NIOCAN INC.

ANNUAL INFORMATION FORM

2009

March 20, 2010

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Unless the context indicates otherwise, the use in this Annual Information Form of the terms "our", "we", the "Company", and "Niocan" collectively refer to Niocan Inc.

USE OF CURRENCY

Unless otherwise indicated in this Annual Information Form, all dollar amounts refer to Canadian dollars.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Information Form are forward-looking and are subject to numerous risks and uncertainties, known and unknown. For information identifying known risks and uncertainties, relating to the issuance by the Ministry of Sustainable Development, Environment and Parks (MSDEP) of the Certificate of Authorization to build the mine in Oka, financial resources, market prices, exchange rates, politico-social conflicts, competition, the purchase of the old St-Lawrence Columbium mine site from the Municipality of Oka should the Certificate of Authorization be issued], and other important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the heading Risk and Uncertainties in the Corporation's most recent Management's Discussion and Analysis, which can be found at www.sedar.com. Consequently, actual results may differ materially from the anticipated results expressed in these forward-looking statements.

ITEM I CORPORATE STRUCTURE

Niocan Inc. («Niocan») was incorporated on August 29, 1995, under the provisions of section IA of the Corporate Law (Quebec). Its registration was entered into the Registry of Corporations on August 30, 1995, under the reference no. 1145010188. Its CUSIP number is 653917104.

The Company's head-office is located at 60, Sainte-Sophie range, Oka (Québec), J0N 1E0 and its executive office is located at 2000, Peel Street, Suite 760, Montreal (Québec), H3A 2W5.

Niocan Inc. has no subsidiaries.

ITEM II GENERAL DEVELOPMENT OF THE BUSINESS

1. General Overview and Three-Year History

1.1 General Overview

In 1995, Niocan Inc. was incorporated as a mineral exploration Company.

In 1999, following development work, the Company concluded that its Oka niobium property in Quebec (the "Oka Niobium Property") had the mineral historical resources required for an economically viable project. Niocan's mission is to become a ferroniobium producer as soon as possible, following the issuance of a Certificate of Authorisation ("CA") from the Ministry of Sustainable Development, Environment and Parks ("MSDEP"). In the long term, the Company plans to recover some byproducts from the ore prospects and produce ferroalloys, as well as other related products. The Company has no significant income at this stage.

The Oka project involves the development of a mining complex based on an underground mine, a concentrator and a converter for the production of ferroniobium. The project has completed all exploration phases, including two drilling campaigns in 1995, 1996, and 1997 for a total of 22,204 meters, to define the S-60 mineral reserve deposit and the HWM-2 historical resource ore body. In February 2010, the Company announced that the mineral reserves of the S-60 deposit were qualified in conformity with National Instrument 43-101 and CIM mineral resource classification.

In 2004, the Company also acquired 100% ownership in an iron property in the Great Whale region (the "Great Whale Iron Property"). This property includes three (3) mineral prospects (historical resources) of magnetite with an average 36%-41% Fe content. The property, covering 17,098 acres, is located 80 km inland from Manitounuk Sound, a deep water natural harbour located on the south-east coast of Hudson's Bay, not far from the Great Whale River.

The Company has also in the past shown interest in a niobium property in the James Bay. In 2003, the Company signed an agreement, subject to the due diligence, the outcome of which could be the transfer of 100% of the mining rights on a niobium property located on the Ontario side of James Bay. Before issuing shares for its acquisition, the Company had intended to carry out a drilling campaign to confirm the economic viability of the historical resources. This property is held under a mining lease. Discovered in the 1960s, extensive exploration work was

carried out on the property. This included 86 exploration drill holes, totaling 47,675 feet, and the sinking of a shaft, allowing the extraction of a 250-tonne bulk sample for metallurgical testing in a pilot plant.

The Ontario Ministry of Northern Development and Mines confirmed, in January 2006, the ownership of the mining lease that includes the James Bay niobium property. Niocan did not renew the 2003 Agreement when it became due on November 1, 2006, but the Company discussed with one of the three owners of the mining rights to acquire a large portion of this niobium property before considering a new agreement in 2007. These negotiations aborted late in 2007 and could be revisited in 2010.

1.2 Year 2007

Year 2007 was completely devoted to reviewing and adjusting all the designs and drawings already submitted for the Oka Niobium Mine project according to the worse scenario that could affect the water tables during the projected 17 years of exploitation. The Company hired an executive secretary and two experienced mining engineers, one being a former Niobec niobium mine manager. This new team was assisted by a lawyer, well known and credited by the MSDEP to help advance the exchanges of documents with the Ministry's professionals. Niocan was successful, despite the high mining activities in Québec, in mobilizing three large engineering firms to design and to sign the documents requested by the MSDEP. During these revisions, some new requests were added by the Ministry, such as the temperature control of the water discharge in the nearby creek, new more stringent norms for the fluorine content in the tailing slurry and a large irrigation water reservoir to feed the local farmers ponds in case the underground mine dries out their lands.

1.3 Year 2008

The designs and drawings of the Oka Niobium Property mine and mills were completed by Niocan's engineering consultants (Met-Chem, Roche, BSA) and delivered to the MSDEP on February 7, 2008. The long list of the Company's commitments towards the Ministry was also adjusted by our legal advisor, Me Odette Nadon (Lapointe Rosenstein). The Company asked the Commission de Protection du Territoire Agricole du Québec (CPTAQ) for a small extension of green dezoning adjacent to the mill site to locate the irrigation water reservoir that could be needed during the projected 17 years mine life in case the nearby farmers' ponds dry out because of the underground mine dewatering, which the CPTAQ accepted.

During 2008, in relation to the Great Whale Iron Property, the Company has discussed with at least four (4) potential senior industry partners. Niocan wishes to identify a partner with the financing capability to share the cost of a scoping study for a percentage of ownership while eventually retaining a position in this property.

In June 2008, the Company announced a private placement of $1,080,000 through the issuance of 1,800,000 common shares at $0.60 per share

1.4 Year 2009

As of the date of this AIF, the MSDEP has not issued the CA for the Oka niobium property, has not provided any valid reasons for such refusal and has not provided the Company with any indication on the timing of such decision. The Company has also multiplied communications with the political community, government representatives, local stakeholders in Oka and with the Mohawk Council of Kanasetake, in relation to the Oka Niobium Property project.

In August 2009, the Company announced that it had granted a mandate to Met-Chem for the formal update of the capital/operating costs of the projected mine complex in Oka, and that it had granted a mandate to KPMG to update the socio-economic study it performed in 2000, to provide additional new information to all of the Company's stakeholders, shareholders, government officials and departments and the regional communities. The Company also announced that the Oka ore resources were being reproduced as per NI 43-101 by a qualified person, the results of which were announced by the Company in February 2010 and are further disclosed in this Annual Information Form under the Section "Project Description".

With respect to the Great Whale Iron Property, the Company announced in August 2009 that it collected new drilled core samples and cores drilled in 1957-60 by Belcher Mining Corporation Ltd. from the A, D and E iron mineralized sites, with the objective of performing modern metallurgical tests to confirm the optimum ore grain size of the prospects (historical resources) for maximum iron liberation. The results of such metallurgical tests were announced by the Company in February 2010 and are further disclosed in this Annual Information Form under the Section "Project Description".

2. SIGNIFICANT ACQUISITIONS

The Company has made no significant acquisition in 2009.

ITEM III PROJECT DESCRIPTION

1. OKA NIOBIUM PROPERTY

Note: This information is sourced from: the feasibility study report on Oka Ferroniobium Project completed by Met-Chem/Pellemont in 1998, which indicated the economic potential of the project, as well as an update in January 2000 of this study by Met-Chem/SNC-Lavalin, both studies having been prepared prior to the entry into force of NI 43-101 on the information relating to mining projects; from an executive summary produced by the Company on the project and from a project presentation made by Mr. René Dufour (former Niocan CEO) at the Canadian Institute of Mining and Metallurgy («CIM») annual meeting held in Montreal in May 2003; and from a report produced in February 2010 on the mineral resources qualifications, prepared by Mr. Serge Lavoie, geological engineer and qualified person (QP) as per NI 43-101 and the CIM mineral resources classifications.

1.1 Project location and description

The Oka Niobium Property is located in the parishes of l'Annonciation and St-Joseph-du-Lac, some 50 km north-west of Montreal and 10 km from Highway 640. Access to the property is via a paved road– either the Sainte-Sophie Road, which crosses the property, or by Highway 344. The mining property is made up of 48 claims covering 1,604 acres and surface rights of 231 acres. A Hydro-Quebec sub-station, located some 2 km east of the property, would supply electricity.

1.2 The History

The property was acquired on November 10, 1993, through a notarised act from Quebec Columbium (Kennecott Copper) to Mr. René Dufour and Mr. Alain Robin, both Company directors until May 2006. In exchange, both committed to take on all of the responsibilities related to the Niocan property mining claims. Mr. Dufour held the position of Niocan Chairman and Chief Executive Officer, until December 2005.

As per a September 8, 1995, contract, the Company acquired from René Dufour and Alain Robin a 100% interest in the Niocan property. This was in exchange for the issuance of 2,000,000 new escrowed common shares of the Company.

1.3 Geological context

Prospecting in the Oka region began in the mid-1950s, specifically for uranium. Radioactive outcrops were found in the Trappe region. The early work in that region identified thorium, and to a lesser extent, uranium, as the principal source of radioactivity in the sector. Both were contained in pyrochlore, the host mineral for niobium. No commercially viable uranium mineralization, even as a by-product, was found in the Oka complex. Its average radioactivity is 4 to 5 times higher than the region's gneiss background level. Nevertheless, radioactivity is an efficient indicator of zones that are rich in pyrochlore and was used extensively in prospecting the area from 1955 to 1965. While the search was for uranium, the discovery was niobium, a metal when combined with steel, makes an important contribution towards reaching Canada's Kyoto Protocol commitments because it reduces by 33% the weight of steel required for any structural works.

In 1953, the American Company, Molybdenum Corporation of America (Molycorp) claimed close to 8,000 acres of land and undertook land-based and aerial geophysical surveys of the area. The surveys identified a large anomaly within the current Niocan property. This triggered extensive exploration work on the property with:

- 33,000 metres of diamond drilling
- trenching
- bulk sampling for metallurgical testing
- a preliminary assessment of earnings potential

This work outlined two mineral zones HWM-1 and HWM-2.

It is interesting to note that the Oka property has had a mining history for some 50 years well before the introduction of the Quebec agricultural zoning law.

In 1960, the St-Lawrence Columbium and Metal Corporation (SLC) began operating an open-pit niobium mine, subsequently, sinking a shaft to the 750 metre level to continue underground operations, until its closure in 1976. This was the first commercial niobium operation, which in effect launched the use of niobium principally as a steel alloy.

Somewhat around the same time, a Brazilian Company, CBMM, began operating on its Araxa niobium property, of which Molycorp has a 45% stake. There are now two niobium producers in Brazil, accounting for 85% of world output, and a third producer, Niobec, in Quebec. A producing mine by Niocan would make it the fourth producer in a market that is in full growth sustained by the growth in world steel output and special steel alloys.

In 1993-94, the Rio Tinto Company of London acquired Kennecott Copper and after reviewing its global portfolio of mining properties, concluded that niobium would not be part of its long-term strategic development plans.

1.4 Exploration Work

Quebec Columbium discovered mineralized zones following a series of drilling campaigns between 1955 and 1961. Three sub-parallel zones, called HWM-1, HWM-2 and HWM-3 were identified, and one of them, HWM-3, was renamed S-60. The HWM-2 and the S-60 are the two mineral prospects that Niocan undertook to explore between 1995 and 1997.

The first diamond drilling program, in 1995, defined the potential of the S-60 mineral prospect. This mineral prospect was of a type that was not yet known in the Oka complex. This mineral prospect has a grade 50% higher than the ore body mined by SLC.

A second drilling program was undertaken in 1996-97. In all, the S-60 mineral prospect was intersected by 44 drill holes to a depth of 500 metres, on a grid with sections at 15 metre intervals. This is a massive and compact mineral prospect. The rock is of excellent quality, as verified by the drill core samples and the RQD standards (Rock Quality Designation). The recovery of the core is 100% and the RQD is generally higher than 90%.

1.5 Mineralization

S-60 Mineral Prospect

The S-60 mineral prospect is cylindrical in shape with a diameter of approximately 100 by 80 metres, with two or three lenticular extensions. These lenses sometimes join to form a single lens. The mineral prospect extends over more than 500 metres vertically and it remains open at depth. The lateral extensions have yet to be determined. Unlike the two mineralized zones HWM-1 and HWM-2, which are concordant and sub-parallel, S-60 seems to be more discordant and more

recent. The mineralized facies are principally made up of magnetite skarn (51% of the intersections) and forsterite sovites (20% of the intersections).

A total of 50 drill holes intercepted the S-60 mineral prospect in 1995-1997. These were distributed over 9 sections, distanced 15 metres apart, with two to seven drill holes per section. A total of 21,976 meters of samples were collected. The measured and indicated resources as per NI 43-101 total 10.63 million tonnes averaging 0.68% Nb_2O_5 (please refer to the Company's press release issued at www.sedar.com on Febraury 10, 2010, which provides further information).

HWM-2 Zone

The HWM-2 zone has been verified at over 600 metres in length and its thickness varies from 10 to 40 metres. The zone is known to be over 350 metres vertically and remains open in depth. Although there is mineralization for over 600 metres horizontally, the resources were evaluated over a 330 metre distance only.

Mineralization is present in the form of sovite forsterite-diopside-magnetite. A total of 25 drill holes intercepted the HWM-2 mineral prospect. Inside the central section, which is more clearly defined, the drill holes are distributed over 13 sections, spaced at regular intervals, with one to three holes per section. Outside of this central section, a few drill holes point to lateral extensions of the mineralized zone.

The samples, totalling 84.5 metres, were taken in the central portion of the HWM-2 zone and the weighted grade of the samples was 0.58% Nb_2O_5. The HWM-2 zone historical resources have not yet been qualified as per NI 43-101.

1.6 Sampling and analysis

The drill core collected over the two drilling programs yielded 3,948 samples, representing a total of 21,976 metres. The length of the samples varies from 3 to 6 metres, averaging 5 metres. Lithological changes or significant variations in pyrochlore content determined the depths of the drill holes.

The core samples were split in two, with one half sent to the laboratory and the other stored as a reference. The crushing and pulverizing of the cores for analysis was carried out by Metriclab to obtain 100 gr. samples with particles that were less than 50 microns. The samples were sent to the Centre de recherche minérale du Québec (CRM, now COREM) in Quebec, for fluorescence-X analysis for 19 elements, including Nb_2O_5, P_2O_5 and Fe_2O_3, as well as charge loss.

1.7 Sample security

To verify the accuracy of the analysis done by CRM, Niocan undertook a second analysis of 40 samples. These samples were initially re-analysed by CRM and a double of each sample was sent to two independent laboratories- XRAL and Bondar-Clegg.

The variance in analysis between all of the labs was 0.02% of niobium. This confirms that the fluorescence-X analysis, used by CRM, is accurate and that these analysis values can be used for the calculation of resources.

1.8 Mineral resource and mineral resource estimates

The mineral resources were calculated on the S-60 deposit as per NI 43-101, and the historical resources were calculated on the HWM-2 mineral prospect but not as per NI 43-101 yet.

Thirty-eight (38) density tests were conducted on the drill core, indicating a density of 3.0 to 3.2 for the S-60 mineral deposit and a density of 2.8 for the HWM-2 mineral prospect.

The mineral resources of the S-60 deposit were calculated to a drilled depth of 500 metres, and the HWM-2 mineral prospect (historical resources) to a depth of 350 metres. These were calculated by consulting engineer/geologist, Serge Lavoie, using the section method. The S-60 mineral prospect, whose sections are spaced 15 metres apart, were also calculated using the geostatic method, by Professor Denis Marcotte, PhD., who confirmed the results of the section method. The below figures reproduce the description of the Oka Niobium S-60 mineral deposit and other historical resources, following a feasibility study completed by Met-Chem/Pellemont in 1998, which indicated the economic potential of the project, as well as an update in January 2000 of this study by Met-Chem/SNC-Lavalin, both studies having been prepared prior to the entry into force of NI 43-101 on the information relating to mining projects. The January 2000 report stated that "*the opinion of Consortium Met-Chem/Pellemont was that the evaluation of the available resource presented in the geological report is adequate.*"

In February 2010, the Company announced its report on the mineral resources at its niobium property located in the Ste-Sophie range of Oka as per NI 43-101 and the CIM mineral resources classifications.

The report was prepared by Mr. Serge Lavoie, geological engineer and qualified person (QP) according to NI 43-101 rules. Mr. Lavoie was a geologist at the former St. Lawrence Columbium property in Oka when it was in operation.

The revised mineral resources estimates calculated by Met-Chem under the supervision of Serge Lavoie (QP) in December 2009 are:

Resources Classification at a 0.40% cut off grade Nb_2O_5	Tonnes (x MM)	% Nb_2O_5
Measured	4.28	0.72
Indicated	6.35	0.65
M & I Total	10.63	0.68
Inferred	3.22	0.61

Met-Chem is in the opinion that more resources could be further identified with additional drilling from mineralized satellite lenses in the immediate proximity of the S-60 deposit. According to preliminary information, this additional drilling could increase the S-60 mineral resource base by up to 30 percent, according to Met-Chem.

The metallurgical testworks were first performed between 1996 and 1998 by the Centre de Recherche Minéral du Québec (CRM, now COREM) on core samples for the S-60 deposit. The pyrochlore recovery was 76.5%, yielding a commercial grade of 51% Nb_2O_5 in the concentrate.

The following table sets forth additional historical resources of other known deposits on the property.

Other Deposits	Historical Resources
HWM-2	5.9 x 10^6T at 0.56% Nb_2O_5
SLC ore below 300m plus zones 112 – 114	21.7 x 10^6T at 0.44% Nb_2O_5

These mineral resources are historical in nature and have not been validated by the independent qualified person. These mineral resources are not compliant with NI 43-101 and should not be relied upon.

Niocan believes that these historical mineral resources estimates provide a conceptual indication of the potential of the property and are relevant to future exploration and mining.

Niocan will also have all of its mineral resources recalculated with the lower cut off grades of 0.35% and 0.30% Nb_2O_5 for the NI 43-101. This decision is based on the current ferroniobium price of $21 USD per pound (Metal Price.com, Niocan's subscription). This activity will be completed in due course for the revised bankable feasibility study since the 0.40% cut off grade was first used when the FeNb price was at $6.50 USD per pound. This price and cut off grade

were used in the 1998 and 2000 feasibility and updated feasibility studies completed by Met-Chem and SNC-Lavalin. The annual production rate in these studies was set at 4,370 tonnes of ferroniobium or 6.3 million pounds of payable niobium product. The daily milling rate, for these studies, remained unchanged at 2,500 tonnes per day.

2. Exploration and development

2.1 James Bay Niobium Project

The Company signed an agreement, on June 11, 2003, for the acquisition of 100% of a niobium property in north-eastern Ontario (James Bay Project).

Niocan signed an agreement with Barrick Gold Corp., James Bay Columbium and Exall Resources, for the acquisition of 100% of the mining rights on a niobium property located some 50 km south of Moosonee. In return, Niocan has committed to issue 3,333,333 common shares and 1,294,444 warrants, all subject to due diligence.

Niocan concluded that a good quality access road from the south is required, the cost of which would be borne by some third party. A forestry company currently holds the cutting rights in the southern part of the territory. At a meeting with this company, it appears that such a route could be built over the next 10 years, if an agreement could be reached with the Moose Cree community based upon the sharing of cutting rights on the northern section of the territory.

Two meetings were held with the Council and the community of Moose Cree First Nation to discuss the construction of an access route. The community must communicate its intentions relative to this route, which would open up their community, promote economic development and create jobs.

Given the many steps involved before a pre-feasibility study can begin, Niocan received an extension to November 1, 2004. Niocan received a second extension of 24 months, given that the title to the mining claims was not clear and that discussions were ongoing between James Bay Columbium, holding management rights, and the Ontario Ministry of Northern Development and Mines. This issue was resolved early in 2006 and Niocan could look towards raising the required capital to undertake a diamond drilling program to raise the level of resources from 17M to 20M tonnes; tonnage that Management considers to be necessary to undertake a pre-feasibility study. Niocan would have seeked the support of the Moose Cree community before proceeding with the exploration program.

On November 1, 2006, Niocan did not renew the Agreement, when it came due, but the Company has pursued negotiations in 2007 with one of the owners of the rights to acquire a large portion of this niobium property, before planning more exploration work. Late in 2007, the negotiations aborted but the Company will continue to try to position itself on this property in 2010-2011 in order to evaluate its economic potential.

2.2 Great Whale Iron Project

Spurred by the rise in market values of iron concentrates and pellets, since the beginning of 2004, Niocan acquired, through staking, the mining rights on a group of 71 claims covering three iron magnetite mineral prospect. The “A” mineral prospect was made up of 36 claims, the “D” mineral prospect of 20 claims and the “E” mineral prospect of 15 claims, representing a total of 3,507 hectares (8,666.34 acres). The Company doubled the number of claims in 2006 on mineral prospects “A”, “D” and “E” in order to add possibilities for mineralized extensions, and bringing this property to cover a total of 7,097.93 hectares.

The property is located a few kilometres south of the Great Whale River. The “A” mineral prospect is located 65 km east of the villages of Kuujjuarapik and Whapmagoostui, on the shores of Hudson Bay, while mineral prospects “D” and “E” are located 20 km east and 40 km south-east of mineral prospect «A» respectively. These mineral prospects are located on a rock plateau located 600 feet above sea level and mineral prospect “A” is an elongated mountain approximately 400 feet high known by the inuits as the iron mountain. The vegetation is scattered and is comprised of black spruce and moss. The climate is relatively dry with an annual average weather of minus 4 degrees Celsius, without permafrost. Further information on the description and location of the Great Whale Iron Project may be consulted in the report prepared by Met-Chem on August 31, 2006 as well as in the press release issued by the Company on February 22, 2010 which may be consulted at www.sedar.com.

History

The first exploration work on the property dates back to 1958 and was carried out by Little Long Lac Limited. From 1958 to 1960, the Company undertook a 17,000-metre drilling program (AX), of which 11,000 metres were on the “A” mineral prospect and 3,000 metres were done on each of the other two mineral prospects.

Metallurgical testing was done from composite samples obtained from the drill core intersects, as well as a bulk sample of 25 tonnes taken from mineral prospect “A”.

A number of studies were undertaken by independent consulting engineers on hydro-electric generation, the construction of a rail line to Hudson Bay and the construction of a deep-water port in Manitounuk Bay, located 20 km north-east of the villages of Kuujjuarapik and Whapmagoostui, which could accommodate 200,000 tonne cargo vessels.

Geological Context

The three mineral prospect and the associated rocks are located in separate enclaves within a large series of granite and gneiss formations. These are characteristic of the Huronian arch, which stretches from Labrador to the western shores of Hudson Bay.

The “A” mineral prospect is 5.5 km in length and varies in width from 90 m to 900 m. The mineral prospect was drilled to a depth of 100 m; however, mineralization continues much

deeper. The “D” mineral prospect is smaller, with a diameter of approximately 1.6 km. The “E” mineral prospect has a diameter of 1.3 km.

Intensive exploration carried out in the 1960’s indicated an estimate of 942,000,000 tonnes from 3 open pit shells defined as Deposits A, D and E (still open at depth and laterally) of iron historical resources (Great Whale Iron Mine Limited for Belcher Mining Corporation Limited; November 1960 by L. M. Scofield). According to the compilation report prepared by Met-Chem on August 31, 2006, it is mentioned: *“In the 1960’s, such calculation method was considered reliable. However today mineral resources or reserve calculations are generally based on mining software which are more robust and can perform 3D calculation. It will be necessary to twin some historic holes with new ones in order to establish a correlation between historic information and new ones before being able to use concentration tests indicator for new mineral resource or reserve estimates for compliance with NI 43-101’’*.

Niocan and Met-Chem engineer/geologists have visited the iron ore property in July and August 2006. On August 31, 2006, Met-Chem produced a technical report, as per NI 43-101 in relation to this mineral prospect, located some 125 km North of Radisson, on the Inuit Territory of Class III. In this report, Met-Chem stated the following: *“It should also be understood that resources presented in this technical report consist in historical estimates that were not verified by more recent data and as such may not be categorized or relied upon. However, Met-Chem believes that these historical estimates provide a conceptual indication of the potential of the property and are relevant to planning of future exploration programs and to the assessment of the property.*”

In the spring of 2007, after discussions with mining consultants, the Company chose to search means to add value to this mineral property before doing new modern metallurgical testing and possibly raise funds for the scoping study.

In February 2010, the Company announced it has received positive preliminary metallurgical testing results for its iron ore property. Eleven (11) short boreholes were drilled in summer 2009 under Met-Chem Canada Inc (Met-chem) supervision, 9 boreholes on Deposit A and 1 borehole on respectively Deposits D and E. The preliminary merallurgical testwork realized on new core drilling, performed during 2009 by Corem laboratory under Met-Chem directives, indicates positive results and a quality grade concentrate with no contaminant.

The testwork on Deposit A (36% - 41% Fe mainly magnetite) responded well to low intensity magnetic separation and the first indication of the iron recovery are in the 90%+ with a percentage Fe in the concentrate of 65% to 68%. The testwork on Deposits D and E with coarser magnetic grains indicates similar pattern to reach liberation. At this stage it is anticipated that a high quality concentrate could be produced at industrial scale. It is worthy to mention that the potential contaminants in the concentrate such as phosphorous are low (0.05%) because it appears that they could be easily removed by magnetic separation.

The conceptual-scoping study would cost about approximately $ 6,000,000, and will include: preliminary environmental base line, stakeholders and native issues, geological mapping, diamond drill on deposit A (45DDHs, 13,000 meters), bulk sampling, additional metallurgical tests to better define the concentration and the pelletizing process as well as the preliminary Capex and Opex of this project.

Niocan has not established new drilling campaign and converted the past historical resource into mineral resources. The past historical resource is not considered as mineral resources or reserves under NI 43-101 and new drilling is needed. In addition, since no qualified person has performed sufficient work required to classify the historical estimate as current mineral resources or mineral reserves, Niocan is not treating the historical estimate as current mineral resources or mineral reserves as defined in sections 1.2 and 1.3 of NI 43-101, and therefore, the historical estimate should not be relied upon.

Niocan will first concentrate its scoping-conceptual study on Deposit A (historical resources inside a design pit shell of 530,000,000T) before performing additional works on Deposit D (historical resources in a design pit shell of 145,000,000T) and Deposit E (historical resources in a design pit shell of 265,000,000T).

Based on the metallurgical results obtained, Niocan is looking to interest a joint venture partner(s) in order to raise the funds to start a conceptual-scoping study to be completed in 2011-2012. Once the project is started, the Company expects that it would take approximately three (3) calendar seasons to conduct this study.

Shipping Concentrates

The property can currently be accessed by floatplane or by helicopter. The villages closest to the mineral prospect, being Whatmagoostui, which is located approximately 80 km from the mineral prospect, and Kuujjuarapik, can be reached by air or boat. The navigation season is approximately of 5-6 months per year through the Hudson strait. There is currently no road link connecting to these villages. The shipment of iron pellets could be made by building a seaport in Whatmagoostui, or by building a railway. The hydro-electrical sources of energy are located approximately 150km from the project. We refer you to the report prepared by Met-Chem on August 31, 2006, for further information.

The construction of a 250 kilometers road between Radisson (James Bay, LG2 hydroelectric project), and the twin villages at the discharge of the Great Whale River, is planned within the next 5-10 years by the Ministry of Transport of Quebec (News: Nunavick November 12th, 2009, Jane George). Credible information obtained by Niocan indicates that this road will pass at 3 kilometers South-East from Niocan's GWIP Deposit A.

3. OTHER ASPECTS OF THE PROJECT

3.1 Government regulations

In Canada, the mining industry is subject to both federal and provincial legislation. All mining or processing activity must abide by the current environmental legislation.

Infractions of the law can lead to legal action that could interrupt, slow down or even force the installation of additional equipment. Niocan could be forced to compensate individuals that suffered losses or damages related to mining operations and could even see itself criminally charged if convicted of an infraction.

Niocan is confident that in all aspects, its Oka Niobium mine project is well within the Canadian laws, regulations and administrative norms currently in place, or anticipated.

3.2 Environmental commitments

Roche Ltée, under the direction of André Vachon, eng., deposited the Oka Niobium Project's environmental impact assessment in October 2000. This is the first time in Quebec that a tailings park is laid out in such a way that an orphaned mine property, St-Lawrence Columbium could be restored.

From the outset, even before the feasibility study was started, the Company directors were aware of the importance of agriculture in the region and had made the decision that the project must be an underground operation this, despite the fact that the mineral prospect is close to the surface and could easily be accessed through an open pit mine. By choosing an underground operation, the impacts are minimized:

- The site of 6.4 hectareswill be returned to agriculture at the end of the operation;
- The noise related to blasting and noisy equipment is eliminated since it will be set up underground;
- Dust is eliminated;
- Truck haulage of ores is eliminated;

In its positive decision authorizing the use of 9.2 hectares of land, of which only 6.2 hectares are agricultural land, for the mining complex's infrastructure, the Agricultural Land Protection Commission (CPTAQ) took into consideration a number of factors, including:

- The highly ecological nature of the project;
- The fact that this property had a long history of mining activity, prior to Niocan's acquisition, dating back to 1953, when it was held by an American company– long before the agricultural zoning laws;
- Niocan's commitment, in 1995, to create a follow-up committee where the agricultural producers, the representatives of the UPA and the municipality would be represented;
- Decontamination of the St. Lawrence Columbium site, with the removal of all of the radioactive slag left behind when it closed in 1976;
- Restoration of the SLC site and its transfer to the municipality at the end of operations;
- Construction of a 2.2 km aqueduct along the Ste-Sophie road to supply farmers with drinking water, water for their greenhouses and the washing of their produce.

In its offer to purchase the SLC property from the Municipality of Oka, Niocan committed itself to:

- Take over the $200,000 lien held by the Ministry of Natural Resources for money it has spent to render the site safe;

- To remove some 10,000 tonnes of radioactive slag left behind by SLC from the back of the property, and to store it underground in an empty stope of the S-60 mineral prospect, saving the municipality and the Ministry of Natural Resources $1.5 million for their removal.

The brooks and ponds used for irrigation purposes by the fruit and vegetable producers were not affected by the SLC operations. This will be no different with Niocan's operation. Since Niocan's underground operations are ten times smaller in volume than SLC's, the zone where wells that are located in bedrock could be affected by the mining operation, is substantially smaller.

To guarantee every producer an adequate supply of water, Niocan will, at its own expense, extend the municipality's drinking water aqueduct along the Ste-Sophie road, from the beginning of operations and will build a 50 000 m^3 irrigation water reservoir to fill the farmers' ponds in case the mine dewatering does impact their lands.

Underground water pumped out of the mine will be decanted before being released into the Rousse stream, downstream of any farm.

On April 8, 2002, the Minister of the Environment mandated the BAPE to investigate the effects on the environment and public health of radioactivity resulting from the proposed mine operation and the accompanying mill complex. Following an exhaustive inquiry, the BAPE concluded on October 28, 2002, that:

"Given that the levels of radioactivity released from the project would be small relative to the levels of radioactivity naturally occurring in the region, the Commission concludes that the environmental impact associated with the proposed project is negligible and that no adverse effect on public health should be noticed."

The concept behind the Niocan mine operation using a tailings paste backfill method, along with the underground storage of slag resulting from the transformation of pyrochlore into ferroniobium, would ensure that the project will have a minimal impact on local agriculture.

In November 2004, the Minister of the Environment requested the BAPE to obtain more information on the project's impact on the sector's water resource. The BAPE turned its report and findings over to the Minister on March 31, 2005.

In September 2005, Golder & Associates were hired to review all of the hydrogeological studies to date and to propose a plan of action to respond to the questions raised by the MSDEP professionals. Golder is a world-renowned firm, specializing in soil, hydrogeology and environmental engineering. The proposal was reviewed by the Board and presented to the MSDEP. This led to a meeting with all of the professionals from the Ministry associated with the Oka project. The proposed program was favorably accepted. The main component of the program was a series of pumping tests to collect the data required for a hydrogeological model of the area surrounding the proposed operation's main shaft. This work began on February 27, 2006, and was completed by August.

The Golder Report was officially delivered to the MSDEP on September 25, 2006. Niocan has reviewed its mine design and updated the drawings that were delivered to the MSDEP in May 2008 and has requested the CA from the MSDEP. Likewise, the Company's commitments, required by the Ministry, have being adapted to reflect the results of the Golder Report on water.

4. RISK FACTORS

The business conducted by the Company involves numerous risks and uncertainties. The main risk factors and uncertainties facing the Corporation are disclosed in the "Risk and Uncertainties" section of the Corporation's Annual Report for the year ended December 31, 2009, which is incorporated herein by reference, as supplemented from time to time in the "Risk Factors and Uncertainties" section of the Corporation's quarterly reports to shareholders. These risks and uncertainties should be considered in conjunction with the other information included in this Annual Information Form. The Corporation's annual and quarterly reports are filed on SEDAR at www.sedar.com.

ITEM IV MANAGEMENT DISCUSSION AND ANALYSIS

Please refer to the 2009 Management Discussion and Analysis filed on SEDAR at www.sedar.com, which is incorporated herein by reference.

ITEM V CAPITAL STRUCTURE

The Company's authorized capital stock is made up of an unlimited number of common shares without nominal value, of which 20,763,833 are issued and outstanding, at March 20, 2010. Each common share confers upon the bearer the right to vote at all shareholders' meetings, to receive all dividends associated with this class of shares as declared by the Company, and upon the dissolution of the Company, the bearer is entitled to receive, along with other shareholders, a share of the Company's assets, proportional to his/her holdings of common shares.

ITEM VI SECURITIES EXCHANGE

Since its listing in 1997, until December 7, 1999, the common shares of Niocan were traded on the Montreal Stock Exchange. Subsequent to the restructuring of the Canadian exchanges, the shares are traded on the Toronto Stock Exchange, under the symbol 'NIO'.

The table below presents the price ranges and volume of trade of the Company's common shares on the Toronto Stock Exchange during 2009.

Month	High $	Low $	Volume
January	0.25	0.125	100,300
February	0.22	0.155	57,500
March	0.25	0.165	27,900
April	0.4	0.24	55,700
May	0.33	0.22	38,900
June	0.5	0.255	107,600
July	0.295	0.24	18,800
August	0.37	0.21	25,900
September	0.46	0.315	144,500
October	0.5	0.32	126,000
November	0.39	0.295	121,500
December	0.375	0.27	61,900

ITEM VII REGISTRAR AND TRANSFER AGENT

Niocan has retained the services of Computershare Trust Company of Canada as its registrar and transfer agent for common shares. This Company maintains, on a year-round basis, the shareholder register at its offices located at the following addresses:

Computershare Trust Company of Canada
100, University Avenue
8th Floor
Toronto ON
M5J 2Y1

Société de Fiducie Computershare du Canada
1500, rue Université
bureau 700
Montréal QC
H3A 3S8

ITEM VIII PROMOTERS

Two directors of the Company, Terence Ortslan and Bernard Coulombe, are considered to be promoters of the Company due to their involvement in the Company and in light of Mr. Coulombe's management role.

ITEM IX LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In 2005, the Company was named a defendant in a legal action claiming damages in the amount of $172,000 from George Farrah, a former consultant of the Company. This consultant did not succeed in his action before the Superior Court of Quebec in 2009, and has filed an appeal before the Quebec Court of Appeal. Management is of the opinion that there is a strong defence against the claim.

The Company was identified on the list of issuing reporters on the Autorité des Marchés Financiers' ("AMF") website as being in default of its obligations since October 4, 2006. The Company has undertaken measures to correct such deficiencies and was removed from the AMF's list of defaulting issuers in September 2009.

ITEM X INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

During the third quarter of 2008, Mr. Terence Ortslan, a Director of the Company, received a finders' fee in the amount of $59,400 in connection with the private placement in the amount of $1,080,000 completed in June 2008.

ITEM XI MATERIAL CONTRACTS

Over the fiscal years ending prior to December 31, 2009, the Company entered into the following contract:

1. Oka Niobium Mine Project

On February 2, 2004, the Company signed a commitment to purchase from the Municipality of Oka, the St. Lawrence Columbium site for the sum of $200,000. A $40,000 non-refundable deposit was paid at the signature of the agreement and $160,000 was planned to be paid when the construction work would begin and at the latest on December 31, 2007. The Company has renewed the agreement to June 30, 2008. The Company has also committed to clean and restore the adjacent mine site of St-Lawrence Columbium. The acquisition is conditional upon receiving all permits, certificates and other authorizations from the Quebec Ministry of the Environment for the Oka Niobium mine project. This agreement expired on June 30, 2008 and was not renewed.

ITEM XII DIRECTORS AND SENIOR MANAGEMENT

The following table sets forth each director's name, province or state and country of residence, his principal occupation, the year in which he first became a director, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction was exercised by each director as at March 20, 2010. Directors are elected until the next annual meeting of shareholders; the directors who are candidates for election at such annual meeting are set out in the Corporation's Management Proxy Circular dated March 20, 2010. The Corporation's Management Proxy Circular is filed on SEDAR at www.sedar.com.

Name and residence	Position within the Company	Principal occupation	Director since	Number of common shares
BERNARD COULOMBE Quebec, Canada	President and Director	President and CEO of Jeffrey Mines Inc.	1995	1,000,000
TERENCE S. ORTSLAN Ontario, Canada	Director	Managing Director, TSO & Associates	2002	Nil
HUBERT MARLEAU Quebec, Canada	Chairman of the Board of Directors	President of Palos Capital Corporation	1999	Nil
LARS ERIC JOHANSSON United Kingdom	Director	President and CEO Ivanhoe Nickel & Platinum Ltd	2006	Nil
REMO J. MANCINI Ontario, Canada	Director	President of Sandstone Strategies	2007	Nil

Following are brief biographies of the Company's directors:

Hubert Marleau – Mr. Marleau has been President of Palos Capital Company since May 1998.

Bernard Coulombe – Mr. Coulombe has been President of the Company since December 1, 2005. Mr. Coulombe works for the Company on a part-time basis. He has also been President and principal shareholder of Mine Jeffrey since 1991. He is an expert in the management of large mining operations. Mr. Coulombe served on the Board of Directors of Placer Dome (1994-2006) and Ashton Canada (2002-2006).

Lars-Eric Johansson – Mr. Johansson has been President and CEO of Ivanhoe Nickle & Platinum Ltd. since 2007. Mr. Johansson served as the Executive Vice-President and CFO of Kinross Gold between 2004 and 2006 and served as the Executive Vice-President and Chief Financial Officer of Noranda Inc. between 2002 and 2004.

Remo Mancini – Mr. Mancini has been the President of Sandstone Strategies since 2004. Mr. Mancini is a consummate professional having held positions as a Senior Corporate Executive and Cabinet Minister in the Ontario Government. Mr. Mancini is a graduate of the Corporate Governance College at the Rotman School of Management and has earned the internationally recognized ICD.D designation.

Terence Ortslan – Mr. Ortslan has been the Managing Director of TSO & Associates, a firm focusing on mining, metals and fertilizer research since 2005. He has been an independent financial advisor in the mining sector since 1995.

Mr. Ron Amstutz works as acting CFO for the Company since 2006. Mr. Amstutz works on a part-time, consulting basis for the Company. Mr. Amstutz has been since 1992 a CA Practitioner and Consultant for Amstutz, Mackenzie & Associates, where he provides traditional public accounting services (audit, tax, and accounting) to a wide cross section of small to medium-sized businesses, as well as merger and acquisition advisory consulting services. Mr. Amstutz resides in Quebec, Canada, and owns no shares of the Company.

As at March 20, 2010, the directors and executive officers of the Company owned, as a group, 1,000,000 common shares of the Company, representing 4.8% of the issued and outstanding common shares of the Company.

The Committees of the Board of Directors are as follows:

Committee	Membership
Nominating/Governance Committee	Remo Mancini (Chair) Hubert Marleau Bernard Coulombe
Remuneration Committee	Terence Ortslan (Chair) Hubert Marleau Lars-Eric Johansson
Audit Committee	Lars-Eric Johansson (Chair) Terence Ortslan Remo Mancini
Technical Committee	Bernard Coulombe (Chair) Terence Ortslan Remo Mancini

ITEM XIII CEASE-TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

To the Company's knowledge, and based on information provided by the nominees, with the exception of the facts disclosed below with respect to Mr. Marleau, Mr. Johansson and Mr. Coulombe:

(a) no director or executive officer of our Company is, as at the date hereof or has been, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, that,

(i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (an "Order"), that was issued while the

director or executive officer was acting in its capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an Order that was issued, after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

(b) no director or executive officer of our Company, or shareholder holding a sufficient number of securities of our Company to affect materially the control of our Company:

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

(ii) has, within 10 years before the date of the AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

In August 2003, Mr. Marleau sought registration as a Financial Advisor with the CVMQ, and duly filed an application for said purpose at that time. On November 18, 2003, Mr. Marleau and Gestion Palos Inc. undertook with the CVMQ to cease acting as dealers or advisors until such time as Gestion Palos Inc. was registered with the CVMQ as an advisor. Such registrations were granted by the CVMQ on December 15, 2003.

Bernard Coulombe has been President of Jeffrey Mines Inc., a privately-owned company, since 1991. On October 6, 2002, Jeffrey Mines filed a proposal to its creditors (LACC, C-36), and this company is still under the protection of the courts until April 1, 2010.

Lars-Eric Johansson served as the Executive Vice-President and Chief Financial Officer of Kinross Gold Corporation from 2004 to 2006, a reporting issuer in Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland. Kinross was subject to a management cease trade order issued by the Ontario Securities Commission on April 1, 2005 for failure to file its annual financial statements. Kinross became current in its filings on February 22, 2006, and the management cease trade order was lifted on that date.

ITEM XIV INTEREST OF EXPERTS

KPMG, the external auditor of the Corporation, reported on the fiscal 2009 audited consolidated financial statements of the Company, which were filed with the securities regulatory authorities.

We are advised that, as at the date hereof, the members of KPMG are independent in accordance with the Code of Ethics of Chartered Accountants of Québec.

In addition, the following firms and designated professionals have prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made by the Company under National Instrument 51-102 during, or relating, to the financial year of the Company ended December 31, 2009:

- Mr. Daniel Gagnon, Mr. Raynald Jean, Mr. Antoine Galarneau and Mr. Marc-André Brulotte of Met-Chem Canada Ltée have contributed in 2009-2010 to a report relative to the qualification of mineral resources of the Company's Oka niobium property, which was filed on SEDAR on March 15, 2010;

- Mr. Serge Lavoie, geological engineer and qualified person, prepared a report in 2009-2010 relative to the qualification of mineral resources of the Company's Oka niobium property, which was filed on SEDAR on March 15, 2010. Mr. Jean-Claude Caron, engineer, has contributed to this report;

- Mrs. Christine Croteau and Mrs. Guylaine Laforest of Corem, and Mr. Raynald Jean, Mr. Alain Dorval, Mr. Yves Cloutier, Mr. Antoine Galarneau and Mrs Celine Larderaz of Met-Chem Canada Ltée have prepared reports in 2009-2010 relative to metallurgical testing for the Company's Great Whale Iron Property, the results of which were announced by the Company on February 22, 2010;

- Mr. Jacques Racine, Mr. Yves Cloutier, Mr. Alain Michaud, Mr. Michel Bilodeau, Mr. Raynald Jean, Mr. Daniel Gagnon, Mr. Calota Costinel, Mr. Ludwik Grabowski, Mr. Jeffrey Cassoff and Mr. Martin Houde of Met-Chem Canada Ltée have prepared a report in 2009-2010 relative to the capital and operating expenditures relative to the Company's Oka niobium property; and

- Mr. Patrick Hagarty, Mr. Alain Drouin, Mr. Stéphane Tremblay and Mr. Julien Bruxelle-Fradette of KPMG have prepared a report in 2009-2010 to update a report prepared in 2000 on the socio-economic impact of the Oka Project, which report was announced by the Corporation on March 17, 2010.

To the Company's information, at the date hereof, none of the foregoing persons or companies have any interests, direct or indirect, in any securities or other property of Niocan. The information as to the interests of these experts in the securities of the Company, not being within the personal knowledge of the Company, has been provided by each firm and/or expert.

ITEM XV AUDIT COMMITTEE INFORMATION

The text of the Corporation's Audit Committee Charter is reproduced as Schedule A of this Annual Information Form.

1. Composition of the Audit Committee

The Audit Committee is formed of three directors, Lars-Eric Johansson (Chair), Remo Mancini and Terence Ortslan. All members are independent and financially literate as required by National Instrument 52-110.

2. Relevant Education and Experience

The following describes the relevant education and experience of each member of the Audit Committee that provides him or her with (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements, (b) the ability to assess the general application of such accounting principles, (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising one or more persons engaged in such activities and (d) an understanding of internal controls and procedures for financial reporting.

Lars-Eric Johansson – Mr. Johansson has been President and CEO of Ivanhoe Nickle & Platinum Ltd. since 2007. Mr. Johansson served as the Executive Vice-President and CFO of Kinross Gold between 2004 and 2006 and served as the Executive Vice-President and Chief Financial Officer of Noranda Inc. between 2002 and 2004. Mr. Johansson's experience required and contributed to the development of his ability to analyze financial statements and understand GAAP.

Remo Mancini – Mr. Mancini has been the President of Sandstone Strategies since 2004. Mr. Mancini is a consummate professional having held positions as a Senior Corporate Executive and Cabinet Minister in the Ontario Government. Mr. Mancini is a graduate of the Corporate Governance College at the Rotman School of Management and has earned the internationally recognized ICD.D designation. Mr. Mancini's experience required and contributed to the development of his ability to analyze financial statements and understand GAAP.

Terence Ortslan – Mr. Ortslan has been the Managing Director of TSO & Associates, a firm focusing on mining, metals and fertilizer research since 2005. He has been an independent financial advisor in the mining sector since 1995. Mr. Ortslan's experience required and contributed to the development of his ability to analyze financial statements and understand GAAP.

3. Policy Regarding Non-Audit Service Rendered by Auditors

The Charter of the Audit Committee requires the Audit Committee to pre-approve all non-audit services to be provided by the external auditors of the Corporation or its subsidiaries. The terms of such policy are more fully set out in the text of the Charter, reproduced as Schedule A of this Annual Information Form.

4. Remuneration of Auditors

The following table presents, by category, the fees billed by the external auditors of the Corporation, KPMG, for fiscal years 2008 and 2009:

Category of fees	2009 $	2008 $
Audit Fees[(1)]	11,500	11,500
Audit-Related Fees	0	0
Tax Fees[(2)]	3,500	3,500
All Other Fees[(3)]	2,250	2,250
Total	**17,250**	**17,250**

(1) *Professional services provided in connection with statutory and regulatory filings and audit of the annual financial statements of the Corporation.*
(2) *Professional services for the preparation of the Company's Income Tax Returns.*
(3) *Various other services.*

ITEM XVI ADDITIONAL INFORMATION

At any time, the Corporation, upon request to the Corporate Secretary of the Corporation, will provide to any person or corporation, (i) one copy of the Annual Information Form of the Corporation, together with one copy of any document or the pertinent pages of any document incorporated by reference in the Annual Information Form, (ii) one copy of the comparative financial statements of the Corporation for its most recently completed financial year for which financial statements have been filed, together with the accompanying report of the auditor and Management Discussion and Analysis, and one copy of the most recent interim financial statements of the Corporation that have been filed, if any, for any period after the end of its most recently completed financial year and (iii) one copy of the Management Proxy Circular of the Corporation in respect of its most recent annual meeting of shareholders that involved the election of Directors or one copy of any annual filing prepared instead of that circular, as appropriate, provided that the Corporation may require the payment of a reasonable charge if the request is made by a person or a company who is not a shareholder of the Corporation. The public documents of the Corporation can also be accessed via Internet on the SEDAR site at www.sedar.com.

Additional information, including Directors' and Officers' remuneration and indebtedness, principal holders of the Corporation's securities, options to purchase securities and interests of insiders in material transactions, if applicable, is contained in the Corporation's Management Proxy Circular for its most recent annual meeting of shareholders that involved the election of Directors. Additional financial information is provided in the Corporation's comparative financial statements for its most recently completed financial year.

ITEM XVII SCHEDULE A AUDIT COMMITTEE CHARTER

1. Mandate and objectives

The mandate of the Audit Committee of the Company (the ‘’Committee’’) is to assist the Board of Directors of the Company (the ‘’Board’’) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes.

The objectives of the Committee are to:

(i) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;

(ii) ensure the independence of the Company’s external auditors; and

(iii) provide better communication among the Company’s auditors, the management and the Board.

2. Composition

The Committee shall be comprised of at least three (3) Directors as determined by the Board, all of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of their independent judgment as members of the Committee.

Each member of the Committee shall have accounting or related financial management expertise. For the purposes of this Charter, the definition of ‘’financially literate’’ is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues the can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholders’ meeting. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

3. Meetings and procedures

3.1 The Committee shall meet at least once every quarter or more frequently if required.

3.2 At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.

3.3 A quorum of meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

4. Duties and responsibilities

The following are the general duties and responsibilities of the Committee:

4.1 Financial Statements and Disclosure Matters

a) review the Company's financial statements, MD&A and any press releases regarding annual and interim earnings, before the Company publicly discloses such information, and any reports or other financial information which are submitted to any governmental body or to the public;

4.2 External Auditors

a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;

b) oversee the work and review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;

c) on an annual basis, review and discuss with the external auditors all significant relationships they may have with the Company that may impact their objectivity and independence;

d) consult with the external auditors about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

e) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

f) review the audit plan for the year-end financial statements and intended template for such statements;

g) review and pr-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Company or its subsidiary entities. The pre-approval requirement is satisfied with respect to provision of non-audit services if:

i) the aggregate amount of all such non-audit services provided to the Company constitutes no more than 5% of the total amount of fees paid by the Company and its subsidiary entities to its external auditors during the fiscal year in which the non-audit services are provided;

ii) such services were not recognized by the Company or its subsidiary entities as non-audited services at the time of the engagement; and

iii) such services are promptly brought to the attention of the Committee by the Company and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre-approve non-audited services, provided the pre-approval of the non-audit services is presented to the Committee at its first scheduled meeting following such approval.

4.3 Financial Reporting Processes

a) in consultation with the external auditors, ensure that adequate procedures are in place to review communications made to the public of the Company's financial information, and review with management the integrity of the Company's financial reporting process, both internal and external;

b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;

d) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;

e) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;

f) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.