

NIOCAN INC.
(the "Company")

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

The management of the Company solicits proxies to be recorded at its Annual Meeting of Shareholders, to be held at the time and place indicated, and for the purposes set forth, in the attached notice of meeting , as well as at any adjournment thereof. The cost of this solicitation will be borne by the Company. Management has drafted this information circular (the "Circular") and is sending it to all of the security holders entitled to receive a notice of meeting.

If you cannot attend the meeting in person, complete and return the enclosed proxy form, before 4:45 p.m. on May 10, 2004, to the Registrar and Transfer Agent of the Company, Computershare Trust Company of Canada, 1500 University Street, Suite 700, Montreal (Quebec) H3A 3S8.

RIGHT OF REVOCATION OF PROXIES

A shareholder may revoke a proxy at any time, in writing and executed by him. If the shareholder is a corporation, this must be done under its corporate seal, or by an officer or attorney duly authorized in writing to do so. The revocation of a proxy must be filed at the Office of the Registrar and Transfer Agent of the Company—Computershare Trust Company of Canada, 1500 University Street, Suite 700, Montreal (Quebec) H3A 3S8. This must be done no later than May 10, 2004, or two business days preceding the date of resumption of a meeting that was adjourned. It can also be remitted to the Chairman of such a meeting, on the day of the meeting or any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the proxy accompanying this circular are Directors of the Company.

A shareholder of the Company has the right to appoint a person, other than the individuals listed in the proxy form, to attend and act on his behalf at the meeting by striking out the names of the persons designated in the accompanying form of proxy and by inserting another person's name of his choice in the blank space provided. This person does not need to be a shareholder of the Company.

Management pledges to honour the holder's instructions.

In the absence of any indication by the mandator, the agent will exercise the right to vote in favour of each question listed on the proxy form, in the Notice of meeting or in the Circular.

All resolutions will be adopted by a simple majority of the votes represented at the meeting.

Management does not know and cannot foresee at the present time any amendments or new items to be brought before the meeting. If such amendments or new items were to be raised before the meeting, the person named in the enclosed proxy form will vote on such matters in the way they consider advisable.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

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

As at March 1, 2004, there were 18,803,833 common shares of the Company issued and outstanding. Each shareholder has one vote per share. Only shareholders registered on the record date, (April 5, 2004) have the right to receive a Notice of meeting. All shareholders registered as at April 5, 2004, as well as any person capable of producing to the Chairman of the meeting, a share certificate registered in his name, shall have the right to vote at the meeting.

To the Company's knowledge, as at March 1, 2004, the only persons holding 10% or more of the issued shares of the Company are:

Name	Number of shares	Percentage of issued shares
Electrum Ferrometals LLC	4,000,000	21.3%
Norshield Investment Corporation	2,000,000	10.6%

CORPORATE GOVERNANCE PRACTICES

The Board of Directors has adopted rules for effective corporate governance in accordance with the guidelines proposed by the Toronto Stock Exchange Inc. (the "guidelines"). The following describes the Company's corporate governance practices that are followed together with, as the case may be, an explanation of the differences between the Company's practices and the guidelines.

1. Stewardship responsibility

Mr. Richard Faucher, consultant metallurgical engineer, is the President of the Company. The Company uses the services of a part-time secretary provided through a firm offering such services.

The Chairman of the Board, Mr. René Dufour, mining engineer, is Chief Executive Officer. Despite the fact that he receives no financial compensation, he works on a full-time basis alongside the President of the Company.

At the end of each quarter, a chartered accountant drafts the financial statements, providing a systematic and accurate control of expenses.

The Company has been using for several years the same consultants, engineers, geologists, lawyers, accountants and others, to complete the studies and work required for the completion of its projects.

Prior Board approval is required of all transactions not made in the ordinary course of business, of decisions involving an important change in the affairs of the Company, of the issuance of securities, as well as non-arm's length transactions. Any non-arm's length transaction needs the approval of a majority of the independent directors. Any director with an interest in any transaction with the Company shall disclose such interest and abstain from voting.

The Board of Directors also assumes the responsibility for the Company's compliance with the corporate governance rules.

In general, the Board meets every second month, or more often if necessary. Telephone conversations are regularly made between the management and the directors.

(a) Adoption of a strategic planning process

The Board of Directors reviews and approves the strategies proposed by the management. It is advised by the Management Committee, which includes the Chairman of the Board, Mr. René Dufour, the Vice-President of the Board, Mr. Bernard Coulombe and of a third Director, Mr. Hubert Marleau. The Company's mission consists of bringing into production niobium deposits and subsequently, becoming a producer of ferroniobium within a short period of time.

Over the long-term, the Company intends to capitalize on the sub-products from its mineral deposits, as well as produce ferroniobium and other related products.

(b) Identification of the principal risks to the Company's business and ensuring the implementation of appropriate systems to manage these risks.

The Company will soon obtain from the *ministère de l'Environnement* the required Certificate of Authorization allowing it to proceed with its Oka mining project, following more than four years of discussion with the Minister's staff. The environment was the principal risk. The Company will now have to factor in production financing, foreign currency rate fluctuations, interest rates and the increases in demand for niobium in the world.

The Board of Directors has requested the consortium Met-Chem/SNC-Lavallin to update its 2000 feasibility study. This firm operates world-wide and advises management on how to minimize the technical risks related to the project. The human resources and governance committee conducts an annual review of risks for the Directors.

(c) Succession planning, including appointing, training and monitoring senior management

Mr. Clermont Levasseur, Director, is the Chairman of the Human Resources and Governance Committee. One of his responsibilities is to advise the Board of Directors on the management organizational structure to be implemented when the final decision to go into production is made.

An amount of \$1,000,000 is included in the production budget for the training of the production employees.

Considering that the project is located near Montreal, the Company already has a list of highly qualified candidates willing to work at the Oka project.

(d) Communication policy

The Company has implemented measures to facilitate communications with the shareholders, the regulatory authorities and the public in general. Shareholders' and the general public's feedback and concerns are received by the Company by fax, email, telephone and mail. The Company reports material facts through press releases, in a timely and consistent manner. Press releases are reviewed and approved by the President and the Chairman of the Board. These are communicated to the public following Toronto Stock Exchange policies, and through the mail and the fax list of the Company, which is regularly kept up to date. The Company informs its shareholders at Shareholders' Meetings, as well as through press releases, quarterly financial reports and an annual report.

(e) Integrity of the Company's internal control and management information systems

The Board of Directors has entrusted a chartered accountant, acting as internal auditor, to prepare the financial statements at the end of each quarter. The audit committee, consisting of three outside Directors, regularly review, with the internal auditor, the quality of the Company's control procedures.

A controller will be hired as soon as the senior financing activities will have progressed far enough.

2. Independence of the board

Under the guidelines, the Board of Directors should be constituted of a majority of individuals who qualify as unrelated directors. An unrelated director is a director who is independent of management and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. If the Company has a significant shareholder, the Board should include, in addition to a majority of unrelated directors, a certain number of directors having no interest, nor

relationship, with the Company, or the significant shareholder, in order to fairly reflect the position of other shareholders in the Company.

The Board of Directors is comprised of eight (8) members, five (5) of whom are unrelated directors.

The Company does not have a significant shareholder, as defined by the Toronto Stock Exchange policies, with the ability to exercise the majority of the votes for the election of the Board of Directors.

3. Unrelated directors

Under the guidelines, the Board has the responsibility for applying the definition of “unrelated director”. The Board of directors will be responsible for disclosing on an annual basis whether the Board has or not a majority of unrelated directors and, when a company has a significant shareholder, the fact that it is comprised or not of the appropriate number of directors not related to the company nor to the significant shareholders. The directors that are members of management are related directors. The Board will have to disclose annually an analysis of the principles underlying such conclusion.

Before asking a director to join the Board, the Board of Directors assesses the relationship of each director vis-à-vis the Company i.e. related or not related, internal or outside.

The President of the Company, Mr. Richard Faucher, is a related director. Such is also the case of Mr. René Dufour and Mr. Alain Robin, respectively Chairman of the Board and Chief Executive Officer and Secretary-Treasurer. They are the signatories of the cheques issued by the Company. They both carry out their responsibilities without payment.

None of the five other directors takes part in the day to day operations of the Company. From time to time, the Board may give an assignment to a director, particularly related to financing, who is then compensated in accordance with the fees previously agreed upon.

The annual report includes biographical notes on each director.

4. Nominating committee

Under the guidelines, the Board of Directors should appoint a committee of directors made up exclusively of outside non-management directors, a majority of whom are unrelated directors, with the responsibility to propose to the full Board new nominees, as well as assessing directors on an ongoing basis. This is namely to allow regular Board meetings, without the presence of Board members or to expressly delegate to a committee of the Board the responsibility for managing the relationship with the management.

The Company does not have a Nominating Committee, normally responsible for proposing to the Board of Directors new nominees and assessing the directors regularly. The Human Resources and Governance Committee fulfills this role. The Board of Directors determines the choice of new directors by considering their qualifications and their expertise in light of the strategic developments of the Company.

At the 2002 Annual Meeting of Shareholders, two new directors joined the Board of Directors. They were chosen for the contribution to the senior financing of the Oka project. On October 24, 2002, Mr. Terence Ortslan replaced a director that had resigned.

Board members have a great experience in the valuation and production of mineral resources, auditing, marketing of securities and corporate finance.

5. Assessing the effectiveness of the Board

Under the guidelines, each Board of directors should implement a process to be carried out by the nominating committee or other appropriate committee for assessing the effectiveness of the Board as a whole, the committees of the Board and a contribution of individual directors.

The Board of Directors globally reassesses its efficiency. As previously mentioned, in 2002, three new directors were selected for their anticipated contribution in the crucial steps required to raise senior financing for the start-up of production.

The Human Resources and Governance Committee, chaired by Mr. Clermont Levasseur, provides guidance to the Board in this regard.

6. Orientation and education of unrelated directors

Under the guidelines, each corporation, as an integral element of the process for appointing directors, should provide an orientation and education program for new recruits to the Board.

The Company does not yet have a formal orientation and education program for the directors.

Most of the directors of the Company sit on other boards of directors and are thus aware of the responsibilities related to this task.

The new directors invited to sit on the Board of Directors are very familiar with the business of the Company.

Each director is informed by management of the latest developments at the Oka project and of the production start-up strategy.

7. Appropriate size for the Board

Under the guidelines, each Board of directors should examine its size and, with a view to determining the impact of the number upon effectiveness, undertake, where appropriate, a program to reduce the number of directors to a number which facilitates more effective decision making.

The Board of directors is comprised of eight (8) members, five (5) of whom are unrelated directors.

The development of a mining project requires the contribution of different expertises, including geologists, mining engineers, metallurgists, accountants, senior management, as well as finance and financial analysts.

The eight directors collectively combine all of this expertise.

The Company thus considers that the current size of its Board, considering its current stage of development, is adequate.

8. Compensation of directors

Under the guidelines, the Board of directors should review the adequacy and form of the compensation of directors and ensure the compensation realistically reflects the responsibilities and risks involved in being an effective director.

In 1996, the Board of Directors adopted a Stock Option Plan intended for the directors, employees and consultants.

At the 1999 annual meeting, the shareholders have authorized a limit of 2,500,000 shares under the Plan. On December 31, 2003, 2,245,000 stock options were outstanding, the exercise price of which varying from \$0.50 to \$0.95 per share.

At the current stage of development of the Company, and considering that no income from production is being generated, it would not be appropriate to pay a cash compensation to the directors, except to the President.

At the Board meeting prior to the Annual Meeting of Shareholders, the Board reassesses the circumstances and discusses the contribution of directors in reaching the corporate goals, and then determines the number of stock options to be granted.

The number of options granted to the directors in the past three years is indicated in this Circular.

The President was granted a significant number of options when he was hired in 1999. This not considered for the current year.

9. Committees and outside directors

Under the guidelines, the committees of the Board of directors should generally be composed of outside directors, a majority of whom are unrelated, although some committees, such as the executive committee, may include one or more inside directors.

As at the date hereof, four (4) committees are in place: the Management Committee, the Audit Committee, the Human Resources and Governance Committee and the Project Committee. At the meeting held on January 26, 2004, the Board also created an *ad hoc* Financing Committee.

The Management Committee

The Management Committee is comprised of the Chairman of the Board, Mr. René Dufour, of the Vice-President of the Board, Mr. Bernard Coulombe, and a third director, Mr. Hubert Marleau. This committee meets when necessary to review, with the President, current activities and to take decisions that do not require an approval from the Board of Directors.

The Audit Committee

The Audit Committee is comprised of three (3) unrelated directors. Dale Smith is a chartered accountant having a long experience in auditing businesses. Mr. Hubert Marleau is a member of the Board of Directors of several companies and has a great expertise in financing and business operations. Mr. Terence S. Ortslan, mining engineer, has been active since 1975 in the financing industry.

The main responsibility of the Audit Committee is to examine the quarterly and annual financial statements of the Company and to recommend their approval by the Board. For that purpose, the committee must first be satisfied with the accuracy of the accounting records and systems, with the internal controls and information of the Company, and with the adherence to the generally accepted accounting principles. It must pass judgment on the competence and efficiency of the personnel assigned to accounting and controls. It is responsible to ensure that the work of the external auditors is efficient and that their remuneration is appropriate, and it must make recommendations to the Board on their selection and remuneration. The committee meets with the external auditors and ensures that no restrictions are imposed on it by management. It reviews the financial data contained in the texts and statistics of the annual report of the Company and addresses any matter referred to it by the Board. The committee reviews the data with respect to the risks and general insurance coverage and reports to the Board. The audit committee meets shortly after the end of each quarter and when ever it is necessary.

The Human Resources and Governance Committee

The Human Resources and Governance Committee is comprised of three (3) unrelated directors. They are Mr. Clermont Levasseur, Chairman of the committee, Mr. René Dufour, Chairman of the Board, Mr. Bernard Coulombe, Vice-President of the Board, and Mr. Terence S. Ortslan, Director.

The responsibility of the Human Resources Committee is to assess the performance and compensation of the President and senior executives of the Company and to formulate the usual recommendations following this analysis for the Board. It must ensure that the disclosure rules pertaining to the remuneration of the management and the directors in the Annual Information Circular are respected. It must ensure that the organizational plan of senior management is consistent with the strategic vision of the Company. The mandate and the work plan of the committee are reviewed annually.

At the corporate governance level, the committee must supervise the efficiency of the Board in the pursuit of its mandate by proposing a clear definition of the responsibilities of the Board and its role in relation of that of the management of the Company, a method to select the members of the Board allowing to meet the criteria sought for the candidates, a healthy delegation of the responsibilities to the various committees of the Board and an appropriate method of operation of the Board and its committees. It must ensure that the disclosure rules of the Company policy, as to corporate governance and its compliance in its Annual Information Circular are followed. Every year it reviews the management of risks for the directors. This includes the identification of the duties that the members of the Board must carry out and the means they dispose of to assume their responsibilities and avoid situations of conflicts; it also reviews the compensation procedures set up by the Company for its directors and senior executives and the D&O insurance coverage, the follow-up on the procedure for the declaration of compliance by the senior executives of the Company and acts on the appropriate recommendations to the Board.

The committee reviews the operation and efficiency of the Board and its committees during the current financial year and makes appropriate recommendations to the Board. It must develop, ensure and implement a policy for external communications of the Company, including its relations with shareholders, creditors, suppliers, the financial market and the public in general, particularly in the event of a crisis. It reviews the shareholders' expectations, evaluates their degree of satisfaction with respect to the work of the Board of Directors and acts upon the recommendations of the Board and updates the code of ethics of the Company. It approves the description of Company policies, as it relates to its corporate governance and its inclusion in the Annual Circular of proxy solicitation.

The Project Committee

The Project Committee is an *ad hoc* committee created by the Board to review the projects that must be completed in order to obtain the Certificate of Authorization from the *ministère de l'Environnement*.

It is composed of two unrelated directors, Mr. Bernard Coulombe, President of the committee and Mr. Dale Smith, as well as the Chairman of the Board and the President of the Company.

The Financing Committee

The Financing Committee is composed of three (3) unrelated directors, Mr. Bernard Coulombe, Mr. Hubert Marleau and Mr. Terence S. Ortslan. It was created by the Board on January 26, 2004. Its function is to develop a strategy to finance the production start-up of the Oka project, to present such strategy to the Board for comments and approval and to take appropriate steps with the financial institutions. The Chairman of the Board has the responsibility to inform the other directors of the progress made.

10. Philosophy of corporate governance

Under the guidelines, each board of directors should expressly assume responsibility for, or assign to a committee, the general responsibility for developing the Company's approach to governance issues, including the response to the TSX governance guidelines.

As previously mentioned, the Board of Directors is responsible for defining the governance rules of the Company. It is assisted by the Human Resources and Governance Committee.

11. Position description

Until the guidelines, the Board of directors, together with the Chief Executive Officer, should develop position descriptions for the Board and the Chief Executive Officer, involving the definition of the limits to management's responsibilities. In addition, the Board should approve or develop the corporate objectives, which the Chief Executive Officer is responsible for meeting.

The Board and the Chairman of the Board, also the Chief Executive Officer, have developed task descriptions for the management. The Chairman of the Human Resources and Governance Committee has actively participated in the determination of their responsibilities.

12. Independence

Under the guidelines, the Board of directors should have in place appropriate structures and procedures to ensure that the Board can function independently of management. An appropriate structure would be (i) appoint a chair of the Board who is not a member of management with responsibility to ensure the Board discharges its responsibilities or (ii) adopt alternate means such as assigning this responsibility to a director, sometimes referred to as a "lead director". Appropriate procedures may involve the Board meeting on a regular basis without management present or assigning the responsibility of administering the Board's relationship with management to a committee of the Board.

It is important to mention that there is currently only one person being compensated as a consultant for the Company– the President. The Chairman of the Board acts voluntarily on a full-time basis with the President of the Company. Five (5) out of the eight (8) directors of the Company are unrelated, which guarantees the independence of the Board relative to the management.

As soon as the Oka Project is in production, management staff will obviously be increased and additional measures like the appointment of a lead director could be implemented.

13. Audit Committee

Under the guidelines, the audit committee of every Board of directors should be comprised only of outside directors. The roles and responsibilities of the audit committee should be specifically defined so as to provide appropriate guidance to audit committee members as to their duties. The audit committee should have direct communication channels with the internal and external auditors to discuss and review specific issues as appropriate and the committee's duties should include oversight responsibilities for management reporting on internal controls. In addition, the audit committee should ensure that management has designed an implemented and effective system of internal control.

Since the inception of the Company, an Audit Committee is in place. It is comprised of three (3) unrelated directors. The functions and responsibilities are clearly determined. The committee interfaces with the internal auditor (a chartered accountant) and the outside auditors. The functions of the committee are described in section 9.

14. Outside counsel

Under the guidelines, the Board of directors should implement a system that enables an individual director to engage an outside adviser at the expense of the Company in appropriate circumstances. This engagement should be subject to approval by an appropriate committee of the Board.

The directors may retain outside counsels if necessary. These decisions must be approved by the Board.

MATTERS FOR CONSIDERATION AT THE MEETING

ELECTION OF DIRECTORS

The By-laws of the Company provide that the members of the Board of directors are elected annually. Each director holds office until the next Annual Meeting of Shareholders or until his successor is elected or appointed. The mandate of René Dufour, Richard R. Faucher, Bernard Coulombe, Alain Robin, Terence S. Ortslan, Hubert Marleau, Clermont Levasseur and Dale Smith terminates at the meeting of May 12, 2004.

Management does not anticipate that any of the nominees will be unable to serve on the Board of Directors (the "Board") but, if this should occur for any reason prior to the meeting, the person named in the enclosed proxy form reserves the right to vote for another nominee at his discretion, unless the shareholder has indicated in the proxy his wish to abstain from exercising the voting rights attached to his shares at the time of the election of the directors.

Set out below in tabular form, are the names of all individuals proposed to be nominated by the management of the Company as directors, together with related information:

Name	Office	Number of shares controlled	Present occupation
René Dufour	Chairman of the Board and Director	997,500	Mining Engineer and corporate director
Richard R. Faucher	President and Director	61,300	President of the Company
Bernard Coulombe	Vice-president of the Board and Director	881,500	Mining Engineer, Consultant
Alain Robin	Secretary-treasurer and Director	512,500	Retired
Terence S. Ortslan	Director	60,000	Managing Director of TSO & Associates
Hubert Marleau	Director	75,000 ⁽¹⁾	President and Managing Director of Palos Capital Corporation
Clermont Levasseur	Director	569,000	Project Manager and corporate director
Dale Smith	Director	Nil	Chairman & CEO, Olympus Bank & Trust SCC, part of Norshield Financial Group

(1) Held by Benevest.

René Dufour, Alain Robin and Bernard Coulombe have been acting as directors of the Company since September 8, 1995. Richard R. Faucher and Hubert Marleau have been directors of the Company since June 3, 1999. Clermont Levasseur and Dale Smith have been acting as directors of the Company since May 9, 2002. Terence S. Ortslan has been director of the Company since October 24, 2002.

Compensation of directors and senior executives

The following table sets forth the aggregate compensation paid by the Company to its directors and officers during the latest financial year, in accordance with the requirements of the *Securities Regulation* (Québec):

	Compensation in cash	Compensation in stock options	Other benefits
Director and President	\$144,000	Nil	Nil
Directors and officers (2)	Nil	40,000 stock options	\$4,000
Directors (5)	Nil	100,000 stock options	\$4,000

The following table sets forth the statement of compensation for each director and officer of the Company:

Name and principal position	Year	Annual Compensation			Long term Compensation				All other compensation
		Salary	Premiums	Other form of annual compensation	Stock option plan				
					Date of grant	Number	Exercise price	Expiry date	
Richard R. Faucher Director and President	2001	\$144,000	Nil	\$56,400 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
	2002	\$144,000	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2003	\$144,000	Nil	Nil	Nil	Nil	Nil	Nil	Nil
René Dufour Director and Chairman of the Board	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	Nil	26.03.2002	80,000	\$0.53	26.03.2012	Nil
	2003	Nil	Nil	Nil	16.09.2003	20,000	\$0.85	15.09.2013	\$4,000
Alain Robin Director and Secretary-Treasurer	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	Nil	26.03.2002	40,000	\$0.53	26.03.2012	Nil
	2003	Nil	Nil	Nil	16.09.2003	20,000	\$0.85	15.03.2013	Nil
Bernard Coulombe Director and Vice-president of the Board	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	Nil	26.03.2002	40,000	\$0.53	26.03.2012	Nil
	2003	Nil	Nil	Nil	16.09.2003	20,000	\$0.85	15.09.2013	Nil
Mackenzie I. Watson ⁽²⁾ Director	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	Nil	26.03.2002	40,000	\$0.53	26.03.2012	Nil
John Mavridis ⁽³⁾ Director	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	Nil	26.03.2002	40,000 ⁽³⁾	\$0.53	09.05.2005	Nil
Hubert Marleau Director	2001	Nil	Nil	\$4,500 ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	\$6,000 ⁽⁴⁾	26.03.2002	40,000	\$0.53	26.03.2012	Nil
	2003	Nil	Nil	\$5,000 ⁽⁴⁾	16.09.2003	20,000	\$0.85	15.09.2003	Nil

Name and principal position	Year	Annual Compensation			Long term Compensation				All other compensation
		Salary	Premiums	Other form of annual compensation	Stock option plan				
					Date of grant	Number	Exercise price	Expiry date	
Richard Neal ⁽⁵⁾ Director	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Henri Roy ⁽⁶⁾ Director	2001	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2002	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clermont Levasseur Director	2002	Nil	Nil	Nil	11.06.2002	20,000	\$0.50	11.06.2012	Nil
	2003	Nil	Nil	Nil	16.09.2003	20,000	\$0.85	15.09.2013	Nil
Dale Smith Director	2002	Nil	Nil	Nil	11.06.2002	20,000	\$0.50	11.06.2012	Nil
	2003	Nil	Nil	Nil	16.09.2003	20,000	\$0.85	15.09.2013	Nil
Terence S. Ortslan ⁽⁷⁾ Director	2002	Nil	Nil	Nil	24.10.2002	40,000	\$0.65	24.10.2012	Nil
	2003	Nil	Nil	Nil	16.09.2003	20,000	\$0.85	15.09.2013	Nil

- (1) An amount of \$2,200 per month was paid to Richard R. Faucher to cover his travel and lodging expenses incurred in Montréal and a global amount of \$ 30,000 was paid to him in 2001 to cover moving expenses, the potential loss arising from the sale of his residence in Toronto, and several expenses for establishing himself in Montréal, in accordance with the agreement entered into when he was hired in 1999.
- (2) Mackenzie I. Watson acted as director until October 24, 2002.
- (3) John Mavridis acted as director until May 9, 2002. He has, in 2004, exercised 60,000 stock options having an exercise price of \$0.70, 20,000 stock options having an exercise price of \$0.55, 5,000 stock options having an exercise price of \$0.95, 5,000 stock options having an exercise price of \$0.72 and 40,000 stock options having an exercise price of \$0.72 and 40,000 stock options having an exercise price of \$0.53.
- (4) Since May 2001, \$500 per month have been paid to Hubert Marleau for expenses until August 2003.
- (5) Richard Neal acted as director of the Company until May 11, 2001. He has, in 2003, exercised 20,000, stock options with an exercise price of \$0.72 and 20,000 stock options with an exercise price of \$0.95.
- (6) Henry Roy acted as director until May 9, 2002.
- (7) Terence S. Ortslan has been acting as director since October 24, 2002. He has, in 2004, exercised 40,000 stock options with an exercise price of \$0.65 and 20,000 stock options with an exercise price of \$0.85.

No stock option has been exercised by the senior executives during the most recently completed financial year.

Interest of Management and others in material transactions

In 1996, Mr. René Dufour and Mr. Alain Robin each received 1,000,000 escrowed common shares, i.e. a total of 2,000,000 common shares, in consideration for the sale of the Niocan property (of which 368,750 remain escrowed). In 1997, Mr. Alain Robin transferred 400,000 escrowed shares to Les Investissements G. Bernard Coulombe inc. In 2002, the Company initiated the required procedures to modify the release schedule of escrowed shares. The escrowed shares will be released on July 15, 2004.

APPOINTMENT OF AUDITORS AND AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS

KPMG, l.l.p. have been the auditors of the Company since June 3, 1999.

The management proposes KPMG, l.l.p. as auditors of the Company for the financial year ending December 31, 2004.

For practical reasons, it is expedient at the shareholders' meeting to authorize the board of directors to fix the remuneration of the auditors.

Management will vote all proxies received in favour of this authorization.

APPROVAL OF FUTURE PRIVATE PLACEMENTS

Under the rules of The Toronto Stock Exchange Inc., the aggregate number of shares of a listed company which are issued or made subject to issuance (i.e. issuable under a share purchase warrant or option or other convertible security) by way of one or more private placement transactions during any particular six-month period must not exceed 25% of the number of shares outstanding (on a non-diluted basis) prior to giving effect to such transactions (the "TSE 25% Rule"), unless there has been shareholder approval of such transactions.

The application of the TSE 25% Rule may restrict the availability to the Company of funds which it may wish to raise in the future by private placement of its securities.

In particular, management of the Company considers it to be in the best interests of the Company to solicit private placement funds for working capital and Company operations. The Toronto Stock Exchange Inc. has a working practice that it will accept advance approval by shareholders in anticipation of private placements that may exceed the TSE 25% Rule, provided such private placements are completed within 12 months of the date such advance shareholder approval is given.

The Company's issued and outstanding share capital is currently 18,803,833 common shares and the Company proposes that the maximum number of shares which either would be issued or made subject to issuance under one or more private placements in the twelve month period commencing on May 12, 2004 would not exceed 18,803,833 shares in the aggregate, or 100% of the Company's issued and outstanding as at March 1, 2004.

Any private placement proceeded with by the Company under the advance approval being sought at the Meeting will be subject to the following additional restrictions:

- (a) it must be substantially with parties at arm's length to the Company;
- (b) it cannot materially affect control of the Company;
- (c) it must comply with the private placement pricing rules of The Toronto Stock Exchange Inc. which currently require that the issue price per common share must not be lower than the closing market price of the common shares on The Toronto Stock Exchange on the trading day prior to the date notice of the private placement is given to The Toronto Stock Exchange (the "Market Price"), less the applicable discount, as follows:

Market Price	Maximum Discount
\$0.50 or less	25%
\$0.51 to \$2.00	20%
Above \$2.00	15%

In any event, The Toronto Stock Exchange retains the discretion to decide whether or not a particular placement is "substantially" at arm's length or will materially affect control in which case specific shareholder approval may be required.

OTHER BUSINESS

Management knows of no other business to be transacted at the meeting.

Approval of Circular

The contents and the sending of the circular have been approved by the directors.

By order of the board of directors

Montreal, March 30, 2004

(s) Alain Robin

Alain Robin, Secretary-Treasurer