, 2020 and December 31, 2019, respectively | 29,886,367           | 29,042,547           |
| Treasury shares, 306 and 306 shares held in treasury as of June 30, 2020<br>and December 31, 2019, respectively  | -                    | -                    |
| Accumulated deficit  | (10,501,222)         | (8,694,569)          |
| Accumulated other comprehensive income   | (30,483)             | 85,318               |
| <b>Total shareholders' equity</b>  | <b>19,354,662</b>    | <b>20,433,296</b>    |
| <b>Total liabilities and shareholders' equity</b>  | <b>\$ 23,638,720</b> | <b>\$ 24,434,567</b> |

**Approval on behalf of the Board:**

/s/ George E. Glasier  
Director

/s/ Andrew Wilder  
Director

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

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE LOSS**  
(Stated in USD)  
(Unaudited)

|   | For the Three Months Ended June 30, |                     | For the Six Months Ended June 30, |                     |
|---|-------------------------------------|---------------------|-----------------------------------|---------------------|
|   | 2020                                | 2019                | 2020                              | 2019                |
| <b>Revenues</b>   |                                     |                     |                                   |                     |
| Lease revenue   | \$ 11,155                           | \$ 11,155           | \$ 22,310                         | \$ 22,310           |
| <b>Expenses</b>   |                                     |                     |                                   |                     |
| Mining expenditures   | 57,755                              | 84,440              | 292,471                           | 128,286             |
| Professional fees   | 111,421                             | 94,316              | 185,177                           | 187,633             |
| General and administrative                                    | 280,383                             | 244,406             | 669,780                           | 619,379             |
| Consulting fees   | 8,882                               | 33,680              | 36,822                            | 48,680              |
| <b>Total operating expenses</b>                               | <u>458,441</u>                      | <u>456,842</u>      | <u>1,184,250</u>                  | <u>983,978</u>      |
| <b>Operating loss</b>   | (447,286)                           | (445,687)           | (1,161,940)                       | (961,668)           |
| Interest expense, net   | 1,885                               | 2,912               | 5,701                             | 5,806               |
| Warrant modification expense                                  | 639,012                             | -                   | 639,012                           | -                   |
| <b>Net loss</b>   | <u>(1,088,183)</u>                  | <u>(448,599)</u>    | <u>(1,806,653)</u>                | <u>(967,474)</u>    |
| <b>Other comprehensive (expense) income</b>                   |                                     |                     |                                   |                     |
| Foreign exchange (loss) gain                                  | (37,358)                            | (680)               | (115,801)                         | 14,599              |
| <b>Comprehensive loss</b>                                     | <u>\$ (1,125,541)</u>               | <u>\$ (449,279)</u> | <u>\$ (1,922,454)</u>             | <u>\$ (952,875)</u> |
| <b>Net loss per share - basic and diluted</b>                 | <u>\$ (0.04)</u>                    | <u>\$ (0.02)</u>    | <u>\$ (0.06)</u>                  | <u>\$ (0.03)</u>    |
| <b>Weighted average shares outstanding, basic and diluted</b> | <u>30,083,747</u>                   | <u>29,275,781</u>   | <u>30,083,747</u>                 | <u>29,275,781</u>   |

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

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Stated in USD)  
(Unaudited)

|  | Common Shares     |                      | Treasury Shares |             | Accumulated Deficit    | Accumulated Other Comprehensive Income | Total                |
|--|-------------------|----------------------|-----------------|-------------|------------------------|--|----------------------|
|  | Shares            | Amount               | Shares          | Amount      |                        |  |                      |
| <b>Balance as of January 1, 2020</b>     | <u>30,083,747</u> | <u>\$ 29,042,547</u> | <u>306</u>      | <u>\$ -</u> | <u>\$ (8,694,569)</u>  | <u>\$ 85,318</u>                       | <u>\$ 20,433,296</u> |
| Stock based compensation - stock options | -                 | 154,042              | -               | -           | -                      | -                                      | 154,042              |
| Foreign exchange gain                    | -                 | -                    | -               | -           | -                      | (78,443)                               | (78,443)             |
| Net loss                                 | -                 | -                    | -               | -           | (718,470)              | -                                      | (718,470)            |
| <b>Balance as of March 31, 2020</b>      | <u>30,083,747</u> | <u>\$ 29,196,589</u> | <u>306</u>      | <u>\$ -</u> | <u>\$ (9,413,039)</u>  | <u>\$ 6,875</u>                        | <u>\$ 19,790,425</u> |
| Stock based compensation - stock options | -                 | 50,766               | -               | -           | -                      | -                                      | 50,766               |
| Warrant modification expense             | -                 | 639,012              | -               | -           | -                      | -                                      | 639,012              |
| Foreign Exchange gain                    | -                 | -                    | -               | -           | -                      | (37,358)                               | (37,358)             |
| Net Loss                                 | -                 | -                    | -               | -           | (1,088,183)            | -                                      | (1,088,183)          |
| <b>Balance as of June 30, 2020</b>       | <u>30,083,747</u> | <u>\$ 29,886,367</u> | <u>306</u>      | <u>\$ -</u> | <u>\$ (10,501,222)</u> | <u>\$ (30,483)</u>                     | <u>\$ 19,354,662</u> |
| <b>Balance as of January 1, 2019</b>     | 25,976,837        | 25,865,367           | 306             | -           | (6,584,342)            | 41,832                                 | 19,322,857           |
| Stock based compensation - stock options | -                 | 180,269              | -               | -           | -                      | -                                      | 180,269              |
| Foreign exchange gain                    | -                 | -                    | -               | -           | -                      | 15,279                                 | 15,279               |
| Net loss                                 | -                 | -                    | -               | -           | (518,875)              | -                                      | (518,875)            |
| <b>Balance as of March 31, 2019</b>      | <u>25,976,837</u> | <u>\$ 26,045,636</u> | <u>306</u>      | <u>\$ -</u> | <u>\$ (7,103,217)</u>  | <u>\$ 57,111</u>                       | <u>\$ 18,999,530</u> |
| Private Placement - April 16, 2019       | 3,914,632         | 2,856,356            | -               | -           | -                      | -                                      | 2,856,356            |
| Private Placement - June 17, 2019        | 192,278           | 140,555              | -               | -           | -                      | -                                      | 140,555              |
| Foreign exchange gain                    | -                 | -                    | -               | -           | -                      | (680)                                  | (680)                |
| Net loss                                 | -                 | -                    | -               | -           | (448,599)              | -                                      | (448,599)            |
| <b>Balance as of June 30, 2019</b>       | <u>30,083,747</u> | <u>\$ 29,042,547</u> | <u>306</u>      | <u>\$ -</u> | <u>\$ (7,551,816)</u>  | <u>\$ 56,431</u>                       | <u>\$ 21,547,162</u> |

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

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Stated in USD)  
(Unaudited)

|   | For the Six Months Ended June 30, |              |
|---|-----------------------------------|--------------|
|   | 2020                              | 2019         |
| <b>Cash Flows From Operating Activities:</b>                            |                                   |              |
| Net loss  | \$ (1,806,653)                    | \$ (967,474) |
| <b>Reconciliation of net loss to cash used in operating activities:</b> |                                   |              |
| Depreciation  | 5,314                             | 1,297        |
| Accretion of and additions to reclamation liability                     | 7,086                             | 8,528        |
| Stock based compensation  | 204,808                           | 180,269      |
| Warrant modification expense  | 639,012                           | -            |
| Change in marketable securities   | 882                               | (188)        |
| Change in operating assets and liabilities:                             |                                   |              |
| Prepaid expenses and other current assets                               | 84,206                            | (172,680)    |
| Accounts payable and accrued liabilities                                | 51,279                            | 98,698       |
| Deferred revenue  | 157,690                           | (22,310)     |
| Net cash used in operating activities                                   | (656,376)                         | (873,860)    |
| <b>Cash Flows From Investing Activities</b>                             |                                   |              |
| Purchase of property and equipment                                      | -                                 | (52,418)     |
| Net cash used in investing activities                                   | -                                 | (52,418)     |
| <b>Cash Flows From Financing Activities</b>                             |                                   |              |
| Proceeds from notes payable   | 73,116                            | -            |
| Issuances of Common shares, net of offering costs                       | -                                 | 2,996,911    |
| Net cash provided by financing activities                               | 73,116                            | 2,996,911    |
| Effect of foreign exchange rate on cash                                 | (122,185)                         | 13,337       |
| Net decrease in cash and restricted cash                                | (705,445)                         | 2,083,970    |
| Cash and restricted cash - beginning                                    | 2,982,444                         | 1,798,895    |
| Cash and restricted cash - ending                                       | \$ 2,276,999                      | \$ 3,882,865 |
| Cash  | \$ 1,370,162                      | \$ 2,954,380 |
| Restricted cash   | 906,837                           | 928,485      |
| Total   | \$ 2,276,999                      | \$ 3,882,865 |
| <b>Supplemental disclosure of cash flow information:</b>                |                                   |              |
| Cash paid during the period for:  |                                   |              |
| Interest  | \$ -                              | \$ -         |
| Income taxes  | \$ -                              | \$ -         |

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

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 1 – BUSINESS**

*Nature of operations*

Western Uranium & Vanadium Corp. (“Western” or the “Company”, formerly Western Uranium Corporation) was incorporated in December 2006 under the Ontario Business Corporations Act. On November 20, 2014, the Company completed a listing process on the Canadian Securities Exchange (“CSE”). As part of that process, the Company acquired 100% of the members’ interests of Pinon Ridge Mining LLC (“PRM”), a Delaware limited liability company. The transaction constituted a reverse takeover (“RTO”) of Western by PRM. Subsequent to obtaining appropriate shareholder approvals, the Company reconstituted its Board of Directors and senior management team. Effective September 16, 2015, Western completed its acquisition of Black Range Minerals Limited (“Black Range”).

The Company registered office is located at 330 Bay Street, Suite 1400, Toronto, Ontario, Canada, M5H 2S8 and its common shares are listed on the CSE under the symbol “WUC.” On April 22, 2016, the Company’s common shares began trading on the OTC Pink Open Market, and on May 23, 2016, the Company’s common shares were approved for trading on the OTCQX Best Market. Its principal business activity is the acquisition and development of uranium and vanadium resource properties in the states of Utah and Colorado in the United States of America (“United States”).

On June 28, 2016, the Company’s registration statement became effective and Western became a United States reporting issuer. Thereafter, the Company was approved for Depository Trust Company eligibility through the Depository Trust and Clearing Corporation, which facilitates electronic book-entry delivery, settlement and depository services for shares in the United States.

On June 29, 2018, the shareholders of the Company approved the name change of the Company from “Western Uranium Corporation” to “Western Uranium & Vanadium Corp.” The name change became effective in Ontario, Canada on October 1, 2018; thereafter on October 4, 2018 Western’s shares started trading under the new name on the CSE and OTCQX and the Company announced the name change by news release.

**NOTE 2 – LIQUIDITY AND GOING CONCERN**

The Company has incurred continuing losses from its operations and negative operating cash flows from operations and as of June 30, 2020, the Company had an accumulated deficit of \$10,501,222 and working capital of \$714,644.

Since inception, the Company has met its liquidity requirements principally through the issuance of notes and the sale of its common shares. On May 6, 2020, the Company obtained a Paycheck Protection Program loan (the “PPP Loan”) for \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a deferral period, and has a maturity date of May 6, 2022.

The Company’s ability to continue its operations and to pay its obligations when they become due is contingent upon the Company obtaining additional financing. Management’s plans include seeking to procure additional funds through debt and equity financings, to secure regulatory approval to fully utilize its kinetic separation technology and to initiate the processing of ore to generate operating cash flows.

There are no assurances that the Company will be able to raise capital on terms acceptable to the Company or at all, or that cash flows generated from its operations will be sufficient to meet its current operating costs. If the Company is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned product development, which could harm its financial condition and operating results, or it may not be able to continue to fund its ongoing operations. These conditions raise substantial doubt about the Company’s ability to continue as a going concern to sustain operations for at least one year from the issuance of these condensed consolidated financial statements. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation and Principles of Consolidation***

The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America. However, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial position and operating results have been included in these statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, as filed with the SEC on April 14, 2020. Operating results for the six months ended June 30, 2020 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2020.

The accompanying condensed consolidated financial statements include the accounts of Western and its wholly-owned subsidiaries, Western Uranium Corp. (Utah), PRM, Black Range, Black Range Copper Inc., Ranger Resources Inc., Black Range Minerals Inc., Black Range Minerals Colorado LLC, Black Range Minerals Wyoming LLC, Haggerty Resources LLC, Ranger Alaska LLC, Black Range Minerals Utah LLC, Black Range Minerals Ablation Holdings Inc. and Black Range Development Utah LLC. All inter-company transactions and balances have been eliminated upon consolidation.

The Company has established the existence of mineralized materials for certain uranium projects. The Company has not established proven or probable reserves, as defined by the United States Securities and Exchange Commission (the "SEC") under Industry Guide 7, through the completion of a "final" or "bankable" feasibility study for any of its uranium projects.

***Exploration Stage***

In accordance with U.S. GAAP, expenditures relating to the acquisition of mineral rights are initially capitalized as incurred while exploration and pre-extraction expenditures are expensed as incurred until such time the Company exits the Exploration Stage by establishing proven or probable reserves. Expenditures relating to exploration activities such as drill programs to search for additional mineralized materials are expensed as incurred. Expenditures relating to pre-extraction activities such as the construction of mine wellfields, ion exchange facilities and disposal wells are expensed as incurred until such time proven or probable reserves are established for that uranium project, after which subsequent expenditures relating to mine development activities for that particular project are capitalized as incurred.

Companies in the Production Stage as defined under Industry Guide 7, having established proven and probable reserves and exited the Exploration Stage, typically capitalize expenditures relating to ongoing development activities, with corresponding depletion calculated over proven and probable reserves using the units-of-production method and allocated to future reporting periods to inventory and, as that inventory is sold, to cost of goods sold. The Company is in the Exploration Stage which has resulted in the Company reporting larger losses than if it had been in the Production Stage due to the expensing, instead of capitalizing, of expenditures relating to ongoing mill and mine development activities. Additionally, there would be no corresponding amortization allocated to future reporting periods of the Company since those costs would have been expensed previously, resulting in both lower inventory costs and cost of goods sold and results of operations with higher gross profits and lower losses than if the Company had been in the Production Stage. Any capitalized costs, such as expenditures relating to the acquisition of mineral rights, are depleted over the estimated extraction life using the straight-line method. As a result, the Company's condensed consolidated financial statements may not be directly comparable to the financial statements of companies in the Production Stage.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED**

*Use of Estimates*

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and revenues and expenses during the periods reported. By their nature, these estimates are subject to measurement uncertainty and the effects on the condensed consolidated financial statements of changes in such estimates in future periods could be significant. Significant areas requiring management's estimates and assumptions include determining the fair value of transactions involving common shares, assessment of the useful life and evaluation for impairment of Kinetic Separation intellectual property, valuation and impairment assessments on mineral properties and equipment, deferred contingent consideration, and the reclamation liability, valuation of stock-based compensation, and valuation of available-for-sale securities. Other areas requiring estimates include allocations of expenditures, depletion and amortization of mineral rights and properties. Actual results could differ from those estimates.

*Foreign Currency Translation*

The reporting currency of the Company, including its subsidiaries, is the United States dollar. The financial statements of subsidiaries located outside of the U.S. are measured in their functional currency, which is the local currency. The functional currency of the parent (Western Uranium & Vanadium Corp. (Ontario)) is the Canadian dollar. Monetary assets and liabilities of these subsidiaries are translated at the exchange rates at the balance sheet date. Income and expense items are translated using average monthly exchange rates. Non-monetary assets are translated at their historical exchange rates. Translation adjustments are included in accumulated other comprehensive loss in the condensed consolidated balance sheets.

*Revenue Recognition*

The Company leases certain of its mineral properties for the exploration and production of oil and gas reserves. The Company accounts for lease revenue in accordance with ASC 842 "Leases". Lease payments received in advance are deferred and recognized on a straight – line basis over the related lease term associated with the prepayment. Royalty payments are recognized as revenues when received.

*Fair Values of Financial Instruments*

The carrying amounts of cash, restricted cash, accounts payable, accrued liabilities, and loan payable approximate their fair value due to the short-term nature of these instruments. Marketable securities are adjusted to fair value at each balance sheet date based on quoted prices which are considered level 1 inputs. The Company's operations and financing activities are conducted primarily in United States dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates. The Company is exposed to credit risk through its cash and restricted cash, but mitigates this risk by keeping these deposits at major financial institutions.

ASC 820 "Fair Value Measurements and Disclosures" provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

Fair value is defined as an exit price, representing the amount that would be received upon the sale of an asset or payment to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. A three-tier fair value hierarchy is used to prioritize the inputs in measuring fair value as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable, either directly or indirectly.

Level 3 Significant unobservable inputs that cannot be corroborated by market data.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED**

*Fair Values of Financial Instruments (continued)*

The fair value of the Company’s financial instruments are as follows:

|   | Quoted Prices in<br>Active Markets for<br>Identical Assets or<br>Liabilities<br>(Level 1) | Quoted Prices for Similar<br>Assets or Liabilities in<br>Active Markets<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---|---|--|--|
| Marketable securities as of June 30, 2020     | \$ 1,877  | \$ -   | \$ -   |
| Marketable securities as of December 31, 2019 | \$ 2,759  | \$ -   | \$ -   |

*Income Taxes*

The Company utilizes an asset and liability approach for financial accounting and reporting for income taxes. The provision for income taxes is based upon income or loss after adjustment for those permanent items that are not considered in the determination of taxable income. Deferred income taxes represent the tax effects of differences between the financial reporting and tax basis of the Company’s assets and liabilities at the enacted tax rates in effect for the years in which the differences are expected to reverse.

The Company evaluates the recoverability of deferred tax assets and establishes a valuation allowance when it is more likely than not that some portion or all the deferred tax assets will not be realized. Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management’s opinion, adequate provisions for income taxes have been made. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for “unrecognized tax benefits” is recorded for any tax benefits claimed in the Company’s tax returns that do not meet these recognition and measurement standards. As of June 30, 2020 and December 31, 2019, no liability for unrecognized tax benefits was required to be reported.

The Company’s policy for recording interest and penalties associated with tax audits is to record such items as a component of general and administrative expense. There were no amounts accrued for penalties and interest for the periods June 30, 2020 and 2019. The Company does not expect its uncertain tax position to change during the next twelve months. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

The Company has identified its federal Canadian and United States tax returns and its state tax returns in Colorado and Utah as its “major” tax jurisdictions, and such returns for the years 2016 through 2019 remain subject to examination.



**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED**

***Loss per Share***

Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options and warrants (using the treasury stock method). The computation of diluted net loss per share for the three and six months ended June 30, 2020 and 2019 excludes potentially dilutive securities. The computations of net loss per share for each period presented is the same for both basic and fully diluted.

Potentially dilutive securities outlined in the table below have been excluded from the computation of diluted net loss per share because the effect of their inclusion would have been anti-dilutive.

|                                       | For the Six Months<br>Ended June 30, |            |
|---------------------------------------|--------------------------------------|------------|
|                                       | 2020                                 | 2019       |
| Warrants to purchase common shares    | 8,591,825                            | 8,838,701  |
| Options to purchase common shares     | 2,808,000                            | 2,416,664  |
| Total potentially dilutive securities | 11,399,825                           | 11,255,365 |

***Warrant Modification Expense***

In accordance with ASC 718, a modification of the terms or conditions of an equity award shall be treated as an exchange of the original award for a new award. The incremental cost is measured as the excess of the fair value of the modified award determined in accordance with ASC 718 over the fair value of the original award immediately before its terms are modified, measured based on the share price and other pertinent factors. The resulting difference is recorded as a warrant modification expense. See Note 8 for additional information.

***Recent Accounting Standards***

Management does not believe that any recently issued, but not yet effective accounting standards, when adopted, will have a material effect on the accompanying condensed consolidated financial statements. The Company has adopted the recent accounting standards that are disclosed below.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 replaces the incurred loss model with an expected loss model, which is referred to as the current expected credit loss (CECL) model. The CECL model is applicable to the measurement of credit losses on financial assets measured at amortized cost, including loan receivables, held-to-maturity debt securities, and reinsurance receivables. It also applies to off-balance sheet credit exposures not accounted for as insurance (such as loan commitments, standby letters of credit, financial guarantees, and other similar instruments) and net investments in leases recognized by a lessor. For public business entities that meet the definition of an SEC filer, the standard will be effective for fiscal years beginning after December 15, 2019, including interim periods in those fiscal years. For debt securities with other-than-temporary impairment, the guidance will be applied prospectively. Existing purchased credit impaired (PCI) assets will be grandfathered and classified as purchased credit deteriorated (PCD) assets at the date of adoption. The asset will be grossed up for the allowance for expected credit losses for all PCD assets at the date of adoption and will continue to recognize the non-credit discount in interest income based on the yield of such assets as of the adoption date. Subsequent changes in expected credit losses will be recorded through the allowance. For all other assets within the scope of CECL, a cumulative-effect adjustment will be recognized in retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company has evaluated that ASU 2016-13 does not have a material effect on its condensed consolidated financial statements.

In November 2019, the FASB issued ASU 2019-08, Compensation – Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606), which clarifies that an entity must measure and classify share-based payment awards granted to a customer by applying the guidance in Topic 718. ASU 2019-08 is effective for annual reporting periods beginning after December 15, 2019, including interim reporting periods within those annual reporting periods. The Company has evaluated that ASU 2019-08- does not have a material effect on its condensed consolidated financial statements.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED**

*Recent Accounting Standards, continued*

In June 2020, the American Institute of Certified Public Accountants in conjunction with FASB developed Technical Question and Answer (“TQA”) 3200.18, “Borrower Accounting for a Forgivable Loan Received Under the Small Business Administration Paycheck Protection Program”, which is intended to provide clarification on how to account for loans received from the Paycheck Protection Program (“PPP”). TQA 3200.18 states that an entity may account for PPP loans under ASC 470, “Debt” or, if the entity is expected to meet PPP eligibility criteria and the PPP loan is expected to be forgiven, the entity may account for the loans under IAS 20, “Accounting for Government Grants and Disclosure of Government Assistance”. The Company has elected to account for PPP loan proceeds under ASC 470 as allowed by TQA 3200.18.

**NOTE 4 - MINERAL ASSETS EQUIPMENT, AND KINETIC SEPARATION INTELLECTUAL PROPERTY AND OTHER PROPERTY**

The Company’s mining properties acquired on August 18, 2014 that the Company retains as of June 30, 2020 include: San Rafael Uranium Project located in Emery County, Utah; The Sunday Mine Complex located in western San Miguel County, Colorado; The Van 4 Mine located in western Montrose County, Colorado; The Sage Mine project located in San Juan County, Utah, and San Miguel County, Colorado. These mining properties include leased land in the states of Colorado and Utah. None of these mining properties were operational at the date of acquisition.

The Company’s mining properties acquired on September 16, 2015 that the Company retains as of June 30, 2020 include Hansen, North Hansen, High Park, and Hansen Picnic Tree located in Fremont and Teller Counties, Colorado. The Company also acquired the Keota project located in Weld County, Colorado and the Ferris Haggerty project located in Carbon County Wyoming. These mining assets include both owned and leased land in the states of Utah, Colorado and Wyoming. All of the mining assets represent properties which have previously been mined to different degrees for uranium.

As the Company has not formally established proven or probable reserves on any of its properties, there is inherent uncertainty as to whether or not any mineralized material can be economically extracted as originally planned and anticipated.

The Company’s mineral properties and equipment and kinetic separation intellectual property are:

|  | As of         |                   |
|--|---------------|-------------------|
|  | June 30, 2020 | December 31, 2019 |
| Mineral properties and equipment         | \$ 11,740,836 | \$ 11,746,150     |
| Kinetic separation intellectual property | \$ 9,488,051  | \$ 9,488,051      |

***Oil and Gas Lease and Easement***

On July 18, 2017, an oil and gas lease became effective with respect to minerals and mineral rights owned by the Company of approximately 160 surface acres of the Company’s property in Colorado. As consideration for entering into the lease, the Company received \$120,000 during the third quarter of 2017. The lease will be in force for an initial term of three years and may be extended by the lessee at 150% of the initial rate. The lessee has also agreed to pay the Company a royalty of 18.75% of the lessee’s revenue attributed to oil and gas produced, saved, and sold attributable to the net mineral interest. The Company is recognizing the initial payment incrementally over the term of the lease.

On February 26, 2018, the Company entered into a further agreement with the same entity as the oil and gas lease to provide them with an easement to an additional part of the Company’s property solely for the purposes of transporting the oil and gas extracted via a pipeline. As consideration for the easement, the Company received \$36,960 during the first quarter of 2018. The Company is recognizing this payment incrementally over the eight year term of the easement.

On June 23, 2020, the same entity as discussed above elected to extend the oil and gas lease easement for three additional years commencing on the date the lease would have previously expired.

During the three months ended June 30, 2020 and 2019 the Company recognized aggregate revenue of \$11,155 and \$11,155 and for the six months ended June 30, 2020 and 2019, the Company recognized aggregate revenue of \$22,310 and \$22,310, respectively, under these oil and gas lease arrangements.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Stated in USD)  
(Unaudited)

**NOTE 4 - MINERAL ASSETS EQUIPMENT, AND KINETIC SEPARATION INTELLECTUAL PROPERTY AND OTHER PROPERTY, CONTINUED**

*Reclamation Liabilities*

The Company's mines are subject to certain asset retirement obligations, which the Company has recorded as reclamation liabilities. The reclamation liabilities of the United States mines are subject to legal and regulatory requirements, and estimates of the costs of reclamation are reviewed periodically by the applicable regulatory authorities. The reclamation liability represents the Company's best estimate of the present value of future reclamation costs in connection with the mineral properties. The Company determined the gross reclamation liabilities of the mineral properties as of June 30, 2020 and December 31, 2019, to be approximately \$906,837 and \$897,662, respectively. On March 2, 2020, the Colorado Mined Land Reclamation Board ("MLRB") issued an order vacating the Van 4 Temporary Cessation, terminating mining operations and ordering commencement of final reclamation. The Company has begun the reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property. The Company adjusted the fair value of its reclamation obligation for the Van 4 Mine. The portion of the reclamation liability related to the Van 4 Mine, and its related restricted cash are included in current liabilities, and current assets, respectively, at a value of \$75,057. The Company expects to begin incurring the reclamation liability after 2054 for all mines that are not in reclamation and accordingly, has discounted the gross liabilities over their remaining lives using a discount rate of 5.4% to net discounted aggregated values as of June 30, 2020 and December 31, 2019 of \$301,314 and \$294,228, respectively. The gross reclamation liabilities as of June 30, 2020 and December 31, 2019 are secured by financial warranties in the amount of \$906,837 and \$897,662, respectively.

Reclamation liability activity for the six months ended June 30, 2020 and 2019 consists of:

|                   | For the Six Months Ended June 30, |                   |
|-------------------|-----------------------------------|-------------------|
|                   | 2020                              | 2019              |
| Beginning balance | \$ 294,228                        | \$ 224,645        |
| Accretion         | 7,086                             | 8,528             |
| Additions         | -                                 | -                 |
| Ending Balance    | <u>\$ 301,314</u>                 | <u>\$ 233,173</u> |

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 4 - MINERAL ASSETS EQUIPMENT, AND KINETIC SEPARATION INTELLECTUAL PROPERTY AND OTHER PROPERTY, CONTINUED**

*Van 4 Mine Permitting Status*

A prior owner of the Company’s Van 4 Mine had been granted a first Temporary Cessation from reclamation of the mine by the Colorado Mined Land Reclamation Board (“MLRB”) which was set to expire June 23, 2017. Prior to its expiration, PRM formally requested an extension through a second Temporary Cessation. PRM subsequently participated in a public process which culminated in a hearing on July 26, 2017. Prior to the hearing, three non-profit organizations who pursue environmental and conservation objectives filed a brief objecting to the extension. The MLRB board members voted to grant a second five-year Temporary Cessation for the Van 4 Mine. Thereafter, the three objecting parties filed a lawsuit on September 18, 2017. The MLRB was named as the defendant and PRM was named as a party to the case due to the Colorado law requirement that any lawsuit filed after a hearing must include all of the parties in the proceeding. The plaintiff organizations are seeking for the court to set aside the board order granting a second five-year Temporary Cessation period to PRM for the Van 4 Mine. The Colorado state Attorney General was defending this action in the Denver Colorado District Court. On May 8, 2018, the Denver Colorado District Court ruled in favor, whereby the additional five-year temporary cessation period was granted. The Plaintiffs appealed this ruling to the Colorado Court of Appeals and on July 25, 2019 the ruling was reversed, whereby the additional five-year temporary cessation period should not have been granted. Thereafter, the MLRB and the Colorado Attorney General advised Western that it will not make an additional appeal of the ruling. Further, the time period for an appeal has passed. The Judge has subsequently issued an instruction for the MLRB to issue an order revoking the permit and putting the Van 4 Mine into reclamation. On January 22, 2020, the MLRB held a hearing and afterward on March 2, 2020, the MLRB issued an order vacating the Van 4 Temporary Cessation, terminating mining operations and ordering commencement of final reclamation. The Company has commenced reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property.

*Sunday Mine Complex Permitting Status*

On February 4, 2020, the Colorado DRMS sent a Notice of Hearing to Declare Termination of Mining Operations related to the status of the mining permits issued by the state of Colorado for the Sunday Mine Complex. At issue is the application of an unchallenged Colorado Court of Appeals Opinion for a separate mine (Van 4) with very different facts that are retroactively modifying DRMS rules and regulations. The Company maintains that it was timely in meeting existing rules and regulations. The hearing was scheduled to be held during several monthly MLRB Board meetings, but this matter has been delayed several times. The permit hearing was held during the MLRB Board monthly meeting on July 22, 2020. At issue was the status of the five existing permits which comprise the Sunday Mine Complex. Due to COVID restrictions, the hearing took place utilizing a virtual-only format. The Company prevailed in a 3 to 1 decision which acknowledged that the work completed at the Sunday Mines under DRMS oversight was timely and sufficient for Western to maintain these permits. In a subsequent July 30, 2020 letter, the DRMS notified the Company that the status of the five permits had been changed to Active effective June 10, 2019, the original date on which the change of the status was approved.

**NOTE 5 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities consisted of:

|  | As of            |                      |
|--|------------------|----------------------|
|  | June 30,<br>2020 | December 31,<br>2019 |
| Trade accounts payable                         | \$ 491,447       | \$ 404,015           |
| Accrued liabilities                            | 159,169          | 195,322              |
| Total accounts payable and accrued liabilities | \$ 650,616       | \$ 599,337           |

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 6 – LOAN PAYABLE**

***Paycheck Protection Program Loan***

On May 6, 2020, the Company obtained the PPP Loan for \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a seven month deferral period, and has a maturity date of May 6, 2022. A portion of the loan principal is eligible for forgiveness to the extent that the proceeds are utilized toward permissible expenditures within the initial period. The Company plans to apply for forgiveness after the final updates to the PPP Program are announced.

**NOTE 7 - COMMITMENTS**

***Supply Contract***

In December 2015, the Company signed a uranium concentrates supply agreement with a major U.S. utility company for delivery commencing in 2018 and continuing for a five year period through 2022. As the Company does not possess saleable uranium, a partial assignment agreement was put in place whereby the assignee accepted the Company's right to the Year 1 delivery of 125,000 pounds of natural uranium concentrates. The Year 1 delivery was made during 2018 and the assignee was paid in full consideration under the agreement. The Company did not recognize any gain or loss on this transaction. In Year 2, a partial assignment agreement was put in place whereby the assignee accepted the Company's right to the Year 2 delivery of 125,000 pounds of natural uranium concentrates. The Year 2 delivery was made during 2019 and the assignee was paid in full consideration under the agreement. The Company did not recognize any gain or loss on this transaction. The Company and the U.S. utility customer mutually agreed to cancel the Year 3 delivery, rather than pursue a partial assignment; there will be no delivery during 2020.

***Legal proceedings***

On June 13, 2019, Black Range was sued over the original Weld County Colorado deed language. The lawsuit was filed in the Weld County District Court. This deed was negotiated prior to the Company acquiring Black Range in September 2015 by prior management and a bank representing the estate of the property owner. The plaintiff, the estate's beneficiaries, assert that it was the intent that they would receive a production override royalty for oil and gas production from the property, however this language was not included in the deed. Western's attorney has filed a response with the court contesting this allegation. This only involves royalties on oil and gas production on this undeveloped property, thus there is no current economic impact. Court procedure mandates that the parties participate in a mediation process before bringing the matter before the court. During the scheduling of the mediation process, the parties agreed to a settlement. Western executed the Settlement Agreement on December 31, 2019 and the four plaintiffs executed in counterparts on various days in January 2020. The plaintiff was given a non-participating royalty interest of 1/8<sup>th</sup> for all hydrocarbon and non-hydrocarbon substances that are produced and sold from the Weld County property. As the settlement only impacts future economics, the Company will not recognize any gain or loss from this transaction.

**NOTE 8 - SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS**

***Authorized Capital***

The holders of the Company's common shares are entitled to one vote per share. Holders of common shares are entitled to receive rateably such dividends, if any, as may be declared by the Board of Directors out of legally available funds. Upon the liquidation, dissolution, or winding up of the Company, holders of common shares are entitled to share rateably in all assets of the Company that are legally available for distribution. As of June 30, 2020 and December 31, 2019, an unlimited number of common shares were authorized for issuance.

***Incentive Stock Option Plan***

The Company maintains an Incentive Stock Option Plan (the "Plan") that permits the granting of stock options as incentive compensation. Shareholders of the Company approved the Plan on June 30, 2008 and amendments to the Plan on June 20, 2013, and the Board of Directors approved additional changes to the Plan on September 12, 2015.

The purpose of the Plan is to attract, retain and motivate directors, management, staff and consultants by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Company and benefit from its growth.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 8 - SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS, CONTINUED**

*Incentive Stock Option Plan, continued*

The Plan provides that the aggregate number of common shares for which stock options may be granted will not exceed 10% of the issued and outstanding common shares at the time stock options are granted. As of June 30, 2020, a total of 30,083,747 common shares were outstanding, and at that date the maximum number of stock options eligible for issue under the Plan was 3,008,375.

On January 6, 2020, the Company granted options under the Plan for the purchase of an aggregate of 600,000 common shares to five individuals consisting of directors, officers, and consultants of the Company. The options have a five year term, an exercise price of CAD \$1.03 (US \$0.76 as of June 30, 2020) and vest equally in thirds commencing initially on the date of grant and thereafter on January 31, 2020, and June 30, 2020.

*Stock Options*

|                                  | Number of Shares | Weighted Average Exercise Price (USD) | Weighted Average Contractual Life (years) | Weighted Average Grant Date Fair Value (USD) | Intrinsic Value (USD) |
|----------------------------------|------------------|---------------------------------------|---|--|-----------------------|
| Outstanding - January 1, 2020    | 2,208,000        | \$ 1.56                               | 3.01                                      | \$ 0.41                                      |                       |
| Granted                          | 600,000          | \$ 0.76                               | 4.52                                      | \$ 0.76                                      |                       |
| Expired, forfeited, or cancelled | -                |                                       |   |  |                       |
| Outstanding – June 30, 2020      | <u>2,808,000</u> | <u>\$ 1.33</u>                        | <u>2.94</u>                               | <u>\$ 0.37</u>                               | <u>-</u>              |
| Exercisable – June 30, 2020      | <u>2,808,000</u> | <u>\$ 1.33</u>                        | <u>2.94</u>                               | <u>\$ 0.37</u>                               | <u>-</u>              |

The Company's stock based compensation expense related to stock options for the three months ended June 30, 2020 and 2019 was \$50,766 and \$180,269 and for the six months ended June 30, 2020 and 2019 was \$204,808 and \$180,269, respectively. As of June 30, 2020, the Company had \$0 in unamortized stock option expense.

The Company utilized the Black-Scholes option pricing model to determine the fair value of these stock options, using the assumptions as outlined below.

|  | January 6, 2020 |
|--|-----------------|
| Stock Price                              | CAD \$1.03      |
| Exercise Price                           | CAD \$1.03      |
| Number of Options Granted                | 600,000         |
| Dividend Yield                           | 0%              |
| Expected Volatility                      | 90.5%           |
| Weighted Average Risk-Free Interest Rate | 1.61%           |
| Expected life (in years)                 | 2.6             |

*Warrants*

|                               | Number of Shares | Weighted Average Exercise Price (USD) | Weighted Average Contractual Life (years) | Intrinsic Value (USD) |
|-------------------------------|------------------|---------------------------------------|---|-----------------------|
| Outstanding - January 1, 2020 | 8,602,913        | \$ 1.51                               |   |                       |
| Issued                        | -                | -                                     |   |                       |
| Expired                       | (11,088)         | 0.84                                  |   |                       |
| Outstanding – June 30, 2020   | <u>8,591,825</u> | <u>\$ 1.44</u>                        | <u>1.31</u>                               | <u>\$ -</u>           |
| Exercisable – June 30, 2020   | <u>8,591,825</u> | <u>\$ 1.44</u>                        | <u>1.31</u>                               | <u>\$ -</u>           |

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 8 - SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS, CONTINUED**

***Warrant Extension***

On April 20, 2020, the Company announced the extension by nine months of the common share purchase warrants (the “Warrants”) issued to investors in non-brokered private placements that closed on May 4, June 30, and August 9, 2018 (the “2018 Private Placements”) and the amendment of the trigger price in the acceleration clause of each Warrant. A total of 2,671,116 Warrants were amended. The warrant modification expense amounted to \$639,012.

The Company performed a Black-Scholes valuation on the warrants both pre-modification and post-modification, using the assumptions below.

|   | May 2018 – Prior<br>to Modification | May 2018 – Post<br>Modification | July 2018 – Prior<br>to Modification | July 2018 – Post<br>Modification | August 2018 –<br>Prior to<br>Modification | August 2018<br>– Post<br>Modification |
|---|-------------------------------------|---------------------------------|--------------------------------------|----------------------------------|---|---------------------------------------|
| Stock Price                                 | CAD \$0.80                          | CAD \$0.80                      | CAD \$0.80                           | CAD \$0.80                       | CAD \$0.80                                | CAD \$0.80                            |
| Exercise Price                              | CAD \$1.15                          | CAD \$1.15                      | CAD \$1.15                           | CAD \$1.15                       | CAD \$1.15                                | CAD \$1.15                            |
| Number of Warrants Modified                 | 454,811                             | 454,811                         | 1,262,763                            | 1,262,763                        | 953,544                                   | 953,544                               |
| Dividend Yield                              | 0%                                  | 0%                              | 0%                                   | 0%                               | 0%  | 0%                                    |
| Expected Volatility                         | 106.8%                              | 106.8%                          | 106.8%                               | 106.8%                           | 106.8%                                    | 106.8%                                |
| Weighted Average Risk-Free<br>Interest Rate | 0.15%                               | 0.15%                           | 0.15%                                | 0.15%                            | 0.15%                                     | 0.15%                                 |
| Expected life (in years)                    | 0.04                                | 0.79                            | 0.27                                 | 1.02                             | 0.30                                      | 1.05                                  |

Each Warrant initially entitled the holder to purchase one common share in the capital of the Company at a price of \$1.15 CAD at any time prior to May 4, July 30, and August 9, 2020, respectively. Each of these dates has been extended by nine months from their respective expiration dates such that the Warrants will now expire on February 4, April 30, and May 9, 2021, respectively. Additionally, each Warrant originally contained an acceleration clause that allowed the Company to accelerate the expiration date of the Warrant if the closing price of the Company’s common shares was equal to or greater than \$2.50 CAD for a period of five consecutive trading days. The Company amended this clause by lowering the trigger price from \$2.50 CAD to \$1.83 CAD.

**NOTE 9 - MINING EXPENDITURES**

|              | For the Three Months Ended<br>June 30, |                  | For the Six Months Ended June<br>30, |                   |
|--------------|--|------------------|--------------------------------------|-------------------|
|              | 2020                                   | 2019             | 2020                                 | 2019              |
| Permits      | \$ 20,944                              | \$ 66,940        | \$ 56,156                            | \$ 109,322        |
| Maintenance  | -                                      | 17,500           | -                                    | 18,964            |
| Mining Costs | 35,459                                 | -                | 233,513                              | -                 |
| Royalties    | 1,352                                  | -                | 2,802                                | -                 |
|              | <u>\$ 57,755</u>                       | <u>\$ 84,440</u> | <u>\$ 292,471</u>                    | <u>\$ 128,286</u> |

**NOTE 10 - RELATED PARTY TRANSACTIONS AND BALANCES**

The Company has transacted with related parties pursuant to service arrangements in the ordinary course of business, as follows:

Prior to the acquisition of Black Range, Mr. George Glasier, the Company’s CEO, who is also a director (“Seller”), transferred his interest in a former joint venture with Ablation Technologies, LLC to Black Range. In connection with the transfer, Black Range issued 25 million shares of Black Range common stock to Seller and committed to pay AUD \$500,000 (USD \$344,715 as of June 30, 2020) to Seller within 60 days of the first commercial application of the kinetic separation technology. Western assumed this contingent payment obligation in connection with the acquisition of Black Range. At the date of the acquisition of Black Range, this contingent obligation was determined to be probable. Since the deferred contingent consideration obligation is probable and the amount is estimable, the Company recorded the deferred contingent consideration as an assumed liability in the amount of \$344,715 and \$351,099 as of June 30, 2020 and December 31, 2019, respectively.

**WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Stated in USD)**  
**(Unaudited)**

**NOTE 11 – FINANCIAL INSTRUMENTS**

***Foreign Currency Risk***

Foreign currency risk is the risk that changes in the rates of exchange on foreign currencies will impact the financial position or cash flows of the Company. The Company's reporting currency is the United States Dollar. The functional currency for Western Uranium & Vanadium Corp. standalone entity is the Canadian dollar. The Company is exposed to foreign currency risks in relation to certain activity that is to be settled in Canadian funds. Management monitors its foreign currency exposure regularly to minimize the risk of an adverse impact on its cash flows.

***Concentration of Credit Risk***

Concentration of credit risk is the risk of loss in the event that certain counterparties are unable to fulfill their obligations to the Company. The Company limits its exposure to credit loss on its cash and restricted cash by placing its cash with high credit quality financial institutions. The Company does not have any cash in excess of federally insured limits.

***Liquidity Risk***

Liquidity risk is the risk that the Company's condensed consolidated cash flows from operations will not be sufficient for the Company to continue operating and discharge its liabilities. The Company is exposed to liquidity risk as its continued operation is dependent upon its ability to obtain financing, either in the form of debt or equity, or achieving profitable operations in order to satisfy its liabilities as they come due. As of June 30, 2020, the Company had a working capital of \$714,644 and cash on hand of \$1,370,162.

***Market Risk***

Market risk is the risk that fluctuations in the market prices of minerals will impact the Company's future cash flows. The Company is exposed to market risk on the price of uranium and vanadium, which will determine its ability to build and achieve profitable operations, the amount of exploration and development work that the Company will be able to perform, and the number of financing opportunities that will be available. Management believes that it would be premature at this point to enter into any hedging or forward contracts to mitigate its exposure to specific market price risks.

**NOTE 12 – COVID-19**

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China. Since then, the COVID-19 coronavirus has spread to multiple countries, including the United States. As the COVID-19 coronavirus continues to spread in the United States, the Company may experience disruptions that could severely impact the Company. The global outbreak of the COVID-19 coronavirus continues to rapidly evolve. The extent to which the COVID-19 coronavirus may impact the Company's business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing in the United States and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States to contain and treat the disease. The Company is monitoring COVID-19's potential impact on the Company's operations.



**Schedule B**  
**Supplementary Information.**

**NIL.**

**Schedule C**

**Issuer's Management Discussion and Analysis for the six-month period ended June 30, 2020.**

*See attached.*

**WESTERN URANIUM & VANADIUM CORP.**  
**Management's Discussion and Analysis**  
**For the three and six months ended June 30, 2020 and 2019**  
**(Stated in USD)**

**Dated August 14, 2020**

## **INTRODUCTION**

Western Uranium & Vanadium Corp. (the "Company" or "Western", formerly Western Uranium Corporation) is the issuer. This Management's Discussion and Analysis ("MD&A") provides a review of corporate developments, results of operations and financial position for the three and six months ended June 30, 2020 and 2019. The MD&A is intended to supplement the consolidated financial statements and notes thereto (the "Statements") of Western for the above-noted periods.

All amounts included in the MD&A are presented in US dollars, unless otherwise specified. This report is dated August 14, 2020, and the Company's filings can be reviewed on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on the CSE website at [www.cnsx.ca](http://www.cnsx.ca)

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements. Forward-looking statements can often be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the ability of the Company to obtain necessary financing, the economy generally, anticipated and unanticipated costs and other risks and uncertainties referred to elsewhere in this MD&A. Such statements could also be materially affected by environmental regulation, taxation policies, competition, the lack of available and qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal or external sources. Actual results, performance or achievement could differ materially from those expressed herein. While the Company anticipates that subsequent events and developments may cause its views to change, the Company specifically disclaims any obligation to update these forward-looking statements, except as required by applicable law. These forward-looking statements should not be relied upon on Western Uranium & Vanadium Corp., as representing the Company's views as of any date subsequent to the date of this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted in this MD&A under "Risk Factors".

## **ABOUT THE COMPANY**

Western Uranium & Vanadium Corp. ("Western" or the "Company", formerly Western Uranium Corporation) was incorporated in December 2006 under the Ontario Business Corporations Act. On November 20, 2014, the Company completed a listing process on the Canadian Securities Exchange ("CSE"). As part of that process, the Company acquired 100% of the members' interests of Pinon Ridge Mining LLC ("PRM"), a Delaware limited liability company. The transaction constituted a reverse takeover ("RTO") of Western by PRM. Subsequent to obtaining appropriate shareholder approvals, the Company reconstituted its Board of Directors and senior management team. Effective September 16, 2015, Western completed its acquisition of Black Range Minerals Limited ("Black Range").

On August 18, 2014, the Company closed on the purchase of certain mining properties in Colorado and Utah from Energy Fuels Holding Corp. Assets purchased included both owned and leased lands in Utah and Colorado and all represent properties that have been previously mined for uranium to varying degrees in the past. The acquisition

included the purchase of the Sunday Mine Complex. The Sunday Mine Complex is located in western San Miguel County, Colorado. The complex consists of the following five individual mines: the Sunday mine, the Carnation mine, the Saint Jude mine, the West Sunday mine and the Topaz mine. The operation of each of these mines requires a separate permit and all such permits have been obtained by Western and are currently valid. In addition, each of the mines has good access to a paved highway, electric power to existing declines, office/storage/shop and change buildings, and extensive underground haulage development with several vent shafts complete with exhaust fans. These properties were formerly secured by a first priority interest collateralizing a \$500,000 promissory note which was paid in full on August 31, 2018 and thus the properties are now held free and clear of encumbrances. The Sunday Mine Complex is the Company's core resource property and was assigned active status effective June 2019.

On September 16, 2015, Western completed its acquisition of Black Range, an Australian company that was listed on the Australian Securities Exchange until the acquisition was completed. The acquisition terms were pursuant to a definitive Merger Implementation Agreement entered into between Western and Black Range. Pursuant to the agreement, Western acquired all of the issued shares of Black Range by way of Scheme of Arrangement ("the Scheme") under the Australian Corporation Act 2001 (Cth) (the "Black Range Transaction"), with Black Range shareholders being issued common shares of Western on a 1 for 750 basis. On August 25, 2015, the Scheme was approved by the shareholders of Black Range and on September 4, 2015, Black Range received approval by the Federal Court of Australia. In addition, Western issued to certain employees, directors and consultants options to purchase Western common shares. Such stock options were intended to replace Black Range stock options outstanding prior to the Black Range Transaction on the same 1 for 750 basis.

The Company has registered offices at 330 Bay Street, Suite 1400, Toronto, Ontario, Canada, M5H 2S8 and its common shares are listed on the CSE under the symbol "WUC" and are traded on the OTCQX Best Market under the symbol "WSTRF". Its principal business activity is the acquisition and development of uranium and vanadium resource properties in the states of Utah and Colorado in the United States of America ("United States").

## **GOING CONCERN**

The Company has incurred continuing losses from its operations and as of June 30, 2020, the Company had an accumulated deficit of \$10,501,222 and working capital of \$714,644.

Since inception, the Company has met its liquidity requirements principally through the issuance of notes and the sale of its common shares. On May 6, 2020, the Company obtained a Paycheck Protection Program loan (the "PPP Loan") for \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a deferral period, and has a maturity date of May 6, 2022.

The Company's ability to continue its operations and to pay its obligations when they become due is contingent upon the Company obtaining additional financing. Management's plans include seeking to procure additional funds through debt and equity financings, to secure regulatory approval to fully utilize its Kinetic Separation and to initiate the processing of ore to generate operating cash flows.

There are no assurances that the Company will be able to raise capital on terms acceptable to the Company or at all, or that cash flows generated from its operations will be sufficient to meet its current operating costs and required debt service. If the Company is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned product development, which could harm its financial condition and operating results, or it may not be able to continue to fund its ongoing operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern to sustain operations for at least one year from the issuance of the accompanying financial statements. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

## HIGHLIGHTS AND SIGNIFICANT EVENTS

### *Kinetic Separation Licensing (Formerly known as Ablation Mining Technology)*

During 2016, the Company submitted documentation to the Colorado Department of Public Health and Environment (“CDPHE”) for a determination ruling regarding the type of license which may be required for the application of Kinetic Separation at the Sunday Mine Complex within the state of Colorado. During May and June of 2016, CDPHE held four public meetings in several cities in Colorado as part of the process. On July 22, 2016 CDPHE closed the comment period. In connection with this matter, the CDPHE consulted with the United States Nuclear Regulatory Commission (“NRC”). In response, the CDPHE received an advisory opinion dated October 16, 2016, which did not contain support for the NRC’s opinion and with which the Company’s regulatory counsel does not agree. NRC’s advisory opinion recommended that Kinetic Separation should be regulated as a milling operation but did recognize that there may be exemptions to certain milling regulatory requirements because of the benign nature of the non-uranium bearing sands produced after Kinetic Separation is completed on uranium-bearing ores. On December 1, 2016, the CDPHE issued a determination that the proposed Kinetic Separation operations at the Sunday Mine must be regulated by the CDPHE through a milling license. The 2018 increase in the blended uranium/vanadium price has brought the Company closer to production. Beginning in 2017, the Company’s regulatory counsel has prepared significant documentation in preparation for a prospective submission. On September 13, 2019, the Company’s regulatory counsel submitted a white paper to the NRC entitled Recommendations on the Proper Legal and Policy Interpretation for Using Kinetic Separation Processes at Uranium Mine Sites. On July 24, 2020, the NRC staff responded with a letter in support of the original conclusion; Western’s regulatory counsel is evaluating alternatives.

### *Sunday Mine Complex Vanadium Project Supplementary Requirements*

On June 18, 2019, The Colorado Division of Reclamation, Mining and Safety (CDRMS) issued a letter indicating limited supplementary requirements prior to the removal of material (ore) from the Sunday Mine Complex underground workings and further offsite handling. In a follow-up meeting on Monday, August 5, 2019, the Company agreed to construct an ore pad on the surface before stockpiling or storing ore outside the mine and acquire certification that the storm drainage system was constructed in accordance with the existing plan prior to the removal of ore from the SMC. On August 15, 2019, the Company sent a response letter to CDRMS providing the requested additional information regarding the reopening of the Sunday Mine Complex mines. On September 18, 2019, the CDRMS issued a letter indicating that activities at the Sunday Mines do not meet the definition of a “Mining Operation” and thus at this time, the Division does not consider the permits in active status. In the letter, CDRMS reiterated that prior to the removal of ore material from the mines and upgrading to an active status, the CDRMS surface requirements needed to be completed, inspected and accepted by CDRMS. The CDRMS further noted requirements that would apply to Western’s proposed off-site kinetic separation test facility. On April 9, 2020, CDRMS issued a letter acknowledging that the Construction Completion Reports and As-Built Certifications for the ore storage pads have been reviewed and accepted. It was further noted that prior to ore being removed and placed on the ore pad an inspection would still need to be completed, but due to COVID-19 the CDRMS staff were subject to a no-travel policy under the Governor’s Stay-at-Home Order. Hence, CDRMS offered an alternative remote procedure requiring extensive photo documentation and a signed affidavit from both the manufacturer and installation crew certifying that the ore pad liner was installed in accordance with the approved Environmental Protection Plan. Additional requirements included the submission of a comprehensive hydrogeology report and completion of the Sunday Mine Complex MLRB permit hearing process. With this approval, Western has now completed every project, study, and submission stipulated as required under the existing Environmental Protection Plan by CDMRS, and all submissions have been made. The hydrogeology report is currently being reviewed by CDMRS and approval is needed to conduct mining activities below the static groundwater level or to affect ground or surface waters.

### *Sunday Mine Complex Permitting Status*

On February 4, 2020, the Colorado DRMS sent a Notice of Hearing to Declare Termination of Mining Operations related to the status of the mining permits issued by the state of Colorado for the Sunday Mine Complex. At issue is the application of an unchallenged Colorado Court of Appeals Opinion for a separate mine (Van 4), with very different facts that is retroactively modifying DRMS rules and regulations. The Company maintains that it was timely in meeting existing rules and regulations. The hearing was scheduled to be held during several monthly MLRB Board meetings, but, this matter has been delayed several times. The permit hearing was held during the MLRB Board monthly meeting on July 22, 2020. At issue was the status of the five existing permits which comprise the Sunday Mine Complex. Due to COVID restrictions, the hearing took place utilizing a virtual-only format. The Company prevailed in a 3 to 1 decision which acknowledged that the work completed at the Sunday Mines under Division of

Reclamation, Mining and Safety (DRMS) oversight was timely and sufficient for Western to maintain these permits. In a subsequent letter date July 30, 2020, the DRMS notified the Company that the status of the five permits had been changed to Active effective June 10, 2019, the original date on which the change of status was approved.

#### ***Van 4 Mine Permitting Status***

A prior owner of the Van 4 Mine had been granted a first Temporary Cessation from reclamation of the mine by the Colorado Mined Land Reclamation Board (“MLRB”) which was set to expire June 23, 2017. Prior to its expiration, PRM formally requested an extension through a second Temporary Cessation. PRM subsequently participated in a public process which culminated in a hearing on July 26, 2017. Prior to the hearing, three non-profit organizations who pursue environmental and conservation objectives filed a brief objecting to the extension. The MLRB board members voted to grant a second five-year Temporary Cessation for the Van 4 Mine. Thereafter, the three objecting parties filed a lawsuit on September 18, 2017. The MLRB was named as the defendant and PRM was named as a party to the case due to the Colorado law requirement that any lawsuit filed after a hearing must include all of the parties in the proceeding. The plaintiff organizations are seeking for the court to set aside the board order granting a second five-year Temporary Cessation period to PRM for the Van 4 Mine. The Colorado state Attorney General was defending this action in the Denver Colorado District Court. On May 8, 2018, the Denver Colorado District Court ruled in favor, whereby the additional five-year temporary cessation period was granted. The Plaintiffs appealed this ruling to the Colorado Court of Appeals and on July 25, 2019 the ruling was reversed, ruling that the additional five-year temporary cessation period should not have been granted.

The MLRB and the Colorado Attorney General advised Western that it will not make an additional appeal of the ruling. Further, the time period for an appeal has passed. The Judge has subsequently issued an instruction for the MLRB to issue an order revoking the permit and putting the Van 4 Mine into reclamation. On January 22, 2020, the MLRB held a hearing and on March 2, 2020, the MLRB issued an order vacating the Van 4 Temporary Cessation, revoking the permit and ordered commencement of final reclamation. The Company has commenced reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property.

#### ***Weld County Colorado Litigation***

On June 13, 2019, Black Range was sued over the original Weld County Colorado deed language. The lawsuit was filed in the Weld County District Court. This deed was negotiated prior to the Company acquiring Black Range in September 2015 by prior management and a bank representing the estate of the property owner. The plaintiff, the estate’s beneficiaries, assert that it was the intent that they would receive a production override royalty for oil and gas production from the property, however this language was not included in the deed. Western’s attorney has filed a response with the court contesting this allegation. This only involves royalties on oil and gas production on this undeveloped property, thus there is no current economic impact. Court procedure mandates that the parties participate in a mediation process before bringing the matter before the court. During the scheduling of the meditation process, the parties agreed to a settlement. Western executed the Settlement Agreement on December 31, 2019 and the four plaintiffs executed in counterparts on various days in January 2020. The plaintiff was given a non-participating royalty interest of 1/8<sup>th</sup> for all hydrocarbon and non-hydrocarbon substances that are produced and sold from the Weld County property. As the settlement only impacts future economics, the Company will not recognize any gain or loss from this transaction.

#### ***Warrant Extension for Warrants issued in 2018 Private Placements***

On April 20, 2020, the Company announced the extension by nine months of the common share purchase warrants (the “Warrants”) issued to investors in non-brokered private placements that closed on May 4, June 20, and August 9, 2018 (the “2018 Private Placements”) and the amendment of the trigger price in the acceleration clause of each Warrant. A total of 2,671,116 Warrants are being amended.

In accordance with ASC 178-20-35-3, the Company must record a warrant modification expense to account for the effects of these amendments to the original terms. See Note 8 for more information.

Each Warrant currently entitles the holder to purchase one common share in the capital of the Company at a price of \$1.15 CAD at any time prior to May 4, June 30, and August 9, 2020, respectively. Each of these dates has been extended by nine months such that the Warrants will expire on February 4, April 30, and May 9, 2021, respectively. Additionally, each Warrant originally contained an acceleration clause that allowed the Company to accelerate the

expiration date of the warrant if the closing price of the Company's common shares was equal to or greater than \$2.50 CAD for a period of five consecutive trading dates. The Company is amending this clause by lowering the trigger price from \$2.50 CAD to \$1.83 CAD. The Company performed a Black-Scholes analysis to determine the fair value of the Warrants using the pre-modification terms and the post-modification terms on the date of modification. Based on the Company's analysis performed, the Company recorded a warrant modification expense of \$639,012 on April 20, 2020.

### ***Uranium Section 232 Investigation/Nuclear Fuel Working Group Process***

In the United States, an investigation under Section 232 of the Trade Expansion Act of 1962 (U.S) was undertaken by the U.S Department of Commerce ("DoC") in 2018 to assess the impact to national security of the importation of the vast majority of uranium utilized by the ~100 operative civilian nuclear reactors within the United States. In response to the Section 232 report, the White House disseminated a Presidential Memoranda in July 2019. At that time, President Trump formed the Nuclear Fuel Working Group ("NFWG") to find solutions for reviving and expanding domestic nuclear fuel production and reinvigorating recommendations. As a first step in addressing this issue, President Trump's Fiscal Year 2021 budget included a \$150 million line item each year for the next decade to establish a Uranium Reserve.

Thereafter, U.S. Energy Secretary Dan Brouillette stated that the Department of Energy ("DoE") was preparing to release the NFWG report in early March 2020. This announcement was made prior to the coronavirus contagion which has delayed the report release. In parallel, Congress has requested that the DoE prepare a report on Key Challenges in Reconstituting Uranium Mining and Conversion Capabilities in the United States. The extended deadline for industry to supply responses to the Request For Information launched by DoE was March 30, 2020. Western continued to participate in the process and made an RFI submission.

On April 23, 2020, the DoE released the NFWG report entitled "Restoring America's Competitive Nuclear Energy Advantage – A strategy to assure U.S. national security". The report outlines a strategy for the reestablishment of critical capabilities and direct support to the front end of the U.S. domestic nuclear fuel cycle. The Summary of Measures included the following which could benefit U.S. uranium miners: direct purchases of uranium by establishing a Uranium Reserve, ending DoE's program which barter uranium and reevaluates DoE's Excess Uranium Inventory Management Policy, creating a level playing field for all energy sources in power markets, streamlining regulatory reform and land access for uranium dumping in the U.S. market. The NFWG finding and recommendations presented by the DoE are a positive outcome for U.S. uranium miners; however, the ultimate outcome and timing remains uncertain as this is a continuing process requiring approvals and budget appropriation from Congress and implementation by U.S. government agencies, and further participation by the Trump Administration. Presently, Western is one of the very few uranium companies holding previously producing, permitted, and developed mines in the United States and thus well positioned to benefit in the short-term from a favorable determination.

Implementation of the NFWG recommendations remains an ongoing process. During July 2020, the U.S. House Committee on Appropriations has decided not to provide \$150 million uranium reserve funding for fiscal 2021. Instead the DoE was given 180 days to develop and submit the uranium reserve plan. Subsequently, Senator Barrasso introduced a bill into the U.S. Senate entitled the "The American Nuclear Infrastructure Act of 2020 and Representatives Latta and Cheney introduced a bill to the U.S. House entitled the Nuclear Prosperity and Security Act. These bills implement the key provisions of the NFWG report's recommendations; both include the creation of a national uranium reserve. In parallel, the preparation of a Congressional report by the DoE on Key Challenges in Reconstituting Uranium Mining and Conversion Capabilities in the United States remains ongoing and is anticipated to be completed later this year. The Department of Commerce ("DoC") is evaluating an extension of the Russian Suspension Agreement which sets quotas on imports of Russian uranium into the U.S. An extension of the agreement was among the NFWG's recommendations, the agreement expires this year and multiple Senators have called for the DoC to reduce imports of Russian uranium to below existing limits.

### ***Paycheck Protection Program Loan***

On May 6, 2020, the Company obtained a Paycheck Protection Program loan (the "PPP Loan") for \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a deferral period, and has a maturity date of May 6, 2022. A portion of the loan principal is eligible for forgiveness to the extent that the proceeds are utilized toward permissible expenditures within the initial period. The Company plans to apply for forgiveness after the final updates to the PPP program are announced.

### ***Employment Agreement***

On June 15, 2020, the Company provided the 90 day required notice to its Chief Financial Officer that his October 2017 employment agreement will be terminated at the end of September 2020. The notice offered the discussion of a new agreement, but those discussions have not yet begun.

### ***COVID-19 Coronavirus***

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China. Since then, the COVID-19 coronavirus has spread to multiple countries, including the United States and Canada. As the COVID-19 coronavirus continues to spread in the United States and Canada, we may experience disruptions that could severely impact our business. The global outbreak of the COVID-19 coronavirus continues to evolve rapidly. The extent to which the COVID-19 coronavirus may impact our business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing in the United States, Canada and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States, Canada and other countries to contain and treat the disease.



## Results of Operations

### Summary

|   | For the Three Months Ended June 30, |                     | For the Six Months Ended June 30, |                     |
|---|-------------------------------------|---------------------|-----------------------------------|---------------------|
|   | 2020                                | 2019                | 2020                              | 2019                |
| <b>Revenue</b>                                |                                     |                     |                                   |                     |
| Lease revenue                                 | \$ 11,155                           | \$ 11,155           | \$ 22,310                         | \$ 22,310           |
| <b>Expenses</b>                               |                                     |                     |                                   |                     |
| Mining expenditures                           | 57,755                              | 84,440              | 292,471                           | 128,286             |
| Professional fees                             | 111,421                             | 94,316              | 185,177                           | 187,633             |
| General and administrative                    | 280,383                             | 244,406             | 669,780                           | 619,379             |
| Consulting fees                               | 8,882                               | 33,680              | 36,822                            | 48,680              |
| <b>Total operating expenses</b>               | <b>458,441</b>                      | <b>456,842</b>      | <b>1,184,250</b>                  | <b>983,978</b>      |
| <b>Operating loss</b>                         | <b>(447,286)</b>                    | <b>(445,687)</b>    | <b>(1,161,940)</b>                | <b>(961,668)</b>    |
| Interest expense, net                         | 1,885                               | 2,912               | 5,701                             | 5,806               |
| Warrant modification expense                  | 639,012                             | -                   | 639,012                           | -                   |
| <b>Net loss</b>                               | <b>\$ (1,088,183)</b>               | <b>\$ (448,599)</b> | <b>\$ (1,806,653)</b>             | <b>\$ (967,474)</b> |
| <b>Other Comprehensive (expense) income</b>   |                                     |                     |                                   |                     |
| Foreign exchange (loss) gain                  | (37,358)                            | (680)               | (115,801)                         | 14,599              |
| <b>Comprehensive Loss</b>                     | <b>\$ (1,125,541)</b>               | <b>\$ (449,279)</b> | <b>\$ (1,922,454)</b>             | <b>\$ (952,875)</b> |
| <b>Net loss per share - basic and diluted</b> | <b>\$ (0.04)</b>                    | <b>\$ (0.02)</b>    | <b>\$ (0.06)</b>                  | <b>\$ (0.03)</b>    |

### Three Months Ended June 30, 2020 as Compared to the Three Months Ended June 30, 2019

Our condensed consolidated net loss for the three months ended June 30, 2020 and 2019 was \$1,088,183 and \$448,599 or \$(0.04) and \$(0.02) per share, respectively. The principal components of these quarter over quarter changes are discussed below.

Our comprehensive loss for the three months ended June 30, 2020 and 2019 was \$1,125,541 and \$449,279, respectively.

1. Our revenue for the three months ended June 30, 2020 and 2019 was \$11,155 and \$11,155, respectively. This revenue resulted from lease revenue pursuant to a July 18, 2017 oil and gas lease agreement, February 2, 2018 pipeline easement, and July 1, 2018 right-of-way agreement. This revenue is derived from a non-core property acquired in the Black Range Minerals acquisition. The counterparties are from the oil and gas industry.
2. Mining expenditures for the three months ended June 30, 2020 were \$57,755 as compared to \$84,440 for the three months ended June 30, 2019. The decrease in mining expenditures of \$26,685, or 31.6% was principally attributable to disproportionately larger mining expenditures at the initiation of the Sunday Mine Complex project last year during the second quarter.
3. Professional fees for the three months ended June 30, 2020 were \$111,421 as compared to \$94,316 for the three months ended June 30, 2019. The increase in professional fees of \$17,105, or 18.1% was due to an increase in accounting and audit fees during the current quarter because of delays caused by the COVID-19 outbreak in the completion and filing of the Company's December 31, 2019 10-K. In 2019, these costs were recognized in the first quarter.

4. General and administrative expenses for the three months ended June 30, 2020 were \$280,383 as compared to \$244,406 for the three months ended June 30, 2019. The increase in general and administrative expense of \$35,977, or 14.7% is due to an increase in stock-based compensation expense of \$47,094 during the current quarter. In 2019, these costs were recognized in the first quarter.
5. Consulting fees for the three months ended June 30, 2020 were \$8,882 as compared to \$33,680 for the three months ended June 30, 2019. The decrease in consulting fees of \$24,798, or 73.6% was due to the Company's hiring a consultant during the current quarter and paying another consultant for an additional month during the corresponding 2019 quarter.
6. Interest expense, net, for the three months ended June 30, 2020 was \$1,885 as compared to \$2,912 for the three months ended June 30, 2019. The decrease of interest expense, net, of \$1,027, or 35.3% was attributable to recognizing \$2,910 of reclamation liabilities for the three months ended June 30, 2020 as compared to \$3,566 recognized for the three months ended June 30, 2019.
7. Foreign exchange gain (loss) for the three months ended June 30, 2020 was \$(37,358) as compared to \$(680) for the three months ended June 30, 2019. The increase of the foreign exchange loss of \$36,678 is primarily due to holding cash balances in Canadian Dollars and the translation loss from using United States Dollars as the reporting currency.

***Six Months Ended June 30, 2020 as Compared to the Six Months Ended June 30, 2019***

Our condensed consolidated net loss for the six months ended June 30, 2020 and 2019 was \$1,806,653 and \$967,474 or \$(0.06) and \$(0.03) per share, respectively. The principal components of these quarter over quarter changes are discussed below.

Our comprehensive loss for the six months ended June 30, 2020 and 2019 was \$1,922,454 and \$952,875, respectively.

1. Our revenue for the six months ended June 30, 2020 and 2019 was \$22,310 and \$22,310, respectively. This revenue resulted from lease revenue pursuant to a July 18, 2017 oil and gas lease agreement, February 2, 2018 pipeline easement, and July 1, 2018 right-of-way agreement. This revenue is derived from a non-core property acquired in the Black Range Minerals acquisition. The counterparties are from the oil and gas industry.
2. Mining expenditures for the six months ended June 30, 2020 were \$292,471 as compared to \$128,286 for the six months ended June 30, 2019. The increase in mining expenditures of \$164,185, or 128.0% was principally attributable to costs related to storm water control structure, hydrological and ore pad construction, and engineering and permitting costs for the Sunday Mine Complex, which accumulated to \$160,687 during the current period.
3. Professional fees for the six months ended June 30, 2020 were \$185,177 as compared to \$187,633 for the six months ended June 30, 2019. Professional fees were comparable between the year-over-year periods, decreasing by \$2,456, or 1.3%.
4. General and administrative expenses for the six months ended June 30, 2020 were \$669,780 as compared to \$619,379 for the six months ended June 30, 2019. The increase in general and administrative expense of \$50,401, or 8.1% is due to payroll additions during the current period and the timing of the stock based compensation expense. These increases were partially offset by reduced travel due to COVID-19 restrictions.
5. Consulting fees for the six months ended June 30, 2020 were \$36,822 as compared to \$48,680 for the six months ended June 30, 2019. The decrease in consulting fees of \$11,858, or 24.4% was principally due to the Company's hiring a consultant payroll during the current period.
6. Interest expense, net, for the six months ended June 30, 2020 was \$5,701 as compared to \$5,806 for the six months ended June 30, 2019. The decrease of interest expense, net, of \$105, or 1.8% was comparable between the year-over-year periods.

7. Foreign exchange (loss) gain for the six months ended June 30, 2020 was \$(115,801) as compared to \$14,599 for the six months ended June 30, 2019. The decrease of the foreign exchange (loss) gain of \$130,400 is primarily due to the translation loss from using United States Dollars as the reporting currency.

## **Financial Position**

### ***Net cash used in operating activities***

Net cash used in operating activities was \$656,376 for the six months ended June 30, 2020, as compared with \$873,860 for the six months ended June 30, 2019. Of the \$656,376 in net cash used in operating activities, \$1,806,653 is derived from our net loss before non-cash adjustments. During the six months ended June 30, 2020, \$7,086 represented an increase in accretion of reclamation liability, \$204,808 represented an increase in stock based compensation, \$84,206 represented an increase in prepaid expenses and other current assets, \$51,279 represented an increase in accounts payable and accrued expenses, and \$157,690 represented an increase in deferred revenue.

### ***Net cash used in investing activities***

Net cash used in investing activities was \$0 for the six months ended June 30, 2020, as compared with \$52,418 for the six months ended June 30, 2019. This capital expenditure represents the initiation of expenditures needed to re-open the Sunday Mine Complex.

### ***Net cash provided by financing activities***

Net cash provided by financing activities for the six months ended June 30, 2020 and 2019 were \$73,116 and \$2,996,911, respectively. The Company applied for and received \$73,116 in the form of a PPP Loan on May 6, 2020 from the Small Business Association, as discussed above.

### ***Liquidity and Capital Resources***

The Company's cash balance as of June 30, 2020 was \$1,370,162. The Company's cash position is highly dependent on its ability to raise capital through the issuance of debt and equity and its management of expenditures for mining development and for fulfilment of its public company reporting responsibilities. Management believes that in order to finance the development of the mining properties and Kinetic Separation, the Company will be required to raise additional capital by way of debt and/or equity. The Company could potentially require additional capital in 2020 if the scope of the Sunday Mine Complex expands. This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on current exploration program results and/or external opportunities.

### ***Reclamation Liability***

The Company's mines are subject to certain asset retirement obligations, which the Company has recorded as reclamation liabilities. The reclamation liabilities of the United States mines are subject to legal and regulatory requirements, and estimates of the costs of reclamation are reviewed periodically by the applicable regulatory authorities. The reclamation liability represents the Company's best estimate of the present value of future reclamation costs in connection with the mineral properties. The Company determined the gross reclamation liabilities of the mineral properties as of June 30, 2020 and December 31, 2019, to be approximately \$906,837 and \$897,662, respectively. On March 2, 2020, the Colorado Mined Land Reclamation Board ("MLRB") issued an order vacating the Van 4 Temporary Cessation, terminating mining operations and ordering commencement of final reclamation. The Company has begun the reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property. The Company adjusted the fair value of its reclamation obligation for the Van 4 Mine. The portion of the reclamation liability related to the Van 4 Mine, and its related restricted cash are included in current liabilities, and current assets, respectively, at a value of \$75,057. The Company expects to begin incurring the reclamation liability after 2054 for all mines that are not in reclamation and accordingly, has discounted the gross liabilities over their remaining lives using a discount rate of 5.4% to net discounted aggregated values as of June 30, 2020 and December 31, 2019 of \$301,314 and \$294,228, respectively. The gross reclamation liabilities as of June 30, 2020 and December 31, 2019 are secured by financial warrants in the amount of \$906,837 and \$897,662, respectively.

Additionally, on February 4, 2020, the Colorado DRMS sent a Notice of Hearing to Declare Termination of Mining Operations to Western for the Sunday Mine Complex. At issue is the application of an unchallenged Colorado Court of Appeals Opinion for the Van 4 Mine, with very different facts that is retroactively modifying DRMS rules and regulations. The Company maintains that it was timely in meeting existing rules and regulations. The formal hearing has been rescheduled several times due to the impacts of the COVID-19 virus. The hearing has been most recently postponed until the June 24, 2020 MLRB Board meeting.

A permit hearing for the Sunday Mine Complex was held during the MLRB Board monthly meeting on July 22, 2020. At issue was the status of the five existing permits which comprise the Sunday Mine Complex. Due to COVID restrictions, the hearing took place utilizing a virtual-only format. The Company prevailed in a 3 to 1 decision which acknowledged that the work completed at the Sunday Mines under Division of Reclamation, Mining, and Safety (“DRMS”) oversight was timely and sufficient for Western to maintain these permits. In a subsequent July 30, 2020 letter, the DRMS notified the Company that the status of the five permits had been changed to Active effective June 10, 2019, the original date on which the change of status was approved.

### ***Related Party Transactions***

The Company has transacted with related parties pursuant to service arrangements in the ordinary course of business, as follows:

Prior to the acquisition of Black Range, Mr. George Glasier, the Company’s CEO, who is also a director (“Seller”), transferred his interest in a former joint venture with Ablation Technologies, LLC to Black Range. In connection with the transfer, Black Range issued 25 million shares of Black Range common stock to Seller and committed to pay AUD \$500,000 (USD \$344,715 as of June 30, 2020) to Seller within 60 days of the first commercial application of the Kinetic Separation. Western assumed this contingent payment obligation in connection with the acquisition of Black Range. At the date of the acquisition of Black Range, this contingent obligation was determined to be probable. Since the deferred contingent consideration obligation is probable and the amount estimable, the Company recorded the deferred contingent consideration as an assumed liability in the amount of \$344,715 and \$351,099 as of June 30, 2020 and December 31, 2019, respectively.

### ***Going Concern***

The Company has incurred continuing losses from its operations and as of June 30, 2020, the Company had an accumulated deficit of \$10,501,222 and working capital of \$714,644.

Since inception, the Company has met its liquidity requirements principally through the issuance of notes and the sale of its common shares.

The Company’s ability to continue its operations and to pay its obligations when they become due is contingent upon the Company obtaining additional financing. Management’s plans include seeking to procure additional funds through debt and equity financings, to secure regulatory approval to fully utilize its Kinetic Separation and to initiate the processing of ore to generate operating cash flows.

There are no assurances that the Company will be able to raise capital on terms acceptable to the Company or at all, or that cash flows generated from its operations will be sufficient to meet its current operating costs and required debt service. If the Company is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned product development, which could harm its financial condition and operating results, or it may not be able to continue to fund its ongoing operations. These conditions raise substantial doubt about the Company’s ability to continue as a going concern to sustain operations for at least one year from the issuance of the accompanying financial statements. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

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

As of June 30, 2020, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

### ***Critical Accounting Estimates and Policies***

The preparation of these condensed 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 consolidated financial statements and reported amounts of expenses during the reporting period.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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, include, but are not limited to, the following: fair value of transactions involving common shares, assessment of the useful life and evaluation for impairment of intangible assets, valuation and impairment assessments on mineral properties, deferred contingent consideration, the reclamation liability, valuation of stock-based compensation, valuation of available-for-sale securities and valuation of long-term debt, HST and asset retirement obligations. Other areas requiring estimates include allocations of expenditures, depletion and amortization of mineral rights and properties.

### Summary of Quarterly Results

The table below reflects a summary of certain key financial results for each of the company's previous four quarters ended June 30, 2020:

| Description                              | June 30, 2020<br>\$ | March 31, 2020<br>\$ | December 31,<br>2019<br>\$ | September 30, 2019<br>\$ |
|--|---------------------|----------------------|----------------------------|--------------------------|
| <b>Balance sheet</b>                     |                     |                      |                            |                          |
| Cash                                     | 1,370,162           | 1,412,306            | 2,084,782                  | 2,378,911                |
| Mineral properties and equipment         | 11,740,836          | 11,743,493           | 11,746,150                 | 11,748,807               |
| Kinetic separation intellectual property | 9,488,0551          | 9,488,051            | 9,488,051                  | 9,488,051                |
| Accounts payable                         | 650,616             | 553,748              | 599,337                    | 609,303                  |
| Shareholders' equity                     | 19,354,662          | 19,790,425           | 20,433,296                 | 20,852,384               |
| <b>Income statement</b>                  |                     |                      |                            |                          |
| Lease revenue                            | 11,155              | 11,155               | 11,155                     | 11,155                   |
| Mining expenditures                      | 57,755              | 234,716              | 67,800                     | 270,031                  |
| Professional fees                        | 111,421             | 73,756               | 43,837                     | 131,228                  |
| Comprehensive loss                       | (1,125,541)         | (796,913)            | (419,088)                  | (694,778)                |

### RISKS

There are a number of factors that could negatively affect the Company's business and the value of its securities, including the factors listed below. The following information pertains to the outlook and conditions currently known to Western that could have a material impact on the financial condition of Western. Other factors may arise in the future that are currently not foreseen by management of the Company that may present additional risks in the future. Current and prospective security holders of the Company should carefully consider these risk factors.

### Uranium and Vanadium Price Fluctuations

The Company's activities are significantly affected by the market price of uranium and vanadium, which is cyclical and subject to substantial fluctuations. The Company's earnings and operating cash flow are and will be particularly sensitive to the change in the long and short term market price of uranium and vanadium. Among other factors, these prices also affect the value of the Company's resources, reserves and inventories, as well as the market price of the Company's common shares.

Market prices are affected by numerous factors beyond the Company's control. With respect to uranium, such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; public and political response to a nuclear incident; reprocessing of used reactor fuel, the re-enrichment of depleted uranium tails and the enricher practice of underfeeding; sales of excess civilian and military inventories (including from the dismantling of nuclear weapons; the premature decommissioning of nuclear power plants; and from the build-up of Japanese utility uranium inventories as a result of the Fukushima incident) by governments and industry participants; uranium supply, including the supply from other secondary sources; and production levels and costs of production. With respect to vanadium, such factors include, among others: demand for steel; the potential for vanadium to be used in advanced battery technologies; political and economic conditions in vanadium producing and consuming countries; world production levels; and costs of production. Other factors relating

to both the price of uranium include: levels of supply and demand for a broad range of industrial products; substitution of new or different products in critical applications for the Company's existing products; expectations with respect to the rate of inflation; the relative strength of the US dollar and of certain other currencies; interest rates; global or regional political or economic crises; regional and global economic conditions; and sales of uranium by holders in response to such factors. In the event the Company concludes that a significant deterioration in expected future uranium prices has occurred, the Company will assess whether an impairment allowance is necessary which, if required, could be material.

The recent fluctuations in the price of many commodities is an example of a situation over which the Company has no control and which could materially adversely affect the Company in a manner for which it may not be able to compensate. There can be no assurance that the price of any minerals that could be extracted from the Company's properties will be such that any deposits can be mined at a profit.

### **Global Economic Conditions**

In the event of a general economic downturn or a recession, there can be no assurance that the business, financial condition and results of operations of the Company would not be materially adversely affected. During the past several years, the global economy faced a number of challenges. During the global financial crisis of 2007-2008, economic problems in the United States and Eurozone caused a deterioration in the global economy, as numerous commercial and financial enterprises either went into bankruptcy or creditor protection or had to be rescued by governmental authorities. Access to public financing was negatively impacted by sub-prime mortgage defaults in the United States, the liquidity crisis affecting the asset-backed commercial paper and collateralized debt obligation markets, and massive investment losses by banks with resultant recapitalization efforts. Although economic conditions have shown improvement in recent years, the global recovery from the recession has been slow and uneven. The effects of the global financial crisis continue to limit growth. In addition, increasing levels of government debt, slowing economic growth in certain key regions including China, the threat of sovereign defaults including Greece, and political instability in Eastern Europe continue to weigh on markets. These factors continue to impact commodity prices, including uranium, as well as currencies and global debt and stock markets.

These factors may impact the Company's ability to obtain equity, debt or bank financing on terms commercially reasonable to the Company, or at all. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If these increased levels of volatility and market turmoil continue, or there is a material deterioration in general business and economic conditions, the Company's operations could be adversely impacted and the trading price of the Company's securities could continue to be adversely affected.

### **Market Price of Shares**

Securities of mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic conditions in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Company's securities is also likely to be significantly affected by short-term changes in the uranium spot price, changes in industry forecasts of uranium prices, other mineral prices, currency exchange fluctuation, or in its financial condition or results of operations as reflected in its periodic earnings reports. Other factors unrelated to the performance of the Company that may have an effect on the price of the securities of the Company include the following: the extent of analytical coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of securities of the Company; the size of the Company's public float and its inclusion in market indices may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the securities of the Company that persists for a significant period of time could cause the Company's securities to be delisted from an exchange, further reducing market liquidity. If an active market for the securities of the Company does not continue, the liquidity of an investor's investment may be limited and the price of the securities of the Company may decline. If an active market does not exist, investors may lose their entire investment in the Company. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies in periods of volatility in the market price of their securities, and following major corporate transactions or mergers and acquisitions. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

## **Governmental Regulation and Policy Risks**

Exploration, development, mining and milling of minerals and the transportation and handling of the products produced are subject to extensive federal, state and local laws and regulations governing, among other things: acquisition of the mining interests; maintenance of claims; tenure; expropriation; prospecting; exploration; development; mining; milling and production; price controls; exports; imports; taxes and royalties; labor standards; occupational health; waste disposal; toxic substances; water use; land use; Native American land claims; environmental protection and remediation; endangered and protected species; mine and mill decommissioning and reclamation; mine safety; transportation safety and emergency response; and other matters. Compliance with such laws and regulations has increased the costs of exploring, drilling, developing, constructing, operating and closing the Company's mines. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact the Company's decision as to whether to proceed with exploration or development, or that such laws and regulations may result in the Company incurring significant costs to remediate or decommission properties that do not comply with applicable environmental standards at such time. The Company expends significant financial and managerial resources to comply with such laws and regulations. The Company anticipates it will have to continue to do so as the historic trend toward stricter government regulation may continue. There can be no assurance that future changes in applicable laws and regulations will not adversely affect the operations or financial condition of the Company. New laws and regulations, amendments to existing laws and regulations or more stringent implementation of existing laws and regulations, including through stricter license and permit conditions, could have a material adverse impact on the Company, increase costs, cause a reduction in levels of, or suspension of, production and/or delay or prevent the development of new mining properties.

Mining is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration, mining and production. Environmental liability may result from mining activities conducted by others prior to the Company's ownership of a property. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions. These actions may result in 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. Companies engaged in uranium exploration operations may be required to compensate others who suffer loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Should the Company be unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy, which could have a material adverse effect on the Company. To the extent that the Company is subject to uninsured environmental liabilities, the payment of such liabilities would reduce otherwise available earnings and could have a material adverse effect on the Company. In addition, the Company does not have coverage for certain environmental losses and other risks as such coverage cannot be purchased at a commercially reasonable cost. Compliance with applicable environmental laws and regulations requires significant expenditures and increases mine development and operating costs.

Worldwide demand for uranium is directly tied to the demand for electricity produced by the nuclear power industry, which is also subject to extensive government regulation and policies. The development of mines and related facilities is contingent upon governmental approvals that are complex and time consuming to obtain and which, depending upon the location of the project, involve multiple governmental agencies. The duration and success of such approvals are subject to many variables outside the Company's control. Any significant delays in obtaining or renewing such permits or licenses in the future could have a material adverse effect on the Company. In addition, the international marketing of uranium is subject to governmental policies and certain trade restrictions, such as those imposed by the suspension agreement between the United States and Russia. Changes in these policies and restrictions may adversely impact the Company's business.

## **Public Acceptance of Nuclear Energy and Competition from Other Energy Sources**

Growth of the uranium and nuclear industry will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, including the risk of a nuclear incident, the industry is subject to public opinion risks that could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry. Nuclear energy competes with other sources of energy, including oil, natural gas, coal, hydro-electricity and renewable energy sources. These other energy sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydroelectricity may result in

lower demand for uranium concentrates. Technical advancements in renewable and other alternate forms of energy, such as wind and solar power, could make these forms of energy more commercially viable and put additional pressure on the demand for uranium concentrates.

### **Uranium Industry Competition and International Trade Restrictions**

The international uranium industry, including the supply of uranium concentrates, is competitive. The Company's market for uranium is in direct competition with supplies available from a relatively small number of uranium mining companies, from nationalized uranium companies, from uranium produced as a byproduct of other mining operations, from excess inventories, including inventories made available from decommissioning of nuclear weapons, from reprocessed uranium and plutonium, from used reactor fuel, and from the use of excess Russian enrichment capacity to re-enrich depleted uranium tails held by European enrichers in the form of UF<sub>6</sub>. A large quantity of current world production is inelastic, in that uranium market prices have little effect on the quantity supplied. The supply of uranium from Russia and from certain republics of the former Soviet Union is, to some extent, impeded by a number of international trade agreements and policies. These agreements and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Company and may affect the supply of uranium available in the United States and Europe. The United States and China are also currently involved in a trade and tariff war, which could impact the Company's future sales as China is a globally large uranium and vanadium customer.

### **Ability to Maintain Obligations Under Notes Payable and Other Debt**

The Company may from time to time enter into arrangements to borrow money in order to fund its operations and expansion plans, and such arrangements may include covenants that restrict its business in some way. Events may occur in the future, including events out of the Company's control that would cause the Company to fail to satisfy its obligations under its existing notes payable or other debt instruments. In such circumstances, or if the Company were to default on its obligations under debentures or other debt instruments, the amounts drawn under the Company's debt agreements may become due and payable before the agreed maturity date, and the Company may not have the financial resources to repay such amounts when due.

Further, although most, but not all, of the Company's reclamation obligations are bonded, and cash and other assets of the Company have been reserved to secure a portion but not all of this bonded amount, to the extent the bonded amounts are not fully collateralized, the Company will be required to come up with additional cash to perform its reclamation obligations when they occur. In addition, the bonding companies have the right to require increases in collateral at any time upon 30-days' notice to the Company, failure of which would constitute a default under the bonds. In such circumstances, the Company may not have the financial resources to perform such reclamation obligations or to increase such collateral when due.

### **Additional Funding Requirements**

The Company may need additional financing in connection with the implementation of its business and strategic plans from time to time. The exploration and development of mineral properties and the ongoing operation of mines, requires a substantial amount of capital and may depend on the Company's ability to obtain financing through joint ventures, debt financing, equity financing or other means. The Company may accordingly need further capital in order to take advantage of further opportunities or acquisitions. The Company's financial condition, general market conditions, volatile uranium markets, volatile interest rates, a claim against the Company, a significant disruption to the Company's business or operations or other factors may make it difficult to secure financing necessary for the expansion of mining activities or to take advantage of opportunities for acquisitions. Further, continuing volatility in the credit markets may increase costs associated with debt instruments due to increased spreads over relevant interest rate benchmarks, or may affect the ability of the Company, or third parties it seeks to do business with, to access those markets. There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms, if at all.



### **Dilution from Further Equity Financing**

If the Company raises additional funding by issuing additional equity securities or securities convertible, exercisable or exchangeable for equity securities, such financing may substantially dilute the interests of shareholders of the Company and reduce the value of their investment.

### **Nature of Exploration and Development, Expansion Projects and Restarting Projects**

The exploration and development of mineral deposits, the expansion of projects and restarting projects involves significant financial risks. The exploration and development of mineral deposits involve significant financial risks over an extended period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral resources and mineral reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed programs on the Company's mineral resource properties will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, among other things: the accuracy of reserve estimates; the particular attributes of the deposit, such as its size and grade; ability to economically recover commercial quantities of the minerals; proximity to infrastructure; financing costs and governmental regulations, including regulations relating to prices, taxes, royalties; infrastructure; land use; importing and exporting and environmental protection. The development, expansion and restarting of projects are also subject to the successful completion of engineering studies, the issuance of necessary governmental permits, the availability of adequate financing, that the correct estimation of engineering and construction timetables and capital costs for the Company's development and expansion projects, including restarting projects on standby, and such construction timetables and capital costs not being affected by unforeseen circumstances. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

It is possible that actual costs and economic returns of current and new mining operations may differ materially from the Company's best estimates. It is not unusual in the mining industry for new mining operations to experience unexpected problems during the start-up phase, take much longer than originally anticipated to bring into a producing phase, and to require more capital than anticipated.

### **The Company's Mineral Reserves and Resources Are Estimates**

Mineral reserves and resources are statistical estimates of mineral content, based on limited information acquired through drilling and other sampling methods, and require judgmental interpretations of geology. Successful extraction requires safe and efficient mining and processing. The Company's mineral reserves and resources are estimates, and no assurance can be given that the estimated reserves and resources are accurate or that the indicated level of uranium or vanadium will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralization or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible, and during that time the economic feasibility of exploiting a discovery may change.

Mineral reserve and resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill-hole information, which is not necessarily indicative of the conditions between and around drill holes. Accordingly, such mineral resource estimates may require revision as more drilling information becomes available or as actual production experience is gained. It should not be assumed that all or any part of the Company's mineral resources constitute or will be converted into reserves. Market price fluctuations of uranium or vanadium as applicable, as well as increased production and capital costs or reduced recovery rates, may render the Company's proven and probable reserves unprofitable to develop at a particular site or sites for periods of time or may render mineral reserves containing relatively lower grade mineralization uneconomic.

## **Environmental Regulatory Requirements and Risk**

The Company is required to comply with environmental protection laws and regulations and permitting requirements promulgated by federal agencies and various states and counties in which the Company operates, in connection with mining and milling operations. The uranium industry is subject not only to the worker health and safety and environmental risks associated with all mining businesses, but also to additional risks uniquely associated with uranium mining and milling. The Company expends significant resources, both financial and managerial, to comply with these laws and regulations. The possibility of more stringent regulations exists in the areas of worker health and safety, storage of hazardous materials, standards for heavy equipment used in mining or milling, the disposition of wastes, the decommissioning and reclamation of exploration, mining, milling and in-situ sites, climate change and other environmental matters, each of which could have a material adverse effect on the cost or the viability of a particular project.

The Company cannot predict what environmental legislation, regulations or policies will be enacted or adopted in the future or how future laws and regulations will be administered or interpreted. The recent trend in environmental legislation and regulation is generally toward stricter standards, and this trend is likely to continue in the future. This recent trend includes, without limitation, laws and regulations relating to air and water quality, mine reclamation, waste handling and disposal, the protection of certain species and the preservation of certain lands. These regulations may require the acquisition of permits or other authorizations for certain activities. These laws and regulations may also limit or prohibit activities on certain lands. Compliance with more stringent laws and regulations, as well as potentially more vigorous enforcement policies, stricter interpretation of existing laws and stricter permit and license conditions, may necessitate significant capital outlays, may materially affect the Company's results of operations and business or may cause material changes or delays in the Company's intended activities. There can be no assurance of the Company's continued compliance or ability to meet stricter environmental laws and regulations and permit or license conditions. Delays in obtaining permits and licenses could impact expected production levels or increases in expected production levels.

The Company's operations may require additional analysis in the future, including environmental, cultural and social impact and other related studies. Certain activities require the submission and approval of environmental impact assessments. The Company cannot provide assurance that it will be able to obtain or maintain all necessary permits that may be required to continue operations or exploration and development of its properties or, if feasible, to commence construction or operation of mining facilities at such properties on terms that enable operations to be conducted at economically justifiable costs. If the Company is unable to obtain or maintain, licenses, permits or other rights for development of its properties, or otherwise fails to manage adequately future environmental issues, its operations could be materially and adversely affected.

## **Opposition to Mining May Disrupt Business Activity**

In recent years, governmental and non-governmental agencies, individuals, communities and courts have become more vocal and active with respect to their opposition of certain mining and business activities. This opposition may take on forms such as road blockades, applications for injunctions seeking work stoppages, refusals to grant access to lands or to sell lands on commercially viable terms, lawsuits for damages or to revoke or modify licenses and permits, issuances of unfavorable laws and regulations, and other rulings contrary to the Company's interest. These actions can occur in response to current activities or in respect of mines that are decades old. In addition, these actions can occur in response to activities of the Company or the activities of other unrelated entities. Opposition to the Company's activities may also result from general opposition to nuclear energy. Opposition to the Company's business activities are beyond the Company's control. Any opposition to the Company's business activities may cause a disruption to the Company's business activities and may result in increased costs and this could have a material adverse effect on the Company's business and financial condition.

## **Competition for Properties and Experienced Employees**

The Company competes with other mining companies and individuals for capital, mining interests on exploration properties and undeveloped lands, acquisitions of mineral resources and reserves and other mining assets, which may increase its cost of acquiring suitable claims, properties and assets, and the Company also competes with other mining companies to attract and retain key executives and employees.

There can be no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties and assets or in attracting and retaining skilled and experienced employees. The mining

industry has been impacted by increased worldwide demand for critical resources such as input commodities, drilling equipment, tires and skilled labor, and these shortages have caused unanticipated cost increases and delays in delivery times, thereby impacting operating costs, capital expenditures and production schedules.

### **Litigation and Other Legal Proceedings**

The Company is not subject to any litigation, potential claims or other legal proceedings. The causes of potential future litigation and legal proceedings cannot be known and may arise from, among other things, business activities, environmental laws, permitting and licensing activities, volatility in stock prices or failure to comply with disclosure obligations. The results of litigation and proceedings cannot be predicted with certainty, and may include potential injunctions pending the outcome of such litigation and proceedings. If the Company is unable to resolve these disputes favorably, it may have a material adverse impact on the Company's financial performance, cash flow and results of operations.

### **Decommissioning and Reclamation**

As owner and operator of numerous uranium mines located in the United States and certain exploration properties, and for so long as the Company remains an owner thereof, the Company is obligated to eventually reclaim or participate in the reclamation of such properties. Most, but not all, of the Company's reclamation obligations are bonded, and cash and other assets of the Company have been reserved to secure a portion but not all of this bonded amount. Although the Company's financial statements will record a liability for the asset retirement obligation, and the bonding requirements are generally periodically reviewed by applicable regulatory authorities, there can be no assurance or guarantee that the ultimate cost of such reclamation obligations will not exceed the estimated liability to be provided on the Company's financial statements. Further, to the extent the bonded amounts are not fully collateralized, the Company will be required to come up with additional cash to perform its reclamation obligations when they occur.

Decommissioning plans for the Company's properties have been filed with applicable regulatory authorities. These regulatory authorities have accepted the decommissioning plans in concept, not upon a detailed performance forecast, which has not yet been generated. As the Company's properties approach or go into decommissioning, further regulatory review of the decommissioning plans may result in additional decommissioning requirements, associated costs and the requirement to provide additional financial assurances. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required in the future by regulatory authorities. Further, the applicable regulatory authorities could require the Company to decommission and reclaim its inactive mines at any time, which could have a negative effect on the Company's operations.

### **Technical Innovation and Obsolescence**

Requirements for the Company's products and services may be affected by technological changes in nuclear reactors, enrichment and used uranium fuel reprocessing. These technological changes could reduce the demand for uranium. In addition, the Company's competitors may adopt technological advancements that give them an advantage over the Company.

### **Property Title Risk**

The Company has investigated its rights to explore and exploit all of its properties and, to the best of its knowledge, those rights are in good standing. However, no assurance can be given that such rights will not be revoked, or significantly altered, to the Company's detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties, including by local governments.

The validity of unpatented mining claims on US public lands is sometimes difficult to confirm and may be contested. Due to the extensive requirements and associated expense required to obtain and maintain mining rights on US public lands, the Company's US properties are subject to various title uncertainties which are common to the industry or the geographic location of such claims, with the attendant risk that there may be defects in its title.

### **Foreign Currency Risks**

The Company's operations are subject to foreign currency fluctuations. The Company's operating expenses and revenues are primarily incurred in US dollars, while some of its cash balances and expenses are measured in Canadian dollars. The fluctuation of the Canadian dollar in relation to the US dollar will consequently have an impact upon the profitability of the Company and may also affect the value of the Company's assets and shareholders' equity.

### **Post-Acquisition Success**

The success of the Company following the acquisition of Black Range will depend in large part on the success of the Company's management in integrating the Black Range assets into the Company. The failure of the Company to achieve such integration and to mine or advance such assets could result in the failure of the Company to realize the anticipated benefits of the Black Range assets and could impair the results of operations, profitability and financial results of the Company.

### **Dependence on Issuance of Mine Licenses and Permits**

The Company maintains regulatory mine licenses and permits, all of which are subject to renewal from time to time and are required in order for the Company to operate in compliance with applicable laws and regulations. In addition, depending on the Company's business requirements, it may be necessary or desirable to seek amendments to one or more of its licenses or permits from time to time. While the Company has been successful in renewing its licenses and permits on a timely basis in the past and in obtaining such amendments as have been necessary or desirable, there can be no assurance that such license and permit renewals and amendments will be issued by applicable regulatory authorities on a timely basis or at all in the future.

### **Mining, Milling and Insurance**

The current and future operations of the Company are subject to all of the hazards and risks normally incidental to exploration, development and mining of mineral properties, and milling, including: environmental hazards; industrial accidents; labor disputes, disturbances and unavailability of skilled labor; encountering unusual or unexpected geologic formations; rock bursts, pressures, cave-ins, and flooding; periodic interruptions due to inclement or hazardous weather conditions; technological and processing problems, including unanticipated metallurgical difficulties, ground control problems, process upsets and equipment malfunctions; the availability and/or fluctuations in the costs of raw materials and consumables used in the Company's production processes; the ability to procure mining equipment and operating supplies in sufficient quantities and on a timely basis; and other mining, milling and processing risks, as well as risks associated with the Company's dependence on third parties in the provision of transportation and other critical services. Many of the foregoing risks and hazards could result in damage to, or destruction of, the Company's mineral properties or processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of production from the Company's mines or processing facilities or in its exploration or development activities, delay in or inability to receive regulatory approvals to transport its uranium concentrates, or costs, monetary losses and potential legal liability and adverse governmental action. In addition, due to the radioactive nature of the materials handled in uranium mining and processing, additional costs and risks are incurred by the Company on a regular and ongoing basis.

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks are such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure.

The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings, financial position and competitive position of the Company. No assurance can be given that such insurance will continue to be available or will be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards. This lack of insurance coverage could result in material economic harm to the Company.

### **Credit Risk**

The Company's sales of uranium and vanadium products expose the Company to the risk of non-payment. The Company manages this risk by monitoring the credit worthiness of its customers and requiring pre-payment or other forms of payment security from customers with an unacceptable level of credit risk.

### **Dependence on Key Personnel and Qualified and Experienced Employees**

The Company's success will largely depend on the efforts and abilities of certain senior officers and key employees, some of which are approaching retirement. Certain of these individuals have significant experience in the uranium industry. The number of individuals with significant experience in this industry is small. While the Company does not foresee any reason why such officers and key employees will not remain with the Company if for any reason they do not, the Company may be adversely affected. The Company has not purchased key man life insurance for any of these individuals.

The Company's success will also depend on the availability of qualified and experienced employees to work in the Company's operations and the Company's ability to attract and retain such employees. The number of individuals with relevant mining and operational experience in this industry is small.

### **Conflicts of Interest**

For so long as one or more of the Company's directors is also a director of other companies engaged in the business of acquiring, exploring and developing natural resource properties such associations may give rise to conflicts of interest from time to time. In particular, one of the consequences will be that corporate opportunities presented to a director of the Company may be offered to another company or companies with which the director is associated, and may not be presented or made available to the Company. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, to disclose any interest which they may have in any project or opportunity of the Company, and to abstain from voting on such matter. Conflicts of interest that arise will be subject to and governed by the procedures prescribed in the Company's Code of Ethics and by the Business Corporations Act (Ontario).

### **Labor Relations**

None of the Company's operations directly employ unionized workers who work under collective agreements. However, there can be no assurance that employees of the Company or its contractors do not become unionized in the future, which may impact mill and mining operations. Any lengthy work stoppages may have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

### **Infrastructure**

Mining, processing, development and exploration activities depend, to a substantial degree, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants affecting capital and operating costs. The Company considers the existing infrastructure to be adequate to support its proposed operations. However, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the Company.

### **COVID-19 Coronavirus**

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China. Since then, the COVID-19 coronavirus has spread to multiple countries, including the United States and Canada. As the COVID-19 coronavirus continues to spread in the United States and Canada, we may experience disruptions that could severely impact our business. The global outbreak of the COVID-19 coronavirus continues to rapidly evolve. The extent to which the COVID-19 coronavirus may impact our business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing in the United States, Canada and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States, Canada, and other countries to contain and treat the disease.