

## **Management's Discussion and Analysis**

(in Canadian dollars, unless otherwise indicated, and in accordance with ICCA)

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to assist in the understanding and assessment of trends and significant changes in the results of operations and financial condition of the Company. As such, it should be read in conjunction with the unaudited interim financial statements for the quarter ended September 30, 2009.

### **Forward Looking Statements**

Certain statements contained in this Management's Discussion and Analysis 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 Environment 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 Columbiac 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 Risk and Uncertainties Section of this Management's Discussion and Analysis. Consequently, actual results may differ materially from the anticipated results expressed in these forward-looking statements.

### **1. Description of Activities**

#### **1.1 Summary**

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 mineral prospects (historical resources) 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 two historical resource ore bodies— the S-60 and the HWM-2. Numerous metallurgical concentration tests and analyses were undertaken throughout the exploration period. These tests, on the various mineralized facies of the principal historical resource mineral prospect, the S-60, allow for the development of an optimal pyrochlore recovery process. Pyrochlore is the niobium-bearing mineral.

Historical Resources-Oka Niobium Property  
Millions of tonnes (0.5% Nb<sub>2</sub>O<sub>5</sub> cut off grade)

Historical Resource	Measured	Indicated	Grade % Nb <sub>2</sub> O <sub>5</sub>
S-60	7.30	3.11	0.66
HWM-2	1.32	2.22	0.56

The above figures reproduce the description of the Oka Niobium mineral prospect, 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. 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. MCSL concurs with the conclusions drawn by MCP.”* Since both studies were completed prior to the entry into force of NI 43-101 requirements, Niocan may not refer the shareholders to such studies without including appropriate warnings that the studies do not permit the determination of mineral resources or mineral reserves in conformity with the requirements of NI 43-101. 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.

In 2004, Niocan acquired a property with three mineral prospects (historical resources) of magnetite ore, located near the Great Whale River (the “Great Whale Iron Property”).

## 1.2 Projects

### a) Oka Niobium Mine Project

During the third quarter of 2009, Niocan has continued to enquire upon the MSDEP in efforts to obtain the Certificate of Authorization which would allow the Company to build a mine in Oka. The Company has exchanged correspondence and has contacted the MSDEP. The Company has received to date no indication as to whether the MSDEP intends to issue the Certificate of Authorization, nor the timing of such decision. However the Company has received a written confirmation from the MSDEP during the fourth quarter of 2008 that the MSDEP was consulting the first nations in Kanasetake in relation to the Company’s plan to build its mine in Oka.

The Company’s management has met with the Mohawks Council of Kanasetake on two occasions, in February and April 2008, and has also held a public presentation for the community of Kanasetake in April 2008 in relation to the underground mine design including the hydrological Golder Study. The objective of these meetings was to comfort the Mohawks community concerning the alleged environmental issues and the underground water effects potentially related the mine project in the Ste-Sophie range of Oka located 6 kilometers from Kanasetake. The Mohawk Council of Kanasetake issued a press release on September 24, 2009 indicating that it is *“demanding a full*

*Environmental Assessment be conducted immediately by the Federal Government in regard to a niobium mine planned for the area. Federal involvement is essential due to the safety concerns, aboriginal rights and fiduciary responsibility issues.*” The Company responded to such press release by letter to Grand Chief Paul Nicholas dated October 1, 2009, reiterating the Company’s past invitation to meet with the Council and to open and provide access to a data room, for the purpose of dissemination and consultation of all pertinent technical and environmental information which, in the Company’s view, would bring comfort to the Mohawk Council of Kanasatake. The Company is of the opinion that numerous studies performed over the past years as well as two (2) BAPE (“Bureau d’Audiences Publiques sur l’Environnement”) have indicated that the Oka Niobium Mine Project is environmentally safe. In addition, the Company believes that the federal government does not have jurisdiction over such matters. The Company has in fact received letters in 2001, 2002 and 2003 from the Canadian Environmental Assessment Agency stating that Environment Canada, Health Canada, Natural Resources Canada, Fisheries and Oceans Canada and the Canadian Commission on Nuclear Security have confirmed their absence of “trigger” as per Section 5 of the *Canadian Environmental Assessment Act*, following their analysis of the Oka Niobium Mine Project. However, the Company will be required to comply with Canadian environmental regulations with respect to rejected waters from metallic mines.

Met-Chem, on Niocan’s request, has produced a short niobium market study during the month of February 2008. The main producers are located in Brazil (CBMM and Mineração Catalao) with a production of 77 300 tonnes in 2007 (2008 P; 97 500 T) and Niobec has a constant production of 3 500 tonnes annually. There are also some small producers of 25-200 T/yr. in Australia, Nigeria, Rwanda, Mozambique and Congo. The important users are Germany (41%), USA (27%), Japan (19%) and China (13%). It will be interesting for Niocan to update its 2000 feasibility study considering the evolution in the price of niobium, which was at \$6.83 USD/pound in 2002, has reached \$26.50 USD in May 2007 and finally \$21.50 USD in January 2008. The average price of Niobium for the last three (3) years is \$12.88 USD/pound. IamGold, owner of the Niobec mine, announced in its press release dated June 11, 2009 that the price of niobium was of \$35 USD/kg (\$15.90 USD/pound). The Company is often approached by parties interested to purchase ferroniobium or to partner with the Corporation. Also, there is an increased interest for rare earths (National Post, September 11, 2008). According to a report on the Company’s Niobium property prepared by Les Consultants Protec inc. on November 5, 1997, Niocan’s pyrochlore concentrate contains 14% rare earths.

b) Great Whale Iron Property (“GWIP”)

The Great Whale Iron Property includes three (3) mineral prospects (historical resources) that were visited by geologists from Met-Chem and Niocan in July and August 2006. Met-Chem has delivered a Technical Report on GWIP as per NI 43-101 dated August 31, 2006. 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.”*

This property of 17,098 acres, with an average of 36% Fe magnetite content indicated by drilling in 1957-1960, was acquired by Niocan on February 10, 2004. It is located 80

km from the mouth of the Great Whale River on Hudson Bay, Inuit territory Class III. Intensive exploration effected in the 1960's indicated an estimate of tonnage and grade of approximately 942 million tonnes of iron historical resources (Belcher Mining Corporation Ltd., November 1960 by L.M. Scofield). According to the report prepared by Met-Chem on August 31, 2006: *"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."*

Since the Company has not established mineral resources and has not performed a preliminary feasibility study, it can not, since the coming into force of NI 43-101, refer to "mineral reserves" without including the appropriate warnings to illustrate that this constitutes an historical estimate. 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 must update the estimates and studies made in the 50's and 60's to demonstrate the feasibility of a contemporary iron mine in order to interest one or more partners in this potential project. Niocan wishes to identify a partner with the financing capability to share the cost of a prefeasibility study for a percentage of ownership while eventually retaining a position in this historical mineral prospect, referring to the geological works done in the 60's. Once the project is started, the Company expects that it would take approximately two (2) calendar seasons to conduct the prefeasibility study.

Following the end of the second quarter of 2009, from July 1<sup>st</sup> to July 10, 2009, the Company proceeded to an expedition to the Great Whale Iron Property to collect new core samples to proceed to metallurgic tests. The Company expects to receive the results of such tests during the fourth quarter of 2009.

c) James Bay Niobium Property

There has been no new development on the future positioning of Niocan on this niobium mineral prospect in James Bay. The Company plans to revisit this subject with the 40% owners of the mining rights, who have also the management rights at the proper time depending on the Oka mine development.

## 2. Results of Operations

### 2.1 Summary

#### a) Oka Niobium Project

The Company has for many years been awaiting the receipt of a CA from the MSDEP which would allow it to exploit its Oka mine project. The Company considers that it has produced all information required by the MSDEP for the issuance of a CA; however, in spite of the Company's repeated attempts to obtain an indication from the MSDEP as to

its intentions relatively to the CA, the Company has not received conclusive information to this effect. The Company has prepared a plan to intervene before many Quebec ministers and stakeholders in the Oka region during the fall of 2009, to obtain additional support to convince the MSDEP to issue the CA, which would allow the Company to build its underground Niobium mine in the Ste.Sophie range of Oka, Quebec as soon as possible.

During the third quarter of 2009, Niocan has granted a mandate to Met-Chem for the formal update of the capital/operating costs of the projected mine complex. This project should be completed during the fourth quarter of 2009 and will cost approximately \$150,000. Niocan does not foresee any need to change the mine plan and underground, surface and plant design. Moreover, the update to the 2000 socio-economic study performed by KPMG should be completed during the fourth quarter of 2009 at an approximate cost of \$65,000 to provide additional new information to all the Company's stakeholders, shareholders, government officials and departments and the regional communities. The Oka niobium ore resources are currently being reproduced as per NI 43-101 requirements by a qualified person at a cost of approximately \$50,000.

Niocan plans to complete the remaining segments of the feasibility study as per NI 43-101 only when the CA is issued by the MSDEP, and this information will be needed at that time for financing purposes. The Company considers that an update of the complete feasibility study which would be compatible with NI 43-101 would require approximately six (6) months and would cost over \$500,000.

In accordance with the 1998 and 2000 feasibility studies mentioned above, the construction of the mine and of the plant would take two (2) years and would require one hundred and ten million dollars (\$110,000,000) in funds. Since these estimates are over 9 years old, they will have to be updated to take into account, amongst other things, the increase in the price of Niobium as well as increased construction costs.

To date, \$4,767,551 has been capitalized in the Company's financial statements relatively to deferred expenditures for this project. These essentially consist in geotechnical studies, feasibility studies and studies for the design of the Oka Niobium mining project.

#### b) Great Whale Iron Property

On August 31, 2006, Met-Chem produced its technical report which recommends a plan of action on the Great Whale project for the period comprised between 2006 and 2008, which totalised seven million three hundred thousand dollars (\$7,300,000). The Company has not started this work, and rather is looking for a partner with the financial capability to share the costs of a prefeasibility study in exchange for a participation in this property.

In July 2009, the Company collected new drilled core samples and cores drilled in 1957-60 by Belcher Mining Corporation Ltd from the A, D and E iron mineralized (36% Fe magnetite) sites on the GWIP (17,098 acres) located 80 kilometers from the twin villages of Kuujuarapik – Whapmagoostui on the Hudson Bay. The objective of the 2009 program, at an approximate cost of \$300,000, is to perform modern metallurgical tests to confirm the optimum ore grain size of the prospects (historical resources) for maximum

iron liberation. A report to be prepared by Met-Chem should be delivered during the fourth quarter of 2009 when the tests are completed by Research Consortium in Mineral Processing (Corem) in Quebec City.

To date, \$340,078 has been capitalized in the Company's financial statements relatively to deferred expenditures for this project. These essentially consist in the study prepared by Met-Chem and fees relating to the land survey made by the Company's geologists, as well as costs engaged during the third quarter of 2009 for the Company's sampling and metallurgic campaign.

## 2.2 Revenues and expenses

Niocan's revenues for the quarter ended September 30, 2009 consist of interest from bank deposits which amounted to \$899 (\$10,007 in 2008) as well as revenues from leases which amounted to \$6,500 (\$1,772 in 2008).

The expenses incurred for the quarter ended September 30, 2009 in a total amount of \$121,951 (\$136,012 in 2008) consist mainly in non-cash expenses relating to the grant of stock options (\$39,450, compared to none in 2008), professional fees (\$9,936, compared to \$70,275 in 2008), office and administration fees (\$23,718, compared to \$17,185 in 2008), directors fees (\$16,400, compared to \$15,200 in 2008) and trustee and registration fees (\$12,533, compared to \$8,936 in 2008).

## 2.3 Summary Quarterly Information

The following table presents certain extracts of the quarterly statements of operations:

<b>Quarterly Information</b>			
<b>Quarter Ended</b>	<b>TOTAL REVENUE (\$)</b>	<b>NET LOSS (\$)</b>	<b>NET LOSS PER SHARE (\$)</b>
September 30, 2009	7,399	114,552	0.01
June 30, 2009	1,581	286,471	0.01
March 31, 2009	6,149	92,809	0.01
December 31, 2008	24,722	58,149	0.01
September 30, 2008	11,779	124,233	0.01
June 30, 2008	6,582	216,140	0.01
March 31, 2008	9,726	133,360	0.01
December 31, 2007	13,457	112,561	0.01

The Company had no significant revenues over the past eight quarters. The variations in net losses result mainly from variations in expenditures relative to engineering studies made for the Company's account, as well as non-cash expenses relating to the grant of stock options.

## 2.4 Balance Sheet

The Company's total assets on September 30, 2009 totalled \$7,633,893 (\$8,040,659 on September 30, 2008). On September 30, 2009, the current assets totalled \$1,212,057 (\$1,703,303 on September 30, 2008), the shareholder's equity totalled \$7,601,370

(\$8,040,659 on September 30, 2008) and the cash and cash equivalents totalled \$1,074,180 (\$1,592,088 on September 30, 2008).

## 2.5 Liquidities

On September 30, 2009, the short term assets totalled \$1,212,057 (\$1,703,303 on September 30, 2008). A private placement of \$1,080,000 took place during the third quarter of 2008 by the issuance of 1,800,000 common shares at \$0.60 per share, which price represented a 13% premium relative to the TSX share price of \$0.53 on June 5, 2008.

The Company invests solely in liquid, high-grade securities. The Company does not invest in asset backed commercial paper.

The Company considers that these funds are sufficient to respect all its current commitments. However, additional funding will be required to finance the Company's two main projects, being the Great Whale project and the Oka project. As for the Oka project, the Company currently holds the funds required to update its feasibility study, and if and when the CA is issued by the MSDEP, the Company will have to raise substantial additional funds, the amount of which is to be confirmed by the update of the feasibility study currently in progress, to proceed to the construction of the mine and the plant.

## 2.6 Commitments

The Company has a lease commitment for premises in Montreal amounting to approximately \$33,000 per year.

On April 24, 2006, the Company renewed its agreement with the Municipality of Oka granting the Corporation an option to acquire the front half of the St-Lawrence Columbian site for a purchase price of \$200,000; such renewal agreement was to expire on December 31, 2007, and was further renewed by the Corporation until June 30, 2008. An amount of \$45,000 has been paid to the Municipality of Oka since the signature of this agreement. The Company was interested in acquiring this property to use it as a waste dump for the future niobium mine in Oka and the Company, if it had purchased such property, would also commit to restore and clean a small adjacent site. The Company has decided to postpone discussions relating to the renewal of such option agreement with the Municipality of Oka at the present time, pending further news from the MSDEP relating to the issuance of the CA.

## 3. Related party transactions

During the third quarter of 2009, there were no related-party transactions.

#### **4. Significant accounting policies**

Use of estimates:

The preparation of Financial Statements in conformity with generally accepted accounting principles in Canada requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

We refer you to the note 3 of the Company's financial statements for the quarter ended September 30, 2009, which details certain accounting policies used in the preparation of the financial statements.

#### **5. Mining and exploration properties**

Mining assets include mining rights in two properties and deferred exploration expenses, 48 claims covering 1604 acres as well as surface rights on 231 acres (110 hectares) at Oka and 17 098 acres of claims on the Hudson Bay area (Great Whale iron ore). The claims for GWIP were renewed until 2011.

Exploration expenses are deferred until the economic viability of the projects have been established, at which time the expenses will be added to mining properties. Expenses are written off when properties are abandoned or when expense recovery is uncertain. Management has defined uncertainty as either, there are no financial resources available for development over a period of three consecutive years, or results from exploration work not warranting further investment.

#### **6. Change in accounting policies**

We refer you to note 2 of the Company's financial statements for the quarter ended September 30, 2009, which provides further information on the changes in accounting policies.

#### **7. Number of Shares Issued**

Common shares issued and outstanding	20,763,833
Options granted	2,782,000
Warrants	0
Convertible debentures	0
Total	23,545,833

## **8. Disclosure Controls and Procedures and Internal Control Over Financial Reporting**

### **Disclosure Controls and Procedures**

National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings", issued by the Canadian Securities Administrators requires Chief Executive Officers ("CEOs") and Chief Financial Officers ("CFOs") to certify that they are responsible for establishing and maintaining disclosure controls and procedures for the Company, that disclosure controls and procedures have been designed and are effective in providing reasonable assurance that material information relating to the Company is made known to them, that they have evaluated the effectiveness of the Company's disclosure controls and procedures, and that their conclusions about the effectiveness of those disclosure controls and procedures at the end of the period covered by the relevant annual filings have been disclosed by the Company.

Under the supervision of and with the participation of management, including the President and Chief Executive Officer and Interim Chief Financial Officer, we have evaluated the effectiveness of the Company's disclosure controls and procedures as at September 30, 2009 and direction concluded that, disclosure controls and procedures contain a material weakness due to inadequate segregation of duties between the authorization, recording, review and reconciliation of purchases and sales and recording of cash receipts and bank account reconciliations. This material weakness has the potential to result in a material misstatement in the company's financial statements, and should also be considered a material weakness in its internal control over financial reporting. Management and Board of Director has concluded and agreed that, taking into account the present stage of the company's development and the best interests of its shareholders, the company does not have sufficient size and scale to warrant the hiring of an additional staff to correct this weakness at this time.

### **Internal controls over financial reporting**

National Instrument 52-109 also requires CEOs and CFOs to certify that they are responsible for establishing and maintaining internal controls over financial reporting for the Company, that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian generally accepted accounting principles, and that the Company has disclosed any changes in its internal controls during its most recent interim period that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Under the supervision of and with the participation of management, including the President and Chief Executive Officer and the interim Chief Financial Officer, we have evaluated the effectiveness of internal controls over financial reporting as of September 30, 2009 and we have concluded that, the internal control over financial reporting contain a material weakness due to inadequate segregation of duties as previously mentioned in the "*Disclosure Controls and Procedures*" section.

To evaluate the efficiency of the internal controls over financial reporting, management used the recognized and suited entitled working environment Internal Control Integrated

Framework, issued by Committee of sponsoring Organizations of the Treadway Commission ("COSO").

## 9. Risks and uncertainties

The Corporation needs to obtain a Certificate of Authorization from the MSDEP in order to build the Oka mine project. There is no assurance that the MSDEP will issue this CA or that the CA will be issued in the near future.

The Corporation needs to secure new equity and debt financing in order to ultimately realize the Oka Project and pursue the exploration/development of other properties it has acquired, particularly that of the Great Whale Iron mineral prospect. Given the nature of the speculative investment it is seeking in the capital markets, there is no assurance that the required financing will be available.

There are many factors that could affect the Company's results that are not controlled by management, such as market prices, exchange rates, politico-social conflicts, competition and regulatory approvals.

The Corporation has not renewed its option to the purchase part of the old St-Lawrence Columbian mine site from the Municipality of Oka, which expired on June 30, 2008, pending a decision from the MSDEP relating to the issuance of the Certificate of Authorization. While the Company has a verbal understanding with the municipality of Oka that the parties will wait for the issuance of the CA before finalizing the purchase agreement, there is no assurance that the municipality of Oka will accept to extend this offer to purchase in the future should the Certificate of Authorization be issued by the MSDEP.

The Company takes great care to minimize these risks by carefully choosing consultants and advisors that are experienced leaders in their field of environment, mining engineering and law.

## 10. Other

The reader is referred to financial statements and notes to financial statements for more details. These are filed on SEDAR at [www.sedar.com](http://www.sedar.com). Additional information relating to the Company, including the Company's Annual Information Form, may be consulted on SEDAR at [www.SEDAR.com](http://www.SEDAR.com).



Bernard Coulombe  
Director,  
President and Chief Executive Officer  
November 2, 2009